

K.P. ENERGY LIMITED
CIN: L40100GJ2010PLC059169



KPEL/BM/JAN/2024/PB-456

January 1, 2024

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

Sub.: Submission of Postal Ballot Notice dated December 30, 2023

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 December 30, 2023 bearing reference no. KPE/BM/DEC/2023/O-452, please find enclosed herewith a copy of the Notice dated December 30, 2023 ('Postal Ballot Notice') along with Explanatory Statement, being sent to the members pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, for 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.kpenergy.in.

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

Thanking You,

Yours faithfully,

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.

Phone: +91-261-2234757, **Fax:** +91-261-2234757

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

ISO 14001:2015, ISO 9001:2015 and ISO 45001: 2018 Certified Company

BSE Listed Company



K.P. ENERGY LIMITED

CIN: L40100GJ2010PLC059169

Regd. Office: “KP House”, Opp. Ishwar Farm Junction BRTS, Near Bliss IVF Circle, Canal Road, Bhatar, Surat 395017, Gujarat

Phone No: +91 261 2234757 **Email Id:** info@kpenergy.in **Website:** www.kpenergy.in

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 and General Circular No. 9/2023 dated September 25, 2023, 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 the K.P. 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.kpenergy.in.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, at its meeting held on December 30, 2023, 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 **Thursday, January 4, 2024, 9:00 a.m. (IST)** and will end on **Friday, February 2, 2024, 5:00 p.m. (IST)**. E-Voting module will be blocked by CDSL at 5.00 p.m. on Friday, February 2, 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 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 Chairperson of the Company or to the Company Secretary or any person authorized by Chairperson. The results will be declared on or before Tuesday, February 6, 2024 and shall be communicated to BSE Limited ("BSE"), where the equity shares of the Company are listed and will also be displayed on the Company's website at www.kpenergy.in and website of CDSL at 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. 22,23,00,000/- (Rupees Twenty-Two Crores Twenty-Three Lakhs only) out of the retained earnings 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 2:1 i.e. 2 (Two) new fully paid-up equity share of Rs. 5/- (Rupees Five) each for every 1 (One) 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 no allotment letters shall be issued to the allottees of the bonus equity shares and in case of the Members holding equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the share certificate(s) in respect of such bonus equity shares shall be issued/dispatched, in accordance with applicable laws, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the bonus shares to be allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank in all respects *pari passu* with the existing equity shares of the Company, as on the Record Date, including with a right to participate in dividend, if any, to be declared after the date of allotment of these bonus shares.

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 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 authorised 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. 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 5/- (Rupees Five) each to Rs. 35,00,00,000/- (Rupees Thirty-Five Crores) divided into 7,00,00,000 (Seven Crores) Equity Shares of Rs. 5/- (Rupees Five) each, by creation of additional 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of Rs. 5/- (Rupees Five) each ranking pari passu with the existing Equity Shares.

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 Authorised Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty-Five Crores Only) divided into 7,00,00,000 (Seven 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:

APPOINTMENT OF MR. DUKHABANDHU RATH (DIN: 08965826) 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, Mr. Dukhabandhu Rath (DIN: 08965826) who was appointed as an Additional Director (Non-Executive Independent) by the Board of Directors of the Company, with effect from November 7, 2023, pursuant to the provisions of section 161 of the Act, and who has submitted a declaration that he 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 Mr. Dukhabandhu Rath as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years from November 7, 2023, to November 6, 2028.

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.”

ITEM NO. 4:

APPOINTMENT OF MR. AMITKUMAR SUBHASHCHANDRA KHANDELWAL (DIN: 09287996) AS DIRECTOR OF THE COMPANY

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 Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”), rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and approval of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Amitkumar Subhashchandra Khandelwal (DIN: 09287996), who was appointed by the Board of Directors as an Additional Director (Executive Non-Independent) of the Company with effect from November 7, 2023, pursuant to the provisions of Section 161 of the Act, and who holds office as an Additional Director (Executive Non-Independent) up to the date of this General Meeting of the Company, the approval of the Members of the Company be and is hereby accorded to appoint Mr. Amitkumar Subhashchandra Khandelwal (DIN: 09287996) as a Director (Executive Non-Independent) of the Company, liable to retire by rotation.

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.”

