



NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Shareholders of Kineco Limited will be held on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa / over VC (Microsoft Teams), to transact the following business:

ORDINARY BUSINESS

1) To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Balance sheet as at 31st March, 2025 and the statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Consolidated Balance sheet as at 31st March, 2025 and consolidated statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon;

2) To appoint a director in place of Mr. Prashant Naik (DIN: 01866113), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3) Regularization of Additional Director, Mr. Lalit Balmukund Agrawal (DIN: 00147743) as Director 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 Mr. Lalit Balmukund Agrawal (DIN: 00147743), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

Kineco Limited

41, Pilerne Industrial Estate, Bardez, Goa 403 511, INDIA.

Tel : +91-832-6710900, Fax : +91-832-6710910, CIN : U24134GA1994PLC001672

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4) Regularization of Additional Director, Mr. Pankaj Prasoon (DIN: 06529561) as Director 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 Mr. Pankaj Prasoon (DIN: 06529561), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

5) Regularization of Additional Director, Mr. Girish Desai (DIN: 02846130) as Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Girish Desai (DIN: 02846130), who was appointed as an Additional Director of the Company with effect from 3rd October, 2024 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd October, 2024

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

6) To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2026

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), CMA Savari Muthu. I (M.No. FICWA 6716), Cost Auditor appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, be paid the

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remuneration of Rs. 2,18,750/- plus out of pocket expense & GST to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7) To approve the grant of unsecured inter-corporate loan up to Rs. 2 Crores to Kineco Exel Composites India Private Limited.

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with Articles of Association of the Company, the Consent of the members be and is hereby accorded to provide an unsecured loan for a sum not exceeding Rs. 2 Crores (Rupees Two Crore Only) to Kineco Exel Composites India Private Limited, in tranches as and when necessary, for a period of 1 Year (One year) at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

RESOLVED FURTHER THAT any Director and the Chief Financial Officer of the Company, be and are hereby jointly authorized to execute Loan Agreement and such other documents, including any modification / alteration / amendments thereto, as may be required, and to do all necessary acts which are required, consequential or deemed expedient and also authorized to file necessary document and e-form to give effect to the transaction with the Registrar of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to furnish certified true copies of the resolution to all concerned authorities.”

By order of the Board of Directors
For Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

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NOTES:

1. In terms of Section 102 of the Companies Act, 2013, an explanatory statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of this Notice.
2. Since this AGM will be conducted through VC, where physical presence of members has been dispensed with, there is no requirement of attendance of proxies as per circular General Circular 14/2020 dated 08.04.2020 and General Circular No. 09/2023 dated 25.09.2023. Accordingly, the facility of appointment of proxies by members will not be available for this meeting.
3. Corporate member(s) intending to send their authorised representative(s) to attend and vote at the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. VC Process including VOTING at the AGM through VC is detailed in **Annexure 1**.

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ANNEXURE 1

Members can join the meeting on Microsoft teams on the following link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_NTkwnWMyZGYtMDg0NS00YzJhLTgyOGMtNjNiZWl4YzlmMjMw%40thread.v2/0?context=%7b%22Tid%22%3a%2223dbdb59-f3b4-4fe7-9e72-01df4f4666bb%22%2c%22Oid%22%3a%22384a3bf6-4d51-4717-b842-6fc5b07c20fe%22%7d

[The link may be opened directly in the Microsoft Teams App installed on your smartphones or laptop or the above link can be copied and pasted in your browser if you do not have the Microsoft Teams app Installed. Thereafter please enter your full name for the company to verify your participation.]

For any difficulties in joining the meeting or during the meeting, members may contact on the following helpline number: 91-832-6710952

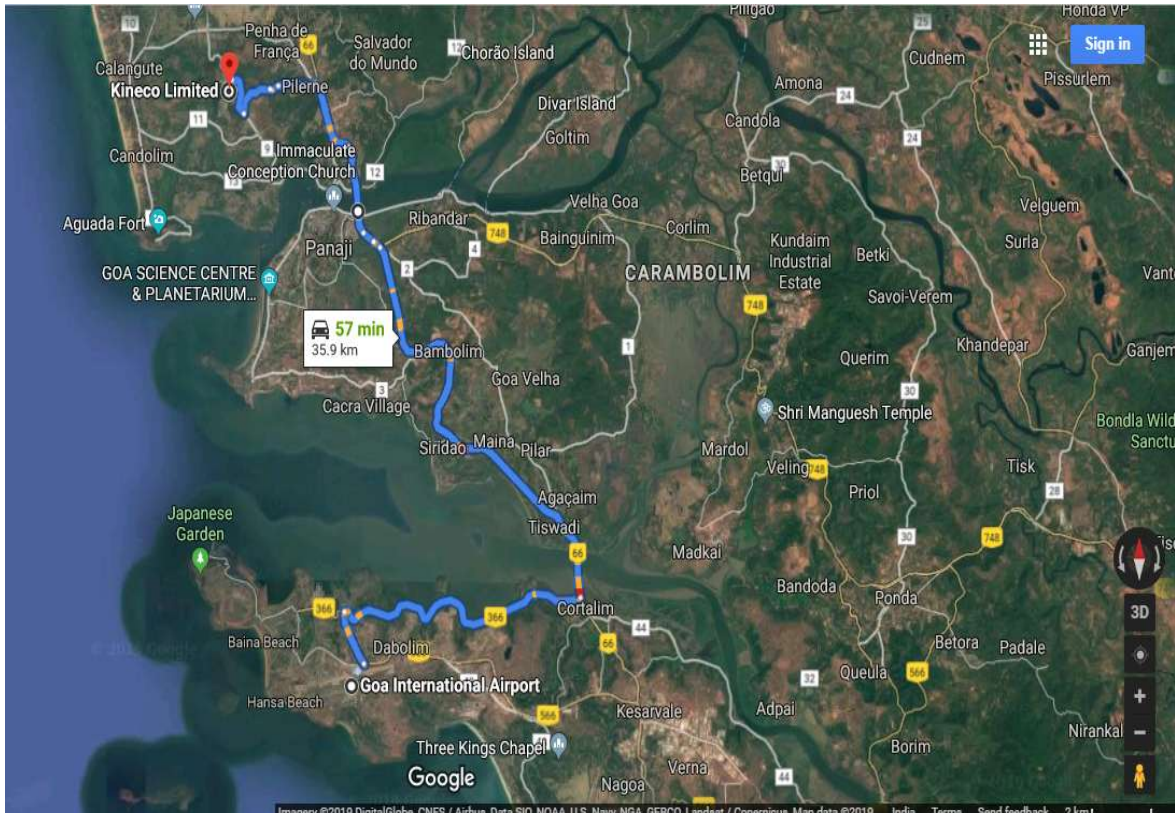
1. The members are hereby informed that the AGM shall be recorded and by joining the meeting you are consenting to the said AGM being recorded.
2. If members have any questions, they may send the same at least 2 days in advance on manisha@kinecogroup.com / legal@kinecogroup.com.
3. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled and to start the meeting and shall be closed after 15 minutes after the scheduled time i.e. 12:30 PM IST
4. Attendance of members on the VC shall be counted for the purpose of quorum.
5. Members can convey their vote, through the email address registered by the company, when a poll is required to be taken during the meeting on any resolution on the following designated email address clearly stating the Resolution Number followed by 'assent' or 'dissent': legal@kinecogroup.com

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Route Map:



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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

ITEM NO. 03 & 04:

As per Article 38.1.a of the Articles of Association, the investors shall collectively be entitled to nominate 2 Directors on the Board of the Company.

Accordingly, the investors had nominated Mr. Lalit Agrawal and Mr. Pankaj Prasoon on the Board of the Company and the Board had appointed Mr. Lalit Agrawal and Mr. Pankaj Prasoon as Additional Directors upto the Annual General Meeting of the Company.

The Company has received consent from both Directors in Form DIR 2 and a declaration that they are not disqualified from being appointed as a Director of the Company in Form DIR 8 of the Companies Act 2013.

Mr. Pankaj Prasoon has a rich multi-faceted experience across various businesses. He serves as a Director on multiple companies and his active involvement with the investor community provides strategic & financial direction into the company's operations.

Whereas, Mr. Lalit Agrawal is a Chartered Accountant having a professional background with expertise and experience in managing finance and accounts related matters, financial investments, Direct & Indirect Tax compliances and FEMA/RBI related matters.

The shareholding of Mr. Pankaj Prasoon and Mr. Lalit Agrawal in the Company as on 08/08/2025 is as follows:

Sr No	Name of the Shareholder	Shares held in the Company	% Shareholding
1.	Mr. Pankaj Prasoon	527,333	7.32%
2.	Mr. Lalit Agrawal	119,159	1.65%

It is proposed that the shareholders regularize the appointments of Mr. Lalit Agrawal and Mr. Pankaj Prasoon by passing an Ordinary Resolution.

None of the Directors of the Company except Mr. Lalit Agrawal and Mr. Pankaj Prasoon, are concerned or interested in the proposed resolutions in Item No 3 & 4 of the Notice.

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ITEM NO. 05:

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Girish Desai shall be appointed by the members in the ensuing Annual General Meeting.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and also received Independent Director declaration as per Section 149(6) of the Companies Act 2013.

Mr. Desai is acting as an Independent Director in Kineco Limited and also serves as Director in many companies. As an entrepreneur with years of experience of running his own business, he provides diverse business views, risk management and provides good financial insights to the Board.

It is proposed that the shareholders regularize the appointment by passing an Ordinary Resolution in Item No 05 of the Notice.

None of the Directors or Key Managerial Personnel of the Company except Mr. Girish Desai, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, requires to be ratified by the Members of the Company at the General Meeting.

The Company has received the Auditor's Letter of Consent from CMA Savari Muthu (M.No. FICWA 6716), who is free from disqualifications specified under Section 139, 141 and 142 of the Companies Act, 2013.

CMA Savari Muthu has requested for an increase of his audit fees by 25% to Rs. 2,18,750 to conduct the cost audit of the Company for the FY ending 31/03/2026 due to the increase in scale and complexity of the audit post Amalgamation of the Company's wholly-owned subsidiary with Kineco Limited. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of CMA Savari Muthu (M.No. FICWA 6716), Cost Auditor as Rs. 2,18,750 (Rupees Two Lakhs Eighteen Thousand Seven hundred and fifty Only) plus out of pocket expenses and GST.

Accordingly, ratification by the Members is being sought on the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025 by way of an Ordinary Resolution as set out in Item No. 06 of the Notice.

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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.

ITEM NO. 7:

Kineco Exel Composites India Private Limited (KECI), an associate Joint Venture Company of Kineco, is its expansion phase and had entered into a lease arrangement for a bigger manufacturing facility at Banda Maharashtra. Further, KECI has already signed a multi million multi year contract with an Indian Company and is in the process of negotiating more such contracts with multi-national companies for the supply of components for wind energy sector which will be the primary market for the JV's growth.

To support the JV in its early stages of establishment, the Company had in the previous financial year extended an unsecured inter corporate loan of an amount not exceeding Rs. 2 Crore for a period of one year, for KECI company to meet its short-term working capital needs from time to time, in tranches as and when required at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

Although this loan is repaid by the KECI to the Company, the JV may need additional support from time to time to meet its cash flow shortfall in its early stages. Hence, Now, an approval of the shareholders is sought to extend the time period of the loan by another one year on the same terms and conditions. I.e : at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

As per Section 185 (2) of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that:

- (a) a special resolution is passed by the company in general meeting, and
- (b) the loans are utilised by the borrowing company for its principal business activities.

Mr. Shekhar Sardessai is the Promoter and Managing Director of Kineco Exel Composites India Pvt Ltd. No other director is interested in this item.

Accordingly, the Company seeks a Special Resolution from its members for extending the unsecured inter-corporate loan of an amount not exceeding Rs. 2 Crore to Kineco Exel Composites India Private Limited for a period of 1 year from the date of Board approval, at a rate of interest of Prevailing bank rate plus one percent.

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The Board recommends the Resolution at Item No. 7 of the Notice for approval of the shareholders by Special Resolution.

By the Order of the Board of
Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

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ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 31st Annual General meeting of the Company on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa,

Folio No. :
No. of Shares :

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

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ORDINARY BUSINESS

1) To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Balance sheet as at 31st March, 2025 and the statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Consolidated Balance sheet as at 31st March, 2025 and consolidated statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon;

2) To appoint a director in place of Mr. Prashant Naik (DIN: 01866113), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3) Regularization of Additional Director, Mr. Lalit Balmukund Agrawal (DIN: 00147743) as Director 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 Mr. Lalit Balmukund Agrawal (DIN: 00147743), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

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4) Regularization of Additional Director, Mr. Pankaj Prasoon (DIN: 06529561) as Director 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 Mr. Pankaj Prasoon (DIN: 06529561), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

5) Regularization of Additional Director, Mr. Girish Desai (DIN: 02846130) as Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Girish Desai (DIN: 02846130), who was appointed as an Additional Director of the Company with effect from 3rd October, 2024 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd October, 2024

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

6) To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2026

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), CMA Savari Muthu. I (M.No. FICWA 6716), Cost Auditor appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, be paid the

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remuneration of Rs. 2,18,750/- plus out of pocket expense & GST to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

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7) To approve the grant of unsecured inter-corporate loan up to Rs. 2 Crores to Kineco Exel Composites India Private Limited.

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with Articles of Association of the Company, the Consent of the members be and is hereby accorded to provide an unsecured loan for a sum not exceeding Rs. 2 Crores (Rupees Two Crore Only) to Kineco Exel Composites India Private Limited, in tranches as and when necessary, for a period of 1 Year (One year) at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

RESOLVED FURTHER THAT any Director and the Chief Financial Officer of the Company, be and are hereby jointly authorized to execute Loan Agreement and such other documents, including any modification / alteration / amendments thereto, as may be required, and to do all necessary acts which are required, consequential or deemed expedient and also authorized to file necessary document and e-form to give effect to the transaction with the Registrar of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to furnish certified true copies of the resolution to all concerned authorities.”

By order of the Board of Directors
For Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

KINECO

NOTES:

1. In terms of Section 102 of the Companies Act, 2013, an explanatory statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of this Notice.
2. Since this AGM will be conducted through VC, where physical presence of members has been dispensed with, there is no requirement of attendance of proxies as per circular General Circular 14/2020 dated 08.04.2020 and General Circular No. 09/2023 dated 25.09.2023. Accordingly, the facility of appointment of proxies by members will not be available for this meeting.
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ANNEXURE 1

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5. Members can convey their vote, through the email address registered by the company, when a poll is required to be taken during the meeting on any resolution on the following designated email address clearly stating the Resolution Number followed by 'assent' or 'dissent': legal@kinecogroup.com

Kineco Limited

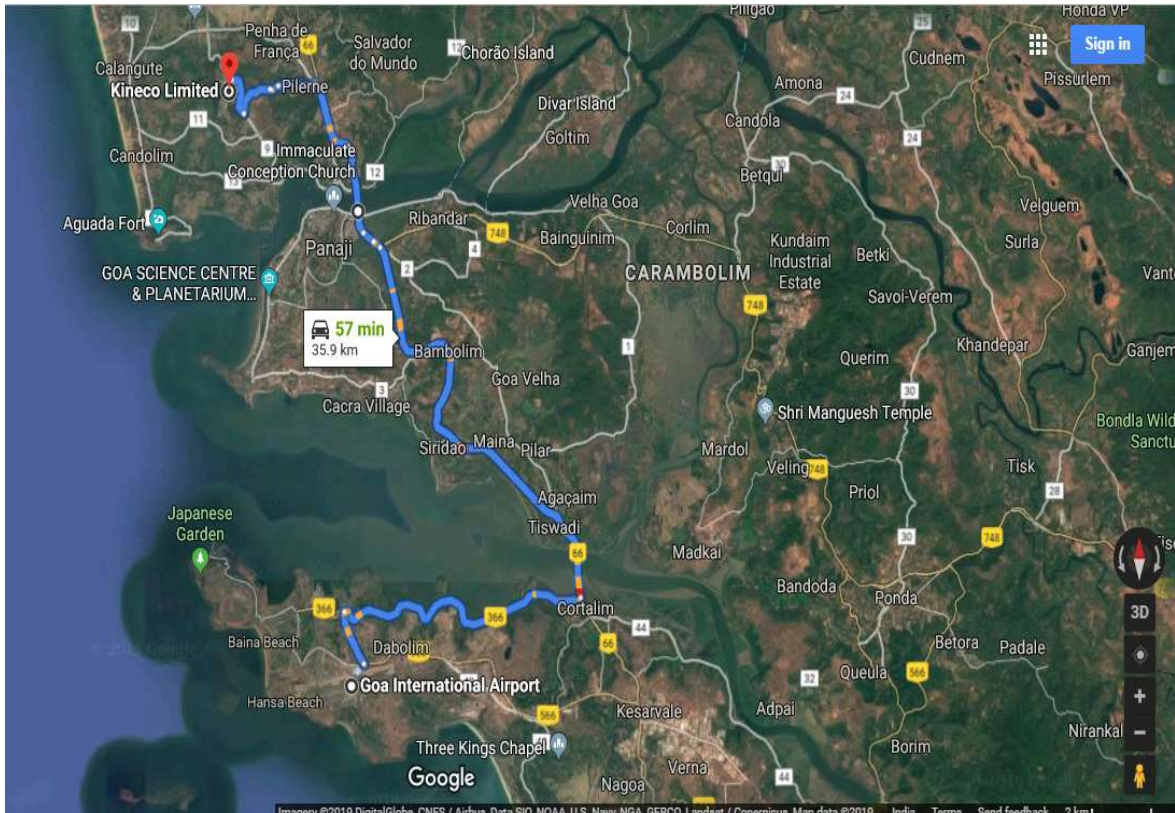
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Route Map:



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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

ITEM NO. 03 & 04:

As per Article 38.1.a of the Articles of Association, the investors shall collectively be entitled to nominate 2 Directors on the Board of the Company.

Accordingly, the investors had nominated Mr. Lalit Agrawal and Mr. Pankaj Prasoon on the Board of the Company and the Board had appointed Mr. Lalit Agrawal and Mr. Pankaj Prasoon as Additional Directors upto the Annual General Meeting of the Company.

The Company has received consent from both Directors in Form DIR 2 and a declaration that they are not disqualified from being appointed as a Director of the Company in Form DIR 8 of the Companies Act 2013.

Mr. Pankaj Prasoon has a rich multi-faceted experience across various businesses. He serves as a Director on multiple companies and his active involvement with the investor community provides strategic & financial direction into the company's operations.

Whereas, Mr. Lalit Agrawal is a Chartered Accountant having a professional background with expertise and experience in managing finance and accounts related matters, financial investments, Direct & Indirect Tax compliances and FEMA/RBI related matters.

The shareholding of Mr. Pankaj Prasoon and Mr. Lalit Agrawal in the Company as on 08/08/2025 is as follows:

Sr No	Name of the Shareholder	Shares held in the Company	% Shareholding
1.	Mr. Pankaj Prasoon	527,333	7.32%
2.	Mr. Lalit Agrawal	119,159	1.65%

It is proposed that the shareholders regularize the appointments of Mr. Lalit Agrawal and Mr. Pankaj Prasoon by passing an Ordinary Resolution.

None of the Directors of the Company except Mr. Lalit Agrawal and Mr. Pankaj Prasoon, are concerned or interested in the proposed resolutions in Item No 3 & 4 of the Notice.

Kineco Limited

41, Pilerne Industrial Estate, Bardez, Goa 403 511, INDIA.

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ITEM NO. 05:

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Girish Desai shall be appointed by the members in the ensuing Annual General Meeting.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and also received Independent Director declaration as per Section 149(6) of the Companies Act 2013.

Mr. Desai is acting as an Independent Director in Kineco Limited and also serves as Director in many companies. As an entrepreneur with years of experience of running his own business, he provides diverse business views, risk management and provides good financial insights to the Board.

It is proposed that the shareholders regularize the appointment by passing an Ordinary Resolution in Item No 05 of the Notice.

None of the Directors or Key Managerial Personnel of the Company except Mr. Girish Desai, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, requires to be ratified by the Members of the Company at the General Meeting.

The Company has received the Auditor's Letter of Consent from CMA Savari Muthu (M.No. FICWA 6716), who is free from disqualifications specified under Section 139, 141 and 142 of the Companies Act, 2013.

CMA Savari Muthu has requested for an increase of his audit fees by 25% to Rs. 2,18,750 to conduct the cost audit of the Company for the FY ending 31/03/2026 due to the increase in scale and complexity of the audit post Amalgamation of the Company's wholly-owned subsidiary with Kineco Limited. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of CMA Savari Muthu (M.No. FICWA 6716), Cost Auditor as Rs. 2,18,750 (Rupees Two Lakhs Eighteen Thousand Seven hundred and fifty Only) plus out of pocket expenses and GST.

Accordingly, ratification by the Members is being sought on the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025 by way of an Ordinary Resolution as set out in Item No. 06 of the Notice.

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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.

ITEM NO. 7:

Kineco Exel Composites India Private Limited (KECI), an associate Joint Venture Company of Kineco, is its expansion phase and had entered into a lease arrangement for a bigger manufacturing facility at Banda Maharashtra. Further, KECI has already signed a multi million multi year contract with an Indian Company and is in the process of negotiating more such contracts with multi-national companies for the supply of components for wind energy sector which will be the primary market for the JV's growth.

To support the JV in its early stages of establishment, the Company had in the previous financial year extended an unsecured inter corporate loan of an amount not exceeding Rs. 2 Crore for a period of one year, for KECI company to meet its short-term working capital needs from time to time, in tranches as and when required at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

Although this loan is repaid by the KECI to the Company, the JV may need additional support from time to time to meet its cash flow shortfall in its early stages. Hence, Now, an approval of the shareholders is sought to extend the time period of the loan by another one year on the same terms and conditions. I.e : at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

As per Section 185 (2) of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that:

- (a) a special resolution is passed by the company in general meeting, and
- (b) the loans are utilised by the borrowing company for its principal business activities.

Mr. Shekhar Sardessai is the Promoter and Managing Director of Kineco Exel Composites India Pvt Ltd. No other director is interested in this item.

Accordingly, the Company seeks a Special Resolution from its members for extending the unsecured inter-corporate loan of an amount not exceeding Rs. 2 Crore to Kineco Exel Composites India Private Limited for a period of 1 year from the date of Board approval, at a rate of interest of Prevailing bank rate plus one percent.

