



# KP Green Engineering Limited

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

**A COMPANY TO SOLVE THE DIFFICULTIES**



KPGE/AGM-NOTICE/SEP/2024/26

Date: September 3, 2024

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**Scrip Code: 544150**

**Sub.: Notice of 23<sup>rd</sup> Annual General Meeting**

Dear Sir/Madam,

This is to inform you that 23<sup>rd</sup> Annual General Meeting of KP Green Engineering Limited (Formerly known as K P Buildcon Private Limited) will be held on Thursday, September 26, 2024 at 11:00 a.m. 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,

Yours faithfully,

**For KP Green Engineering Limited**

(Formerly Known as K P Buildcon Private Limited)

**Saurabh Sharma**

**Company Secretary & Compliance Officer**

Encl.: as above



**Registered Office :**

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

**Factory Office :**

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

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

# Notice

**NOTICE** is hereby given that the **23<sup>rd</sup> Annual General Meeting (AGM)** of the **KP Green Engineering Limited (formerly Known as K P Buildcon Private Limited)** ('the Company') will be held on Thursday, September 26, 2024 at 11.00 a.m. through Video Conferencing ('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', Near KP Circle, Opp. Ishwar Farm Junction BRTS, 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 appoint a Director in place of **Mr. Amitkumar Subhashchandra Khandelwal (DIN: 09287996)**, who retires by rotation and being eligible offers himself for re-appointment:

"**RESOLVED THAT** pursuant to the provisions of section 152 and any 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), **Mr. Amitkumar Subhashchandra Khandelwal (DIN: 09287996)**, 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:

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

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

"**RESOLVED THAT** pursuant to the provisions of 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, upon the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the company be and is hereby accorded 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 01, 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 directors 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 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."

4. **Revision in remuneration payable to Mr. Muinulhaque Iqbalhusen Kadva (DIN: 07661317), Whole Time Director of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 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) read with Schedule V of the Companies Act, 2013 and subject to such other approvals as may be necessary, on the recommendation of Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for revision of remuneration of **Mr. Muinulhaque Iqbalhusen Kadva**, Whole Time Director of the Company, which shall in no case exceed the overall limit of five percent (5%) of the net profits of the Company as applicable to each of the Managing/Whole time Directors of the Company and/or ten percent (10%) of the net profits of the Company for all Managing/Whole-time Directors in accordance with the provisions of Sections 197, 198 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) read with Schedule V of the Companies Act, 2013.

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

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

**RESOLVED FURTHER THAT** 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."

**5. Ratification of Remuneration of cost auditor:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, Companies (Cost Records and Audit) Rules 2014 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modifications or re-enactment thereof, for the time being in force), on the recommendation of the Audit Committee and Board of Directors of the Company, the members be and is hereby ratifies the remuneration of ₹ 45,000/- plus applicable taxes and out of pocket expenses to **M/s. V. M. Patel & Associates**, Cost Accountants (Firm Registration No.: 101519), 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** 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."

For and on behalf of  
**KP Green Engineering Limited**  
**(Formerly known as K P Buildcon Private Limited)**

**Saurabh Sharma**  
Company Secretary & Compliance Officer

**Place:** Surat  
**Date:** August 31, 2024

**Registered Office:**

'KP House', Near KP Circle, Opp. Ishwar  
Farm Junction BRTS, Canal Road, Bhatar,  
Surat 395017, Gujarat, India  
Tel.: +91 261 2234757  
Fax: +91 261 2234757  
Email: [info@kpgroup.co](mailto:info@kpgroup.co)  
Website: [www.kpgreenengineering.com](http://www.kpgreenengineering.com)

## 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 23<sup>rd</sup> 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 [compliance@kpggroup.co](mailto:compliance@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.kpgreenengineering.com](http://www.kpgreenengineering.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://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](http://www.evotingindia.com).
10. The Register of members and share transfer books of the Company will remain closed from Thursday, September 19, 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. Wednesday, September 18, 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. Wednesday, September 18, 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. Wednesday, September 18, 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. Wednesday, September 18, 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 at 9.00 a.m. and ends on September 25, 2024 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 18, 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under '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 &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 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](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.</li> </ul>

- (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 – KP Green Engineering 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](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@kpgroup.co](mailto:compliance@kpgroup.co), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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



- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@kpgroup.co](mailto:compliance@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 [compliance@kpgroup.co](mailto:compliance@kpgroup.co). These queries will be replied to by the company suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the 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.
- (x) 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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

