



KPI GREEN ENERGY LIMITED

CIN: L40102GJ2008PLC083302



KPI/AR-24/SEP/2024/555

Date: September 3, 2024

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051

Scrip Code: 542323

Symbol: KPIGREEN

Sub.: Submission of Annual Report of the Company for the Financial Year 2023-24

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2023-24, which is being sent through electronic mode to the Members.

The Annual Report containing the Notice of 16th Annual General Meeting is also uploaded on the Company's website www.kpigreenenergy.com.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For KPI Green Energy Limited

Rajvi Upadhyay

Company Secretary & Compliance Officer

Encl.: as above



KPI Green Energy Limited
Annual Report 2023-24

Shaping a Sustainable Future with Green Energy



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For more information:
www.kpigreenenergy.com

Shaping a Sustainable Future with Green Energy

As we spearhead India's clean energy revolution, our mission to "Shaping a Sustainable Future with Green Energy" infuses every facet of our operations with purpose and passion. We are at the forefront of helping India achieve its ambitious goal of 500 GW of renewable energy by 2030, driven by a dynamic portfolio of solar and hybrid projects.

Our journey is powered by three foundational pillars: exceptional project capabilities, a robust capital framework, and a vast expanse of strategically located land. These strengths empower us to execute projects with unparalleled speed and efficiency, setting new industry standards. Over the past few years, we have significantly scaled our capacities in both IPP and CPP verticals. Our project capabilities harness cutting-edge technologies and innovative solutions, ensuring timely completion of projects and optimal efficiency throughout the project lifecycle. A fortified capital structure, enhanced by the recent capital raise, further propels our growth and enables us to seize new opportunities. This financial bedrock supports our large-scale projects and fuels our innovation endeavours.

KPI Green Energy's extensive land bank, strategically positioned across India's renewable energy hotspot i.e. Gujarat, gives us a competitive edge for swift project development. These land assets are the future sites of clean energy generation, poised to illuminate millions of homes and businesses.

Dedicated to our vision of energising a sustainable tomorrow, we are crafting a cleaner, greener future. With every megawatt of clean energy we generate, we edge closer to a world where sustainable development and economic growth thrive in harmony. Our journey is ongoing, and with your support, we will continue to play a pivotal role in shaping India's clean energy future.

445+ MW
 Cumulative capacity till FY24

1,657+ MW
 Cumulative power evacuation capacity

₹1,031 Crore
 Total revenue for FY24

₹162 Crore
 Profit after tax for FY24



Scan QR code to see this report online

Safe Harbour Statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and make informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



Company Profile

Empowering a better future

KPI Green Energy, incorporated in 2008, stands as one of the leading renewable energy companies in Gujarat and India. The Company has established itself as a market leader in renewable energy generation and third-party sales within Gujarat, showcasing its strong presence and expertise in the renewable energy sector.

Diverse and Dynamic Business Verticals

Our business encompasses two key verticals, each dedicated to delivering high-quality renewable energy solutions:

1 Independent Power Producer (IPP):

We develop, build, own, and operate renewable energy plants, ensuring a continuous and reliable supply of clean energy for third-party sales.

2 Captive Power Producer (CPP):

We provide customised renewable energy solutions for businesses & industries looking to reduce electricity costs and progress towards sustainability.

This comprehensive approach allows the Company to serve both as an Independent Power Producer and as a service provider to Captive Power Producers, demonstrating its versatility in the renewable energy market. Additionally, we also engage in offering hybrid energy solutions, catering to diverse energy needs.

Our expertise lies in designing, developing, building, owning, operating, and maintaining renewable power plants, which we proudly offer under our brand name, 'Solarism'.

Spearheading Transition to Renewable Energy

KPI Green Energy is committed to spearheading the transition towards more sustainable energy sources, focusing on renewable, reliable, and cost-effective solutions. The Company continuously expands its power generation capacities, contributing significantly to India's goal of achieving a net-zero carbon future.

As a part of the esteemed KP Group, founded by Dr. Faruk G. Patel in 1994, KPI Green Energy benefits from a strong foundation and extensive industry experience. This association further solidifies the Company's position in the renewable energy sector and supports its mission to deliver reliable and sustainable energy solutions. We understand the urgent need for sustainable energy solutions, and work towards shaping a better tomorrow today, by harnessing the power of renewable energy.

Focus on Operational Excellence

Our team of renewable energy experts and scientists, including ex-ISRO ones, is devoted to enhancing operational excellence. By leveraging cutting-edge technology and innovative practices, we ensure an uninterrupted supply of solar power to our esteemed clients. To that end, we have recently installed a one of its kind Centralised Network Operations Center (NOC) system. The KP NOC serves as a centralised monitoring station for KP Group's assets, which are spread across multiple locations. The NOC utilises the latest cloud-based systems for data monitoring, enabling centralised data capture and display from all locations. The NOC helps us to improve the plant's performance by enhancing the uptime and performance benchmarking.

Expanding Our Reach and Impact

We are steadily expanding our footprint and enhancing our capabilities to deliver greater value. Through strategic initiatives, we aim to broaden our impact by providing sustainable and cost-effective energy solutions that contribute to a greener future. Currently, we operate more than 33 active project sites across five districts in Gujarat. Additionally, we are actively diversifying our operations to other states in order to further extending our reach and impact in the renewable energy sector.

Shaping a Better Tomorrow Today

KPI Green Energy believes in the power of renewable energy to transform the world. Our dedication to sustainable practices, operational excellence, and innovative solutions positions us as a leader in the renewable energy sector. With our strong foundation, diverse offerings, and commitment to a better future, KPI Green Energy is contributing to build a greener, more sustainable world.

We are one of the leading renewable energy power producers in the solar and hybrid segment in Gujarat, in terms of return on equity as well as operating and net margins.



Key Facts & Figures

Leading with purpose. Backed by numbers

As a responsible steward of the environment, we take immense pride in harnessing the power of nature to bring clean energy solutions that benefit communities and businesses alike.

Corporate Ethos

Vision

'Powering India by the Power of Nature'

Mission

Our goal is to accelerate the adoption of renewable technology across India to conserve our environment and provide an environment friendly and sustainable source of energy through economical and sustainable solar renewable energy generating models for our customers and thereby transit them from fossil fuel energy to renewable energy.

