

KINECO

NOTICE OF 29th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the Shareholders of Kineco Limited will be held on Monday, 25th September 2023 at 12:30 P.M. at the Registered Office of the Company at Plot No 41, Pilerne Industrial Estate, Pilerne, Bardez, Goa, to transact the following business:

ORDINARY BUSINESS

1) To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 which includes the Audited Balance sheet as at 31st March, 2023 and the statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 which includes the Audited Consolidated Balance sheet as at 31st March, 2023 and consolidated statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors thereon;

2) To appoint M/s. Ashish V Prabhu Verlekar & Co. (Firm Registration No 117774W), Chartered Accountants, as a statutory auditors of the Company and fix their remuneration.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution: -

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, M/s. Ashish V Prabhu Verlekar & Co., having Firm Registration No. 117774W be and are hereby reappointed as the Statutory Auditors of the Company for a term of five years, from the conclusion of this 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting to be held in the year 2028, to examine, perform limited review and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

- 3) To appoint a director in place of Mr. Vinay Jagtap (DIN: 02573058), who retires by rotation and, being eligible, offers himself for re-appointment.**
- 4) To appoint a director in place of Mr. Ramesh Rajan Natarajan (DIN: 01628318), who retires by rotation and, being eligible, offers himself for re-appointment.**



KINECO LIMITED

(Formerly Kineco Pvt. Ltd.)

Registered Office: 41, Pilerne Industrial Estate, Bardez, Goa-403 511,
Tel: 91-832-6710900, Fax: 91-832- 6710910, Website:www.kinecogroup.com
CIN: U24134GA1994PLC001672

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SPECIAL BUSINESS

5) To Sanction, approve and to authorise Board of Directors to enter into any contract or arrangements with related parties, holding and subsidiary (ies).

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

“RESOLVED THAT, pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof), the approval of the members of the company be and is hereby accorded to the Board of Directors of the Company to enter into any said contract(s)/ arrangement(s)/ transaction(s) with its Holding Company, its Subsidiaries & Associates or Company’s Subsidiaries & Associates or such other related parties as defined under the Act, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 50 Crore (Rupees Fifty Crore only) for the financial year 2023-24 in the ordinary course of business, on such terms and conditions as may be decided by Board of Directors of the Company, as appropriate, on arm’s length basis and as per the rules and regulations governing such transactions under the applicable provisions of the Act.”

“RESOLVED FURTHER THAT, such approval shall be for the accounting year commencing from 1st April 2023 to 31st March 2024 and shall stand renewed for the ensuing accounting year 2024-25 till such time the 30th Annual General Meeting is held in 2024.”

“RESOLVED FURTHER THAT, any Director, Chief Financial Officer or Company Secretary be and are hereby jointly and severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

6) To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2024

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

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



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1,75,000/- plus out of pocket expense & GST to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024.

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

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

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

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

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

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

By order of the Board of Directors
For Kineco Limited



Shekhar Sardessai
Executive Vice Chairman & Managing Director
DIN: 00016446
Place: Pilerne, Goa
Date: 09.08.2023

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

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

Item No. 5:- Approval for Related Party Transactions

The provisions of Section 188(1) of the Companies Act, 2013 that govern the related party transactions require a company to obtain prior approval of the Board of Directors and in case the paid up share capital of the Company is Rs.10 crore or more, the prior approval of shareholders by way of special resolution. Any transaction between the holding and subsidiary for investment / disinvestment / loan / guarantee / provision of security and any business transactions with its Holding or subsidiaries in the ordinary course of business for sale purchase or supply of any goods or materials or rendering of any services would attract Section 188 of the Companies Act, 2013. The disclosures required to be provided under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 are given herein below for perusal of the members.

