

# Notice

**NOTICE** is hereby given that the **16<sup>th</sup> Annual General Meeting (AGM)** of the KPI Green Energy Limited ('the Company') will be held on Wednesday, September 25, 2024 at 11.00 a.m. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat 395017, Gujarat.

## ORDINARY BUSINESS:

- To receive, consider and adopt the:
  - audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
  - audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the report of the Auditors thereon.
- To confirm the payment of Interim Dividends of 2.50% and 2.50% aggregating to 5% which is Re. 0.50/- (Fifty Paise only) per equity share of ₹ 10/- each, which has already been paid to the shareholders within prescribed timeline, during the financial year 2023-24.
- To declare the final dividend at 4% i.e. Re. 0.20 (Twenty paise only) per Equity Shares of ₹ 5/- each for the financial year ended March 31, 2024.
- To appoint a Director in place of **Mr. Amitkumar Subhashchandra Khandelwal (DIN: 09287996)**, 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), **Mr. Amitkumar Subhashchandra Khandelwal (DIN: 09287996)**, who retires by rotation, and being eligible, seeks re-appointment, be and is hereby re-appointed as a Director, liable to retire by rotation."

## SPECIAL BUSINESS:

- Material Related Party Transaction(s) with KP Green Engineering Limited (Formerly known as K P Buildcon Private Limited):**

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Section 188 of the Companies Act, 2013, and other applicable provisions and the Rules framed thereunder, if any, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for entering into and/ or carrying out and/ or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier arrangements/ transactions or as fresh and independent

transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with **KP Green Engineering Limited (formerly known as K P Buildcon Private Limited)**, a commonly controlled group Company, falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the Listing Regulations, as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per the provisions of Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** that the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, and to take all such steps as may be required to give effect to this Resolution without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

- Material Related Party Transaction(s) with K.P. Energy Limited:**

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Section 188 of the Companies Act, 2013, and other applicable provisions and the Rules framed thereunder, if any, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for entering into and/ or carrying out and/ or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with **K.P. Energy Limited**, a commonly controlled group Company, falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the Listing Regulations, as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, notwithstanding the

fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per the provisions of Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** that the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, and to take all such steps as may be required to give effect to this Resolution without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

**7. Material Related Party Transaction(s) with Sun Drops Energia Private Limited:**

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Section 188 of the Companies Act, 2013, and other applicable provisions and the Rules framed thereunder, if any, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for entering into and/ or carrying out and/ or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with **Sun Drops Energia Private Limited**, a commonly controlled group Company, falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the Listing Regulations, as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per the provisions of Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** that the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, and to take all such steps as may be required to give effect to this Resolution without being required to seek

further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

**8. Material Related Party Transaction(s) with promoter and related entities:**

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Section 188 of the Companies Act, 2013, and other applicable provisions and the Rules framed thereunder, if any, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for entering into and/ or carrying out and/ or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with promoter and related entities, falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the Listing Regulations, as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per the provisions of Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** that the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, and to take all such steps as may be required to give effect to this Resolution without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

**9. Increase in Borrowing Powers of the Company:**

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 179, 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 ₹ 5000 Crores (Rupees Five Thousand Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit.

10. **Increase in limits of selling, leasing or otherwise disposing of the whole or substantially whole of the undertaking and/ or Creating Charge/Security over the Assets/Undertaking of the Company:**

To consider, and if thought fit, to pass the following Resolution, with or without modification, 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 (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), the consent of the members be and is hereby accorded for (i) selling, leasing or otherwise disposing of the whole or substantially whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings; (ii) creation of charge/ mortgage/ pledge/ hypothecation/ security in addition to existing charge/ mortgage/ pledge/ hypothecation/ security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/ or immovable properties, tangible or intangible assets of the Company, both present and future of every nature and kind whatsoever and/ or the whole or any part of the undertaking(s) of the Company, in certain events, to secure term loans/ working capital facilities/ External Commercial borrowings/ Debentures/ any other form of finance etc., the principal and/ or together with interest, charges, costs, expenses and all other monies payable by the Company, such mortgage and/ or charge and/ or lease/sell already created or to be created in future by the Company, shall not exceed at any point of time upto ₹ 5000 Crores (Rupees Five Thousand Crores) from any banks and/ or non-banking financial companies and/ or financial institutions and/ or any body corporate/ entity/entities and/ or other lender(s), Agent(s) and Trustee(s) whether from India or outside India, for securing the borrowings of the Company availed/ to be availed by way of loan(s) (in foreign currency

and/ or rupee currency) and securities in the nature of debt securities issued/ to be issued by the Company (comprising fully/ partly convertible debentures and/ or non-convertible debentures with or without detachable or non-detachable warrants and/ or secured premium notes and/ or floating rate notes/ bonds or other debt instruments) (hereinafter termed 'loans'), from time to time, the board as may be deems fit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit."

11. **Increase in the limits of Loans and Investments by the Company:**

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 179, 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 ₹ 5000 Crores (Rupees Five Thousand 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 of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in terms of the provisions of Section 186 of the Act, where a loan or guarantee is given or where a security has been provided by the Company to its wholly owned subsidiary Company or a joint venture Company, or acquisition is made by the Company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary Company, the aforementioned limits shall not apply.

**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. Giving loan or guarantee or providing security in connection with loan availed by K.P. Energy limited, in whom any of the Director of the Company is interested under Section 185 of the Companies Act, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by M/s K.P. Energy Limited ('KPE'), in whom the Director of the Company, either directly or indirectly, are interested, up to an amount not exceeding in aggregate ₹ 300 Crores (Rupees Three Hundred Crores only) at any time, provided that such loan to be utilized by KPE for their respective principal business activities only and such other details as mentioned in the explanatory statement.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Executive Directors of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**13. Giving loan or guarantee or providing security in connection with loan availed by KP Green Engineering Limited, in whom any of the Director of the Company is interested under Section 185 of the Companies Act, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to

exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by M/s KP Green Engineering Limited ('KPGE'), in whom the Director of the Company, either directly or indirectly, are interested, up to an amount not exceeding in aggregate ₹ 300 Crores (Rupees Three Hundred Crores only) at any time, provided that such loan to be utilized by KPGE for their respective principal business activities only and such other details as mentioned in the explanatory statement.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Executive Directors of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**14. Giving loan or guarantee or providing security in connection with loan availed by Sun Drops Energia Private Limited, in whom any of the Director of the Company is interested under Section 185 of the Companies Act, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by M/s Sun Drops Energia Private Limited ('Sun Drops'), in whom the Director of the Company, either directly or indirectly, are interested, up to an amount not exceeding in aggregate ₹ 500 Crores (Rupees Five Hundred Crores only) at any time, provided that such loan to be utilized by Sun Drops for their respective principal business activities only and such other details as mentioned in the explanatory statement.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Executive Directors of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**15. Re-appointment of Mr. Mohmed Sohil Dabhoya as Whole-Time Director for a term of five years:**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and also subject to the approval of the Central Government, if required, upon the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of **Mr. Mohmed Sohil Dabhoya (DIN: 07112947)**, as a Whole-Time Director of the Company for a period of 5 (five) years commencing from September 28, 2024 to September 27, 2029, liable to retire by rotation, on the terms and conditions including terms of remuneration as set out in the Explanatory Statement attached hereto and forming part of this notice with a liberty to Board of Directors (hereinafter referred to as the “Board” which shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment so as the total remuneration payable to him shall not exceed the limits specified in Schedule V to the Act including any statutory modification(s) or re-enactment thereof, for the time being in force and as agreed by and between the Board of Directors and Mr. Mohmed Sohil Dabhoya without any further reference to the Company in General Meeting.

**RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in the Act, wherein any financial year the Company has no profits or has inadequate profit, Mr. Mohmed Sohil Dabhoya will be paid minimum remuneration as stated in the Explanatory Statement or such remuneration as may be approved by the Board within the ceiling prescribed under Schedule V of the Act or any modification or re-enactment thereof at relevant time.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification by the Central Government to Schedule V to the Act, the Board be and is hereby authorized to vary and alter the terms of re-appointment including salary, commission, perquisites, allowances etc. payable to Mr. Mohmed Sohil Dabhoya within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Mohmed Sohil Dabhoya without any further reference to the Company in General Meeting.