Values



Ethical



Transparent



Respect for the individual



Respect for Diversity (gender, geography, religion, and language)



Environmentalism



Equal opportunity to all



KPI Green Energy in Numbers

445+ MW

Cumulative capacity energised till FY24

10+ GW

Ambition capacity target for 2030

1,657+ MW

Cumulative power evacuation capacity

1.23+ GW

Business pipeline as of FY24

2,217+ Acres

Expansive land bank (owned & leased)

33 Sites

Active sites across 5 districts

16+ Years

Of operational excellence

A-

Rated Company by ICRA

₹300 Cr.

Equity capital raised recently through QIP



FY24 Performance in Numbers

₹1,031+ Cr.

Total revenue

₹162+ Cr.

Profit after tax



Fostering a Great Workplace Culture

KP Group has successfully fostered a great workplace culture, earning it the prestigious Great Place to Work certification. The Group has prioritised creating an environment that values employee well-being, continuous learning, growth, and engagement. According to the certification, KP Group excels in the five dimensions of a High-Trust, High-Performance Culture™: Credibility, Respect, Fairness, Pride, and Camaraderie. The organisation provides a safe and healthy working environment, emphasising work-life balance and offering opportunities for personal and professional growth.

**Great
Place
To
Work®**

Certified

JUN 2024-JUN 2025

INDIA

™

KP Group Outline

An eminent group in renewable landscape

A Powerhouse in Renewable Energy

Established in 1994 by Dr. Faruk G. Patel, the KP Group has grown from a humble logistics service provider into a dynamic conglomerate with diversified interests across the renewable energy spectrum. With over 3 decades of entrepreneurial experience, the Group has cultivated expertise in almost all facets of renewable energy through its multiple entities. The KP Group's commitment extends beyond business, actively engaging in social development through the KP Human Development Foundation to uplift communities and make a meaningful impact.

1 40+ Companies & Organisations

The KP Group now comprises 40+ entities contributing to its rapid expansion.

2 Diverse Renewable Energy Portfolio

Key areas include solar, wind & hybrid energy, fabrication & galvanising products for renewable energy projects, fabrications for telecom, power & infrastructure applications, and emerging technologies such as green hydrogen & ammonia technology.

Vision and Commitment

Leveraging the opportunities presented by Gujarat's industrial growth, economic prosperity, and huge potential for renewable energy, the KP Group has emerged as a frontrunner in the renewable energy domain. The Group places great emphasis on environmental stewardship and forward-thinking practices, empowering businesses to become self-reliant in energy. This commitment ensures a sustainable and prosperous future for its partners and communities alike.

"Harnessing the power of solar, wind, and hybrid energy solutions, the KP Group goes above and beyond conventional limits to cater to the evolving needs of its customers."

"At the core of the KP Group's vision lies a profound commitment to building a greener future for coming generations."



Key Business Interests

1 Solar Energy

Gujarat's one of the largest private solar park owner, now leading the development of the captive projects as well.

2 Wind Energy

Gujarat's #1 BOP wind energy solution provider.

3 Hybrid Energy

Combining the expertise in both wind & solar energy, to establish projects with higher efficiencies that reap more benefits to customers.

4 Renewable Infrastructure

One of the most comprehensive one-stop solution providers for all sustainable renewable energy infrastructure needs, including mounting structures, transmission line & windmill lattice tower structures, substation equipment structure and much more.

5 Green Hydrogen

Working on one of the most promising technology within the renewable space i.e. green hydrogen.

6 Humanitarian Services

An organisation beyond business, uplifting communities, and helping people grow & excel in everything they do.

The Group's success stems from strategic diversification from fabrication & galvanising to renewable energy (solar, wind and hybrid), and telecom infrastructure. The Group is dedicated to innovation and sustainability, consistently delivering pioneering projects, including achievements such as having Gujarat's one of the largest private solar park under its belt. Central to KP Group's vision is a commitment to a greener future, utilising solar, wind, and hybrid energy solutions to meet growing energy needs of a transforming India.

Key Group Entities

1 KP Energy Limited

A prominent BOP solution provider in Wind Industry engaged, from conceptualization till the commissioning of a wind energy & wind-solar hybrid project.

2 KP Green Engineering Limited

One-stop solution provider for all sustainable renewable energy infrastructure needs, including solar, wind and hybrid energy projects.

3 KP Human Development Foundation

Dedicated to social development, working to uplift communities and make a meaningful impact.



1.28 GW

Group's Operational Capacity

2.25 GW

Group's Projects under execution

KP Group Outline (Contd.)



1

KP Energy Limited

Vision

Provide quality wind energy infrastructure at competitive price in committed time and with a customer centric approach towards creation of an ethically strong, stakeholder friendly corporate entity.

Founded in
2010

Sector
Renewable Energy

KP Energy Limited, established in 2010, stands as Gujarat's foremost provider of balance of plant (BOP) solutions in the wind industry. With an innovative approach and unwavering dedication, KP Energy delivers seamless and comprehensive solutions that span from the inception to the realisation of utility-scale wind farms, and throughout their entire life-cycle.

KP Energy has completed numerous projects across challenging and remote locations, catering to a

diverse clientele. Its portfolio showcases the expertise in energising a cumulative installed capacity of 831 GW, with additional projects in hand totaling 1,012.7 MW. KP Energy takes pride in offering end-to-end solutions for wind project and wind-solar hybrid project development. Its wide-ranging services encompass site identification, meticulous site preparation, efficient construction and erection, and ultimately seamless power evacuation.

In addition to wind energy project execution capabilities, KP Energy owns and operates a cumulative renewable power capacity of 19.9 MW including wind & solar assets. Additionally KP Energy's wholly-owned subsidiary KP Energy OMS Limited, delivers operations & maintenance (O&M) services for BOP infrastructure throughout its lifecycle, assuring the client of seamless operations & project continuity throughout the operational life of the asset.

#1

BOP solutions provider for wind power project & wind-solar hybrid power projects in Gujarat

1,012.7 MW
 Projects in hand

831 MW
 Cumulative capacity energised including CTU & STU projects

523.1 MW
 Total O&M portfolio

19.9 MW
 Cumulative IPP capacity through a mix of wind & solar assets

KP Group Outline (Contd.)



