

# K.P.I. GLOBAL INFRASTRUCTURE LIMITED

CIN: L40102GJ2008PLC083302



KPI/AGM-NOTICE/SEP/2019/45

Date: September 4, 2019

To,  
BSE Limited,  
Phiroze, Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

Ref: Scrip Code: 542323

Sub.: Notice of 11<sup>th</sup> Annual General Meeting

Dear Sir,

This is to inform you that 11<sup>th</sup> Annual General Meeting of the Company will be held on Saturday 28, 2019 at 3:00 P.M at Topaz Hall, 1<sup>st</sup> Floor, The Grand Bhagwati, Magdalla Circle, Dumas Road, Surat - 395007, Gujarat.

The notice containing the business to be transacted at the meeting is enclosed herewith.

For K.P.I. Global Infrastructure Limited

Rajvi Upadhyay

Company Secretary & Compliance Officer



Encl.: as above

# NOTICE

Notice is hereby given that the 11<sup>th</sup> Annual General Meeting (AGM) of the Members of M/s. K.P.I. Global Infrastructure Limited ('the Company') will be held on Saturday, September 28, 2019 at 3.00 p.m. at Topaz Hall, 1st Floor, The Grand Bhagwati, Magdalla Road, Dumas Road, Surat- 395007, Gujarat to transact following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Mr. Rajnikant Harilal Shah (DIN: 00113675), who retires by rotation and being eligible offers himself for re-appointment:  
"RESOLVED THAT pursuant to the provisions of section 152 and any 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), the approval of the members be and is hereby accorded for re-appointment of Mr. Rajnikant Harilal Shah (DIN: 00113675) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company."

## SPECIAL BUSINESS

3. **APPOINTMENT OF MR. LAKSHMANA RAO VADDI (DIN: 08044133) AS INDEPENDENT NON EXECUTIVE DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass the following Resolution, with or without modification, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any 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) read with Schedule IV of the Companies Act, 2013, Mr. Lakshmana Rao Vaddi who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent Director) of the Company with effect from July 9, 2019, pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable provisions Articles of Association of the company, who holds office upto the date of Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Companies Act, 2013, on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the members of the company be and is hereby accorded to the appointment of Mr. Lakshmana Rao Vaddi (DIN: 08044133) as an Independent Non-Executive Director of the Company, who shall hold office for a period of five years w.e.f. September 28, 2019 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, 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. **APPOINTMENT OF MR. MOHMED SOHIL YUSUFBHAI DABHOYA (DIN: 07112947) AS WHOLE TIME DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass the following Resolution, with or without modification, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 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) read with Schedule V of the Companies Act, 2013, on recommendation of the Nomination and Remuneration Committee and Board of Directors ('Board') of the Company, the consent of the members of the company be and is hereby accorded for the appointment of Mr. Mohmed Sohil Yusufbhai Dabhoya (DIN: 07112947) as a Whole Time Director of the Company, who shall hold office for a period of five years w.e.f. September 28, 2019 on the terms and conditions as may be decided by the Board and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Mohmed Sohil Yusufbhai Dabhoya as a Whole Time Director of the Company be paid such remuneration comprising of salary, perquisites, Allowances and other benefits as may be determined by the Board from time to time within the maximum limits approved by the Members of the Company on the terms and conditions as set out below:

### Remuneration, Perquisites, Allowances & Other Benefits:

- Basic Salary: Not exceeding Rs. 1,00,000/- (Rupees One Lakh only) per month as may be decided by the Board of Directors from time to time.
- Perquisites: He shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively called Perquisites) such as medical reimbursement, leave travel assistance, House Rent Allowance, City Compensatory Allowance and any other perquisites as per the policy of the Company in force and/or as may be approved by the Board from time to time.
- In addition to the above, he shall be entitled to the allowances and benefits as per the policy of the Company in force and/or as may be approved by the Board from time to time, such as:

- i. Company maintained car with driver.
- ii. Company's contribution to Provident Fund
- iii. Payment of gratuity and other retirement benefits
- iv. Encashment of leave
- v. Personal Accident, Mediclaim and Life Insurance under Employer – Employee scheme

In any financial year, the remuneration payable to Whole Time Director shall not exceed the overall limit pursuant to the provisions of Sections 197, 198 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) read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the total remuneration payable to Mr. Mohmed Sohil Yusufbhai Dabhoya as a Whole Time Director, including all the perquisites, Allowances and other benefits mentioned above shall not exceed the limit of Rs. 1,00,000/- (Rupees One Lakh only) per month as provided under the provisions of Sections 197, 198 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) read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Whole Time Director shall be within the maximum permissible limits specified under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, alter, enhance or widen (collectively referred to as 'Variation') the remuneration specified above which is payable to Whole Time Director during his tenure to the extent permitted, under applicable law without being required to seek any further consent or approval of the members of the Company and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided however that any such Variation shall not exceed any amount permitted to be paid to Whole Time Director under Section 197 read with Schedule V and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 without obtaining requisite approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, 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."

#### 5. APPROVAL OF RELATED PARTY TRANSACTIONS:

To consider and if thought fit, to pass the following Resolution, with or without modification, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, on recommendation of the Audit Committee and Board of Directors of the Company, the consent of the members of the company be and is hereby accorded for the material related party contracts or arrangement as mentioned below entered /to be entered by the company in the financial year 2019-20, on the terms and conditions as may be decided by the Board, with the respective related parties and for the maximum amounts per annum, as mentioned below:

Sr. No.	Nature of transactions as per section 188 of the Companies Act, 2013	Name of the related party	Name of the Director/ KMP who is related and nature of their relationship	Estimated Amounts entered / to be entered in the FY 2019-20	Material Terms and particulars of the contract or arrangement
1.	Sale, purchase or supply of any goods or material, directly or indirectly	K P Buildcon Private Limited	Mr. Farukbhai Gulambhai Patel Chairman & Managing Director of the company (also a Director in K P Buildcon Private Limited)	Rs. 25,00,00,000/- (Rupees twenty five crores)	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis.
2.	selling or otherwise disposing of or buying property of any kind, directly or indirectly	Directors of the Company (other than Independent Directors) and/or their relatives	Directors of the Company (other than Independent Directors) and/or their relatives	Rs. 20,00,00,000/- (Rupees twenty crores)	

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, 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."