**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.”

**16. Alteration of Object Clause of the Memorandum of Association of the Company:**

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

**“RESOLVED THAT** pursuant to provisions of Section 4, 13 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 requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, on the recommendation of Board of Directors of the Company, (hereinafter referred to as “Board” which term shall include any Committee or one or more Directors), the consent of the members of the Company be and is hereby accorded for alteration of the Main Object Clause of the Memorandum of Association of the Company by inserting the following new sub-clauses 9 and 10 after the existing sub-clause 8 of Clause III [A] of the MoA of the Company:

9. *To acquire, partner, take over, promote, establish, invest, operate, enter into and carry on all or any of the business of manufacturing, producing, processing, refining, importing, exporting, buying, selling, distributing, and dealing in hydrogen, ammonia, and their derivatives, by-products, and related chemicals, in any form, utilizing green energy sources such as solar, wind, hydro, and other renewables, including establishing, acquiring, constructing, operating, maintaining, and managing plants, refineries, pipelines, storage facilities, distribution networks, and other necessary infrastructure for these activities.*

10. *To conduct research, development, and innovation in technologies related to green hydrogen and clean ammonia, and to collaborate with governments, corporations, academic institutions, and other stakeholders to promote the adoption and utilization of these sustainable energy sources, providing consulting and advisory services both domestically and internationally.*

**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.”

**17. Payment of commission to the Non-Executive Director(s) including Independent Director(s) of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association, upon the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for payment of commission to the Non-Executive Director(s) including Independent Director(s) of the Company who is/are neither in the Whole-Time employment nor Managing Director, in addition to sitting fees being paid to them for attending the meeting of the Board and its Committees, a sum not exceeding 1% of the net

profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, for a period of three years from the financial year commencing from April 01, 2024, in such manner and up to such extent as the Board of Directors of the Company may, from time to time, determine.

**RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or has inadequate profit, the non-executive directors(s) including independent directors be paid minimum remuneration or such remuneration as may be approved by the Board within the ceiling prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof at relevant time, without any further reference to the Company in General Meeting.

**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."

**18. Payment of remuneration to Mrs. Venu Birappa (DIN: 09123017) (Non-Executive & Independent Director), which may exceed 50% of the total remuneration payable to all the Non-Executive Directors of the Company:**

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 Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended, approval of the members of the Company be and is hereby accorded for payment of remuneration to Mrs. Venu Birappa (DIN: 09123017), Non-Executive and Independent Director, for the Financial

Year 2024-25, which may exceed fifty per cent of the total remuneration that may be payable to all Non-Executive Directors of the Company for the Financial Year 2024-25.

**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."

**19. Ratification of Remuneration of cost auditor:**

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 148 and all other applicable provisions of the Companies Act, 2013, Companies (Cost Records and Audit) Rules 2014 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modifications or re-enactment thereof, for the time being in force), and on the recommendation of the Audit Committee and Board of Directors the Company, the members hereby ratifies the payment of remuneration of ₹ 45,000 (Rupees Forty Five thousand only) plus applicable taxes and out-of-pocket expenses incurred in connection with the audit, payable to **M/s. V. M. Patel & Associates**, Cost Accountants (Firm Registration No.101519), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2024-25."

**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."

For and on behalf of the Board of Directors  
**KPI Green Energy Limited**

**Rajvi Upadhyay**  
Company Secretary & Compliance Officer

Date: August 31, 2024  
Place: Surat

**Registered Office:**

'KP House', Near KP Circle, Opp. Ishwar Farm  
Junction BRTS, Canal Road, Bhatar,  
Surat 395017, Gujarat, India  
Tel.: +91 261 2234757  
Fax: +91 261 2234757  
Email: [info@kpigroup.co](mailto:info@kpigroup.co)  
Website: [www.kpigreenenergy.com](http://www.kpigreenenergy.com)

## Notes:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 ('MCA Circulars') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the 16<sup>th</sup> Annual General Meeting ('AGM') of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM only.
2. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special business to be transacted pursuant to Section 102 of the Companies Act, 2013 (the 'Act') and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') is annexed hereto.
3. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Act, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/reports/ documents/intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/ update their email addresses with their Depository Participant(s).
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") ), as revised with effect from April 01, 2024, read with Clarification/Guidance on applicability of Secretarial Standards 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
7. Pursuant to the provisions of Section 113 of the Act, Body Corporates/Institutional/Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on [cs@kpigroup.co](mailto:cs@kpigroup.co) from their registered Email ID a scanned copy (PDF/ JPG format) of certified copy of the Board Resolution/ Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. In line with the Ministry of Corporate Affairs Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.kpigreenenergy.com](http://www.kpigreenenergy.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
10. The Register of members and share transfer books of the Company will remain closed from Wednesday, September 18, 2024 to Wednesday, September 25, 2024 (both days inclusive) for the purpose of AGM.
11. Members seeking any information with regard to accounts are requested to write to the Company atleast 7 days before the meeting so as to enable the management to keep the information ready.
12. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
13. Process and manner for Members opting for voting through Electronic means:
  - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose,

the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL'), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-Voting as well as e-Voting system on the date of the AGM will be provided by NSDL.

- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, September 17, 2024, shall be entitled to avail the facility of remote e-Voting as well as e-Voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Tuesday, September 17, 2024 shall be entitled to exercise his/her vote either electronically i.e. remote e-Voting or e-Voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-Voting will commence on Sunday, September 22, 2024, at 9.00 a.m. and will end on Tuesday, September 24, 2024 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Tuesday, September 17, 2024, may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-Voting module shall be disabled for voting by CDSL thereafter.
- v. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Tuesday, September 17, 2024.
- vii. The Company has appointed M/s. Chirag Shah and Associates, Practising Company Secretaries, to act as the Scrutinizer for remote e-Voting as well as the e-Voting on the date of the AGM, in a fair and transparent manner.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab.

## THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on September 22, 2024 at 9.00 a.m. and ends on September 24, 2024 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 17, 2024 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.



Type of shareholders	Login Method
	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' Section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' Section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

### Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 48867000 / 022 - 24997000.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-Voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

**For Physical shareholders and other than individual shareholders holding shares in Demat.**

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <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.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab. wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Company - KPI Green Energy Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non-Individual Shareholders and Custodians - For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@kpigroup.co](mailto:cs@kpigroup.co), if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/ THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven (7) days prior to meeting mentioning their name, demat

account number/folio number, email id, mobile number at [cs@kpigroup.co](mailto:cs@kpigroup.co). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@kpigroup.co](mailto:cs@kpigroup.co). These queries will be replied to by the Company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

1. **For Physical shareholders:** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. **For Demat shareholders:** please update your email id & mobile no. with your respective **Depository Participant (DP)**.
3. **For Individual Demat shareholders:** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

## Contact Details:

<b>Company</b>	KPI Green Energy Limited Regd. Office: 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat 395017, Gujarat, India CIN: L40102GJ2008PLC083302 Email ID: <a href="mailto:cs@kpgroup.co">cs@kpgroup.co</a>
<b>Registrar and Transfer Agent</b>	<b>Bigshare Services Private Limited</b> Registered Office: Pinnacle Business Park, Office No S6-2, 6 <sup>th</sup> floor, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai 400093, Maharashtra Tel. No.: 022 62638200, Fax No.: 022 62638299 Email: <a href="mailto:info@bigshareonline.com">info@bigshareonline.com</a> Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>
<b>e-Voting Agency</b>	Central Depository Services (India) Limited E-mail ID: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Phone: 1800 22 55 33
<b>Scrutinizer</b>	<b>M/s. Chirag Shah &amp; Associate</b> Practicing Company Secretaries, 1213-1214, Ganesh Glory, Nr. Jagatpur Crossing, Besides Ganesh Genesis, Off. S.G. Highway, Ahmedabad - 382481

## Annexure to Notice

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

#### ITEM NO. 5, 6, 7 & 8

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned Company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 Crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company, along with its subsidiary(ies), propose to enter into certain related party transaction(s) as mentioned below, on

mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company, either directly or along with its subsidiary(ies). All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction(s), subject to approval of the members, while noting that such transactions shall be on arms' length basis and in the ordinary course of business of the Company. Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 5, 6, 7 & 8 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

#### A. Resolution Item No. 5:

##### Background, details and benefits of the transaction

KPI Green Energy Limited ('KPI') and KP Green Engineering Limited (Formerly known as K P Buildcon Private Limited) ('KPGE') are commonly controlled entities. Both, KPI and KPGE are located in India and are related parties to each other. KPGE is engaged in the business of Fabrication and Hot-Dip Galvanising of Transmission Line Structure, Windmill Structures, Telecom Towers, Substation & Switchyard Structures, Solar Module Mounting structure, Cable trays, Earthing strips, pole structure, operation and maintenance of Optical Fiber Cable infrastructure, etc.