2

KP Green Engineering Limited

(Formerly known as K P Buildcon Private Limited)

Vision

Power India by the power of nature

Founded in

2001

Sector

Renewable Energy Infrastructure

KP Green Engineering Limited, formerly known as K P Buildcon Private Limited, is the flagship entity of the esteemed KP Group, established by Dr. Faruk G. Patel. The Company was incorporated in 2001, while the KP Group's business vintage dates back to 1994. Initially focusing on fabrication and hot-dip galvanisation of steel products, the Company's journey evolved significantly, culminating in transition to a listed company in 2024. Over 23 years, KP Green Engineering has expanded its footprint across India, demonstrating a steadfast commitment to sustainable and innovative solutions across various sectors, including fabrication, galvanisation, renewable energy, telecom infrastructure, and upcoming growing infrastructure sectors.

Following the successful closure of its recent SME IPO, KP Green Engineering is commissioning a greenfield capacity expansion at Matar, Bharuch, which is expected to be partially commissioned in September, 2024 and March, 2025. This expansion will significantly enhance the company's product portfolio and production capabilities. The company's fabrication facility, equipped with advanced CNC machinery, excels in handling large-scale projects. This facility aims for an installed capacity of 294,000+ MT per annum, with a large-scale hot-dip galvanising plant. Additionally, to increase order intake during the intermittent period of commissioning the Matar site, the Company has leased out

a ready facility in Kural, Vadodara. This effort ensures that we do not lose out on any business opportunities until the Matar plant is commissioned.

KP Green Engineering is distinguished by its ISO 9001:2015 certification and numerous vendor approvals from the likes of GETCO, BSNL, GNFC, EIL, MAHATRANSCO, among others, symbolizing its commitment to uncompromising quality.

Driven by an unwavering commitment to delivering exceptional solutions, KP Green Engineering remains at the forefront of industry advancements. The company's relentless pursuit of quality, technological innovation, and customer satisfaction solidifies its position as preferred supplier. With a distinguished track record and dedication to excellence, KP Green Engineering epitomizes the vision and success of the KP Group.

2+1

Operation manufacturing facility at Dabhasa & Kural and upcoming unit at Matar, Bharuch

39,000+ MTPA

Manufacturing capacity expansion at Kural (w.e.f. April 2024)

53,000+ MTPA

Manufacturing operational capacity at Dabhasa

2,94,000+ MTPA

Proposed greenfield capacity expansion at Matar, Bharuch

3,86,000+ MTPA

Cumulative manufacturing capacity of all units post expansion

ISO 9001:2015

Certified company

KP Group Outline (Contd.)



3

KP Human Development Foundation

Vision

A world in which every human attains the right to Survival, Protection, Education, Development and Participation.

Founded in
2015

Purpose
**Social Welfare,
Non-Profit Organisation**

KP Human Development Foundation, established in 2015, operates as the CSR arm of the KP Group. The foundation is dedicated to creating a significant social impact by focusing on quality education for underprivileged students. By collaborating with both government and private institutions, the foundation aims to elevate educational standards and improve accessibility, thereby empowering marginalised youth.

The foundation's primary mission is to enhance educational opportunities for underprivileged children. It supports and adopts schools to ensure that quality education is

accessible to all. Beyond education, the foundation is deeply involved in various social welfare programs, including Elderly Support, Orphan Care, medical assistance to improve the health of underprivileged individuals and Environmental Sustainability. Also, conducting extensive tree plantation drives to promote environmental health.

The KP Human Development Foundation is driven by a strong sense of social responsibility. By addressing a wide range of societal needs, the foundation aims to foster holistic growth and create a sustainable future. Its efforts are geared towards making a significant

difference in the lives of individuals and communities, ensuring a brighter and more inclusive tomorrow for everyone.

The foundation's vision is to uplift the standard of education and enhance its accessibility, thereby empowering the young and marginalised. Through its diverse initiatives, the KP Human Development Foundation continues to make a meaningful impact, ensuring that its mission of social responsibility translates into tangible benefits for society.

₹15+ lakhs

Spent for mangrove tree plantation

₹20+ lakhs

Spent for switching to renewable energy

₹11+ lakhs

Assisted in enhancing the quality of life for orphans and senior citizens by providing basic amenities

₹257+ lakhs

Spent on educational support to differently abled and underprivileged students

₹65+ lakhs

Provided medical assistance to improve the health of underprivileged individuals

Ongoing Journey

Accelerating the net-zero transition

KPI Green Energy's corporate journey showcases remarkable growth and strategic expansion in the renewable energy sector. Since its inception, the Company has consistently achieved significant milestones, evolving from small size solar project developer to a major utility-scale renewable energy player in both IPP & CPP segments. KPI Green Energy's growth trajectory is further evidenced by securing large-scale projects in recent years. Throughout its journey, the Company has garnered recognition for innovation and excellence, while also maintaining its robust financial performance and market position in the renewable energy sector.

2014

Commenced construction of a 66 KV transmission line from the Sudi plant to GETCO's Amod substation for power evacuation

2013

- Received a GEDA registration certificate for developing a 15 MW solar plant in Bharuch
- Obtained Power Evacuation (PE) approval from the Gujarat Energy Transmission Corporation Limited (GETCO) for the initial 15 MW

2008

We started our journey

2015

- Signed the first PPA and began construction of the solar plant
- Successfully completed and charged the 66 KV transmission line

2016

- Awarded the 'Solar Innovation & Excellence Award - Excellence in Solar Park - Rise'
- Commissioned the first 1.5 MW of the solar plant and commenced power sales

2022

- Achieved the milestone of ~100 MW of capacity energised under the IPP segment
- Successfully energised ~65 MW of capacity under the CPP segment

2017

- Obtained GETCO approval for the next 15 MW (Total 30 MW) evacuation
- Received GETCO approval for laying a second circuit on a 66 KV transmission line using a panther conductor

2023

- ICRA upgraded our credit rating from BBB+ to A-
- Successfully commissioned the first 26.10 MW IPP Hybrid project
- Achieved the milestone of 300+ MW of cumulative capacity energised (IPP+CPP)
- KPI Global Infrastructure Limited was renamed to KPI Green Energy Limited, aptly reflecting the nature of its business