**6. REVISION IN REMUNERATION PAYABLE TO MR. FARUKBHAJ GULAMBHAI PATEL (DIN: 00414045), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass the following Resolution, with or without modification, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) read with Schedule V of the Companies Act, 2013, and subject to such other approvals as may be necessary, on the recommendation of Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the company be and is hereby accorded for revision of remuneration of Mr. Farukbhai Gulambhai Patel, Chairman & Managing Director of the company w.e.f April 1, 2019 for remaining duration of his term of office, which shall in no case exceed the overall limit in accordance with the provisions of Sections 197, 198 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) read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, alter, enhance or widen (collectively referred to as 'Variation') the remuneration specified above which is payable to Mr. Farukbhai Gulambhai Patel, Chairman & Managing Director of the company during his tenure to the extent permitted, under applicable law without being required to seek any further consent or approval of the members of the Company and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided however that any such Variation shall not exceed any amount permitted to be paid to Managing Director under Section 197 read with Schedule V and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 without obtaining requisite approvals.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Farukbhai Gulambhai Patel, Chairman & Managing Director of the company shall be within the maximum permissible limits specified under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, 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."

**7. SALE/TRANSFER OF UNDERTAKING UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 TO ITS WHOLLY OWN SUBSIDIARY:**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary be obtained from the appropriate authorities to the extent applicable and necessary, approval and consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board"), to sell and/or transfer the whole or substantially the whole of the undertaking ('undertaking' as defined under applicable provisions of Income Tax Act, 196 & Section 180(1)(a) of the Companies Act, 2013) and any other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013) of the company along with all assets and liabilities, at such price and such terms and conditions (including the receipt of the consideration thereof) to any of its wholly owned subsidiary of the Company, whether existing or proposed to be incorporated as wholly owned subsidiary of the Company, in such manner as the Board deems appropriate with power to the Board of Directors to finalise the terms and conditions as well as the means, methods or modes in respect thereof and to finalise and execute all the required documents, memoranda, deeds of assignment/conveyance and other incidental transactional documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized and empowered in deciding whether this resolution is required to be made effective or not and, in the event it is decided by the Board of Directors of the Company that such resolution is to be made effective, to determine the date on which such resolution shall become effective.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized and empowered to execute the documents, deeds or writings required to be executed in relation to the resolution mentioned above and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by Company and to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in regard to such sale and/or transfer of the Business Undertaking as they may in their absolute discretion deem fit."

**8. APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:**

To consider and if thought fit to pass, with or without modification, 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 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 or to be taken by the subsidiary, wholly own subsidiary or associate or joint venture or Group Company of the Company, whether existing or proposed to be incorporated, in which any Director of the Company is deemed to be interested, upto an aggregate sum of **Rs. 400 Crores (Rupees Four Hundred Crores Only)** in their absolute discretion deem beneficial and in the 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 Board 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."

#### 9. INCREASE IN BORROWING POWERS OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1) (c) and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), on the recommendation of the Board of Directors, the consent of the members of the company be and is hereby accorded to borrow money, as and when required, from time to time any sum or sums of money for the purpose of the business of the Company, from any Bank and/or other Financial Institution and/or any lender and/or any body corporate/ entity/entities and/or authority/authorities whether from India or outside India, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of its paid-up share capital, free reserves and securities premium, that is to say reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors shall not at any time exceed the limit upto **Rs. 600 Crores (Rupees Six Crores Only)**.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, 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."

#### 10. INCREASE IN LIMITS OF CREATING CHARGE/SECURITY OVER THE ASSETS/UNDERTAKING OF THE COMPANY:

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

"RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 179 and 180(1)(a) and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), on the recommendation of the Board of Directors, the consent of the members be and is hereby accorded to create such pledge, mortgage, hypothecation and/or Charge in addition to existing in such form and such manner as may be agreed between the Board of Directors and the Company's lenders on all or any part of the movable and/or immovable properties of the Company and/or the whole or part of the undertaking of the Company both present and future of every nature and kind whatsoever, in certain events, to secure term loans/ working capital facilities / External Commercial borrowings/ Debentures/ any other form of finance etc., shall not exceed at any point of time upto **Rs. 600 Crores (Rupees Six Hundred Crores)** from any Bank and/or other Financial Institution and/or any lender and/or any body corporate/ entity/entities and/or authority/authorities and/or any other lenders whether from India or outside India, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board, the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company, such mortgages and/or charges already created or to be created in future by the Company in such manner as may be thought expedient by the Board of Directors.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, 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."

#### 11. INCREASE IN THE LIMITS OF LOANS AND INVESTMENTS BY THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of section 186 of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 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 (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as it may consider necessary by the Board of Directors of the Company and in the interest of the Company, subject to the aggregate amount of the loans and investments so far made for which guarantees or securities provided to any Bank and/or other Financial Institution and/or any lender and/or any body corporate/ entity/entities and/or

authority/authorities and/or any other person whether from India or outside India, in respect of or against any loans or to secure any financial arrangement of any nature by, any other person(s), any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary (ies) of the Company whether existing or proposed to be incorporated, along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed at any point of time upto **Rs. 600 crores (Rupees Six Hundred Crores)** over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, 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."

12. Any other Business with the permission of the Chair.

**Registered Office:**

Shop No. A-1/2, Firdos Tower, Near Fazal Tower,  
Adajan Patia,  
Surat-395 009  
Gujarat, India  
Tel.: +91-261-2764757  
Fax: +91-261-2764757  
Email: [cs@kpgroup.co](mailto:cs@kpgroup.co)  
Website: [www.kpiglobal.kpgroup.co](http://www.kpiglobal.kpgroup.co)

For and on behalf of  
M/s K.P.I. Global Infrastructure Limited

Sd/-  
Rajvi Upadhyay  
Company Secretary & Compliance Officer

Date: August 31, 2019  
Place: Surat

## NOTES

### **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ONLY ON POLL INSTEAD OF HIM AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of members, not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights than such person shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the Annual General Meeting (AGM). Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