KPI is in the business of renewable energy generation focused on providing Solar and Wind-Solar Hybrid Power by own and through its wholly owned subsidiaries/ subsidiaries, both as an Independent Power Producer ('IPP') under the brand name of 'Solarism' and as service provider to Captive Power Producer ('CPP') customers. Under IPP Segment, the Company build, own, operate and maintain grid connected renewable power projects as IPP and generate revenue by entering into Power Purchase Agreements ('PPA') with third parties for selling power units generated through both Solar and Wind-Solar Hybrid Power projects. Under CPP Segment, the Company develop, transfer, operate and maintain grid connected Solar and Wind-Solar Hybrid Power projects for CPP customers and generate revenue by selling these projects to CPP customers for their captive use requirements.

KPI for developing Solar and Wind-Solar Hybrid Power project for the captive use of CPP Customers as well as for supplying power to the clients from own IPP plant requires certain materials including Transmission Line Structure, Solar Module Mounting structure, pole structure, Isolators, 11kV pole, 33kV pole, Solar tracker material, Substation Structures, Cable trays, Earthing strips, hardware material etc. It would be in the best interest of the Company to procure these materials from KPGE in order to achieve the delivery timelines. KPGE being the related Company, all materials sourcing becomes faster and at beneficial arm length rates in the Ordinary course of the business. Therefore, this transaction between KPI and KPGE is essential of the Company and in the beneficial interest of the Company.

Details of the proposed RPTs between KPI and KPGE, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are as follows:

Sr. No.	Description	Details of proposed RPTs between KPI and KPGE
1.	<b>Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.</b>	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	KP Green Engineering Limited is a group Company of KPI and both are related parties by virtue of the common control of management.

Sr. No.	Description	Details of proposed RPTs between KPI and KPGE
b.	Type, material terms and particulars of the proposed RPTs.	<p>KPI and KPGE have propose to enter into the following Related Party Transactions:</p> <ul style="list-style-type: none"> <li>• Purchase, sale or supply of any goods or materials;</li> <li>• Selling or otherwise disposing of, or buying, property of any kind;</li> <li>• Providing loans and advances;</li> <li>• Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements;</li> <li>• Availing/ rendering of engineering/ Procurement/ Construction/ Commissioning and other non-engineering services;</li> <li>• Availing or rendering of any services</li> <li>• Reimbursement of expenses.</li> </ul> <p>Further, the material terms and conditions are based on the contracts/ purchase orders which inter alia include the rates based on prevailing/ extent market conditions and commercial terms as on the date of entering into the contract(s).</p>
c.	Value of Transaction	Upto ₹ 1000 Crores (Rupees One Thousand Crores only)
d.	Tenure of the proposed transaction (particular tenure shall be specified)	For three financial years from FY 2024-25 to FY 2026-27
e.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	96.81%
2.	Justification for the proposed RPTs.	Please refer to "Background, details and benefits of the transaction", which forms part of the explanatory statement to the resolution no. 5.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
a.	Details of the source of funds in connection with the proposed transaction.	
b.	Details of financial indebtedness incurred	KPI on its own and along with its subsidiaries is growing and, in this pursuit, it is exploring opportunities developing greenfield power projects under the IPP and CPP segment. For funding of these renewable energy projects / requirements and any cashflow mismatch, KPI may, in its ordinary course of business, require borrowing / corporate guarantee. The terms of borrowing including interest rates shall be mutually agreed subject to the applicable provisions of the Companies Act 2013 and on arm's length basis.
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	
4.	Copy of the valuation or other external party report, if any such report has been relied upon	
5.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Dr. Faruk G. Patel, Chairman & Managing Director of KPI, is also Director of the KPGE. His interest or concern, is limited only to the extent of his shareholding and directorship / KMP position in KPI and KPGE.
6.	Any other information relevant or important for the members to take a decision on the proposed transaction.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

#### Arm's length pricing:

The related party transaction(s)/ contract(s)/ arrangement(s) mentioned in this proposal has been reviewed by the Audit Committee of the Company. The related party transaction(s)/ contract(s) / arrangement(s) to be entered are qualified as contract under ordinary course of business.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 5. Dr. Faruk G. Patel, Chairman & Managing Director of the Company, Mr. Amit Khandelwal, Director, Mr. Tejpalsingh Jagatsingh Bisht and their relatives to the extent of their shareholding interest, are deemed to be interested or concerned in the said resolution, being the Non-Executive Directors of KPGE.

The Board of Directors and Audit Committee recommends the resolution set out at Item No. 5 of the Notice for approval of the members of the Company.

None of the other Directors except mentioned above or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 5 of this Notice.

## B. Resolution Item No. 6:

### Background, details and benefits of the transaction

KPI Green Energy Limited ('KPI') and K.P. Energy Limited ('KPE') are commonly controlled entities. Both, KPI and KPE are located in India and are related parties to each other. KPE is in the business of providing turnkey EPCC services for development of the Balance of Plants of the Wind Power Projects and Wind-Solar Hybrid Power Projects including identification and acquisition of land, civil activities, electrical activities including development of the power evacuation facilities for the project, obtaining permits and approvals for the Project etc. It also provides operation and maintenance services of the Balance of Plant of the project for the operational life of the project through its wholly owned subsidiary KP Energy OMS Limited. KPE has its own renewable energy generation capacity of 19.9 MW including wind energy assets of 8.4 MW (4\*2.1 MW) and 11.5 MW<sup>dc</sup> solar power plants.

KPI is in the business of renewable energy generation focused on providing Solar and Wind-Solar Hybrid Power by own and through its wholly owned subsidiaries / subsidiaries, both as an Independent Power Producer ('IPP') under the brand name of 'Solarism' and as service provider to Captive Power Producer ('CPP') customers. Under IPP Segment, the Company build, own, operate and maintain grid connected renewable power projects as IPP and generate revenue by entering into Power Purchase Agreements ('PPA') with third parties for selling power units generated through both Solar and Wind-Solar Hybrid Power projects. Under CPP Segment, the Company develop, transfer, operate and maintain grid connected Solar and Wind-Solar Hybrid Power projects for CPP customers and generate revenue by selling these projects to CPP customers for their captive use requirements.

Under the Gujarat Renewable Energy Policy-2023, KPI is developing various Projects in Gujarat where in expertise of KPE can be utilised for the Wind project capacity in the Hybrid power projects. KPI also develops wind solar hybrid power project for KPE in its ordinary course of business at arm's length basis. KPE is having expertise in development of large and utility scale wind power projects and KPI has the expertise of development of the solar power projects. This allows both companies to leverage each other's expertise in the development of various renewable energy projects. It will be in the mutual interest of both the Companies to utilise the respective expertise and execute the Projects under the existing and future renewable energy policy of the state. Further, both the companies can utilise each other expertise for Operation and Maintenance of renewable energy projects.

