

K.P. ENERGY LIMITED
CIN: L40100GJ2010PLC059169



KPEL/AGM-NOTICE/SEP/2024/509

September 3, 2024

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

Scrip Code: 539686

Sub: Notice of 15th Annual General Meeting of K.P. Energy Limited.

Dear Sir/Madam,

This is to inform you that the 15th Annual General Meeting of K.P. Energy Limited is scheduled to be held on Thursday, September 26, 2024, at 3:00 p.m. (IST) through Video Conference ('VC')/ Other Audio Visual Means ('OAVM').

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

Kindly take the same on record.

Thanking you,

For K.P. Energy Limited

Karmit Sheth
Company Secretary and Compliance Officer

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

Notice

NOTICE is hereby given that the **Fifteen (15th) Annual General Meeting** ('AGM') of K.P. Energy Limited (the 'Company') will be held on **Thursday, 26th day of September 2024 at 3:00 p.m. IST** through Video Conference ('VC')/Other Audio-Visual Means ('OAVM'), to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at 'KP House', Opp. Ishwar Farm Junction BRTS, Near Bliss IVF Circle, Canal Road, Bhatar, Surat - 395017, Gujarat.

ORDINARY BUSINESS:

1. To receive, consider and adopt the:
 - a. audited standalone financial statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. audited consolidated financial statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.
2. To confirm the payment of interim dividends of 5% and 4% aggregating to 9% which is Re. 0.45/- per equity share of ₹5/- each, which has already been paid to the shareholders within prescribed timeline in the financial year 2023-24.
3. To declare the final dividend at 2% i.e. Re. 0.10 (Ten Paise only) per equity share of ₹5/- each for the financial year 2023-24.
4. To appoint a Director in place of Mr. Affan Faruk Patel (DIN: 08576337), who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions and rules made thereunder, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Mr. Affan Faruk Patel (DIN: 08576337), who retires by rotation, and being eligible, seeks re-appointment, be and is hereby re-appointed as a Director, liable to retire by rotation.

5. To appoint a Director in place of Mrs. Venu Birappa (DIN: 09123017), who retires by rotation and being eligible, offers herself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions and rules made thereunder, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Mrs. Venu Birappa (DIN: 09123017), who retires by rotation, and being eligible, seeks re-appointment, be and is hereby re-appointed as a Director, liable to retire by rotation.

SPECIAL BUSINESS:

6. **Re-appointment of Dr. Faruk G. Patel (DIN: 00414045) as Managing Director of the Company for period of five years:**

To consider and if thought fit, to pass the following Resolution, with or without modification, as a **Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and also subject to approval of the Central Government, if required, the Company hereby accords its approval to the re-appointment of Dr. Faruk G. Patel (DIN: 00414045) as Managing Director of the Company, not liable to retire by rotation, for a period of 5 (five) years w.e.f. July 15, 2025 to July 14, 2030 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 full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination and Remuneration Committee of the Board) to revise/alter/modify/amend/change the terms and conditions as may be agreed by and between the Board and Dr. Faruk G. Patel within the applicable provisions of the Act without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the remuneration payable to Dr. Faruk G. Patel, on the terms and conditions as set out in the explanatory statement attached hereto, in any financial year may exceed the limits specified in Section 197 and Schedule V of the Act and SEBI Listing Regulations; and in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any financial year or years during the duration of his term of office, the remuneration comprising Basic salary, perquisites and allowances and benefits, as approved herein be paid as minimum remuneration to Dr. Faruk G. Patel and the approval accorded herein shall also be deemed to be the approval by way of special

resolution as contemplated under Section 197(10) read with Schedule V of the Act and/or Regulation 17 of the SEBI Listing Regulations, as may be applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary and/or revise the terms and Conditions of the remuneration as it may deem fit, pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 (including any Statutory modification or re-enactment thereof, for the time being in force), which is payable to Dr. Faruk G. Patel, 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.

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

7. Continuation of directorship by Mr. Bhupendra Vadilal Shah (DIN: 06359909) as a Non-Executive Director of the Company:

To consider and if thought fit, to pass the following Resolution, with or without modification, as a **Special Resolution:**

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, consent of the shareholders of the Company be and is hereby accorded for continuation of directorship by Mr. Bhupendra Vadilal Shah (DIN: 06359909) as a Non-Executive Non-Independent Director of the Company, notwithstanding that he will attain age of 75 (Seventy-Five) years, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto".

8. Payment of commission to Non-Executive Director(s) including Independent Director(s) of the Company:

To consider and if thought fit, to pass the following Resolution, with or without modification, as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with rules made

thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company for payment of commission to the Non-Executive Director(s) including Independent Director(s) of the Company who is/are neither in the whole time employment nor Managing Director, in addition to sitting fees being paid to them for attending the meeting of the Board and its Committees, a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, for a period of three years from the financial year commencing from April 1, 2024, in such manner and up to such extent as the Board of Directors of the Company may, from time to time, determine.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or has inadequate profit, the non-executive directors(s) including Independent Director(s) be paid minimum remuneration or such remuneration as may be approved by the Board within the ceiling prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof at relevant time, without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all actions and do all such deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

9. Increase in borrowing powers of the Company:

To consider and if thought fit, to pass the following Resolution, with or without modification, as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 179, 180(1)(c) and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), on the recommendation of the Board of Directors, the consent of the shareholders of the Company be and is hereby accorded to borrow money, as and when required, from time to time any sum or sums of money for the purpose of the business of the Company, from any Bank and/or other Financial Institution and/or any lender and/or any body corporate/entity/entities and/or authority/authorities whether from India or outside India, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of

its paid-up share capital, free reserves and securities premium, that is to say reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors shall not at any time exceed the limit upto ₹ 2000 Crores (Rupees Two Thousand Crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit.”

10. Increase in limits for selling, leasing or otherwise disposing of the whole or substantially whole of the undertaking and/or Creating Charge/Security over the Assets/Undertaking of the Company:

To consider and if thought fit, to pass the following Resolution, with or without modification, as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 179 and 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, on the recommendation of the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee of the Board), consent of the shareholders be and is hereby accorded to the Board of Directors of the Company for (i) selling, leasing or otherwise disposing of the whole or substantially whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings; (ii) creation of charge/mortgage/pledge/hypothecation/security in addition to existing charge/mortgage/pledge/hypothecation/security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties, tangible or intangible assets of the Company, both present and future of every nature and kind whatsoever and/or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of banks and/or non-banking financial companies and/or financial institutions and/or any body corporate/entity/entities and/or other lender(s), Agent(s) and Trustee(s), whether from India or outside India, for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities in the nature of debt securities issued/to be issued by the Company (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments) (hereinafter termed ‘loans’), from time to time, provided that the total amount of Sale and/or lease consideration/

indebtedness secured by the assets shall not at any time exceed ₹ 2000 Crore (Rupees Two Thousand Crore Only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit.”