1. Corporate members intending to send their authorised representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
2. Members, Proxies and Authorised Representatives are requested to:
  - a. bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
  - b. quote their Registered Folio Number/DP and Client ID Nos. with the Company to attend the AGM.
3. 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.
4. The Notice is being sent to all the members, whose names appear on the Register of Members/List of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central depository Services (India) Limited (CDSL) as at close of business hours on Saturday, August 31, 2019. All the members, whose name appears in the Register of Members/List of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central depository Services (India) Limited (CDSL) as on September 20, 2019, shall be entitled to vote at the Meeting.
5. Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice of 11<sup>th</sup> Annual General Meeting and Annual Report 2018-19 will also be available on the Company's website viz. [www.kpiglobal.kpgroup.co](http://www.kpiglobal.kpgroup.co)
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Share Transfer Agents (RTA) i.e. Bigshare Services Private Limited, the Company in case the shares are held by them in physical form.
8. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA of the Company for assistance in this regard.
9. Members holding shares in physical form, in identical order of names, in more than one folio, if any, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes subject to the approval of relevant authority of the Company.
10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
11. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
12. The route map showing directions to reach the 11<sup>th</sup> Annual General Meeting is annexed.
13. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
14. Voting through electronic means:
  - a. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services Limited (CDSL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

- b. The Board of Directors has appointed M/s. SJV & Associates, Practising Company Secretaries as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- c. The e-voting period begins on Wednesday, September 25, 2019 at 10:00 am and ends on Friday, September 27, 2019 at 5.00 pm. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of Friday, September 20, 2019, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- d. The facility for voting, either through electronic voting system or poll paper, shall also be made available at the AGM and the Members attending the AGM, who have not already cast their vote by remote e-voting, may exercise their right to vote at the AGM.
- e. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- f. A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.

#### THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Wednesday, September 25, 2019 at 10:00 am and ends on Friday, September 27, 2019 at 5.00 pm. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 20, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant K.P.I. Global Infrastructure Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (b) The voting period begins on Wednesday, September 25, 2019 at 10:00 am and ends on Friday, September 27, 2019 at 5.00 pm. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 20, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Important Communications to Members**

**MEMBERS WHO HAVE NOT YET REGISTERED THEIR EMAIL ADDRESS ARE REQUESTED TO REGISTER THEIR EMAIL ADDRESS EITHER WITH THE DEPOSITORIES OR WITH THE COMPANY.**

Those holding shares in demat form can register their email address with their concerned DP. Those shareholders who hold shares in physical form are requested to register their e-mail addresses with our registrar, Bigshare Services Pvt. Ltd, by sending a letter, duly signed by the first/sole holder quoting details of folio number

All queries relating to Share Transfer and allied subjects should be addressed to:

**Bigshare Services Private Limited**  
1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road, Marol,  
Andheri (East), Mumbai-400059  
Maharashtra, India  
Tel. No.: 91 22 40430200  
Fax No.: 91 22 28475207  
E-mail: ipo@bigshareonline.com  
Website: www.bigshareonline.com

For and on behalf of  
M/s K.P.I. Global Infrastructure Limited

Sd/-  
Rajvi Upadhyay  
Company Secretary & Compliance Officer

Date: August 31, 2019  
Place: Surat

**Registered Office:**

Shop No. A-1/2, Firdos Tower, Near Fazal Tower,  
Adajan Patia,  
Surat-395 009  
Gujarat, India  
Tel.: +91-261-2764757  
Fax: +91-261-2764757  
Email: cs@kpgroup.co  
Website: www.kpiglobal.kpgroup.co

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

### ITEM NO. 3

#### APPOINTMENT OF MR. LAKSHMANA RAO VADDI (DIN: 08044133) AS INDEPENDENT NON EXECUTIVE DIRECTOR OF THE COMPANY:

pursuant to the provisions of Sections 149, 150, 152 and any 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) read with Schedule IV of the Companies Act, 2013, Mr. Lakshmana Rao Vaddi is appointed as an Independent Non-Executive Director of the Company, who shall hold office for a period of five years w.e.f. September 28, 2019 and whose office shall not be liable to retire by rotation.

The Company has received a declaration that Mr. Lakshmana Rao Vaddi meets the criteria of the independent directorship as provided in section 149(6) of the Companies Act, 2013 and in the opinion of the Board, Mr. Lakshmana Rao Vaddi fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and are an independent from the management.

Mr. Lakshmana Rao Vaddi is not disqualified from being appointed as Director in terms of section 164 of the act and given his consent to act as a Director of the Company. As per the section 149 of the Companies act, 2013 Mr. Lakshmana Rao Vaddi Independent Director shall hold office for a term up to five consecutive years on the Board of a company w.e.f. September 28, 2019 and he shall not be included in determining the total number of Directors liable to retire by rotation.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Lakshmana Rao Vaddi as an Independent Director to the Company.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Lakshmana Rao Vaddi, the proposed appointee, is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 3 of the Notice.

The Board of Directors and Nomination and Remuneration Committee is recommends the resolution set out at Item Nos. 3 of the Notice for approval of the members by way of Ordinary Resolution.

### ITEM NO. 4

#### APPOINTMENT OF MR. MOHMED SOHIL YUSUFBHAI DABHOYA (DIN: 07112947) AS WHOLE TIME DIRECTOR OF THE COMPANY:

pursuant to the provisions of Sections 196, 197, 198 and 203 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 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) read with Schedule V of the Companies Act, 2013, the consent of the Nomination and Remuneration Committee and Board of Directors of the Company be and is hereby accorded, subject to the approval of the members and other approvals, if any, as may be necessary, for the appointment of Mr. Mohmed Sohil Yusufbhai Dabhoya as a Whole Time Director (WTD) of the Company, liable to retire by rotation for a period of five years commencing w.e.f. September 28, 2019 on the terms and conditions as may be decided by the Board.

Mr. Mohmed Sohil Yusufbhai Dabhoya has a rich of experience and has been associated with the Company for more than 12 years. During his tenure, he has managed all levels of large-scale projects of the Company as well as of the Group, including budgeting and administration of the same. In the past years, Mr. Mohmed Sohil Yusufbhai Dabhoya has been effectively headed the Marketing Department, Purchase Department, HR Department and has also act as Business Development Officer, Public Relation Officer, Sr. Vice President (Marketing) with the Company with his problem-solving attitude along with a smart working mentality. Currently, he is actively headed and supervised the Marketing Department along with execution and operation part of the project of the Company. Considering his long and remarkable association with the Company and rich experience in various fields, the Board has recommended the appointment of Mr. Mohmed Sohil Yusufbhai Dabhoya as WTD of the Company on the terms and conditions mentioned in the Notice would be beneficial to the Company.

