

KINECO

EXTRAORDINARY GENERAL MEETING OF THE MEMBERS

Date	:	02 nd March 2026
Time	:	4:00 PM
Venue	:	Plot No 41, Pilerne Industrial Estate, Pilerne Bardez Goa 403511

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For Kineco Limited

Sd/-

Manisha Naik

Company Secretary & Compliance Officer

Date: 28th Jan 2026

Place: Pilerne, Goa

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

NOTICE OF EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Shareholders of Kineco Limited will be held on Monday, 02nd March, 2026 at 4:00 pm, at Plot No. 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa/Through VC/OAVM to consider and if thought fit, to pass, with or without modification, the following resolution:

1. TO APPOINT MR. VIVEK SRIVASTAVA (DIN: 09294944) AS GROUP CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR OF THE COMPANY:

To consider appointment of Mr. Vivek Srivastava (DIN: 09294944) as Group Chief Executive Officer and Executive Director of the Company and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Members be and is hereby accorded for the appointment and terms of remuneration of Mr. Vivek Srivastava (DIN: 09294944) as Group Chief Executive Officer and Executive Director of the Company for a period of 5 years commencing from 1st January 2026 upto 31st December 2031, not liable to retire by rotation, upon the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to this Notice, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and remuneration (as set out in the Explanatory Statement annexed to this Notice) and enter into a Contract of employment (including any amendments or addendums) as may be agreed to between the Board of Directors and Mr. Vivek Srivastava;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

2. TO APPROVE AN ADDITIONAL CORPORATE GUARANTEE AMOUNTING TO RS. 7 CRORES TO BE PROVIDED TO SECURE THE LOAN OF KINECO EXEL COMPOSITES INDIA PRIVATE LIMITED FROM HDFC BANK

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

"RESOLVED THAT in terms of provision of Section 185 and other applicable provision, if any, of the Companies Act, 2013 read with Articles of Association of the Company, Consent of the Shareholders be and is hereby accorded to provide security in form of a Corporate Guarantee for an amount of Rs. 7,00,00,000 (Rupees Seven Crores Only) [in addition to the existing Corporate Guarantee provided by the Company for an amount of Rs. 5,00,00,000 (Rupees Five Crores) aggregating to Rs. 12, 00,00,000 (Rupees Twelve Crore)] in connection with a loan availed by Kineco Exel Composites India Private Limited, an Associate Company, from HDFC Bank Ltd, for enabling Kineco Exel Composites India Private Limited, to avail additional Working Capital Loan facility(ies) amounting to Rs. 7,00,00,000 (Rupees Seven Crores Only);

RESOLVED FURTHER THAT any of the Directors of the Company **and** Mr. Vivekanand Pauskar, Chief Financial Officer **or** Ms. Manisha Naik, Company Secretary of the Company, be and are hereby jointly authorised to execute the Deed of Guarantee 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 for providing the guarantee to HDFC Bank and also authorised to file necessary document and e-form for registration of charge with concern Registrar of the Company."

3. TO APPROVE TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), on the recommendation of the Board of Directors, the consent of members be and is hereby accorded to the Board of Directors to give any loan or advance including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken or to be taken by any entity which is a subsidiary, wholly owned subsidiary or associate or joint venture or group entity of the Company, whether existing or proposed to be incorporated, or any other entities or persons in which any of the Director(s) of the Company is interested or deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the 'Entities'), of an aggregate amount not exceeding **Rs. 25,00,00,000 (Rupees Twenty Five Crores Only)** in their absolute discretion deem beneficial and in the best interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the any Director and the Chief Financial Officer of the Company, jointly be and is hereby authorized to do all such acts, deeds, things and matters as it may in its absolute discretion deem necessary, proper, or desirable and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

4. TO CONSIDER ALTERATION TO THE ARTICLES OF ASSOCIATION.

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the being in force), and the Rules made thereunder consent of the Shareholders be and is hereby accorded to alter the existing Article of Association of the Company as under;

Addition of Clause 58 as follows:

"Subject to the provisions of Section 2(88), 54 and other applicable provisions of the Act and the rules made thereunder the Company may issue sweat equity shares if such issue is authorised by a special resolution passed by the Company in the general meeting. The Company may also issue shares to employees including its Directors, under ESOP or any other scheme, if authorised by a special resolution of the Company in general meeting subject to the provisions of the Act."

RESOLVED FURTHER THAT any Director or the Company Secretary be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, in relation to the above and settle all matters arising out incidental thereto and sign of and execute all documents, applications, file such forms with the ROC and generally do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

5. TO APPROVE OF THE 'KINECO EMPLOYEE STOCK OPTION PLAN 2026' ("ESOP 2026"/ "PLAN")

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the provisions of any other applicable law and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of Memorandum and Articles of Association of Kineco Limited ("**the Company**") and subject to such other approvals, permissions and sanctions as may be necessary, subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members of the Company be and is hereby accorded to introduction and implementation of the '**Kineco Employee Stock Option Plan 2026**' ("ESOP 2026")/

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“Plan”), authorizing the Board of Directors of the Company (*hereinafter referred to as “Board” which shall deemed to include any committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution*) to create, offer, and grant up to, not exceeding **1,49,395 [One Lakh Forty Nine Thousand Three Hundred Ninety Five] employee stock options (“Options”**), in one or more tranches, from time to time, to or for the benefit of such person(s) who are in permanent employment of the Company, in or outside India, including any director, whether whole time or not (other than promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company), subject to their eligibility as may be determined under the Plan, exercisable into not more **1,49,395 [One Lakh Forty Nine Thousand Three Hundred Ninety Five] equity shares of face value of Rs. 10/- (Rupees Ten only)** each fully paid-up, to be allotted to the Option grantees by the Company, where one Option upon exercise shall convert in to one equity share of the Company subject to payment/ recovery of requisite exercise price and applicable taxes, on such further terms, condition and in such manner as the Board may decide in accordance with the provisions of the applicable law and the provisions of the Plan.”

