

K.P. ENERGY LIMITED

CIN: L40100GJ2010PLC059169



E-mail : info@kpenergy.in
Website : www.kpenergy.in

KPEL/EGM/JULY/2024/491

July 8, 2024

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Ref: Scrip Code: 539686

Sub.: Notice of Extraordinary General Meeting

Dear Sir/Madam,

This is to inform you that the Extraordinary General Meeting of K.P. Energy Limited is scheduled to be held on Wednesday, July 31, 2024, at 11:00 a.m. (IST) through Video Conference ('VC')/ Other Audio-Visual Means ('OAVM').

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

Kindly take the same on record.

Thanking you,

For K.P. Energy Limited

Affan Faruk Patel
Whole Time Director
DIN: 08576337

Encl.: As above

Reg. Office:

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

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NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an **Extra Ordinary General Meeting** (“EOGM”) of the Members (the “Shareholders” or the “Members”) of K.P. Energy Limited (“Company” / “KPEL”) will be held on Wednesday, July 31, 2024, at 11:00 a.m. (IST) through **Video Conferencing (“VC”) facility / Other Audio-Visual Means (“OAVM”)** to consider and transact the following Special Businesses:

1. ISSUANCE AND ALLOTMENT OF 6,88,800 WARRANTS BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO A PERSON BELONGING TO THE PROMOTER CATEGORY (“PREFERENTIAL ISSUE”).

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

“RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62(1)(c) of the Companies Act, 2013 (the “Act”), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any amendment thereto or re-enactment thereof for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“SEBI SAST Regulations”), and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India (“SEBI”) and/or BSE Limited (“BSE”/“Stock Exchange”), where the equity shares of the Company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the Company, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions, sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee which the Board may have constituted to exercise certain powers, including the powers, conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more

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tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up to 6,88,800 (Six Lakhs Eighty-Eight Thousand Eight Hundred) fully convertible equity warrants (hereinafter referred to as “Warrants”) at an issue price of ₹412/- (Rupees Four Hundred and Twelve Only) per underlying equity share of the face value of ₹5/- (Rupees Five Only) (including a premium of ₹407/- (Rupees Four Hundred and Seven Only) which is a price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, each convertible into One (1) Equity Share of face value of ₹5/- (Rupees Five only) each (“Equity Shares”), aggregating to ₹28,37,85,600/- (Rupees Twenty-Eight Crores Thirty-Seven Lakhs Eighty Five Thousand Six Hundred Only), for cash, to Dr. Faruk G. Patel (“Proposed Allottee”), a Promoter of the Company on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of the SEBI ICDR Regulations, for the determination of the issue price of the Warrants is taken to be Monday, July 1, 2024 (“Relevant Date”) being the date which is 30 days prior to the date of Extraordinary General Meeting (“EOGM”) i.e., Wednesday, July 31, 2024.

RESOLVED FURTHER THAT aforesaid issue of the Warrants shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI ICDR Regulations including the following:

1. the Proposed Allottee of the Warrants shall, on or before the date of allotment of the Warrants, pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the SEBI ICDR Regulations and the balance 75% of the Issue Price shall be payable by the Proposed Allottee at the time of exercising the Conversion of Warrant.
2. the consideration for allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the Bank account of the Proposed Allottee.
3. the Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of receipt of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.

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4. the Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 months from the date of allotment.
5. in case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within eighteen (18) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
6. the Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
7. upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to the exercise of the Warrants is completed within 15 days from the date of such exercise by the Proposed Allottee of such warrants.
8. the resulting Equity Shares shall rank pari-passu with the existing fully paid-up Equity Shares of the Company including dividend and voting Rights etc.
9. the resulting Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Warrants shall not be listed.
10. the entire pre-preferential allotment equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
11. the Warrants and/or Equity Shares to be offered/issued and allotted pursuant to the option attached to the Warrants shall be subject to lock-in for such period as provided under the provisions of Chapter V of the SEBI ICDR Regulations.
12. Warrants, so allotted under this resolution, shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.
13. the Warrants by itself until converted into Equity Shares, does not give to the Warrant holder any rights (including any dividend or voting rights) in the Company in respect of such underlying Equity Shares.