11. Increase in the Limits of Loans and Investments by the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 179, 186 of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders be and is hereby accorded to the Board of Directors of the Company to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹ 2000 Crore (Rupees Two Thousand Crore Only) over and above the limit of 60% of the paid-up share capital, free reserves, and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT in terms of the provisions of Section 186 of the Act, where a loan or guarantee is given or where a security has been provided by the Company to its wholly owned subsidiary Company or a joint venture Company, or acquisition is made by the Company, by way of subscription, purchase or otherwise, of the securities of its wholly owned subsidiary Company, the aforementioned limits shall not apply.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, 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.”

12. Approval of Material Related Party Transactions with KPI Green Energy Limited:

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

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

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

13. Approval of Material Related Party Transactions with KP Green Engineering Limited (formerly known as K P Buildcon Private Limited):

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

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

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

14. Approval of Material Related Party Transactions with Sun Drops Energia Private Limited:

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

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

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

15. Alteration of Object Clause of the Memorandum of Association 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 provisions of Section 4, 13 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, on the recommendation of Board of Directors of the Company, (hereinafter referred to as ‘Board’ which term shall include any Committee or one or more Directors), the consent of the shareholders of the Company be and is hereby accorded for alteration of Main Object Clause of the Memorandum of Association (‘MoA’) of the Company by inserting the following new sub-clauses 2 and 3 after the existing sub-clause 1 of Clause III [A] of the MoA of the Company:

2. *To acquire, partner, take over, promote, establish, invest, operate, enter into and carry on all or any of the business of manufacturing, producing, processing, refining, importing, exporting, buying, selling, distributing, and dealing in hydrogen, ammonia, and their derivatives, by-products, and related chemicals, in any form, utilizing green energy sources such as solar, wind, hydro, and other renewables, including establishing, acquiring, constructing, operating, maintaining, and managing plants, refineries, pipelines, storage facilities, distribution networks, and other necessary infrastructure for these activities.*
3. *To conduct research, development, and innovation in technologies related to green hydrogen and clean ammonia, and to collaborate with governments, corporations, academic institutions, and other stakeholders to promote the adoption and utilization of these sustainable energy sources, providing consulting and advisory services both domestically and internationally.*

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

16. Ratification of Remuneration of Cost Auditor.

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 Section 148 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of the Audit Committee and Board of Directors of the Company, the shareholders hereby ratifies the payment of remuneration of ₹ 50,000 (Rupees Fifty thousand Only) plus applicable taxes and out of pocket expenses to M/s. Nanty Shah & Associates, Cost Accountants (Firm Registration No.: 101268), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2024-25.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient 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.
Tel.: +91 261 2234757
Fax: +91 261 2234757
Email: info@kpenergy.in
Website: www.kpenergy.in

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

Karmit Sheth
Company Secretary & Compliance Officer

Place: Surat
Date: August 30, 2024

Notes

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 ('MCA Circulars') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the 15th Annual General Meeting ('AGM') of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
2. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special business to be transacted pursuant to Section 102 of the Companies Act, 2013 (the 'Act') and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') is annexed hereto.
3. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Act, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/reports/documents/intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), as revised with effect from April 01, 2024, read with Clarification/Guidance on applicability of Secretarial Standards 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
7. Pursuant to the provisions of Section 113 of the Act, Body Corporates/Institutional/Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on secretarial@kpggroup.co from their registered Email ID a scanned copy (PDF/JPG format) of certified copy of the Board Resolution/Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. In line with the Ministry of Corporate Affairs Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.kpenergy.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-voting facility) i.e. www.evotingindia.com
10. The Register of members and share transfer books of the Company will remain closed from Saturday, September 21, 2024 to Thursday, September 26, 2024 (both days inclusive) for the purpose of AGM.
11. Members seeking any information with regard to accounts are requested to write to the Company atleast 7 days before the meeting so as to enable the management to keep the information ready.

12. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
13. Process and manner for Members opting for voting through Electronic means:
 - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL'), as the Authorised e-voting agency for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
 - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 20, 2024, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - iii. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 20, 2024 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
 - iv. The remote e-voting will commence on Monday, September 23, 2024, at 9.00 a.m. and will end on Wednesday, September 25, 2024 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Friday, September 20, 2024, may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
 - v. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - vi. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Friday, September 20, 2024.
 - vii. The Company has appointed M/s. Chirag Shah and Associates, Practising Company Secretaries, to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the AGM, in a fair and transparent manner.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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 September 23, 2024, and ends on September 25, 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide 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 and joining virtual meetings 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 the 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 an 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 to see e-voting page. Click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 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 IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting.

Pursuant to abovesaid SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below: **(Contd.)**

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 48867000/022 - 24997000.

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

- v. Login method for e-voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company, please enter the member id/folio number in the Dividend Bank details field.

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the Company: K.P. Energy Limited on which you choose to vote.
- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 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 delinked 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.

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

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@kpgroup.co. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@kpgroup.co. These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- 1. For Physical shareholders:** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), 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 attending AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Contact Details

Company	K.P. Energy Limited 'KP House', Opp. Ishwar Farm Junction BRTS, Near Bliss IVF Circle, Canal Road, Bhatar, Surat 395017, Gujarat CIN: L40100GJ2010PLC059169 Email ID: secretarial@kpgroup.co
Registrar and Transfer Agent	Bigshare Services Private Limited Registered Office: Pinnacle Business Park, Office no S6-2, 6 th floor, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai 400093, Maharashtra. Tel: 022-62638200 Fax: 022-62638299 Email: info@bigshareonline.com
e-voting Agency	Central Depository Services (India) Limited Email: helpdesk.evoting@cdslindia.com Phone: 1800 22 55 33
Scrutinizer	M/s. Chirag Shah & Associate Practicing Company Secretaries, 1213-1214, Ganesh Glory, Nr. Jagatpur Crossing, Besides Ganesh Genesis, Off. S.G. Highway, Ahmedabad - 382481

Annexure to Notice

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NO. 6

Dr. Faruk G. Patel aged about 52 years is presently designated as Managing Director of the Company. He is the founding promoter of the Company. The Company has been taking advantage of his guidance and supervision since incorporation of the Company i.e. January 8, 2010. He has significantly contributed to the overall growth of the Company. Because of his sustained efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the Renewable energy sector. He has wholesome exposure on all aspects of business of the Company and is engaged in supervision & conduct of business along with an experienced team.