“RESOLVED FURTHER THAT the equity shares of the Company as specified hereinabove shall rank pari passu in all respects with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of equity shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity share of the Company after such sub-division or consolidation.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time and any other applicable law and regulations to the extent relevant and applicable to the Plan.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions for any Options granted thereunder but not yet exercised, as it may deem fit, from time to time, in its sole and absolute discretion in conformity with the provisions of the Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company and any other applicable law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the

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Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard."

6. TO APPROVE THE APPOINTMENT OF MR. PRASHANT NAIK (DIN: 01866113) TO HOLD 'OFFICE OR PLACE OF PROFIT' IN THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 188 (1) (f) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, where applicable, consent of the Members be and is hereby accorded to Mr. Prashant Naik, a Non-Executive Director of the Company, to hold an office or place of profit as an employee of the Company, on the terms and conditions, including salary and perquisites as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors, to alter and vary the terms and conditions of the said appointment and/or salary (including any perquisites), as it may deem fit and as may be acceptable to Mr. Prashant Naik (DIN: 01866113), from time to time.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized severally to file necessary e-Forms, if any, with Registrar of Companies, and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

By order of the Board of Directors
For Kineco Limited

Sd/-

Manisha Naik
Company Secretary & Compliance Officer

Place: Pilerne, Goa

Date: 28th Jan 2026

Notes:

1. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022, No.09/2023 dated September 25, 2023, No 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (collectively 'MCA Circulars'), the Company is convening the Extra Ordinary General Meeting ('EGM') through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

The proceedings of the EGM will be conducted at the Corporate Office of the Company at 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa 403511, which shall be the deemed venue of the EGM.

2. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Pvt Ltd. ('MUFG') for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by MUFG.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.kinecogroup.com.
6. In terms of the MCA Circulars, the Company is sending this EGM Notice in electronic form only to those Members whose email addresses are registered with the Company/ RTA and/or National Securities Depository Limited ('NSDL') or Central Depository Services Limited ('CDSL').

7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. Members desirous of inspecting the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and other relevant documents referred to in the Notice or Explanatory Statement will be available at the registered office address of the Company for inspection by the Members during business hours. Members may send their requests to legal@kinecogroup.com from their registered email addresses mentioning their name, Folio numbers/DP ID and Client ID.
9. Since the EGM will be held through VC in accordance with the Circulars, proxy form and attendance slip are not attached to this Notice.
10. Mr. Shivaram Bhat, Company Secretary, Goa, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
11. The Scrutinizer shall after the conclusion of e-Voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the Chairperson or a person authorized by him, within 3 (Three) days from the conclusion of the EGM, who shall then countersign and declare the result of the voting forthwith. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.Kinectogroup.com.
12. All documents referred to in the accompanying Notice and the explanatory statement shall be open for inspection at the Registered and Corporate Offices of the Company during normal business hours (9.00 a.m. to 5.00 p.m.) on all working days except Sundays upto and including the date of the EGM of the Company.
13. 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.
14. The holder of such share as on record date of 30/01/2026 shall be entitled to attend the EGM and vote in proportion of their shares. Such shareholders can either opt for voting at the venue of the meeting of the Equity shareholders of the Company or in the manner set out for participation and voting through Video Conferencing (VC).
15. 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.

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16. Members are requested to promptly notify in writing any changes in their address. All such communication shall be addressed to the Company Secretary and shall be deposited at the registered office of the Company. Members holding shares in the dematerialized (electronic) form are also requested to intimate address notifications to their respective Depository Participants.
17. 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.
18. Remote E-voting instructions, Instameet VC Instructions detailing login method, instructions to speak and instructions to vote at the EGM is detailed in Annexure 1.

ANNEXURE 1

REMOTE E-VOTING INSTRUCTIONS

The remote e-voting period begins **Thursday, February 26, 2026 at 9:00 A.M. (IST)** and ends on **Sunday, March 01, 2026 at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled by MUFG for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Monday, February 23, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL

METHOD 1 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.

b) Enter existing username, Password & click on “Login”.

c) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL:

<https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> /
<https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORY PARTICIPANT

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through “e-voting” option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

LOGIN METHOD FOR SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE / NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

Instavote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
 - Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
 - Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice. (The password should contain minimum 8 characters, at least one special Character (!#\$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.

- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the Company at legal@kinecogroup.com and scrutinizer at cs.sbhat@gmail.com with a copy marked to RTA at enotices@in.mpmms.mufg.com.

GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS (CUSTODIAN / CORPORATE BODY / MUTUAL FUND):

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu section
- C. Map the Investor with the following details:

- 1)'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
- 2)'Investor's Name' - Enter Investor's Name as updated with DP.
- 3)'Investor PAN' - Enter your 10-digit PAN.
- 4)'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body / Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the Company at legal@kinecogroup.com and scrutinizer at cs.sbh@ gmail.com with a copy marked to RTA at enotices@in.mppms.mufg.com.

HELPDESK:

SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE / NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

FORGOT PASSWORD:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Further Click on "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

GENERAL INSTRUCTIONS - SHAREHOLDERS

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
2. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
3. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

INSTAMEET VC PROCESS INSTRUCTIONS DETAILING LOGIN METHOD, INSTRUCTIONS TO SPEAK AND INSTRUCTIONS TO VOTE AT THE EGM IS DETAILED BELOW:

LOGIN METHOD FOR SHAREHOLDERS TO ATTEND THE GENERAL MEETING THROUGH INSTAMEET:

a)Visit URL: <https://instameet.in.mmps.mufg.com> & click on "Login".

b)Select the "Company Name" and register with your following details:

c)Select Check Box - Demat Account No. / Folio No. / PAN

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box – Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

INSTRUCTIONS FOR SHAREHOLDERS TO SPEAK DURING THE GENERAL MEETING THROUGH INSTAMEET:

- a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address i.e. legal@kinecogroup.com.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

INSTRUCTIONS FOR SHAREHOLDERS TO VOTE DURING THE GENERAL MEETING THROUGH INSTAMEET:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on link "Cast your vote".
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.
- f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

- Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
- Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000 / 4918 6175.

Any query / grievance with regard to e-voting may be addressed to Mr. Ashish Upadhyay, Sr. Associate – E-voting. Address: MUFG Intime India Private Limited, C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Email: enotices@in.mpms.mufg.com, Ph No: +91 22 4918 6000 (2505)

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. 01

Sections 196, 197, 203, and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013.

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.

A seasoned business leader with three and half decades of experience across the energy, mobility, infrastructure, and advanced manufacturing sectors, Mr. Srivastava joins Kineco at a pivotal time as the Group scales its operation and global presence in high-performance composites for the aerospace, defence, railways & niche industrial sectors.

Most recently, Mr. Srivastava served as the CEO of Suzlon Energy an iconic renewable energy company, where he led the company through a critical phase of business transformation, operational consolidation, and stakeholder realignment. Under his leadership, Suzlon regained market confidence and secured strategic projects. His ability to navigate complex, capital-intensive, and uncertain regulatory environments has earned him widespread respect across India's industrial ecosystem.

Mr. Srivastava brings a rare blend of operational acumen, strategic foresight, and policy influence, positioning him strongly to lead Kineco Limited's next phase of growth and transformation.

Personal Details and Work Experience

Sr No	Particulars	Details
1.	Name	Vivek Srivastava
2.	Date of Birth	22.03.1969
3.	Educational Qualification	Bachelor of Engineering – CIVIL (Malaviya National Institute of Technology – Jaipur – 1990 pass out)
4.	Work Assignments	<ul style="list-style-type: none"> ➤ Accomplished & driven CEO with proven track record in leading & scaling businesses in the Energy and Mobility space, delivering consistent growth in revenue and augmenting market share, margins & profits. ➤ Business professional with demonstrated proficiency in conceptualizing and executing technologically complex billion-

		<p>dollar projects with many “Firsts in the Indian Energy Industry”.</p> <ul style="list-style-type: none"> ➤ Versatile global experience of over thirty years with Industry leaders in creating & improving shareholder returns, establishing new businesses, acquisitions, partnerships, profitable divestments, strong policy advocacy & balanced navigation through market downturns and turnarounds for underperforming operations. ➤ An astute thought leader adept in establishing trusting partnerships through exceptional relationship-building and interpersonal skills to secure employee and management trust and deliver multiple initiatives successfully.
5.	Shareholding in Other Companies (material shareholding above 2 %)	NIL
6.	Professional Experience	<p>Suzlon Energy Ltd (Feb 2024-Present) – CEO, India Business</p> <ul style="list-style-type: none"> • Spearheading operational turnaround targeting 4X topline growth in 2 years. • Secured multi-year order book and expanded manufacturing capacity for 6000 MW. • Strengthened governance, human capital, and risk management frameworks. <p>Waaree Group (Aug 2021-Dec 2023) – Group CEO & Board Member</p> <ul style="list-style-type: none"> • Drove 2.2X revenue growth, EBITDA from 6% to 14%, and PAT from 2.4% to 7.4%. • Raised ₹3200 Cr PE funding, scaled manufacturing 5X, and boosted ROCE to 35%. • Established one of the world’s largest “Sand-to-Module” renewable manufacturing hubs.