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RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to the receipt of such approvals as may be required under applicable law, the Board be and is hereby authorized to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said preferential issue and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.

RESOLVED FURTHER THAT the Board be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Warrants, making applications to the Stock Exchange for obtaining in-principle approval, listing of shares, filing requisite documents with the Ministry of Corporate Affairs ("**MCA**") and other regulatory authorities, filing of requisite documents with the depositories, resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of the Warrants, and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects.”

2. APPOINTMENT OF MRS. HARSHA CHIRAG KORADIA (DIN: 08007668) AS NON-EXECUTIVE INDEPENDENT DIRECTOR 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) as amended and subject to such other laws, rules and regulations as may be applicable in this regard, and Articles of Association of the Company and on the basis of approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Harsha Chirag Koradia (DIN: 08007668) who was appointed as an Additional Director (Non-Executive Independent) by the Board of Directors of the Company, with effect from June 29, 2024, pursuant to the provisions of section 161 of the Act, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, approval of the Shareholders of the Company be and is hereby accorded to appoint Mrs. Harsha Chirag Koradia as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years from June 29, 2024, to June 28, 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorised to file requisite forms with the regulatory authorities and do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution.”

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By Order of the Board of Directors
For, K.P. Energy Limited

Date: July 4, 2024

Place: Surat

Sd/-
Affan Faruk Patel
Whole Time Director
DIN: 08576337

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business in the Notice is annexed hereto.
2. Pursuant to General Circular No. 14/2020 dated April 8, 2020, read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular no. 10/2021 dated June 23, 2021, General Circular no. 20/2021 dated December 8, 2021, General Circular no. 03/2022 dated May 5, 2022, General Circular no. 11/2022 dated December 28, 2022, and General Circular No. 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as “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, 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 SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, issued by the Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this EOGM is being convened to be held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The

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proceedings of the EOGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EOGM.

3. Since this EOGM is being held through VC/OAVM, pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Hence, Members shall attend and participate in the ensuing EOGM through VC/OAVM. Accordingly, the facility for the appointment of proxies by the Members will not be available for the EOGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EOGM through VC/OAVM. Body Corporates whose Authorised Representatives intend to attend the Meeting through VC/OAVM are requested to send to the Company on their email Id secretarial@kpgroup.co, a certified copy of the Board Resolution/authorization letter authorising their representative to attend and vote on their behalf at the Meeting and through E-voting.
5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EOGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website www.kpenergy.in, the website of BSE Limited at www.bseindia.com, and of Central Depository Services (India) Limited ("CDSL"), www.evotingindia.com.
6. Members attending the EOGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., Friday, July 26, 2024, may obtain the login ID and password by sending a request to the Company at secretarial@kpgroup.co or to CDSL at helpdesk.evoting@cdslindia.com.

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9. A person, whose name is 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., Friday, July 26, 2024, only shall be entitled to avail of the facility of remote e-voting as well as voting during the EOGM.
10. The Board of Directors in their meeting held on Thursday, July 4, 2024, have appointed Mr. Chirag Shah, failing him Mr. Raimeen Maradiya, Partners, M/s. Chirag Shah and Associates, Practicing Company Secretaries as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
11. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EOGM, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.
12. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company www.kpenergy.in and on the website of CDSL www.evotingindia.com and the results shall simultaneously be communicated to BSE.

INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING THE EOGM:

As per the guidelines issued by the Ministry of Corporate Affairs vide its General Circular No. 09/2023 dated September 25, 2023, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 3/2022 dated May 5, 2022, and General Circular No. 14/2020 dated April 8, 2020, the EOGM will be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, members are requested to attend and participate in the ensuing EOGM through VC/OAVM.

1. 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 and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with CDSL to facilitate voting through electronic means, as the authorized e-voting 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 EOGM will be provided by CDSL.

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2. The Members can join the EOGM 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 EOGM through VC/OAVM will be made available to atleast 1000 members on a 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 EOGM without restriction on account of first come first served basis.
3. Pursuant to MCA Circular No. 14/2020 dated April 8, 2020, the facility to appoint a proxy to attend and cast vote for the Members is not available for this EOGM. 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 EOGM through VC/OAVM and cast their votes through e-voting.
4. The details of the process and manner for remote e-Voting and Meeting are explained hereinbelow:

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 at **9.00 a.m. on Sunday, July 28, 2024, and ends at 5:00 p.m. on Tuesday, July 30, 2024.** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Friday, July 26, 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

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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.