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

**Contact Details:**

<b>Company</b>	KP Green Engineering Limited (Formerly known as K P Buildcon Private Limited) Regd. Office: 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat 395017, Gujarat, India CIN: L40100GJ2001PLC039763 Email ID: <a href="mailto:compliance@kpgroup.co">compliance@kpgroup.co</a>
<b>Registrar and Transfer Agent</b>	<b>Bigshare Services Private Limited</b> Registered Office: Pinnacle Business Park, Office no S6-2 ,6 <sup>th</sup> floor, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai 400093, Maharashtra Tel. No.: 022 62638200, Fax No.: 022 62638299 Email: <a href="mailto:info@bigshareonline.com">info@bigshareonline.com</a> Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>
<b>e-Voting Agency</b>	Central Depository Services (India) Limited E-mail ID: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Phone: 1800 22 55 33
<b>Scrutinizer</b>	<b>M/s. Chirag Shah &amp; Associate</b> 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. 3

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 3 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, the approval of the members 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 and Independent Directors 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 3 years from the financial year commencing from April 1, 2024 as per proposed resolution at Item no. 3 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:** KP Green Engineering Limited ('KPGE') is the flagship company of all the existing Companies of the group. It has well established business of FRT, OFC and also having state of the art manufacturing facility of Fabrication, Hot Dip Galvanizing along with Isolator division. KPGE is also ISO certified company engaged in Fabrication & Galvanizing of all types of Structures of Transmission Line Towers, Windmill Towers, Telecom Towers, Pipe Structures, Substation & Switch Yard Structures, Solar Panel Mounting Structures, Solar Pump Structures, Metal Beam Crash Barrier, G.I. Lighting Pole & Fencing, Cable Trays, GI Earthing Strips & Flats, Gratings.

**2. Date of commencement of commercial production:** The Company carries on manufacturing, Fabrication and Hot Dip Galvanizing business since its incorporation.

**3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

**4. Financial performance based on given indicators:**

**Standalone Financial Results:**

(₹ in Lacs except EPS)

Particulars	2023-24	2022-23
Turnover	34,904.86	11,420.89
Profit (Loss) before Tax	4,766.74	1,634.16
Profit (Loss) after Tax	3,539.06	1,211.81
Earning per share (Basic) (in ₹)	9.70	3.38

**Consolidated Financial Results:**

(₹ in Lacs except EPS)

Particulars	2023-24	2022-23
Turnover	34,904.86	11,420.89
Profit (Loss) before Tax	4,766.73	1,633.96
Profit (Loss) after Tax	3,539.05	1,211.66
Earning per share (Basic) (in ₹)	9.70	3.38

**5. 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	38,04,000	7.61
Foreign Companies	2,00,000	0.40
Non-Resident Indians (NRIs)	1,82,500	0.37

The Company has not entered into any material foreign collaboration.

**II. Information about the Directors:**

**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:** Nil

(₹ in Lakhs)

Sr. No	Name of Director	FY 2023-24
1	Faruk G. Patel	28.66
2	Hassan Faruk Patel	0.83
3	Amitkumar Khandelwal	Nil
4	Ekta Aagam Sanghavi	Nil
5	Surinder Kumar Negi	Nil
6	Indu Gupta Rao	Nil
7	Tejpalsingh Jagatsingh Bisht	Nil

### 3. Recognition or awards: Nil

**4. Job profile and his 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 the Directors is given in point 1 above. 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.

**5. 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.

**6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** 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.

**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:** Except for transactions mentioned in the financial statement of the Company, there is no other pecuniary relationship of all Non-Executive Directors with the Company or with the managerial personnel of the Company. Mr. Hassan Faruk Patel being son of Dr. Faruk G. Patel, Promoters of the Company are related to each other.

### III. Other Information:

**1. Reasons of loss or inadequate profits:** The Company does not envisage any loss or inadequate profits during the tenure of appointment of the Non-Executive Directors as mentioned above. However, in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Non-Executive Directors shall be within the maximum permissible limits specified under Section II of Part II of Schedule V of the Companies Act, 2013.

**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. The 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 sustained revenue growth in the future.

### IV. Disclosures:

The following disclosures shall be mentioned in the Director's Report under the heading "Corporate Governance" attached to the financial statement: Since the Company is listed on BSE SME, the Company is exempt from applicability of certain regulations pertaining to 'Corporate Governance' under Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

The Board of Directors and Nomination and Remuneration Committee recommends the resolution set out at Item No. 3 of the Notice for approval of the members of the Company.

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 interest, if any, in the Company and the remuneration including commission that may be paid/payable to them from time to time or their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution as set out in Item No. 3 of this Notice. None of the 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. 3 of this Notice.

### Item No. 4

Mr. Muinulhaque Iqbalhusen Kadva has been associated with the Company for over 10 years, bringing a wealth of experience to his role. He is responsible for overseeing factory operations and managing various projects, ensuring that all orders are completed successfully. His extensive knowledge spans galvanizing, fabrication, telecom infrastructure, and renewable sector support structures, and he currently heads the Manufacturing Department.

