

# K.P.I. GLOBAL INFRASTRUCTURE LIMITED

CIN: L40102GJ2008PLC083302



KPI/AGM-NOTICE/SEP/2020/100

Date: September 4, 2020

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

**Scrip Code: 542323**

**Sub.: Notice of 12<sup>th</sup> Annual General Meeting**

Dear Sir,

This is to inform you that 12<sup>th</sup> Annual General Meeting of K.P.I. Global Infrastructure Limited will be held on Tuesday, September 29, 2020 at 11:00 a.m. through Video Conference ("VC")/ Other Audio Visual Means ("OAVM").

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

For K.P.I. Global Infrastructure Limited

Rajiv Upadhyay



Company Secretary & Compliance Officer

Encl.: as above

# NOTICE

Notice is hereby given that the 12th Annual General Meeting (AGM) of the Members of K.P.I. Global Infrastructure Limited ('the Company') will be held on Tuesday, September 29, 2020 at 11.00 a.m. through Video Conferencing / Other Audio Visual Means to transact the following businesses:

## ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.
2. To appoint **Mr. Mohmed Sohil Yusufbhai Dabhoya (DIN: 07112947)**, who retires by rotation and being eligible offers himself for re-appointment:

**"RESOLVED THAT** pursuant to the provisions of section 152 and any other applicable provisions and the Rules framed thereunder; if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members be and is hereby accorded for re-appointment of **Mr. Mohmed Sohil Yusufbhai Dabhoya** who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company."

## SPECIAL BUSINESS:

### 3. Alteration of the object clause of the Memorandum of Association of the company:

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

**"RESOLVED THAT** pursuant to provisions of Section 13, Section 4 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 such that the existing Clause III [A] 3 and 4 of the Memorandum of Association of the Company be altered by replacing and substituting the same with the following new clauses mentioned as under:

1. *To carry on in India or abroad the business of establishing, generating, storing, accumulating, supplying, transmitting, distributing, transferring, purchasing, manufacturing, trading, selling, managing, supervising, bidding, acquiring, getting into JV/Partnership, controlling and dealing in all forms and types of electricity or power generated, including but not limited to, thermal, hydro, nuclear, solar, wind, hybrid, geo-thermal, tidal, biomass or by any other source whether conventional, non-conventional and Renewable Energy sources.*

2. *To own, plan, develop, build, construct, lay down, establish, set up, manufacture, erect, improve, enlarge, demolish, re-erect, alter, repair, remodel, acquire, run, manage, hire, lease, buy, sell, renovate & modernize, operate and maintain all types of power plants, power substations, transmission lines, transmission towers, switch yards, power system networks of all types, including but not limited to, ultra-high voltage (UHV), extra-high voltage (EHV), high voltage (HV), high voltage direct current (HVDC), medium voltage (MV) and low voltage (LV) lines and associated stations, substations, transmission or any work of structural, architectural, civil or other allied / ancillary services connected with generation, transmission, supply and other ancillary activities relating to the electrical power whether thermal, hydro, nuclear, solar, wind, hybrid, geo-thermal, tidal, biomass and power generated through any Conventional / non-conventional / Renewable Energy sources, power supply or any work of structural, architectural, civil or other allied / ancillary services or to undertake for and on behalf of others all these activities in any manner or through contract, sub-contract, bidding, joint venture, partnership and or in any manner whatsoever of any work in connection therewith, whether in India or outside.*
3. *To carry on in India or abroad the business of establishing, commissioning, setting up, operating and maintaining power distribution system, supply of power through establishing distribution lines in any manner including build, own and transfer (BOT), and/or build, own and operate (BOO) and/or build, own, lease and transfer (BOLT) and/or build, own, operate and transfer (BOOT) basis or otherwise and to acquire in any manner power distribution systems/networks from State Electricity Boards, Vidyut Boards, Distribution Companies, Central or State Government Undertakings, Licensees, other local authorities or statutory bodies.*
4. *to undertake or to carry on the business of managing, owning, controlling, erecting, Engineering, Procurement, Construction, Commissioning (EPCC), operating, running, leasing, transferring or establishing, purchasing, selling, developing, re-purchasing power plants based on thermal power plants, atomic power plants, solar energy plants, wind energy plants, or plants based on any conventional or non-conventional energy source or to undertake for and on behalf of others all these activities in any manner through contract, sub-contract, bidding, joint venture, partnership and or in any manner whatsoever of any work in connection therewith, whether in India or outside India.*
5. *To carry on business in India or outside India as manufacturers, producers, processors, makers, convertors, consultants, assemblers, fabricators, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, packers, movers, stockists, agents, sub agents, merchants, distributors, consignors, jobbers, brokers, or otherwise deal in all apparatuses and things required for or capable of being used in connection with the energy generation, transmission, distribution, manufacturing, trading, import, export, installation and operation for all forms and types of electricity or power generated, including but not limited to, thermal, hydro, nuclear, solar, wind, hybrid, geo-thermal, tidal, biomass or by any other source whether conventional, non-conventional and Renewable Energy sources.*
6. *To buy, acquire, sell, lease, transfer, purchase, develop, construct, give on relit, to let, mortgage, assist in selling, purchasing, leasing and find or introduce purchaser or vendors of and to manage or otherwise any land, plot(s) of land or any movable or immovable*