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The Board recommends the Resolution at Item No. 7 of the Notice for approval of the shareholders by Special Resolution.

By the Order of the Board of
Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

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ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 31st Annual General meeting of the Company on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa,

Folio No. :
No. of Shares :

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

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NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Shareholders of Kineco Limited will be held on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa / over VC (Microsoft Teams), to transact the following business:

ORDINARY BUSINESS

1) To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Balance sheet as at 31st March, 2025 and the statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Consolidated Balance sheet as at 31st March, 2025 and consolidated statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon;

2) To appoint a director in place of Mr. Prashant Naik (DIN: 01866113), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3) Regularization of Additional Director, Mr. Lalit Balmukund Agrawal (DIN: 00147743) as Director 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 Mr. Lalit Balmukund Agrawal (DIN: 00147743), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

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4) Regularization of Additional Director, Mr. Pankaj Prasoon (DIN: 06529561) as Director 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 Mr. Pankaj Prasoon (DIN: 06529561), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

5) Regularization of Additional Director, Mr. Girish Desai (DIN: 02846130) as Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Girish Desai (DIN: 02846130), who was appointed as an Additional Director of the Company with effect from 3rd October, 2024 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd October, 2024

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

6) To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2026

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), CMA Savari Muthu. I (M.No. FICWA 6716), Cost Auditor appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, be paid the

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remuneration of Rs. 2,18,750/- plus out of pocket expense & GST to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7) To approve the grant of unsecured inter-corporate loan up to Rs. 2 Crores to Kineco Exel Composites India Private Limited.

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with Articles of Association of the Company, the Consent of the members be and is hereby accorded to provide an unsecured loan for a sum not exceeding Rs. 2 Crores (Rupees Two Crore Only) to Kineco Exel Composites India Private Limited, in tranches as and when necessary, for a period of 1 Year (One year) at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

RESOLVED FURTHER THAT any Director and the Chief Financial Officer of the Company, be and are hereby jointly authorized to execute Loan Agreement and such other documents, including any modification / alteration / amendments thereto, as may be required, and to do all necessary acts which are required, consequential or deemed expedient and also authorized to file necessary document and e-form to give effect to the transaction with the Registrar of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to furnish certified true copies of the resolution to all concerned authorities.”

By order of the Board of Directors
For Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

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NOTES:

1. In terms of Section 102 of the Companies Act, 2013, an explanatory statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of this Notice.
2. Since this AGM will be conducted through VC, where physical presence of members has been dispensed with, there is no requirement of attendance of proxies as per circular General Circular 14/2020 dated 08.04.2020 and General Circular No. 09/2023 dated 25.09.2023. Accordingly, the facility of appointment of proxies by members will not be available for this meeting.
3. Corporate member(s) intending to send their authorised representative(s) to attend and vote at the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. VC Process including VOTING at the AGM through VC is detailed in **Annexure 1**.

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ANNEXURE 1

Members can join the meeting on Microsoft teams on the following link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_NTkwnWMyZGYtMDg0NS00YzJhLTgyOGMtNjNiZWl4YzlmMjMw%40thread.v2/0?context=%7b%22Tid%22%3a%2223dbdb59-f3b4-4fe7-9e72-01df4f4666bb%22%2c%22Oid%22%3a%22384a3bf6-4d51-4717-b842-6fc5b07c20fe%22%7d

[The link may be opened directly in the Microsoft Teams App installed on your smartphones or laptop or the above link can be copied and pasted in your browser if you do not have the Microsoft Teams app Installed. Thereafter please enter your full name for the company to verify your participation.]

For any difficulties in joining the meeting or during the meeting, members may contact on the following helpline number: 91-832-6710952

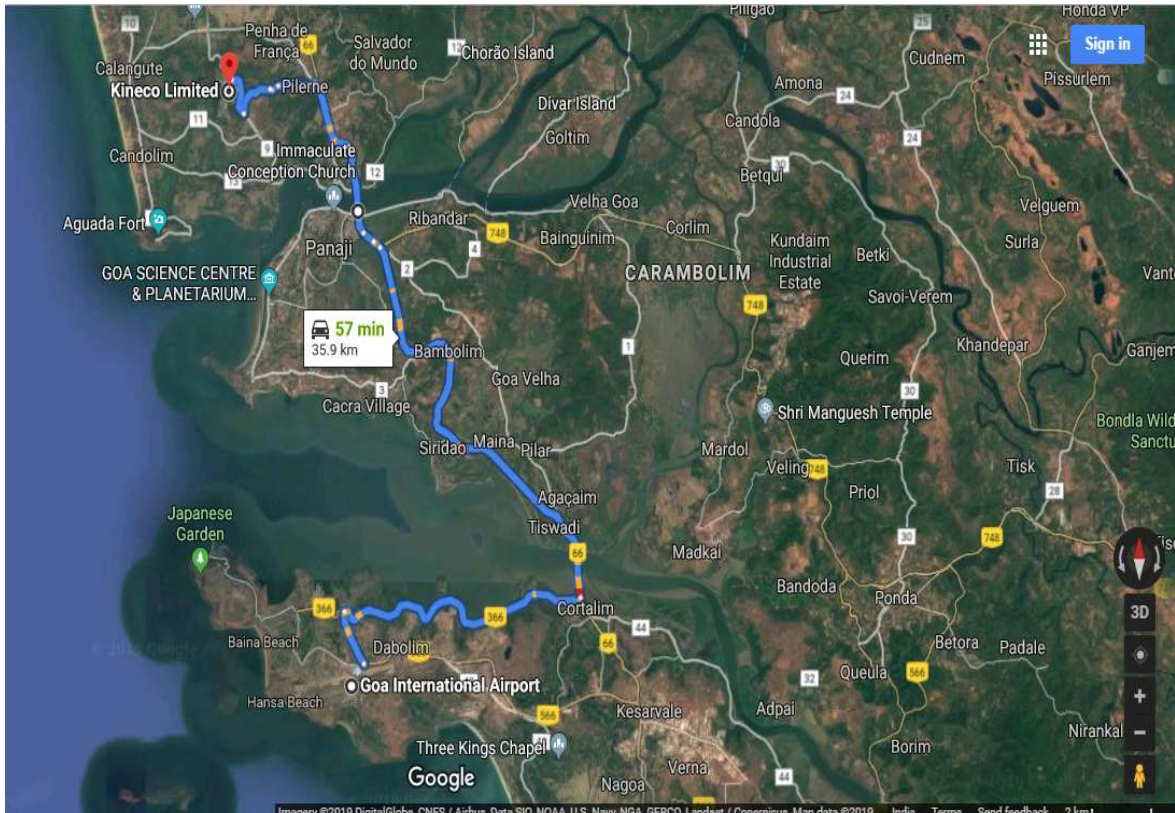
1. The members are hereby informed that the AGM shall be recorded and by joining the meeting you are consenting to the said AGM being recorded.
2. If members have any questions, they may send the same at least 2 days in advance on manisha@kinecogroup.com / legal@kinecogroup.com.
3. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled and to start the meeting and shall be closed after 15 minutes after the scheduled time i.e. 12:30 PM IST
4. Attendance of members on the VC shall be counted for the purpose of quorum.
5. Members can convey their vote, through the email address registered by the company, when a poll is required to be taken during the meeting on any resolution on the following designated email address clearly stating the Resolution Number followed by 'assent' or 'dissent': legal@kinecogroup.com

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Route Map:



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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

ITEM NO. 03 & 04:

As per Article 38.1.a of the Articles of Association, the investors shall collectively be entitled to nominate 2 Directors on the Board of the Company.

Accordingly, the investors had nominated Mr. Lalit Agrawal and Mr. Pankaj Prasoon on the Board of the Company and the Board had appointed Mr. Lalit Agrawal and Mr. Pankaj Prasoon as Additional Directors upto the Annual General Meeting of the Company.

The Company has received consent from both Directors in Form DIR 2 and a declaration that they are not disqualified from being appointed as a Director of the Company in Form DIR 8 of the Companies Act 2013.

Mr. Pankaj Prasoon has a rich multi-faceted experience across various businesses. He serves as a Director on multiple companies and his active involvement with the investor community provides strategic & financial direction into the company's operations.

Whereas, Mr. Lalit Agrawal is a Chartered Accountant having a professional background with expertise and experience in managing finance and accounts related matters, financial investments, Direct & Indirect Tax compliances and FEMA/RBI related matters.

The shareholding of Mr. Pankaj Prasoon and Mr. Lalit Agrawal in the Company as on 08/08/2025 is as follows:

Sr No	Name of the Shareholder	Shares held in the Company	% Shareholding
1.	Mr. Pankaj Prasoon	527,333	7.32%
2.	Mr. Lalit Agrawal	119,159	1.65%

It is proposed that the shareholders regularize the appointments of Mr. Lalit Agrawal and Mr. Pankaj Prasoon by passing an Ordinary Resolution.

None of the Directors of the Company except Mr. Lalit Agrawal and Mr. Pankaj Prasoon, are concerned or interested in the proposed resolutions in Item No 3 & 4 of the Notice.

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ITEM NO. 05:

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Girish Desai shall be appointed by the members in the ensuing Annual General Meeting.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and also received Independent Director declaration as per Section 149(6) of the Companies Act 2013.

Mr. Desai is acting as an Independent Director in Kineco Limited and also serves as Director in many companies. As an entrepreneur with years of experience of running his own business, he provides diverse business views, risk management and provides good financial insights to the Board.

It is proposed that the shareholders regularize the appointment by passing an Ordinary Resolution in Item No 05 of the Notice.

None of the Directors or Key Managerial Personnel of the Company except Mr. Girish Desai, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, requires to be ratified by the Members of the Company at the General Meeting.

The Company has received the Auditor's Letter of Consent from CMA Savari Muthu (M.No. FICWA 6716), who is free from disqualifications specified under Section 139, 141 and 142 of the Companies Act, 2013.

CMA Savari Muthu has requested for an increase of his audit fees by 25% to Rs. 2,18,750 to conduct the cost audit of the Company for the FY ending 31/03/2026 due to the increase in scale and complexity of the audit post Amalgamation of the Company's wholly-owned subsidiary with Kineco Limited. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of CMA Savari Muthu (M.No. FICWA 6716), Cost Auditor as Rs. 2,18,750 (Rupees Two Lakhs Eighteen Thousand Seven hundred and fifty Only) plus out of pocket expenses and GST.

Accordingly, ratification by the Members is being sought on the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025 by way of an Ordinary Resolution as set out in Item No. 06 of the Notice.

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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.

ITEM NO. 7:

Kineco Exel Composites India Private Limited (KECI), an associate Joint Venture Company of Kineco, is its expansion phase and had entered into a lease arrangement for a bigger manufacturing facility at Banda Maharashtra. Further, KECI has already signed a multi million multi year contract with an Indian Company and is in the process of negotiating more such contracts with multi-national companies for the supply of components for wind energy sector which will be the primary market for the JV's growth.

To support the JV in its early stages of establishment, the Company had in the previous financial year extended an unsecured inter corporate loan of an amount not exceeding Rs. 2 Crore for a period of one year, for KECI company to meet its short-term working capital needs from time to time, in tranches as and when required at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

Although this loan is repaid by the KECI to the Company, the JV may need additional support from time to time to meet its cash flow shortfall in its early stages. Hence, Now, an approval of the shareholders is sought to extend the time period of the loan by another one year on the same terms and conditions. I.e : at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

As per Section 185 (2) of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that:

- (a) a special resolution is passed by the company in general meeting, and
- (b) the loans are utilised by the borrowing company for its principal business activities.

Mr. Shekhar Sardessai is the Promoter and Managing Director of Kineco Exel Composites India Pvt Ltd. No other director is interested in this item.

Accordingly, the Company seeks a Special Resolution from its members for extending the unsecured inter-corporate loan of an amount not exceeding Rs. 2 Crore to Kineco Exel Composites India Private Limited for a period of 1 year from the date of Board approval, at a rate of interest of Prevailing bank rate plus one percent.

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KINECO

The Board recommends the Resolution at Item No. 7 of the Notice for approval of the shareholders by Special Resolution.

By the Order of the Board of
Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

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ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 31st Annual General meeting of the Company on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa,

Folio No. :
No. of Shares :

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

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NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Shareholders of Kineco Limited will be held on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa / over VC (Microsoft Teams), to transact the following business:

ORDINARY BUSINESS

1) To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Balance sheet as at 31st March, 2025 and the statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Consolidated Balance sheet as at 31st March, 2025 and consolidated statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon;

2) To appoint a director in place of Mr. Prashant Naik (DIN: 01866113), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3) Regularization of Additional Director, Mr. Lalit Balmukund Agrawal (DIN: 00147743) as Director 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 Mr. Lalit Balmukund Agrawal (DIN: 00147743), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

Kineco Limited

41, Pilerne Industrial Estate, Bardez, Goa 403 511, INDIA.

Tel : +91-832-6710900, Fax : +91-832-6710910, CIN : U24134GA1994PLC001672

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4) Regularization of Additional Director, Mr. Pankaj Prasoon (DIN: 06529561) as Director 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 Mr. Pankaj Prasoon (DIN: 06529561), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

5) Regularization of Additional Director, Mr. Girish Desai (DIN: 02846130) as Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Girish Desai (DIN: 02846130), who was appointed as an Additional Director of the Company with effect from 3rd October, 2024 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd October, 2024

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

6) To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2026

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), CMA Savari Muthu. I (M.No. FICWA 6716), Cost Auditor appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, be paid the

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remuneration of Rs. 2,18,750/- plus out of pocket expense & GST to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7) To approve the grant of unsecured inter-corporate loan up to Rs. 2 Crores to Kineco Exel Composites India Private Limited.

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with Articles of Association of the Company, the Consent of the members be and is hereby accorded to provide an unsecured loan for a sum not exceeding Rs. 2 Crores (Rupees Two Crore Only) to Kineco Exel Composites India Private Limited, in tranches as and when necessary, for a period of 1 Year (One year) at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

RESOLVED FURTHER THAT any Director and the Chief Financial Officer of the Company, be and are hereby jointly authorized to execute Loan Agreement and such other documents, including any modification / alteration / amendments thereto, as may be required, and to do all necessary acts which are required, consequential or deemed expedient and also authorized to file necessary document and e-form to give effect to the transaction with the Registrar of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to furnish certified true copies of the resolution to all concerned authorities.”

By order of the Board of Directors
For Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

KINECO

NOTES:

1. In terms of Section 102 of the Companies Act, 2013, an explanatory statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of this Notice.
2. Since this AGM will be conducted through VC, where physical presence of members has been dispensed with, there is no requirement of attendance of proxies as per circular General Circular 14/2020 dated 08.04.2020 and General Circular No. 09/2023 dated 25.09.2023. Accordingly, the facility of appointment of proxies by members will not be available for this meeting.
3. Corporate member(s) intending to send their authorised representative(s) to attend and vote at the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. VC Process including VOTING at the AGM through VC is detailed in **Annexure 1**.

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ANNEXURE 1

Members can join the meeting on Microsoft teams on the following link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_NTkwnWMyZGYtMDg0NS00YzJhLTgyOGMtNjNiZWl4YzlmMjMw%40thread.v2/0?context=%7b%22Tid%22%3a%2223dbdb59-f3b4-4fe7-9e72-01df4f4666bb%22%2c%22Oid%22%3a%22384a3bf6-4d51-4717-b842-6fc5b07c20fe%22%7d

[The link may be opened directly in the Microsoft Teams App installed on your smartphones or laptop or the above link can be copied and pasted in your browser if you do not have the Microsoft Teams app Installed. Thereafter please enter your full name for the company to verify your participation.]

For any difficulties in joining the meeting or during the meeting, members may contact on the following helpline number: 91-832-6710952

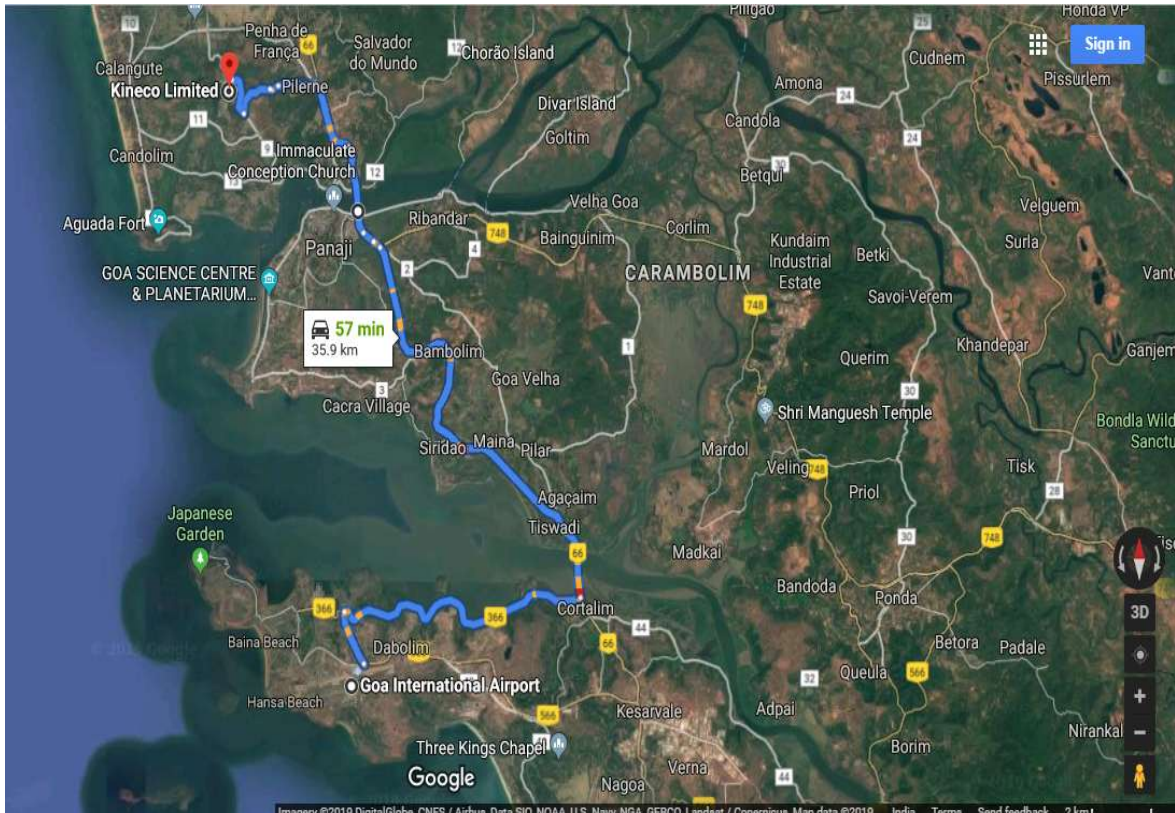
1. The members are hereby informed that the AGM shall be recorded and by joining the meeting you are consenting to the said AGM being recorded.
2. If members have any questions, they may send the same at least 2 days in advance on manisha@kinecogroup.com / legal@kinecogroup.com.
3. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled and to start the meeting and shall be closed after 15 minutes after the scheduled time i.e. 12:30 PM IST
4. Attendance of members on the VC shall be counted for the purpose of quorum.
5. Members can convey their vote, through the email address registered by the company, when a poll is required to be taken during the meeting on any resolution on the following designated email address clearly stating the Resolution Number followed by 'assent' or 'dissent': legal@kinecogroup.com

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Route Map:



Kineco Limited

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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

ITEM NO. 03 & 04:

As per Article 38.1.a of the Articles of Association, the investors shall collectively be entitled to nominate 2 Directors on the Board of the Company.

Accordingly, the investors had nominated Mr. Lalit Agrawal and Mr. Pankaj Prasoon on the Board of the Company and the Board had appointed Mr. Lalit Agrawal and Mr. Pankaj Prasoon as Additional Directors upto the Annual General Meeting of the Company.

The Company has received consent from both Directors in Form DIR 2 and a declaration that they are not disqualified from being appointed as a Director of the Company in Form DIR 8 of the Companies Act 2013.

Mr. Pankaj Prasoon has a rich multi-faceted experience across various businesses. He serves as a Director on multiple companies and his active involvement with the investor community provides strategic & financial direction into the company's operations.

Whereas, Mr. Lalit Agrawal is a Chartered Accountant having a professional background with expertise and experience in managing finance and accounts related matters, financial investments, Direct & Indirect Tax compliances and FEMA/RBI related matters.

The shareholding of Mr. Pankaj Prasoon and Mr. Lalit Agrawal in the Company as on 08/08/2025 is as follows:

Sr No	Name of the Shareholder	Shares held in the Company	% Shareholding
1.	Mr. Pankaj Prasoon	527,333	7.32%
2.	Mr. Lalit Agrawal	119,159	1.65%

It is proposed that the shareholders regularize the appointments of Mr. Lalit Agrawal and Mr. Pankaj Prasoon by passing an Ordinary Resolution.

None of the Directors of the Company except Mr. Lalit Agrawal and Mr. Pankaj Prasoon, are concerned or interested in the proposed resolutions in Item No 3 & 4 of the Notice.

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ITEM NO. 05:

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Girish Desai shall be appointed by the members in the ensuing Annual General Meeting.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and also received Independent Director declaration as per Section 149(6) of the Companies Act 2013.

Mr. Desai is acting as an Independent Director in Kineco Limited and also serves as Director in many companies. As an entrepreneur with years of experience of running his own business, he provides diverse business views, risk management and provides good financial insights to the Board.

It is proposed that the shareholders regularize the appointment by passing an Ordinary Resolution in Item No 05 of the Notice.

None of the Directors or Key Managerial Personnel of the Company except Mr. Girish Desai, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, requires to be ratified by the Members of the Company at the General Meeting.

The Company has received the Auditor's Letter of Consent from CMA Savari Muthu (M.No. FICWA 6716), who is free from disqualifications specified under Section 139, 141 and 142 of the Companies Act, 2013.

CMA Savari Muthu has requested for an increase of his audit fees by 25% to Rs. 2,18,750 to conduct the cost audit of the Company for the FY ending 31/03/2026 due to the increase in scale and complexity of the audit post Amalgamation of the Company's wholly-owned subsidiary with Kineco Limited. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of CMA Savari Muthu (M.No. FICWA 6716), Cost Auditor as Rs. 2,18,750 (Rupees Two Lakhs Eighteen Thousand Seven hundred and fifty Only) plus out of pocket expenses and GST.