The Company be paid such remuneration to Mr. Mohmed Sohil Yusufbhai Dabhoya as a Whole Time Director, comprising of salary, perquisites, Allowances and other benefits as may be determined by the Board from time to time within the maximum limits approved by the members of the Company on the terms and conditions as set out below:

#### Remuneration, Perquisites, Allowances & Other Benefits

- Basic Salary: Not exceeding Rs. 1,00,000/- (Rupees One Lakh only) per month as may be decided by the Board of Directors from time to time.
- Perquisites: He shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively called Perquisites) such as medical reimbursement, leave travel assistance, House Rent Allowance, City Compensatory Allowance and any other perquisites as per the policy of the Company in force and/or as may be approved by the Board from time to time.
- In addition to the above, he shall be entitled to the allowance and benefits as per the policy of the Company in force and/or as may be approved by the Board from time to time, such as:

- I. Company maintained car with driver.
- ii. Company's contribution to Provident Fund
- iii. Payment of gratuity and other retirement benefits
- iv. Encashment of leave
- v. Personal Accident, Medidclaim and Life Insurance under Employer – Employee scheme

Notwithstanding anything to the contrary herein contained, where in any financial year, the company has no profits or its profits are inadequate, the company will pay Mr. Mohmed Sohil Yusufbhai Dabhoya, Whole Time Director of the company, the remuneration by way of salary, perquisites, Allowances and other benefits as specified above shall be within the maximum permissible limits specified under Section II of Part II of Schedule V of the Companies Act, 2013. The Whole Time Director shall also be entitled to reimbursement of expenses actually incurred by him for the business of the company. He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof. Mr. Mohmed Sohil Yusufbhai Dabhoya, Whole Time Director shall be liable to retire by rotation and fulfils the conditions mentioned in Part I and Para B of Section II of Part II of Schedule V to the Act. Relevant information and disclosures prescribed in Schedule V to the Act are given below:

#### STATEMENT OF INFORMATION AS REQUIRED UNDER SCHEDULE V, PART II, SECTION II (B) (iv) FOR ITEM NO. 4:

##### I. GENERAL INFORMATION:

1. **Nature of Industry:** K.P.I. Global Infrastructure Limited is solar power generating Company focused on providing solar power, both as an Independent Power Producer ("IPP") and as service provider to Captive Power Producer ("CPP") customers under the brand name of 'Solarism'. The Company build, own, operate and maintain grid connected solar power projects as IPP and generate revenue by entering into Power Purchase Agreements ("PPA") with third parties for selling power units generated through our solar projects and also develop, transfer, operate and maintain grid connected solar power projects for CPP customers and generate revenue by selling these projects to CPP customers for their captive use requirements. Both these businesses, IPP and CPP, are currently carried out at plant located at Sudi & Tanchha village, Amod, Bharuch, Gujarat (Solarism Plant).
2. **Date or expected date of commencement of commercial production:** The Company is in business of development of solar power project and also generates revenue accordingly.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** As mentioned in the prospectus, the Power Finance Corporation Limited (PFC) has sanctioned the financial assistance for setting up of 25MW solar power project at solarism plant and has commenced in due course of time
4. **Financial performance based on given indicators:** The financial data as per last audited balance sheet as on March 31, 2019 is as under:

(Rs. in Lacs)

Particulars	FY 2018-19
Paid up Share Capital	1806.70
Reserves & Surplus	8097.23
Total Revenue	3461.60
Total Expenses	2753.61
Profit before Tax	1282.75
Tax Expenses	392.46
Profit after Tax	890.29

5. **Foreign investments or collaborations, if any:** During the Financial Year 2017-18, the Company has allotted 9,72,222 Equity Shares on preferential basis having face value of Rs. 10/- each at a premium of Rs. 130/- per equity share to foreign investors and also allotted 9,72,222 Equity Shares of Rs. 10/- each as Bonus shares to the existing holders in proportion of 1 (One) Equity shares for every 1 (One) Equity shares to foreign investors.

## I. INFORMATION ABOUT THE APPOINTEE:

### I. Background details:

Mr. Mohmed Sohil Yusufbhai Dabhoya aged 36 years has a rich of experience and has been associated with the Company for more than 12 years. He has completed his Bachelor of Commerce Degree from Sheth C.D. Barfiwala College of Commerce Surat and Master in Business Administration Degree from Sikkim Manipal University. He is powerful Negotiator, Effective leader and problem-solver with a smart working mentality in every field. In the past years, Mr. Mohmed Sohil Yusufbhai Dabhoya has effectively headed the Marketing Department, Purchase Department, HR Department, Operation and Execution Project Team and also holds the position of Business Development Officer, Public Relation Officer, Sr. Vice President (Marketing) with the Company. Thus, he has a vast experience in the field of Marketing, Human resources, Public Relation and Operation and Execution team. Currently, he is actively headed and supervised the Marketing Department along with the Operation and Execution team of the Company.

2. **Past Remuneration:** Annual remuneration of Mr. Mohmed Sohil Yusufbhai Dabhoya has for the Financial Year 2018-19 was Rs. 5,76,000/-
3. **Recognition or awards:** The Company has received various awards and recognition during his tenure with the Company.
4. **Job profile and his suitability:** Mr. Mohmed Sohil Yusufbhai Dabhoya devotes his full time and attention to the business of the Company, subject to superintendence, control and directions of the Board. Mr. Mohmed Sohil Yusufbhai Dabhoya has rich experience in various fields and has been associated with the Company for more than 12 years which is compatible with the organisational requirements. It is felt that the Company would benefit under his leadership and guidance.
5. **Remuneration proposed:** As mentioned in the resolution.
6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Keeping in view the profile and the position of Whole-time Director and rich knowledge and experience of the appointee, the remuneration is fully justifiable and comparable to that prevailing in the industry.
7. **Keeping in view the profile and the position of Whole-time Director and rich knowledge and experience of the appointee, the remuneration is fully justifiable and comparable to that prevailing in the industry:** Besides the remuneration proposed, Mr. Mohmed Sohil Yusufbhai Dabhoya does not have any pecuniary relationship with the Company. Further, he is not related to any managerial personnel of the Company.