property whether belonging to the company or not, including any share or shares, industrial, commercial, residential, or farm lands, farm houses, agricultural lands, plots, buildings, houses, apartments, shops, hospital & nursing home's building, canals, reservoirs, mills, offices, huts, tenements, warehouses, cold storage's buildings, industrial sheds, hydell/solar/wind projects, power houses, EV charging substations, tunnels, culverts, channels sewage, roads, bridges, flats within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm, to divide the same into suitable plots, and to rent or sell or self-use or for earning rental income thereon or for foraying into generating, accumulating, supplying, transmitting, distributing, transferring, purchasing, manufacturing, trading, selling, managing, supervising, controlling and dealing in any form of electricity or power generated in form of thermal, hydro, nuclear, solar, wind, hybrid or by any other source whether conventional / non-conventional / Renewable Energy sources.

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

#### 4. Alteration of the Article of Association of the company:

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force and subject to approvals, permissions and sanctions from the appropriate authority, if any, the consent of the Members be and is hereby accorded to modify, amend and restate the existing Clause No. 159 Articles of Association of the Company as under:

159. (a) *Whenever the Company enters into a contract with any Government, Central, State or Local, any bank or financial institution or any person or persons for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for under-writing the Directors shall have, subject to the provisions of the Act and notwithstanding anything to the contrary contained in these Articles, the power to appoint, remove, replace from time to time, by a notice in writing addressed to the Company, one or more persons as a nominee director/s or as an observer/s ("Nominee Director") or ("Observer") for such period and upon such conditions as may be mentioned in the sanction letter / agreement and that such Nominee Director/s or Observer/s may not be liable to retire by rotation nor be required to hold any qualification shares.*
- (b) *The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s or Observer/s so appointed. The aforesaid financial institution, banks, etc., may at any time and from time to time remove the Nominee Director / Observer appointed by it/them and may in the event of such removal and also in case of the Nominee Director / Observer ceasing to hold office for any reason whatsoever including resignation or death, appoint other or others to fill up the vacancy. The said Nominee Director or Observer shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.*

(c) *If the Nominee Director/s or Observer/s is an officer of any of the financial institution the sitting fees in relation to such Nominee Director/s or Observer/s shall accrue to such financial institution and the same accordingly be paid by the Company to them. The financial institution shall be entitled to depute Nominee Director/s / Observer/s to attend the meetings of the Board or any other Committee constituted by the Board.*

(d) *The Nominee Director/s or Observer/s shall, notwithstanding anything to the contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the financial institution appointing him/them as such Nominee Director/s or Observer/s. The appointment of the Nominee Director/s / Observer/s shall be subject to the terms and conditions of the sanction letters of the aforesaid financial institution.*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to perform all acts, deeds and things, execute documents, and make all filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise."