ITEM NO. 5:

APPOINTMENT OF MR. AMITKUMAR SUBHASHCHANDRA KHANDELWAL (DIN: 09287996) AS WHOLE TIME DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION TO HIM:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for appointment of Mr. Amitkumar Subhashchandra Khandelwal (DIN: 09287996) as Whole Time Director of the Company for the period of Five (5) years effective from November 7, 2023 to November 6, 2028, on the terms and conditions including terms of remuneration as set out in the explanatory statement attached hereto and forming part of this notice with a liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board and Mr. Amitkumar Subhashchandra Khandelwal.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Whole Time Director shall be within the maximum permissible limits specified under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter, enhance or widen (collectively referred to as 'Variation') the remuneration which is payable to Whole Time Director during his tenure to the extent permitted, under applicable law including any statutory amendment or modification, without being required to seek any further consent or approval of the shareholders of the Company and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided however that any such Variation shall not exceed any amount permitted to be paid to Whole Time Director under Section 197 read with Schedule V and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 without obtaining requisite approvals.

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."

Registered Office:

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

Date: December 30, 2023

Place: Surat

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

Sd/-

Affan Faruk Patel

Whole Time Director

DIN: 08576337

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 Saturday, December 30, 2023 ("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 “*KP Energy - 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 or to the Company at secretarial@kpgroup.co with name of registered member(s), folio number(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 Mr. Karmit Sheth, Company Secretary and Compliance Officer at Email: secretarial@kpgroup.co or for any query / grievance with respect to E-voting, you can write and email to 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.

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, January 3, 2024 and ends on 5.00 p.m. (IST) on Thursday, February 1, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, December 29, 2023 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 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.

- (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 with CDSL Depository	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. 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. 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. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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 and you will be able

	<p>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.</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 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 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.</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 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 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.

- (v) 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.
 - 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.
 - 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.
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- (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 the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you 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.
- 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, 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 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 or call at toll free no. 1800 22 55 33.

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 5 of the accompanying Notice dated December 30, 2023:

ITEM NO. 1

KP Group, founded in 1994, is on the verge of celebrating its 30th anniversary. Notably, the Company witnessed significant business and profitability growth in FY23, 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 December 30, 2023, subject to consent of the Members of the Company, approved and recommended issue of bonus equity shares in the proportion of 2:1 i.e. 2 (Two) new fully paid-up equity share of Rs. 5/- (Rupees Five) each for every 1 (One) 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. 22,23,00,000/- (Rupees Twenty-Two Crores Twenty-Three Lakhs only) out of the retained earnings of the Company.

Article 39 of the Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the Members as fully paid bonus equity shares.

The members' may also note that the bonus shares issued will rank pari-passu in all respects with the existing equity shares of the Company and will be subject to the Memorandum of Association and Articles of Association of the Company. Further, the proposed bonus shares will be issued as per the terms and in the manner mentioned in the enabling resolution.

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.

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 except to the extent of their shareholding in the Company.

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 Authorised Share Capital of the Company is Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) 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 December 30, 2023 proposed to increase the authorised share capital to Rs. 35,00,00,000/- (Rupees Thirty-Five Crores only) divided into 7,00,00,000 (Seven Crores) Equity Shares of Rs. 5/- (Rupees Five only) each, by creation of additional 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of Rs. 5/- (Rupees Five Only) 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 authorised 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 except to the extent of their shareholding in the Company.

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

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") in its meeting held on November 7, 2023 had appointed Mr.

Dukhabandhu Rath (DIN: 08965826) as Additional Director (Non-Executive Independent) of the Company for the first term of five (5) years effective from November 7, 2023, 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 Mr. Dukhabandhu Rath to the effect that he 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 he 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 Mr. Dukhabandhu Rath 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 Mr. Dukhabandhu Rath, 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 Mr. Dukhabandhu Rath is as under:

Mr. Dukhabandhu Rath, a Senior Top Executive Banker and former Chief General Manager of State Bank of India holds a bachelor's degree in Political Science and Economics from Utkal University, Bhubaneswar. He is a Certified Associate of the Indian Institute of Bankers (Part I & Part II), recognized by the Indian Institute of Banking and Finance in Mumbai.