	<ul style="list-style-type: none"> Championed ESG and sustainability initiatives. <p>Reliance Industries Ltd (2001-2021) - Senior Leadership Roles</p> <ul style="list-style-type: none"> Key architect of India's largest fuel retail rollout (1400 stations in 26 months). Led JV formation with bp, expanding the network 5X and Aviation Fuel business to 27 airports. Delivered successful international acquisitions and divestments (9X valuation uplift). Founded and led the New Energy Business; pioneered patented automation technologies. <p>Bharat Petroleum Corp. Ltd (1991-2001) - Early career in Retail Strategy.</p> <p>Industry Leadership & Contributions</p> <ul style="list-style-type: none"> Board roles: Norfund Global, Waaree Technologies Ltd. Chair/Co-chair: ASSOCHAM National Council on Renewable Energy; multiple GOI task forces on energy standards and policy. Frequent speaker and contributor to India's renewable energy roadmap and policy framework.
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Principal terms and conditions

The Principal terms and conditions of Mr. Vivek Srivastava's appointment as the Group Chief Executive Officer and Executive Director are as follows:

Period of Appointment:

Mr. Vivek Srivastava was appointed by the Board as the Group Chief Executive Officer and Executive Director from 1st January 2026. His period of appointment is for 5 years from 1st January 2026 to 31st December 2031.

Remuneration:

A. Details of Total Remuneration :

Details	Amounts
Fixed Cost to Company per annum	Rs. 2,25,00,000
Variable Pay Component*	Rs. 50,00,000
Commission (As detailed in clause C below)	3% of Net Profits after tax of the Company based on its Audited Consolidated Financials Statement

*Variable pay shall become payable based on individual performance (achievement of goals) as decided by the Management every year. Variable pay shall be paid on a pro-rata basis depending on the tenure of the employee during each financial year.

Any annual increments with effect from 1st April each year, shall be decided by the Board based on the recommendations of the Nomination and Remuneration Committee and will be merit-based.

B. Benefits, Perquisites, Allowances:

In addition to the basic salary referred to in (A) above, the Group Chief Executive Officer and Executive Director shall be entitled to, subject to a maximum of 50% of Annual Basic Salary per annum (as revised from time to time as stated herein):

- (i) Contribution to Provident Fund, and/or Annuity Fund and Gratuity Fund as per the Rules of the Company.
- (ii) Mediclaim insurance policy under Company's Group Insurance Policy.
- (iii) Car facility with driver as approved by the Board of the Company.
- (iv) Telecommunication facility

Upon joining on 01.01.2026, Mr. Srivastava is entitled to 'Joining Bonus' equivalent to a months' Gross Salary.

C. Commission:

Such remuneration by way of commission, in addition to the annual salary and perquisites, benefits and allowances payable, calculated at commission at 3% of Net Profits (after tax) of the Company based on its Audited Consolidated Financials Statement, provided that the total remuneration (including all benefits, perquisites, allowances and the profit linked commission) drawn by the Mr. Srivastava from the Group shall not exceed Rs. 4.5 Crore in any single Financial Year.

D. Insurance:

The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of appointment, subject to the terms of such policy in force from time to time.

E. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Srivastava, the Company has no profits or its profits are inadequate, the Company shall pay remuneration, by way of Salary, Benefits, Perquisites and Allowances and Commission as specified herein above, subject to approval of the Nomination and Remuneration Committee and the Board of Directors.

F. Overall Limits:

Provided that the total remuneration (including all benefits, perquisites, allowances and any profit linked commission) drawn by Mr. Srivastava from the Group shall not exceed Rs. 4.5 Crores (Rupees Four Crores Fifty Lakhs Only) in any single financial year.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 Mr. Vivek Srivastava

1. General Information

Sr. No	Particulars																		
1.	Nature of Industry	Kineco Limited is one amongst India's leading companies in the composites Industries offering a wide spectrum of composites for Aerospace, Defence, Railways, Automotive Motorsport, Telecommunication and Industries.																	
2.	Date or expected date of commencement of commercial production	20 th May 1995																	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.																	
4.	Financial performance based on given indicators	<p style="text-align: right;">(Rs. In Crore)</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>Particulars</th> <th>For FY 2024-25 (standalone)</th> <th>For FY 2024-25 (consolidated)</th> </tr> </thead> <tbody> <tr> <td>Turnover (Net)</td> <td style="text-align: right;">177.16</td> <td style="text-align: right;">244.86</td> </tr> <tr> <td>EBITDA</td> <td style="text-align: right;">31.66</td> <td style="text-align: right;">44.17</td> </tr> <tr> <td>Profit/(Loss) before tax</td> <td style="text-align: right;">12.33</td> <td style="text-align: right;">22.28</td> </tr> <tr> <td>Profit/(Loss)</td> <td style="text-align: right;">7.26</td> <td style="text-align: right;">12.72</td> </tr> </tbody> </table>			Particulars	For FY 2024-25 (standalone)	For FY 2024-25 (consolidated)	Turnover (Net)	177.16	244.86	EBITDA	31.66	44.17	Profit/(Loss) before tax	12.33	22.28	Profit/(Loss)	7.26	12.72
Particulars	For FY 2024-25 (standalone)	For FY 2024-25 (consolidated)																	
Turnover (Net)	177.16	244.86																	
EBITDA	31.66	44.17																	
Profit/(Loss) before tax	12.33	22.28																	
Profit/(Loss)	7.26	12.72																	