Accordingly, ratification by the Members is being sought on the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025 by way of an Ordinary Resolution as set out in Item No. 06 of the Notice.

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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.

ITEM NO. 7:

Kineco Exel Composites India Private Limited (KECI), an associate Joint Venture Company of Kineco, is its expansion phase and had entered into a lease arrangement for a bigger manufacturing facility at Banda Maharashtra. Further, KECI has already signed a multi million multi year contract with an Indian Company and is in the process of negotiating more such contracts with multi-national companies for the supply of components for wind energy sector which will be the primary market for the JV's growth.

To support the JV in its early stages of establishment, the Company had in the previous financial year extended an unsecured inter corporate loan of an amount not exceeding Rs. 2 Crore for a period of one year, for KECI company to meet its short-term working capital needs from time to time, in tranches as and when required at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

Although this loan is repaid by the KECI to the Company, the JV may need additional support from time to time to meet its cash flow shortfall in its early stages. Hence, Now, an approval of the shareholders is sought to extend the time period of the loan by another one year on the same terms and conditions. I.e : at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

As per Section 185 (2) of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that:

- (a) a special resolution is passed by the company in general meeting, and
- (b) the loans are utilised by the borrowing company for its principal business activities.

Mr. Shekhar Sardessai is the Promoter and Managing Director of Kineco Exel Composites India Pvt Ltd. No other director is interested in this item.

Accordingly, the Company seeks a Special Resolution from its members for extending the unsecured inter-corporate loan of an amount not exceeding Rs. 2 Crore to Kineco Exel Composites India Private Limited for a period of 1 year from the date of Board approval, at a rate of interest of Prevailing bank rate plus one percent.

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KINECO

The Board recommends the Resolution at Item No. 7 of the Notice for approval of the shareholders by Special Resolution.

By the Order of the Board of
Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

Kineco Limited

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ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 31st Annual General meeting of the Company on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa,

Folio No. :
No. of Shares :

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

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NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Shareholders of Kineco Limited will be held on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa / over VC (Microsoft Teams), to transact the following business:

ORDINARY BUSINESS

1) To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Balance sheet as at 31st March, 2025 and the statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Consolidated Balance sheet as at 31st March, 2025 and consolidated statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon;

2) To appoint a director in place of Mr. Prashant Naik (DIN: 01866113), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3) Regularization of Additional Director, Mr. Lalit Balmukund Agrawal (DIN: 00147743) as Director 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 Mr. Lalit Balmukund Agrawal (DIN: 00147743), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

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4) Regularization of Additional Director, Mr. Pankaj Prasoon (DIN: 06529561) as Director 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 Mr. Pankaj Prasoon (DIN: 06529561), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

5) Regularization of Additional Director, Mr. Girish Desai (DIN: 02846130) as Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Girish Desai (DIN: 02846130), who was appointed as an Additional Director of the Company with effect from 3rd October, 2024 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd October, 2024

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

6) To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2026

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), CMA Savari Muthu. I (M.No. FICWA 6716), Cost Auditor appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, be paid the

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remuneration of Rs. 2,18,750/- plus out of pocket expense & GST to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7) To approve the grant of unsecured inter-corporate loan up to Rs. 2 Crores to Kineco Exel Composites India Private Limited.

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with Articles of Association of the Company, the Consent of the members be and is hereby accorded to provide an unsecured loan for a sum not exceeding Rs. 2 Crores (Rupees Two Crore Only) to Kineco Exel Composites India Private Limited, in tranches as and when necessary, for a period of 1 Year (One year) at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

RESOLVED FURTHER THAT any Director and the Chief Financial Officer of the Company, be and are hereby jointly authorized to execute Loan Agreement and such other documents, including any modification / alteration / amendments thereto, as may be required, and to do all necessary acts which are required, consequential or deemed expedient and also authorized to file necessary document and e-form to give effect to the transaction with the Registrar of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to furnish certified true copies of the resolution to all concerned authorities.”

By order of the Board of Directors
For Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

KINECO

NOTES:

1. In terms of Section 102 of the Companies Act, 2013, an explanatory statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of this Notice.
2. Since this AGM will be conducted through VC, where physical presence of members has been dispensed with, there is no requirement of attendance of proxies as per circular General Circular 14/2020 dated 08.04.2020 and General Circular No. 09/2023 dated 25.09.2023. Accordingly, the facility of appointment of proxies by members will not be available for this meeting.
3. Corporate member(s) intending to send their authorised representative(s) to attend and vote at the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. VC Process including VOTING at the AGM through VC is detailed in **Annexure 1**.

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ANNEXURE 1

Members can join the meeting on Microsoft teams on the following link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_NTkwnWMyZGYtMDg0NS00YzJhLTgyOGMtNjNiZWl4YzlmMjMw%40thread.v2/0?context=%7b%22Tid%22%3a%2223dbdb59-f3b4-4fe7-9e72-01df4f4666bb%22%2c%22Oid%22%3a%22384a3bf6-4d51-4717-b842-6fc5b07c20fe%22%7d

[The link may be opened directly in the Microsoft Teams App installed on your smartphones or laptop or the above link can be copied and pasted in your browser if you do not have the Microsoft Teams app Installed. Thereafter please enter your full name for the company to verify your participation.]

For any difficulties in joining the meeting or during the meeting, members may contact on the following helpline number: 91-832-6710952

1. The members are hereby informed that the AGM shall be recorded and by joining the meeting you are consenting to the said AGM being recorded.
2. If members have any questions, they may send the same at least 2 days in advance on manisha@kinecogroup.com / legal@kinecogroup.com.
3. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled and to start the meeting and shall be closed after 15 minutes after the scheduled time i.e. 12:30 PM IST
4. Attendance of members on the VC shall be counted for the purpose of quorum.
5. Members can convey their vote, through the email address registered by the company, when a poll is required to be taken during the meeting on any resolution on the following designated email address clearly stating the Resolution Number followed by 'assent' or 'dissent': legal@kinecogroup.com

Kineco Limited

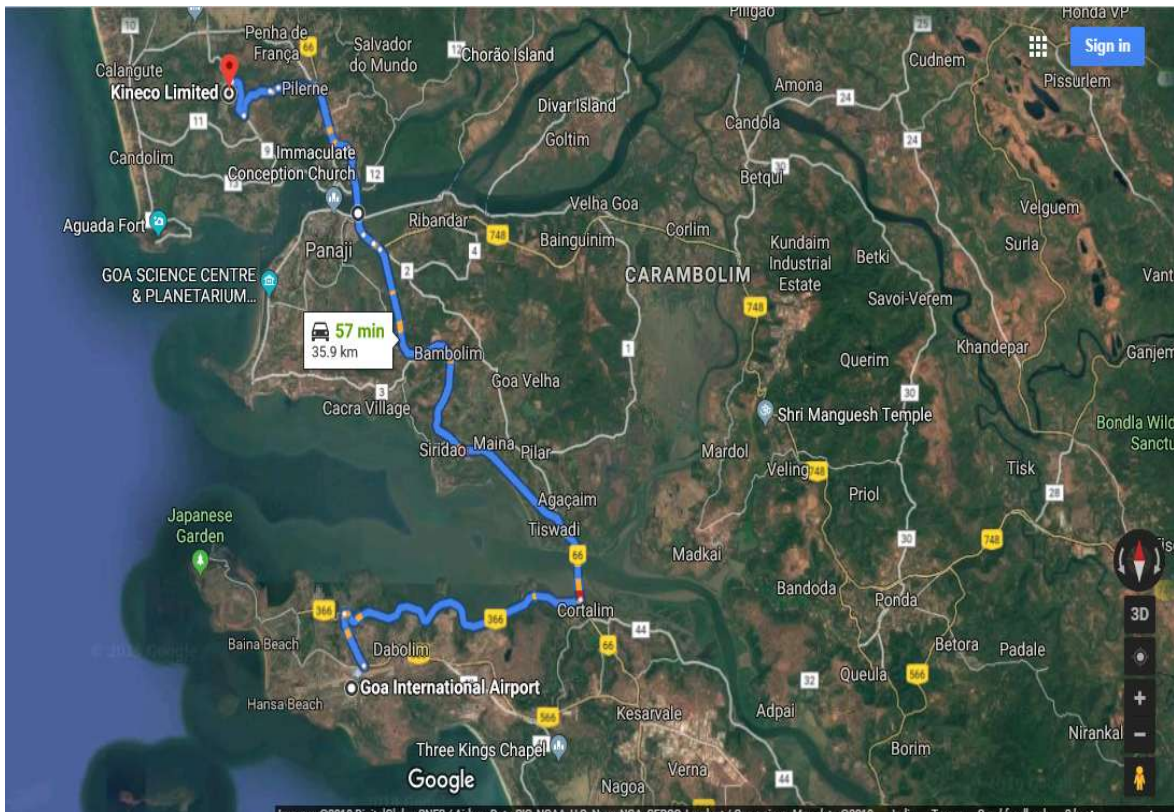
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Route Map:



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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

ITEM NO. 03 & 04:

As per Article 38.1.a of the Articles of Association, the investors shall collectively be entitled to nominate 2 Directors on the Board of the Company.

Accordingly, the investors had nominated Mr. Lalit Agrawal and Mr. Pankaj Prasoon on the Board of the Company and the Board had appointed Mr. Lalit Agrawal and Mr. Pankaj Prasoon as Additional Directors upto the Annual General Meeting of the Company.

The Company has received consent from both Directors in Form DIR 2 and a declaration that they are not disqualified from being appointed as a Director of the Company in Form DIR 8 of the Companies Act 2013.

Mr. Pankaj Prasoon has a rich multi-faceted experience across various businesses. He serves as a Director on multiple companies and his active involvement with the investor community provides strategic & financial direction into the company's operations.

Whereas, Mr. Lalit Agrawal is a Chartered Accountant having a professional background with expertise and experience in managing finance and accounts related matters, financial investments, Direct & Indirect Tax compliances and FEMA/RBI related matters.

The shareholding of Mr. Pankaj Prasoon and Mr. Lalit Agrawal in the Company as on 08/08/2025 is as follows:

Sr No	Name of the Shareholder	Shares held in the Company	% Shareholding
1.	Mr. Pankaj Prasoon	527,333	7.32%
2.	Mr. Lalit Agrawal	119,159	1.65%

It is proposed that the shareholders regularize the appointments of Mr. Lalit Agrawal and Mr. Pankaj Prasoon by passing an Ordinary Resolution.

None of the Directors of the Company except Mr. Lalit Agrawal and Mr. Pankaj Prasoon, are concerned or interested in the proposed resolutions in Item No 3 & 4 of the Notice.

Kineco Limited

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ITEM NO. 05:

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Girish Desai shall be appointed by the members in the ensuing Annual General Meeting.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and also received Independent Director declaration as per Section 149(6) of the Companies Act 2013.

Mr. Desai is acting as an Independent Director in Kineco Limited and also serves as Director in many companies. As an entrepreneur with years of experience of running his own business, he provides diverse business views, risk management and provides good financial insights to the Board.

It is proposed that the shareholders regularize the appointment by passing an Ordinary Resolution in Item No 05 of the Notice.

None of the Directors or Key Managerial Personnel of the Company except Mr. Girish Desai, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, requires to be ratified by the Members of the Company at the General Meeting.

The Company has received the Auditor's Letter of Consent from CMA Savari Muthu (M.No. FICWA 6716), who is free from disqualifications specified under Section 139, 141 and 142 of the Companies Act, 2013.

CMA Savari Muthu has requested for an increase of his audit fees by 25% to Rs. 2,18,750 to conduct the cost audit of the Company for the FY ending 31/03/2026 due to the increase in scale and complexity of the audit post Amalgamation of the Company's wholly-owned subsidiary with Kineco Limited. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of CMA Savari Muthu (M.No. FICWA 6716), Cost Auditor as Rs. 2,18,750 (Rupees Two Lakhs Eighteen Thousand Seven hundred and fifty Only) plus out of pocket expenses and GST.

Accordingly, ratification by the Members is being sought on the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025 by way of an Ordinary Resolution as set out in Item No. 06 of the Notice.

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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.

ITEM NO. 7:

Kineco Exel Composites India Private Limited (KECI), an associate Joint Venture Company of Kineco, is its expansion phase and had entered into a lease arrangement for a bigger manufacturing facility at Banda Maharashtra. Further, KECI has already signed a multi million multi year contract with an Indian Company and is in the process of negotiating more such contracts with multi-national companies for the supply of components for wind energy sector which will be the primary market for the JV's growth.

To support the JV in its early stages of establishment, the Company had in the previous financial year extended an unsecured inter corporate loan of an amount not exceeding Rs. 2 Crore for a period of one year, for KECI company to meet its short-term working capital needs from time to time, in tranches as and when required at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

Although this loan is repaid by the KECI to the Company, the JV may need additional support from time to time to meet its cash flow shortfall in its early stages. Hence, Now, an approval of the shareholders is sought to extend the time period of the loan by another one year on the same terms and conditions. I.e : at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

As per Section 185 (2) of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that:

- (a) a special resolution is passed by the company in general meeting, and
- (b) the loans are utilised by the borrowing company for its principal business activities.

Mr. Shekhar Sardessai is the Promoter and Managing Director of Kineco Exel Composites India Pvt Ltd. No other director is interested in this item.

Accordingly, the Company seeks a Special Resolution from its members for extending the unsecured inter-corporate loan of an amount not exceeding Rs. 2 Crore to Kineco Exel Composites India Private Limited for a period of 1 year from the date of Board approval, at a rate of interest of Prevailing bank rate plus one percent.

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KINECO

The Board recommends the Resolution at Item No. 7 of the Notice for approval of the shareholders by Special Resolution.

By the Order of the Board of
Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

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ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 31st Annual General meeting of the Company on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa,

Folio No. :
No. of Shares :

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

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NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Shareholders of Kineco Limited will be held on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa / over VC (Microsoft Teams), to transact the following business:

ORDINARY BUSINESS

1) To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Balance sheet as at 31st March, 2025 and the statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Consolidated Balance sheet as at 31st March, 2025 and consolidated statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon;

2) To appoint a director in place of Mr. Prashant Naik (DIN: 01866113), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3) Regularization of Additional Director, Mr. Lalit Balmukund Agrawal (DIN: 00147743) as Director 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 Mr. Lalit Balmukund Agrawal (DIN: 00147743), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

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4) Regularization of Additional Director, Mr. Pankaj Prasoon (DIN: 06529561) as Director 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 Mr. Pankaj Prasoon (DIN: 06529561), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

5) Regularization of Additional Director, Mr. Girish Desai (DIN: 02846130) as Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Girish Desai (DIN: 02846130), who was appointed as an Additional Director of the Company with effect from 3rd October, 2024 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd October, 2024

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

6) To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2026

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), CMA Savari Muthu. I (M.No. FICWA 6716), Cost Auditor appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, be paid the

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remuneration of Rs. 2,18,750/- plus out of pocket expense & GST to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7) To approve the grant of unsecured inter-corporate loan up to Rs. 2 Crores to Kineco Exel Composites India Private Limited.

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with Articles of Association of the Company, the Consent of the members be and is hereby accorded to provide an unsecured loan for a sum not exceeding Rs. 2 Crores (Rupees Two Crore Only) to Kineco Exel Composites India Private Limited, in tranches as and when necessary, for a period of 1 Year (One year) at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

RESOLVED FURTHER THAT any Director and the Chief Financial Officer of the Company, be and are hereby jointly authorized to execute Loan Agreement and such other documents, including any modification / alteration / amendments thereto, as may be required, and to do all necessary acts which are required, consequential or deemed expedient and also authorized to file necessary document and e-form to give effect to the transaction with the Registrar of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to furnish certified true copies of the resolution to all concerned authorities.”

By order of the Board of Directors
For Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

KINECO

NOTES:

1. In terms of Section 102 of the Companies Act, 2013, an explanatory statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of this Notice.
2. Since this AGM will be conducted through VC, where physical presence of members has been dispensed with, there is no requirement of attendance of proxies as per circular General Circular 14/2020 dated 08.04.2020 and General Circular No. 09/2023 dated 25.09.2023. Accordingly, the facility of appointment of proxies by members will not be available for this meeting.
3. Corporate member(s) intending to send their authorised representative(s) to attend and vote at the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. VC Process including VOTING at the AGM through VC is detailed in **Annexure 1**.

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ANNEXURE 1

Members can join the meeting on Microsoft teams on the following link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_NTkwnWMyZGYtMDg0NS00YzJhLTgyOGMtNjNiZWl4YzlmMjMw%40thread.v2/0?context=%7b%22Tid%22%3a%2223dbdb59-f3b4-4fe7-9e72-01df4f4666bb%22%2c%22Oid%22%3a%22384a3bf6-4d51-4717-b842-6fc5b07c20fe%22%7d

[The link may be opened directly in the Microsoft Teams App installed on your smartphones or laptop or the above link can be copied and pasted in your browser if you do not have the Microsoft Teams app Installed. Thereafter please enter your full name for the company to verify your participation.]

For any difficulties in joining the meeting or during the meeting, members may contact on the following helpline number: 91-832-6710952

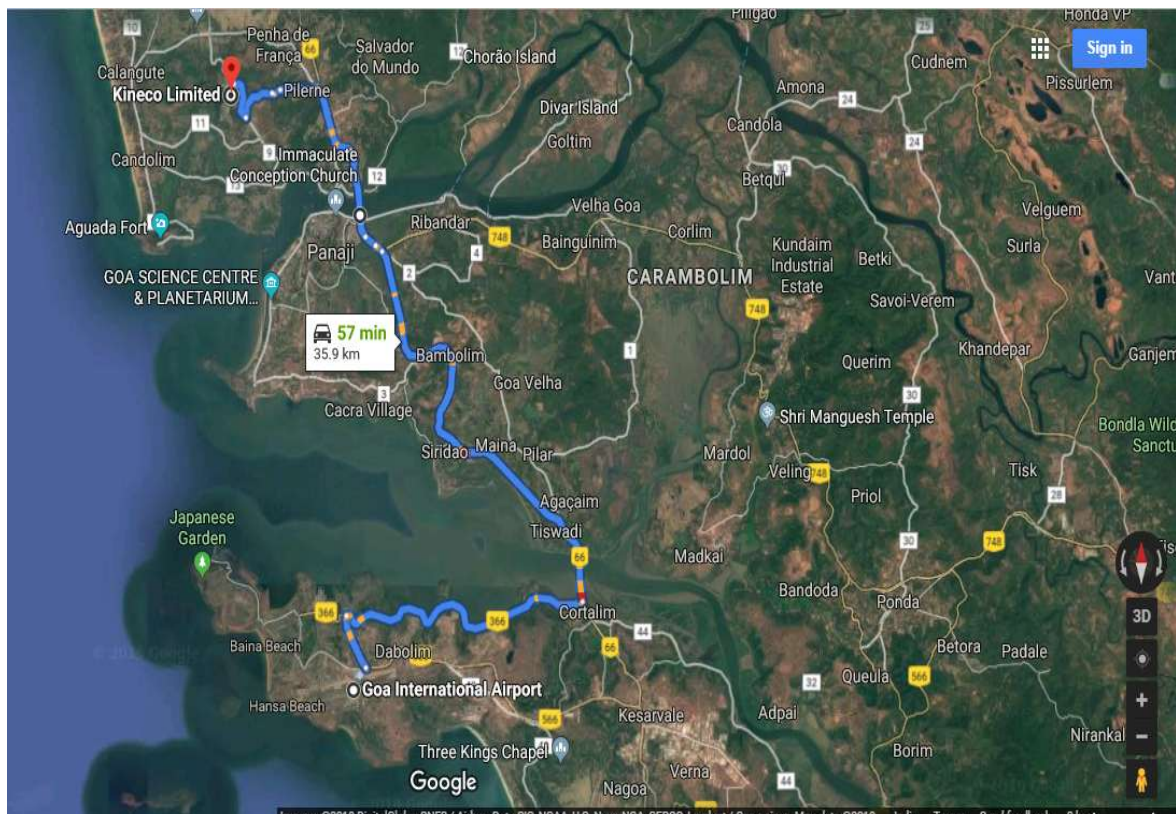
1. The members are hereby informed that the AGM shall be recorded and by joining the meeting you are consenting to the said AGM being recorded.
2. If members have any questions, they may send the same at least 2 days in advance on manisha@kinecogroup.com / legal@kinecogroup.com.
3. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled and to start the meeting and shall be closed after 15 minutes after the scheduled time i.e. 12:30 PM IST
4. Attendance of members on the VC shall be counted for the purpose of quorum.
5. Members can convey their vote, through the email address registered by the company, when a poll is required to be taken during the meeting on any resolution on the following designated email address clearly stating the Resolution Number followed by 'assent' or 'dissent': legal@kinecogroup.com

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Route Map:



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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

ITEM NO. 03 & 04:

As per Article 38.1.a of the Articles of Association, the investors shall collectively be entitled to nominate 2 Directors on the Board of the Company.

Accordingly, the investors had nominated Mr. Lalit Agrawal and Mr. Pankaj Prasoon on the Board of the Company and the Board had appointed Mr. Lalit Agrawal and Mr. Pankaj Prasoon as Additional Directors upto the Annual General Meeting of the Company.

The Company has received consent from both Directors in Form DIR 2 and a declaration that they are not disqualified from being appointed as a Director of the Company in Form DIR 8 of the Companies Act 2013.

Mr. Pankaj Prasoon has a rich multi-faceted experience across various businesses. He serves as a Director on multiple companies and his active involvement with the investor community provides strategic & financial direction into the company's operations.

Whereas, Mr. Lalit Agrawal is a Chartered Accountant having a professional background with expertise and experience in managing finance and accounts related matters, financial investments, Direct & Indirect Tax compliances and FEMA/RBI related matters.

The shareholding of Mr. Pankaj Prasoon and Mr. Lalit Agrawal in the Company as on 08/08/2025 is as follows:

Sr No	Name of the Shareholder	Shares held in the Company	% Shareholding
1.	Mr. Pankaj Prasoon	527,333	7.32%
2.	Mr. Lalit Agrawal	119,159	1.65%

It is proposed that the shareholders regularize the appointments of Mr. Lalit Agrawal and Mr. Pankaj Prasoon by passing an Ordinary Resolution.