- (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 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	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit

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<p>with CDSL Depository</p>	<p>www.cdslindia.com and click on Login icon and select New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 & 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 www.cdslindia.com and click on login & 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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: https://eservices.nsd.com 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</p>

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	<p>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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 held 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 & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<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 & voting during the meeting.</p>

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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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.
- 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 and voted on an earlier e-voting of any Company, then your existing password is to be used.

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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">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.
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">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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (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 **K.P. 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.

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- (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 wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (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 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.
 - 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.

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- 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. secretarial@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.

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

- (i) The procedure for attending meeting & e-Voting on the day of the EOGM is same as the instructions mentioned above for e-voting.
- (ii) 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.
- (iii) 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 EOGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) 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.
- (vii) 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 **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@kpgroup.co. The Shareholders who do not wish to speak during the EOGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number

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at secretarial@kpgroup.co. These queries will be replied to by the company suitably by email.

- (viii) Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those Shareholders, who are present in the EOGM 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 EOGM.
- (x) If any Votes are cast by the Shareholders through the e-voting available during the EOGM 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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to Company at secretarial@kpgroup.co or to RTA at info@bigshareonline.com.
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 EOGM & e-Voting from the CDSL e-Voting System, you can write an email to 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, Central Depository Services (India) Limited, A Wing, 25th Floor,

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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 toll free no. 1800 22 55 33.

Mr. Chirag Shah, failing him Mr. Raimeen Maradiya, Partners, M/s. Chirag Shah and Associates, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the remote e-voting & e-voting process in a fair and transparent manner. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL after the declaration of result by the Chairperson or a person authorized by him in writing. The results shall also be communicated to the Stock Exchanges viz. BSE Limited.



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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 & Regulation 163(1) of the SEBI ICDR Regulations)

Accordingly, the following Explanatory Statement sets out the relevant information as required by Section 102(1) of the Companies Act, 2013 read with rules framed thereunder and Regulation 163(1) of the SEBI ICDR Regulations, in respect of items given in the Notice that requires approval of the Members.

ITEM NO. 1

The Board of Directors of the Company at their meeting held on **Thursday, July 4, 2024**, considered and approved the proposal of raising funds by way of the preferential issue of warrants each convertible into a fully paid-up equity share.

The approval of the Members is accordingly being sought by means of a Special Resolution under Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations. The details of the issue and other particulars, as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations, are set forth below:

1. Particulars of the offer including the date of passing of the Board:

The Board of Directors of the Company ("**Board**") at its meeting held on Thursday, July 4, 2024, subject to the approval of the Members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 ("**the Act**") and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("**SEBI ICDR Regulations**"), of the following securities to the proposed allottee ("**Proposed Allottee**"):

- Up to an aggregate of 6,88,800 (Six Lakhs Eighty-Eight Thousand Eight Hundred) fully convertible equity warrants ("**Warrants**"), convertible into an equivalent number of Equity Shares (i.e. One (1) fully paid-up Equity Share upon conversion of every One (1) Warrant held) of a face value of ₹5/- (Rupees Five Only) each of the Company, at an issue price of ₹412/- (Rupees Four Hundred and Twelve Only) including a premium of ₹407/- (Rupees

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Four Hundred and Seven Only) per Equity Share which is higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations.

2. Objects of the Preferential Issue

Our Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards funding the following objects:

1. Working Capital Requirement: The Company plans to utilise a part of the proceedings to meet its working capital requirements arising out of the expansion of the business as is stated above.
2. General Corporate Purposes: Up to 25% (twenty-five per cent) of the Issue Proceeds will be utilised for general corporate purposes, which include, meeting ongoing general corporate exigencies, contingencies and expenses of the Company as applicable and to repay certain high-cost unsecured debt in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

(Collectively, referred to herein as the “Objects”)

The main objects and matters which are necessary for furtherance of the main objects as stated in the Memorandum of Association enable us to undertake (i) our existing activities; (ii) the activities for which the funds are being raised through Preferential Issue and (iii) activities for which funds are being earmarked towards general corporate purposes.

Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds:

We propose to deploy the Issue Proceeds towards the Objects in accordance with the proposed schedule of implementation and deployment of funds as set forth below:

Sr. No.	Objectives of the proposed issue	Up-front 25% Amount (₹ in crore)	Utilisation Timeline	Balance 75% Amount (₹ in crore)	Utilisation Timeline
1.	Working Capital requirements	5,32,09,800	Within 1 year from the date	15,96,29,400	Within 1 year from the date of conversion of

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			of raising of funds		Warrants into equity
2.	General Corporate Purposes	1,77,36,600	Within 1 year from the date of raising of funds	5,32,09,800	Within 1 year from the date of conversion of Warrants into equity
	Total	7,09,46,400		21,28,39,200	

**The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds*

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Till such time the issue proceeds are fully utilized, the Company shall keep the same in bank deposits and/or mutual funds and/or other short term funds deposits in scheduled commercial banks or any other investment as permitted under applicable laws and as may be decided by the Board of Directors of the Company.

The above-stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on the current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management.

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3. Monitoring of Utilization of Funds

As the issue size is less than ₹100 Crore (Rupees One Hundred Crore), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI ICDR Regulations.

4. Kinds of securities offered and the price at which security is being offered, and the total/maximum number of securities to be issued.

This Special Resolution authorize the Board to issue and allot, by way of the preferential issue on a private placement basis, in one or more tranches, in compliance with the SEBI ICDR Regulations, up to 6,88,800 (Six Lakhs Eighty-Eight Thousand Eight Hundred) Warrants, convertible into an equivalent number of Equity Shares (i.e. One (1) fully paid up Equity Share upon conversion of every One (1) Warrant held) of a face value of ₹5/- (Rupees Five only) each of the Company. Further, no assets of the Company are charged as securities for the said preferential issue.

5. Relevant Date

In terms of the provisions of Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue is Monday, July 1, 2024, the date 30 days prior to the date of EOGM.

6. Basis on which the price has been arrived at and justification for the price (including premium), if any:

In the case of the frequently traded shares, as per Regulation 164(1) of the SEBI ICDR Regulations, a minimum issue price of the specified securities in preferential issues has to be calculated as:

the 90 trading days volume weighted average price (VWAP) of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or

the 10 trading days volume weighted average price (VWAP) of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher.

Provided that if the Articles of Association of the issuer provide for a method of determination, that results in a floor price higher than that determined under these regulations, then the

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same shall be considered as the floor price for specified securities to be allotted pursuant to the preferential issue.

The shares of the Company are listed and traded on the Main Board of BSE. As per the trading volume data available on the Stock Exchange, the shares of the Company are frequently traded.

Further as per regulation 164(4)(a), a preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than the 10 trading days volume weighted average prices of the related equity shares quoted on recognized Stock Exchanges preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination that results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. – Not applicable

Further, as per regulation 166A of the SEBI ICDR Regulations, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post-issue fully diluted share capital of the issuer, to an allottee or to allottee(s) acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. -Not applicable

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer, or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations, as the proposed allotment is not more than 5% of the post-issue fully diluted Equity Share Capital of the Company, to the Proposed Allottee, the pricing shall be:

Price determined as per provisions of Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares).

Price determined as per provisions of Regulation 166A(1) of the SEBI ICDR Regulations: Not applicable.

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Accordingly, the Warrants shall be issued at an issue price of ₹412/- (Rupees Four Hundred and Twelve Only) per Warrant of the face value of ₹5/- each (including a premium of ₹407/- (Rupees Four Hundred and Seven Only)) per Warrant which is higher than the issue price as determined as per the SEBI ICDR Regulations.

Price determined as per 90 trading days VWAP – ₹411.95/-

Price determined as per 10- trading days VWAP – ₹404.55/-

Hence, the issue price determined as per 164(1) of the SEBI ICDR Regulations is ₹411.95/- which is rounded off to ₹412/-

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

Valuation for consideration other than cash: Not Applicable

7. Amount which the Company intends to raise by way of securities.

The Warrants are proposed to be issued for cash at a price of ₹412/- (Rupees Four Hundred and Twelve Only) per Warrants, including a premium of ₹407/- (Rupees Four Hundred and Seven Only) per Warrants aggregating to a ₹28,37,85,600/- (Rupees Twenty-Eight Crores Thirty-Seven Lakhs Eighty-Five Thousand Six Hundred Only).