2024

- Successful bidder in the Maharashtra State Power Generation Co. Ltd. (MAHAGENCO) tender for development of 135 MW_{DC} Solar Power Project at various locations in Maharashtra
- Won the Gujarat Urja Vikas Nigam Limited (GUVNL) tender for the development of a 200 MWAC (240 MWP) grid-connected Solar Photovoltaic Power Project at Khavda, Gujarat
- Won another GUVNL tender for the development of a 50 MW Wind-Solar Hybrid Power Project (comprising of 16.80 MW of wind power and 50 MW of solar power)
- Successful first-ever raised ₹300 crore through QIP
- Successfully achieved the milestone of 445+ MW of cumulative capacity energised (IPP+CPP)

2021

- Successfully commissioned incremental IPP capacity, aggregating to ~49.2 MW, and charged a new 11 KV transmission line for power evacuation capacity for CPP clients
- Successfully migrated to the Main Board platform of both stock exchanges i.e., NSE & BSE

2020

Successfully commissioned an additional 25 MW of capacity, aggregating to ~40.7 MW under the Independent Power Producer (IPP) category

2018

- Received a GEDA registration certificate for developing the next 25 MW solar plant
- Power Finance Corporation Limited (PFC) approved and signed a facility agreement to part finance the 25 MW solar plant
- Launched a new segment of business under the Captive Power Producer (CPP) category and commissioned the first CPP solar plant

2019

- Successfully commissioned 15 MW of capacity for Phase 1 under the Independent Power Producer (IPP) category
- Listed on the BSE SME Board



Expanding Presence

Growing our green footprint

KPI Green Energy's expanding presence across various regions of Gujarat underscores our commitment to sustainable development and green energy solutions. With a strong foothold in a state boasting one of the highest renewable energy potentials, we are well-positioned for future leadership in the industry.

Strategic Positioning in Gujarat

Gujarat forms the foundation of our operations, with our renewable projects strategically positioned throughout the state. We carefully select each location based on its potential for optimal energy production, resource availability, and proximity to essential infrastructure. This strategic placement enables us to efficiently manage our power generation and distribution networks, ensuring we meet the growing demand for renewable energy effectively.

The Government of Gujarat is also favouring the renewable sector by giving monthly banking facilities in order to harness the state's substantial renewable energy potential, which includes approximately 36 GW of solar capacity and 143 GW of wind capacity. With an ambitious target of achieving 100 GW of renewable energy capacity by 2030, Gujarat is poised to become a leader in renewable energy development in India. As one of the market leaders in renewable energy through third-party sales in Gujarat, KPI Green Energy is well-positioned to play a significant role in this transformative journey.

Significant Land Bank for Future Projects

2,217+ Acres

Expansive land bank (owned & leased) for potential renewable energy projects

Committed to Delivering More in Gujarat

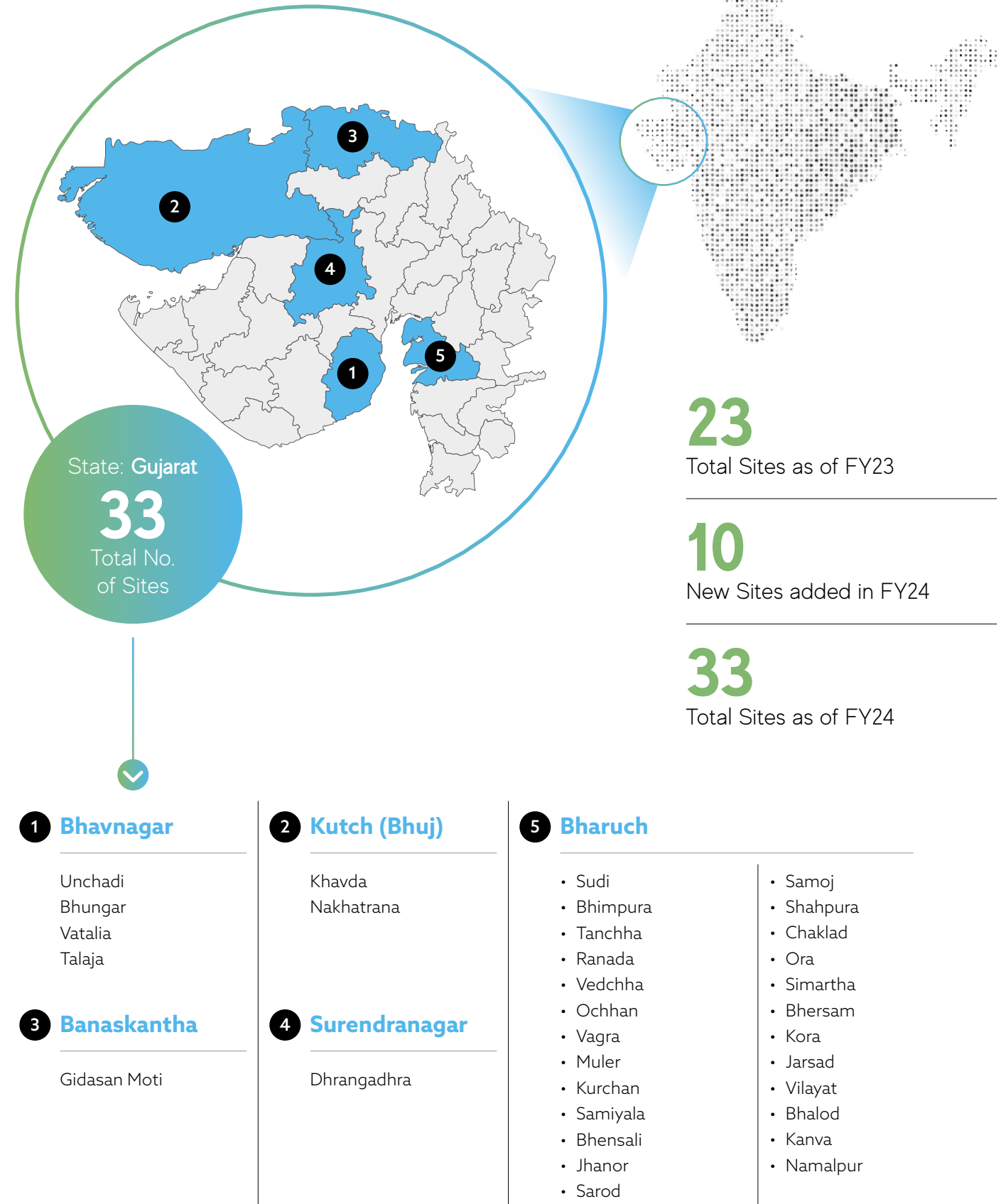
Signed two MoUs with the Government of Gujarat to invest ₹17,690 crore in the state. The investment is earmarked for different renewable energy projects including setting up a green hydrogen plant.