None of the Directors of the Company except Mr. Lalit Agrawal and Mr. Pankaj Prasoon, are concerned or interested in the proposed resolutions in Item No 3 & 4 of the Notice.

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ITEM NO. 05:

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Girish Desai shall be appointed by the members in the ensuing Annual General Meeting.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and also received Independent Director declaration as per Section 149(6) of the Companies Act 2013.

Mr. Desai is acting as an Independent Director in Kineco Limited and also serves as Director in many companies. As an entrepreneur with years of experience of running his own business, he provides diverse business views, risk management and provides good financial insights to the Board.

It is proposed that the shareholders regularize the appointment by passing an Ordinary Resolution in Item No 05 of the Notice.

None of the Directors or Key Managerial Personnel of the Company except Mr. Girish Desai, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, requires to be ratified by the Members of the Company at the General Meeting.

The Company has received the Auditor's Letter of Consent from CMA Savari Muthu (M.No. FICWA 6716), who is free from disqualifications specified under Section 139, 141 and 142 of the Companies Act, 2013.

CMA Savari Muthu has requested for an increase of his audit fees by 25% to Rs. 2,18,750 to conduct the cost audit of the Company for the FY ending 31/03/2026 due to the increase in scale and complexity of the audit post Amalgamation of the Company's wholly-owned subsidiary with Kineco Limited. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of CMA Savari Muthu (M.No. FICWA 6716), Cost Auditor as Rs. 2,18,750 (Rupees Two Lakhs Eighteen Thousand Seven hundred and fifty Only) plus out of pocket expenses and GST.

Accordingly, ratification by the Members is being sought on the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025 by way of an Ordinary Resolution as set out in Item No. 06 of the Notice.

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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.

ITEM NO. 7:

Kineco Exel Composites India Private Limited (KECI), an associate Joint Venture Company of Kineco, is its expansion phase and had entered into a lease arrangement for a bigger manufacturing facility at Banda Maharashtra. Further, KECI has already signed a multi million multi year contract with an Indian Company and is in the process of negotiating more such contracts with multi-national companies for the supply of components for wind energy sector which will be the primary market for the JV's growth.

To support the JV in its early stages of establishment, the Company had in the previous financial year extended an unsecured inter corporate loan of an amount not exceeding Rs. 2 Crore for a period of one year, for KECI company to meet its short-term working capital needs from time to time, in tranches as and when required at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

Although this loan is repaid by the KECI to the Company, the JV may need additional support from time to time to meet its cash flow shortfall in its early stages. Hence, Now, an approval of the shareholders is sought to extend the time period of the loan by another one year on the same terms and conditions. I.e : at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

As per Section 185 (2) of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that:

- (a) a special resolution is passed by the company in general meeting, and
- (b) the loans are utilised by the borrowing company for its principal business activities.

Mr. Shekhar Sardessai is the Promoter and Managing Director of Kineco Exel Composites India Pvt Ltd. No other director is interested in this item.

Accordingly, the Company seeks a Special Resolution from its members for extending the unsecured inter-corporate loan of an amount not exceeding Rs. 2 Crore to Kineco Exel Composites India Private Limited for a period of 1 year from the date of Board approval, at a rate of interest of Prevailing bank rate plus one percent.

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KINECO

The Board recommends the Resolution at Item No. 7 of the Notice for approval of the shareholders by Special Resolution.

By the Order of the Board of
Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

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ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 31st Annual General meeting of the Company on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa,

Folio No. :
No. of Shares :

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

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NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Shareholders of Kineco Limited will be held on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa / over VC (Microsoft Teams), to transact the following business:

ORDINARY BUSINESS

1) To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Balance sheet as at 31st March, 2025 and the statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Consolidated Balance sheet as at 31st March, 2025 and consolidated statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon;

2) To appoint a director in place of Mr. Prashant Naik (DIN: 01866113), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3) Regularization of Additional Director, Mr. Lalit Balmukund Agrawal (DIN: 00147743) as Director 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 Mr. Lalit Balmukund Agrawal (DIN: 00147743), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

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4) Regularization of Additional Director, Mr. Pankaj Prasoon (DIN: 06529561) as Director 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 Mr. Pankaj Prasoon (DIN: 06529561), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

5) Regularization of Additional Director, Mr. Girish Desai (DIN: 02846130) as Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Girish Desai (DIN: 02846130), who was appointed as an Additional Director of the Company with effect from 3rd October, 2024 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd October, 2024

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

6) To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2026

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), CMA Savari Muthu. I (M.No. FICWA 6716), Cost Auditor appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, be paid the

Kineco Limited

41, Pilerne Industrial Estate, Bardez, Goa 403 511, INDIA.

Tel : +91-832-6710900, Fax : +91-832-6710910, CIN : U24134GA1994PLC001672

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remuneration of Rs. 2,18,750/- plus out of pocket expense & GST to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7) To approve the grant of unsecured inter-corporate loan up to Rs. 2 Crores to Kineco Exel Composites India Private Limited.

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with Articles of Association of the Company, the Consent of the members be and is hereby accorded to provide an unsecured loan for a sum not exceeding Rs. 2 Crores (Rupees Two Crore Only) to Kineco Exel Composites India Private Limited, in tranches as and when necessary, for a period of 1 Year (One year) at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

RESOLVED FURTHER THAT any Director and the Chief Financial Officer of the Company, be and are hereby jointly authorized to execute Loan Agreement and such other documents, including any modification / alteration / amendments thereto, as may be required, and to do all necessary acts which are required, consequential or deemed expedient and also authorized to file necessary document and e-form to give effect to the transaction with the Registrar of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to furnish certified true copies of the resolution to all concerned authorities.”

By order of the Board of Directors
For Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

KINECO

NOTES:

1. In terms of Section 102 of the Companies Act, 2013, an explanatory statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of this Notice.
2. Since this AGM will be conducted through VC, where physical presence of members has been dispensed with, there is no requirement of attendance of proxies as per circular General Circular 14/2020 dated 08.04.2020 and General Circular No. 09/2023 dated 25.09.2023. Accordingly, the facility of appointment of proxies by members will not be available for this meeting.
3. Corporate member(s) intending to send their authorised representative(s) to attend and vote at the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. VC Process including VOTING at the AGM through VC is detailed in **Annexure 1**.

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ANNEXURE 1

Members can join the meeting on Microsoft teams on the following link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_NTkwnWMyZGYtMDg0NS00YzJhLTgyOGMtNjNiZWl4YzlmMjMw%40thread.v2/0?context=%7b%22Tid%22%3a%2223dbdb59-f3b4-4fe7-9e72-01df4f4666bb%22%2c%22Oid%22%3a%22384a3bf6-4d51-4717-b842-6fc5b07c20fe%22%7d

[The link may be opened directly in the Microsoft Teams App installed on your smartphones or laptop or the above link can be copied and pasted in your browser if you do not have the Microsoft Teams app Installed. Thereafter please enter your full name for the company to verify your participation.]

For any difficulties in joining the meeting or during the meeting, members may contact on the following helpline number: 91-832-6710952

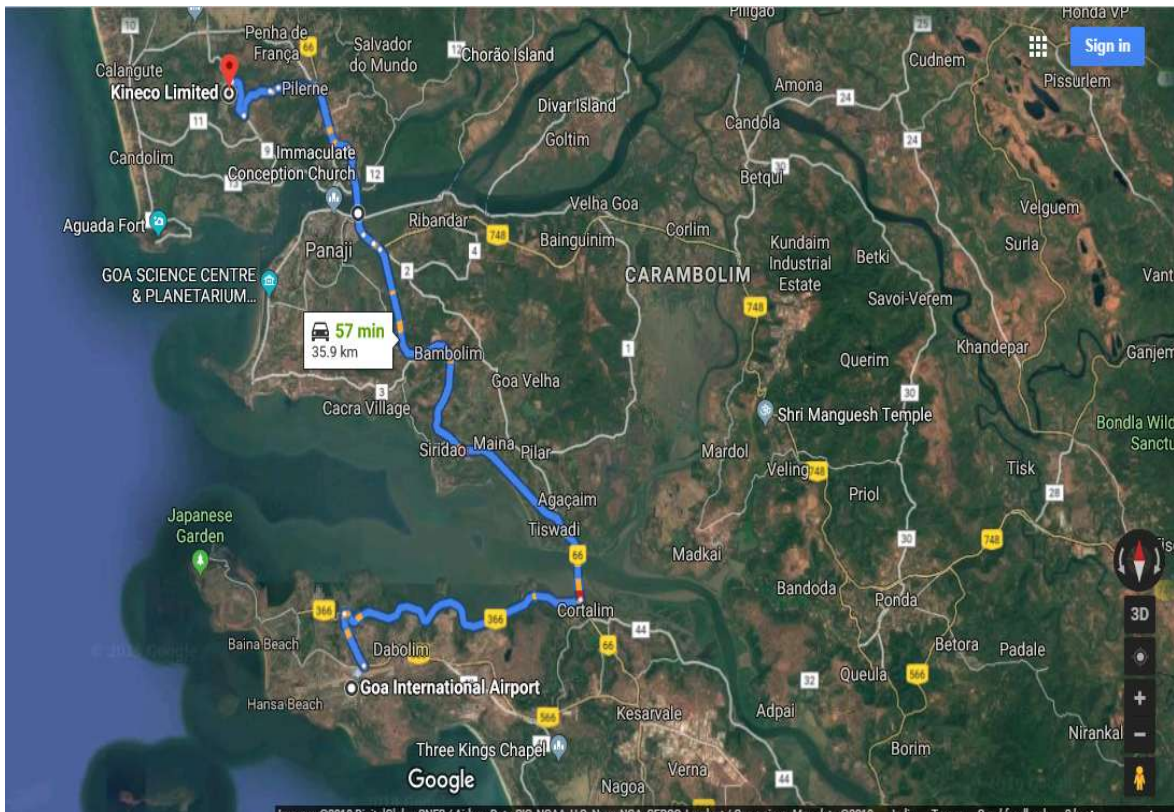
1. The members are hereby informed that the AGM shall be recorded and by joining the meeting you are consenting to the said AGM being recorded.
2. If members have any questions, they may send the same at least 2 days in advance on manisha@kinecogroup.com / legal@kinecogroup.com.
3. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled and to start the meeting and shall be closed after 15 minutes after the scheduled time i.e. 12:30 PM IST
4. Attendance of members on the VC shall be counted for the purpose of quorum.
5. Members can convey their vote, through the email address registered by the company, when a poll is required to be taken during the meeting on any resolution on the following designated email address clearly stating the Resolution Number followed by 'assent' or 'dissent': legal@kinecogroup.com

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Route Map:



Kineco Limited

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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

ITEM NO. 03 & 04:

As per Article 38.1.a of the Articles of Association, the investors shall collectively be entitled to nominate 2 Directors on the Board of the Company.

Accordingly, the investors had nominated Mr. Lalit Agrawal and Mr. Pankaj Prasoon on the Board of the Company and the Board had appointed Mr. Lalit Agrawal and Mr. Pankaj Prasoon as Additional Directors upto the Annual General Meeting of the Company.

The Company has received consent from both Directors in Form DIR 2 and a declaration that they are not disqualified from being appointed as a Director of the Company in Form DIR 8 of the Companies Act 2013.

Mr. Pankaj Prasoon has a rich multi-faceted experience across various businesses. He serves as a Director on multiple companies and his active involvement with the investor community provides strategic & financial direction into the company's operations.

Whereas, Mr. Lalit Agrawal is a Chartered Accountant having a professional background with expertise and experience in managing finance and accounts related matters, financial investments, Direct & Indirect Tax compliances and FEMA/RBI related matters.

The shareholding of Mr. Pankaj Prasoon and Mr. Lalit Agrawal in the Company as on 08/08/2025 is as follows:

Sr No	Name of the Shareholder	Shares held in the Company	% Shareholding
1.	Mr. Pankaj Prasoon	527,333	7.32%
2.	Mr. Lalit Agrawal	119,159	1.65%

It is proposed that the shareholders regularize the appointments of Mr. Lalit Agrawal and Mr. Pankaj Prasoon by passing an Ordinary Resolution.

None of the Directors of the Company except Mr. Lalit Agrawal and Mr. Pankaj Prasoon, are concerned or interested in the proposed resolutions in Item No 3 & 4 of the Notice.

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ITEM NO. 05:

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Girish Desai shall be appointed by the members in the ensuing Annual General Meeting.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and also received Independent Director declaration as per Section 149(6) of the Companies Act 2013.

Mr. Desai is acting as an Independent Director in Kineco Limited and also serves as Director in many companies. As an entrepreneur with years of experience of running his own business, he provides diverse business views, risk management and provides good financial insights to the Board.

It is proposed that the shareholders regularize the appointment by passing an Ordinary Resolution in Item No 05 of the Notice.

None of the Directors or Key Managerial Personnel of the Company except Mr. Girish Desai, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, requires to be ratified by the Members of the Company at the General Meeting.

The Company has received the Auditor's Letter of Consent from CMA Savari Muthu (M.No. FICWA 6716), who is free from disqualifications specified under Section 139, 141 and 142 of the Companies Act, 2013.

CMA Savari Muthu has requested for an increase of his audit fees by 25% to Rs. 2,18,750 to conduct the cost audit of the Company for the FY ending 31/03/2026 due to the increase in scale and complexity of the audit post Amalgamation of the Company's wholly-owned subsidiary with Kineco Limited. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of CMA Savari Muthu (M.No. FICWA 6716), Cost Auditor as Rs. 2,18,750 (Rupees Two Lakhs Eighteen Thousand Seven hundred and fifty Only) plus out of pocket expenses and GST.

Accordingly, ratification by the Members is being sought on the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025 by way of an Ordinary Resolution as set out in Item No. 06 of the Notice.

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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.

ITEM NO. 7:

Kineco Exel Composites India Private Limited (KECI), an associate Joint Venture Company of Kineco, is its expansion phase and had entered into a lease arrangement for a bigger manufacturing facility at Banda Maharashtra. Further, KECI has already signed a multi million multi year contract with an Indian Company and is in the process of negotiating more such contracts with multi-national companies for the supply of components for wind energy sector which will be the primary market for the JV's growth.

To support the JV in its early stages of establishment, the Company had in the previous financial year extended an unsecured inter corporate loan of an amount not exceeding Rs. 2 Crore for a period of one year, for KECI company to meet its short-term working capital needs from time to time, in tranches as and when required at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

Although this loan is repaid by the KECI to the Company, the JV may need additional support from time to time to meet its cash flow shortfall in its early stages. Hence, Now, an approval of the shareholders is sought to extend the time period of the loan by another one year on the same terms and conditions. I.e : at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

As per Section 185 (2) of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that:

- (a) a special resolution is passed by the company in general meeting, and
- (b) the loans are utilised by the borrowing company for its principal business activities.

Mr. Shekhar Sardessai is the Promoter and Managing Director of Kineco Exel Composites India Pvt Ltd. No other director is interested in this item.

Accordingly, the Company seeks a Special Resolution from its members for extending the unsecured inter-corporate loan of an amount not exceeding Rs. 2 Crore to Kineco Exel Composites India Private Limited for a period of 1 year from the date of Board approval, at a rate of interest of Prevailing bank rate plus one percent.

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KINECO

The Board recommends the Resolution at Item No. 7 of the Notice for approval of the shareholders by Special Resolution.

By the Order of the Board of
Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

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ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 31st Annual General meeting of the Company on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa,

Folio No. :
No. of Shares :

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.



NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Shareholders of Kineco Limited will be held on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa / over VC (Microsoft Teams), to transact the following business:

ORDINARY BUSINESS

1) To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Balance sheet as at 31st March, 2025 and the statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Consolidated Balance sheet as at 31st March, 2025 and consolidated statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon;

2) To appoint a director in place of Mr. Prashant Naik (DIN: 01866113), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3) Regularization of Additional Director, Mr. Lalit Balmukund Agrawal (DIN: 00147743) as Director 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 Mr. Lalit Balmukund Agrawal (DIN: 00147743), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

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4) Regularization of Additional Director, Mr. Pankaj Prasoon (DIN: 06529561) as Director 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 Mr. Pankaj Prasoon (DIN: 06529561), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

5) Regularization of Additional Director, Mr. Girish Desai (DIN: 02846130) as Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Girish Desai (DIN: 02846130), who was appointed as an Additional Director of the Company with effect from 3rd October, 2024 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd October, 2024

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

6) To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2026

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), CMA Savari Muthu. I (M.No. FICWA 6716), Cost Auditor appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, be paid the

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remuneration of Rs. 2,18,750/- plus out of pocket expense & GST to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7) To approve the grant of unsecured inter-corporate loan up to Rs. 2 Crores to Kineco Exel Composites India Private Limited.

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with Articles of Association of the Company, the Consent of the members be and is hereby accorded to provide an unsecured loan for a sum not exceeding Rs. 2 Crores (Rupees Two Crore Only) to Kineco Exel Composites India Private Limited, in tranches as and when necessary, for a period of 1 Year (One year) at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

RESOLVED FURTHER THAT any Director and the Chief Financial Officer of the Company, be and are hereby jointly authorized to execute Loan Agreement and such other documents, including any modification / alteration / amendments thereto, as may be required, and to do all necessary acts which are required, consequential or deemed expedient and also authorized to file necessary document and e-form to give effect to the transaction with the Registrar of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to furnish certified true copies of the resolution to all concerned authorities.”

By order of the Board of Directors
For Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

KINECO

NOTES:

1. In terms of Section 102 of the Companies Act, 2013, an explanatory statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of this Notice.
2. Since this AGM will be conducted through VC, where physical presence of members has been dispensed with, there is no requirement of attendance of proxies as per circular General Circular 14/2020 dated 08.04.2020 and General Circular No. 09/2023 dated 25.09.2023. Accordingly, the facility of appointment of proxies by members will not be available for this meeting.
3. Corporate member(s) intending to send their authorised representative(s) to attend and vote at the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. VC Process including VOTING at the AGM through VC is detailed in **Annexure 1**.

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ANNEXURE 1

Members can join the meeting on Microsoft teams on the following link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_NTkwnWMyZGYtMDg0NS00YzJhLTgyOGMtNjNiZWl4YzlmMjMw%40thread.v2/0?context=%7b%22Tid%22%3a%2223dbdb59-f3b4-4fe7-9e72-01df4f4666bb%22%2c%22Oid%22%3a%22384a3bf6-4d51-4717-b842-6fc5b07c20fe%22%7d

[The link may be opened directly in the Microsoft Teams App installed on your smartphones or laptop or the above link can be copied and pasted in your browser if you do not have the Microsoft Teams app Installed. Thereafter please enter your full name for the company to verify your participation.]

For any difficulties in joining the meeting or during the meeting, members may contact on the following helpline number: 91-832-6710952

1. The members are hereby informed that the AGM shall be recorded and by joining the meeting you are consenting to the said AGM being recorded.
2. If members have any questions, they may send the same at least 2 days in advance on manisha@kinecogroup.com / legal@kinecogroup.com.
3. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled and to start the meeting and shall be closed after 15 minutes after the scheduled time i.e. 12:30 PM IST
4. Attendance of members on the VC shall be counted for the purpose of quorum.
5. Members can convey their vote, through the email address registered by the company, when a poll is required to be taken during the meeting on any resolution on the following designated email address clearly stating the Resolution Number followed by 'assent' or 'dissent': legal@kinecogroup.com

Kineco Limited

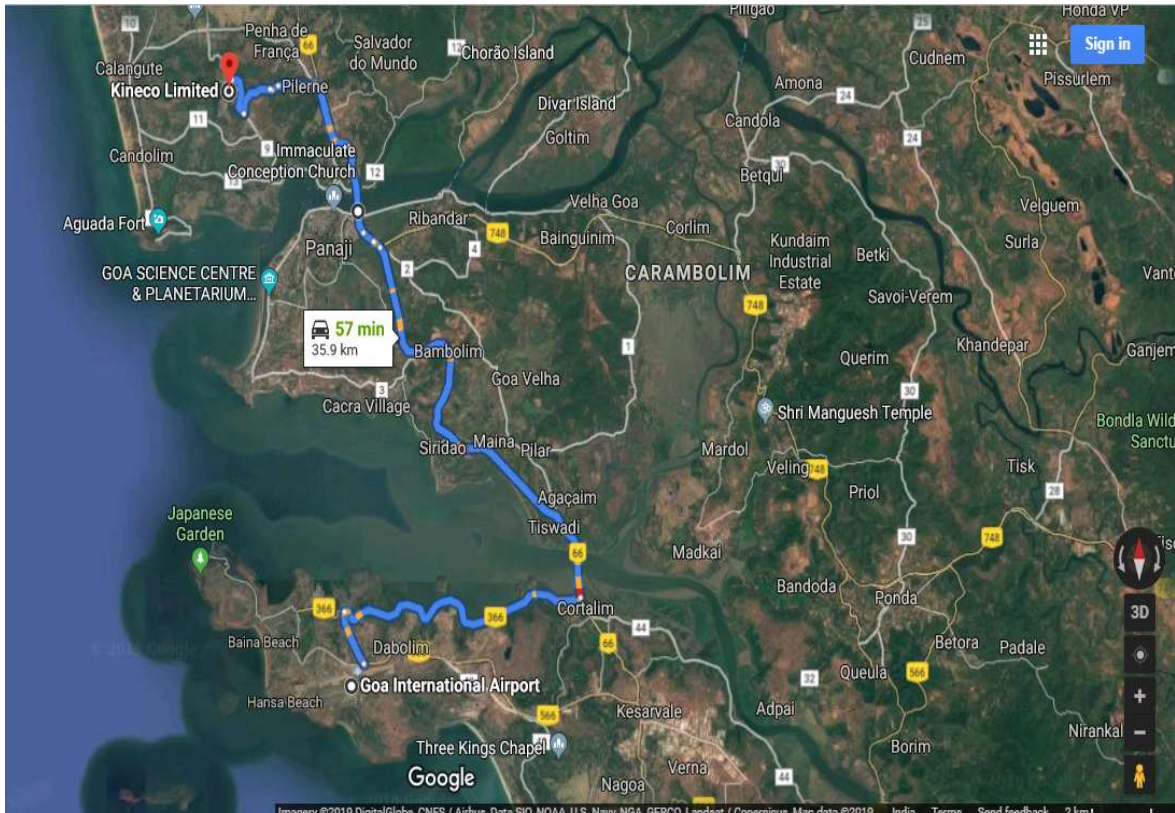
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Route Map:



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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

ITEM NO. 03 & 04:

As per Article 38.1.a of the Articles of Association, the investors shall collectively be entitled to nominate 2 Directors on the Board of the Company.