8. Pending preferential issue

Presently, there has been no preferential issue pending or in process except as proposed in this Notice.

9. Re-computation of Issue Price

The Company shall re-compute the issue price of the Warrants, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so, and if any amount payable on account of the re-computation of the issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the allottee.

10. Payment of Consideration:

In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to at least 25% (Twenty-Five per cent) of the total consideration for the Warrants

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will be payable at the time of subscription to the Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares.

The balance exercise price of the Warrant, equivalent to 75% of the issue price, shall be payable by the Proposed Allottee at the time of exercise of the Warrant.

In case the Warrant holder does not apply for the conversion of the outstanding Warrants into equity shares of the Company within eighteen (18) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

11. Dues toward SEBI, Stock Exchange or Depositories:

There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories as on the date of this Notice.

12. The class or classes of persons to whom the allotment is proposed to be made

The preferential issue of Warrants is proposed to be made to the Proposed Allottee, who belongs to the Promoter category of the Company.

13. Intent of the Promoters, Directors or Key Managerial Personnel or Senior Management of the Company to subscribe to the preferential issue

Except for the Proposed Allottee, who is Managing Director and Promoter of the Company, none of the Promoters, Directors or Key Managerial Personnel or Senior Management or their relatives intends to subscribe to any Warrants under the preferential issue.

14. Proposed time frame within which the preferential issue shall be completed

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Warrants to Proposed Allottee pursuant to the special resolution will be completed within a period of fifteen (15) days from the date of passing of special resolutions.

Provided that where the allotment is pending on account of the pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within fifteen (15) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or other concerned authorities.

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Proposed Allottee of Warrants shall be entitled to convert the same into an equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of the Warrants.

Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to the exercise of the Warrants is completed within fifteen (15) days from the date of such exercise by the allottee of such Warrants.

15. Listing

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the Equity Shares allotted pursuant to conversion of the Warrants. The Equity shares, once allotted, shall rank pari passu with the then-existing equity shares of the Company in all respects.

16. Shareholding pattern of the Company before and after the preferential issue

The shareholding pattern of the Company before and after the proposed preferential issue is as follows:

Sr. No.	Category	Pre-Issue Shareholding Structure		Warrants to be Allotted	Post-Issue Shareholding	
		No. of Shares	% of Shareholding		No. of Shares*	% of Shareholding**
A. Promoter and Promoter Group						
1.	Indian					
a)	Individuals & HUF	3,00,16,556	45.01	6,88,800	3,07,05,356	45.57
b)	Bodies Corporate	0	0.00	0	0	0.00
	Sub Total (A)(1)	3,00,16,556	45.01	6,88,800	3,07,05,356	45.57
2.	Foreign	0	0.00	0	0	0.00
	Sub Total (A)(2)	0	0.00	0	0	0.00
	Total Promoter shareholding A=A1+A2	3,00,16,556	45.01	6,88,800	3,07,05,356	45.57
B. Non-Promoter Group						
1.	Institutions					
a)	Institutions (Domestic)	0	0.00	0	0	0.00

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Sr. No.	Category	Pre-Issue Shareholding Structure		Warrants to be Allotted	Post-Issue Shareholding	
		No. of Shares	% of Shareholding		No. of Shares*	% of Shareholding**
b)	Institutions (Foreign)	2,48,588	0.37	0	2,48,588	0.37
	Sub-Total B(1)	2,48,588	0.37	0	2,48,588	0.37
2.	Central Government/ State Government(s)/ President of India	0	0.00	0	0	0.00
	Sub-Total B(2)	0	0.00	0	0	0.00
3.	Non- Institutions					
a)	Individuals / Directors /KMP	2,92,52,601	43.86	0	2,92,52,601	43.42
b)	Body Corporate	28,15,067	4.22	0	28,15,067	4.18
c)	HUF	19,51,652	2.93	0	19,51,652	2.90
d)	Other (Including NRIs, Clearing Member, Foreign Nationals, Escrow Account and Trusts)	24,05,536	3.61	0	24,05,536	3.57
	Total Public Shareholding B=B1+B2+B3+B4	3,66,73,444	54.99	0	3,66,73,444	54.43
	Grand Total (A+B+C)	6,66,90,000	100.00	6,88,800	6,73,78,800	100.00

*The above post-issue shareholding is prepared to assume full conversion of Warrants into equity shares issued pursuant to the preferential issue.