The shareholders at the 11th Annual General Meeting of the Company held on September 29, 2020, approved the re-appointment of Dr. Faruk G. Patel as Managing Director of the Company for a period of five (5) years with effect from July 15, 2020, to July 14, 2025. The terms and conditions of his re-appointment, including remuneration were approved by the Members in accordance with the provisions contained in Sections 196, 197, 198 and Schedule V and other applicable provisions of the Act.

Dr. Patel holds 2,98,78,566 equity shares of ₹ 5/- each as on March 31, 2024, in the Company. Therefore, he is interested in passing of this resolution by virtue of his directorship and to the extent of his shareholding in the Company.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on August 30, 2024 approved the re-appointment and remuneration of Dr. Faruk G. Patel as Managing Director of the Company, for a period of 5 (five) years w.e.f. July 15, 2025 to July 14, 2030, in terms of Section 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013, and in terms of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') on the terms set out hereunder subject to the approval of the shareholders and such other necessary approval(s), as may be required. Further Dr. Patel will not be liable to retire by rotation.

In terms of Schedule V to the Companies Act, 2013, the relevant details are as under:

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	2023-24	2022-23
Turnover	46,869.40	43,382.68
Profit (Loss) before Tax	7,640.33	6,317.86
Profit (Loss) after Tax	5,864.70	4,381.60
Earning per share (Basic) (in ₹)	8.79	6.57

Consolidated Financial Results:

(₹ in Lakh except EPS)

Particulars	2023-24	2022-23
Turnover	47,294.94	43,782.25
Profit (Loss) before Tax	7,736.65	6,497.24
Profit (Loss) after Tax	5,832.21	4,390.82
Earning per share (Basic) (in ₹)	8.75	6.58

(4) Foreign investments or collaborations, if any:

As on March 31, 2024, the Shareholding of Foreign Portfolio Investors and Non-Residents, in the Company is detailed as under:

Particulars	No. of Shares	%
Foreign Portfolio Investors Category I	71,773	0.11
Foreign Portfolio Investors Category II	1,76,253	0.26
Non-Resident Indians (NRIs)	22,77,850	3.42

The Company has not entered into any material foreign collaboration.

II. Information about the Appointee

(1) Background details:

The background details and profile of Dr. Faruk G. Patel are stated in "BOD PROFILES" which forms the part of this annual report.

(2) Past Remuneration:

- Basic Salary: ₹ 20,00,000 (Rupees Twenty Lakh Only) per month in the salary range of ₹ 18,00,000 (Rupees Eighteen Lakh Only) to ₹ 45,00,000 (Rupees Forty-Five Lakh Only) per month with such increments as may be decided by the Board of Directors of the Company 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, Laundry Allowance, and any other perquisites as per the policy of the Company in force 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, such as:
 - Company maintained car with driver.
 - Company's contribution to Provident Fund
 - Payment of gratuity and other retirement benefits
 - Encashment of leave
 - Personal Accident, Mediclaim and Life Insurance under Employer – Employee scheme

(3) Recognition or awards:

Dr. Faruk G. Patel, Managing Director, has been awarded with various awards including:

Year	Recognition or awards
2024	- Designated as Entrepreneur of the Year at the 22 nd Global Edition Awards 2024
	- Ranked 524 with wealth of 3,500 Cr in the latest Hurun India Rich List 2023
2023	- Honorary Doctorate Degree (innovation, talent & Creativity Management) by American East Coast University (NY, USA)
	- Certificate of Excellence Changemaker of the year by National Awards for Social Excellence
	- Top 30 Most Disruptive Entrepreneurs by Wikitia (Online Encyclopedia)
2022	- Designated As an Advisory Committee Member by Bhagwan Mahavir University (BMU)
2020	- Designated as Chairman of Renewable Energy Committee and Member of Managing Committee by Southern Gujarat Chamber of Commerce & Industry
2019	- The Leaders Award Mantavya News
2018	- The Legends of Surat by Gujaratmitra

(4) Job profile and his suitability:

Dr. Faruk G. Patel, Managing Director of the Company, is highly experienced and controls the affairs of the Company under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth in performance of the Company. He has extensive experience in the renewable & green energy industry.

(5) Remuneration proposed:

- Basic Salary: ₹ 20,00,000 (Rupees Twenty Lakh Only) per month in the salary range of ₹ 18,00,000 (Rupees Eighteen Lakh Only) to ₹ 45,00,000 (Rupees Forty-Five Lakh Only) per month with such increments as may be decided by the Board of Directors of the Company 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, Laundry Allowance, and any other perquisites as per the policy of the Company in force 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, such as:
 - i. Company maintained 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, Mediciclaim and Life Insurance under Employer – Employee scheme

(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 Managing 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:

Apart from the remuneration and perquisites paid to him as Managing Director as stated above and his respective shareholding held directly or indirectly in the Company and Dr. Faruk G. Patel being father of Mr. Affan Faruk Patel, the Whole-Time Director, do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

III. Other Information

(1) Reason of loss or inadequate profits:

At present, the Company is having adequate profits. However, the re-appointment is for a term of five years from July 15, 2025, to July 14, 2030, 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. Therefore, the limits specified under Section 197(1) read with Schedule V of the Companies Act 2013 and the SEBI Listing Regulations, may be exceeded during the term of appointment.

(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.

IV. Disclosures:

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Boards' Report under the heading "Corporate Governance Report" forming part of the Annual Report for 2023-24.

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

Except Dr. Faruk G. Patel and Mr. Affan Faruk Patel and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolutions.

The Board of Directors recommends the resolutions set out at Item No. 6 of the Notice for approval of the shareholders by way of Special Resolution.

ITEM NO. 7

In terms of Regulation 17(1A) of the SEBI Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of seventy-five years unless special resolution is passed to that effect.

The consent of the shareholders by way of Special Resolution is sought for the continuation of directorship of Mr. Bhupendra Vadilal Shah as Non-Executive Non-Independent Director of the Company, who will attain the age of 75 (seventy-five) years on January 17, 2025.

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company at their meeting held on August 30, 2024, proposed the continuation of Mr. Bhupendra Vadilal Shah as a Non-Executive Non-Independent Director of the Company, and recommends this Special Resolution as set out in Resolution No. 7 of this Notice for approval of the shareholders of the Company.

The Board is of the opinion that Mr. Bhupendra Vadilal Shah's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He is also a person of integrity who possesses required expertise and his association as Non-Executive Non-Independent Director will be beneficial to the Company. Considering Mr. Bhupendra Vadilal Shah's seniority, role played by him towards the growth of this Company and to reap the benefits of his rich and varied experience, approval of the shareholders is sought for continuation of Mr. Bhupendra Vadilal Shah as a Non-Executive Non-Independent Director, liable to retire by rotation, as set out in Resolution No. 7 of this Notice.