Accordingly, the investors had nominated Mr. Lalit Agrawal and Mr. Pankaj Prasoon on the Board of the Company and the Board had appointed Mr. Lalit Agrawal and Mr. Pankaj Prasoon as Additional Directors upto the Annual General Meeting of the Company.

The Company has received consent from both Directors in Form DIR 2 and a declaration that they are not disqualified from being appointed as a Director of the Company in Form DIR 8 of the Companies Act 2013.

Mr. Pankaj Prasoon has a rich multi-faceted experience across various businesses. He serves as a Director on multiple companies and his active involvement with the investor community provides strategic & financial direction into the company's operations.

Whereas, Mr. Lalit Agrawal is a Chartered Accountant having a professional background with expertise and experience in managing finance and accounts related matters, financial investments, Direct & Indirect Tax compliances and FEMA/RBI related matters.

The shareholding of Mr. Pankaj Prasoon and Mr. Lalit Agrawal in the Company as on 08/08/2025 is as follows:

Sr No	Name of the Shareholder	Shares held in the Company	% Shareholding
1.	Mr. Pankaj Prasoon	527,333	7.32%
2.	Mr. Lalit Agrawal	119,159	1.65%

It is proposed that the shareholders regularize the appointments of Mr. Lalit Agrawal and Mr. Pankaj Prasoon by passing an Ordinary Resolution.

None of the Directors of the Company except Mr. Lalit Agrawal and Mr. Pankaj Prasoon, are concerned or interested in the proposed resolutions in Item No 3 & 4 of the Notice.

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ITEM NO. 05:

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Girish Desai shall be appointed by the members in the ensuing Annual General Meeting.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and also received Independent Director declaration as per Section 149(6) of the Companies Act 2013.

Mr. Desai is acting as an Independent Director in Kineco Limited and also serves as Director in many companies. As an entrepreneur with years of experience of running his own business, he provides diverse business views, risk management and provides good financial insights to the Board.

It is proposed that the shareholders regularize the appointment by passing an Ordinary Resolution in Item No 05 of the Notice.

None of the Directors or Key Managerial Personnel of the Company except Mr. Girish Desai, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, requires to be ratified by the Members of the Company at the General Meeting.

The Company has received the Auditor's Letter of Consent from CMA Savari Muthu (M.No. FICWA 6716), who is free from disqualifications specified under Section 139, 141 and 142 of the Companies Act, 2013.

CMA Savari Muthu has requested for an increase of his audit fees by 25% to Rs. 2,18,750 to conduct the cost audit of the Company for the FY ending 31/03/2026 due to the increase in scale and complexity of the audit post Amalgamation of the Company's wholly-owned subsidiary with Kineco Limited. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of CMA Savari Muthu (M.No. FICWA 6716), Cost Auditor as Rs. 2,18,750 (Rupees Two Lakhs Eighteen Thousand Seven hundred and fifty Only) plus out of pocket expenses and GST.

Accordingly, ratification by the Members is being sought on the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025 by way of an Ordinary Resolution as set out in Item No. 06 of the Notice.

Kineco Limited

41, Pilerne Industrial Estate, Bardez, Goa 403 511, INDIA.

Tel : +91-832-6710900, Fax : +91-832-6710910, CIN : U24134GA1994PLC001672

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KINECO

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.

ITEM NO. 7:

Kineco Exel Composites India Private Limited (KECI), an associate Joint Venture Company of Kineco, is its expansion phase and had entered into a lease arrangement for a bigger manufacturing facility at Banda Maharashtra. Further, KECI has already signed a multi million multi year contract with an Indian Company and is in the process of negotiating more such contracts with multi-national companies for the supply of components for wind energy sector which will be the primary market for the JV's growth.

To support the JV in its early stages of establishment, the Company had in the previous financial year extended an unsecured inter corporate loan of an amount not exceeding Rs. 2 Crore for a period of one year, for KECI company to meet its short-term working capital needs from time to time, in tranches as and when required at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

Although this loan is repaid by the KECI to the Company, the JV may need additional support from time to time to meet its cash flow shortfall in its early stages. Hence, Now, an approval of the shareholders is sought to extend the time period of the loan by another one year on the same terms and conditions. I.e : at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

As per Section 185 (2) of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that:

- (a) a special resolution is passed by the company in general meeting, and
- (b) the loans are utilised by the borrowing company for its principal business activities.

Mr. Shekhar Sardessai is the Promoter and Managing Director of Kineco Exel Composites India Pvt Ltd. No other director is interested in this item.

Accordingly, the Company seeks a Special Resolution from its members for extending the unsecured inter-corporate loan of an amount not exceeding Rs. 2 Crore to Kineco Exel Composites India Private Limited for a period of 1 year from the date of Board approval, at a rate of interest of Prevailing bank rate plus one percent.

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KINECO

The Board recommends the Resolution at Item No. 7 of the Notice for approval of the shareholders by Special Resolution.

By the Order of the Board of
Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

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ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 31st Annual General meeting of the Company on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa,

Folio No. :
No. of Shares :

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

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NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Shareholders of Kineco Limited will be held on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa / over VC (Microsoft Teams), to transact the following business:

ORDINARY BUSINESS

1) To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Balance sheet as at 31st March, 2025 and the statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Consolidated Balance sheet as at 31st March, 2025 and consolidated statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon;

2) To appoint a director in place of Mr. Prashant Naik (DIN: 01866113), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3) Regularization of Additional Director, Mr. Lalit Balmukund Agrawal (DIN: 00147743) as Director 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 Mr. Lalit Balmukund Agrawal (DIN: 00147743), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

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4) Regularization of Additional Director, Mr. Pankaj Prasoon (DIN: 06529561) as Director 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 Mr. Pankaj Prasoon (DIN: 06529561), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

5) Regularization of Additional Director, Mr. Girish Desai (DIN: 02846130) as Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Girish Desai (DIN: 02846130), who was appointed as an Additional Director of the Company with effect from 3rd October, 2024 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd October, 2024

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

6) To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2026

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), CMA Savari Muthu. I (M.No. FICWA 6716), Cost Auditor appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, be paid the

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remuneration of Rs. 2,18,750/- plus out of pocket expense & GST to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7) To approve the grant of unsecured inter-corporate loan up to Rs. 2 Crores to Kineco Exel Composites India Private Limited.

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with Articles of Association of the Company, the Consent of the members be and is hereby accorded to provide an unsecured loan for a sum not exceeding Rs. 2 Crores (Rupees Two Crore Only) to Kineco Exel Composites India Private Limited, in tranches as and when necessary, for a period of 1 Year (One year) at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

RESOLVED FURTHER THAT any Director and the Chief Financial Officer of the Company, be and are hereby jointly authorized to execute Loan Agreement and such other documents, including any modification / alteration / amendments thereto, as may be required, and to do all necessary acts which are required, consequential or deemed expedient and also authorized to file necessary document and e-form to give effect to the transaction with the Registrar of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to furnish certified true copies of the resolution to all concerned authorities.”

By order of the Board of Directors
For Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

KINECO

NOTES:

1. In terms of Section 102 of the Companies Act, 2013, an explanatory statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of this Notice.
2. Since this AGM will be conducted through VC, where physical presence of members has been dispensed with, there is no requirement of attendance of proxies as per circular General Circular 14/2020 dated 08.04.2020 and General Circular No. 09/2023 dated 25.09.2023. Accordingly, the facility of appointment of proxies by members will not be available for this meeting.
3. Corporate member(s) intending to send their authorised representative(s) to attend and vote at the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. VC Process including VOTING at the AGM through VC is detailed in **Annexure 1**.

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ANNEXURE 1

Members can join the meeting on Microsoft teams on the following link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_NTkwnWMyZGYtMDg0NS00YzJhLTgyOGMtNjNiZWl4YzlmMjMw%40thread.v2/0?context=%7b%22Tid%22%3a%2223dbdb59-f3b4-4fe7-9e72-01df4f4666bb%22%2c%22Oid%22%3a%22384a3bf6-4d51-4717-b842-6fc5b07c20fe%22%7d

[The link may be opened directly in the Microsoft Teams App installed on your smartphones or laptop or the above link can be copied and pasted in your browser if you do not have the Microsoft Teams app Installed. Thereafter please enter your full name for the company to verify your participation.]

For any difficulties in joining the meeting or during the meeting, members may contact on the following helpline number: 91-832-6710952

1. The members are hereby informed that the AGM shall be recorded and by joining the meeting you are consenting to the said AGM being recorded.
2. If members have any questions, they may send the same at least 2 days in advance on manisha@kinecogroup.com / legal@kinecogroup.com.
3. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled and to start the meeting and shall be closed after 15 minutes after the scheduled time i.e. 12:30 PM IST
4. Attendance of members on the VC shall be counted for the purpose of quorum.
5. Members can convey their vote, through the email address registered by the company, when a poll is required to be taken during the meeting on any resolution on the following designated email address clearly stating the Resolution Number followed by 'assent' or 'dissent': legal@kinecogroup.com

Kineco Limited

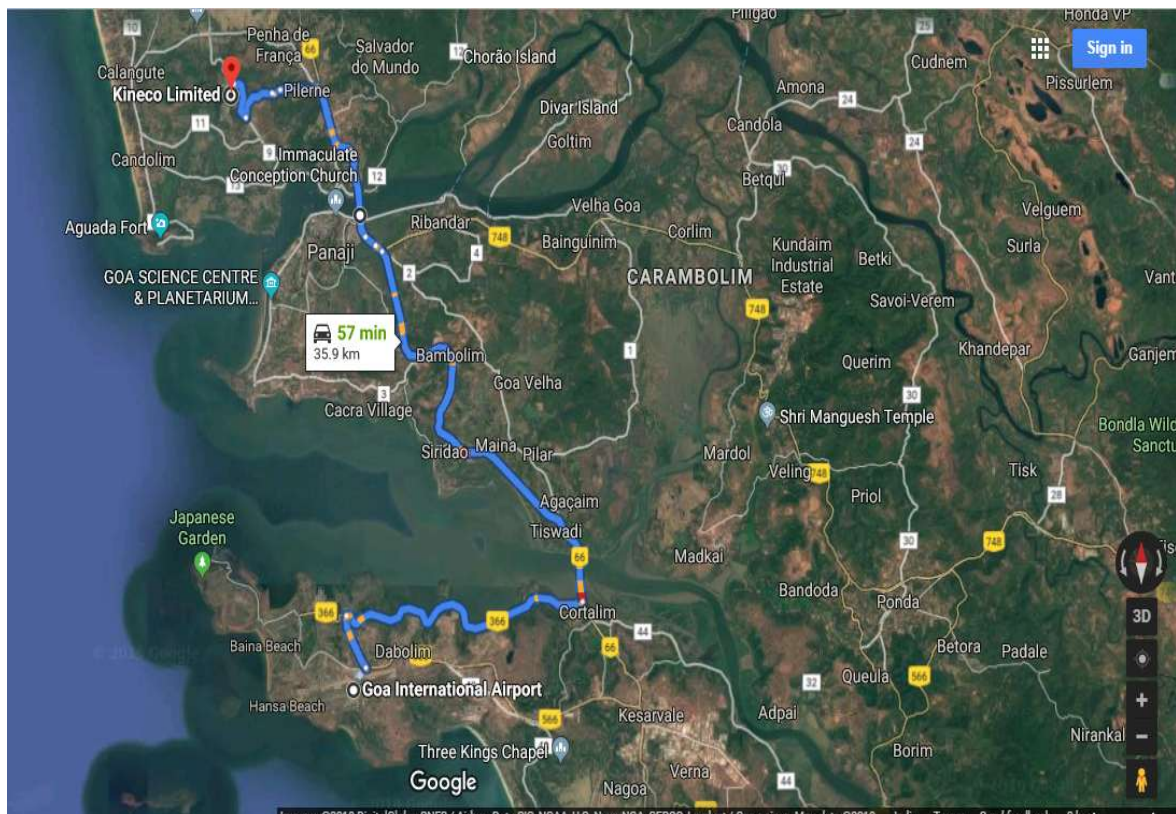
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Route Map:



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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

ITEM NO. 03 & 04:

As per Article 38.1.a of the Articles of Association, the investors shall collectively be entitled to nominate 2 Directors on the Board of the Company.

Accordingly, the investors had nominated Mr. Lalit Agrawal and Mr. Pankaj Prasoon on the Board of the Company and the Board had appointed Mr. Lalit Agrawal and Mr. Pankaj Prasoon as Additional Directors upto the Annual General Meeting of the Company.

The Company has received consent from both Directors in Form DIR 2 and a declaration that they are not disqualified from being appointed as a Director of the Company in Form DIR 8 of the Companies Act 2013.

Mr. Pankaj Prasoon has a rich multi-faceted experience across various businesses. He serves as a Director on multiple companies and his active involvement with the investor community provides strategic & financial direction into the company's operations.

Whereas, Mr. Lalit Agrawal is a Chartered Accountant having a professional background with expertise and experience in managing finance and accounts related matters, financial investments, Direct & Indirect Tax compliances and FEMA/RBI related matters.

The shareholding of Mr. Pankaj Prasoon and Mr. Lalit Agrawal in the Company as on 08/08/2025 is as follows:

Sr No	Name of the Shareholder	Shares held in the Company	% Shareholding
1.	Mr. Pankaj Prasoon	527,333	7.32%
2.	Mr. Lalit Agrawal	119,159	1.65%

It is proposed that the shareholders regularize the appointments of Mr. Lalit Agrawal and Mr. Pankaj Prasoon by passing an Ordinary Resolution.

None of the Directors of the Company except Mr. Lalit Agrawal and Mr. Pankaj Prasoon, are concerned or interested in the proposed resolutions in Item No 3 & 4 of the Notice.

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ITEM NO. 05:

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Girish Desai shall be appointed by the members in the ensuing Annual General Meeting.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and also received Independent Director declaration as per Section 149(6) of the Companies Act 2013.

Mr. Desai is acting as an Independent Director in Kineco Limited and also serves as Director in many companies. As an entrepreneur with years of experience of running his own business, he provides diverse business views, risk management and provides good financial insights to the Board.

It is proposed that the shareholders regularize the appointment by passing an Ordinary Resolution in Item No 05 of the Notice.

None of the Directors or Key Managerial Personnel of the Company except Mr. Girish Desai, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, requires to be ratified by the Members of the Company at the General Meeting.

The Company has received the Auditor's Letter of Consent from CMA Savari Muthu (M.No. FICWA 6716), who is free from disqualifications specified under Section 139, 141 and 142 of the Companies Act, 2013.

CMA Savari Muthu has requested for an increase of his audit fees by 25% to Rs. 2,18,750 to conduct the cost audit of the Company for the FY ending 31/03/2026 due to the increase in scale and complexity of the audit post Amalgamation of the Company's wholly-owned subsidiary with Kineco Limited. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of CMA Savari Muthu (M.No. FICWA 6716), Cost Auditor as Rs. 2,18,750 (Rupees Two Lakhs Eighteen Thousand Seven hundred and fifty Only) plus out of pocket expenses and GST.

Accordingly, ratification by the Members is being sought on the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025 by way of an Ordinary Resolution as set out in Item No. 06 of the Notice.

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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.

ITEM NO. 7:

Kineco Exel Composites India Private Limited (KECI), an associate Joint Venture Company of Kineco, is its expansion phase and had entered into a lease arrangement for a bigger manufacturing facility at Banda Maharashtra. Further, KECI has already signed a multi million multi year contract with an Indian Company and is in the process of negotiating more such contracts with multi-national companies for the supply of components for wind energy sector which will be the primary market for the JV's growth.

To support the JV in its early stages of establishment, the Company had in the previous financial year extended an unsecured inter corporate loan of an amount not exceeding Rs. 2 Crore for a period of one year, for KECI company to meet its short-term working capital needs from time to time, in tranches as and when required at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

Although this loan is repaid by the KECI to the Company, the JV may need additional support from time to time to meet its cash flow shortfall in its early stages. Hence, Now, an approval of the shareholders is sought to extend the time period of the loan by another one year on the same terms and conditions. I.e : at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

As per Section 185 (2) of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that:

- (a) a special resolution is passed by the company in general meeting, and
- (b) the loans are utilised by the borrowing company for its principal business activities.

Mr. Shekhar Sardessai is the Promoter and Managing Director of Kineco Exel Composites India Pvt Ltd. No other director is interested in this item.

Accordingly, the Company seeks a Special Resolution from its members for extending the unsecured inter-corporate loan of an amount not exceeding Rs. 2 Crore to Kineco Exel Composites India Private Limited for a period of 1 year from the date of Board approval, at a rate of interest of Prevailing bank rate plus one percent.

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KINECO

The Board recommends the Resolution at Item No. 7 of the Notice for approval of the shareholders by Special Resolution.

By the Order of the Board of
Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

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ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 31st Annual General meeting of the Company on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa,

Folio No. :
No. of Shares :

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

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NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Shareholders of Kineco Limited will be held on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa / over VC (Microsoft Teams), to transact the following business:

ORDINARY BUSINESS

1) To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Balance sheet as at 31st March, 2025 and the statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Consolidated Balance sheet as at 31st March, 2025 and consolidated statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon;

2) To appoint a director in place of Mr. Prashant Naik (DIN: 01866113), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3) Regularization of Additional Director, Mr. Lalit Balmukund Agrawal (DIN: 00147743) as Director 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 Mr. Lalit Balmukund Agrawal (DIN: 00147743), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

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4) Regularization of Additional Director, Mr. Pankaj Prasoon (DIN: 06529561) as Director 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 Mr. Pankaj Prasoon (DIN: 06529561), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

5) Regularization of Additional Director, Mr. Girish Desai (DIN: 02846130) as Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Girish Desai (DIN: 02846130), who was appointed as an Additional Director of the Company with effect from 3rd October, 2024 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd October, 2024

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

6) To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2026

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), CMA Savari Muthu. I (M.No. FICWA 6716), Cost Auditor appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, be paid the

Kineco Limited

41, Pilerne Industrial Estate, Bardez, Goa 403 511, INDIA.

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remuneration of Rs. 2,18,750/- plus out of pocket expense & GST to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7) To approve the grant of unsecured inter-corporate loan up to Rs. 2 Crores to Kineco Exel Composites India Private Limited.

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with Articles of Association of the Company, the Consent of the members be and is hereby accorded to provide an unsecured loan for a sum not exceeding Rs. 2 Crores (Rupees Two Crore Only) to Kineco Exel Composites India Private Limited, in tranches as and when necessary, for a period of 1 Year (One year) at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

RESOLVED FURTHER THAT any Director and the Chief Financial Officer of the Company, be and are hereby jointly authorized to execute Loan Agreement and such other documents, including any modification / alteration / amendments thereto, as may be required, and to do all necessary acts which are required, consequential or deemed expedient and also authorized to file necessary document and e-form to give effect to the transaction with the Registrar of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to furnish certified true copies of the resolution to all concerned authorities.”

By order of the Board of Directors
For Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

KINECO

NOTES:

1. In terms of Section 102 of the Companies Act, 2013, an explanatory statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of this Notice.
2. Since this AGM will be conducted through VC, where physical presence of members has been dispensed with, there is no requirement of attendance of proxies as per circular General Circular 14/2020 dated 08.04.2020 and General Circular No. 09/2023 dated 25.09.2023. Accordingly, the facility of appointment of proxies by members will not be available for this meeting.
3. Corporate member(s) intending to send their authorised representative(s) to attend and vote at the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. VC Process including VOTING at the AGM through VC is detailed in **Annexure 1**.

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ANNEXURE 1

Members can join the meeting on Microsoft teams on the following link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_NTkwnWMyZGYtMDg0NS00YzJhLTgyOGMtNjNiZWl4YzlmMjMw%40thread.v2/0?context=%7b%22Tid%22%3a%2223dbdb59-f3b4-4fe7-9e72-01df4f4666bb%22%2c%22Oid%22%3a%22384a3bf6-4d51-4717-b842-6fc5b07c20fe%22%7d

[The link may be opened directly in the Microsoft Teams App installed on your smartphones or laptop or the above link can be copied and pasted in your browser if you do not have the Microsoft Teams app Installed. Thereafter please enter your full name for the company to verify your participation.]

For any difficulties in joining the meeting or during the meeting, members may contact on the following helpline number: 91-832-6710952

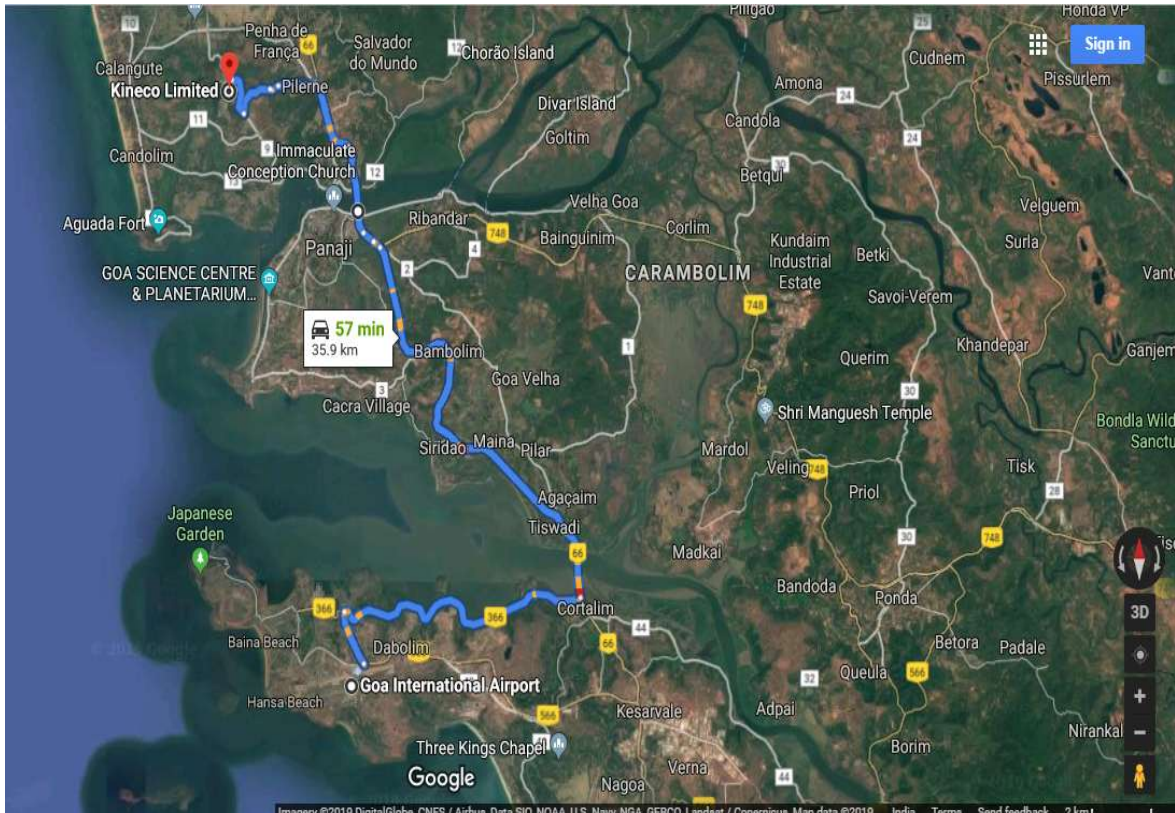
1. The members are hereby informed that the AGM shall be recorded and by joining the meeting you are consenting to the said AGM being recorded.
2. If members have any questions, they may send the same at least 2 days in advance on manisha@kinecogroup.com / legal@kinecogroup.com.
3. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled and to start the meeting and shall be closed after 15 minutes after the scheduled time i.e. 12:30 PM IST
4. Attendance of members on the VC shall be counted for the purpose of quorum.
5. Members can convey their vote, through the email address registered by the company, when a poll is required to be taken during the meeting on any resolution on the following designated email address clearly stating the Resolution Number followed by 'assent' or 'dissent': legal@kinecogroup.com

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Route Map:



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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

ITEM NO. 03 & 04:

As per Article 38.1.a of the Articles of Association, the investors shall collectively be entitled to nominate 2 Directors on the Board of the Company.