** The above post-issue shareholding percentage is calculated assuming full conversion of Warrants issued pursuant to the Preferential Issue and without considering 8,69,382 (Eight Lakhs Sixty-Nine Thousand Three Hundred and Eighty-Two) ESOP granted by the Company.

Notes:

1. The Pre-Preferential shareholding pattern is as of July 5, 2024.
2. The above post-issue shareholding is prepared assuming full conversion of Warrants issued pursuant to resolution at item No.1 into equity shares.

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17. Particulars of the Proposed Allottee and the identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:

Sr. No.	Names	PAN	Natural Person who are the Ultimate Beneficial Owners (UBOs)	PAN	Pre-preferential holding & (%)	Present issue of Warrants	Post-preferential holding & (%)*
1.	Dr. Faruk G. Patel	AEAPP0361H	Not applicable	Not applicable	2,98,78,566 (44.80%)	6,88,800	3,05,67,366 (45.37%)

* The above post-issue shareholding percentage is calculated assuming full conversion of Warrants issued pursuant to the Preferential Issue and without considering 8,69,382 (Eight Lakhs Sixty-Nine Thousand Three Hundred and Eighty-Two) ESOP granted by the Company.

There is no change in control pursuant to the allotment of the Warrants.

18. Lock-in Period

The Warrants/ Resulting Equity Shares shall be subject to 'lock-in' as prescribed under the applicable provisions of the SEBI ICDR Regulations.

1. The entire pre-preferential shareholding of the Proposed Allottee shall be subject to lock-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Warrants, as per the requirement of the SEBI ICDR Regulations.
2. The Warrants proposed to be issued to Dr. Faruk G. Patel, a Promoter of the Company, shall be subject to lock-in for a period of 1 year from the date of allotment of such Warrants, as per the requirement of SEBI ICDR Regulations.
3. The proposed allotment of Equity Shares pursuant to the conversion of Warrants to Dr. Faruk G. Patel, a Promoter of the Company, shall be subject to fresh lock-in for a period of 18 months from the date of grant of trading approval by the Stock Exchange, as per the requirement of SEBI ICDR Regulations.

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19. The current and proposed status of the Proposed Allottee post the preferential issues namely, Promoter or Non-Promoter

S. No.	Name of Allottee	Current Status	Post Status
1.	Dr. Faruk G. Patel	Promoter	Promoter

20. Practicing Company Secretary's Certificate

A certificate from M/s. Chirag Shah & Associates, Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website www.kpenergy.in.

21. Valuation and justification for the allotment proposed to be made for consideration other than cash

Not applicable as the Company has not proposed to issue the Warrants for consideration other than cash.

22. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price

During the year, no preferential allotment has been made to any person as of the date of this Notice.

23. Principle terms of assets charged as securities

Not applicable

24. Material terms of raising such securities

All material terms have been set out above.

25. Undertakings

(a) The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the six (6) months preceding the Relevant Date.

(b) The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

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- (c) None of the Directors or Promoters and the Company are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.
- (d) None of the Company's Directors are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- (e) The Company shall re-compute the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of the SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.

If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Warrants to Proposed Allottee is being sought by way of a Special Resolution as set out in the said Item No. 1 of this Notice.

The issue of the Warrants under the preferential issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Dr. Faruk G Patel, Promoter and Managing Director, and Mr. Affan Faruk Patel, Whole Time Director and Relative of Promoter, to the extent of their shareholding interest, are deemed to be interested or concerned in the said resolution. Except them, none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out in Item No. 1 of this Notice.

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ITEM NO. 2

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") in its meeting held on June 29, 2024 had appointed Mrs. Harsha Chirag Koradia (DIN: 08007668) as Additional Director (Non-Executive Independent) of the Company for the first term of five (5) years effective from June 29, 2024, not liable to retire by rotation, subject to approval of the Members of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that the approval of Shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received a declaration from Mrs. Harsha Chirag Koradia to the effect that she meets the criteria of independence as required under the provisions of Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. The Company has also received a declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that no order of the Securities and Exchange Board of India or any other such authority has been passed against Mrs. Harsha Chirag Koradia debaring him from accessing the capital markets and restraining from holding the position of Independent Director in any listed Company.

The Board of Directors of the Company is of the opinion that Mrs. Harsha Chirag Koradia, fulfils the criteria of Independence as specified under Section 149 of the Act and Regulation 16(1)(b) of SEBI Listing Regulations as amended from time to time and is independent of the management.

Brief Profile of Mrs. Harsha Chirag Koradia is as under:

Mrs. Harsha Chirag Koradia is a dynamic and results-driven professional with over 15 years of experience in the insurance industry. She excels in operational leadership, strategic CSR advising, and digital marketing innovation. Currently, as the Director of Insurance Operations at Aditya Enterprise, her strategic vision has led to digital initiatives that promote customer engagement and increase profitability and market share. She has developed and managed comprehensive campaigns, leveraging data analytics to optimize results and mentoring marketing teams on the latest tools and techniques. Her combination of experience in social responsibility, risk management, insurance operations, and digital transformation makes her a versatile leader in both corporate and non-profit sectors.

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The Nomination and Remuneration Committee has identified amongst others, expertise in governance, risk management, Planning & Budgeting, and Corporate Social Responsibility (CSR) and Data Analytics and Market Research as the skills required for this role. The Nomination and Remuneration Committee and the Board of Directors are of the view that Mrs. Harsha Chirag Koradia possesses the requisite skills and capabilities as identified above. The Board is of the view that his appointment as an Independent Director would be in the best interest of the Company and feels that the Company would immensely benefit from Mrs. Harsha Chirag Koradia's appointment.

Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Other than Mrs. Harsha Chirag Koradia and her relatives, none of the Directors, Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the Resolution as set out in Item No.2 above.

The Board recommends the resolution set out in Item No. 2 of the Notice for approval of the Members by way of Special Resolution.

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By Order of the Board of Directors
For, K.P. Energy Limited

Date: July 4, 2024

Place: Surat

Sd/-
Affan Faruk Patel
Whole Time Director
DIN: 08576337

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ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT IN EXTRAORDINARY GENERAL MEETING

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	Mrs. Harsha Chirag Koradia
Director Identification Number (DIN)	08007668
Date of Birth (Age)	36 Years
Designation	Non-Executive Non-Independent Director
Date of first appointment on the Board	June 29, 2024
Terms and Conditions of appointment / re-appointment	Appointed (Regularized) as Director (Non-Executive Non-Independent) in terms of Section 152 & 161 of the Companies Act, 2013 and Regulation 17 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Qualification	Bachelor's degree in arts from Gujarat University and Certified Primary Teacher by State Examination Board.
Nature of expertise in specific functional areas	She is a dynamic and results-driven professional with over 15 years of experience in the insurance industry. She excels in operational leadership, strategic CSR advising, and digital marketing innovation. Currently, as the Director of Insurance Operations at Aditya Enterprise, her strategic vision has led to digital initiatives that promote customer engagement and increase profitability and market share. She has developed and managed comprehensive campaigns, leveraging data analytics to optimize results and mentoring marketing teams on the latest tools and techniques. Her combination of experience in social responsibility, risk management, insurance operations, and digital transformation makes her a versatile leader in both corporate and non-profit sectors.

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Name of the companies ¹ in which he/she holds directorship (other than K.P. Energy Limited)	Nil
Name of committees in which he/she holds membership/ chairmanship (other than K.P. Energy Limited)	Nil
Name of listed entities from which the person has resigned in the past three years	Nil
Details of remuneration (including Setting fee, if any) last drawn	Nil
No. of meetings of the Board attended during the year	1
Details of remuneration sought to be paid	Monthly remuneration of Rs. 1,00,000/- (Rupees One Lakh Only) along with sitting fees, commission, stock options as permitted by law, and as may be approved by the Board.
Inter se relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Mrs. Harsha Koradia is not related to any Directors, Manager, and other Key Managerial Personnel of the Company.
Shareholding in the Company No. of shares held:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil

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