Considering his long and remarkable association with the Company and rich experience in various fields, Mr. Muinulhaque Iqbalhusen Kadva appointed as Whole Time Director of the Company in its Extraordinary General Meeting held on December 9, 2023, in terms of Section 197, 198, Schedule V and any other applicable provisions of the

Companies Act, 2013 and at the terms and conditions as set out below:

**REMUNERATION, PERQUISITES, ALLOWANCES & OTHER BENEFITS:**

- **Basic Salary:** Not exceeding Rs. 10,00,000/- (Rupees Ten Lakhs only) per month as may be decided by the Board of Directors from time to time.
- **Perquisites:** He shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively called Perquisites) such as medical reimbursement, leave travel assistance, House Rent Allowance, City Compensatory Allowance and any other perquisites as per the policy of the Company in force and/or as may be approved by the Board from time to time.
- **In addition to the above, he shall be entitled to the allowance and benefits as per the policy of the Company in force and/or as may be approved by the Board from time to time, such as:**
  - i. Company maintained 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, Mediciam and Life Insurance under Employer – Employee scheme.

Notwithstanding anything to the contrary herein contained, where in any financial year, the company has no profits or its profits are inadequate, the company will pay Mr. Muinulhaque Iqbalhusen Kadva, Whole Time Director of the company, the remuneration by way of salary, perquisites, Allowances and other benefits

**4. Financial performance based on given indicators:**

**Standalone Financial Results:**

Particulars	₹ in Lacs except EPS)	
	2023-24	2022-23
Turnover	34,904.86	11,420.89
Profit (Loss) before Tax	4,766.74	1,634.16
Profit (Loss) after Tax	3,539.06	1,211.81
Earning per share (Basic) (in ₹)	9.70	3.38

**Consolidated Financial Results:**

Particulars	₹ in Lacs except EPS)	
	2023-24	2022-23
Turnover	34,904.86	11,420.89
Profit (Loss) before Tax	4,766.73	1,633.96
Profit (Loss) after Tax	3,539.05	1,211.66
Earning per share (Basic) (in ₹)	9.70	3.38

as specified above shall be within the maximum permissible limits specified under Section II of Part II of Schedule V of the Companies Act, 2013. The Whole Time Director shall also be entitled to reimbursement of expenses actually incurred by him for the business of the company. He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof. Mr. Muinulhaque Iqbalhusen Kadva, Whole Time Director shall be liable to retire by rotation and fulfils the conditions mentioned in Part I and Para B of Section II of Part II of Schedule V to the Act. Relevant information and disclosures prescribed in Schedule V to the Act are given below:

**I. General Information:**

- 1. Nature of Industry:** KP Green Engineering Limited ('KPGE') is the flagship company of all the existing Companies of the group. It has well established business of FRT, OFC and also having state of the art manufacturing facility of Fabrication, Hot Dip Galvanizing along with Isolator division. KPGE is also ISO certified company engaged in Fabrication & Galvanizing of all types of Structures of Transmission Line Towers, Windmill Towers, Telecomm Towers, Pipe Structures, Substation & Switch Yard Structures, Solar Panel Mounting Structures, Solar Pump Structures, Metal Beam Crash Barrier, G.I. Lighting Pole & Fencing, Cable Trays, GI Earthing Strips & Flats, Gratings.
- 2. Date of commencement of commercial production:** The Company has been carrying on manufacturing, Fabrication and Hot Dip Galvanizing business since its incorporation.
- 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable



- 5. 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	38,04,000	7.61
Foreign Companies	2,00,000	0.40
Non-Resident Indians (NRIs)	1,82,500	0.37

The Company has not entered into any material foreign collaboration.

## II. Information about the Appointee:

### 1. Background details:

**Mr. Muinulhaque Iqbalhusen Kadva** aged 33 years has a rich of experience and has been associated with the Company for more than 10 years. While in his role, he oversees the operations of the factory and manages the projects undertaken by the company, ensuring the successful completion of all received orders. With extensive expertise in galvanizing, fabrication, telecom infrastructure, and the production of supporting structures for the renewable sector, he currently oversees and manages the Manufacturing Department of the company.

### 2. Past Remuneration:

- **Basic Salary:** Not exceeding Rs. 5,00,000/- (Rupees Five Lakhs only) per month as may be decided by the Board of Directors from time to time.
- **Perquisites:** He shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively called Perquisites) such as medical reimbursement, leave travel assistance, House Rent Allowance, City Compensatory Allowance, 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 and/or as may be approved by the Board from time to time, 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, Mediclaim and Life Insurance under Employer – Employee scheme

- 3. Recognition or awards:** The Company has received various awards and recognition during his tenure with the Company.