Details of the proposed RPTs between KPI and KPE, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are as follows:

Sr. No.	Description	Details of proposed RPTs between KPI and KPGE
1.	<b>Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.</b>	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	K.P. Energy Limited is a group Company of KPI Green Energy Limited and both are related party by virtue of the common control of management.
b.	Type, material terms and particulars of the proposed RPTs.	<p>KPI and KPE have propose to enter into the following Related Party Transactions:</p> <ul style="list-style-type: none"> <li>Purchase, sale, or supply of any goods or materials;</li> <li>Development of the renewable power projects by KPI and KPE for each other including their respective affiliates and customers;</li> <li>Providing loans and advances;</li> <li>Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements;</li> <li>Availing/ rendering of engineering/ Procurement/ Construction/ Commissioning and other non-engineering services;</li> <li>Operation &amp; Maintenance (O&amp;M) Services;</li> <li>Reimbursement of expenses;</li> </ul> <p>Further, the material terms and conditions are based on the contracts/ purchase orders which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).</p>
c.	Value of Transaction	Upto ₹ 1000 Crores (Rupees One Thousand Crores only)
d.	Tenure of the proposed transaction (particular tenure shall be specified)	For three financial years from FY 2024-25 to FY 2026-27

Sr. No.	Description	Details of proposed RPTs between KPI and KPGE
	e. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	96.81%
2.	Justification for the proposed RPTs.	Please refer to "Background, details and benefits of the transaction", which forms part of the explanatory statement to the resolution no. 6.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
	a. Details of the source of funds in connection with the proposed transaction.	
	b. Details of financial indebtedness incurred	KPI on its own and along with its subsidiaries is growing and, in this pursuit, it is exploring opportunities developing greenfield power projects under the IPP and CPP segment. For funding of these renewable energy projects / requirements and any cashflow mismatch, KPI may, in its ordinary course of business, require borrowing / corporate guarantee. The terms of borrowing including interest rates shall be mutually agreed subject to the applicable provisions of the Companies Act 2013 and on arm's length basis.
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
	d. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	
4.	Copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
5.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Dr. Faruk G. Patel, Chairman & Managing Director of KPI, is also Managing Director of the KPE. His interest or concern, is limited only to the extent of his shareholding and directorship / KMP position in KPI and KPE.
6.	Any other information relevant or important for the members to take a decision on the proposed transaction.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

#### Arm's length pricing:

The related party transaction(s)/ contract(s)/ arrangement(s) mentioned in this proposal has been reviewed by the Audit Committee of the Company. The related party transaction(s)/ contract(s) / arrangement(s) to be entered are qualified as contract under ordinary course of business.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 6. Dr. Faruk G. Patel, Chairman & Managing Director, Mrs. Bhadrabala Joshi, Mr. Amit Khandelwal and Mrs. Venu Birappa Non-executive Directors of the Company, and their relatives to the extent of their shareholding interest, are deemed to be interested or concerned in the said resolution, being a Managing Director and Non-Executive Directors of KPE.

The Board of Directors and Audit Committee recommends the resolution set out at Item No. 6 of the Notice for approval of the members of the Company.

None of the other Directors except mentioned above or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 6 of this Notice.

#### C. Resolution Item No. 7:

##### Background, details and benefits of the transaction

KPI Green Energy Limited ('KPI') and Sun Drops Energia Private Limited ('Sun Drops') are commonly controlled entities. Both, KPI and Sun Drops are located in India and are related parties to each other and engaged in the business of renewable energy generation focused on providing Solar and Wind-Solar Hybrid Power by own and through its wholly owned subsidiaries / subsidiaries, both as an Independent Power Producer ('IPP') under the brand name of 'Solarism' and as service provider to Captive Power Producer ('CPP') customers. Under IPP Segment, the Company build, own, operate and maintain grid connected renewable power projects as IPP and generate revenue by entering into Power Purchase Agreements ('PPA') with third parties for selling power units generated through both Solar and Wind-Solar Hybrid Power projects. Under CPP Segment, the Company develop, transfer, operate and maintain grid connected Solar and Wind-Solar Hybrid Power projects for CPP customers and generate revenue by selling these projects to CPP customers for their captive use requirements.

Sun Drops is a wholly-owned subsidiary of KPI, accordingly all the financial transactions between them are exempted from the ambit of prior approval of shareholders for entering into related party transactions. However, it is expected that Sun Drops shall become a regular subsidiary from the current status of wholly-owned subsidiary. Therefore, any material related party transactions between KPI and Sun Drops in the ordinary course of business, on an arm's length basis, will also require prior shareholder approval. Consequently, shareholder approval is being sought through this ordinary resolution.



Details of the proposed RPTs between KPI and Sun Drops, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are as follows:

Sr. No.	Description	Details of proposed RPTs between KPI and Sun Drops
1.	<b>Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.</b>	
	a. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Sun Drops Energia Private Limited is a wholly owned subsidiary of KPI Green Energy Limited and both are related party by virtue of the common control of management.
	b. Type, material terms and particulars of the proposed RPTs.	<p>KPI and Sun Drops have propose to enter into the following Related Party Transactions:</p> <ul style="list-style-type: none"> <li>• Purchase, sale or supply of any goods or materials;</li> <li>• Development of the renewable power projects by KPI and Sun Drops for each other including their respective affiliates and customers;</li> <li>• Selling or otherwise disposing of, or buying, property of any kind;</li> <li>• Providing loans / advances;</li> <li>• Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements;</li> <li>• Availing/ rendering engineering/ Procurement/ Construction/ Commissioning and any other services offered by Sun Drops;</li> <li>• Operation &amp; Maintenance (O&amp;M) Services;</li> <li>• Reimbursement of expenses.</li> </ul> <p>Further, the material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extent market conditions and commercial terms as on the date of entering into the contract(s).</p>
	c. Value of Transaction	Upto ₹ 1000 Crores (Rupees One Thousand Crores only)
	d. Tenure of the proposed transaction (particular tenure shall be specified)	For three financial years from FY 2024-25 to FY 2026-27
	e. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	96.81%
2.	Justification for the proposed RPTs.	Please refer to "Background, details and benefits of the transaction", which forms part of the explanatory statement to the resolution no. 7.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
	a. Details of the source of funds in connection with the proposed transaction.	
	b. Details of financial indebtedness incurred	KPI on its own and along with its subsidiaries is growing and, in this pursuit, it is exploring opportunities developing greenfield power projects under the IPP and CPP segment. For funding of these renewable energy projects / requirements and any cashflow mismatch, KPI may, in its ordinary course of business, require borrowing / corporate guarantee. The terms of borrowing including interest rates shall be mutually agreed subject to the applicable provisions of the Companies Act 2013 and on arm's length basis.
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
	d. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	
4.	Copy of the valuation or other external party report, if any such report has been relied upon	
5.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Dr. Faruk G. Patel, Chairman & Managing Director of KPI, is also Director of the Sun Drops. His interest or concern, is limited only to the extent of his shareholding and directorship / KMP position in KPI and Sun Drops.
6.	Any other information relevant or important for the members to take a decision on the proposed transaction.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

### Arm's length pricing:

The related party transaction(s)/ contract(s)/ arrangement(s) mentioned in this proposal has been reviewed by the Audit Committee of the Company. The related party transaction(s)/ contract(s) / arrangement(s) to be entered are qualified as contract under ordinary course of business.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 7. Dr. Faruk G. Patel, Chairman & Managing Director & Mr. Mohmed Sohail Dabhoya, Whole-Time Director of the Company and his relatives to the extent of their shareholding interest, is deemed to be interested or concerned in the said resolution, being a Directors of Sun Drops.

The Board of Directors and Audit Committee recommends the resolution set out at Item No. 7 of the Notice for approval of the members of the Company.

None of the other Directors except mentioned above or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 7 of this Notice.

Details of the proposed RPTs between KPI and Promoter and related entities, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are as follows:

Sr. No.	Description	Details of proposed RPTs between KPI and Promoter and related entities
1.	<b>Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.</b>	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Promoter of KPI and related entities.
b.	Type, material terms and particulars of the proposed RPTs.	<p>The Company and Promoter including his firm have propose to enter into the following Related Party Transactions:</p> <ul style="list-style-type: none"> <li>• Purchase / sale / transfer / exchange / lease of business assets including land, plant and equipment, intangible assets, transfer of technology and other movable and immovable assets to meet the business objectives and requirements;</li> <li>• Availing or rendering of any services.</li> </ul> <p>Further, the material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).</p>
c.	Value of Transaction	Upto ₹ 500 Crores (Rupees Five Hundred Crores only)
d.	Tenure of the proposed transaction (particular tenure shall be specified)	For three financial years from FY 2024-25 to FY 2026-27
e.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	48.41%
2.	Justification for the proposed RPTs.	Please refer to "Background, details and benefits of the transaction", which forms part of the explanatory statement to the resolution no. 8.