#### 5. Approval for granting an option to convert the outstanding rupee term loan into equity shares:

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

**"RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and subject to all such approvals, permissions or sanctions as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), permission(s) or sanction(s), the consent of the Members be and is hereby accorded towards raising the above mentioned Rupee Facility upon such terms and conditions as may be agreed to by the Board of Directors on behalf of the Company on the one hand and Lender on the other hand at such terms and conditions to provide, inter alia:

- (i) an option to the Lender to convert the whole or part of amount of the Facility (including interest) into fully paid-up equity shares of the Company, in the event of default and in accordance with the provisions of RBI/PFC policy; and
- (ii) an option to the Lender to convert its loan in relation to the Rupee Facility into fully paid-up equity shares of the Company with voting rights, in the event of default, in the manner specified in a notice in written to be given by PFC to the Borrower (the Lender's options stipulated in sub-paragraphs (i) and (ii) of paragraph (1) are hereinafter collectively referred to as the "Lender" right of Conversion").

**RESOLVED FURTHER THAT** such Lender's right of Conversion to be exercised by the Lender on one or more occasions upon occurrence of an event of default at any time until any amount is outstanding to the Lender in relation to the Facility and such conversion shall be done at a fair market value arrived at the time of such conversion by the Registered Value or Merchant Banker appointed by the Company in consultation with the lender, as per the applicable provisions of Companies Act, 2013 and rules made thereunder.

**RESOLVED FURTHER THAT** on receipt of the notice of conversion, the Board be and is hereby authorized to do all such acts, deeds and things as the Board may deem necessary and shall allot and issue the requisite number of fully paid-up ordinary Equity Shares in the Company to the lender.

**RESOLVED FURTHER THAT** the ordinary Equity Shares to be so allotted and issued to the lenders pursuant to its exercising the right of conversion shall rank pari-passu in all respects with the then Equity Shares in the Company and be listed on the Stock Exchange(s) where the existing shares of the Company are listed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this Resolution to any Director or Directors or to any Committee of Directors or any other executive(s) or officer(s) of the Company to give effect to the aforesaid Resolution and agree upon the terms and conditions of the Lender's right of Conversion; and take all such action so as to enable the Lender to exercise its options, rights and privileges under the Lender's right of Conversion to the satisfaction of the Lender and the Company shall issue and allot the requisite number of fully paid-up equity shares of the Company to the Lender as aforesaid."

## 6. Approval for conversion of loan into equity share capital of the Company:

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

**"RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and subject to all such approvals, permissions or sanctions as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), permission(s) or sanction(s) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), the consent of the Members be and is hereby accorded to the Board in respect of the financial assistance including unsecured loans extended / to be extended by the Financial Institutions/Banks/any Body Corporate/ Directors (including a Rupee Term Loan Facility availed or to be availed) such that in the event of default by the Company under the lending arrangements or upon exercise of an option provided/ agreed under the lending arrangements, Bank(s) / Financial Institution(s)/ any Body Corporate/Directors at its option agreed in the arrangement by the parties, may be able to convert the outstanding facility / financial assistance including unsecured loans or part thereof to ordinary Equity Shares in the Company upon such terms and conditions of such lending arrangements and / or as deemed appropriate by the Board and at a price to be determined in accordance with the applicable SEBI regulations at the time of conversion.

**RESOLVED FURTHER THAT** on receipt of the notice of conversion, the Board be and is hereby authorized to do all such acts, deeds and things as the Board may deem necessary and shall allot and issue the requisite number of fully paid-up ordinary Equity Shares in the Company to such Bank(s) / Financial Institution(s)/ Body Corporate/Directors.