		after tax			
		Cash Profit	24.13	31.41	
5.	Foreign investments or collaborations, if any.	Foreign Investments (through Subsidiary) <p>Kineco Train Tech Private Limited ('KTTPL') is a Subsidiary of Kineco, by virtue of a Shareholders Agreement wherein the Shareholders of KTTPL have agreed that Kineco's Board of Directors are entitled to appoint the majority of the Board of Directors of KTTPL.</p> <p>In FY 2024-25, KTTPL raised fund on a private placement basis to acquire 100% stake in Semvac A/S from Wabtec UK Holdings Limited. Semvac A/S, based in Denmark, is a globally recognized manufacturer of vacuum toilet systems for railways, with a proven track record of over 40 years and a base of 19,000+ systems installed worldwide.</p> <p>Following the Semvac A/S acquisition, in September 2025, KTTPL further raised funds through a rights issue to finance the acquisition of TRB Lightweight Structures Limited (TRBLS), a UK-based supplier of advanced composite solutions for rail coach interiors and exteriors.</p> <p>KTTPL acquired 51% of TRBLS, while the remaining 49% was acquired by Semvac A/S, KTTPL's wholly owned subsidiary.</p> <p>These strategic acquisitions and capital investments have laid the foundation for Kineco's entry and expansion into key global rail markets, particularly in Europe, while simultaneously enhancing its technological and product capabilities.</p> Foreign Joint Ventures <p>In 2021, Kineco also established a Joint Venture with a Finnish Listed Company Exel Composites Oyj, namely Kineco Exel Composites India Pvt Ltd, which its registered office and Factory in Pilerne Industrial Estate. The joint venture Kineco Exel (www.kinecoexelindia.com) targets growing the pultrusion business in India. The joint venture seeks significant business growth especially in the large and growing industries such as wind power, transportation and telecommunications.</p>			

2. Information about the appointee:

Sr. No	Particulars	
1.	Background details	Refer to table above "Personal Details and Work Experience"
2.	Past remuneration	Not applicable
3.	Recognition or awards and professional contributions	<ul style="list-style-type: none"> ➤ Board seats- Norfund Global & Waaree Technologies Limited. ➤ Regular Speaker and member of Task Force(s) on India's self-reliance in RE Manufacturing, Roadmap for Mission 500 GW – FICCI, CII & ASSOCHAM ➤ Chairman of Task forces (5 no's) constituted by MOP&NG (2018-2021) to formulate standards & regulations. ➤ Chairperson of Committees (2008-09) constituted by GOI (Ministry of Consumer Affairs) ➤ Member of the Functional committee for the formulation of OISD standard; OISD-STD-225 on "Storage, Handling and Dispensing at Petroleum Retail Outlets" (Year 2006-07) ➤ Papers published - Safe handling of Hazards arising out of Static Electricity in Petroleum Retail Outlets (April 2007) ➤ Securing "Instrumentation & Automation" at Petroleum Retail Outlets. (April 2007)
4.	Job profile and his suitability	<p>Mr. Vivek Srivastava serves as the Group Chief Executive Officer and Executive Director, providing strategic leadership and executive oversight across the Group. In this role, he is responsible for defining and executing the Group's long-term vision, driving sustainable growth, ensuring operational excellence, and aligning business strategy with shareholder value. As an Executive Director, he actively contributes to board-level governance, policy formulation, and regulatory compliance.</p> <p>With a career defined by institution-building and performance leadership, Mr. Srivastava brings a rare ability to bridge engineering excellence with operational discipline, strategic foresight, and strong commercial acumen. He has successfully led complex organizations through scale, transformation, and value creation while fostering a culture of accountability, innovation, and integrity.</p> <p>His experience and leadership capabilities are instrumental as Kineco positions itself as a next-generation global leader in composite technology applications, including mission-critical solutions for the Aerospace and Defence sectors.</p>

		Under his stewardship, the Group is well placed to strengthen its global footprint, technological leadership, and long-term competitiveness.
5.	Remuneration proposed (per annum)	<p>Basic : Rs. 1,12,50,000 per annum HRA : Rs. 45,00,000 per annum Special Allowance : 61,85,475 per annum PF - Company Contribution : Rs. 23,400 per annum Gratuity : Rs. 5,41,125.00 per annum Total : Rs. 2,25,00,000 per annum</p> <p>+ Variable Pay: Rs. 50,00,000 [<i>Variable Cost to Company (VCTC) to be paid on individual performance after end of the relevant financial year. VCTC shall be paid on a pro-rata basis depending on the tenure of the employee during each relevant financial year.</i>]</p> <p>Note: Other additional perquisites:</p> <ul style="list-style-type: none"> (i) Contribution to Annuity Fund as per the Rules of the Company. (ii) Mediclaim insurance policy under Company's Group Insurance Policy. (iii) Car facility with driver (iv) Telecommunication facility. <p>+ Commission at 3% of Net Profits (after tax) of the Company based on its Audited Consolidated Financials Statement (<i>commission shall be paid on a pro-rata basis depending on the tenure of the employee during each relevant financial year</i>).</p> <p>Overall Limit: Rs. 4.5 Crores in any single financial year.</p>
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	It is understood that his remuneration is in line with that drawn by his peers in Industry.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	<p>Mr. Srivastava holds 6,600 equity shares of the Company.</p> <p>Mr. Srivastava is not directly or indirectly related to any Key Managerial Personnel or other Directors of the Company.</p>

3. Other information

Sr. No	Particulars	
1.	Reasons of loss or inadequate profits	Over the past decade or so, the Company has been deliberately and insightfully scaling up its business operations to prepare for a significant leapfrog in its business trajectory. At the same time, it has been progressing up the value chain to establish itself as a premium player in the industry, a strategy aimed at enhancing long-term competitiveness and margin profile.