Accordingly, the investors had nominated Mr. Lalit Agrawal and Mr. Pankaj Prasoon on the Board of the Company and the Board had appointed Mr. Lalit Agrawal and Mr. Pankaj Prasoon as Additional Directors upto the Annual General Meeting of the Company.

The Company has received consent from both Directors in Form DIR 2 and a declaration that they are not disqualified from being appointed as a Director of the Company in Form DIR 8 of the Companies Act 2013.

Mr. Pankaj Prasoon has a rich multi-faceted experience across various businesses. He serves as a Director on multiple companies and his active involvement with the investor community provides strategic & financial direction into the company's operations.

Whereas, Mr. Lalit Agrawal is a Chartered Accountant having a professional background with expertise and experience in managing finance and accounts related matters, financial investments, Direct & Indirect Tax compliances and FEMA/RBI related matters.

The shareholding of Mr. Pankaj Prasoon and Mr. Lalit Agrawal in the Company as on 08/08/2025 is as follows:

Sr No	Name of the Shareholder	Shares held in the Company	% Shareholding
1.	Mr. Pankaj Prasoon	527,333	7.32%
2.	Mr. Lalit Agrawal	119,159	1.65%

It is proposed that the shareholders regularize the appointments of Mr. Lalit Agrawal and Mr. Pankaj Prasoon by passing an Ordinary Resolution.

None of the Directors of the Company except Mr. Lalit Agrawal and Mr. Pankaj Prasoon, are concerned or interested in the proposed resolutions in Item No 3 & 4 of the Notice.

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ITEM NO. 05:

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Girish Desai shall be appointed by the members in the ensuing Annual General Meeting.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and also received Independent Director declaration as per Section 149(6) of the Companies Act 2013.

Mr. Desai is acting as an Independent Director in Kineco Limited and also serves as Director in many companies. As an entrepreneur with years of experience of running his own business, he provides diverse business views, risk management and provides good financial insights to the Board.

It is proposed that the shareholders regularize the appointment by passing an Ordinary Resolution in Item No 05 of the Notice.

None of the Directors or Key Managerial Personnel of the Company except Mr. Girish Desai, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, requires to be ratified by the Members of the Company at the General Meeting.

The Company has received the Auditor's Letter of Consent from CMA Savari Muthu (M.No. FICWA 6716), who is free from disqualifications specified under Section 139, 141 and 142 of the Companies Act, 2013.

CMA Savari Muthu has requested for an increase of his audit fees by 25% to Rs. 2,18,750 to conduct the cost audit of the Company for the FY ending 31/03/2026 due to the increase in scale and complexity of the audit post Amalgamation of the Company's wholly-owned subsidiary with Kineco Limited. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of CMA Savari Muthu (M.No. FICWA 6716), Cost Auditor as Rs. 2,18,750 (Rupees Two Lakhs Eighteen Thousand Seven hundred and fifty Only) plus out of pocket expenses and GST.

Accordingly, ratification by the Members is being sought on the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025 by way of an Ordinary Resolution as set out in Item No. 06 of the Notice.

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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.

ITEM NO. 7:

Kineco Exel Composites India Private Limited (KECI), an associate Joint Venture Company of Kineco, is its expansion phase and had entered into a lease arrangement for a bigger manufacturing facility at Banda Maharashtra. Further, KECI has already signed a multi million multi year contract with an Indian Company and is in the process of negotiating more such contracts with multi-national companies for the supply of components for wind energy sector which will be the primary market for the JV's growth.

To support the JV in its early stages of establishment, the Company had in the previous financial year extended an unsecured inter corporate loan of an amount not exceeding Rs. 2 Crore for a period of one year, for KECI company to meet its short-term working capital needs from time to time, in tranches as and when required at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

Although this loan is repaid by the KECI to the Company, the JV may need additional support from time to time to meet its cash flow shortfall in its early stages. Hence, Now, an approval of the shareholders is sought to extend the time period of the loan by another one year on the same terms and conditions. I.e : at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

As per Section 185 (2) of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that:

- (a) a special resolution is passed by the company in general meeting, and
- (b) the loans are utilised by the borrowing company for its principal business activities.

Mr. Shekhar Sardessai is the Promoter and Managing Director of Kineco Exel Composites India Pvt Ltd. No other director is interested in this item.

Accordingly, the Company seeks a Special Resolution from its members for extending the unsecured inter-corporate loan of an amount not exceeding Rs. 2 Crore to Kineco Exel Composites India Private Limited for a period of 1 year from the date of Board approval, at a rate of interest of Prevailing bank rate plus one percent.

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KINECO

The Board recommends the Resolution at Item No. 7 of the Notice for approval of the shareholders by Special Resolution.

By the Order of the Board of
Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

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ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 31st Annual General meeting of the Company on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa,

Folio No. :
No. of Shares :

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

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NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Shareholders of Kineco Limited will be held on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa / over VC (Microsoft Teams), to transact the following business:

ORDINARY BUSINESS

1) To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Balance sheet as at 31st March, 2025 and the statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Consolidated Balance sheet as at 31st March, 2025 and consolidated statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon;

2) To appoint a director in place of Mr. Prashant Naik (DIN: 01866113), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3) Regularization of Additional Director, Mr. Lalit Balmukund Agrawal (DIN: 00147743) as Director 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 Mr. Lalit Balmukund Agrawal (DIN: 00147743), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

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4) Regularization of Additional Director, Mr. Pankaj Prasoon (DIN: 06529561) as Director 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 Mr. Pankaj Prasoon (DIN: 06529561), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

5) Regularization of Additional Director, Mr. Girish Desai (DIN: 02846130) as Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Girish Desai (DIN: 02846130), who was appointed as an Additional Director of the Company with effect from 3rd October, 2024 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd October, 2024

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

6) To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2026

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), CMA Savari Muthu. I (M.No. FICWA 6716), Cost Auditor appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, be paid the

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remuneration of Rs. 2,18,750/- plus out of pocket expense & GST to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7) To approve the grant of unsecured inter-corporate loan up to Rs. 2 Crores to Kineco Exel Composites India Private Limited.

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with Articles of Association of the Company, the Consent of the members be and is hereby accorded to provide an unsecured loan for a sum not exceeding Rs. 2 Crores (Rupees Two Crore Only) to Kineco Exel Composites India Private Limited, in tranches as and when necessary, for a period of 1 Year (One year) at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

RESOLVED FURTHER THAT any Director and the Chief Financial Officer of the Company, be and are hereby jointly authorized to execute Loan Agreement and such other documents, including any modification / alteration / amendments thereto, as may be required, and to do all necessary acts which are required, consequential or deemed expedient and also authorized to file necessary document and e-form to give effect to the transaction with the Registrar of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to furnish certified true copies of the resolution to all concerned authorities.”

By order of the Board of Directors
For Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

KINECO

NOTES:

1. In terms of Section 102 of the Companies Act, 2013, an explanatory statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of this Notice.
2. Since this AGM will be conducted through VC, where physical presence of members has been dispensed with, there is no requirement of attendance of proxies as per circular General Circular 14/2020 dated 08.04.2020 and General Circular No. 09/2023 dated 25.09.2023. Accordingly, the facility of appointment of proxies by members will not be available for this meeting.
3. Corporate member(s) intending to send their authorised representative(s) to attend and vote at the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. VC Process including VOTING at the AGM through VC is detailed in **Annexure 1**.

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ANNEXURE 1

Members can join the meeting on Microsoft teams on the following link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_NTkwnWMyZGYtMDg0NS00YzJhLTgyOGMtNjNiZWl4YzlmMjMw%40thread.v2/0?context=%7b%22Tid%22%3a%2223dbdb59-f3b4-4fe7-9e72-01df4f4666bb%22%2c%22Oid%22%3a%22384a3bf6-4d51-4717-b842-6fc5b07c20fe%22%7d

[The link may be opened directly in the Microsoft Teams App installed on your smartphones or laptop or the above link can be copied and pasted in your browser if you do not have the Microsoft Teams app Installed. Thereafter please enter your full name for the company to verify your participation.]

For any difficulties in joining the meeting or during the meeting, members may contact on the following helpline number: 91-832-6710952

1. The members are hereby informed that the AGM shall be recorded and by joining the meeting you are consenting to the said AGM being recorded.
2. If members have any questions, they may send the same at least 2 days in advance on manisha@kinecogroup.com / legal@kinecogroup.com.
3. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled and to start the meeting and shall be closed after 15 minutes after the scheduled time i.e. 12:30 PM IST
4. Attendance of members on the VC shall be counted for the purpose of quorum.
5. Members can convey their vote, through the email address registered by the company, when a poll is required to be taken during the meeting on any resolution on the following designated email address clearly stating the Resolution Number followed by 'assent' or 'dissent': legal@kinecogroup.com

Kineco Limited

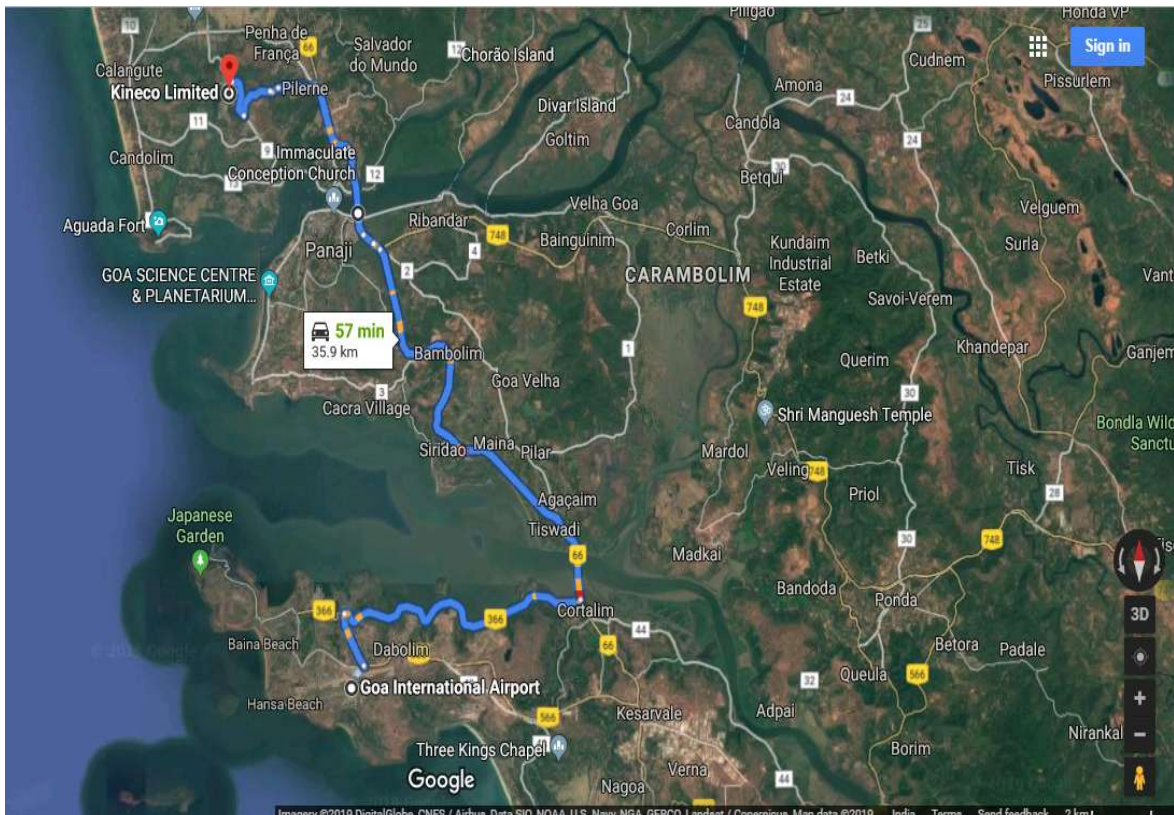
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Route Map:



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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

ITEM NO. 03 & 04:

As per Article 38.1.a of the Articles of Association, the investors shall collectively be entitled to nominate 2 Directors on the Board of the Company.

Accordingly, the investors had nominated Mr. Lalit Agrawal and Mr. Pankaj Prasoon on the Board of the Company and the Board had appointed Mr. Lalit Agrawal and Mr. Pankaj Prasoon as Additional Directors upto the Annual General Meeting of the Company.

The Company has received consent from both Directors in Form DIR 2 and a declaration that they are not disqualified from being appointed as a Director of the Company in Form DIR 8 of the Companies Act 2013.

Mr. Pankaj Prasoon has a rich multi-faceted experience across various businesses. He serves as a Director on multiple companies and his active involvement with the investor community provides strategic & financial direction into the company's operations.

Whereas, Mr. Lalit Agrawal is a Chartered Accountant having a professional background with expertise and experience in managing finance and accounts related matters, financial investments, Direct & Indirect Tax compliances and FEMA/RBI related matters.

The shareholding of Mr. Pankaj Prasoon and Mr. Lalit Agrawal in the Company as on 08/08/2025 is as follows:

Sr No	Name of the Shareholder	Shares held in the Company	% Shareholding
1.	Mr. Pankaj Prasoon	527,333	7.32%
2.	Mr. Lalit Agrawal	119,159	1.65%

It is proposed that the shareholders regularize the appointments of Mr. Lalit Agrawal and Mr. Pankaj Prasoon by passing an Ordinary Resolution.

None of the Directors of the Company except Mr. Lalit Agrawal and Mr. Pankaj Prasoon, are concerned or interested in the proposed resolutions in Item No 3 & 4 of the Notice.

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ITEM NO. 05:

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Girish Desai shall be appointed by the members in the ensuing Annual General Meeting.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and also received Independent Director declaration as per Section 149(6) of the Companies Act 2013.

Mr. Desai is acting as an Independent Director in Kineco Limited and also serves as Director in many companies. As an entrepreneur with years of experience of running his own business, he provides diverse business views, risk management and provides good financial insights to the Board.

It is proposed that the shareholders regularize the appointment by passing an Ordinary Resolution in Item No 05 of the Notice.

None of the Directors or Key Managerial Personnel of the Company except Mr. Girish Desai, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, requires to be ratified by the Members of the Company at the General Meeting.

The Company has received the Auditor's Letter of Consent from CMA Savari Muthu (M.No. FICWA 6716), who is free from disqualifications specified under Section 139, 141 and 142 of the Companies Act, 2013.

CMA Savari Muthu has requested for an increase of his audit fees by 25% to Rs. 2,18,750 to conduct the cost audit of the Company for the FY ending 31/03/2026 due to the increase in scale and complexity of the audit post Amalgamation of the Company's wholly-owned subsidiary with Kineco Limited. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of CMA Savari Muthu (M.No. FICWA 6716), Cost Auditor as Rs. 2,18,750 (Rupees Two Lakhs Eighteen Thousand Seven hundred and fifty Only) plus out of pocket expenses and GST.

Accordingly, ratification by the Members is being sought on the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025 by way of an Ordinary Resolution as set out in Item No. 06 of the Notice.

Kineco Limited

41, Pilerne Industrial Estate, Bardez, Goa 403 511, INDIA.

Tel : +91-832-6710900, Fax : +91-832-6710910, CIN : U24134GA1994PLC001672

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KINECO

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.

ITEM NO. 7:

Kineco Exel Composites India Private Limited (KECI), an associate Joint Venture Company of Kineco, is its expansion phase and had entered into a lease arrangement for a bigger manufacturing facility at Banda Maharashtra. Further, KECI has already signed a multi million multi year contract with an Indian Company and is in the process of negotiating more such contracts with multi-national companies for the supply of components for wind energy sector which will be the primary market for the JV's growth.

To support the JV in its early stages of establishment, the Company had in the previous financial year extended an unsecured inter corporate loan of an amount not exceeding Rs. 2 Crore for a period of one year, for KECI company to meet its short-term working capital needs from time to time, in tranches as and when required at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

Although this loan is repaid by the KECI to the Company, the JV may need additional support from time to time to meet its cash flow shortfall in its early stages. Hence, Now, an approval of the shareholders is sought to extend the time period of the loan by another one year on the same terms and conditions. I.e : at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

As per Section 185 (2) of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that:

- (a) a special resolution is passed by the company in general meeting, and
- (b) the loans are utilised by the borrowing company for its principal business activities.

Mr. Shekhar Sardessai is the Promoter and Managing Director of Kineco Exel Composites India Pvt Ltd. No other director is interested in this item.

Accordingly, the Company seeks a Special Resolution from its members for extending the unsecured inter-corporate loan of an amount not exceeding Rs. 2 Crore to Kineco Exel Composites India Private Limited for a period of 1 year from the date of Board approval, at a rate of interest of Prevailing bank rate plus one percent.

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KINECO

The Board recommends the Resolution at Item No. 7 of the Notice for approval of the shareholders by Special Resolution.

By the Order of the Board of
Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

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ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 31st Annual General meeting of the Company on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa,

Folio No. :
No. of Shares :

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

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NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Shareholders of Kineco Limited will be held on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa / over VC (Microsoft Teams), to transact the following business:

ORDINARY BUSINESS

1) To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Balance sheet as at 31st March, 2025 and the statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Consolidated Balance sheet as at 31st March, 2025 and consolidated statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon;

2) To appoint a director in place of Mr. Prashant Naik (DIN: 01866113), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3) Regularization of Additional Director, Mr. Lalit Balmukund Agrawal (DIN: 00147743) as Director 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 Mr. Lalit Balmukund Agrawal (DIN: 00147743), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

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4) Regularization of Additional Director, Mr. Pankaj Prasoon (DIN: 06529561) as Director 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 Mr. Pankaj Prasoon (DIN: 06529561), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

5) Regularization of Additional Director, Mr. Girish Desai (DIN: 02846130) as Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Girish Desai (DIN: 02846130), who was appointed as an Additional Director of the Company with effect from 3rd October, 2024 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd October, 2024

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

6) To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2026

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), CMA Savari Muthu. I (M.No. FICWA 6716), Cost Auditor appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, be paid the

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remuneration of Rs. 2,18,750/- plus out of pocket expense & GST to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7) To approve the grant of unsecured inter-corporate loan up to Rs. 2 Crores to Kineco Exel Composites India Private Limited.

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with Articles of Association of the Company, the Consent of the members be and is hereby accorded to provide an unsecured loan for a sum not exceeding Rs. 2 Crores (Rupees Two Crore Only) to Kineco Exel Composites India Private Limited, in tranches as and when necessary, for a period of 1 Year (One year) at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

RESOLVED FURTHER THAT any Director and the Chief Financial Officer of the Company, be and are hereby jointly authorized to execute Loan Agreement and such other documents, including any modification / alteration / amendments thereto, as may be required, and to do all necessary acts which are required, consequential or deemed expedient and also authorized to file necessary document and e-form to give effect to the transaction with the Registrar of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to furnish certified true copies of the resolution to all concerned authorities.”

By order of the Board of Directors
For Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

KINECO

NOTES:

1. In terms of Section 102 of the Companies Act, 2013, an explanatory statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of this Notice.
2. Since this AGM will be conducted through VC, where physical presence of members has been dispensed with, there is no requirement of attendance of proxies as per circular General Circular 14/2020 dated 08.04.2020 and General Circular No. 09/2023 dated 25.09.2023. Accordingly, the facility of appointment of proxies by members will not be available for this meeting.
3. Corporate member(s) intending to send their authorised representative(s) to attend and vote at the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. VC Process including VOTING at the AGM through VC is detailed in **Annexure 1**.

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ANNEXURE 1

Members can join the meeting on Microsoft teams on the following link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_NTkwnWMyZGYtMDg0NS00YzJhLTgyOGMtNjNiZWl4YzlmMjMw%40thread.v2/0?context=%7b%22Tid%22%3a%2223dbdb59-f3b4-4fe7-9e72-01df4f4666bb%22%2c%22Oid%22%3a%22384a3bf6-4d51-4717-b842-6fc5b07c20fe%22%7d

[The link may be opened directly in the Microsoft Teams App installed on your smartphones or laptop or the above link can be copied and pasted in your browser if you do not have the Microsoft Teams app Installed. Thereafter please enter your full name for the company to verify your participation.]