## II. OTHER INFORMATION:

1. **Reasons of loss or inadequate profits:** The Company does not envisage any loss or inadequate profits during the tenure of appointment of Mr. Mohmed Sohil Yusufbhai Dabhoya. However, in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Whole Time Director shall be within the maximum permissible limits specified under Section II of Part II of Schedule V of the Companies Act, 2013.
2. **Steps taken or proposed to be taken for improvement:** The Company has taken various steps on a regular basis to scale up the operations of the Company. Company has chalked out ambitious growth plans to scale up operations and profitability. Further, the management has adopted focused business strategies in all spheres of business activities to improve the sales and profitability of the Company.
3. **Expected increase in productivity and profits in measurable terms:** The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future.

## III. DISCLOSURES:

The following disclosures shall be mentioned in the Director's Report under the heading "Corporate Governance" attached to the financial statement: N.A.

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pensions, etc., of all the directors;
- (ii) Details of fixed component and performance linked incentives along with performance criteria;
- (iii) Service contracts, notice period, severance fees;
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Mohmed Sohil Yusufbhai Dabhoya, the proposed appointee, is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 4 of the Notice.

The Board of Directors and Nomination and Remuneration Committee is recommends the resolutions set out at Item Nos. 4 of the Notice for approval of the members by way of Ordinary Resolution.

## ITEM NO. 5

### APPROVAL OF RELATED PARTY TRANSACTIONS:

The Company is in the business of generation of solar power for which Mounting Structure for Solar is the key infrastructure which requires by the company in its ordinary course of business. The group company named K P Buildcon Private Limited ("KPB") is engaged in Fabrication & Galvanizing of all types of Structures including Solar Panel Mounting Structures, Solar Pump Structures etc. and Chairman and Managing Director Mr. Farukbhai Gulambhai Patel of the Company is also a director in the KPB. Another major challenge for the developing solar power project is to acquire land for that purpose. Accordingly, the Company entered / to be entered into contracts or arrangement with respect to purchasing land for development of solar power project from the directors (other than independent director) or from their relative of the same, if they owned the sufficient land at the favourable location as may deems fit by the Board of Directors of the Company to carried out ensuing solar power projects.

The Companies Act, 2013 aims to ensure transparency in the transactions and dealing with the related parties of the Company. The Provisions of Section 188 of the Companies Act, 2013 govern the Related Party Transactions for entering into any contract, transactions or arrangement with the related party (ies), the prior approval of the company requires by passing a resolution as prescribed in rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014. As per the Regulation 23 of the Listing Regulations, A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, shall require approval of the shareholders through ordinary resolution by the company.

Therefore, the Group company KPB and directors (other than independent director) and/or their relatives, if any, from whom land has been purchased / to be purchased in FY 2019-20 by the company are covered under the related party as per the section 2(76) of the Companies Act, 2013 and transactions of sale/purchase of land between the company and the directors (other than independent director) and/or their relatives, if any, and all the transactions made between the company and KPB are covered under the related party transactions under the relevant Provisions of Companies Act, 2013 and also under the applicable regulation of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The value of proposed aggregate transactions as mentioned above by the company with KPB and/or the directors (other than independent director) and/or from their relative is likely to exceed the below mentioned threshold limit during the financial year 2019-20. The particular of transactions entered / to be entered by the company along with annual limit with the related party (as defined under section 2(76) of the

Sr. No.	Name of the Related Party	Name of the Directors/ KMP who is related and nature of their relationship	Nature, Material Terms and particulars of the contract or arrangement	Estimated Amounts entered / to be entered in the FY 2019-20
1.	K P Buildcon Private Limited	Mr. Farukbhai Gulambhai Patel Chairman and Managing Director of the company (also a Director in K P Buildcon Private Limited)	Availing galvanizing & fabrication services, purchase of Solar Power Mounting Structure and other related materials	The below mentioned transaction that may entered / to be entered by the company which is repetitive in nature, in its ordinary course of business and at Arm's Length price in the financial year 2019-20: Sale, purchase or supply of any goods or material upto Rs. 25,00,00,000 (Rupees Twenty Five Crores)
2.	Directors (other than Independent Directors) of the Company and/or their relatives	Directors (other than Independent Directors) of the Company and/or their relatives	Purchase of Land for developing solar power project	The below mentioned transaction that may entered / to be entered by the company in its ordinary course of business and at Arm's Length price in the financial year 2019-20: selling or otherwise disposing of or buying property of any kind upto Rs. 20,00,00,000 (Rupees Twenty Crores)

As per the estimates, the above transactions would qualify as material related party transactions as they are likely to exceed 10% of the annual turnover of the company of the financial year 2018-19. All the proposed transactions put up for approval are in ordinary course of business and at arm's length price. The above contracts / arrangements / transactions were approved by the Audit Committee at its meeting held on August 31, 2019 and recommended by the Board of Directors for the approval of members of the Company. The Board is of the opinion that the aforesaid related party transaction is in the best interest of the Company.

None of the Directors or Key Managerial Personnel or their relatives except Directors (other than Independent Directors) of the Company and/or his/her relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5 of the Notice.

The Board of Directors and Audit Committee are recommends the resolutions set out at Item Nos. 5 of the Notice for approval of the members by way of Ordinary Resolution.

## ITEM NO. 6

### REVISION IN REMUNERATION PAYABLE TO MR. FARUKBHAJ GULAMBHAI PATEL (DIN: 00414045), CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY:

Mr. Farukbhai Gulambhai Patel, aged 47 years is presently designated as Chairman and Managing Director of the Company and also a promoter of the company. He has incorporated the Company in February 1, 2008 and from then the Company has been taking the advantage of his guidance and supervision. He has dedicated and meritorious services and significant contribution to the overall growth of the Company. Because of his sustained efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the Renewable energy sector (Solar) in Gujarat. He has wholesome exposure on all aspects of business of the Company and is engaged in supervision & conduct of business along with a team of senior management personnel, who assist him in carrying out his activities.