	<p>To support this transformation, the Company has made sustained investments in new product development, operational excellence, organizational capability, leadership and talent development, and market expansion. While these investments have been substantial relative to the Company's current scale, they are strategic in nature and are intended to create a strong foundation for accelerated and sustainable growth in the coming years.</p> <p>These investments, largely expensed through the profit and loss account, have resulted in near-term pressure on profitability. Additionally, the rail business experienced temporary disruptions due to the impact of COVID-19 in prior years and the subsequent period of unprecedented inflation.</p> <p>As these external challenges normalize and the benefits of recent investments in Semvac A/s and TRB lightweight Structures begin to accrue, the Company expects improved operating leverage and stronger financial performance going forward.</p>
2.	<p>Steps taken or proposed to be taken for improvement</p> <p>As mentioned above, the Company has invested substantially in updating itself and its product portfolio so as to position itself in the global market as a premium player. These efforts continue to be ongoing and the Company has started to see substantial benefits in the form of its order book, LOIs, order pipelines and breakthrough into new customers and new geographies.</p> <p>It is expected that as a result of the above efforts, the Company's revenue and profitability will show an impressive upward improvement across all its businesses over the next 2 years and sustain thereafter for the foreseeable future.</p>
3.	<p>Expected increase in productivity and profits in measurable terms</p> <p>The Company has drawn up an Annual Business Plan which it will endeavour to achieve.</p>

Accordingly, the Board recommends the Special Resolution as set out at Item No. 1 of the accompanying Notice in relation to the appointment of Mr. Vivek Srivastava as Group Chief Executive Officer and Executive Director for a period of 5 years, as per terms and conditions set above for the approval of the shareholders.

None of the Directors or KMP of the Company, are concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company.

Your Directors recommend passing of the Special Resolution at Item No. 01.

ITEM NO. 02

Kineco Exel Composites India Private Limited, incorporated on 5th October 2021 is a Joint Venture Company, having its registered office at Pilerne Industrial Estate in Goa and Factory at Banda, Sindhudurg, Maharashtra, in which your Company Kineco Limited holds 45% equity stake, while its Joint Venture Partner Exel Composites Oyj holds 55% of the equity stake in the said Joint Venture.

The JV Company is engaged in designs, engineers, and manufactures composites

solutions using continuous pultrusion manufacturing technology for applications across a wide range of industries, from panels for bus & rail coaches, to critical structural components for wind turbine blades and radomes for telecommunications.

The Company had in its meeting dated 12th January 2022 provided a Corporate Guarantee to Kineco Exel Composites India Private Limited ("The Borrower") amounting to Rs. 5,00,00,000 (Rupees five crores).

The Company's core focus is on the wind energy segment. Based on the projected revenues from the wind order as well as existing revenue from other segments, the Company is expected to turnaround its financial performance and hence, there is a need to augment the working capital of the Company.

At the request of the Company, HDFC Bank Limited, agreed to grant additional/enhancement in various credit facility/(ies) amounting to Rs. 7,00,00,000/- (Rupees Seven crore only) to Kineco Exel Composites India Private Limited, based on a corporate guarantee of Kineco Limited to secure the due repayment of the said Additional Credit Facility/(ies) agreed to be granted to Kineco Exel Composites India Private Limited by HDFC Bank.

The said additional credit facilities of Rs. 7 Crores would be used towards the Company's working capital requirements of the JV Company. As such, the credit facility shall be utilised by the JV Company for its principal business activities.

Now, under sub section (2) of Section 185 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 special resolution is passed by the company in general meeting:

Provided that the explanatory statement to the notice for the relevant general meeting shall disclose the full particulars of the loans given, or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient of the loan or guarantee or security and any other relevant fact; and the loans are utilised by the borrowing company for its principal business activities.

Since, Mr. Shekhar Sardessai who is the Chairman and Managing Director of the Company is also the Managing Director of Kineco Exel Composites India Pvt Ltd, we seek approval of the members under Section 185 of the Companies Act 2013 as stated above.

None of the Directors or KMP except Mr. Shekhar Sardessai, Chairman and Managing Director of the Company, are concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company.

Your Directors recommend passing of the Special Resolution at Item No. 02.

ITEM NO. 03

The Company may have to render support from time to time, for the business requirements of its Subsidiary, wholly owned subsidiary or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is interested or deemed to be interested (collectively referred to as the 'Entities'), from time to time.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for the capital expenditure of the projects and/or working capital requirements as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The members may note that out of Rs.25 Crores:

- Upto Rs. 15 Crores would be utilized towards issuance of Corporate Guarantee from Kineco Ltd on behalf of its JV, Kineco Exel Composites India Pvt Ltd (KECI), to Zoltek Corporation, a supplier of raw material to KECI. Both the JV partners (Kineco Limited and Exel Composites Oyj) are providing the said 2 separate individual Corporate Guarantees to Zoltek, in proportion to their shareholding in the Joint Venture, KECI.
- Rs. 10 Crores is an additional approval sought by the Board, in case of any urgent financial support in form of any loan, advance, guarantee or security that any of the Group Companies/Entities as defined above, may require from time to time for the purpose of its principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The resolution as set forth in Item no. 03 of this Notice has been recommended by the Audit Committee and upon such recommendation, the Board has approved the same at their respective meetings. Therefore, it is placed before the members for their approval by way of special resolution.