- 4. Job profile and his suitability:** Mr. Muinulhaque Iqbalhusen Kadva devotes his full time and attention to the business of the Company, subject to superintendence, control and directions of the Board. Mr. Muinulhaque Iqbalhusen Kadva has rich experience

in various fields and has been associated with the Company for more than 10 years which is compatible with the organizational requirements. It is felt that the Company would benefit under his leadership and guidance.

- 5. Remuneration proposed:** As mentioned in the explanatory statement of the proposed resolution.

- 6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Keeping in view the profile and the position of Whole Time Director and rich knowledge and experience of the appointee, 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.**

The remuneration and perquisites paid to him as Whole-Time Director as stated above and his respective shareholding held directly or indirectly in the Company. Further, he is part of the promoter group of the Company.

## III. Other Information:

- 1. Reasons of loss or inadequate profits:** The Company does not envisage any loss or inadequate profits, however, in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Whole Time Director shall be within the maximum permissible limits specified under Section II of Part II of Schedule V of the Companies Act, 2013.

- 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 sustained revenue growth in the future.

#### **IV. Disclosures:**

The following disclosures shall be mentioned in the Director's Report under the heading "Corporate Governance" attached to the financial statement: Since the Company is listed on BSE SME, the Company is exempt from applicability of certain regulations pertaining to 'Corporate Governance' under Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors and Nomination and Remuneration Committee recommends the resolution set out at Item No. 4 of the Notice for approval of the members of the Company.

Except Mr. Muinulhaque Iqbalhusen Kadva, Whole-time Director and their relatives to the extent of their shareholding interest, if any, none of the other Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 4 of this Notice.

#### **Registered Office:**

'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat 395017, Gujarat, India  
Tel.: +91 261 2234757  
Fax: +91 261 2234757  
Email: [info@kpgroup.co](mailto:info@kpgroup.co)  
Website: [www.kpgreenengineering.com](http://www.kpgreenengineering.com)

#### **Item No. 5**

The Board, on the recommendation of the Audit Committee, has approved the appointment of **M/s. V.M. Patel & Associates**, Cost Accountants (FRN: 101519) 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 Rs. 45,000 (Forty-Five 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 Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors.

The Board of Directors and Audit Committee recommends the resolution set out at Item No. 5 of the Notice for approval of the members of the Company.

None of the other Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 5 of this Notice.

For and on behalf of  
**KP Green Engineering Limited**  
**(Formerly known as K P Buildcon Private Limited)**

**Saurabh Sharma**  
Company Secretary & Compliance Officer

**Place:** Surat  
**Date:** August 31, 2024

# Annexure to Notice

## Details of Directors seeking Appointment/Re-appointment

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

<b>Name of Director</b>	<b>Mr. Amitkumar Subhashchandra Khandelwal</b>
Director Identification Number (DIN)	09287996
Date of Birth (Age)	May 22, 1981 (43 years)
Designation	Non-Executive Non-Independent Director
Date of first appointment on the Board	December 6, 2023
Terms and Conditions of appointment/re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Qualification	<ul style="list-style-type: none"> <li>Bachelor of Engineering degree in Production from Sardar Vallabhbhai National Institute of Technology, Surat</li> <li>Post Graduate Diploma in Finance Management from The Maharaja Sayajirao University, Vadodara</li> </ul>
Brief Profile and nature of expertise in specific functional areas	Mr. Amitkumar Subhashchandra Khandelwal is a seasoned professional with a wealth of knowledge and experience. He holds a Bachelor of Engineering degree in Production from Sardar Vallabhbhai National Institute of Technology, Surat, and a Post Graduate Diploma in Finance Management from The Maharaja Sayajirao University, Vadodara. Additionally, he has completed a course on lead Auditing for Quality Management Systems. With a career spanning over two decades, Mr. Khandelwal has demonstrated his expertise in diverse sectors, including Telecom, Automotive, Pharmaceutical, Manufacturing, Solar, and Transmission industries.
Name of the companies in which he/she holds directorship (other than KP Green Engineering Limited)	<ol style="list-style-type: none"> <li>KPI Green Energy Limited (Listed Company)</li> <li>K.P. Energy Limited (Listed Company)</li> </ol>
Name of committees in which he/she holds membership/ chairmanship (other than KP Green Engineering Limited)	None
Name of listed entities from which the person has resigned in the past three years	None
Details of remuneration (including Setting fee, if any) last drawn	Nil
No. of meetings of the Board attended during the year	10
Details of remuneration sought to be paid	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	None
Shareholding in the Company: No. of shares held as on March 31, 2024:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil