



KPI GREEN ENERGY LIMITED

CIN: L40102GJ2008PLC083302



KPI/BM-O/AUG/2024/550

Date: August 31, 2024

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051

Scrip Code: 542323

Symbol: KPIGREEN

Sub.: Outcome of the Board Meeting held on August 31, 2024

Dear Sir(s),

We wish to inform you that the Board of Directors of the Company at its meeting held today, commenced at 12:09 p.m. and concluded at 1:16 p.m. at the registered office of the Company wherein Board of Directors, *inter alia*, has:

1. Considered and approved the Director's Report along with Secretarial Audit Report issued by Secretarial Auditor of the Company for the financial year ended March 31, 2024 as per the provisions of Companies Act, 2013 and other applicable provisions, if any, and rule made there under;
2. Considered and took note that Mr. Amitkumar Subhashchandra Khandelwal (DIN: 09287996), Director (Non-Executive Non-Independent) of the Company, who retires by rotation and being eligible offers himself for re-appointment pursuant to provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013;
3. Considered, approved and recommended Ordinary Resolution for approval of Material Related Party Transactions with KP Green Engineering Limited (Formerly known as K P Buildcon Private Limited) pursuant to applicable provisions of Companies Act, 2013, SEBI (LODR) Regulations, 2015 and other applicable regulations;
4. Considered, approved and recommended Ordinary Resolution for approval of Material Related Party Transactions with K.P. Energy Limited pursuant to applicable provisions of Companies Act, 2013, SEBI (LODR) Regulations, 2015 and other applicable regulations;
5. Considered, approved and recommended Ordinary Resolution for approval of Material Related Party Transactions with Sun Drops Energia Private Limited pursuant to applicable provisions of Companies Act, 2013, SEBI (LODR) Regulations, 2015 and other applicable regulations;
6. Considered, approved and recommended Ordinary Resolution for approval of Material Related Party Transactions with promoter and related entities pursuant to applicable provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations;

Reg. Office: 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat – 395017, Gujarat, India | **NSE BSE Listed Company**

Phone: +91-261-2244757, **Fax:** +91-261-2234757, **E-mail:** info@kpigroup.co, **Website:** www.kpigreenenergy.com



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7. Considered, approved and recommended Special Resolution for Increasing in Borrowing Powers of the Company pursuant to provisions of Section 179 and 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013;
8. Considered, approved and recommended special resolution for increasing the limits for 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 pursuant to provisions of Section 179 and 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013;
9. Considered, approved and recommended special resolution for Increasing in the limits of Loans and Investments by the Company pursuant to provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013;
10. Considered, approved and recommended special resolution for 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;
11. Considered, approved and recommended special resolution for 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;
12. Considered, approved and recommended special resolution for 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
13. Considered, approved and recommended Ordinary resolution for re-appointment of Mr. Mohmed Sohil Dabhoya (DIN: 07112947) as Whole Time Director of the Company for a term of five years;

Details for re-appointment in terms of SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023, is attached as '**Annexure – A**'.

14. Considered, approved and recommended Special resolution for alteration of Object Clause of the Memorandum of Association of the Company;

Brief of alteration in MoA in terms of SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023, is attached as '**Annexure – B**'.

15. Considered, approved and recommended Special resolution for payment of commission to the Non-Executive Director(s) including Independent Director(s) of the Company;

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16. Considered, approved and recommended Special Resolution for payment of remuneration to Mrs. Venu Birappa (Non-Executive & Independent Director) for the F.Y. 2024-25, which may exceed 50% of the total remuneration payable to all the Non-Executive Directors of the Company;
17. Considered, approved and recommended ordinary resolution for ratification of remuneration of Cost Auditor of the Company as per the provisions of Companies Act, 2013 and other applicable provisions, if any, and rule made there under;
18. Considered and appointed M/s. Chirag Shah & Associates, Practicing Company Secretaries, as the Scrutinizer for scrutinizing the E-Voting process for the 16th Annual General Meeting of the Company as per the provisions of Companies Act, 2013 and other applicable provisions, if any, and rules made there under;
19. Considered and approved draft notice for calling the 16th Annual General Meeting of the company scheduled to be held on Wednesday, September 25, 2024 at 11:00 a.m. through Video Conference ('VC')/ Other Audio Visual Means ('OAVM').
20. Considered and fixed Book closure date for the purpose of 16th Annual General Meeting and decided the cutoff date for E-voting and E-voting period as decided below:

Sr. No.	Particulars	Date
1	Book closure date	From September 18, 2024 to September 25, 2024 (both days inclusive)
2	Cut-off date for E-voting	September 17, 2024
3	CDSL E-voting period	From September 22, 2024 at 9:00 a.m. to September 24, 2024 till 05:00 p.m.

21. Considered and fixed Friday, October 4, 2024, as the Record Date for the purpose of payment of final dividend, if declared by the Members at the ensuing 16th Annual General Meeting of the Company.

Request you to please take the same on your record.

Thanking You,

Yours faithfully,

For KPI Green Energy Limited

Moh. Sohil Yusuf Dabhoya

Whole Time Director

DIN: 07112947

Annexure - A

Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Re-Appointment of Mr. Mohmed Sohil Yusufbhai Dabhoya (DIN: 07112947) as Whole-Time Director of the Company.

Sr. No.	Particulars	Details
1	Name of the Director	Mr. Mohmed Sohil Yusufbhai Dabhoya
2	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Re-appointment as Whole-Time Director of the Company for the period of five years.
3	Date of appointment/ re-appointment/cessation (as applicable) & term of appointment/re-appointment;	Re-appointment as Whole-Time Director for a period of 5 (five) years w.e.f. September 28, 2024 to September 27, 2029, subject to approval of members in the ensuing 16 th Annual General Meeting.
4	Brief profile (in case of appointment);	Mr. Sohil Dabhoya holds a bachelor's degree in commerce from Sheth C.D. Barfiwala College of Commerce, Surat and his Master of Business Administration from Sikkim Manipal University, Sikkim. He has been associated with the KP Group for over 15 years and was previously associated as a 'Vice President – Marketing' at our Company. He is responsible for the overall operations of our Company.
5	Disclosure of relationships between directors (in case of appointment of a director).	None
6	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and National Stock Exchange of India Limited with ref. no. NSE/CML/2018/02, dated June 20, 2018.	Mr. Sohil Dabhoya is not debarred from holding the office of Whole-Time Director by virtue of any SEBI Order or any other such Authority.



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Annexure - B

Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Alteration in Memorandum of Association of the Company, in brief

The Board of Directors of the Company at its Meeting held on August 31, 2024, subject to approval of the Members, approved alteration of Main Object Clause of the Memorandum of Association ('MoA') of the Company by inserting the following new sub-clause 9 and 10 after the existing sub-clause 8 of Clause III [A] of the MoA of the Company:

- 2. 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.*
- 3. 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.*