Except Mr. Shekhar Sardessai and Mr. Vinay Jagtap, Directors and Mr. Vivekanand Pauskar, CFO, none of the other Directors, Key Managerial Personnel, or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

ITEM NO. 04

The Company proposes to grant employee stock options to its employees and hence it is prudent to have the same in the articles of association of the Company and accordingly amend the Articles of Association in order to add the following clause:

58. Sweat Equity/Employees Stock Option Scheme (ESOP)

"Subject to the provisions of Section 2(88), 54 and other applicable provisions of the Act and the rules made thereunder the Company may issue sweat equity shares if such issue is authorised by a special resolution passed by the Company in the general meeting. The Company may also issue shares to employees including its Directors, under ESOP or any other scheme, if authorised by a special resolution of the Company in general meeting subject to the provisions

of the Act."

As per Companies Act, 2013 the Shareholders approval is required in form of a Special Resolution to alter the Articles of Association of the Company.

None of the Directors or KMP, are concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company.

Your Directors recommend passing of the Special Resolution at Item No. 04.

ITEM NO. 05

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. Equity based compensation plans are effective tools to attract, retain, motivate, and reward the growth drivers and key talents working with the Company. This also provides an opportunity to employees to participate in the growth of the company, besides creating long-term wealth in their hands.

The objective of the Employee Stock Option Scheme (Kineco ESOP Scheme, 2026) proposed to be introduced is:

- Provide them with a long term wealth creation opportunities; and
- Attract, retain, motivate, drive performance and align their individual objectives with the Company's overall growth.

Hence, with a view to motivate the key work force seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents, and to retain them for ensuring sustained growth, the Nomination and Remuneration Committee ("Committee") and the Board of Directors of the Company ("Board") at their respective meetings held on 28th January 2026, subject to your prior approval, has approved '**Kineco - Employee Stock Option Plan 2026**' ("ESOP 2026" / "Plan") contemplating grant of employee stock options ("Options") for key employees of Company, as eligible under Rule 12(1) of Companies (Share Capital and Debentures) Rules, 2014 and as determined from time to time.

The proposed Plan is in compliance with Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, if any, issued thereunder to the extent applicable.

Particulars as required under the applicable law:

a) Total number of Options to be granted:

A total of **1,49,395 [One Lakh Forty Nine Thousand Three Hundred Ninety Five]** Options would be available for being granted to the eligible employees of the Company under the Plan which is **2% of the paid up Share capital** as on 31.12.2026 (i.e. 74,69,725 Equity Shares). Each Option when exercised would be converted into one equity share of face value of **Rs. 10/- (Rupees Ten only)** each fully paid-up.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise

period or due to resignation of the employees or otherwise, would be available for being re-granted. The ESOP Committee is authorized to re-grant such lapsed / cancelled Options as per the Plan.

In case of any corporate action(s) such as rights issues, bonus issues, merger or sale of division and others, a fair and reasonable adjustment will be made to the Options granted.

b) Identification of classes of employees entitled to participate in the Plan:

- i. a permanent employee of the Company who has been working in India or outside India; or
- ii. a director of the Company, whether a whole time director or not.

but excludes:

- a. an employee who is a promoter or a person belonging to the promoter group; or
- b. a director who either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the Company; or
- c. an Independent Director.

c) Appraisal process for determining the eligibility of the employees to Options:

The broad criteria for appraisal and selection may include parameters like designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Board at its sole discretion, from time to time.

d) Requirements of vesting and period of vesting:

Vesting of Option would be subject to continued employment with the Company. In addition to this, the Committee may prescribe achievement of performance condition(s)/target(s) being corporate or individual or otherwise with a predefined threshold for vesting as deemed appropriate for each Option grantee, subject to satisfaction of which the Options would vest.

As a prerequisite for a valid vesting, an Option grantee must neither be serving his notice for termination of employment, nor be subject to any disciplinary proceedings pending against him on such date of vesting. In case of any disciplinary proceedings against any Option grantee, the relevant vesting shall be kept in abeyance until disposal of the proceedings and such vesting shall be determined accordingly.

Options granted under the Plan shall vest not earlier than minimum period of **1 (One) year** and not later than maximum period of **4 (Four) years** from the date of grant.

e) The maximum period within which the Options shall be vested:

The Options granted shall vest in not more than **4 (Four) years** from the date of grant of such Options.

f) The exercise price or pricing formula:

The exercise price per Option shall be determined by the Committee at the time of grant and shall not be less than the face value of the share as on date of grant of such Option.

The specific exercise price shall be intimated to the Option grantee in the letter of grant at the time of grant.

g) The exercise period and the process of exercise:

The exercise period in respect of an Option shall be subject to a maximum period of **4 (Four) years** from the date of vesting of Options. All the vested Options can be exercised by the Option grantee at one time or at various points of time within the exercise period.