Relevant details relating to continuation of directorship of Mr. Bhupendra Vadilal Shah, including his profile, as required under the Act, SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the "Annexure" to this Notice.

Mr. Bhupendra Vadilal Shah is not disqualified from continuing as a Director in terms of Section 164 of the Act and has consented to continue as a Director of the Company. He is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018.

Other than Mr. Bhupendra Vadilal Shah none of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise in the proposed Special Resolution as set out in Resolution No. 7 of this Notice.

ITEM NO. 8

The Company's Non-Executive Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, finance, corporate governance, etc. They have been shaping and steering the long-term strategy and make valuable contributions for the overall growth of the Company. Further, pursuant to the changing regulatory landscape

over the last few years, the Non-Executive Directors have assumed a central role in maintaining high level of corporate governance in the Company. These changes have enhanced the corporate governance requirements, particularly Board Governance and Management, requiring greater time commitments, attention and higher level of oversight by the Non-Executive Directors.

The Nomination and Remuneration Committee and Board of Directors, recommended the proposal for payment remuneration payable to Non-Executive Director(s) including Independent Director(s) of the Company, by way of commission or otherwise, a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, for a period of three years from the financial year commencing from April 1, 2024.

The payment of commission would be in addition to the sitting fees and other expenses being paid to them for attending the meetings of the Board and its committees, if any.

The Board of Directors will determine each year the specific amount to be paid as commission to the Non-Executive Director(s) including Independent Director, which shall not exceed 1% of the net profits of the Company for that year, as computed in the manner referred to in Section 198 of the Act.

Further, pursuant to Section 197 of the Act and Schedule V, in the event of absence or inadequacy of profits (as calculated under Section 198 the Act) in any financial year, the Company can pay a managerial remuneration to its Directors including any Managing Director or Whole-time Director or Manager or any other Non-Executive Director, including Independent Director, a sum not exceeding the limits prescribed under said Schedule V subject to the following conditions:

- a) Payment of such minimum remuneration is approved by way of a resolution passed by the Nomination and Remuneration Committee and by the Board of Directors;
- b) The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, and in case of default, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the Company before obtaining the approval in the general meeting;
- c) For payment of remuneration that is within the Schedule V limits, shareholders' approval is required by way of an ordinary resolution; and
- d) Such an ordinary resolution shall be valid for a period not exceeding three years.

Accordingly, the Board of Directors have proposed to seek approval for payment of minimum remuneration (within the limits as specified under Schedule V of the Act) to Non-Executive and Independent Directors for a period of 3 years from the financial year commencing from April 1, 2024, in the event of absence or inadequacy of profits, in any of the three financial years.

Accordingly, approval of shareholders is being sought for payment of remuneration in the form of commission or otherwise (within the limits as specified under Schedule V of the Act) to Non-Executive Director(s) including Independent Director(s) subject to a ceiling limit of 1% of net profits calculated as per Section 198 of the Act or minimum remuneration as per Schedule V of the Act in the event of absence or inadequacy of profits for a period of three years from the financial year commencing from April 1, 2024 as per proposed resolution at Item no. 8 of this Notice.

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013:

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	2023-24	2022-23
Turnover	46,869.40	43,382.68
Profit (Loss) before Tax	7,640.33	6,317.86
Profit (Loss) after Tax	5,864.70	4,381.60
Earning per share (Basic) (in ₹)	8.79	6.57

Consolidated Financial Results:

(₹ in Lakh except EPS)

Particulars	2023-24	2022-23
Turnover	47,294.94	43,782.25
Profit (Loss) before Tax	7,736.65	6,497.24
Profit (Loss) after Tax	5,832.21	4,390.82
Earning per share (Basic) (in ₹)	8.75	6.58

(4) Foreign investments or collaborations, if any:

As on March 31, 2024, the Shareholding of Foreign Portfolio Investors and Non-Residents, in the Company is detailed as under:

Particulars	No. of Shares	%
Foreign Portfolio Investors Category I	71,773	0.11
Foreign Portfolio Investors Category II	1,76,253	0.26
Non-Resident Indians (NRIs)	22,77,850	3.42

The Company has not entered into any material foreign collaboration.

II. Information about the Appointee

(1) Background details:

The background details and profile of all Non-Executive Director(s) including all Independent Director(s) are stated in "BOD PROFILES" which forms the part of this annual report.

(2) Past Remuneration:

(₹ in lakh)

Sr. No	Name of Director	FY 2023-24
1	Bhupendra Vadilal Shah	Nil
2	Bhadrabala Dhimant Joshi	Nil
3	Venu Birappa	25.62
4	Neethimani Karunamoorthy	11.80
5	Rajendra Kundanlal Desai	6.13
6	Dukhabandhu Rath	2.34
7	Arvindkumar Tribhovandas Patadia	12.01

(3) Job profile and their suitability:

The Company's Non-Executive Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance, amongst others. The Company's Non-Executive Directors have been shaping and steering the long-term strategy and make invaluable contributions towards the Company's business strategy, monitoring of risk management and compliances. Detailed profile of all Non-Executive Director(s) including all Independent Director(s) are stated in "BOD PROFILES" which forms the part of this annual report. The elaborated experience of the Directors in various sectors helps in enriching the Board discussions and deliberations and taking decisions that are beneficial for the growth of the Company.

(4) Remuneration proposed:

Remuneration in form of commission not exceeding 1% of net profit calculated as per Section 198 of the Act in case of profit or calculated as per Schedule V of the Act in the event of absence or inadequacy of profits for a period of 3 years from the financial year commencing from April 1, 2024 to be paid to the Non-Executive Directors including Independent Directors.

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

Taking into consideration the size of the Company, the profile of the directors, his/her responsibilities and contribution and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration paid to similar senior level counterparts in other Companies in the industry.

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

Except for drawing remuneration, there is no other pecuniary relationship with the Company or with the managerial personnel of the Company.

(7) Recognition or Awards:

Nil

III. Other Information

(1) Reason of loss or inadequate profits:

At present, the Company is having adequate profits. However, 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. The Company continues to strive for minimum cost and maximum output strategy, ensuring industry best EBIDTA margin.

(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.

IV. Disclosure

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Boards' Report under the heading "Corporate Governance Report" forming part of the Annual Report for 2023-24.

All Non-Executive Director(s) of the Company may be deemed to be concerned or interested in this resolution to the extent of their shareholding in the Company, if any and commission that may be payable to them from time to time. None of the other Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise in the proposed Special Resolution as set out in Item No. 8 of this Notice.