Potential Expansions Beyond Gujarat

As we widen our geographical footprint, KPI Green Energy remains resolute in our mission to lead the green energy revolution. We are committed to expanding our presence in a manner that benefits our clients, the environment, and future generations.



Geographical Reach



Map not to scale, only for illustration purpose

Business Portfolio

Diverse renewable energy solutions

Our business encompasses multiple verticals, each dedicated to delivering high-quality renewable energy solutions. Our offerings are segmented under Independent Power Producer (IPP), and Captive Power Producer (CPP), including Hybrid Energy Solutions, catering to diverse needs, all under the 'Solarism' brand.

Independent Power Producer (IPP)

Within the IPP vertical, KPI Green Energy develops, builds, owns, and operates renewable energy plants, ensuring a continuous and reliable supply of clean energy. We maintain grid-connected renewable energy projects that generate revenue by selling power units to prominent business houses and industries through bilateral Power Purchase Agreements (PPAs). In Gujarat, we are among the market leaders in solar energy through third-party sales.

To expand our energy generation portfolio beyond solar power, we have also developed hybrid renewable energy projects. This strategic move aligns with the Government of Gujarat's hybrid power policy and the Gujarat Electricity Regulatory Commission's (GERC) favourable tariff order, enabling us to generate and supply power to business houses.

Infrastructure

Our IPP operations extend across multiple districts in Gujarat. This extensive presence allows us to strategically position our renewable energy plants to optimise energy production and distribution. To facilitate the evacuation of generated power, we have established robust infrastructure, including 66 KV and 11 KV transmission lines connected to Gujarat Energy Transmission Corporation Limited (GETCO) substations.

IPP Portfolio as on FY24

158+ MW

Total capacity commissioned under IPP vertical

30+ MW

Hybrid capacity commissioned under IPP vertical

Consistent increase in power generation under IPP

A- credit rating by ICRA

Captive Power Producer (CPP)

KPI Green Energy's CPP vertical offers businesses and industries a cost-effective solution to reduce electricity bills and achieve sustainability targets through clean energy utilisation. We specialise in developing, transferring, operating, and maintaining grid-connected solar power projects tailored to our CPP customers' specific needs. Our turnkey agreements enable clients to establish and generate renewable power using a common pool of grid-connected land while benefiting from ready-made infrastructure for power evacuation via our transmission lines to the nearest GETCO Substation.

By commissioning captive solar and hybrid power projects, clients can significantly lower their electricity expenses, as the cost per unit from these plants is notably lower than power obtained from DISCOMs. We have successfully commissioned CPP sites across various villages in Gujarat.

O&M Services

Our comprehensive O&M services, offered through separate agreements, ensure effective operations throughout the project lifecycle, maintaining efficiency in energy generation and guaranteeing installation performance. These long-term O&M contracts, aligned with PPA terms, generate a steady stream of annuity revenue for us while delivering substantial value to our clients. Our turnkey solutions include access

to common power evacuation infrastructure and a pool of grid-connected land for renewable power generation, providing a complete package for our CPP customers.

CPP Portfolio as on FY24

287+ MW

Total capacity commissioned under CPP vertical

24+ MW

Hybrid capacity commissioned under CPP vertical

CPP Developments in FY24

82%

Revenue share of CPP

111+ MW

Commissioned

868+ MW

In pipeline

IPP Developments in FY24

17%

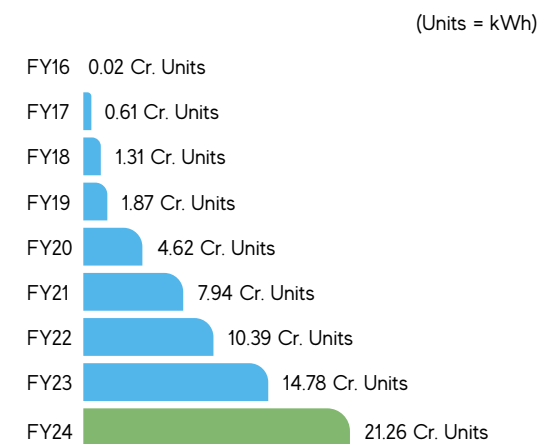
Revenue share of IPP

21+ MW

Commissioned

366+ MW

In pipeline



Hybrid Model

KPI Green Energy's hybrid model integrates solar and wind energy, offering a more reliable, efficient, and sustainable approach to renewable energy generation. By combining the strengths of both energy sources, this model enhances grid stability and optimises the commercial aspects of transmission charges and grid capacity utilisation. This integration provides a cost-efficient and effective solution for energy generation, ensuring a continuous supply of clean energy. Our aim is to further develop this hybrid model in the future, recognizing its significant benefits in terms of cost efficiency and sustainable energy production.

54+ MW

Cumulative hybrid capacity energised till FY24 (including 30 MW IPP & 24 MW CPP)

