



KP Green Engineering Limited

(Formerly known as K P Buildcon Pvt. Ltd.)

A COMPANY TO SOLVE THE DIFFICULTIES



KPGE/BM-PB/AUG/2024/19

Date: August 5, 2024

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code: 544150

Sub.: Submission of Postal Ballot Notice dated July 30, 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 July 30, 2024, we are submitting herewith the copy of the Postal Ballot notice dated July 30, 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.kpgreenengineering.com.

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

Thanking You,

Yours faithfully,

**For KP Green Engineering Limited
(Formerly Known as K P Buildcon Private Limited)**

**Muinulhaque Iqbalhusen Kadva
Whole Time Director
DIN: 07661317**

Encl.: As above



Registered Office :

'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat – 395017, Gujarat, India.
Telephone No : 0261-2244757 | Fax No. : 0261-2234757 | E-mail : info@kpgroup.co

Factory Office :

146-147, Ekalbara Road, Dabhasa, Ta - Padra, Dist. - Vadodara - 391440, Gujarat, India.
Telephone No : 0266-2244112 | E-mail : sales.brd@kpgroup.co

CIN : L40100GJ2001PLC039763 | Website : www.kpgreenengineering.com |   Listed Company



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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 KP Green Engineering 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.kpgreenengineering.com.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, at its meeting held on July 30, 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.



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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, August 7, 2024, 9:00 a.m. (IST)** and will end on **Thursday, September 5, 2024, 5:00 p.m. (IST)**. E-Voting module will be blocked by CDSL at 5.00 p.m. on Thursday, September 5, 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 Chairman of the Company or to the Company Secretary or any person authorized by Chairman. The results will be declared on or before Monday, September 9, 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.kpgreenengineering.com 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: Approval of change in name of KP Green Engineering Private Limited - Employee Stock Option Plan 2023 to KP Green Engineering Limited - Employee Stock Option Plan 2023 (“KP GREEN ENGINEERING – ESOP 2023”)

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT, as recommended by the Nomination & Remuneration Committee of the Company in its meeting held on July 30, 2024 and in furtherance of and supplement to the Special



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Resolution passed by the members in the Extra-Ordinary General Meeting of the Company held on November 18, 2023 pursuant to the provisions of section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules framed there under, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board Of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as “SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as “SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof of the Act, SEBI SBEB Regulations or SEBI Listing Regulations for the time being in force), approval of the shareholders of the Company be and is hereby accorded to change the name of Employee Stock Option Plan from “**KP Green Engineering Private Limited - Employee Stock Option Plan 2023**” to “**KP Green Engineering Limited - Employee Stock Option Plan 2023**”.

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

ITEM NO. 2: Ratification and approval of amendments in KP Green Engineering Limited - Employee Stock Option Plan 2023 (“KP GREEN ENGINEERING – ESOP 2023”)

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT**, as recommended by the Nomination & Remuneration Committee of the Company in its meeting held on July 30, 2024 and in furtherance of and supplement to the Special Resolution passed by the members in the Extra-Ordinary General Meeting of the Company held on November 18, 2023 pursuant to the provisions of section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rules framed there under, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board Of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as “**SEBI SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as “**SEBI Listing Regulations**”), (including any statutory modification(s) or re-enactment(s) thereof of the Act, SEBI SBEB Regulations or SEBI Listing Regulations for the time being in force), the circulars/ guidelines issued by the Securities and Exchange Board of India (“**SEBI**”), and such other rules, regulations,



