



# KPI GREEN ENERGY LIMITED



CIN: L40102GJ2008PLC083302

www.kpgroup.co

**KPI/BM-PB/NOV/2024/586**

Date: November 18, 2024

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**National Stock Exchange of India Limited**

Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051

**Scrip Code: 542323**

**Symbol: KPIGREEN**

**Sub.: Submission of Postal Ballot Notice dated November 14, 2024**

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and in continuance of our letter dated November 14, 2024, and November 18, 2024, we are submitting herewith the copy of the Postal Ballot notice dated November 14, 2024 ('Postal Ballot Notice') seeking consent of members of the Company by means of Postal Ballot through remote e-voting for the Resolutions as set out in the Notice.

Further, the Postal Ballot Notice is also available on the Company's website i.e. [www.kpigreenenergy.com](http://www.kpigreenenergy.com).

You are requested to kindly take the same on record and disseminate.

Thanking You,

Yours faithfully,

**For KPI Green Energy Limited**

**Mohmed Sohil Yusufbhai Dabhoya**

**Whole Time Director**

**DIN: 07112947**

Encl.: As above

**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@kpgroup.co, **Website:** www.kpigreenenergy.com



# KPI GREEN ENERGY LIMITED

CIN: L40102GJ2008PLC083302



## NOTICE OF POSTAL BALLOT

*Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.*

Dear Member,

Notice is hereby given, pursuant to Section 108 and 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force read with General Circular No. 14/2020 dated April 8, 2020, 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. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and other applicable provisions of the Act, rules, circulars and notifications issued thereunder and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), that the resolution(s) appended below are proposed to be passed by the Members of KPI Green Energy Limited (“Company”) through postal ballot by remote e-Voting process (“e-Voting”).

The explanatory statement pursuant to Sections 102 and 110 of the Act, pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof is annexed to this Postal Ballot Notice (“Notice”) and forms part of this Notice. The Postal Ballot Notice is also available on the website of the Company at [www.kpigreenenergy.com](http://www.kpigreenenergy.com).

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, at its meeting held on November 14, 2024, has appointed Mr. Chirag Shah and failing him Mr. Raimeen Maradiya, of M/s. Chirag Shah & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot/E-voting process in a fair and transparent manner. The instructions for E-voting are given in notes forming part of this Notice.

Pursuant to Section 108 of the Act, read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing remote e-voting facility to its members for the Postal Ballot. Members desirous of exercising their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the ‘Notes’ section of this Notice for casting of votes by remote e-Voting. The E-voting facility will commence on **Wednesday, November 20, 2024, 9:00 a.m. (IST)** and will end on **Thursday, December 19, 2024, 5:00 p.m. (IST)**. E-Voting module will be blocked by CDSL at 5.00 p.m. on Thursday, December 19, 2024, and voting shall not be allowed beyond the said date and time.

**Members should note that in compliance with the requirements of the MCA Circulars, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company, Registrar and Transfer Agent or Depositories and the communication of assent/dissent of the members will take place through the remote e-voting system. Accordingly, the physical Postal Ballot Notice, Postal Ballot Form and pre-paid**

**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



# KPI GREEN ENERGY LIMITED

CIN: L40102GJ2008PLC083302



**business envelope are not being sent to the members for this postal ballot. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.**

Upon completion of the scrutiny, in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman of the Company or to the Company Secretary or any person authorized by Chairman. The results will be declared on or before Saturday, December 21, 2024 and shall be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the equity shares of the Company are listed and will also be displayed on the Company's website at [www.kpigreenenergy.com](http://www.kpigreenenergy.com) and website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). The Board of Directors of the Company recommends approval of the members for the Resolutions appended below.

## **SPECIAL BUSINESSES:**

### **ITEM NO. 1:**

#### **TO CAPITALIZE RESERVES OF THE COMPANY AND TO ISSUE BONUS EQUITY SHARES:**

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

**"RESOLVED THAT** in accordance with the Section 63 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of the Memorandum and Articles of Association of the Company and recommendation of the Board of Directors and subject to regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI") i.e., SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and modifications, if any, as may be specified while according such approvals, consent of the Members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of Rs. 32,81,51,010/- (Rupees Thirty-Two Crore Eighty-One Lakhs Fifty-One Thousand and Ten only) out of the securities premium account of the Company, as determined by the Board as may be necessary, for the purpose of issue of bonus equity shares in the proportion of 1:2 i.e. 1 (One) new fully paid-up equity share of Rs. 5/- (Rupees Five) each for every 2 (Two) existing fully paid-up equity share of Rs. 5/- (Rupees Five) each to the eligible Members of the Company whose names appear in the Register of Members of the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the "Record Date" to be determined by the Board for this purpose, and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

**RESOLVED FURTHER THAT** the Bonus Shares so issued shall be issued in dematerialized form only and shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make suitable arrangements to deal with the fractional shares arising out of the issue and allotment of the bonus equity shares for the

**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



# KPI GREEN ENERGY LIMITED

CIN: L40102GJ2008PLC083302



benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a Committee/ person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market price and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in proportion of their respective fractional entitlements.

**RESOLVED FURTHER THAT** the allotment of new equity shares to the extent that they relate to Non-Resident Members, Foreign Portfolio Investors (FPIs), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, shall be subject to approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, or any other Regulatory Authority, as may be necessary or applicable.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such bonus shares on the Stock Exchanges where the securities of the Company are presently listed as per provisions of the ICDR Regulations and Listing Regulations and other applicable regulations, rules and guidelines.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by Statutory Authority(ies) and deemed fit and proper.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to delegate all or any of the powers conferred by this resolution to Committee(s) or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution, with power to such Committee(s) to further delegate all or any of its powers.”

## ITEM NO. 2

### **INCREASE IN AUTHORISED SHARE CAPITAL AND AMENDMENT IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof, and other provisions of Memorandum and Articles of Association of the Company and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf) and subject to such other applicable approval(s) and/ or sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the Members be and is hereby accorded to increase the authorised share capital of the Company from Rs. 70,00,00,000/- (Rupees Seventy Crores) divided into 14,00,00,000 (Fourteen Crores) Equity Shares of Rs. 5/- (Rupees Five) each to Rs. 130,00,00,000/- (Rupees One Hundred Thirty Crore) divided into 26,00,00,000 (Twenty-Six Crores) Equity Shares of Rs. 5/- (Rupees Five) each, by creation of additional 12,00,00,000 (Twelve Crores) Equity Shares of Rs. 5/- (Rupees Five) each ranking pari passu with the existing Equity Shares.



# KPI GREEN ENERGY LIMITED

CIN: L40102GJ2008PLC083302



**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), Capital Clause (Clause V) of the Memorandum of Association of the Company be and is hereby altered by substituting with the following clause:

**V. The Authorized Share Capital of the Company is Rs. 130,00,00,000/- (Rupees One Hundred Thirty Crores Only) divided into 26,00,00,000 (Twenty-Six Crores) Equity Shares of Rs. 5/- (Rupees Five Only) each.**

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized 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.”

## ITEM NO. 3

### **MATERIAL RELATED PARTY TRANSACTION(S) WITH K.P. ENERGY LIMITED:**

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

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

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



# KPI GREEN ENERGY LIMITED

CIN: L40102GJ2008PLC083302



## ITEM NO. 4

### **MATERIAL RELATED PARTY TRANSACTION(S) WITH KP GREEN ENGINEERING LIMITED (FORMERLY KNOWN AS K P BUILDCON PRIVATE LIMITED):**

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

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

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

#### **Registered Office:**

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

Date: **November 14, 2024**

Place: **Surat**

By Order of the Board of Directors,  
**For KPI Green Energy Limited**

Sd/-  
Mohmed Sohil Yusufbhai Dabhoya

**Whole Time Director**

**DIN: 07112947**

**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@kpgroup.co, **Website:** www.kpigreenenergy.com



# KPI GREEN ENERGY LIMITED

CIN: L40102GJ2008PLC083302



## NOTES:

1. The Explanatory Statement, pursuant to Section 102 and Section 110 of the Act read with Rule 22 of the Rules, in respect of the proposed Ordinary & Special Resolutions setting out all the material facts and reasons are enclosed herewith and forms part of this Notice.
2. The Postal Ballot Notice is being sent to all the members, whose names appear in the register of members / list of beneficial owners, received from the depositories as on Friday, November 15, 2024 ("Cut-off Date").
3. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to the shareholders for this Postal Ballot. Members are requested to provide their assent or dissent through e-Voting only.
4. **In terms of the MCA Circulars, the Postal Ballot Notice is being sent only by email to those members who have registered their email addresses with their depository participants or with the Company's Registrar & Share Transfer Agent. The members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as "KPI Green - Postal Ballot- Registration of e-mail Ids" to Registrar and Transfer Agent of the Company, i.e., Bigshare Services Private Limited at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or to the Company at [cs@kpgroup.co](mailto:cs@kpgroup.co) with name of registered member(s), DP Id/Client Id and no. of Equity Shares held from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by CDSL.**
5. The voting rights of member(s) for e-Voting shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. Any 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 only shall be entitled to vote through e-Voting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
6. A member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.
7. Resolution, if approved, by the members by means of Postal Ballot /E-Voting is deemed to have been passed at a General Meeting of the members and the last date of the E- Voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.
8. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Ms. Rajvi Upadhyay, Company Secretary and Compliance Officer at Email: [cs@kpgroup.co](mailto:cs@kpgroup.co) or for any query / grievance with respect to E-voting, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Bhavesh Pimputkar (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
9. **Voting through Electronic Means ("E-voting")**  
In compliance with provisions of Section 108 & Section 110 of the Act read with Rule 20 and Rule 22 of the Rules, Regulation 44 of SEBI Listing Regulations and any other applicable provisions, the Company is pleased to offer remote e-voting facility to its members to cast their vote by electronic means through e-voting platform of CDSL. The E-voting facility is available at [www.evotingindia.com](http://www.evotingindia.com).

**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@kpgroup.co](mailto:info@kpgroup.co), **Website:** [www.kpigreenenergy.com](http://www.kpigreenenergy.com)



# KPI GREEN ENERGY LIMITED

CIN: L40102GJ2008PLC083302



## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

- (i) The voting period begins on 9.00 a.m. (IST) on Wednesday, November 20, 2024, and ends on 5.00 p.m. (IST) on Thursday, December 19, 2024. During this period shareholders' of the Company, holding shares in dematerialized form, as on the cut-off date i.e., Friday, November 15, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

- (iii) 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 with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under</li> </ol>

	<p>'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000.

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

(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.



# KPI GREEN ENERGY LIMITED

CIN: L40102GJ2008PLC083302



- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details  <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.</li></ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

**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](mailto:info@kpigroup.co), **Website:** [www.kpigreenenergy.com](http://www.kpigreenenergy.com)



# KPI GREEN ENERGY LIMITED

CIN: L40102GJ2008PLC083302



- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@kpigroup.co](mailto:cs@kpigroup.co), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

**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](mailto:info@kpigroup.co), **Website:** [www.kpigreenenergy.com](http://www.kpigreenenergy.com)



# KPI GREEN ENERGY LIMITED

CIN: L40102GJ2008PLC083302



## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Items No. 1 to 4 of the accompanying Notice dated November 14, 2024:

### ITEM NO. 1

KP Group, founded in 1994, is celebrating its 30<sup>th</sup> anniversary. Notably, the Company witnessed significant business and profitability growth in FY24, thanks to the unwavering support of its stakeholders. Recognizing the stellar performance, and with the aim of expressing gratitude towards the current Members and enhancing stock liquidity, the Board of Directors of the Company in its meeting held on November 14, 2024, subject to consent of the Members of the Company, approved and recommended issue of bonus equity shares in the proportion of 1:2 i.e. 1 (One) new fully paid-up equity share of Rs. 5/- (Rupees Five) each for every 2 (Two) existing fully paid-up equity shares of Rs. 5/- (Rupees Five) each to the eligible Members of the Company whose names appear in the Register of Members of the Company/List of Beneficial Owners on the Record Date to be determined by the Board for this purpose, by capitalizing a sum of Rs. 32,81,51,010/- (Rupees Thirty-Two Crore Eighty-One Lakhs Fifty-One Thousand and Ten only) out of the securities premium account of the Company.

As per Articles of Association of the Company, it is necessary for the Members to approve the issue of Bonus Shares, and the resolution is proposed for the approval of the Members of the Company. The Bonus Shares so allotted shall rank pari passu in all respect with the existing fully paid-up Equity Shares of the Company and in terms of Regulation 294(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Bonus Shares shall be issued in dematerialized form only. Further, the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

In case of fractional shares, if any, arising out of the issue and allotment of the said bonus equity shares, it is proposed to authorize the Board to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a Committee/ person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market price and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in proportion of their respective fractional entitlements.

The Company has not issued any debt securities, nor has it accepted any fixed deposits. Further, the Company has not defaulted, in respect of the payment of statutory dues of the employees such as contribution to provident fund, gratuity and bonus. The Company has no partly paid-up shares. None of the promoters or directors of the Company is a fugitive economic offender.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus equity shares of the Company requires the approval of the Members of the Company. Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary Resolution as set out in Item No.1 of this Postal Ballot Notice.

**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@kpgroup.co, **Website:** www.kpigreenenergy.com



# KPI GREEN ENERGY LIMITED

CIN: L40102GJ2008PLC083302



None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice.

The Board of Directors of the Company recommends the resolution set out at Item No. 1 of this Postal Ballot Notice for approval of the Members as an Ordinary Resolution.

## ITEM NO.2

The current Authorized Share Capital of the Company is Rs. 70,00,00,000/- (Rupees Seventy Crores only) divided into 14,00,00,000 (Fourteen Crores) Equity Shares of Rs. 5/- (Rupees Five only) each.

The issue of bonus equity shares as proposed under item no. 1 of this notice, require increase in the Authorised Share Capital of the Company and consequential alteration to the existing Capital Clause (Clause V) of the Memorandum of Association of the Company. The Board of Directors of the Companies in its meeting held on November 14, 2024, proposed to increase the authorised share capital to Rs. 130,00,00,000/- (Rupees One Hundred Thirty Crores) divided into 26,00,00,000 (Twenty-Six Crores) Equity Shares of Rs. 5/- (Rupees Five) each, by creation of additional 12,00,00,000 (Twelve Crores) Equity Shares of Rs. 5/- (Rupees Five) each ranking pari-passu with the existing Equity Shares.

Pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013, increase in the authorized share capital and alteration of the Capital Clause (Clause V) of the Memorandum of Association requires approval of the Members. Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary Resolution as set out in Item No. 2 of this Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Postal Ballot Notice.

The Board of Directors of the Company recommends the resolution set out at Item No. 2 of this Postal Ballot Notice for approval of the Members as an Ordinary Resolution.

## ITEM NO. 3 & 4

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

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

**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



# KPI GREEN ENERGY LIMITED

CIN: L40102GJ2008PLC083302



The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction(s), subject to approval of the members, while noting that such transactions shall be on arms' length basis and in the ordinary course of business of the Company. Your Board of Directors considered the same and recommends passing of the resolutions contained in Item No. 3 & 4 of this Notice.

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

## A. Resolution Item No. 3:

### Background, details and benefits of the transaction

KPI Green Energy Limited ('KPI') and K.P. Energy Limited ('KPE') are commonly controlled entities. Both, KPI and KPE are located in India and are related parties to each other. KPE is in the business of providing turnkey EPCC services for development of the Balance of Plants of the Wind Power Projects and Wind-Solar Hybrid Power Projects including identification and acquisition of land, civil activities, electrical activities including development of the power evacuation facilities for the project, obtaining permits and approvals for the Project etc. It also provides operation and maintenance services of the Balance of Plant of the project for the operational life of the project through its wholly owned subsidiary KP Energy OMS Limited.