The Board of Directors recommends the resolution set out at Item No. 8 of the Notice for approval of the shareholders by way of Special Resolution.

ITEM NO. 9

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid-up share capital, free reserves and securities premium apart from temporary loans obtained from the Company's Bankers, etc. in the ordinary course of business, except with the approval of the shareholders of the Company by a Special Resolution.

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds for growth. Hence, the consent of the members be and is hereby accorded to enable the Board of Directors to raise finance together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may, at any time, exceed the aggregate of its paid-up share capital, free reserves and securities premium, that is to say reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors shall not at any time exceed the limit of ₹ 2000 Crores (Rupees Two Thousand Crores Only). None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise in the proposed Special Resolution as set out in Item No. 9 of this Notice.

The Board of Directors recommends the resolution set out at Item No. 9 of the Notice for approval of the shareholders by way of Special Resolution.

ITEM NO. 10

Pursuant to the provisions of Section 179 and 180(1)(a) and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) the Board of Directors of the Company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company and also shall not create further pledge, mortgage, hypothecation and/or Charge on the movable/immovable properties of the Company except with the approval of the members of the Company by Special Resolution. Therefore, the consent of the members be and is hereby accorded to enable the Board of Directors to (i) sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings; (ii) create such charge/security in addition to existing on all or any of the moveable and/or immovable properties, tangible or intangible assets of

the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, as the case may be, provided that the total amount of Sale and/or lease consideration/indebtedness shall not at any time exceed ₹ 2000 Crore (Rupees Two Thousand Crore Only). None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise in the proposed Special Resolution as set out in Item No. 10 of this Notice.

The Board of Directors recommends the resolution set out at Item No. 10 of the Notice for approval of the shareholders by way of Special Resolution.

ITEM NO. 11

To achieve long term strategic and business objectives, Company proposes to invest in other bodies corporate or grant loans, give corporate guarantees or provide securities to other persons or other body corporate as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account, whichever is higher.

Accordingly, the Board of Directors of the Company proposes to seek approval of shareholders by way of special resolution to authorize the Board to exercise powers for an amount not exceeding ₹ 2000 crore (Rupees Two Thousand Crore Only) outstanding at any time not withstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013 and rules made thereunder.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise in the proposed Special Resolution as set out in Item No. 11 of this Notice.

The Board of Directors recommends the resolution set out at Item No. 11 of the Notice for approval of the shareholders by way of Special Resolution.

ITEM NO. 12, 13 & 14

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned Company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through

its subsidiary(ies), exceed(s) ₹ 1,000 Crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

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

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction(s), subject to approval of the shareholders, while noting that such transactions shall be on arms' length basis and in the ordinary course of business of the Company. Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 12, 13, &14 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated July 11, 2023 is provided herein below:

A. Resolution Item No. 12:

Background, details and benefits of the transaction

K.P. Energy Limited ('KPE') and KPI Green Energy Limited (erstwhile K.P.I. Global Infrastructure Limited) ('KPI') are commonly controlled entities. Both, KPE and KPI are located in India and are related parties to each other. KPI is renewable power generating Company focused on providing solar and wind-solar hybrid power, both as an Independent Power Producer ('IPP') and as service provider

to Captive Power Producer ('CPP') customers. Under IPP Segment, the Company build, own, operate and maintain grid connected solar power projects and generate revenue by entering into Power Purchase Agreements ('PPA') with third parties for selling power units generated through solar projects. Under CPP Segment, the Company develop, transfer, operate and maintain grid connected solar power projects for CPP customers and generate revenue by selling these projects to CPP customers for their captive use requirements.

KPE is in the business of providing turnkey EPC services for development of the Balance of Plants of the Wind Power Projects and Wind-Solar Hybrid Power Projects including identification and acquisition of land, civil activities, electrical activities including development of the power evacuation facilities for the project, obtaining permits and approvals for the Project etc. It also provides operation and maintenance services of the Balance of Plant of the project for the operational life of the project through its wholly owned subsidiary KP Energy OMS Limited. KPE has its own renewable energy generation capacity of 19.9 MW including wind energy assets of 8.4 MW (4*2.1 MW) and 11.5 MWdc solar power plants.

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

Details of the proposed RPTs between KPE and KPI, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are as follows:

Sr. No	Description	Details of proposed RPTs between KPE and KPI
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
	a. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	KPI Green Energy Limited is a group Company of K.P. Energy Limited and both are related party by virtue of the common control of management.
	b. Type, material terms and particulars of the proposed RPTs.	<p>KPE and KPI propose to enter into the following Related Party Transactions:</p> <ul style="list-style-type: none"> • Purchase, sale, or supply of any goods or materials; • Development of the renewable power projects by KPI and KPE for each other including their respective affiliates and customers; • Providing loans and advances;

Details of the proposed RPTs between KPE and KPI, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are as follows: **(Contd.)**

Sr. No	Description	Details of proposed RPTs between KPE and KPI
		<ul style="list-style-type: none"> • Purchase/sale/transfer/exchange/lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements; • Availing/rendering of engineering/Procurement/Construction/Commissioning and other non-engineering services; • Operation & Maintenance (O&M) Services; • Reimbursement of expenses; <p>Further, the material terms and conditions are based on the contracts/purchase orders which inter alia include the rates based on prevailing/extent market conditions and commercial terms as on the date of entering into the contract(s).</p>
	c. Value of Transaction	Upto INR 1000 Crore (Rupees One Thousand Crore Only).
	d. Tenure of the proposed transaction (particular tenure shall be specified)	For three financial years from FY 2024-25 to FY 2026-27.
	e. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	211.44%
2.	Justification for the proposed RPTs.	Please refer to "Background, details and benefits of the transaction", which forms part of the explanatory statement to the resolution no. 12.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
	a. details of the source of funds in connection with the proposed transaction.	KPE on its own and along with its subsidiaries is growing and, in this pursuit, it is exploring opportunities developing greenfield power projects under the IPP and CPP segment. It is also growing in development activities including land development/developing infrastructural facilities, etc. for renewable energy projects. For funding of these projects/requirements and also any cashflow mismatch, KPE may, in its ordinary course of business, require borrowing/corporate guarantee. The terms of borrowing including interest rates shall be mutually agreed subject to the applicable provisions of the Companies Act 2013 and on arm's length basis.
	b. details of financial indebtedness incurred	
	c. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
	d. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	
4.	Copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
5.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Dr. Faruk G. Patel, Managing Director of KPE, is Chairman and Managing Director of the KPI. His interest or concern, is limited only to the extent of his shareholding and directorship/KMP position in the KPE and KPI.
6.	Any other information relevant or important for the members to take a decision on the proposed transaction.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Arm's length pricing:

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

The shareholders may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 12. Dr. Faruk G. Patel, Managing Director of the Company, is deemed to be interested or concerned in the said resolution, being a Chairman and Managing Director of KPI. Also Mr. Affan Faruk Patel, Whole Time Director of KPE, is deemed to be interested or concerned in the said resolution, being son of Dr. Faruk G. Patel. Further, Mrs. Bhadrabala Joshi and Mrs. Venu Birappa are deemed to be interested or concerned in the said resolution being Non-Executive Directors of both the companies. None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution as set out in Item No. 12 of this Notice.