For any difficulties in joining the meeting or during the meeting, members may contact on the following helpline number: 91-832-6710952

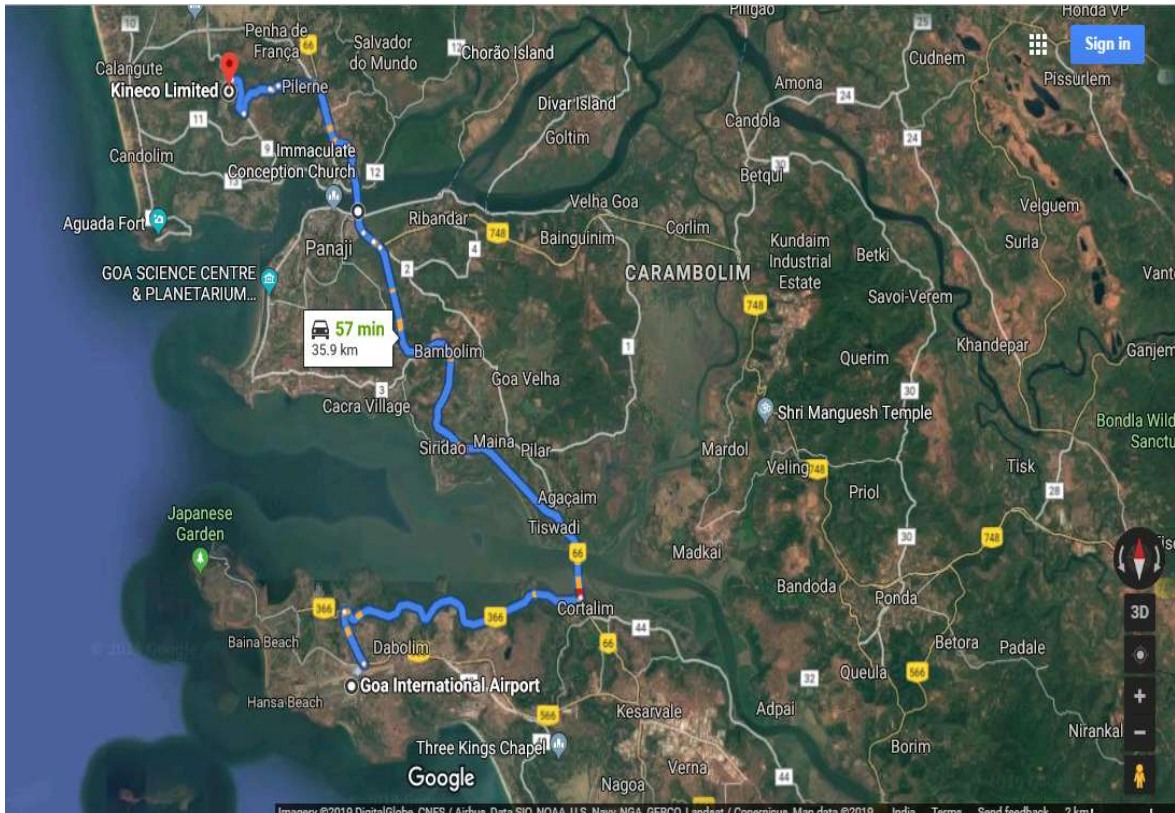
1. The members are hereby informed that the AGM shall be recorded and by joining the meeting you are consenting to the said AGM being recorded.
2. If members have any questions, they may send the same at least 2 days in advance on manisha@kinecogroup.com / legal@kinecogroup.com.
3. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled and to start the meeting and shall be closed after 15 minutes after the scheduled time i.e. 12:30 PM IST
4. Attendance of members on the VC shall be counted for the purpose of quorum.
5. Members can convey their vote, through the email address registered by the company, when a poll is required to be taken during the meeting on any resolution on the following designated email address clearly stating the Resolution Number followed by 'assent' or 'dissent': legal@kinecogroup.com

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Route Map:



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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

ITEM NO. 03 & 04:

As per Article 38.1.a of the Articles of Association, the investors shall collectively be entitled to nominate 2 Directors on the Board of the Company.

Accordingly, the investors had nominated Mr. Lalit Agrawal and Mr. Pankaj Prasoon on the Board of the Company and the Board had appointed Mr. Lalit Agrawal and Mr. Pankaj Prasoon as Additional Directors upto the Annual General Meeting of the Company.

The Company has received consent from both Directors in Form DIR 2 and a declaration that they are not disqualified from being appointed as a Director of the Company in Form DIR 8 of the Companies Act 2013.

Mr. Pankaj Prasoon has a rich multi-faceted experience across various businesses. He serves as a Director on multiple companies and his active involvement with the investor community provides strategic & financial direction into the company's operations.

Whereas, Mr. Lalit Agrawal is a Chartered Accountant having a professional background with expertise and experience in managing finance and accounts related matters, financial investments, Direct & Indirect Tax compliances and FEMA/RBI related matters.

The shareholding of Mr. Pankaj Prasoon and Mr. Lalit Agrawal in the Company as on 08/08/2025 is as follows:

Sr No	Name of the Shareholder	Shares held in the Company	% Shareholding
1.	Mr. Pankaj Prasoon	527,333	7.32%
2.	Mr. Lalit Agrawal	119,159	1.65%

It is proposed that the shareholders regularize the appointments of Mr. Lalit Agrawal and Mr. Pankaj Prasoon by passing an Ordinary Resolution.

None of the Directors of the Company except Mr. Lalit Agrawal and Mr. Pankaj Prasoon, are concerned or interested in the proposed resolutions in Item No 3 & 4 of the Notice.

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ITEM NO. 05:

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Girish Desai shall be appointed by the members in the ensuing Annual General Meeting.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and also received Independent Director declaration as per Section 149(6) of the Companies Act 2013.

Mr. Desai is acting as an Independent Director in Kineco Limited and also serves as Director in many companies. As an entrepreneur with years of experience of running his own business, he provides diverse business views, risk management and provides good financial insights to the Board.

It is proposed that the shareholders regularize the appointment by passing an Ordinary Resolution in Item No 05 of the Notice.

None of the Directors or Key Managerial Personnel of the Company except Mr. Girish Desai, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, requires to be ratified by the Members of the Company at the General Meeting.

The Company has received the Auditor's Letter of Consent from CMA Savari Muthu (M.No. FICWA 6716), who is free from disqualifications specified under Section 139, 141 and 142 of the Companies Act, 2013.

CMA Savari Muthu has requested for an increase of his audit fees by 25% to Rs. 2,18,750 to conduct the cost audit of the Company for the FY ending 31/03/2026 due to the increase in scale and complexity of the audit post Amalgamation of the Company's wholly-owned subsidiary with Kineco Limited. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of CMA Savari Muthu (M.No. FICWA 6716), Cost Auditor as Rs. 2,18,750 (Rupees Two Lakhs Eighteen Thousand Seven hundred and fifty Only) plus out of pocket expenses and GST.

Accordingly, ratification by the Members is being sought on the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025 by way of an Ordinary Resolution as set out in Item No. 06 of the Notice.

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KINECO

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.

ITEM NO. 7:

Kineco Exel Composites India Private Limited (KECI), an associate Joint Venture Company of Kineco, is its expansion phase and had entered into a lease arrangement for a bigger manufacturing facility at Banda Maharashtra. Further, KECI has already signed a multi million multi year contract with an Indian Company and is in the process of negotiating more such contracts with multi-national companies for the supply of components for wind energy sector which will be the primary market for the JV's growth.

To support the JV in its early stages of establishment, the Company had in the previous financial year extended an unsecured inter corporate loan of an amount not exceeding Rs. 2 Crore for a period of one year, for KECI company to meet its short-term working capital needs from time to time, in tranches as and when required at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

Although this loan is repaid by the KECI to the Company, the JV may need additional support from time to time to meet its cash flow shortfall in its early stages. Hence, Now, an approval of the shareholders is sought to extend the time period of the loan by another one year on the same terms and conditions. I.e : at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

As per Section 185 (2) of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that:

- (a) a special resolution is passed by the company in general meeting, and
- (b) the loans are utilised by the borrowing company for its principal business activities.

Mr. Shekhar Sardessai is the Promoter and Managing Director of Kineco Exel Composites India Pvt Ltd. No other director is interested in this item.

Accordingly, the Company seeks a Special Resolution from its members for extending the unsecured inter-corporate loan of an amount not exceeding Rs. 2 Crore to Kineco Exel Composites India Private Limited for a period of 1 year from the date of Board approval, at a rate of interest of Prevailing bank rate plus one percent.

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KINECO

The Board recommends the Resolution at Item No. 7 of the Notice for approval of the shareholders by Special Resolution.

By the Order of the Board of
Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

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ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 31st Annual General meeting of the Company on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa,

Folio No. :
No. of Shares :

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

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NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Shareholders of Kineco Limited will be held on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa / over VC (Microsoft Teams), to transact the following business:

ORDINARY BUSINESS

1) To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Balance sheet as at 31st March, 2025 and the statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Consolidated Balance sheet as at 31st March, 2025 and consolidated statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon;

2) To appoint a director in place of Mr. Prashant Naik (DIN: 01866113), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3) Regularization of Additional Director, Mr. Lalit Balmukund Agrawal (DIN: 00147743) as Director 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 Mr. Lalit Balmukund Agrawal (DIN: 00147743), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

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4) Regularization of Additional Director, Mr. Pankaj Prasoon (DIN: 06529561) as Director 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 Mr. Pankaj Prasoon (DIN: 06529561), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

5) Regularization of Additional Director, Mr. Girish Desai (DIN: 02846130) as Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Girish Desai (DIN: 02846130), who was appointed as an Additional Director of the Company with effect from 3rd October, 2024 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd October, 2024

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

6) To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2026

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), CMA Savari Muthu. I (M.No. FICWA 6716), Cost Auditor appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, be paid the

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remuneration of Rs. 2,18,750/- plus out of pocket expense & GST to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7) To approve the grant of unsecured inter-corporate loan up to Rs. 2 Crores to Kineco Exel Composites India Private Limited.

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with Articles of Association of the Company, the Consent of the members be and is hereby accorded to provide an unsecured loan for a sum not exceeding Rs. 2 Crores (Rupees Two Crore Only) to Kineco Exel Composites India Private Limited, in tranches as and when necessary, for a period of 1 Year (One year) at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

RESOLVED FURTHER THAT any Director and the Chief Financial Officer of the Company, be and are hereby jointly authorized to execute Loan Agreement and such other documents, including any modification / alteration / amendments thereto, as may be required, and to do all necessary acts which are required, consequential or deemed expedient and also authorized to file necessary document and e-form to give effect to the transaction with the Registrar of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to furnish certified true copies of the resolution to all concerned authorities.”

By order of the Board of Directors
For Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

KINECO

NOTES:

1. In terms of Section 102 of the Companies Act, 2013, an explanatory statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of this Notice.
2. Since this AGM will be conducted through VC, where physical presence of members has been dispensed with, there is no requirement of attendance of proxies as per circular General Circular 14/2020 dated 08.04.2020 and General Circular No. 09/2023 dated 25.09.2023. Accordingly, the facility of appointment of proxies by members will not be available for this meeting.
3. Corporate member(s) intending to send their authorised representative(s) to attend and vote at the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. VC Process including VOTING at the AGM through VC is detailed in **Annexure 1**.

Kineco Limited

41, Pilerne Industrial Estate, Bardez, Goa 403 511, INDIA.

Tel : +91-832-6710900, Fax : +91-832-6710910, CIN : U24134GA1994PLC001672

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ANNEXURE 1

Members can join the meeting on Microsoft teams on the following link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_NTkwnWMyZGYtMDg0NS00YzJhLTgyOGMtNjNiZWl4YzlmMjMw%40thread.v2/0?context=%7b%22Tid%22%3a%2223dbdb59-f3b4-4fe7-9e72-01df4f4666bb%22%2c%22Oid%22%3a%22384a3bf6-4d51-4717-b842-6fc5b07c20fe%22%7d

[The link may be opened directly in the Microsoft Teams App installed on your smartphones or laptop or the above link can be copied and pasted in your browser if you do not have the Microsoft Teams app Installed. Thereafter please enter your full name for the company to verify your participation.]

For any difficulties in joining the meeting or during the meeting, members may contact on the following helpline number: 91-832-6710952

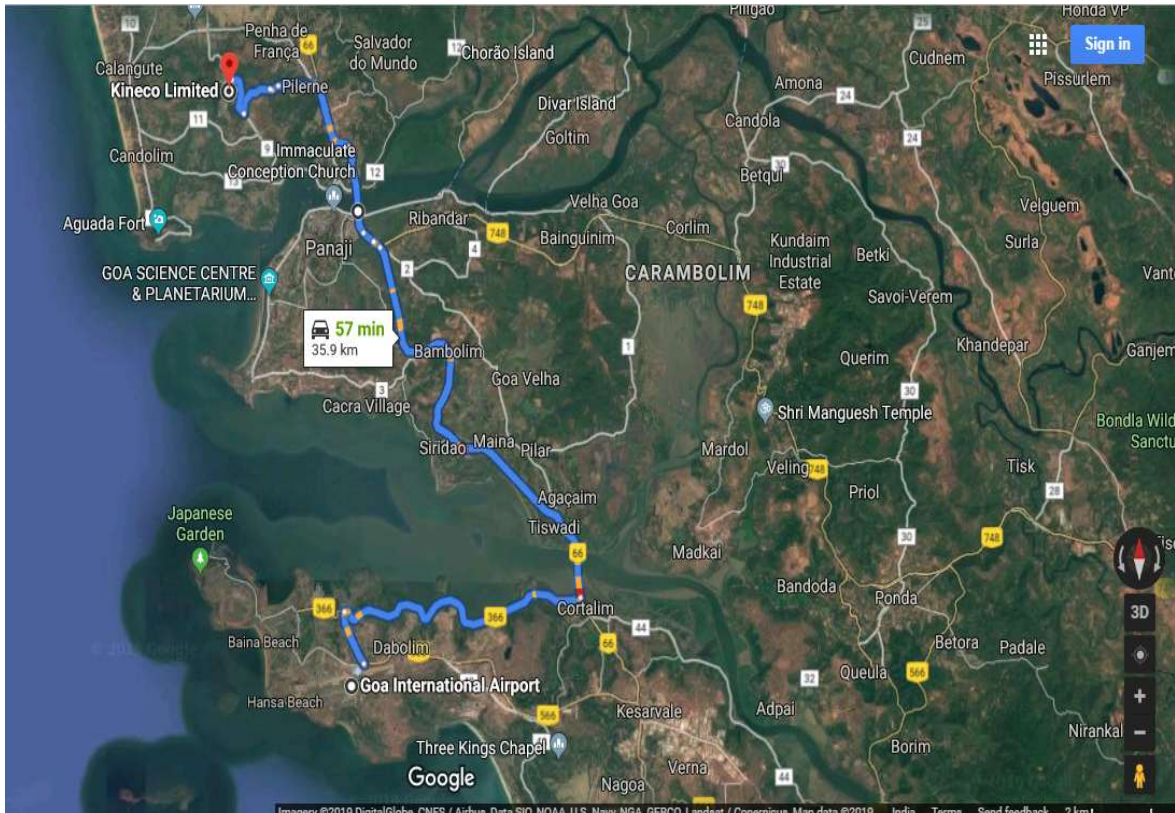
1. The members are hereby informed that the AGM shall be recorded and by joining the meeting you are consenting to the said AGM being recorded.
2. If members have any questions, they may send the same at least 2 days in advance on manisha@kinecogroup.com / legal@kinecogroup.com.
3. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled and to start the meeting and shall be closed after 15 minutes after the scheduled time i.e. 12:30 PM IST
4. Attendance of members on the VC shall be counted for the purpose of quorum.
5. Members can convey their vote, through the email address registered by the company, when a poll is required to be taken during the meeting on any resolution on the following designated email address clearly stating the Resolution Number followed by 'assent' or 'dissent': legal@kinecogroup.com

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Route Map:



Kineco Limited

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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

ITEM NO. 03 & 04:

As per Article 38.1.a of the Articles of Association, the investors shall collectively be entitled to nominate 2 Directors on the Board of the Company.

Accordingly, the investors had nominated Mr. Lalit Agrawal and Mr. Pankaj Prasoon on the Board of the Company and the Board had appointed Mr. Lalit Agrawal and Mr. Pankaj Prasoon as Additional Directors upto the Annual General Meeting of the Company.

The Company has received consent from both Directors in Form DIR 2 and a declaration that they are not disqualified from being appointed as a Director of the Company in Form DIR 8 of the Companies Act 2013.

Mr. Pankaj Prasoon has a rich multi-faceted experience across various businesses. He serves as a Director on multiple companies and his active involvement with the investor community provides strategic & financial direction into the company's operations.

Whereas, Mr. Lalit Agrawal is a Chartered Accountant having a professional background with expertise and experience in managing finance and accounts related matters, financial investments, Direct & Indirect Tax compliances and FEMA/RBI related matters.

The shareholding of Mr. Pankaj Prasoon and Mr. Lalit Agrawal in the Company as on 08/08/2025 is as follows:

Sr No	Name of the Shareholder	Shares held in the Company	% Shareholding
1.	Mr. Pankaj Prasoon	527,333	7.32%
2.	Mr. Lalit Agrawal	119,159	1.65%

It is proposed that the shareholders regularize the appointments of Mr. Lalit Agrawal and Mr. Pankaj Prasoon by passing an Ordinary Resolution.

None of the Directors of the Company except Mr. Lalit Agrawal and Mr. Pankaj Prasoon, are concerned or interested in the proposed resolutions in Item No 3 & 4 of the Notice.

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ITEM NO. 05:

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Girish Desai shall be appointed by the members in the ensuing Annual General Meeting.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and also received Independent Director declaration as per Section 149(6) of the Companies Act 2013.

Mr. Desai is acting as an Independent Director in Kineco Limited and also serves as Director in many companies. As an entrepreneur with years of experience of running his own business, he provides diverse business views, risk management and provides good financial insights to the Board.

It is proposed that the shareholders regularize the appointment by passing an Ordinary Resolution in Item No 05 of the Notice.

None of the Directors or Key Managerial Personnel of the Company except Mr. Girish Desai, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, requires to be ratified by the Members of the Company at the General Meeting.

The Company has received the Auditor's Letter of Consent from CMA Savari Muthu (M.No. FICWA 6716), who is free from disqualifications specified under Section 139, 141 and 142 of the Companies Act, 2013.

CMA Savari Muthu has requested for an increase of his audit fees by 25% to Rs. 2,18,750 to conduct the cost audit of the Company for the FY ending 31/03/2026 due to the increase in scale and complexity of the audit post Amalgamation of the Company's wholly-owned subsidiary with Kineco Limited. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of CMA Savari Muthu (M.No. FICWA 6716), Cost Auditor as Rs. 2,18,750 (Rupees Two Lakhs Eighteen Thousand Seven hundred and fifty Only) plus out of pocket expenses and GST.

Accordingly, ratification by the Members is being sought on the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025 by way of an Ordinary Resolution as set out in Item No. 06 of the Notice.

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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.

ITEM NO. 7:

Kineco Exel Composites India Private Limited (KECI), an associate Joint Venture Company of Kineco, is its expansion phase and had entered into a lease arrangement for a bigger manufacturing facility at Banda Maharashtra. Further, KECI has already signed a multi million multi year contract with an Indian Company and is in the process of negotiating more such contracts with multi-national companies for the supply of components for wind energy sector which will be the primary market for the JV's growth.

To support the JV in its early stages of establishment, the Company had in the previous financial year extended an unsecured inter corporate loan of an amount not exceeding Rs. 2 Crore for a period of one year, for KECI company to meet its short-term working capital needs from time to time, in tranches as and when required at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

Although this loan is repaid by the KECI to the Company, the JV may need additional support from time to time to meet its cash flow shortfall in its early stages. Hence, Now, an approval of the shareholders is sought to extend the time period of the loan by another one year on the same terms and conditions. I.e : at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

As per Section 185 (2) of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that:

- (a) a special resolution is passed by the company in general meeting, and
- (b) the loans are utilised by the borrowing company for its principal business activities.

Mr. Shekhar Sardessai is the Promoter and Managing Director of Kineco Exel Composites India Pvt Ltd. No other director is interested in this item.

Accordingly, the Company seeks a Special Resolution from its members for extending the unsecured inter-corporate loan of an amount not exceeding Rs. 2 Crore to Kineco Exel Composites India Private Limited for a period of 1 year from the date of Board approval, at a rate of interest of Prevailing bank rate plus one percent.

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The Board recommends the Resolution at Item No. 7 of the Notice for approval of the shareholders by Special Resolution.

By the Order of the Board of
Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

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ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 31st Annual General meeting of the Company on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa,

Folio No. :
No. of Shares :

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

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NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Shareholders of Kineco Limited will be held on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa / over VC (Microsoft Teams), to transact the following business:

ORDINARY BUSINESS

1) To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Balance sheet as at 31st March, 2025 and the statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Consolidated Balance sheet as at 31st March, 2025 and consolidated statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon;

2) To appoint a director in place of Mr. Prashant Naik (DIN: 01866113), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3) Regularization of Additional Director, Mr. Lalit Balmukund Agrawal (DIN: 00147743) as Director 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 Mr. Lalit Balmukund Agrawal (DIN: 00147743), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

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4) Regularization of Additional Director, Mr. Pankaj Prasoon (DIN: 06529561) as Director 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 Mr. Pankaj Prasoon (DIN: 06529561), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

5) Regularization of Additional Director, Mr. Girish Desai (DIN: 02846130) as Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Girish Desai (DIN: 02846130), who was appointed as an Additional Director of the Company with effect from 3rd October, 2024 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd October, 2024

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

6) To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2026

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), CMA Savari Muthu. I (M.No. FICWA 6716), Cost Auditor appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, be paid the

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remuneration of Rs. 2,18,750/- plus out of pocket expense & GST to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7) To approve the grant of unsecured inter-corporate loan up to Rs. 2 Crores to Kineco Exel Composites India Private Limited.

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with Articles of Association of the Company, the Consent of the members be and is hereby accorded to provide an unsecured loan for a sum not exceeding Rs. 2 Crores (Rupees Two Crore Only) to Kineco Exel Composites India Private Limited, in tranches as and when necessary, for a period of 1 Year (One year) at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

RESOLVED FURTHER THAT any Director and the Chief Financial Officer of the Company, be and are hereby jointly authorized to execute Loan Agreement and such other documents, including any modification / alteration / amendments thereto, as may be required, and to do all necessary acts which are required, consequential or deemed expedient and also authorized to file necessary document and e-form to give effect to the transaction with the Registrar of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to furnish certified true copies of the resolution to all concerned authorities.”