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

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

Details of the proposed RPTs between KPI and KPE, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

**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

Sr. No	Description	Details of proposed RPTs between KPI and KPE
1.	<b>Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.</b>	
	a. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	K.P. Energy Limited is a group company of KPI Green Energy Limited and both are related party by virtue of the common control of management.
	b. Type, material terms and particulars of the proposed RPTs.	<p>KPI and KPE have propose to enter into the following Related Party Transactions:</p> <ul style="list-style-type: none"> <li>• Purchase, sale, or supply of any goods or materials;</li> <li>• Development of the renewable power projects by KPI and KPE for each other including their respective affiliates and customers;</li> <li>• Providing loans and advances;</li> <li>• Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements;</li> <li>• Availing/ rendering of engineering/ Procurement/ Construction/ Commissioning and other non-engineering services;</li> <li>• Operation &amp; Maintenance (O&amp;M) Services;</li> <li>• Reimbursement of expenses;</li> </ul> <p>Further, the material terms and conditions are based on the contracts/purchase orders which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).</p>
	c. Value of Transaction	Upto Rs. 5000 Crore (Rupees Five Thousand Crores only)
	d. Tenure of the proposed transaction (particular tenure shall be specified)	For three financial years from FY 2024-25 to FY 2026-27
	e. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented	488.33%



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

**Arm’s length pricing:**

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



# KPI GREEN ENERGY LIMITED

CIN: L40102GJ2008PLC083302



The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 3. Dr. Faruk G. Patel, Chairman & Managing Director, Mr. Amit Khandelwal, Mrs. Bhadrabala Joshi, and Mrs. Venu Birappa, Non-executive Directors of the Company, and their relatives to the extent of their shareholding interest, are deemed to be interested or concerned in the said resolution, being a Managing Director, Whole-Time Director and Non-Executive Directors of KPE.

None of the Directors / Key Managerial Personnel of the Company / their relatives except mentioned above are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Postal Ballot Notice.

The Board of Directors of the Company and Audit Committee recommends the resolution set out at Item No. 3 of this Postal Ballot Notice for approval of the Members as an Ordinary Resolution.

## **B. Resolution Item No. 4:**

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

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

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

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

**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@kpgroup.co, **Website:** www.kpigreenenergy.com

Details of the proposed RPTs between KPI and KPGE, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

Sr. No	Description	Details of proposed RPTs between KPI and KPGE
1.	<b>Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.</b>	
	a. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	KP Green Engineering Limited is a group company of KPI and both are related parties by virtue of the common control of management.
	b. Type, material terms and particulars of the proposed RPTs.	<p>KPI and KPGE have propose to enter into the following Related Party Transactions:</p> <ul style="list-style-type: none"> <li>• Purchase, sale or supply of any goods or materials;</li> <li>• selling or otherwise disposing of, or buying, property of any kind;</li> <li>• Providing loans and advances;</li> <li>• Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements;</li> <li>• Availing/ rendering of engineering/ Procurement/ Construction/ Commissioning and other non-engineering services;</li> <li>• Availing or rendering of any services</li> <li>• Reimbursement of expenses.</li> </ul> <p>Further, the material terms and conditions are based on the contracts/purchase orders which inter alia include the rates based on prevailing/ extent market conditions and commercial terms as on the date of entering into the contract(s).</p>
	c. Value of Transaction	Upto Rs. 5000 Crore (Rupees Five Thousand Crores only)
	d. Tenure of the proposed transaction (particular tenure shall be specified)	For three financial years from FY 2024-25 to FY 2026-27
	e. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	488.33%

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

**Arm’s length pricing:**

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

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 4. Dr. Faruk G. Patel, Chairman & Managing Director of the Company, Mr. Amit Khandelwal, Director, Mr. Tejpal Singh Jagatsingh Bisht and their relatives to the extent of their shareholding interest, are deemed to be interested or concerned in the said resolution, being the non-executive Directors of KPGE.



# KPI GREEN ENERGY LIMITED

CIN: L40102GJ2008PLC083302



None of the Directors / Key Managerial Personnel of the Company / their relatives except mentioned above are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Postal Ballot Notice.

The Board of Directors of the Company and Audit Committee recommends the resolution set out at Item No. 4 of this Postal Ballot Notice for approval of the Members as an Ordinary Resolution.

**Registered Office:**

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

Date: **November 14, 2024**

Place: **Surat**

By Order of the Board of Directors,  
**For KPI Green Energy Limited**

Sd/-  
Mohmed Sohil Yusufbhai Dabhoya  
**Whole Time Director**  
**DIN: 07112947**

**SOLARISM**™  
*The Power of Nature*

**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@kpgroup.co, **Website:** www.kpigreenenergy.com