The Board recommends the relevant ordinary resolution set forth at Item No. 12 in the Notice for the approval of the Members.

B. Resolution Item No. 13:

Background, details and benefits of the transaction:

KP Energy Limited ('KPE') and KP Green Engineering Limited (formerly known as K P Buildcon Private Limited) ('KPGE')

are commonly controlled entities. Both, KPE and KPGE are located in India and are related parties to each other. KPGE is engaged in the business of Fabrication and Hot-Dip Galvanising of Transmission Line Structure, Windmill Structures, Telecom Towers, Substation & Switchyard Structures, Solar Module Mounting structure, Cable trays, Earthing strips, pole structure, operation and maintenance of Optical Fiber Cable infrastructure, etc.

KPE is in the business of providing turnkey EPCC services for development of the Balance of Plants of the Wind Power Projects and Wind-Solar Hybrid Power Projects including identification and acquisition of land, civil activities, electrical activities including development of the power evacuation facilities for the project, obtaining permits and approvals for the Project etc. It also provides operation and maintenance services of the Balance of Plant of the project for the operational life of the project through its wholly owned subsidiary KP Energy OMS Limited. KPE has its own renewable energy generation capacity of 19.9 MW including wind energy assets of 8.4 MW (4*2.1 MW) and 11.5 MWdc solar power plants.

KPE for providing turnkey services for the development of the balance of plant of the wind and wind-solar hybrid projects requires certain materials including Transmission Line Structure, Solar Module Mounting structure, EHV Line Towers, Isolators, Switchyard Structures, Cable trays, Earthing strips, pole structure for 33kv internal lines etc. It would be in the best interest of KPE to procure these materials from KPGE in order to achieve the delivery timelines. KPGE being the related Company, all materials sourcing becomes faster and at beneficial arm length rates in the ordinary course of the business. Therefore, this transaction between KPE and KPGE is essential and in the beneficial interest of the Company.

Details of the proposed RPTs between KPE and KPGE, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are as follows:

Sr. No	Description	Details of proposed RPTs between KPE and KPGE
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	KP Green Engineering Limited is a group Company of K.P. Energy Limited and both are related party by virtue of the common control of management.
b.	Type, material terms and particulars of the proposed RPTs.	KPE and KPGE have propose to enter into the following Related Party Transactions: <ul style="list-style-type: none"> • Purchase, sale, or supply of any goods or materials; • Providing loans and advances; • Purchase/sale/transfer/exchange/lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements;

Details of the proposed RPTs between KPE and KPGE, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are as follows: (Contd.):

Sr. No	Description	Details of proposed RPTs between KPE and KPGE
		<ul style="list-style-type: none"> • Availing/rendering of engineering/Procurement/Construction/Commissioning and other non-engineering services; • Availing or rendering of any services; • Reimbursement of expenses; <p>Further, the material terms and conditions are based on the contracts/purchase orders which inter alia include the rates based on prevailing/extent market conditions and commercial terms as on the date of entering into the contract(s).</p>
	c. Value of Transaction	Upto INR 1000 Crore (Rupees One Thousand Crore Only)
	d. Tenure of the proposed transaction (particular tenure shall be specified)	For three financial years from FY 2024-25 to FY 2026-27
	e. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	211.44%
2.	Justification for the proposed RPTs.	Please refer to "Background, details and benefits of the transaction", which forms part of the explanatory statement to the resolution no. 12.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
	a. Details of the source of funds in connection with the proposed transaction.	KPE on its own and along with its subsidiaries is growing and, in this pursuit, it is exploring opportunities developing greenfield power projects under the IPP and CPP segment. It is also growing in development activities including land development/developing infrastructural facilities, etc. for renewable energy projects. For funding of these projects/requirements and also any cashflow mismatch, KPE may, in its ordinary course of business, require borrowing/corporate guarantee. The terms of borrowing including interest rates shall be mutually agreed subject to the applicable provisions of the Companies Act 2013 and on arm's length basis.
	b. Details of financial indebtedness incurred	
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
	d. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	
4.	Copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
5.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Dr. Faruk G. Patel, Managing Director of KPE, is a Director of the KPGE. His interest or concern, is limited only to the extent of his shareholding and directorship position in KPE and KPGE.
6.	Any other information relevant or important for the members to take a decision on the proposed transaction.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Arm's length pricing:

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

The Shareholders may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 13. Dr. Faruk G. Patel, Managing Director of the Company, is deemed to be interested or concerned in the said resolution, being a Director of KPGE. Also Mr. Affan Faruk Patel, Whole Time Director of KPE, is deemed to be interested or concerned in the said resolution, being son of Dr. Faruk G. Patel. Further, Mr. Amitkumar Subhashchandra Khandelwal is deemed to be interested or concerned in the said resolution being Director in both the companies. None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution as set out in Item No. 13 of this Notice.

The Board recommends the relevant ordinary resolution set forth at Item No. 13 in the Notice for the approval of the Shareholders.

C. Resolution Item No. 14:

Background, details and benefits of the transaction

K.P. Energy Limited ('KPE') and Sun Drops Energia Private Limited ('SDEPL') are commonly controlled entities. Both, KPE and SDEPL are located in India and are related parties to each other. SDEPL is renewable power generating Company focused on providing solar and wind-solar hybrid power, both as an Independent Power Producer ('IPP') and as service provider to Captive Power Producer ('CPP')

customers. Under IPP Segment, the Company build, own, operate and maintain grid connected solar power projects and generate revenue by entering into Power Purchase Agreements ('PPA') with third parties for selling power units generated through solar projects. Under CPP Segment, the Company develop, transfer, operate and maintain grid connected solar power projects for CPP customers and generate revenue by selling these projects to CPP customers for their captive use requirements.

KPE is in the business of providing turnkey EPCC services for development of the Balance of Plants of the Wind Power Projects and Wind-Solar Hybrid Power Projects including identification and acquisition of land, civil activities, electrical activities including development of the power evacuation facilities for the project, obtaining permits and approvals for the project etc. It also provides operation and maintenance services of the Balance of Plant of the project for the operational life of the project through its wholly owned subsidiary KP Energy OMS Limited. KPE has its own renewable energy generation capacity of 19.9 MW including wind energy assets of 8.4 MW (4*2.1 MW) and 11.5 MWdc solar power plants.