**RESOLVED FURTHER THAT** the ordinary Equity Shares to be so allotted and issued to the lenders pursuant to its exercising the right of conversion shall rank pari-passu in all respects with the then Equity Shares in the Company and be listed on the Stock Exchange(s) where the existing shares of the Company are listed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this Resolution to any Director or Directors or to any Committee of Directors or any other executive(s) or officer(s) of the Company to give effect to the aforesaid Resolution."

## 7. 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), on the recommendation of the Audit Committee and Board of Directors of the Company, the members be and is hereby ratifies the remuneration of Rs. 45,000/- plus GST as applicable to M/s. V.M. Patel & Associates, Cost Accountants (Firm Registration No.:101519), who was appointed by the Board of Directors as Cost Auditor of the Company to conduct the cost audit relating to cost records of the Company for the financial year 2020-2021.

**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."

## 8. Any other Business with the permission of the Chair.

### Registered Office:

'KP House', Opp. Ishwar Farm Junction  
BRTS, Near Bliss IVF Circle, Canal Road,  
Bhatar, Surat 395017, Gujarat, India  
Tel.: +91-261-2244757  
Fax: +91-261-2234757  
Email: cs@kpgroup.co  
Website: www.kpiglobal.kpgroup.co

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

Sd/-  
Rajvi Upadhyay  
Company Secretary & Compliance Officer

Date: August 31, 2020  
Place: Surat

## NOTES

- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- 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 at least 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.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.kpenergy.in](http://www.kpenergy.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)
- The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

### The Instructions for shareholders for remote e-voting are as under:

- The voting period begins on September 26, 2020 and ends on September 28, 2020. 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 18, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on "Shareholders" module.
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- Next enter the Image Verification as displayed and Click on Login.
- 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.

**(viii) If you are a first time user follow the steps given below:**

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10digit 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 <b>OR</b> 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 as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant K.P.I. Global Infrastructure Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**Process for those shareholders whose email addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

- 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**.
- For Demat shareholders -, please provide Demat account details (CDSL 16-digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

**Instructions for shareholders attending the AGM through VC/OAVM are as under:**

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote

e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- 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 **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**Instructions for shareholders for e-voting during the AGM are as under:**

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- 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.
- 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 shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**(xx) Note for Non – Individual Shareholders and Custodians**

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required 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@kpgroup.co (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**Bigshare Services Private Limited**

1st Floor, Bharat Tin Works Building,  
Opp.Vasant Oasis, Makwana Road, Marol,  
Andheri (East), Mumbai-400059  
Maharashtra, India

Tel. No.: 91 22 40430200  
Fax No.: 91 22 28475207  
Email: ipo@bigshareonline.com  
Website: www.bigshareonline.com

**Registered Office:**

'KP House', Opp. Ishwar Farm Junction  
BRTS, Near Bliss IVF Circle, Canal Road,  
Bhatar, Surat 395017, Gujarat, India

Tel.: +91-261-2244757  
Fax: +91-261-2234757  
Email: cs@kpgroup.co  
Website: www.kpiglobal.kpgroup.co

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager; (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

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

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

**Date: August 31, 2020  
Place: Surat**



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

## ITEM NO. 3

### Alteration of the object clause of the Memorandum of Association of the Company:

In order to make the main object clause of the Memorandum of Association (MOA) comprehensive and to include other activities to be undertaken by Company in the field of renewable energy, it is proposed to include additional objects in the main object clause of the Memorandum of Association of the Company.

The principal business of the Company at present is of providing solar power through different Business verticals. The Company develops, builds, owns, operates and maintains solar power plants through 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 Sudi & Tanchha village, Amod, Bharuch, Gujarat (Solarism Plant). The Company is an independent solar power producer, who delivers an affordable and sustainable source of clean energy to Gujarat. 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 amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company as stated in the Resolution in the annexed notice. The above amendment would be subject to the approval of the Statutory or Regulatory Authority, as may be necessary.

The Board at its meeting held on August 31, 2020 has approved alteration of the object clause of MOA of the Company and the Board now seeks Members' approval for the same.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 3 of the Notice.

The Board of Directors are recommends the resolutions set out at Item Nos. 3 of the Notice for approval of the members by way of Special Resolution.

## ITEM NO. 4

### Alteration of the Article of Association of the Company:

The Company is in the process of development and operation of Solar Project of 20 MW DC and also refinancing debt of 15.35 MW DC Solar Power Project at District Bharuch, Gujarat. The Company has approached Power Finance Corporation Ltd (hereinafter referred to as the "Lender"), to seek financial assistance to the estimated project cost of the Project and the Lender has also agreed to make available to the Company a rupee term loan facility upto the principal amount of Rs. 76 Crore (Rupees Seventy Six Crores Only) towards setting up 20 MW Solar Power Project and Rs. 31.50 (Rupees Thirty One Crores Fifty Lacs Only) towards debt refinancing of 15.35 MW Solar Power Project at

District Bharuch, Gujarat (the "Facility"); on the terms and conditions as set out in the Sanction Letter having reference no. 03/02/WVR/KPIGIL/Vol II dated August 7, 2020 and other financing documents.

As per the Sanction letter received from Power Finance Corporation Limited (PFC) shall be entitled to appoint one person, remove or replace the appointed person by it/them, from time to time, as non-executive director on the Board as their nominee / observer (the "Nominee Director / Observer"). Accordingly, in line with to give effect of above mentioned right of PFC in the articles of association of the Company ("AOA"), it is proposed to amend the provisions of the AOA.

The Board has granted its approval to the amendment in the AOA vide resolution dated August 31, 2020. The approval of the members of the Company is required, by way of a special resolution pursuant to section 14 of the Companies Act, 2013, for adoption of restated AOA.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 4 of the Notice.

The Board of Directors are recommends the resolutions set out at Item Nos. 4 of the Notice for approval of the members by way of Special Resolution.

## ITEM NO. 5

### Approval for granting an option to convert the outstanding rupee term loan into equity shares:

The Company is in the process of development and operation of Solar Project of 20 MW DC and also refinancing debt of 15.35 MW DC Solar Power Project at District Bharuch, Gujarat. The Company has approached Power Finance Corporation Ltd (hereinafter referred to as the "Lender"), to seek financial assistance to the estimated project cost of the Project and the Lender has also agreed to make available to the Company a rupee term loan facility upto the principal amount of Rs. 76 Crore (Rupees Seventy Six Crores Only) towards setting up 20 MW Solar Power Project and Rs. 31.50 (Rupees Thirty One Crores Fifty Lacs Only) towards debt refinancing of 15.35 MW Solar Power Project at District Bharuch, Gujarat (the "Facility"); on the terms and conditions as set out in the Sanction Letter having reference no. 03/02/WVR/KPIGIL/Vol II dated August 7, 2020 and other financing documents.

As per the loan documents, upon occurrence of an event of default as per the mutual terms and conditions agreed between the Company and PFC, PFC have the right to convert the whole or part of amount of the Loans (including interest) into fully paid up equity shares of the Company which rank pari passu with the existing capital of the Company in the manner specified in loan documents in writing to be given by PFC to the Company.

Section 62(3) of the Companies Act, 2013 authorizes the increase in the subscribed capital of a company pursuant to exercise of an option of conversion of loans into shares in the company provided that the terms of raising of such loan containing such an option have been approved before the raising of loan by members of the company by way of a special resolution.

Therefore, in order to enable PFC to convert the outstanding loan amounts into shares of the Company upon occurrence of an event of default as defined in accordance with the loan documents, the terms of raising such loans and such conversion are required to be approved by



the members in accordance with Section 62(3) of the Companies Act, 2013. Therefore, the consent of the shareholders is being sought for passing the Special Resolution as set out in this Notice.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5 of the Notice.