Mr. Farukbhai Gulambhai Patel has been re-appointed as Chairman and Managing Director of the Company for a period of 5 (Five) years w.e.f. January 17, 2018 upto January 16, 2023 in the Extra Ordinary General Meeting of the Company held on January 17, 2018 and remuneration of Mr. Farukbhai Gulambhai Patel is also approved by Members at the Extra Ordinary General Meeting upto the maximum limit including the minimum remuneration to be paid in case Company has no profits or the profits of the Company are inadequate as per Schedule V of the Companies Act, 2013, as approved and recommended by the Audit Committee, Nomination and Remuneration Committee and the Board.

Mr. Farukbhai Gulambhai Patel holds 92,20,000 equity shares having face value of Rs. 10 each as on March 31, 2019 in the Company. Therefore, he is interested in passing of this resolution by virtue of his directorship and to the extent of his shareholding in the Company.

The Board of Directors of the Company in its meeting held on August 31, 2019 approved the revision of remuneration paid to Mr. Farukbhai Gulambhai Patel, Chairman and Managing Director for the his remaining term of office, as recommended by the Nomination and Remuneration Committee in its meeting held on August 31, 2019 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013, at the terms and conditions as set out below:

- Basic Salary: Not exceeding Rs. 6,00,000/- (Rupees Six Lakhs only) per month as may be decided by the Board of Directors from time to time.
- Perquisites: He shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively called Perquisites) such as medical reimbursement, leave travel assistance, House Rent Allowance, City Compensatory Allowance, Laundry Allowance and any other perquisites as per the policy of the Company in force or as may be approved by the Board from time to time.
- In addition to the above, he shall be entitled to the allowance and benefits as per the policy of the Company in force and/or as may be approved by the Board from time to time, such as:
  - I. Company maintained car with driver.
  - ii. Company's contribution to Provident Fund
  - iii. Payment of gratuity and other retirement benefits
  - iv. Encashment of leave
  - v. Personal Accident, Mediclaim and Life Insurance under Employer – Employee scheme

None of the Directors or Key Managerial Personnel and/or their relatives except Mr. Farukbhai Gulambhai Patel, Chairman and Managing Director is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 6 of the Notice.

The Board of Directors and Nomination and Remuneration Committee are recommends the resolutions set out at Item Nos. 6 of the Notice for approval of the members by way of Ordinary Resolution.

## ITEM NO. 7

### SALE/TRANSFER OF UNDERTAKING UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 TO ITS WHOLLY OWN SUBSIDIARY:

Members of the Company are requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1)(a) of the Companies Act, 2013 states

states that the meaning of an 'undertaking' for the purposes of Section 180(1)(a) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1)(a) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

In order to meet specific objectives by way of obtaining finances, performing specific investment activities, to isolate financial risk and to avail other benefit by transferring assets/liabilities to the wholly owned subsidiary, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a special resolution to sell and/or transfer the whole or substantially the whole of the undertaking (as defined in Section 2(19AA) of Income Tax Act, 1961 & Section 180(1)(a) of the Companies Act, 2013 and any other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013) of the company along with all assets and liabilities, at such price and such terms and conditions (including the receipt of the consideration thereof) to any of its wholly owned subsidiary of the Company, whether existing or proposed to be incorporated as wholly owned subsidiary of the Company, in such manner as the Board deems appropriate with power to the Board of Directors to finalise the terms and conditions as well as the means, methods or modes in respect thereof and to finalise and execute all the required documents, memoranda, deeds of assignment/conveyance and other incidental transactional documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 7 of the Notice.

The Board of Directors are recommends the resolutions set out at Item Nos. 7 of the Notice for approval of the members by way of Special Resolution.

## ITEM NO. 8

### APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities of the Group. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan 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 the subsidiary, wholly own subsidiary or associate or joint venture or Group Company of the Company, whether existing or proposed to be incorporated, in which any director is deemed to be interested, for their principal business activities.

Keeping in view the Group's existing and future financial requirements and to support its business operations, the Company may need additional funds for both organic and inorganic growth of the Group. The consent of the members be and is hereby accorded to enable the Board of Directors to 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 or to be taken by the subsidiary, wholly own subsidiary or associate or joint venture or Group Company of the Company, whether existing or proposed to be incorporated, in which any director is deemed to be interested, upto an aggregate sum of **Rs. 400 Crores (Rupees Four Hundred Crores Only)** in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 8 of the Notice.

The Board of Directors are recommends the resolutions set out at Item Nos. 8 of the Notice for approval of the members by way of Special Resolution.

## ITEM NO. 9

### INCREASES IN BORROWING POWER OF THE COMPANY:

According to Companies (Amendments) Act, 2017 and Section 180(1)© of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid-up share capital, free reserves and securities premium apart from temporary loans obtained from the Company's Bankers, etc. in the ordinary course of business, except with the approval of the members of the Company by a Special Resolution.

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds for growth. Hence, the consent of the members be and is hereby accorded to enable the Board of Directors to raise finance together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may, at any time, exceed the aggregate of its paid-up share capital, free reserves and securities premium, that is to say reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors shall not at any time exceed the limit of **Rs. 600 Crores (Rupees Six Hundred Crores only)**

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 9 of the Notice.



The Board of Directors are recommends the resolutions set out at Item Nos. 9 of the Notice for approval of the members by way of Special Resolution.

#### ITEM NO. 10

##### **INCREASE IN LIMITS OF CREATING CHARGE/SECURITY OVER THE ASSETS/UNDERTAKING OF THE COMPANY:**

Pursuant to the provisions of Section 179 and 180(1)(a) and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) the Board of Directors of the Company shall not sell, lease or otherwise dispose of the whole or substantially whole or the undertaking of the Company and also shall not create further pledge, mortgage, hypothecation and/or Charge on the movable/immovable properties of the Company except with the approval of the members of the Company by Special Resolution. Therefore, the consent of the members be and is hereby accorded to enable the Board of Directors to create such charge/security in addition to existing on the movable & immovable properties of the Company shall not exceed at any point of time upto **Rs. 600 Crores (Rupees Six Hundred Crores)**.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 10 of the Notice.

The Board of Directors are recommends the resolutions set out at Item Nos. 10 of the Notice for approval of the members by way of Special Resolution.