By order of the Board of Directors
For Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

KINECO

NOTES:

1. In terms of Section 102 of the Companies Act, 2013, an explanatory statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of this Notice.
2. Since this AGM will be conducted through VC, where physical presence of members has been dispensed with, there is no requirement of attendance of proxies as per circular General Circular 14/2020 dated 08.04.2020 and General Circular No. 09/2023 dated 25.09.2023. Accordingly, the facility of appointment of proxies by members will not be available for this meeting.
3. Corporate member(s) intending to send their authorised representative(s) to attend and vote at the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. VC Process including VOTING at the AGM through VC is detailed in **Annexure 1**.

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ANNEXURE 1

Members can join the meeting on Microsoft teams on the following link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_NTkwnWMyZGYtMDg0NS00YzJhLTgyOGMtNjNiZWl4YzlmMjMw%40thread.v2/0?context=%7b%22Tid%22%3a%2223dbdb59-f3b4-4fe7-9e72-01df4f4666bb%22%2c%22Oid%22%3a%22384a3bf6-4d51-4717-b842-6fc5b07c20fe%22%7d

[The link may be opened directly in the Microsoft Teams App installed on your smartphones or laptop or the above link can be copied and pasted in your browser if you do not have the Microsoft Teams app Installed. Thereafter please enter your full name for the company to verify your participation.]

For any difficulties in joining the meeting or during the meeting, members may contact on the following helpline number: 91-832-6710952

1. The members are hereby informed that the AGM shall be recorded and by joining the meeting you are consenting to the said AGM being recorded.
2. If members have any questions, they may send the same at least 2 days in advance on manisha@kinecogroup.com / legal@kinecogroup.com.
3. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled and to start the meeting and shall be closed after 15 minutes after the scheduled time i.e. 12:30 PM IST
4. Attendance of members on the VC shall be counted for the purpose of quorum.
5. Members can convey their vote, through the email address registered by the company, when a poll is required to be taken during the meeting on any resolution on the following designated email address clearly stating the Resolution Number followed by 'assent' or 'dissent': legal@kinecogroup.com

Kineco Limited

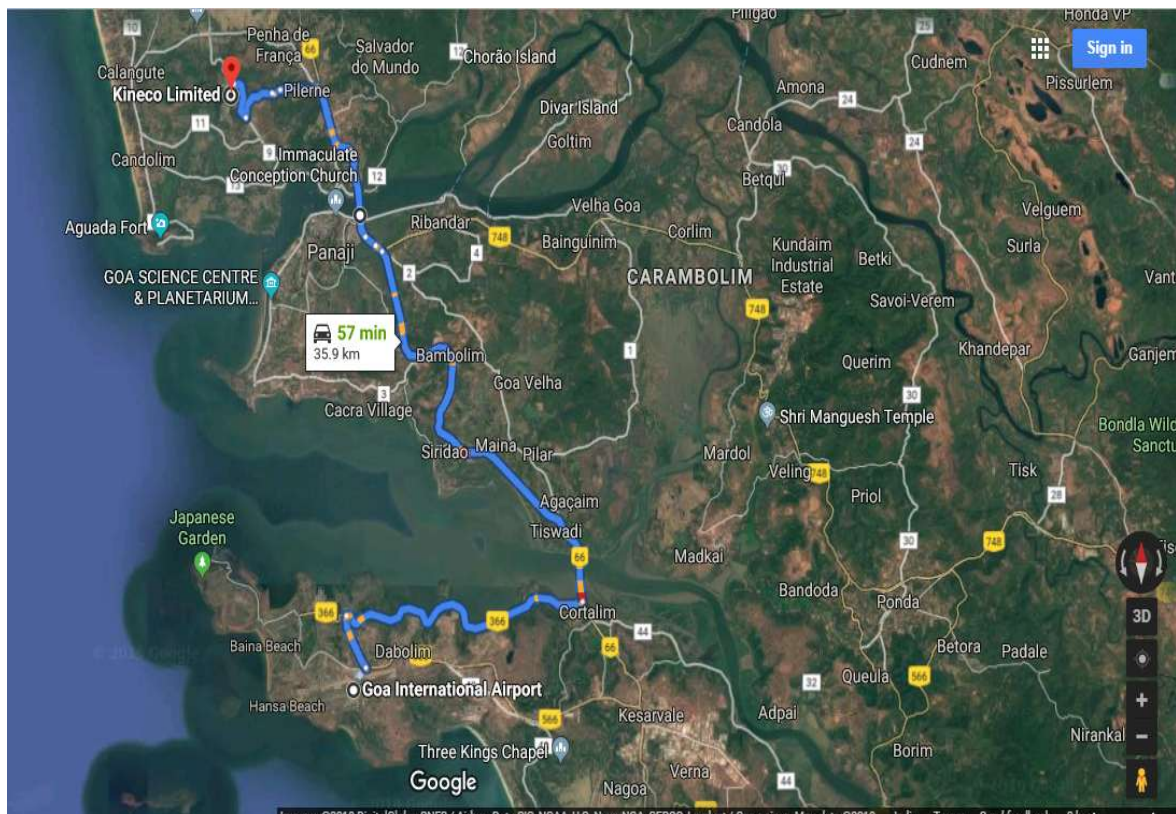
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Route Map:



Kineco Limited

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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

ITEM NO. 03 & 04:

As per Article 38.1.a of the Articles of Association, the investors shall collectively be entitled to nominate 2 Directors on the Board of the Company.

Accordingly, the investors had nominated Mr. Lalit Agrawal and Mr. Pankaj Prasoon on the Board of the Company and the Board had appointed Mr. Lalit Agrawal and Mr. Pankaj Prasoon as Additional Directors upto the Annual General Meeting of the Company.

The Company has received consent from both Directors in Form DIR 2 and a declaration that they are not disqualified from being appointed as a Director of the Company in Form DIR 8 of the Companies Act 2013.

Mr. Pankaj Prasoon has a rich multi-faceted experience across various businesses. He serves as a Director on multiple companies and his active involvement with the investor community provides strategic & financial direction into the company's operations.

Whereas, Mr. Lalit Agrawal is a Chartered Accountant having a professional background with expertise and experience in managing finance and accounts related matters, financial investments, Direct & Indirect Tax compliances and FEMA/RBI related matters.

The shareholding of Mr. Pankaj Prasoon and Mr. Lalit Agrawal in the Company as on 08/08/2025 is as follows:

Sr No	Name of the Shareholder	Shares held in the Company	% Shareholding
1.	Mr. Pankaj Prasoon	527,333	7.32%
2.	Mr. Lalit Agrawal	119,159	1.65%

It is proposed that the shareholders regularize the appointments of Mr. Lalit Agrawal and Mr. Pankaj Prasoon by passing an Ordinary Resolution.

None of the Directors of the Company except Mr. Lalit Agrawal and Mr. Pankaj Prasoon, are concerned or interested in the proposed resolutions in Item No 3 & 4 of the Notice.

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ITEM NO. 05:

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Girish Desai shall be appointed by the members in the ensuing Annual General Meeting.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and also received Independent Director declaration as per Section 149(6) of the Companies Act 2013.

Mr. Desai is acting as an Independent Director in Kineco Limited and also serves as Director in many companies. As an entrepreneur with years of experience of running his own business, he provides diverse business views, risk management and provides good financial insights to the Board.

It is proposed that the shareholders regularize the appointment by passing an Ordinary Resolution in Item No 05 of the Notice.

None of the Directors or Key Managerial Personnel of the Company except Mr. Girish Desai, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, requires to be ratified by the Members of the Company at the General Meeting.

The Company has received the Auditor's Letter of Consent from CMA Savari Muthu (M.No. FICWA 6716), who is free from disqualifications specified under Section 139, 141 and 142 of the Companies Act, 2013.

CMA Savari Muthu has requested for an increase of his audit fees by 25% to Rs. 2,18,750 to conduct the cost audit of the Company for the FY ending 31/03/2026 due to the increase in scale and complexity of the audit post Amalgamation of the Company's wholly-owned subsidiary with Kineco Limited. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of CMA Savari Muthu (M.No. FICWA 6716), Cost Auditor as Rs. 2,18,750 (Rupees Two Lakhs Eighteen Thousand Seven hundred and fifty Only) plus out of pocket expenses and GST.

Accordingly, ratification by the Members is being sought on the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025 by way of an Ordinary Resolution as set out in Item No. 06 of the Notice.

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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.

ITEM NO. 7:

Kineco Exel Composites India Private Limited (KECI), an associate Joint Venture Company of Kineco, is its expansion phase and had entered into a lease arrangement for a bigger manufacturing facility at Banda Maharashtra. Further, KECI has already signed a multi million multi year contract with an Indian Company and is in the process of negotiating more such contracts with multi-national companies for the supply of components for wind energy sector which will be the primary market for the JV's growth.

To support the JV in its early stages of establishment, the Company had in the previous financial year extended an unsecured inter corporate loan of an amount not exceeding Rs. 2 Crore for a period of one year, for KECI company to meet its short-term working capital needs from time to time, in tranches as and when required at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

Although this loan is repaid by the KECI to the Company, the JV may need additional support from time to time to meet its cash flow shortfall in its early stages. Hence, Now, an approval of the shareholders is sought to extend the time period of the loan by another one year on the same terms and conditions. I.e : at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

As per Section 185 (2) of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that:

- (a) a special resolution is passed by the company in general meeting, and
- (b) the loans are utilised by the borrowing company for its principal business activities.

Mr. Shekhar Sardessai is the Promoter and Managing Director of Kineco Exel Composites India Pvt Ltd. No other director is interested in this item.

Accordingly, the Company seeks a Special Resolution from its members for extending the unsecured inter-corporate loan of an amount not exceeding Rs. 2 Crore to Kineco Exel Composites India Private Limited for a period of 1 year from the date of Board approval, at a rate of interest of Prevailing bank rate plus one percent.

Kineco Limited

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KINECO

The Board recommends the Resolution at Item No. 7 of the Notice for approval of the shareholders by Special Resolution.

By the Order of the Board of
Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

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ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 31st Annual General meeting of the Company on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa,

Folio No. :
No. of Shares :

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

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NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Shareholders of Kineco Limited will be held on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa / over VC (Microsoft Teams), to transact the following business:

ORDINARY BUSINESS

1) To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Balance sheet as at 31st March, 2025 and the statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 which includes the Audited Consolidated Balance sheet as at 31st March, 2025 and consolidated statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon;

2) To appoint a director in place of Mr. Prashant Naik (DIN: 01866113), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3) Regularization of Additional Director, Mr. Lalit Balmukund Agrawal (DIN: 00147743) as Director 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 Mr. Lalit Balmukund Agrawal (DIN: 00147743), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

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4) Regularization of Additional Director, Mr. Pankaj Prasoon (DIN: 06529561) as Director 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 Mr. Pankaj Prasoon (DIN: 06529561), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/10/2024, under section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and pursuant to Article 38.1.b of the Articles of Association of the Company, who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect;

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

5) Regularization of Additional Director, Mr. Girish Desai (DIN: 02846130) as Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Girish Desai (DIN: 02846130), who was appointed as an Additional Director of the Company with effect from 3rd October, 2024 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd October, 2024

RESOLVED FURTHER THAT the any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

6) To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2026

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), CMA Savari Muthu. I (M.No. FICWA 6716), Cost Auditor appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, be paid the

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remuneration of Rs. 2,18,750/- plus out of pocket expense & GST to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7) To approve the grant of unsecured inter-corporate loan up to Rs. 2 Crores to Kineco Exel Composites India Private Limited.

To consider and, if thought fit, to pass with or with modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with Articles of Association of the Company, the Consent of the members be and is hereby accorded to provide an unsecured loan for a sum not exceeding Rs. 2 Crores (Rupees Two Crore Only) to Kineco Exel Composites India Private Limited, in tranches as and when necessary, for a period of 1 Year (One year) at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

RESOLVED FURTHER THAT any Director and the Chief Financial Officer of the Company, be and are hereby jointly authorized to execute Loan Agreement and such other documents, including any modification / alteration / amendments thereto, as may be required, and to do all necessary acts which are required, consequential or deemed expedient and also authorized to file necessary document and e-form to give effect to the transaction with the Registrar of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to furnish certified true copies of the resolution to all concerned authorities.”

By order of the Board of Directors
For Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

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NOTES:

1. In terms of Section 102 of the Companies Act, 2013, an explanatory statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of this Notice.
2. Since this AGM will be conducted through VC, where physical presence of members has been dispensed with, there is no requirement of attendance of proxies as per circular General Circular 14/2020 dated 08.04.2020 and General Circular No. 09/2023 dated 25.09.2023. Accordingly, the facility of appointment of proxies by members will not be available for this meeting.
3. Corporate member(s) intending to send their authorised representative(s) to attend and vote at the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. VC Process including VOTING at the AGM through VC is detailed in **Annexure 1**.

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ANNEXURE 1

Members can join the meeting on Microsoft teams on the following link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_NTkwNWMYzGYtMDg0NS00YzJhLTgyOGMtNjNiZWl4YzlmMjMw%40thread.v2/0?context=%7b%22Tid%22%3a%2223dbdb59-f3b4-4fe7-9e72-01df4f4666bb%22%2c%22Oid%22%3a%22384a3bf6-4d51-4717-b842-6fc5b07c20fe%22%7d

[The link may be opened directly in the Microsoft Teams App installed on your smartphones or laptop or the above link can be copied and pasted in your browser if you do not have the Microsoft Teams app Installed. Thereafter please enter your full name for the company to verify your participation.]

For any difficulties in joining the meeting or during the meeting, members may contact on the following helpline number: 91-832-6710952

1. The members are hereby informed that the AGM shall be recorded and by joining the meeting you are consenting to the said AGM being recorded.
2. If members have any questions, they may send the same at least 2 days in advance on manisha@kinecogroup.com / legal@kinecogroup.com.
3. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled and to start the meeting and shall be closed after 15 minutes after the scheduled time i.e. 12:30 PM IST
4. Attendance of members on the VC shall be counted for the purpose of quorum.
5. Members can convey their vote, through the email address registered by the company, when a poll is required to be taken during the meeting on any resolution on the following designated email address clearly stating the Resolution Number followed by 'assent' or 'dissent': legal@kinecogroup.com

Kineco Limited

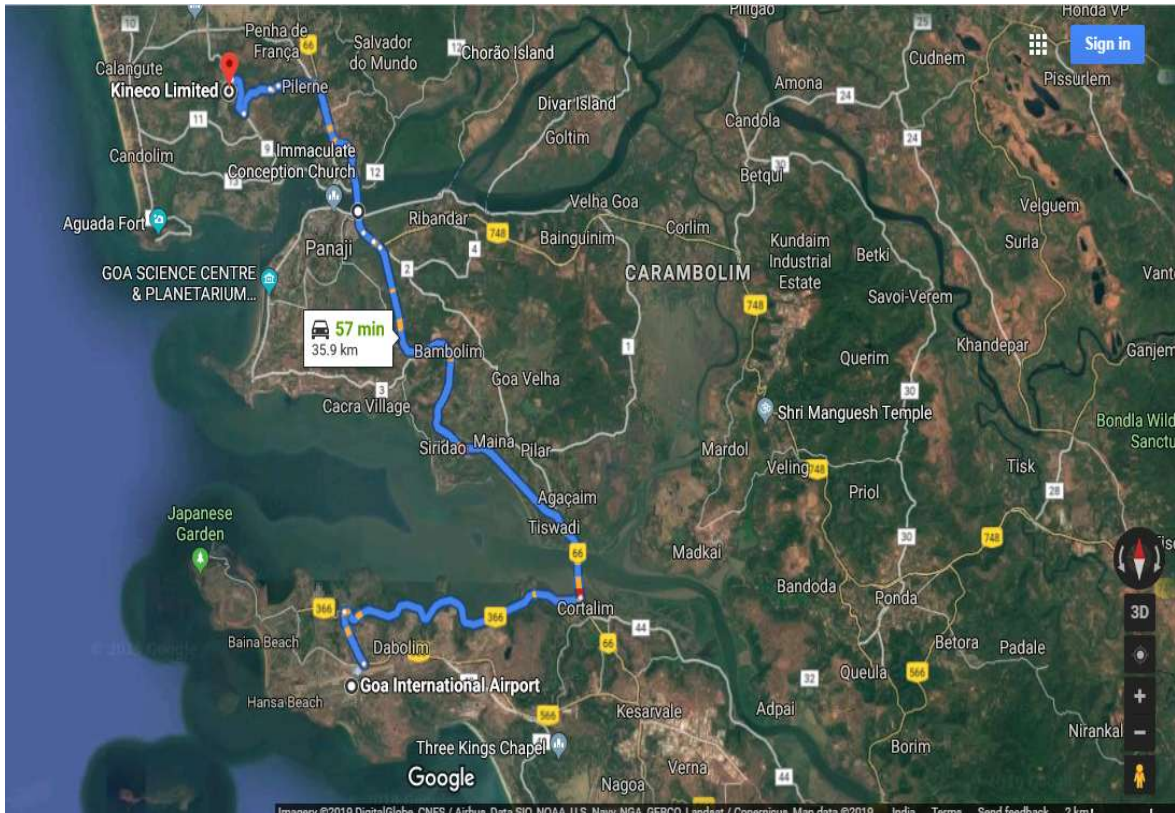
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Route Map:



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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

ITEM NO. 03 & 04:

As per Article 38.1.a of the Articles of Association, the investors shall collectively be entitled to nominate 2 Directors on the Board of the Company.

Accordingly, the investors had nominated Mr. Lalit Agrawal and Mr. Pankaj Prasoon on the Board of the Company and the Board had appointed Mr. Lalit Agrawal and Mr. Pankaj Prasoon as Additional Directors upto the Annual General Meeting of the Company.

The Company has received consent from both Directors in Form DIR 2 and a declaration that they are not disqualified from being appointed as a Director of the Company in Form DIR 8 of the Companies Act 2013.

Mr. Pankaj Prasoon has a rich multi-faceted experience across various businesses. He serves as a Director on multiple companies and his active involvement with the investor community provides strategic & financial direction into the company's operations.

Whereas, Mr. Lalit Agrawal is a Chartered Accountant having a professional background with expertise and experience in managing finance and accounts related matters, financial investments, Direct & Indirect Tax compliances and FEMA/RBI related matters.

The shareholding of Mr. Pankaj Prasoon and Mr. Lalit Agrawal in the Company as on 08/08/2025 is as follows:

Sr No	Name of the Shareholder	Shares held in the Company	% Shareholding
1.	Mr. Pankaj Prasoon	527,333	7.32%
2.	Mr. Lalit Agrawal	119,159	1.65%

It is proposed that the shareholders regularize the appointments of Mr. Lalit Agrawal and Mr. Pankaj Prasoon by passing an Ordinary Resolution.

None of the Directors of the Company except Mr. Lalit Agrawal and Mr. Pankaj Prasoon, are concerned or interested in the proposed resolutions in Item No 3 & 4 of the Notice.

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ITEM NO. 05:

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Girish Desai shall be appointed by the members in the ensuing Annual General Meeting.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and also received Independent Director declaration as per Section 149(6) of the Companies Act 2013.

Mr. Desai is acting as an Independent Director in Kineco Limited and also serves as Director in many companies. As an entrepreneur with years of experience of running his own business, he provides diverse business views, risk management and provides good financial insights to the Board.

It is proposed that the shareholders regularize the appointment by passing an Ordinary Resolution in Item No 05 of the Notice.

None of the Directors or Key Managerial Personnel of the Company except Mr. Girish Desai, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, requires to be ratified by the Members of the Company at the General Meeting.

The Company has received the Auditor's Letter of Consent from CMA Savari Muthu (M.No. FICWA 6716), who is free from disqualifications specified under Section 139, 141 and 142 of the Companies Act, 2013.

CMA Savari Muthu has requested for an increase of his audit fees by 25% to Rs. 2,18,750 to conduct the cost audit of the Company for the FY ending 31/03/2026 due to the increase in scale and complexity of the audit post Amalgamation of the Company's wholly-owned subsidiary with Kineco Limited. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of CMA Savari Muthu (M.No. FICWA 6716), Cost Auditor as Rs. 2,18,750 (Rupees Two Lakhs Eighteen Thousand Seven hundred and fifty Only) plus out of pocket expenses and GST.

Accordingly, ratification by the Members is being sought on the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025 by way of an Ordinary Resolution as set out in Item No. 06 of the Notice.

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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.

ITEM NO. 7:

Kineco Exel Composites India Private Limited (KECI), an associate Joint Venture Company of Kineco, is its expansion phase and had entered into a lease arrangement for a bigger manufacturing facility at Banda Maharashtra. Further, KECI has already signed a multi million multi year contract with an Indian Company and is in the process of negotiating more such contracts with multi-national companies for the supply of components for wind energy sector which will be the primary market for the JV's growth.

To support the JV in its early stages of establishment, the Company had in the previous financial year extended an unsecured inter corporate loan of an amount not exceeding Rs. 2 Crore for a period of one year, for KECI company to meet its short-term working capital needs from time to time, in tranches as and when required at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

Although this loan is repaid by the KECI to the Company, the JV may need additional support from time to time to meet its cash flow shortfall in its early stages. Hence, Now, an approval of the shareholders is sought to extend the time period of the loan by another one year on the same terms and conditions. I.e : at an interest of Prevailing Bank Rate plus 1% and at such other terms and conditions as maybe mutually agreed by both the parties;

As per Section 185 (2) of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that:

- (a) a special resolution is passed by the company in general meeting, and
- (b) the loans are utilised by the borrowing company for its principal business activities.

Mr. Shekhar Sardessai is the Promoter and Managing Director of Kineco Exel Composites India Pvt Ltd. No other director is interested in this item.

Accordingly, the Company seeks a Special Resolution from its members for extending the unsecured inter-corporate loan of an amount not exceeding Rs. 2 Crore to Kineco Exel Composites India Private Limited for a period of 1 year from the date of Board approval, at a rate of interest of Prevailing bank rate plus one percent.

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KINECO

The Board recommends the Resolution at Item No. 7 of the Notice for approval of the shareholders by Special Resolution.

By the Order of the Board of
Kineco Limited



Manisha Naik
Company Secretary
Place: Pilerne, Goa
Date: 18/08/2025

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ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 31st Annual General meeting of the Company on Friday, 26th September 2025 at 12:30 PM at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa,

Folio No. :
No. of Shares :

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

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