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

Details of the proposed RPTs between KPE and SDEPL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are as follows:

Sr. No	Description	Details of proposed RPTs between KPE and SDEPL
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
	a. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Sun Drops Energia Private Limited is a group Company of K.P. Energy Limited and both are related party by virtue of the common control of management.
	b. Type, material terms and particulars of the proposed RPTs.	KPE and SDEPL propose to enter into the following Related Party Transactions: <ul style="list-style-type: none"> Purchase, sale, or supply of any goods or materials; Development of the renewable power projects by SDEPL and KPE for each other including their respective affiliates and customers; Providing loans and advances;

Details of the proposed RPTs between KPE and SDEPL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are as follows: (Contd.):

Sr. No	Description	Details of proposed RPTs between KPE and SDEPL
		<ul style="list-style-type: none"> • Purchase/sale/transfer/exchange/lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements; • Availing/rendering of engineering/Procurement/Construction/Commissioning and other non-engineering services; • Operation & Maintenance (O&M) Services; • Reimbursement of expenses; <p>Further, the material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/extent market conditions and commercial terms as on the date of entering into the contract(s).</p>
	c. Value of Transaction	Upto INR 500 Crore (Rupees Five Hundred Crore Only).
	d. Tenure of the proposed transaction (particular tenure shall be specified)	For three financial years from FY 2024-25 to FY 2026-27.
	e. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	105.72%
2.	Justification for the proposed RPTs.	Please refer to "Background, details and benefits of the transaction", which forms part of the explanatory statement to the resolution no. 14.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
	e. Details of the source of funds in connection with the proposed transaction.	KPE on its own and along with its subsidiaries is growing and, in this pursuit, it is exploring opportunities developing greenfield power projects under the IPP and CPP segment. It is also growing in development activities including land development/developing infrastructural facilities, etc. for renewable energy projects. For funding of these projects/requirements and also any cashflow mismatch, KPE may, in its ordinary course of business, require borrowing/corporate guarantee. The terms of borrowing including interest rates shall be mutually agreed subject to the applicable provisions of the Companies Act 2013, and on arm's length basis
	f. Details of financial indebtedness incurred	
	g. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
	h. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	
4.	Copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
5.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Dr. Faruk G. Patel, Managing Director of KPE, is Director of the SDEPL. His interest or concern, is limited only to the extent of his shareholding and directorship in the KPE and SDEPL.
6.	Any other information relevant or important for the members to take a decision on the proposed transaction.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Arm's length pricing:

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

The Shareholders may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 14. Dr. Faruk G. Patel, Managing Director of the Company, is deemed to be interested or concerned in the said resolution, being a Director of SDEPL. Also Mr. Affan Faruk Patel, Whole Time Director of KPE, is deemed to be interested or concerned in the said resolution, being son of Dr. Faruk G. Patel. None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution as set out in Item No. 14 of this Notice.

The Board recommends the relevant ordinary resolution set forth at Item No. 14 in the Notice for the approval of the Shareholders.

ITEM NO. 15

The Company at present is in the business of providing turnkey EPCC services for development of the Balance of Plants of the Wind Power Projects and Wind-Solar Hybrid Power Projects including identification and acquisition of land, civil activities, electrical activities including development of the power evacuation facilities for the project, obtaining permits and approvals for the project etc. It also provides operation and maintenance services of the Balance of Plant of the project for the operational life of the project through its wholly owned subsidiary KP Energy OMS Limited. In the future, the Company may explore opportunities in the green hydrogen sector. This potential expansion aligns with our commitment to sustainability and innovation and supports our strategic objective of diversifying into the green hydrogen business, which is consistent with our overall growth and sustainability goals. Accordingly, the Board feels that Company should

widen its activities by undertaking activities as stated in the above resolution.

To enable the Company to extend its business activities in future, it is proposed to alter the Object Clause of the Memorandum of Association of the Company by inserting new clauses as stated in the Resolution No. 15 above.

The Board at its meeting held on August 30, 2024, has approved alteration of the Object Clause of MoA of the Company and now seeks shareholders' approval through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The Board of Directors recommends the resolution set out at Item Nos. 15 of the Notice for approval of the shareholder by way of special resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise in the proposed Special Resolution as set out in Resolution No. 15 of this Notice.

ITEM NO. 16

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of **M/s. Nanty Shah & Associates, Cost Accountants** (Firm Registration No.: 101268) as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2024-25, at a fee of ₹ 50,000 (Fifty Thousand Only) plus applicable Taxes and out of pocket expenses, as remuneration for cost audit services for the Financial Year 2024-25.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the shareholders is sought for passing an ordinary resolution as set out at Item No. 16 of this Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

Registered Office:

'KP House', Opp. Ishwar Farm Junction BRTS,
Near Bliss IVF Circle,
Canal Road, Bhatar, Surat-395017, Gujarat.
Tel.: +91 261 2234757
Fax: +91 261 2234757
Email: info@kpenergy.in
Website: www.kpenergy.in

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

Karmit Sheth
Company Secretary & Compliance Officer

Place: Surat
Date: August 30, 2024

Annexure to the Notice

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN 15TH ANNUAL GENERAL MEETING