(a) Name of the related party and nature of relationship:

| | |
|--|--------------------------|
| Indo National Limited | Ultimate Holding Company |
| Helios Strategic Systems Limited | Holding Company |
| Kineco Kaman Composites (I) Limited | Subsidiary Company |
| Kineco Alte Train Technologies Private Limited | Subsidiary Company |
| Kineco Exel Composites India Private Limited | Associate Company |

(b) Name of the director or key managerial personnel who is related, if any:

| Name of the Company | Relationship with Kineco | Name of the Director Related in the Company |
|--|---------------------------------|--|
| Indo National Limited | Ultimate Holding Company | N. Ramesh Rajan Aditya Reddy C.R. Sivaramakrishnan |
| Helios Strategic Systems Limited | Holding Company | Aditya Reddy |
| Kineco Kaman Composites India Private Limited | Subsidiary Company | Aditya Reddy Shekhar Sardessai |
| Kineco Alte Train Technologies Private Limited | Subsidiary Company | Shekhar Sardessai Prashant Naik Vinay Jagtap |
| Kineco Exel Composites India Private Limited | Associate Company | Shekhar Sardessai Aditya Reddy |

(c) Nature, material terms, monetary value and particulars of the contract or arrangement:



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Nature, material terms, monetary value and particulars of the contract shall be as decided by the Board of Directors at relevant time within the overall limits approved by the members.

(d) Any other information relevant or important for the members to take a decision on the proposed resolution: Nil

The said approval will cover all the transactions done from 1st April as if such transactions had prior approval of the members. To enable conduct such transactions without interruptions to regular conduct of business in ordinary course, the limits shall stand renewed for financial year 2023-24 till such time they are taken for review at the 30th AGM to be held in 2024.

The Board recommends the Resolution at Item No. 5 of the Notice for approval of the shareholders by Ordinary Resolution.

None of the directors or Key managerial personnel are concerned or interested, financial or otherwise in the resolution except to the extent of their directorship, as abovementioned, in the said companies.

Item No. 6 : - To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2024

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

The Company has received the Auditor's Letter of Consent from Mr. CMA Savari Muthu. I (M.No. FICWA 6716), who is free from disqualifications specified under Section 139, 141 and 142 of the Companies Act, 2013. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of CMA Savari Muthu. I (M.No. FICWA 6716), Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024 as Rs. 1,75,000 (Rupees One Lakh Seventy Five Thousand Only) plus out of pocket expenses and GST.

Accordingly, ratification by the Members is being sought on the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024 by way of an Ordinary Resolution as set out in Item No. 06 of the Notice.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way concerned or interested financially or otherwise in the resolution set out at Item No. 6 of the Notice.

Item No. 7: To approve the grant of unsecured inter-corporate loan up to Rs. 2 Crore to Kineco Exel Composites India Private Limited.

As per Section 185 (2) of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any



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security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that:

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

Kineco Exel Composites India Private Limited (KECI), an associate company of Kineco, is in the final stages of signing a large multi-year global contract for supply of components for Wind Energy Sector. Given the size of operations, following the new opportunity for which the current premises will not suffice, KECI has entered into a lease arrangement with Gopalkrishna Investments Trust (Lessor) for a built up area of 8400 sq mtrs and a land mass of 20150 sq mtrs of land, for storage & utilities situated at Banda village, Maharashtra. The construction of the permanent structures would be done by the Lessor for which KECI would have to pay the Lessor a Security Deposit of Rs. 1.20 Crore.

Hence, out of Rs. 2 Cr, Rs. 1.2 Cr would be utilized by KECI towards payment of security deposit of Rs. 1.2 Cr to its Lessor, and the balance of Rs. 80 lakhs amount maybe utilized in tranches as and when the necessity arises to avail such a loan, for the purpose of managing its working capital.

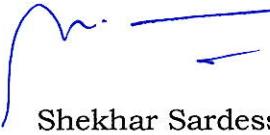
Accordingly, an unsecured inter-corporate loan up to Rs. 2 Crore to Kineco Exel Composites India Private Limited ("KECI"), an associate Company of Kineco Limited in order for KECI to meet its fund requirements for a period of 1 year at a rate of interest of Prevailing bank rate plus one percent, as approved by the Board of Directors requires to be ratified by the Members of the Company at the General Meeting.

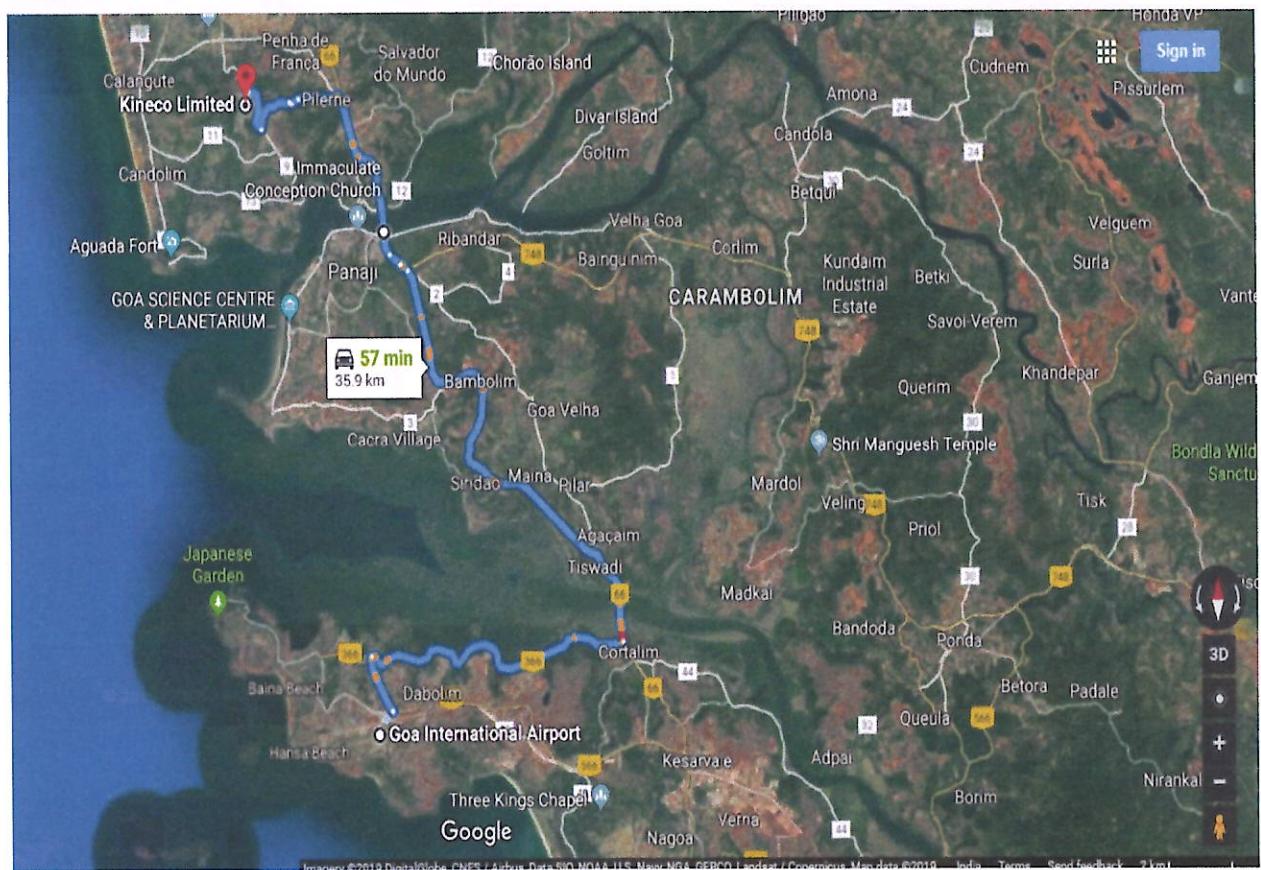
Mr. Aditya Reddy and Mr. Shekhar Sardessai both are directors in KECI.

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

By the Order of the Board of
Kineco Limited




Shekhar Sardessai
Executive Vice Chairman & Managing Director
DIN: 00016446
Place: Pilerne, Goa
Date: 09.08.2023



ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 29th Annual General meeting of the Company on Monday, 25th September 2023 at 12:30 P.M. 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.

PROXY FORM

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

I/We being the member(s) of Kineco 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 29th Annual General Meeting of the Company to be held on Monday, 25th September 2023 at 12:30 P.M. at 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..... 2023

Signature of shareholder.....

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

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

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

Affix
Revenue
Stamp not
less than
Re.1

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 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 29th Annual General Meeting.
5. Please complete all details including details of member(s) in above box before submission.