



**TO ALL MEMBERS / SHAREHOLDERS OF KINECO LIMITED AND OTHERS
ENTITLED TO RECEIVE THIS NOTICE**

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Shareholders of Kineco Limited will be held on Thursday, 9th May 2024 at 12 PM, at Plot No. 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa to transact the following business:

1. **To issue and allot 9,39,168 Fully paid up Equity shares by way of preferential issue on Private Placement Basis**

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

“RESOLVED THAT pursuant to Section 62(1)(c) of the Companies Act, 2013 (the Act) read with the Companies (Share Capital and Debentures) Rules, 2014 and pursuant to the provisions of Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provision of the Companies Act, 2013 if any, as amended from time to time (including any statutory modification thereto or re-enactment thereof for the time being in force) the consent of the Members of the Company, be and is hereby given to the Board of Directors of the Company to offer, issue, and allot 9,39,168 Equity Shares of Face Value Rs.10/- each and Premium of Rs. 927 per share aggregating to Rs. 88,00,00,416/-, through private placement on a preferential basis on such further terms and conditions, as may be approved or finalized by the Board of Directors to the following persons and that the draft letter of offer in Form PAS-4 for issue of said Equity Shares along with Valuation Report (Circulated with the notice), be and is hereby approved, and that the said Equity Shares will rank Pari-passu with the existing Equity Shares of the Company:

Sr No	Name of the proposed allottees	Number of Shares proposed to be allotted	The percentage of post preferential offer capital that may be held by the proposed allottees
1.	Aamara Capital Private Limited	27,425	0.38
2.	Aamara Ventures LLP	27,425	0.38
3.	All Rounder Marketing Pvt Ltd	3,050	0.04
4.	1. AMIT K JASANI 2. RUPALI AMIT JASANI	3,050	0.04
5.	AMIT VINOD SHETH	3,050	0.04
6.	1. ANIL BHAVANJI SHAH	7,600	0.11

Kineco Limited

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	2. DARSHANA ANIL SHAH		
7.	Aniruddha Sarkar	6,100	0.08
8.	Ankita G Gangawat	4,550	0.06
9.	Anup Gupta	3,050	0.04
10.	Anupama Katkar	3,050	0.04
11.	Ashish Kacholia	1,03,600	1.44
12.	Ashmavir Financial Consultants Pvt Ltd	3,050	0.04
13.	Atul Sethia	4,575	0.06
14.	BHAIJEE PORTFOLIO PRIVATE LIMITED .-PROP	3,050	0.04
15.	Chhaya Katkar	3,050	0.04
16.	Chirag Mishrimal Hirani	3,050	0.04
17.	Compact Structure Fund	13,250	0.18
18.	DEEPAK KAKUBHAI MEHTA	3,050	0.04
19.	Deepak Suresh Lakhani	3,050	0.04
20.	Devang Shah	6,100	0.08
21.	DEVKI NANDAN SHARMA	3,050	0.04
22.	1. DHIRENDRA NATH TIWARI 2. SURABHI TIWARI	3,050	0.04
23.	DIMPLE GUPTA	3,050	0.04
24.	GAUTAM VERLEKAR	3,050	0.04
25.	GCB Finvest Pvt Ltd	3,800	0.05
26.	1. Hiten Popatlal Shah 2. Shobhana Popatlal Shah	36,550	0.51
27.	Hitesha A Bhalodia	3,050	0.04
28.	Jaideep Goswami	13,700	0.19
29.	Kailash Dinodia	3,050	0.04
30.	Kailash Sarda	4,575	0.06
31.	KEVAL NAVINCHANDRA DOSHI	3,050	0.04
32.	KRISHNA KUMAR AGRAWAL	3,050	0.04
33.	KRISHNAKUMAR HIRALALJI DAGA	3,050	0.04
34.	1. MADHULIKA AGARWAL 2. OMPRAKASH AGARWAL	1,03,600	1.44
35.	Manoj Kabra	3,050	0.04
36.	MARFATIA STOCK BROKING PVT LTD MSBPL-PROP First	3,050	0.04
37.	1. RITESH DALMIA 2. ARCHIT DALMIA	48,750	0.68
38.	MEHUL P MEHTA	6,100	0.08

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39.	Milky Investment and Trading Company	15,200	0.21
40.	Mittal Analytics Pvt Ltd	6,100	0.08
41.	MD ABDUL SALEEM	15,225	0.21
42.	Naresh Saraaf	21,325	0.30
43.	NAVIN GOBIND AJWANI	7,600	0.11
44.	Navneet Bagdi	3,800	0.05
45.	Nimisha Dhakrey	4,550	0.06
46.	Niraj Mansingka	15,250	0.21
47.	Pankaj Prasoon	34,743	0.48
48.	PARAG BHARAT MEHTA	7,600	0.11
49.	Karsanbhai Chelabhai Patel HUF	4,550	0.06
50.	Pinki Alpesh Mehta	3,050	0.04
51.	Pooja Bagri	3,800	0.05
52.	Pooja Chandak	4,575	0.06
53.	Praful kumar	54,850	0.76
54.	RAJESH JUGALKISHOR MUHANA	3,050	0.04
55.	Ramesh Kumar Soningara (HUF)	3,800	0.05
56.	Sachin Kasera	6,100	0.08
57.	MR SAJIT RAGHAVA SUVARNA	7,600	0.11
58.	SAPNA DEVANG SHAH	6,100	0.08
59.	Saurabh mehta	9,125	0.13
60.	Siddhartha Daga	6,100	0.08
61.	1. SNEHAL BHUPENDRA SHAH 2. SURABHI SNEHAL SHAH	3,050	0.04
62.	Sudhanshu Srivastav	4,575	0.06
63.	Sumeet Kaur	4,575	0.06
64.	Sunil Chandak	22,850	0.32
65.	Sunil Chavan (HUF)	3,050	0.04
66.	Suryatej Advisors LLP	45,700	0.63
67.	1. SWATI TEJPAL SHAH 2. TEJPAL PRAVINBHAI SHAH	3,050	0.04
68.	Tarang Sunilkumar Dayani	3,050	0.04
69.	Tradelink Exim India Pvt Ltd	6,100	0.08
70.	1. TR Maheshwari 2. Kamala Maheshwari	6,100	0.08
71.	Tushar Doshi	4,550	0.06
72.	Unistone Capital Pvt Ltd	30,475	0.42

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73.	VAIBHAV KIRTIKUMAR DOSHI	3,050	0.04
74.	Vaishali Prashant Jain	3,050	0.04
75.	Vallabh Lalji Patel	12,175	0.17
76.	Vikram Chirimar	21,325	0.30
77.	Vinay Jain	3,050	0.04
78.	VIREN BIPIN NANAVALI	3,050	0.04
79.	Vishal Jindal	3,050	0.04
80.	Vivek Jain	6,100	0.08
81.	Whitepine Capital Pvt Ltd	15,250	0.21
82.	Yogesh Radheshyam Agrawal	3,050	0.04
	Total	9,39,168	13.04

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid special resolution under the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the said Equity shares;

By order of the Board of Directors
For Kineco Limited



Manisha Naik
Company Secretary

Place: Pilerne, Goa

Date: 08/05/2024

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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. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

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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 authorising their representative to attend and vote on their behalf at the Meeting.

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

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE FOR GENERAL MEETING OF THE COMPANY PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 1

The Company is pursuing several growth opportunities in its existing scale of business. Timely capital infusion to invest in the key resources is expected to enhance the scale of operations resulting in increased value to shareholders. The proceeds from the issue shall be used by the Company towards payment of Redemption of Optionally Convertible Redeemable Preference Shares, Repayment of unsecured loan from Helios, Reworking of credit facilities with Bankers, Planned capital expenditure and working capital augmentation and the remaining amount shall be used towards General Corporate purposes.

Your board intends to mobilize funds through issue of shares by way of preferential allotment of Equity shares.

The Equity Shares shall rank Pari-passu to existing Equity Shares. The Equity Shares shall be redeemed in accordance to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company.

Detailed Statement containing disclosures as required under Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014

Sr. No.	Particulars	Details
1.	The objects / objectives of the issue	The proceeds from the issue shall be used by the Company towards payment of Redemption of Optionally Convertible Redeemable Preference Shares, Repayment of unsecured loan from Helios, Reworking of credit facilities with Bankers, Planned capital expenditure and working capital augmentation and the remaining amount shall be used towards General Corporate purposes.
2.	The total number of shares to be issued	9,39,168 equity shares
3.	The price or price band at/within which the allotment is proposed	Rs. 937 (Face Value: Rs. 10 and Premium: Rs. 927)

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4.	Basis on which the price has been arrived at along with report of the registered valuer.	Valuation Report by Registered valuer
5.	Relevant date with reference to which the price has been arrived at.	01/04/2024
6.	The class or classes of persons to whom the allotment is proposed to be made	Indian Public Individuals and companies
Sr. No.	Particulars	Details
7.	Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the Offer.	The promoters, Directors, Key Managerial Personnel of the Company shall not subscribe to the offer.
8.	The proposed time within which the allotment shall be completed	The proposed issuance by the Company would be completed as soon as practicable, after the approval of the shareholders by a special resolution is obtained for the proposed allotment, but in any event within a period of three months from the date of passing of this special resolution. However, the allotment shall be made to the allottee as and when the offer is accepted, and consideration thereof is received in cash.
9.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Please refer to Table above.
10.	The change in control, if any, in the company that would occur consequent to the preferential offer.	HELIOS STRATEGIC SYSTEMS LIMITED (Helios), a wholly owned subsidiary of INDO NATIONAL LIMITED, presently holds 50.99% stake in Kineco limited through 31,94,163 (Thirty-One Lakhs Ninety-Four Thousand One Hundred and Sixty Three) Equity Shares held by it. Consequent to the preferential offer, Helios' shareholding would drop to 44.34%, thus resulting in change of management control.

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		Provided that the extent of such change will depend upon extent of offer that will be subscribed by the offeree(s).
11.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Not Applicable as no allotment on preferential basis is already made during the year.
12.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not Applicable as it is proposed to offer shares for Cash

(a) The shareholding pattern of the company Pre-Issue and Post Issue is as under:

Sr. No.	Category	Pre-issue		Post-issue	
A.	Promoter's holding	No. of Shares held	% of Share holding	No. of Shares held	% of Share holding
1	Indian				
	Individual	27,35,950	43.68	27,35,950	37.98
	Bodies corporate	31,94,163	50.99	31,94,163	44.34
	Sub-total	59,30,113	94.67	59,30,113	82.32
2	Foreign promoters	NIL	NIL	NIL	NIL
	Sub-total (A)	59,30,113	94.67	59,30,113	82.32
B.	Non-promoter's holding			-	-
1	Institutional investors	NIL	NIL	NIL	NIL
2	Non-institution	NIL	NIL	NIL	NIL
3	Private corporate bodies	NIL	NIL	1,74,475	2.42
4	Directors and relatives	2	0.00	2	0.00
5	Indian public	3,34,068	5.33	10,98,761	15.26
6	Others (including NRIs)	NIL	NIL	NIL	NIL
	Sub-total (B)	3,34,070	5.33	12,73,238	17.68
	Grand Total	62,64,183	100.00	72,03,351	100.00

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There is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on any preference shares issued by the Company, or of sections 73 and 74 of the Companies Act, 2013. The terms and conditions of the Equity Shares shall however be subject to provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company.

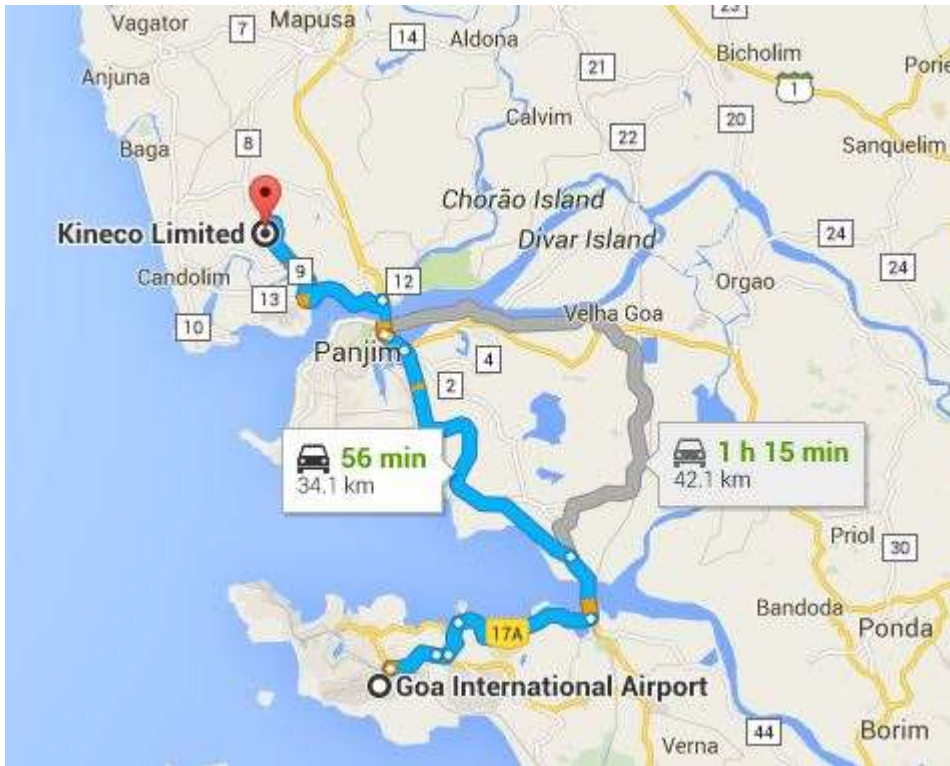
The Board recommends the passing of the resolutions' at Item No. 1 of this notice as special resolution. None of the Directors is concerned or interested in the proposed resolutions except to the extent of their shareholding in the Company.

By order of the Board of Directors
For Kineco Limited



Manisha Naik
Company Secretary

Place: Pilerne, Goa
Date: 08/05/2024



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ATTENDANCE SLIP

I/We.....R/o.....

hereby record my/our presence at the Extra Ordinary General meeting of the Company on Thursday, 09th May 2024 at 12 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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PROXY FORM

Name of the member (s):	E-mail id:
Registered address:	No. of shares held

I/We being the member(s) of Kinenco Limited hereby appoint:

S.No.	Name	Address	Email address	or failing him
1				
2				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Thursday, 09th May 2024 at 12 PM the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolution	For	Against
1			
2			
3			
4			
5			
6			

**It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this day of..... 2024 Signature of shareholder.....

Signature of Proxy holder(s) (1).....

Signature of Proxy holder(s) (2).....

Signature of Proxy holder(s) (3).....

Notes:

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

2. A Proxy need not be a member of the company.

3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person

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or shareholder.

4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting.

5. Please complete all details including details of member(s) in above box before submission._

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