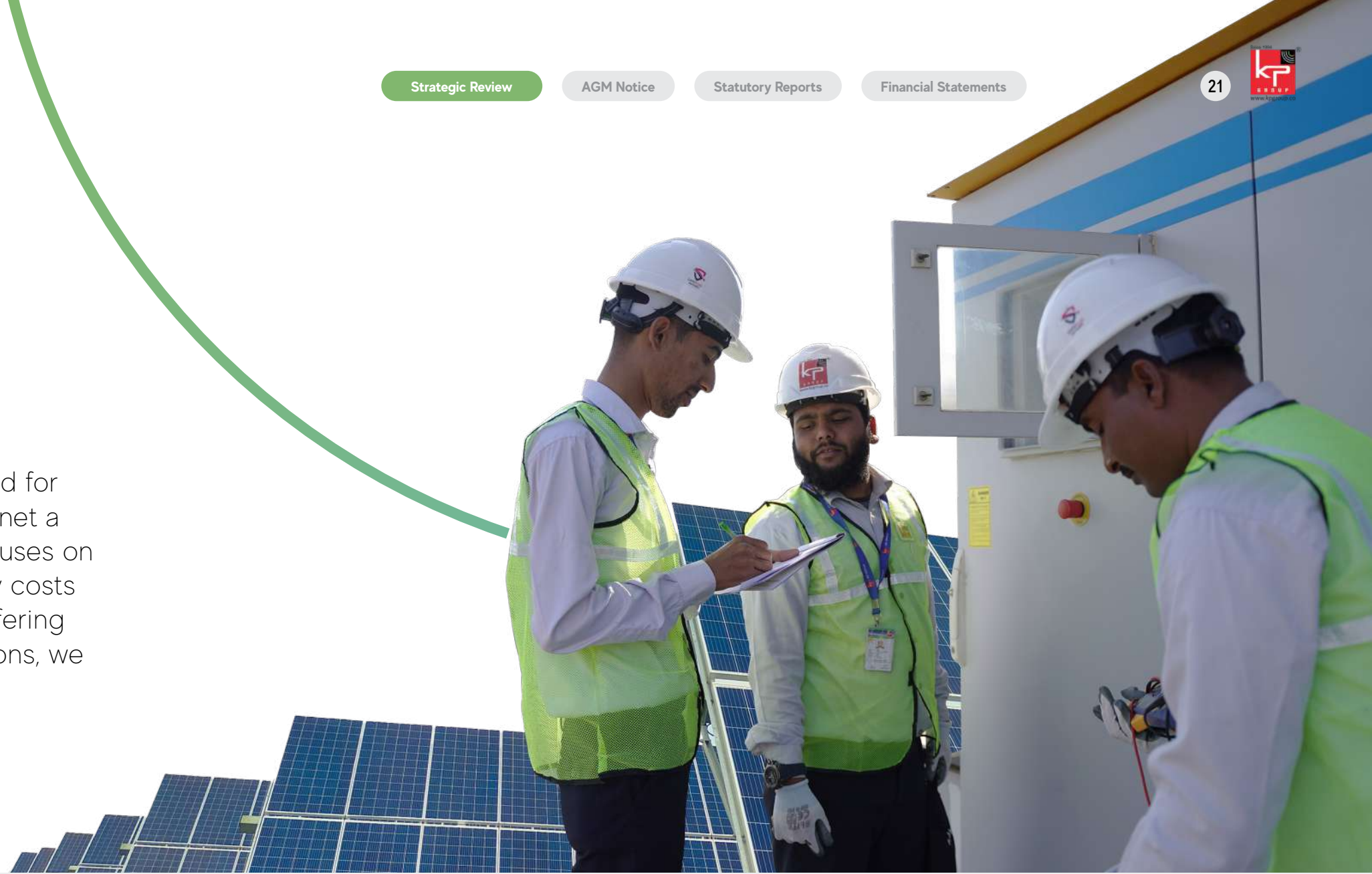
280+ MW

Cumulative hybrid capacity in pipeline (including 82 MW IPP & 198 MW CPP)

Our Value Proposition

Renewable. Reasonable. Reliable.

In a nutshell, KPI Green Energy meets the rising demand for power while protecting our climate and making our planet a better place to live. Our renewable energy business focuses on providing cost-efficient solutions that reduce electricity costs through models like CPP, IPP, and hybrid energy. By offering these diverse and manageable renewable power solutions, we ensure competitive electricity supply for our clients.



Our value proposition is built on a foundation of sustainability, efficiency, and reliability. We strive to make a positive impact on the environment, our clients, and future generations. Our dedication to innovation and excellence positions us as a leader in the renewable energy sector, providing our clients with the best possible solutions for a sustainable future.



1 Powering a Sustainable Future

By tapping into the abundant and free renewable energy, we help reduce carbon footprints and protect our environment. Our renewable energy solutions contribute to decreased greenhouse gas emissions and air pollution, help reduce dependence on fossil fuels, and promote conservation of natural resources for future generations.



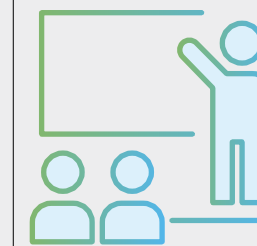
2 Financial Advantage

Our renewable power solutions are designed to provide substantial cost savings and enhance the value of our clients' businesses through significant reductions in utility expenses, thus aiding long-term financial stability through predictable energy costs and other incentives.



3 Operational Efficiency

At KPI Green Energy, we understand the value of time. Our consultations, planning, and execution processes are streamlined to save our clients time and provide reliable energy solutions. From the initial consultation to the final installation, our expert team ensures a smooth and efficient transition to renewable energy, minimising hindrances and maximising productivity.



4 Peace of Mind

Our team of experts takes the worry out of adopting renewable energy, be it ideating customised solutions tailored to each client's specific needs, or developing reliable and sustainable energy systems, coupled with comprehensive support throughout the project lifecycle.



5 Future-Proofing

By investing in renewable energy with KPI Green Energy, our clients are reducing their reliance on finite resources & fossil fuels, and contributing to a healthier planet for future generations, thus positioning themselves as leaders in sustainability.

Competitive Strengths

Capitalising on our advantages

1 Proven Execution Excellence

KPI Green Energy boasts a robust track record in designing, developing, constructing, and operating renewable power projects. Our experienced teams have driven success across all project stages, resulting in the completion of 313+ MW IPP projects and 132+ MW CPP projects. As of FY24, we have commissioned 445+ MW of capacity spread across 33 sites in 5 districts of Gujarat.

Our disciplined project execution has fueled growth and enabled us to exceed targeted returns. We

have established expertise in turnkey Engineering, Procurement, and Construction (EPC) for solar and hybrid renewable projects. Additionally, we excel in wind forecasting, land acquisition, and hybrid power project implementation, as evidenced by commissioning of our first wind-solar hybrid project featuring 16.10 MW of wind and 10 MW of solar capacity.

Our transmission infrastructure, supporting IPP and CPP projects with an evacuation capacity of ~1,657 MW connected to GETCO substations,

ensures reliable power evacuation with minimal losses. This capacity has grown significantly from March 2021 to March 2024, demonstrating our ability to efficiently integrate renewable energy into the grid.

To support project execution, we meticulously evaluate evacuation infrastructure and regulatory landscapes. We also partner with reputable OEMs for technical support and maintenance services.

2 Strong Project Pipeline & Land Bank

As of FY24, our business pipeline comprises ~1,234 MW of solar and hybrid projects, reflecting substantial future growth potential. Our order book has grown significantly in recent years. We have also secured an extensive land bank of over 2,217+ acres, including owned and leased land, positioning us favourably for project expansion.

Recent acquisitions, such as the 100% equity stake in KPark Sunbeat Private Limited, have added 52+ acres to our land bank as on March 31, 2024 and secured GETCO evacuation approval for ~100 MW, further enhancing our capabilities.

For commercial and industrial off-takers, we build CPP projects on leased

parcels, generating lease rental and O&M income over 25 years. Our project development is streamlined by transmission infrastructure approvals and internal connectivity installations, which also help minimise operational expenditure.

3 Leveraging Technological Prowess for Enhanced Performance

We continuously introduce advanced technologies to accelerate solar adoption and provide sustainable energy solutions. Our key technological capabilities include:

- **Bi-facial solar panels:** Capture sunlight from both sides, significantly increasing energy yields compared to mono-facial panels.
- **Water-less robotic cleaning:** Streamlines maintenance, saves water, and mitigates manual labour risks.

- **Single-axis trackers:** Optimise solar panel efficiency by following the sun's trajectory, increasing energy generation by over 15%.
- **Drone and thermal imagery:** Enhance plant monitoring, identify potential faults, and improve data collection accuracy.
- **SCADA and SAP systems:** Enable real-time monitoring, fault detection, and centralised project management for better operational efficiency.

- **KP NOC:** The NOC uses cloud-based systems for centralized data capture and real-time fault management. These advancements enhance efficiency, reduce environmental impact, and bolster our operational capabilities.

4 Experienced Leadership and Strong Governance

Our leadership team, led by Chairman and Managing Director Dr. Faruk G. Patel, brings extensive experience in renewable energy, finance, land revenue, and power sectors. Our talented senior management is supported by independent directors with in-depth industry experience,

ensuring high corporate governance standards and a well-developed organisational structure.

The management team's deep understanding of the renewable energy sector and regulatory environment enables efficient operations and

effective risk management. We benefit from the KP group's vision, relationships, and resources, which strengthen our project execution capabilities and competitive advantage.

5 Consistent Growth and Robust Financial Metrics

Focused on business expansion and capital efficiency, we have achieved sustained growth across all key financial indicators. Our total income grew tenfold from ₹104 crore in FY21 to ₹1,031 crore in FY24, in three years. During the same period, our PAT increased more than sevenfold, from ₹22 crore to ₹162 crore.

Our financial position and creditworthiness are affirmed by an A- rating from ICRA. We maintain a robust balance sheet further strengthened through the recent QIP, enabling growth opportunities and effective cash flow management. Long-term PPAs, O&M contracts, and lease agreements provide cash flow

visibility, with power purchase tariffs linked to DISCOM rates and annual lease escalations averaging 2%. This financial stability allows us to plan for growth, manage capital efficiently, and maintain a robust financial position.



Strategic Priorities

Building on the momentum

1 Expanding Solar Portfolio

KPI Green Energy is committed to reinforcing its presence in the Indian renewable energy sector by expanding its portfolio in both the CPP and IPP segments, with a particular emphasis on large utility-scale solar projects. The Company has achieved significant growth in its power generation capacity, with substantial increases in both IPP and CPP segments. Leveraging its customer base, evacuation capacity and land bank, KPI Green Energy plans to expand its renewable energy portfolio, ensuring steady cash flows and maximising stakeholder value.



2 Hybrid Portfolio Focus

KPI Green Energy is actively focusing on hybrid projects that combine wind and solar energy sources, aligning with India's renewable energy targets. These projects offer a reliable, efficient, and sustainable approach to renewable energy generation. Leveraging its expertise in solar and wind project development, the Company is well-positioned to capitalise on the opportunities presented by hybrid projects, particularly under the Gujarat Wind-Solar Hybrid Policy. Additionally, KPI Green Energy is exploring opportunities in offshore wind energy and intends to utilise its existing infrastructure to bid for hybrid renewable energy projects.

3 Timely Project Execution

Enhancing project execution efficiency is a key priority for KPI Green Energy. The Company is transitioning from conventional reactive maintenance to predictive and proactive maintenance through advanced technology adoption. By implementing innovative solutions like solar panel trackers and also developing in-house capabilities such as robotic panel cleaning, KPI Green Energy aims to optimise project output and control costs. Strengthening diagnostics and performance monitoring across its projects remains a focus to maximise operational efficiency.



4 Strategic Land Acquisitions

Acquiring land parcels with pre-approved permissions and access to grid infrastructure is crucial for KPI Green's renewable energy projects. With an already substantial land bank of 2,217+ Acres, including owned and leased land, the Company continues to strategically acquire more parcels to streamline financing and expand its project portfolio. Recent acquisitions, such as KPark Sunbeat Private Limited, further enhance KPI Green Energy's land holdings, power evacuation capacity and project pipeline.

5 Geographic Expansion

KPI Green Energy is keen on expanding its geographic footprint into states with untapped potential for renewable energy development. Looking ahead, the Company aims to diversify geographically, beyond Gujarat, potentially into states like Maharashtra, Rajasthan and Madhya Pradesh. Strategic partnerships and alliances, such as Maharashtra State Power Generation Company Limited (MAHAGENCO), may enable KPI Green Energy to access new markets and project opportunities. Leveraging its project execution capabilities and operational experience, the Company aims to identify and develop new projects, supplementing organic growth with strategic acquisitions and partnerships.



Chairman's Address

Energising growth



उम्र थका नहीं सकती,
ठोकर गिरा नहीं सकती,
अगर जिद हो कुछ कर गुज़र ने की,
तो मुश्किलें आ नहीं सकती।



Dear Shareholders,

I hope this letter finds you in good health and high spirits. It is my pleasure to address you as we reflect on an exceptional year for KPI Green Energy Limited and look forward to the promising future that lies ahead.