#### ITEM NO. 11

##### **INCREASE IN THE LIMIT OF LOANS AND INVESTMENTS BY THE COMPANY:**

As per the provisions of Section 186 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), No company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to enable the Board of Directors of the Company for acquiring securities of any other body corporate, giving any loan and giving any guarantee or providing security, in connection with loans, Financial assistance to subsidiary of the Company, whether existing or proposed to be incorporated otherwise for an amount not exceeding **Rs. 600 crores (Rupees Six Hundred Crores only)**.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 11 of the Notice.

The Board of Directors are recommends the resolutions set out at Item Nos. 11 of the Notice for approval of the members by way of Special Resolution.

#### **Registered Office:**

Shop No. A-1/2, Firdos Tower, Near Fazal Tower,  
Adajan Patia,  
Surat-395 009  
Gujarat, India  
Tel.: +91-261-2764757  
Fax: +91-261-2764757  
E-mail: cs@kpgroup.co  
Website: www.kpiglobal.kpgroup.co

For and on behalf of  
**M/s K.P.I. Global Infrastructure Limited**

Sd/-  
**Rajvi Upadhyay**  
Company Secretary & Compliance Officer

Date: August 31, 2019  
Place: Surat

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING:****I. Re-appointment of Mr. Rajnikant Harilal Shah as a Director of the Company**

<b>Name of Director</b>	<b>Mr. Rajnikant Harilal Shah (DIN: 00113675)</b>
Date of Birth	November 17, 1953
Date of Appointment	October 30, 2015
Qualifications	B. Com. (Barfiwala College, Surat)
Expertise in Specific functional areas	Mr. Rajnikant Harilal Shah has a vast experience and holding one of the best positions in the Cement Industry, Construction and Land development, Automobile Industry and other businesses.
Directorship held in other public companies	NIL
Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee)	NIL
Number of Equity Shares held in the Company	2832
Relationship with other Directors Inter-se	None

**2.Regularization of Mr. Lakshmana Rao Vaddi as an Independent Director of the Company:**

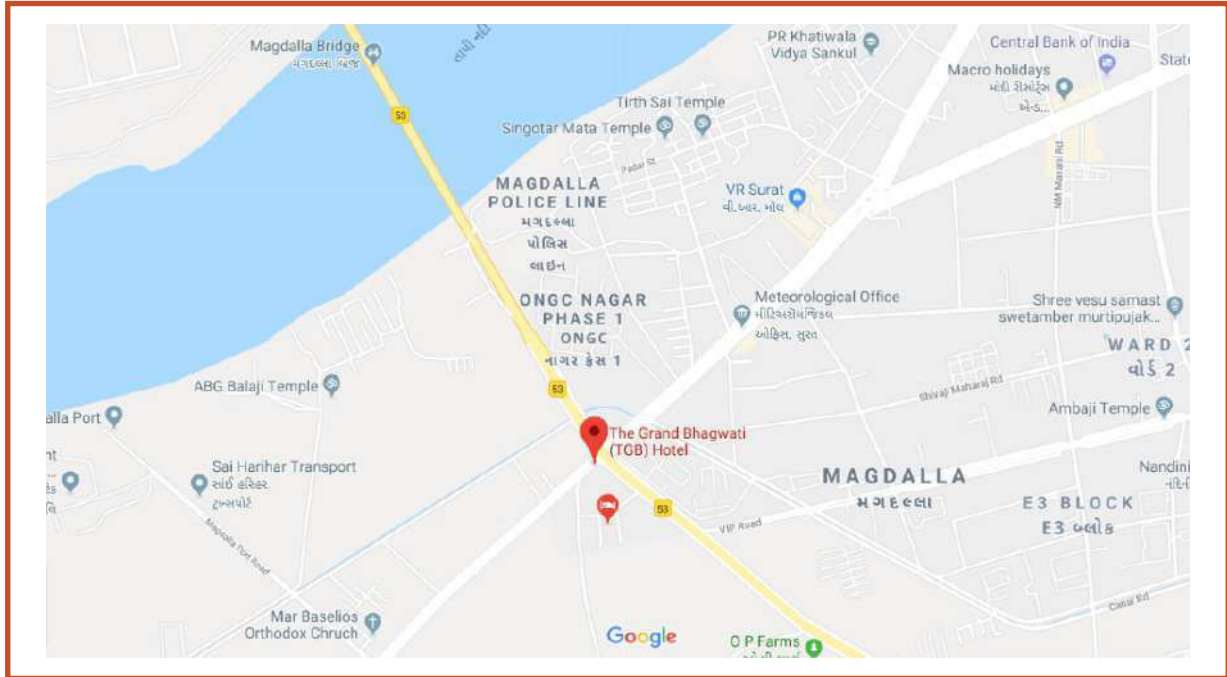
<b>Name of Director</b>	<b>Mr. Lakshmana Rao Vaddi (DIN: 08044133)</b>
Date of Birth	May 20, 1970
Date of Appointment	July 9, 2019
Qualifications	<ul style="list-style-type: none"> <li>• International Executive MBA in Supply Chain Management (Ulyanovsk State University, Russia)</li> <li>• M.Com (Sri Krishnadevaraya University, Andhra Pradesh)</li> <li>• B. Com (Acharya Nagarjuna University, Andhra Pradesh)</li> </ul>
Expertise in Specific functional areas	Mr. Lakshmana Rao Vaddi is a seasonal supply Chain professional having rich and varied experience of three decades in Manufacturing and Service industries. He has worked with companies like Bharti Airtel, Viom Networks (TATA Group Company), Tata Teleservices, Apollo tyres, Satyam Computers etc., at different levels in Supply Chain Management.
Directorship held in other public companies	NIL
Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee)	NIL
Number of Equity Shares held in the Company	NIL
Relationship with other Directors Inter-se	None

### 3.Appointment of Mr. Mohmed Sohil Yusufbhai Dabhoya as Whole time Director of the Company:

<b>Name of Director</b>	<b>Mr. Mohmed Sohil Yusufbhai Dabhoya (DIN: 07112947)</b>
Date of Birth	June 21, 1983
Date of Appointment	August 31, 2019
Qualifications	<ul style="list-style-type: none"> <li>• B. Com (Sheth C.D. Barfiwala College of Commerce Surat)</li> <li>• MBA (Sikkim Manipal University)</li> </ul>
Expertise in Specific functional areas	Mr. Mohmed Sohil Yusufbhai Dabhoya has been associated with the Company for more than 12 years. In the past years, he has effectively headed the Marketing Department, Purchase Department, HR Department and has also act as Business Development Officer, Public Relation Officer, Sr. Vice President (Marketing) Currently, he is actively headed and supervised the Marketing Department along with execution and operation part of the project of the Company.
Directorship held in other public companies	NIL
Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee)	NIL
Number of Equity Shares held in the Company	111592
Relationship with other Directors Inter-se	None

## Route Map to the venue of 11<sup>th</sup> Annual General Meeting

Venue: Topaz Hall, 1<sup>st</sup> Floor, The Grand Bhagwati, Magdalla Road, Dumas Road, Surat 395007, Gujarat.