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notifications, guidelines and laws as may be applicable in this regard, from time to time and subject to such approvals, consents, permissions and sanctions, as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee (“**NRC**”) constituted by the Board, for the time being exercising the powers conferred on the Board, including the powers conferred by this resolution), approval of shareholders of the Company be and is hereby accorded to ratify and amend “**KP Green Engineering Limited - Employee Stock Option Plan 2023 (“KP GREEN ENGINEERING – ESOP 2023”/ “Scheme”/ “Plan”)** as approved by the members of the Company in Extra-Ordinary General Meeting of the Company held on November 18, 2023 , prior to Initial Public Offering (IPO) of shares of the Company, to create, offer, issue, reissue and grant options from time to time, in one or more tranches, not exceeding 10,00,000 (Ten Lakh) Employee Stock Options (“**ESOPs**”/ “**Option(s)**”), being 2% (Two percent) of the total outstanding equity shares of the Company as at March 31, 2024, to such persons who are in permanent employment of the Company and whether in India or outside India, including any director, whether whole time director or otherwise (other than promoters and promoter group of the Company, independent directors and directors holding directly or indirectly, more than 10% of the outstanding equity shares of the Company), as provided under KP GREEN ENGINEERING – ESOP 2023, (hereinafter referred to as an “**Employee(s)**”), exercisable into not more than 10,00,000 (Ten Lakh) fully paid-up equity shares of the Company in aggregate of face value of ₹5/- (Rupees Five only) each as may be permissible under the SEBI SBEB Regulations and selected by the Board in its sole and absolute discretion (‘Eligible Employees’) and at such price(s) through direct route and on such terms and conditions and in such tranches as may be decided by the Board and in accordance with the provisions of the Scheme, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

RESOLVED FURTHER THAT the equity shares issued and allotted by the Company upon exercise of Options from time to time in accordance with the Scheme, shall rank *pair passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Options that have lapsed either by reason of non-vesting/ non-exercise be added to the ESOP Pool for future grants in accordance with the Scheme which shall not exceed 10,00,000 (Ten Lakh) Options.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.



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RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation and others, if any, resulting in the increase or decrease in the equity share capital of the Company then a fair and reasonable adjustment to the ESOP Pool shall be deemed to be increased or decreased in proportion to the resultant Equity Shares pursuant to the aforesaid corporate action(s) and consequently the grant to Employee(s) shall be adjusted accordingly without affecting any other rights or obligations of an Employee(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, the number of equity shares to be transferred on exercise of Options granted and the price of acquisition payable by the option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 5/- (Rupees Five Only) per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

RESOLVED FURTHER THAT the Board of Directors or the Nomination and Remuneration Committee of the Board of Directors be and is hereby severally authorised to bring into effect the Scheme as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations and the Memorandum and Articles of Association of the Company and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT Mr. Muinulhaque Kadva, Whole Time Director, Mr. Hassan Patel, Director and/or Mr. Saurabh Sharma, Company Secretary and Compliance Officer of the Company be and is hereby severally authorised to take necessary steps for listing of the equity shares allotted under the Scheme on the stock exchange, where the equity shares of the Company are listed as per the provisions of the SEBI Listing Regulations and other applicable laws, guidelines, rules and regulations.



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RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing to appoint various intermediaries, advisors, consultants or representatives for effective implementation and administration of the Scheme as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to represent the Company for carrying out any or all of the activities for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board may delegates all or any powers conferred herein, to the Nomination and Remuneration Committee of the Board of Directors and to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regards.”

RESOLVED FURTHER THAT Mr. Muinulhaque Kadva, Whole Time Director, Mr. Hassan Patel, Director and/or Mr. Saurabh Sharma, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard at any stage in connection to the Scheme.”

ITEM NO. 3: Ratification and Approval for extension KP Green Engineering Limited - Employee Stock Option Plan 2023 (“KP GREEN ENGINEERING – ESOP 2023”) to the employees of the existing subsidiary company(ies) or associate company(ies) of the Company in India or outside India.