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

## ITEM NO. 6

### Approval for conversion of loan into equity share capital of the Company:

To meet funding requirements towards proposed capital expenditures, operational expenditure and working capital with respect to the power projects being set up by the Company, its Subsidiaries and Associate Companies and for general corporate purposes, your Company has availed / will avail financial assistance by way of Rupee Term Loans, unsecured loans, Non-convertible Debentures, Foreign Currency Loans, FCCB, Corporate Loans etc., from time to time from various lenders i.e. Bank(s) / Financial Institution(s) / any Body Corporate/Directors upon such terms and conditions stipulated by them and approved by the Board.

Terms of sanction if provides that in the event of default by the Company under the lending arrangements or upon exercise of an option provided/agreed under the lending arrangements the Bank(s) / Financial Institution(s)/ any Body Corporate/Directors and other lenders may be entitled to exercise the option to convert whole or part of their outstanding facility into fully paid up ordinary Equity Shares of the Company at a price to be determined in accordance with the applicable SEBI regulations at the time of such conversion.

The proposed resolution is an enabling resolution under the provisions of the Section 62(3) and other applicable provisions of the Companies Act, 2013 in view of the fact that under the lending arrangements, the Bank(s) / Financial Institution(s) / any Body Corporate/Directors

or lenders insist for inclusion of an option to convert the outstanding facility into Equity in the event of default or upon exercise of an option provided/agreed under the lending arrangements in the facility agreements.

Allotment of Equity Shares as above requires prior approval of the Members by way of Special Resolution. Hence this enabling resolution.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 6 of the Notice.

The Board of Directors are recommends the resolutions set out at Item Nos. 6 of the Notice for approval of the members by way of Special Resolution.

## ITEM NO. 7

### Ratification of remuneration of Cost Auditor:

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. V.M. Patel & Associates, Cost Accountants as Cost Auditor to conduct cost audit of the Company for the Financial Year 2020-2021 as may be required for cost audit under the Companies Act, 2013, and Rules made thereunder; at a remuneration of Rs. 45,000/- plus GST as applicable. 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.

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

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

### Registered Office:

'KP House', Opp. Ishwar Farm Junction  
BRTS, Near Bliss IVF Circle, Canal Road,  
Bhatar, Surat 395017, Gujarat, India  
Tel.: +91-261-2244757  
Fax: +91-261-2234757  
Email: cs@kpgroup.co  
Website: www.kpiglobal.kpgroup.co

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

Sd/-  
Rajvi Upadhyay  
Company Secretary & Compliance Officer

Date: August 31, 2020  
Place: Surat

## DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING:

### 1. Re-appointment of Mr. Mohmed Sohil Yusufbhai Dabhoya as a Director of the Company:

Name of Director	Mr. Mohmed Sohil Yusufbhai Dabhoya (DIN: 07112947)
Date of Birth	June 21, 1983
Date of Appointment	September 28, 2019
Qualifications	<ul style="list-style-type: none"> <li>• B. Com (Sheth C.D. Barfiwala College of Commerce Surat)</li> <li>• MBA (Sikkim Manipal University)</li> </ul>
Expertise in Specific functional areas	Mr. Mohmed Sohil Yusufbhai Dabhoya has been associated with the Company for more than 12 years. In the past years, he has effectively headed the Marketing Department, Purchase Department, HR Department and has also act as Business Development Officer; Public Relation Officer; Sr.Vice President (Marketing) Currently, he is actively headed and supervised the Marketing Department along with execution and operation part of the project of the Company.
Directorship held in other public companies	<ul style="list-style-type: none"> <li>• KP Sor-Urja Limited</li> </ul>
Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee)	NIL
Number of Equity Shares held in the Company	1,11,592
Relationship with other Directors Inter-se	None