He has nearly four decades of illustrious service in the Indian Banking Industry, with a remarkable 36-year tenure at the renowned State Bank of India (SBI). His multifaceted expertise encompasses SME and Corporate Credit, Retail Credit, Branch Operations, Customer Service, Risk Management, Audit & Compliance, Digitization & IT, Strategic Planning & Budgeting, and Resource Mobilization. Throughout his career, he has been celebrated as a top performer, consistently delivering outstanding results. His areas of excellence include business development, innovative banking practices, stakeholder management, analytical proficiency, and adept team leadership. His strategic vision and strong communication skills have fueled his success. Among his notable achievements, Mr. Rath served as the Managing Director of Gujarat Venture Finance Limited, where he successfully mobilized funds and attracted investments from a diverse range of entities. As Chief General Manager for SBI's Ahmedabad Circle, he attained top efficiency rankings and made significant contributions to the growth of the MSME sector in Gujarat. With a solid academic foundation and certifications in corporate directorship, he has shared his expertise through sessions on analytics in banking and as a speaker at conferences. Multiple honors and

awards throughout his career attest to his exceptional performance, making him a highly valuable asset to any organization.

The Nomination and Remuneration Committee has identified amongst others, expertise in governance, finance & risk management, Planning & Budgeting, analytical proficiency, strategy and business and diversity of perspective as the skills required for this role. The Nomination and Remuneration Committee and the Board of Directors are of the view that Mr. Dukhabandhu Rath 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 Mr. Dukhabandhu Rath'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 Mr. Dukhabandhu Rath and his 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.3 above, except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval of the Members by way of Special Resolution.

ITEM NO. 4 & 5:

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, at its meeting held on November 7, 2023, appointed Mr. Amitkumar Subhashchandra Khandelwal, (DIN: 09287996) as an Additional Director (Executive Non-Independent) of the Company with effect from November 7, 2023, pursuant to the provisions of Section 152, Section 161(1) of the Companies Act, 2013 and who holds the office as an Additional Director (Executive Non-Independent) up to the date of this General Meeting of the Company.

Mr. Amitkumar Subhashchandra Khandelwal is a seasoned professional with a wealth of knowledge and experience. He holds a Bachelor of Engineering degree in Production from Sardar Vallabhbhai National Institute of Technology, Surat, and a Post Graduate Diploma in Finance Management from The Maharaja Sayajirao University, Vadodara. Additionally, he has completed a course on lead Auditing for Quality Management Systems. With a career spanning over two decades, Mr. Amitkumar has demonstrated his expertise in diverse sectors, including Telecom, Automotive, Pharmaceutical, Manufacturing, Solar, and Transmission industries.

Based on his performance and the vast experience in the Solar, and Transmission industries, the Board of Directors of the Company has appointed Mr. Amitkumar Subhashchandra Khandelwal as Whole Time Director and of the Company with effect from November 7, 2023, for a period of five (5) years, ending on November 6, 2028, subject to approval of the Members of the Company.

The Company be paid such remuneration to Mr. Amitkumar Subhashchandra Khandelwal as a Whole Time Director, comprising of salary, perquisites, allowances and other benefits as may be determined by the Board from time to time within the maximum limits approved by the Members of the Company on the terms and conditions as set out below:

Remuneration, Perquisites, Allowances & Other Benefits:

- Basic Salary: Not exceeding Rs. 5,00,000/- (Rupees Five lakhs only) per month as may be decided by the Board of Directors from time to time.
- Perquisites: He shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively called Perquisites) such as medical reimbursement, leave travel assistance, house rent allowance, city compensatory allowance and any other perquisites as per the policy of the Company in force and/or as may be approved by the Board from time to time.
- In addition to the above, he shall be entitled to the allowance and benefits as per the policy of the Company in force and/or as may be approved by the Board from time to time, such as:
 - i. Company maintained the car with driver.
 - ii. Company's contribution to Provident Fund
 - iii. Payment of gratuity and other retirement benefits
 - iv. Encashment of leave
 - v. Personal Accident, Mediclaim and Life Insurance under Employer – Employee scheme

Notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay Mr. Amitkumar Subhashchandra Khandelwal, Whole Time Director of the company, the remuneration by way of salary, perquisites, Allowances and other benefits as specified above, shall be within the maximum permissible limits specified under Section II of Part II of Schedule V of the Companies Act, 2013. The Whole Time Director shall also be entitled to reimbursement of expenses actually incurred by him for the business of the company. He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof. Mr. Amitkumar Subhashchandra Khandelwal, Whole Time Director shall be liable to retire by rotation and fulfil the conditions mentioned in Part I and Para B of Section II of Part II of Schedule V to the Act.

The information as required to be disclosed with provisions of Section II of Part II of Schedule V of the Companies Act, 2013 is provided below:

I. General Information:

(1) Nature of Industry:

The Company is Gujarat's prominent balance of plant solution provider in Renewable Energy Industry engaged, from conceptualization till the commissioning of a wind power projects & wind-solar hybrid power project.

(2) Date of commencement of commercial production:

The Company carries on renewable and green energy business since its incorporation.

(3) Financial performance based on given indicators:

Standalone Financial Results:

(₹ in Lakh except EPS)

Particulars	2022-23	2021-22
Turnover	43,382.68	25,038.39
Profit (Loss) before Tax	6,317.86	2,892.55
Profit (Loss) after Tax	4,381.60	2,092.23
Earning per share (Basic) (in ₹)	19.69	10.02

Consolidated Financial Results:

(₹ in Lakh except EPS)

Particulars	2022-23	2021-22
Turnover	43,782.25	25,038.39
Profit (Loss) before Tax	6,497.24	2,746.41
Profit (Loss) after Tax	4,390.82	1,826.75
Earning per share (Basic) (in ₹)	19.73	8.82

(4) Foreign investments or collaborations, if any: As on September 30, 2023, the Shareholding of Foreign Portfolio Investors and Non Residents, in the Company is detailed as under:

Particulars	No. of Shares	%
Foreign Portfolio Investors Category II	58,751	0.26
Non Resident Indians (NRIs)	8,66,966	3.90

As on the date of this notice, KP Group (KP) has executed Joint Business Development Agreement with Tristar Transport LLC based out of UAE (Tristar) for the development of eco-friendly energy solutions across multiple regions, including India, Middle East, Africa, Asia Pacific, America, and Europe. The agreement involves the utilization of respective expertise of both the Parties to identify and execute renewable energy projects, such as wind, solar, green hydrogen, and green ammonia projects. This collaboration between KP and Tristar has the potential to significantly contribute to the development of green energy solutions, which are vital for the sustainable future of our planet.

II. Information about the Appointee

(1) Background details:

Mr. Amitkumar Subhashchandra Khandelwal holds a Bachelor of Engineering degree in Production from Sardar Vallabhbhai National Institute of Technology, Surat, and a Post Graduate Diploma in Finance Management from The Maharaja Sayajirao University, Vadodara. Additionally, he has completed a course on Lead Auditing for Quality Management Systems. With a career spanning over two decades, Mr. Khandelwal has

demonstrated his expertise in diverse sectors, including Telecom, Automotive, Pharmaceutical, Manufacturing, Solar, and Transmission industries.

(2) Past Remuneration: As on date of this notice, Rs. 1,60,000 (Rupees One Lakh Sixty Thousand only) is paid as remuneration to Mr. Amitkumar Subhashchandra Khandelwal.

(3) Recognition or awards: Nil

(4) Job profile and his suitability:

Taking into consideration, his qualifications, expertise and experience, he is best suited for the responsibilities assigned to him by the Board of Directors to discharge functions as Whole Time Director of the Company.

(5) Remuneration proposed:

Please refer explanatory statement of item nos. 4 and 5 of this Notice for the remuneration proposed to be paid.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Keeping in view the profile and the position of Whole Time Director and rich knowledge and experience, the remuneration is fully justifiable and comparable to that prevailing in the industry.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:

Mr. Amitkumar Subhashchandra Khandelwal has no pecuniary relationship directly or indirectly with the Company, other than his remuneration and is not related to any director or key managerial personnel of the Company. Further, Mr. Amitkumar does not hold any equity shares of the Company.

III. Other Information

(1) Reason of loss or inadequate profits:

At present, the Company is having adequate profits. However, the appointment is for a term of five years from November 7, 2023, to November 6, 2028 and the future trend in the profitability will largely depend on business environment in the domestic and global markets, cost of inputs and general state of economy as a whole.

(2) Steps taken or proposed to be taken for improvement:

The Company has taken various steps on a regular basis to scale up the operations of the Company. Company has chalked out ambitious growth plans to scale up operations and profitability. Further, the management has adopted focused business strategies in all spheres of business activities to improve the sales and profitability of the Company.

(3) Expected increase in productivity and profits in measurable terms:

The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving revenue growth in the future.

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

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.

None of the other Directors except Mr. Amitkumar Subhashchandra Khandelwal, proposed appointee, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution, as set out in item no. 4 and 5 of this Notice.

The Board recommends the resolutions set out in Item No. 4 and 5 of the Notice for approval of the Members by way of Ordinary Resolution.

Registered Office:

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

Date: **December 30, 2023**

Place: **Surat**

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

Sd/-

Affan Faruk Patel

Whole Time Director

DIN: 08576337

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTOR SEEKING APPOINTMENT

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

Name of Director	Mr. Dukhabandhu Rath	Mr. Amitkumar Subhashchandra Khandelwal
Director Identification Number (DIN)	08965826	09287996
Date of Birth (Age)	November 27, 1960 (63 years)	May 22, 1981 (42 years)
Designation	Non-Executive Independent Director	Whole Time Director
Date of first appointment on the Board	November 7, 2023	November 7, 2023
Terms and Conditions of appointment / re-appointment	Appointed as Non-Executive Independent Director of the Company for a term of five consecutive years commencing from November 7, 2023, subject to the approval of Members.	Appointed as Whole Time Director of the Company for a term of five consecutive years commencing from November 7, 2023, subject to the approval of Members.
Qualification	Mr. Dukhabandhu Rath holds a bachelor's degree in Political Science and Economics. He is a Certified Associate of the Indian Institute of Bankers (Part I & Part II), recognized by the Indian Institute of Banking and Finance in Mumbai. He also hold Certified Corporate Director & Member from Institute of Directors, India.	Mr. Amitkumar Subhashchandra Khandelwal hold a Bachelor of Engineering degree in Production from Sardar Vallabhbhai National Institute of Technology, Surat, and a Post Graduate Diploma in Finance Management from The Maharaja Sayajirao University, Vadodara. Additionally, he has completed a course on lead Auditing for Quality Management Systems.
Nature of expertise in specific functional areas	Mr. Dukhabandhu Rath possesses diverse expertise that spans across SME and Corporate Credit, Retail Credit, Branch Operations, Customer Service, Risk Management, Audit & Compliance, Digitization & IT, Strategic Planning & Budgeting, and Resource	With a career spanning over two decades, Mr. Amitkumar Subhashchandra Khandelwal has demonstrated his expertise in diverse sectors, including Telecom, Automotive, Pharmaceutical,

	Mobilization. His expertise extends to business development, innovative banking practices, stakeholder management, analytical proficiency, and effective team leadership.	Manufacturing, Solar, and Transmission industries.
A brief resume of the Director	Please refer explanatory statement of item nos. 3 of this Notice for the brief resume of the Director.	Please refer explanatory statement of item nos. 4 and 5 of this Notice for the brief resume of the Director.
Name of the Companies in which he/she holds directorship (other than K.P. Energy Limited)	SG Finserve Limited ¹	KPI Green Energy Limited ¹
Name of committees in which he/she holds membership/ chairmanship (other than K.P. Energy Limited)	Audit Committee Member SG Finserve Limited Stakeholders Relationship Committee Member SG Finserve Limited Risk Management Committee Member SG Finserve Limited	Nil
Name of listed entities from which the person has resigned in the past three years	Nil	Nil
Details of remuneration (including Sitting fee, if any) last drawn	Nil	Nil
No. of meetings of the Board attended during the year	Nil	1
Details of remuneration sought to be paid	As an Independent Director, he is entitled to the sitting fee as decided the Board, for each meeting of the Board and Committee as attended by him. He is also entitled for reimbursement of expenses, if any, incurred by her for attending the Board/ Committee meetings. Also,	As per Item No. 4 and 5 of the explanatory statement forming the part of this notice.

	he shall be entitled of professional fee for any professional services, if any, rendered by him in professional capacity, to Company.	
Inter se relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	None	None
Shareholding in the Company No. of shares held:		
(a) Own	Nil	Nil
(b) For other persons on a beneficial basis	Nil	Nil

¹ Listed Company