The vested Options can be exercised by the Option grantee by way of a written application and payment of exercise price and taxes, if any, to the Company in the format as may be prescribed by the Committee including through any online portal / platform, keeping in view the administrative and/ or the legal requirements prevailing at that time.

h) Lock-in period:

Unless the Board otherwise decides, the shares arising out of exercise of the vested Options would not be subject to any lock-in period after such exercise except such restrictions as prescribed under the applicable law.

i) Maximum number of Options to be issued per employee and in aggregate:

The number of Options that may be granted under the Plan per employee and in aggregate (considering all grants) for such employee, shall not exceed **74,697 [Seventy-Four Thousand Six Hundred Ninety-Seven]** Options.

j) Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

k) The conditions under which Options vested in employees may lapse:

The vested Options shall lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. Further, irrespective of employment status, in case vested Options are not exercised within the prescribed exercise period, then such vested Options shall lapse.

l) The specified time period within which the employee shall exercise the vested Options in the event of a proposed termination of employment or resignation or retirement of employee:

In case of termination of employment due to misconduct, all the vested Options shall lapse and cannot be exercised.

In case of resignation, termination (other than due to misconduct) or retirement, all the vested Options as on the date of submission of notice of resignation/ termination or retirement can be exercised by the Option grantee in accordance with sub-clause 8.2(b) of the Plan.

m) Disclosure and accounting policies:

The Company shall comply with the disclosure and the applicable accounting policies as prescribed under prevailing accounting guidelines/ standards.

The rules/regulations to be followed shall include but not limited to the guidance note on accounting for employee share-based payments and/ or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein.

None of the Directors, Key Managerial Personnel, or their relatives is concerned or interested in these resolutions, except to the extent of the Options that may be offered to them under the Plan.

A draft copy of the Plan is available for inspection at the Company's Registered Office during official hours on all working days till the date of the General Meeting.

Accordingly, your Board recommends the special resolution as set out at agenda item No 05 of the accompanying notice for the members' consideration and approval.

ITEM NO 06

As per the provisions of Section 188 of the Companies Act, 2013 ("the Act"), the appointment of Mr. Prashant to hold office or place of profit in the Company requires seeking approval of the members by way of Special Resolution in accordance with the provisions of section 188 of the Act, since his salary exceeds two and half lakh rupees as mentioned in clause (f) of subsection (1) of section 188;

The Audit Committee and Nomination & Remuneration Committee have recommended the appointment and remuneration of Mr. Prashant Naik at their respective meetings held on 28th January 2026.

Given below is a statement of disclosures as required under the Companies (Meetings of Board and its Powers) Rules, 2014:

- i. Name of the related party: Mr. Prashant Naik
- ii. Name of the director or key managerial personnel who is related, if any: Not Applicable
- iii. Nature of relationship: Director
- iv. Nature, material terms, monetary value and particulars of the contract or arrangement: Appointment of Mr. Prashant Naik as Vice President – Finance at Kineco Limited on a salary payable as may be approved by the Board or any person authorised by the Board.

- v. Any other information relevant or important for the members to take a decision on the proposed resolution:

Mr. Prashant Naik was the first employee on roll of the Company back in the year 1994 and headed Accounts of the Company, along with other areas such as tax, compliances and legal liaisoning and since then has stood by the company through all its ups and down.

Today Mr. Naik is designated as the Vice-President – Finance of the Company and forms part of the Board of Directors of the Company as a Non – Executive Director – as a nominee director by Mr. Shekhar Sardessai.

Mr. Prashant Naik's role is therefore dual in capacity, as a nominated director on the Board as well as an employee of the Company. It may be noted that the monthly salary paid to Mr. Naik amounting to Rs. 2,56,334 lakhs (which includes perquisites like Provident Fund and Gratuity at Rs. 16,662 per/ month and Rs. 6,165/per month, respectively and the same is over and above any remuneration payable to him, as a director on the Board of the Company. The members pay please note that other than this, the Company does not say a separate sitting fee or any director remuneration for discharging his duties as a Director on the Board of the Company.

As per section 188 (Related Party Transactions) of the Companies Act 2013, except with the board's resolution, no company shall enter an arrangement to appoint a related party's appointment to any office or place of profit in the company. 'Office or place of profit' means – where such office or place is held by a director, if the director holding it receives from the company anything by way of remuneration over and above the remuneration to which he is entitled as director, by way of salary, fee, perquisites, any rent-free accommodation, or otherwise;

Accordingly the board at its meeting held on 28th January 2026 has approved the appointment of Mr. Prashant Naik to hold 'office or place of profit' in the company.

Now, as per sub rule 3 (f) Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, the prior approval of the members by an Ordinary Resolution is required for appointment of any office or place of profit in the company if the monthly remuneration exceeds Rs. 2.5 lakhs. Since Mr. Prashant Naik's salary & perquisites exceeds Rs. 2.5 lakhs per month, the Board recommends the Resolution at Item No. 06 of the Notice for approval of the shareholders by an Ordinary Resolution.

By order of the Board of Directors
For Kineco Limited

Sd/-
Manisha Naik
Company Secretary & Compliance Officer

Place: Pilerne, Goa
Date: 28.01.2026

ROUTE MAP