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

Name of Director	Mr. Affan Faruk Patel	Mrs. Venu Birappa
Director Identification Number (DIN)	08576337	09123017
Date of Birth (Age)	July 11, 1997 (27 years)	July 18, 1963 (61 years)
Designation/Category of Directorship	Whole-Time Director, Executive Director	Non-Executive Non-Independent Director
Date of first appointment on the Board	December 26, 2019	July 6, 2022
Terms and Conditions of appointment/re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.
Qualification	Bachelor of Engineering degree in Electrical Engineering from Sarvajani College of Engineering and Technology.	Bachelor's degree in electrical engineering from the Maharaja Sayajirao University Baroda, Diploma in Management from Indira Gandhi National Open University and Degree in Bachelor of Laws (General) from Saurashtra University. She also holds Certificate for completion of course and examination of Quality Management Systems Auditor/Lead Auditor Training based on ISO 9001:2005.
Brief Profile and nature of expertise in specific functional areas	<p>Mr. Affan Faruk Patel currently holds the position of Whole-Time Director at the Company, where he leads the operational activities and spearheads business development initiatives. With a strong focus on cultivating business relationships, Mr. Patel's proactive and personalized approach has been instrumental in driving the Company's growth and expanding its footprint in the renewable energy sector.</p> <p>Under his leadership, the Company has seen significant advancements in customer acquisition, revenue growth, and operational efficiency. Mr. Patel leads a dedicated team responsible for strategizing and implementing innovative approaches to enhance customer engagement, drive growth and increase profitability.</p> <p>Mr. Patel's contributions to the industry have been widely recognized through multiple prestigious awards:</p> <ul style="list-style-type: none"> - Wind Acumen of the Year at Grand Masters India Awards 2024. - Grand Master Award at Wind Insider Grand Masters India - Leadership Award 2023. - India's 50 most powerful and influential wind business leaders by Windinsider Leadership summit 2022. <p>His competitive spirit and unwavering commitment to excellence continue to drive the Company forward, reinforcing its position as a leader in the renewable energy sector.</p>	<p>Mrs. Venu Birappa possesses extensive and comprehensive experience across all facets of the power sector, including regulatory, legal, financial, commercial, and technical aspects related to transmission, system operation, and distribution.</p> <p>Mrs. Venu Birappa began her professional journey in 1984 with the erstwhile Gujarat Electricity Board (GEB) and later with Gujarat Energy Transmission Corporation Limited (GETCO), where she served as an Executive Engineer (Regulatory & Commerce) until July 31, 2021. She played a significant role in formulating regulations under the Electricity Act, 2003, and handled various petitions before the Commission on topics such as the approval of transmission capital costs, issues related to transmission agreements and electricity trading, disputes concerning BPTA, tariff-related matters, open access, intra-state ABT, renewable energy, and captive generation plants. Additionally, she participated in public hearings for determining the generic tariff of renewable energy projects, including solar, wind, hydro, MSW, biomass, and bagasse. She also represented GETCO in various petitions and appeals before the GERC, Hon'ble APTEL, Hon'ble High Court, and Hon'ble Supreme Court, and was responsible for preparing draft petitions, replies and written submissions required to be filed with these authorities.</p>

Name of Director	Mr. Affan Faruk Patel	Mrs. Venu Birappa
Name of the companies in which he/she holds directorship (other than K.P. Energy Limited)	None	KPI Green Energy Limited ¹
Name of committees in which he/she holds membership/ chairmanship (other than K.P. Energy Limited)	None	<p>Audit Committee Member KPI Green Energy Limited</p> <p>Nomination and remuneration Committee Member KPI Green Energy Limited</p> <p>Stakeholders Relationship Committee Member KPI Green Energy Limited</p> <p>Risk Management Committee Member KPI Green Energy Limited</p> <p>Corporate Social Responsibility Committee Chairperson KPI Green Energy Limited</p>
Name of listed entities from which the person has resigned in the past three years	None	None
Details of remuneration last drawn	During the financial year 2023-24, Mr. Affan Faruk Patel was paid a remuneration of ₹ 58.43 lakhs.	During the financial year 2023-24, Mrs. Venu Birappa was paid a professional fee of ₹ 25.62 lakhs and a sitting fee of ₹ 0.43 lakhs.
No. of meetings of the Board attended during the year	8 of 8	8 of 8
Details of remuneration sought to be paid	Remuneration as approved by the Board of Directors/ shareholders in accordance with applicable provisions of law.	Sitting fees and commission as approved by the Board of Directors/shareholders in accordance with applicable provisions of law.
Inter se relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Son of Dr. Faruk G. Patel, Managing Director of the Company.	None
Shareholding in the Company as on the date of Notice (self and beneficial basis)	1,37,990 equity shares of face value of ₹ 5/- each	Nil

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN 15th ANNUAL GENERAL MEETING

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

Name of Director	Dr. Faruk G. Patel	Mr. Bhupendra Vadilal Shah
Director Identification Number (DIN)	00414045	06359909
Date of Birth (Age)	March 24, 1972 (52 years)	January 17, 1950 (74 years)
Designation/Category of Directorship	Managing Director, Executive Director	Non-Executive Non-Independent Director
Date of first appointment on the Board	January 8, 2010	July 30, 2016
Terms and Conditions of appointment/re-appointment	Re-appointed as Managing Director, in terms of Section 196 of Companies Act, 2013.	Continuation of directorship as Non-Executive Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Qualification	Doctorate in Innovation, Talent & Creativity Management from American East Coast University, New York, USA. He has also completed the comprehensive course in solar photovoltaic design, technology, and application from the Gujarat Energy Research and Management Institute.	Bachelor of Engineering degree in Civil Engineering from the Maharaja Sayajirao University.
Brief Profile and nature of expertise in specific functional areas	Dr. Faruk G. Patel is presently designated as Managing Director of the Company. He is the founding promoter of the Company. The Company has been taking advantage of his guidance and supervision since incorporation of the Company i.e. January 8, 2010. He has significantly contributed to the overall growth of the Company. Because of his sustained efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the Renewable energy sector. He has wholesome exposure on all aspects of business of the Company and is engaged in supervision & conduct of business along with an experienced team.	Mr. Shah's astute understanding of financial and technical matters provides invaluable insights to propel our Company's growth. With a remarkable entrepreneurial journey that began with the founding of Kashi Parekh Brothers, a wholesale trading business specialising in iron and steel, his contributions as a Non-Executive Director are instrumental in driving our Company forward.
Name of the companies in which he/she holds directorship (other than K.P. Energy Limited)	KPI Green Energy Limited ¹ KP Green Engineering Limited ¹	None
Name of committees in which he/she holds membership/ chairmanship (other than K.P. Energy Limited)	Audit Committee Member KPI Green Energy Limited Risk Management Committee Member KPI Green Energy Limited Corporate Social Responsibility Committee Member KPI Green Energy Limited Nomination and Remuneration Committee Member KP Green Engineering Limited	None
Name of listed entities from which the person has resigned in the past three years	None	None
Details of remuneration last drawn	During the financial year 2023-24, Dr. Faruk G. Patel was paid a remuneration of ₹ 240 lakhs.	During the financial year 2023-24, Mr. Bhupendra Vadilal Shah was paid a sitting fee of ₹ 0.20 lakhs.

Name of Director	Dr. Faruk G. Patel	Mr. Bhupendra Vadilal Shah
No. of meetings of the Board attended during the year	7 of 8	8 of 8
Details of remuneration sought to be paid	Remuneration as approved by the Board of Directors/ shareholders in accordance with applicable provisions of law.	Sitting fees for attending the meeting of Board and Committees, as approved by the Board.
Inter se relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Father of Affan Faruk Patel, Whole-Time Director of the Company.	None
Shareholding in the Company as on the date of Notice (self and beneficial basis)	2,98,78,566 equity shares of face value of ₹ 5/- each.	60,000 equity shares of face value of ₹ 5/- each.

Note:

¹Listed Company