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution:**

“RESOLVED THAT as recommended by the Nomination & Remuneration Committee of the Company in its meeting held on July 30, 2024 and in furtherance of and supplement to the Special Resolution passed by the members in the Extra-Ordinary General Meeting of the Company held on November 18, 2023 pursuant to the provisions of section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with Rules framed there under, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board Of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as



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amended from time to time (hereinafter referred to as “**SEBI SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as “**SEBI Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof of the Act, SEBI SBEB Regulations or SEBI Listing Regulations for the time being in force), the circulars/ guidelines issued by the Securities and Exchange Board of India (“**SEBI**”), and such other rules, regulations, notifications, guidelines and laws as may be applicable in this regard, from time to time and subject to such approvals, consents, permissions, sanctions, as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee (“**NRC**”) constituted by the Board, for the time being exercising the powers conferred on the Board, including the powers conferred by this resolution), approval of shareholders of the Company be and is hereby accorded to extend the benefits of KP Green Engineering Limited - Employee Stock Option Plan 2023 (“**KP GREEN ENGINEERING – ESOP 2023**”) (as amended) to the permanent employees including directors whether whole time director or otherwise, (other than Promoter(s) or belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of existing and future subsidiary company(ies), group company(ies) or associate company(ies) of the Company, whether in India or outside India (hereinafter referred to as an “**Employee(s)**”), within the overall ceiling limit of 10,00,000 (Ten Lakh) Employee Stock Options (“**ESOPs**”/ “**Option(s)**”) exercisable into not more than 10,00,000 (Ten Lakh) fully paid-up equity shares in the Company in aggregate of face value of ₹5/- (Rupees Five Only) each as may be permissible under the SEBI SBEB Regulations and selected by the Board in its sole and absolute discretion (‘Eligible Employees’) and at such price(s) through direct route and on such terms and conditions and in such tranches as may be decided by the Board and in accordance with the provisions of the Scheme, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

RESOLVED FURTHER THAT the equity shares issued and allotted by the Company upon exercise of Options from time to time in accordance with the Scheme, shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Options that have lapsed either by reason of non-vesting/ non-exercise be added to the ESOP Pool for future grants in accordance with KP GREEN ENGINEERING – ESOP 2023 which shall not exceed 10,00,000 (Ten Lakh) Options.



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RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation and others, if any, resulting in the increase or decrease in the equity share capital of the Company then a fair and reasonable adjustment to the ESOP Pool shall be deemed to be increased or decreased in proportion to the resultant Equity Shares pursuant to the aforesaid corporate action(s) and consequently the grant to Employee(s) shall be adjusted accordingly without affecting any other rights or obligations of an Employee(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, the number of equity shares to be transferred on exercise of Options granted and the price of acquisition payable by the option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 5/- (Rupees Five Only) per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

RESOLVED FURTHER THAT the Board of Directors or the Nomination and Remuneration Committee of the Board of Directors be and is hereby severally authorised to bring into effect the Scheme as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations and the Memorandum and Articles of Association of the Company and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the shareholders of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT Mr. Muinulhaque Kadva, Whole Time Director, Mr. Hassan Patel, Director and/or Mr. Saurabh Sharma, Company Secretary and Compliance Officer of the



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Company be and is hereby severally authorised to take necessary steps for listing of the equity shares allotted under the Scheme on the stock exchange, where the equity shares of the Company are listed as per the provisions of the SEBI Listing Regulations and other applicable laws, guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds and things, as it may in his absolute discretion, deem necessary including authorizing or directing to appoint various intermediaries, advisors, consultants or representatives for effective implementation and administration of Scheme as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby severally authorise to represent the Company for carrying out any or all of the activities for the purpose of giving effect to this resolution.”

RESOLVED FURTHER THAT the Board may delegates all or any powers conferred herein, to the Nomination and Remuneration Committee of the Board of Directors and to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regards.

RESOLVED FURTHER THAT Mr. Muinulhaque Kadva, Whole Time Director, Mr. Hassan Patel, Director and/or Mr. Saurabh Sharma, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard at any stage in connection to the Scheme.”

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By Order of the Board of Directors,
For KP Green Engineering Limited
(Formerly known as K P Buildcon Pvt. Ltd.)