### D. Resolution Item No. 8:

#### Background, details and benefits of the transaction

KPI is in the business of renewable energy generation focused on providing Solar and Wind-Solar Hybrid Power by own and through its wholly owned subsidiaries / subsidiaries, both as an Independent Power Producer ('IPP') under the brand name of 'Solarism' and as service provider to Captive Power Producer ('CPP') customers. Under IPP Segment, the Company build, own, operate and maintain grid connected renewable power projects as IPP and generate revenue by entering into Power Purchase Agreements ('PPA') with third parties for selling power units generated through both Solar and Wind-Solar Hybrid Power projects. Under CPP Segment, the Company develop, transfer, operate and maintain grid connected Solar and Wind-Solar Hybrid Power projects for CPP customers and generate revenue by selling these projects to CPP customers for their captive use requirements.

For the purpose of development of solar and wind solar hybrid power projects, land is essential resource. There is requirement for acquisition of land parcels on lease and outright sale basis. Approval of the members of KPI is required for the purpose of acquisition of land and associated lease rights/usage rights of land from promoter and related entities.

Sr. No.	Description	Details of proposed RPTs between KPI and Promoter and related entities
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
	a. Details of the source of funds in connection with the proposed transaction.	
	b. Details of financial indebtedness incurred	
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	d. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	
4.	Copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
5.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Dr. Faruk G. Patel being Promoter, Chairman & Managing Director of KPI and other relatives of the Promoter of the Company.
6.	Any other information relevant or important for the members to take a decision on the proposed transaction.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

#### Arm's length pricing:

The related party transaction(s)/ contract(s)/ arrangement(s) mentioned in this proposal has been reviewed by the Audit Committee of the Company. The related party transaction(s)/ contract(s) / arrangement(s) to be entered are qualified as contract under ordinary course of business.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 8. Dr. Faruk G. Patel, Promoter, Chairman & Managing Director and his relatives to the extent of their shareholding interest, is deemed to be interested or concerned in the said resolution.

The Board of Directors and Audit Committee recommends the resolution set out at Item No. 8 of the Notice for approval of the members of the Company.

None of the other Directors except mentioned above or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 8 of this Notice.

#### ITEM NO. 9

Section 180(1)(c) 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 ₹ 5000 Crores (Rupees Five Thousand Crores Only).

The Board of Directors recommends the resolution set out at Item No. 9 of the Notice for approval of the members of the Company.

None of the Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 9 of this Notice.

#### ITEM NO. 10

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 the whole of 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 (i) selling, leasing or otherwise disposing of the whole or substantially whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings; (ii) creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future of every nature and kind whatsoever and / or the whole or any part of the undertaking(s) of the Company, in certain events, to secure term loans/ working capital facilities / External Commercial borrowings/ Debentures/ any other form of finance etc., the principal and/or together with interest, charges,

costs, expenses and all other monies payable by the Company, such mortgage and/or charge and/or lease/sell already created or to be created in future by the Company, shall not exceed at any point of time upto ₹ 5000 Crores (Rupees Five Thousand Crores) from any banks and/or non-banking financial companies and/or financial institutions and/or any body corporate/ entity/entities and/or other lender(s), Agent(s) and Trustee(s) whether from India or outside India, for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities in the nature of debt securities issued/ to be issued by the Company (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments) (hereinafter termed 'loans'), from time to time, the board as may be deems fit.

The Board of Directors recommends the resolution set out at Item No. 10 of the Notice for approval of the members of the Company.

None of the Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 10 of this Notice.

#### ITEM NO. 11

To achieve long-term strategic and business objectives, Company proposes to invest in other bodies corporate or grant loans, give corporate guarantees or provide securities to other persons or other body corporate as and when required. Pursuant to the provisions of Section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account, whichever is higher.

Accordingly, the Board of Directors of the Company proposes to seek approval of shareholders by way of special resolution to authorize the Board to exercise powers for an amount not exceeding ₹ 5000 Crores (Rupees Five Thousand Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013 and rules made thereunder.

The Board of Directors recommends the resolution set out at Item No. 11 of the Notice for approval of the members of the Company.

None of the Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 11 of this Notice.

#### ITEM NO. 12

The Company may have to render support for the principal business requirements of its group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the 'Entities'), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan / Guarantee / providing any security to such Entities.

Section 185 of the Companies Act, 2013 further provides that a Company may advance any loan including any loan represented

by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director(s) of the Company is interested subject to the approval of the Members of the Company by way of a special resolution and the loans are utilized by the borrowing Companies for its principal business activities.

Accordingly, the Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with any Loan taken/to be taken by M/s K.P. Energy Limited ('KPE'), in whom the Director(s) of the Company, either directly or indirectly, are interested, for the purpose of their principal business activities i.e. for the development of renewable energy projects and other matters connected and incidental thereon.

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

Dr. Faruk G. Patel, Chairman & Managing Director, Mr. Amitkumar Khandelwal, Mrs. Venu Birappa & Mrs. Bhadrabala Joshi, Non-executive Directors of the Company, and their relatives to the extent of their shareholding interest, are deemed to be interested or concerned in the said resolution, being a Managing Director, Whole-Time Director and Non-Executive Directors of KPE.

The Board of Directors recommends the resolution set out at Item No. 12 of the Notice for approval of the members of the Company.

None of the other Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 12 of this Notice.

#### ITEM NO. 13

The Company may have to render support for the principal business requirements of its group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the 'Entities'), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan / Guarantee / providing any security to such Entities.

Section 185 of the Companies Act, 2013 further provides that a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director(s) of the Company is interested subject to the approval of the Members of the Company by way of a special resolution and the loans are utilized by the borrowing Companies for its principal business activities.

Accordingly, the Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for advancing loan(s) or providing guarantee or securities in connection with any Loan taken/to be taken by M/s KP Green Engineering Limited ('KPGE'), in whom the Director(s) of the Company, either directly or indirectly, are interested, for the purpose of their principal business activities and other matters connected and incidental thereon.

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

Dr. Faruk G. Patel, Chairman & Managing Director, Mr. Amitkumar Khandelwal, Non-Executive Director, Mr. Tejpalsingh Bisht, Independent Director of the Company and their relatives to the extent of their shareholding interest, are deemed to be interested or concerned in the said resolution, being a Non-Executive Directors and Independent Director of KPGE.

The Board of Directors recommends the resolution set out at Item No. 13 of the Notice for approval of the members of the Company.

None of the other Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 13 of this Notice.

#### ITEM NO. 14

The Company may have to render support for the principal business requirements of its group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the 'Entities'), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan / Guarantee / providing any security to such Entities.

Section 185 of the Companies Act, 2013 further provides that a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director(s) of the Company is interested subject to the approval of the Members of the Company by way of a special resolution and the loans are utilized by the borrowing Companies for its principal business activities.

Sun Drops is currently a wholly-owned subsidiary of KPI, so advancing any loans, giving guarantees, or providing security in connection with any loans between them does not require shareholder approval. However, it is expected that Sun Drops shall become a regular subsidiary from the current status of wholly-owned subsidiary. Therefore, any loan advances, guarantees, or securities provided between KPI and Sun Drops, in connection with any loan taken in whom any of the Director(s) of the Company is interested, will also require shareholder approval. Consequently, shareholder approval is being sought through this ordinary resolution.

Accordingly, the Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for advancing loan(s) or providing guarantee or securities in connection with any Loan taken/to be taken by M/s Sun Drops Energia Private Limited ('Sun Drops'), in whom the Director(s) of the Company, either directly or indirectly, are interested, for the purpose of their principal business activities and other matters connected and incidental thereon.

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

Dr. Faruk G. Patel, Chairman & Managing Director, Mr. Mohmed Sohil Dabhoya, Whole-Time Director of the Company and their relatives to the extent of their shareholding interest, are deemed to be interested or concerned in the said resolution, being a Directors of Sun Drops.

The Board of Directors recommends the resolution set out at Item No. 14 of the Notice for approval of the members of the Company.

None of the other Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 14 of this Notice.

#### ITEM NO. 15

The Shareholders of the Company, at their 11<sup>th</sup> Annual General Meeting held on September 28, 2019 appointed Mr. Mohmed Sohil Dabhoya (DIN: 07112947) as Whole-time Director of the Company for a term of five years upto September 27, 2024, liable to retire by rotation. The Board of Directors and the Nomination and Remuneration Committee approved re-appointment of Mr. Mohmed Sohil Dabhoya (DIN: 07112947), liable to retire by rotation, for a further period of 5 (five) years from September 28, 2024 upto September 27, 2029, subject to approval of Shareholders at this Annual General Meeting.

Mr. Dabhoya has granted the consent for his re-appointment for a further period of 5 (five) years w.e.f. August 31, 2024 as a Whole-Time Director of the Company. Further, as per confirmation received from him, he satisfies all the conditions as set out in Section 196 (3) of the said Act and Part-I of Schedule V thereof and hence, is eligible for reappointment and not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The remuneration payable to Mr. Dabhoya, Whole-Time Director of the Company, which shall in no case exceed the overall limit of five percent (5%) of the net profits of the Company as applicable to each of the Managing/Whole-Time Directors of the Company and/or ten percent (10%) of the net profits of the Company for all Managing/ Whole-time Directors 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. Broad particulars of the terms of re-appointment and remuneration payable to Mr. Dabhoya are as under:

#### REMUNERATION, PERQUISITES, ALLOWANCES & OTHER BENEFITS:

In consideration of the performance of his duties to the Company, Mr. Dabhoya shall be entitled to the following remuneration subject to applicable taxes:

- **Basic Salary:** Not exceeding ₹ 10,00,000/- (Rupees Ten 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 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, Medclaim 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.

#### 4. Financial performance based on given indicators:

##### Standalone Financial Results:

(₹ in Lacs except EPS)

Particulars	2023-24	2022-23
Revenue from Operation	72,375.96	48,752.96
Profit (Loss) before Tax	14,058.70	10,058.34
Profit (Loss) after Tax	10,371.60	7,839.36
Earning per share (Basic) (in ₹)	18.08	13.94

##### Consolidated Financial Results:

(₹ in Lacs except EPS)

Particulars	2023-24	2022-23
Revenue from Operation	1,02,390.01	64,378.63
Profit (Loss) before Tax	21,701.74	14,186.97
Profit (Loss) after Tax	16,165.68	10,962.79
Earning per share (Basic) (in ₹)	28.17	19.50

5. **Foreign investments or collaborations, if any:** As on March 31, 2024, the Shareholding of Foreign Portfolio Investors and Non-Residents, in the Company is detailed as under:

Particulars	No. of Shares	%
Foreign Portfolio Investors Category I	19,08,435	3.17
Foreign Portfolio Investors Category II	1,71,958	0.29
Any Other (FII's)	12,90,600	2.14
Non-Resident Indians (NRIs)	6,27,865	1.04

During the year, the Company has not entered into any material foreign collaboration.

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:

#### I. General Information:

##### 1. Nature of Industry:

The Company is engaged in the business of Generation of Power using the Renewable Sources of Energy and activities ancillary thereto, either by itself or through its subsidiaries.

##### 2. Date or expected date of commencement of commercial production:

The Company is in business of development of renewable energy business since 2013 and 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.

Not Applicable

## II. Information about the Appointee:

1. **Background details:** Mr. Mohmed Sohil Yusufbhai Dabhoya, 41, has a wealth of experience and has been with the Company for more than 15 years. During his tenure, he has managed all levels of large-scale projects of the Company as well as of the Group. He earned his Bachelor of Commerce from Sheth C.D. Barfiwala College of Commerce Surat and his Master of Business Administration from Sikkim Manipal University. He is an effective negotiator, leader, and problem solver with a sharp working mentality in all fields. Mr. Mohmed Sohil Yusufbhai Dabhoya has effectively led the Marketing Department, Purchase Department, HR Department, Operation and Execution Project Team, and has previously held positions in the Company such as Business Development Officer, Public Relation Officer and 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 Business development Department along with execution and operation part of the projects of the Company.
2. **Past Remuneration:**
  - **Basic Salary:** Not exceeding ₹ 4,00,000/- (Rupees Four 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 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, Mediclaim and Life Insurance
3. **Recognition or awards:** Mr. Dabhoya has received many accolades and recognition, and the entire KP Group of Companies has received multiple awards and recognition under his visionary leadership.
4. **Job profile and his suitability:** Mr. Dabhoya devotes his full time and attention to the business of the Company, subject to superintendence, control and directions of the Board. He has successfully and in a sustained way contributed significantly towards growth of the Company.
6. **Remuneration proposed:** As mentioned in the explanatory statement of the proposed resolution.

7. **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.

8. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.**

Apart from the remuneration and perquisites paid to him as Whole-Time Director as stated above and his respective shareholding held directly or indirectly in the Company, does not have any pecuniary relationship with the Company. Further, he is not related to any managerial personnel or other director of the Company.

### iii. 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.

### iv. Disclosures:

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Boards' Report under the heading "Corporate Governance Report" forming part of the Annual Report for 2023-24.

The Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditor.

The Board of Directors and Nomination and Remuneration Committee recommends the resolution set out at Item No. 15 of the Notice for approval of the members of the Company.

Except Mr. Mohmed Sohil Yusufbhai Dabhoya and his relatives to the extent of their shareholding interest, if any, none of the other Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 15 of this Notice.

## ITEM NO. 16

The Company at present is of providing renewable energy through different Business verticals. The Company develops, builds, owns, operates and maintains renewable energy projects as an Independent Power Producer (IPP) and as service provider to Captive Power Producer (CPP) under the brand name of 'Solarism'. Both these businesses, IPP and CPP, are currently carried out at plant located at various location in Gujarat. In the future, the Company may explore opportunities in the green hydrogen sector. This potential expansion aligns with our commitment to sustainability and innovation and supports our strategic objective of diversifying into the green hydrogen business, which is consistent with our overall growth and sustainability goals. Accordingly, the Board feels that Company should widen its activities by undertaking activities as stated in the above resolution.

To enable the Company to extend its business activities in future, it is proposed to alter the Object Clause of the Memorandum of Association of the Company by inserting new clauses as stated in the Resolution No. 16 above.

The Board at its meeting held on August 31, 2024 has approved alteration of the object clause of MoA of the Company and now seeks members' approval through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The Board of Directors recommends the resolution set out at Item No. 16 of the Notice for approval of the members of the Company.

None of the Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 16 of this Notice.

## ITEM NO. 17

The Company's Non-Executive Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, finance, corporate governance, etc. They have been shaping and steering the long-term strategy and make valuable contributions for the overall growth of the Company. Further, pursuant to the changing regulatory landscape over the last few years, the Non-Executive Directors have assumed a central role in maintaining high level of corporate governance in the Company. These changes have enhanced the corporate governance requirements, particularly Board Governance and Management, requiring greater time commitments, attention and higher level of oversight by the Non-Executive Directors.

The Nomination and Remuneration Committee and Board of Directors, recommended the proposal for payment remuneration payable to Non-Executive Director(s) including Independent Director(s) of the Company, by way of commission or otherwise, a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, for a period of three years from the financial year commencing from April 1, 2024.

The payment of commission would be in addition to the sitting fees and other expenses being paid to them for attending the meetings of the Board and its committees, if any.

The Board of Directors will determine each year the specific amount to be paid as commission to the Non-Executive Director(s)

including Independent Director, which shall not exceed 1% of the net profits of the Company for that year, as computed in the manner referred to in Section 198 of the Act.

Further, pursuant to Section 197 of the Act and Schedule V, in the event of absence or inadequacy of profits (as calculated under Section 198 the Act) in any financial year, the Company can pay a managerial remuneration to its Directors including any Managing Director or Whole-Time Director or Manager or any other Non-Executive Director, including Independent Director, a sum not exceeding the limits prescribed under said Schedule V subject to the following conditions:

- a) Payment of such minimum remuneration is approved by way of a resolution passed by the Nomination and Remuneration Committee and by the Board of Directors;
- b) The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, and in case of default, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the Company before obtaining the approval in the general meeting;
- c) For payment of remuneration that is within the Schedule V limits, shareholders' approval is required by way of an ordinary resolution; and
- d) Such an ordinary resolution shall be valid for a period not exceeding three years.

Accordingly, the Board of Directors have proposed to seek approval for payment of minimum remuneration (within the limits as specified under Schedule V of the Act) to Non-Executive and Independent Directors for a period of 3 years from the financial year commencing from April 1, 2024 in the event of absence or inadequacy of profits, in any of the three financial years.

Accordingly, the approval of the members is being sought for Payment of remuneration in the form of commission or otherwise (within the limits as specified under Schedule V of the Act) to Non-Executive and Independent Directors subject to a ceiling limit of 1% of net profits calculated as per Section 198 of the Act or minimum remuneration as per Schedule V of the Act in the event of absence or inadequacy of profits for a period of 3 years from the financial year commencing from April 1, 2024 as per proposed resolution at Item no. 17 of this Notice.

## STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013

### I. General Information:

1. **Nature of Industry:** The Company is engaged in the business of Generation of Power using the Renewable Sources of Energy and activities ancillary thereto, either by itself or through its subsidiaries.
2. **Date of commencement of commercial production:** The Company is in business of development of renewable energy business since 2013 and generates revenue accordingly.



### 3. Financial performance based on given indicators:

#### Standalone Financial Results:

(₹ in Lacs except EPS)

Particulars	2023-24	2022-23
Revenue from Operation	72,375.96	48,752.96
Profit (Loss) before Tax	14,058.70	10,058.34
Profit (Loss) after Tax	10,371.60	7,839.36
Earning per share (Basic) (in ₹)	18.08	13.94

#### Consolidated Financial Results:

(₹ in Lacs except EPS)

Particulars	2023-24	2022-23
Revenue from Operation	1,02,390.01	64,378.63
Profit (Loss) before Tax	21,701.74	14,186.97
Profit (Loss) after Tax	16,165.68	10,962.79
Earning per share (Basic) (in ₹)	28.17	19.50

### 9. Foreign investments or collaborations, if any: As on March 31, 2024, the Shareholding of Foreign Portfolio Investors and Non-Residents, in the Company is detailed as under:

Particulars	No. of Shares	%
Foreign Portfolio Investors Category I	19,08,435	3.17
Foreign Portfolio Investors Category II	1,71,958	0.29
Any Other (FII's)	12,90,600	2.14
Non-Resident Indians (NRIs)	6,27,865	1.04

During the year, the Company has not entered into any material foreign collaboration.

## II. Information about the Appointee:

### 1. Background details:

Sr. No.	Name of Director	Background Details
1	Bhadrabala Dhimant Joshi	Mrs. Bhadrabala Joshi, aged 66 years, has completed B. Pharm from Gujarat University. She has also completed LL.B. from South Gujarat University. She is admitted as Advocate on the state roll maintain by The Bar Council of Gujarat. Currently, she is one of the members of the Panel of Approved Advocates of Nationalized Banks at Surat such as IDBI, Dena Bank, Canara Bank, Central Bank of India, Syndicate Bank, Punjab National Bank. She is associated with our Company since January 17, 2018.
2	Amitkumar Subhashchandra Khandelwal	Mr. Amit Khandelwal is a seasoned professional with a wealth of knowledge and experience. He holds a Bachelor of Engineering degree in Production from Sardar Vallabhbhai National Institute of Technology, Surat, and a Post Graduate Diploma in Finance Management from The Maharaja Sayajirao University, Vadodara. Additionally, he has completed a course on lead Auditing for Quality Management Systems. With a career spanning over two decades, Mr. Khandelwal has demonstrated his expertise in diverse sectors, including Telecom, Automotive, Pharmaceutical, Manufacturing, Solar, and Transmission industries.
3	Mohamed Hanif Mohamed Habib Dalchawal	Mr. Hanif Dalchawal has completed B.E. Electrical (First Class) in 1981 Specilization in Power Electronics. He is holding position of Director in A. Y. Dadabhai Technical Institute, Kosamba, Surat. He is associated with our Company since January 17, 2018.
4	Venu Birappa	Mrs. Venu Birappa holds a bachelor's degree in electrical engineering from the Maharaja Sayajirao University Baroda and Diploma in Management from Indira Gandhi National Open University. She also holds Degree in Bachelor of Laws (General) from Saurashtra University. She also holds Certificate for completion of course and examination of Quality Management Systems Auditor/ Lead Auditor Training based on ISO 9001:2005.

Mrs. Venu Birappa is having more than 37 years of rich and well versed work experience in all the facets of the Power Sector i.e. Regulatory, legal, finance, commerce and technical aspects pertaining to Transmission, System Operation, and Distribution.

Sr. No.	Name of Director	Background Details
		<p>Mrs. Venu Birappa has started her professional journey in the year 1984 with erstwhile GEB and then Gujarat Energy Transmission Corporation Limited (GETCO) and has been associated with it as an Executive Engineer (Regulatory &amp; Commerce) until July 31, 2021. She had active role and participation in the formulation of Regulations under the Electricity Act, 2003, dealt with petitions filed before the Commission on various subjects like approval of capital cost of the transmission, issues related to transmission Agreements and trading of electricity, disputes pertaining to BPTA, Tariff related issues, Open Access, Intra-State ABT, Renewable Energy, Captive Generation Plants, etc., pertaining to renewable energy field. She has also Participated in public hearing for determination of generic tariff of the Renewable Energy Projects i.e. Solar, Wind, Hydro, MSW, Biomass and Bagasse etc. She has also represented GETCO in the various petitions, appeals filed before the GERC, Hon'ble APTEL, Hon'ble High Court and Hon'ble Supreme Court and also prepared the draft petitions, replies, written submissions required to be filed before these authorities.</p>
5	Sharadchandra Babhutabhai Patil	<p>Mr. Sharadchandra B. Patil is having more than 35 years of rich and well versed work experience in the field of power sector and renewable energy sector. In 1985, Mr. Patil has joined Gujarat Energy Development Agency (GEDA) - the Nodal Agency of the Government of Gujarat, as a for promotion and popularization of renewable sources of energy and energy conservation, in various capacities of Project Executive, Assistant Director and retired as Deputy Director as overall in-charge of Technical Wing of the Agency in the year 2016.</p> <p>Post retirement from GEDA, Mr. Patil was retained as Officer on Special Duty at GEDA till June, 2021 as overall charge of the Technical wing of the State Nodal Agency involving advising the Agency and State Government on renewable energy policy formulation, facilitating RE Investors, planning and monitoring of the programs and policies of the State Government in proliferation of renewable energy and energy conservation.</p> <p>Mr. Patil is M.Sc. post graduate in Agri. Engineering from the University of Manitoba, Winnipeg, Canada. Mr. Patil completed his B.Tech (Agri. Engineering) degree from the Mahatma Phule Agricultural University, Rahuri, Maharashtra.</p> <p>Mr. Patil has started his professional journey in the year 1984 as an Assistant Professor at College of Agri. Engineering at Pune and Rahuri, Maharashtra as Co-ordinator for Research Projects and teaching UG Students. After being in teaching profession for around a year, he Joined GEDA and has been associated with it until June, 2021.</p>
6	Shanker Baheria	<p>Mr. Shanker Baheria is a qualified Chartered Accountant from Institute of the Chartered Accountant of India (ICAI) and qualified Company Secretary from the Institute of Company Secretaries of India (ICSI). He completed his Commerce Graduation from the University of Rajasthan in the year 1984.</p> <p>Mr. Shanker Baheria, a seasoned finance professional with wide ranging experience (Accounting &amp; finance, Budgeting, MIS, business partnering, taxation, treasury, commercial negotiations, system development, process design, compliance and governance, commercial, cost optimization, Audit, due diligence etc) of more than 30 years in various industries (Technology &amp; service industries, manufacturing etc). Out of this, last 15 years in Leadership &amp; Strategic role in Large size organizations with multi location set up.</p> <p>Currently, Mr. Baheria is engaged in own Management &amp; Strategic consulting. Prior to this, Mr. Baheria was associated with Ingram Micro as a Director &amp; CFO India, Vodafone (west) (Earlier Hutch) as a Finance head Gujarat &amp; Rajasthan and also act as a Senior Management positions in various companies.</p>
7	Tejpal Singh Jagatsingh Bisht	<p>Dr. Tejpal Singh Bisht, a member of Indian Police Service from 1985 batch of Gujarat Cadre, holds a diverse academic background with a Gold Medal in M.A.(Economics) from Allahabad University and Ph.D. in Environmental Economics from Saurashtra University. With a career spanning more than three and half decades, he has held key positions in Gujarat Police department such as Superintendent of Police, Inspector General of Police, and eventually rose to the prestigious role of Director General of Police, CID Crime &amp; Railways, Gujarat State.</p>

Sr. No.	Name of Director	Background Details
		Dr. Bisht has a rich professional journey, starting from his early days at the Reserve Bank of India in Mumbai to commanding the SRPF in Rajkot and overseeing traffic management in Ahmedabad City. He has worked closely with various departments in the Govt of Gujarat in his capacity as Secretary, Home Department. He has also represented the Home Department on the Board of Governors in Gujarat Forensic Sciences University and Raksha Shakti University. Additionally, Dr. Bisht's international exposure includes representing India in conferences on narcotics, money laundering, and terrorism, showcasing his commitment to global security. He has attended conferences/ seminars in UK, Singapore, and UAE. His distinguished service and accomplishments make him a seasoned professional in the realm of law enforcement, public policy and governance.