**K.P.I. GLOBAL INFRASTRUCTURE LIMITED**

CIN: L40102GJ2008PLC083302

Reg. Off.: Shop No A-1/2, Firdos Tower, Near Fazal Tower,

Adajan Patia, Surat 395009, Gujarat, India

Tel. No.: 0261 2764757 Fax No.: 0261 2764757 Email: info@kpgroup.co

Website: www.kpiglobal.kpgroup.co

**11<sup>th</sup> Annual General Meeting on Saturday, September 28, 2019 at 3:00 PM**

**ATTENDANCE SLIP**

I/We hereby record my/our presence at the 11<sup>th</sup> Annual General Meeting of the Company held at **Topaz Hall, 1<sup>st</sup> Floor, The Grand Bhagwati, Magdalla Road, Dumas Road, Surat 395007** on Saturday, September 28, 2019 at 3:00 PM.

Folio No. ....

Client ID No. ....

DP ID No. ....

Name of The Member .....

Signature of Member .....

Name of Proxy Holder: .....

Signature of Proxy Holder: .....

NOTES:

1. Only Member/Proxyholder can attend the Meeting.
2. Please complete the Folio/DP-Client ID No. and name of the Member/Proxyholder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
3. A Member/Proxyholder attending the Meeting should bring the copy of the Annual Report for reference at the Meeting.



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Website: www.kpiglobal.kpgroup.co

**PROXY FORM (Form No.: MGT-11)**[Pursuant to section 105(6) of Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

Name of the member(s)	
Registered Address	
E-Mail ID	
Folio No./DP ID-Client ID No.	

I/we, being the member(s) of the above named Company, holding..... Shares, hereby appoint:

1. Name:..... Address: .....

E-mail Id: ..... Signature:....., or failing him/her

2. Name:..... Address: .....

E-mail Id: ..... Signature:....., or failing him/her

3. Name:..... Address: .....

E-mail Id: ..... Signature:....., or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11<sup>th</sup> ANNUAL GENERAL MEETING of the Company, to be held on Saturday, September 28, 2019 at 3:00 PM at Topaz Hall, 1st Floor, The Grand Bhagwati, Magdalla Road, Dumas Road, Surat 395007 on and at any adjournment thereof in respect of such resolutions as indicated below:

Resolution No.	Resolution	For	Against
<b>Ordinary Business</b>			
1	Adoption of Audited Financial Statements, Board's and Auditors' Report for the financial year ended March 31, 2019		
2	Re-appointment of Mr. Rajnikant Harilal Shah, who retires by rotation		
<b>Special Business</b>			
3	Appointment of Mr. Lakshmana Rao Vaddi (DIN: 08044133) as Independent Non-Executive Director of the Company		
4	Appointment of Mr. Mohmed Sohil Yusufbhai Dabhoya (DIN: 07112947) as Whole Time Director of the Company		



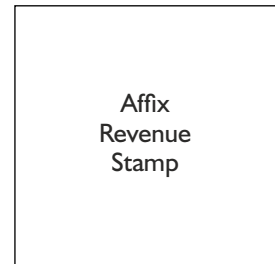
5	Approval of Related Party Transactions		
6	Revision in remuneration payable to Mr. Farukbhai Gulambhai Patel (DIN: 00414045), Chairman and Managing Director of the Company		
7	Sale/transfer of undertaking under section 180(1)(a) of the companies act, 2013 to its wholly own subsidiary		
8	Approval of loans, investments, guarantee or security under section 185 of companies act, 2013		
9	Increase in borrowing powers of the Company		
10	Increase in limits of creating charge/security over the assets/undertaking of the Company		
11	Increase in the limits of loans and investments by the Company		

\*I wish my above Proxy to vote in the manner as indicated in the box above.

Signed this ..... day of.....2019

Signature of Member(s) .....

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



**NOTES:**

1. This Form in order to be effective, should be duly filed, stamped, signed and deposited at the Registered Office of the Company, Shop No A-1/2, Firdos Tower, Near Fazal Tower, Adajan Patia, Surat 395009, Gujarat, India, not less than Forty-Eight (48) hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. This is only optional. Please put a 'v' in appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 11<sup>th</sup> ANNUAL GENERAL MEETING of the Company.



To,  
**K.P.I. Global infrastructure limited**  
Shop No A-1/2, Firdos Tower, Near Fazal  
Tower, Adajan Patia, Surat 395009,  
Gujarat, India.

To,  
**Bigshare Services Private Limited**  
Bharat Tin Works Building, 1<sup>st</sup> Floor,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri – East, Mumbai – 400059  
Maharashtra, India.

## UPDATION OF SHAREHOLDER INFORMATION

I / We request you to record the following information against my/our Folio No.:

### General Information:

Folio No.:	
Name of the first-named Member:	
PAN: *	
CIN/Registration No.: * (applicable to Corporate Members)	
Tel No. with STD Code:	
Mobile No.:	
Email Id:	

*\*Self-attested copy of the document(s) enclosed*

### Bank Details:

IFSC:  (11 digit)	MICR:  (9 digit)
Bank A/c Type:	Bank A/c No.: *
Name of the Bank:	
Bank Branch Address:	

*\* A blank cancelled cheque is enclosed to enable verification of bank details*

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/ RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained by you till I/We hold the securities under the above-mentioned Folio No.

Place:

Date:



\_\_\_\_\_  
Signature of Sole/First holder