Sd/-

Mr. Muinulhaque Iqbalhusen Kadva
Whole Time Director
DIN: 07661317

Date: **July 30, 2024**

Place: **Surat**



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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, August 2, 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 “KP 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 or to the Company at compliance@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.



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'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat – 395017, Gujarat, India.
Telephone No : 0261-2244757 | Fax No. : 0261-2234757 | E-mail : info@kpgroup.co

Factory Office :

146-147, Ekalbara Road, Dabhasa, Ta - Padra, Dist. - Vadodara - 391440, Gujarat, India.
Telephone No : 0266-2244112 | E-mail : sales.brd@kpgroup.co

CIN : L40100GJ2001PLC039763 | Website : www.kpgreenengineering.com |   Listed Company



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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. Saurabh Sharma, Company Secretary and Compliance Officer at Email: compliance@kpgroup.co or for any query / grievance with respect to E-voting, you can write an 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, August 7, 2024, and ends on 5:00 p.m. (IST) on Thursday, September 5, 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, August 2, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations



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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	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



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<p>Demat mode with CDSL Depository</p>	<p>www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <ol style="list-style-type: none">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 cdsi 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.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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 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.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for



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	<p>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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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.



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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.
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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.



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- 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; compliance@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.



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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, 2 and 3 of the accompanying Notice dated July 30, 2024:

ITEM NO. 1 to 3

Employee Stock Options are an effective instrument to encourage Eligible Employees to attract, retain, motivate, reward and align their performance with the Company’s objectives while creating a sense of ownership within the organization. The members of the Company in the Extra-Ordinary General Meeting of the Company held on November 18, 2023 have approved KP Green Engineering Private Limited - Employee Stock Option Plan 2023 for the eligible employees of the Company and/or the employees of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company, as may be determined by the Board.

Subsequent to the Initial Public Offering (IPO) of KP Green Engineering Limited and to align with the latest guidelines and ensure compliance with the Securities and Exchange Board Of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as “**SEBI SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as “**SEBI Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof of the Act, SEBI SBEB Regulations or SEBI Listing Regulations for the time being in force), the circulars/ guidelines issued by the Securities and Exchange Board of India (“**SEBI**”), the Company proposes to ratify and amend the name of ‘KP Green Engineering Private Limited - Employee Stock Option Plan 2023’ to ‘KP Green Engineering Limited - Employee Stock Option Plan 2023’ (“**KP Green Engineering - ESOP 2023**”, “**Scheme**”, “**Plan**”) and various clauses under the said scheme. .

The Salient features of the KP Green Engineering – ESOP 2023 (as amended) as per Regulation 6(2) of Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 are as follows:



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a) Brief Description of the Scheme:

KP Green Engineering - ESOP 2023 is established by KP Green Engineering Limited (**“the Company”**) which enables the Company to grant employee stock options to Eligible Employees of the Company and its group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company, as determined by the Board, subject to applicable laws and terms and conditions of the Scheme.

The objective of the Scheme is to create a sense of ownership within the organization, encourage Eligible Employees to align their performance with Company objectives, promote the long-term interests of the Company by providing an incentive to attract, retain, motivate and reward Eligible Employees of the Company so as to make them partners to the growth and profitability of the Company, and thereby promoting the welfare of the Eligible Employees.

b) The Total Number of Options to be Offered and Granted:

The total number of Options to be offered and granted under KP Green Engineering – ESOP 2023, shall at all times, not exceed 10,00,000 (Ten Lakh) Options, convertible into not more than 10,00,000 (Ten Lakh) Equity Shares of face value of ₹ 5/- (Rupees Five Only) each fully paid-up equity shares of the Company, with each such Option conferring a right upon the Employee to be issued one equity share of the Company, in accordance with the terms and conditions, as may be decided under the Scheme, in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI SBEB Regulations”**) and other applicable laws.

The maximum number of Options that shall be granted to any specific Employee or identified Employees of the Company or of its group company including subsidiary/associate/holding company (present or future) under KP Green Engineering - ESOP 2023, during any one year, shall not equal to or exceed 1% (One Percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant unless a separate specific approval from shareholders of the Company through special resolution is obtained for grant of shares equal to or exceeding 1% of the issued paid-up share capital of the Company to any single Employee.

c) Identification of classes of employees entitled to participate and be beneficiaries in the scheme:

All Employees of the Company, as defined under, shall be entitled to participate and be beneficiaries in the Scheme:



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- an employee as designated by the Company, who is exclusively working in India or outside India; or
- a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include:
 - an employee who is a promoter or a person belonging to the promoter group; or
 - a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company.

d) Requirements of vesting and period of vesting:

The Options granted to the employees of the Company and/ or its Group Company including Associate/Holding/Subsidiary Company shall vest so long as an employee continues to be in the employment of the Company/Group Company including Associate/Holding/Subsidiary Company, as the case may be. Vesting of Options may happen in one or more tranches. There shall be a minimum vesting period of One (1) year from the date of Grant.

An indicative Vesting Schedule of the Options Granted shall be as under:

Date of Vesting	Percentage of the Option to be Vested
At the end of 1 st year from the Date of Grant	25%
At the end of 2 nd year from the Date of Grant	25%
At the end of 3 rd year from the Date of Grant	35%
At the end of 4 th year from the Date of Grant	15%

The NRC shall always have a right, at its sole discretion, to vary the vesting schedule or vesting conditions in respect of any Option to be granted.

e) Maximum period within which the Options shall be Vested:

The maximum vesting period of an Option shall not be greater than Five (5) years from the date of Grant of Options.



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Telephone No : 0261-2244757 | Fax No. : 0261-2234757 | E-mail : info@kpgroup.co

Factory Office :

146-147, Ekalbara Road, Dabhaha, Ta - Padra, Dist. - Vadodara - 391440, Gujarat, India.
Telephone No : 0266-2244112 | E-mail : sales.brd@kpgroup.co

CIN : L40100GJ2001PLC039763 | Website : www.kpgreenengineering.com | BSE SME Listed Company



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f) Exercise Price or Pricing Formula:

Exercise Price shall be determined by the NRC and shall be mentioned in the Letter of Grant, subject to the applicable laws, on the date of Grant. Such Exercise Price shall not be less than Face Value of the Equity Share of the Company at the time of Grant of the Option(s).

g) Exercise Period and Process of Exercise:

The Exercise period shall not be more than Three (3) months from the date of respective vesting of Options. The Option Grantee may Exercise the Vested Options, in part or in whole, at any time, in accordance with the Scheme, by giving a notice of seven (7) days in such format as may be prescribed by the NRC, in writing to the Company along with the Exercise Price on or before expiration of the Exercise Period.

h) The appraisal process for determining the eligibility of employees for the scheme:

The appraisal process for determining the Employees to whom the Option shall be granted will be specified by the NRC and will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the NRC at its sole discretion, from time to time.

i) The Maximum number of Options to be offered and issued per employee and in aggregate, if any:

The quantum of the Options that may be granted shall be decided by the NRC at its sole discretion. It shall not exceed such number of Options which upon exercise shall not exceed 10,00,000 (Ten Lakh) Shares of face value of ₹ 5/- (Rupees Five Only) each fully paid up, of the Company.

Moreover, approval of shareholders by way of separate resolution in the general meeting shall be obtained by the Company in case the maximum number of Options that shall be granted to any specific Employee or identified Employees of the Company or of its Group Company including Associate/ Holding/ Subsidiary Company (present or future) under KP Green Engineering - ESOP 2023, during any one year, equals to or exceeds 1% (One Percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.

j) Maximum quantum of benefits to be provided per employee under a scheme:

The maximum quantum of benefits to be provided per employee shall be decided by the NRC from time to time. Moreover, approval of shareholders by way of separate resolution in the general meeting shall be obtained by the Company in case the maximum number of Options



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that shall be granted to any specific Employee of the Company or of its Group Company including Associate/ Holding/ Subsidiary Company (present or future) under KP Green Engineering - ESOP 2023, during any one year, equals to or exceeds 1% (One Percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant. Apart from offering the Equity Shares as mentioned above, no other monetary benefits are contemplated under this Scheme.

k) Whether the Scheme is to be implemented and administered directly by the company or through a trust:

KP Green Engineering – ESOP 2023 shall be implemented and administered directly by the Company through the Board or any Committee thereof.

l) Whether the scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:

KP Green Engineering – ESOP 2023 shall involve only new / fresh/ primary issue of equity shares by the Company.

m) The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.:

Not Applicable. KP Green Engineering – ESOP 2023 does not envisage any loan to the trust, as the Scheme is being administered directly by the Company.

n) The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:

Not Applicable as the Scheme is not implemented through Trust.

o) A statement to the effect that the company shall conform to the accounting policies specified in regulation 15:

The Company shall conform to the accounting policies specified in Regulation 15 of the SEBI SBEB Regulations.

p) The method which the company shall use to value its Options:

The Company shall use an appropriate fair value method for valuation of Options on the date of the grant to calculate the employee compensation cost in accordance with applicable accounting standards.



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q) Declaration:

'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report'

The said statement is not applicable to the Company since the Company is opting for the Fair Value Method.

r) Period of lock-in:

Equity Shares allotted pursuant to exercise of Options shall not be subject to lock-in.

s) The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct;

As mentioned in the KP Green Engineering – ESOP 2023 Scheme.

t) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

As mentioned in the KP Green Engineering – ESOP 2023 Scheme.

u) Terms & conditions for buyback, if any, of specified securities covered under these regulations:

The Nomination and Remuneration Committee may specify the procedure for buy-back of specified securities issued under SEBI (SBEB) Regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:

- (i) permissible sources of financing for buy-back;
- (ii) any minimum financial thresholds to be maintained by the company as per its last financial statements; and
- (iii) limits upon quantum of Specified Securities that the company may buy-back in a financial year;

Regulation 6(1) of the SEBI SBEB Regulations requires that every share-based employee benefit scheme shall be approved by the shareholders of the company by passing a special resolution in



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a general meeting. Accordingly, the Special Resolutions set out at Item Nos. 1 to 3 of this Notice are proposed for approval by the shareholders.

As per the Companies Act, 2013 and SEBI SBEB Regulations, approval of shareholders by way of a separate Special Resolution is also required to be obtained by the Company, if the benefits of the KP Green Engineering – ESOP 2023 are to be extended to the employees of the subsidiary companies and associate companies. Accordingly, the special resolution set out at Item No. 3 proposes to cover the employees of the existing and future subsidiary company(ies) and existing and future associate companies of the Company under the Scheme.

The Options granted under the Scheme shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The Scheme conforms to the SEBI SBEB Regulations.

A copy of the KP Green Engineering – ESOP 2023 will be kept open for inspection by shareholders at the registered office of the Company during business hours.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in the Special Resolutions at Item No. 1, 2 and 3 of this Notice, except to the extent of their respective shareholding, if any, in the Company and number of Stock Options which may be granted to them, if any, pursuant to implementation of the Scheme.

The Board of Directors recommends the resolution set out at Item Nos. 1, 2 and 3 of the Notice for approval of the members of the Company.

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For and on behalf of Board of Directors

KP Green Engineering Limited
(Formerly known as K P Buildcon Pvt. Ltd.)

Date: **July 30, 2024**

Place: **Surat**

Sd/-

Mr. Muinulhaque Iqbalhusen Kadva

Whole Time Director

DIN: 07661317



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