## 2. Past Remuneration:

(₹ in lacs)

Sr. No	Name of Director	2023-24
1	Bhadrabala Dhimant Joshi	8.60
2	Amitkumar Subhashchandra Khandelwal	Nil
3	Mohamed Hanif Mohamed Habib Dalchawal	Nil
4	Venu Birappa	24.00
5	Sharadchandra Babhutabhai Patil	10.17
6	Shanker Baheria	Nil
7	Tejpsingh Jagatsingh Bisht	Nil

**3. Job profile and his suitability:** The Company's Non-Executive Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance, amongst others. The Company's Non-Executive Directors have been shaping and steering the long-term strategy and make invaluable contributions towards the Company's business strategy, monitoring of risk management and compliances. Detailed profile of the Directors is given in point 1 above. The elaborated experience of the Directors in various sectors helps in enriching the Board discussions and deliberations and taking decisions that are beneficial for the growth of the Company.

**4. Remuneration proposed:** Remuneration in form of commission not exceeding 1% of net profit calculated as per Section 198 of the Act in case of profit or calculated as per Schedule V of the Act in the event of absence or inadequacy of profits for a period of 3 years from the financial year commencing from April 1, 2024 to be paid to the Non-Executive Directors including Independent Directors.

**5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Taking into consideration the size of the Company, the profile of the directors, his / her responsibilities and contribution and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration paid to similar senior level counterparts in other Companies in the industry.

**6. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:** Except for transactions mentioned in the financial statement of the Company, there is no other pecuniary relationship with the Company or with the managerial personnel of the Company.

**7. Recognition or Awards:** Nil

### III. 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 the Non-Executive Directors as mentioned above. However, in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Non-Executive Directors 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.

### IV. Disclosure:

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Boards' Report under the heading "Corporate Governance Report" forming part of the Annual Report for 2023-24.

The Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditor.

The Board of Directors and Nomination and Remuneration Committee recommends the resolution set out at Item No. 17 of the Notice for approval of the members of the Company.

All Non-Executive Director(s) of the Company may be deemed to be concerned or interested in this resolution to the extent of their shareholding interest, if any, in the Company and the remuneration including commission that may be paid / payable to them from time to time. None of the other Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise in the proposed Resolution as set out in Item No. 17 of this Notice.

### ITEM NO. 18

Pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed entity is required to obtain approval of members of the Company by way of Special Resolution for payment of remuneration to a Non-Executive Director which is in excess of fifty percent of the total remuneration payable to all Non-Executive Directors of the Company during a year.

The Board of Directors of the Company at their meeting held on August 3, 2021 and shareholders at their 13<sup>th</sup> Annual General Meeting held on September 30, 2021, approved the appointment of Mrs. Venu Birappa (DIN: 09123017) as Non-Executive Independent Director of the Company. Mrs. Birappa is having more than 38 years of rich and well versed work experience in all the facets of the Power Sector i.e. Regulatory, legal, finance, commerce and technical aspects pertaining to Transmission, System Operation, and Distribution. With her in-depth knowledge in areas of power sector, she provides strategic guidance to the Company and steers the Board functioning in the Company's best interests. The remuneration payable to Mrs. Venu Birappa for the financial year 2024-25 may exceed fifty percent of the total remuneration that may be payable to all Non-Executive Directors of the Company and thus it is necessary to take approval of shareholders by way of Special Resolution.

#### Registered Office:

'KP House', Near KP Circle, Opp. Ishwar Farm  
Junction BRTS, Canal Road, Bhatar,  
Surat 395017, Gujarat, India  
Tel.: +91 261 2234757  
Fax: +91 261 2234757  
Email: [info@kpigroup.co](mailto:info@kpigroup.co)  
Website: [www.kpigreenenergy.com](http://www.kpigreenenergy.com)

#### Details of the remuneration/ fees/ commission payable to Mrs. Venu Birappa is given below:

The remuneration in form of commission not exceeding 1% of net profits as calculated as per Section 198 of the Act in case of profit or remuneration in form of commission or otherwise calculated as per Schedule V of the Act or minimum remuneration as per Schedule V of the Act in the event of absence or inadequacy of profits of the Company.

The Board of Directors recommends the resolution set out at Item No. 18 of the Notice for approval of the members of the Company.

Except Mrs. Venu Birappa, and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 18 of this Notice.

### ITEM NO. 19

The Board, on the recommendation of the Audit Committee, has approved the appointment of **M/s. V.M. Patel & Associates**, Cost Accountants (FRN: 101519) as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2024-25, at a fee of ₹ 45,000 (Forty Five Thousand Only) plus applicable Taxes and out of pocket expenses, as remuneration for cost audit services for the Financial Year 2024-25.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors.

The Board of Directors and Audit Committee recommends the resolution set out at Item No. 19 of the Notice for approval of the members of the Company.

None of the other Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 19 of this Notice.

For and on behalf of the Board of Directors  
**KPI Green Energy Limited**

**Rajvi Upadhyay**  
Company Secretary & Compliance Officer

Date: August 31, 2024  
Place: Surat

# Annexure to Notice

## Details of Directors seeking Appointment / Re-appointment

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India

Name of Director	Mr. Amitkumar Subhashchandra Khandelwal	Mr. Mohmed Sohil Yusufbhai Dabhoya
Director Identification Number (DIN)	09287996	07112947
Date of Birth (Age)	May 22, 1981 (43 years)	June 21, 1983 (41 years)
Designation	Non-Executive Non-Independent Director	Whole-Time Director (Executive Director)
Date of first appointment on the Board	December 4, 2023	September 28, 2019
Terms and Conditions of appointment / re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	As per resolution at Item No. 15 of this notice read with the explanatory statement thereto.
Qualification	<ul style="list-style-type: none"> <li>Bachelor of Engineering degree in Production from Sardar Vallabhbhai National Institute of Technology, Surat</li> <li>Post Graduate Diploma in Finance Management from The Maharaja Sayajirao University, Vadodara</li> </ul>	<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>
Nature of expertise in specific functional areas	Mr. Amitkumar Subhashchandra Khandelwal is a seasoned professional with a wealth of knowledge and experience. With a career spanning over two decades, Mr. Khandelwal has demonstrated his expertise in diverse sectors, including Telecom, Automotive, Pharmaceutical, Manufacturing, Solar, and Transmission industries.	Mr. Mohmed Sohil Yusufbhai Dabhoya, has a wealth of experience and has been with the Company for a long time. He is an effective negotiator, leader, and problem solver with a sharp working mentality in all fields.
Name of the companies in which he / she holds directorship (other than KPI Green Energy Limited)	K.P. Energy Limited KP Green Engineering Limited (Listed Company)	None
Name of committees in which he/she holds membership/ chairmanship (other than KPI Green Energy Limited)	<b>Stakeholders Relationship Committee</b> Chairman KP Green Engineering Limited	None
Name of listed entities from which the person has resigned in the past three years	None	None
Details of remuneration (including Setting fee, if any) last drawn	None	Refer resolution at Item No. 15 of this notice read with the explanatory statement thereto.
No. of meetings of the Board attended during the year	8	15
Details of remuneration sought to be paid	Sitting fees and commission as approved by the Board of Directors/shareholders in accordance with applicable provisions of law.	Remuneration as approved by the Board of Directors/shareholders in accordance with applicable provisions of law.
Inter se relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	None	None
Shareholding in the Company: No. of shares held as on March 31, 2024:		
(a) Own	15	2,51,820
(b) For other persons on a beneficial basis	Nil	Nil