An Inflection Point

India is on the cusp of a transformative journey, aspiring to become the world's third-largest economy in the coming years and a developed nation by 2047. Achieving this vision necessitates a balanced energy transition — one that curbs carbon emissions while ensuring an uninterrupted power supply. To realise this vision, and its commitments at various international forums, the government is accelerating the shift towards non-fossil fuel-based energy, setting ambitious targets for increasing renewable energy capacity and clean energy.

Industry estimates suggest that the Indian solar market is expected to add an additional 130-140 GW over 2024-2028. More specifically, the Government of Gujarat is actively working to harness the state's substantial renewable energy potential of approximately 36 GW of solar capacity and 143 GW of wind capacity. The state has set a target of achieving around 100 GW of renewable energy capacity by 2030. This ambitious goal positions Gujarat as a leader in renewable energy development in India, a stronghold for our Company, KPI Green Energy Limited. I can confidently say that your Company will have a significant role in making this vision a reality.

Record-Breaking Performance

FY24 has been a banner year for KPI Green Energy Limited, underpinned by growing capacities in both our Independent Power Producer (IPP) and Captive Power Producer (CPP) business verticals. As a result, our Total Income for the year stood at ₹1,030.8 crore, compared to ₹647.0 crore in the previous year, marking a growth of 59% YOY. Consequently, EBITDA grew from ₹211.7 crore in FY23 to ₹343.7 crore in FY24, registering a growth of 62% YOY. Ultimately, our Profit After Tax (PAT) for the year stood at ₹161.7 crore, higher by 48% over the previous year.

In FY24, the Company's total installed capacity reached 445+ MW, comprising more than 158 MW from Independent Power Producers (IPP) and over 287 MW from Captive Power Producers (CPP). This represents a 42% increase compared to FY23, where the total installed capacity was 313+ MW, with IPP contributing more than 137 MW and CPP providing over 176 MW.

₹300 Cr.

Successfully first-ever raised fund through QIP

Taking into account the Company's robust performance, the Board of Directors recommended a final dividend of 2%, i.e., ₹0.20 per equity share of the face value of ₹5 each for FY24, subject to the approval of shareholders at the ensuing Annual General Meeting. This follows two interim dividends announced by the Company, each of ₹0.25 per equity share during FY24.

Bolstered Capital Structure

One of the biggest achievements of FY24 was raising ₹300 crore first ever through a Qualified Institutional Placement (QIP) by issuing shares to marquee investors under Qualified Institutional Buyers (QIBs) category. This marks a major milestone in our journey, bolstering our capital structure further and allowing us to pursue a larger number of projects in both IPP and CPP segments. As a result of this equity fundraise and healthy profitability in FY24, the Debt-to-Equity ratio has improved significantly from approximately 2 times in FY23 to around 1 time in FY24. The key objective of this issue is to secure capital for partial financing of our 240 MW_{DC} GUVNL Khavda Project in the Kutch region of Gujarat. Furthermore, the Company has completed the financial closure with the State Bank of India (SBI) for the balance debt portion at a lucrative rate of interest.

Strategically Advancing Towards Our Goal

We have built several strategic priorities to march toward our larger goal as an organisation. Our primary focus is on pursuing portfolio growth and building a strong position in solar and hybrid projects, with a specific emphasis on large utility-scale projects. Simultaneously, we are working towards capturing the MSME and smaller power projects business strategically through our subsidiaries. We aim to maintain a balanced mix of IPP and CPP projects to achieve strong, steady cash flows with tax benefits. Additionally, we continue to grow our hybrid portfolio projects and leverage group expertise in wind projects, recognizing the significant push from the government and pull from the industry on hybrid projects due to their attractive value proposition and reliability. Strategic acquisition of land within the vicinity of power evacuation (PE) substations remains a key focus area. Lastly, we are pursuing geographical diversification beyond the state of Gujarat while maintaining our strong commitment to the state.

Value Creation for All Stakeholders

Our guiding principle remains the creation of value for all our stakeholders, including clients, employees, shareholders, and our broader ecosystem. While KP Group has consistently delivered results for its shareholders, we are equally committed to enabling our employees to participate in our value creation journey.

In line with this commitment, initially, we approved a pool of 500,000 equity shares under the 'KPI Green Energy Limited - Employee Stock Option Plan 2023' scheme during our last AGM. Following a bonus issue of 1:2, the ESOP pool was expanded to 750,000 (Seven Lakh Fifty Thousand) shares. From the aforementioned pool, I am pleased to say that this year we have granted 601,399 stock options to eligible employees of the Company, its subsidiaries, and associated companies. This initiative underscores our belief in the importance of aligning our employees' interests with the long-term success of the Company.

Outlook

As we look ahead, we are excited about the strong pipeline, evacuation capacity and large land bank, with approximately 1.23 GW of business pipeline, including IPP, CPP, hybrid projects, and the GUVNL & MAHAGENCO tenders. Our bolstered capital structure and ability to pursue capacity expansion, supported by industry tailwinds, create all the right elements for continued growth and value creation.

I would like to extend my heartfelt gratitude to all our stakeholders — clients, employees, shareholders, ecosystem partners, government, and regulatory authorities. Your unwavering support and trust have been instrumental in our success, and we look forward to achieving greater heights together.

Thank you for your continued faith in KPI Green Energy Limited.

काम ऐसा करो जिसे दुनिया और दुनिया की हर चीज़ को फायदा हो,
और कीमत ऐसी बनाओ की जिसे दुनिया नाज़ करे।

Warm Regards,

Dr. Faruk G. Patel

Chairman and Managing Director
KPI Green Energy Limited

Letter to Shareholders

Powering possibilities

Dear Shareholders,

I am pleased to extend my warmest greetings to you all. As we reflect on the past year, it is evident that the renewable energy sector in India, particularly solar energy, is experiencing significant tailwinds. The Indian government's commitment to sustainable energy and the increasing demand for clean energy have created a fertile environment for growth and innovation in our industry. I am certain that this force will only compound as we move forward, and renewable energy will play a key role in meeting India's growing power requirements, sustainably and responsibly.



We have made significant strides in project innovation, leveraging key technologies to enhance efficiency and improve project returns.

Growing from Strength to Strength

FY24 has been a landmark year for our Company, marked by exceptional growth and robust financial performance. Our strategic focus on expanding capacities in both the Independent Power Producer (IPP) and Captive Power Producer (CPP) verticals has yielded remarkable results.

Our Total Income for the year soared to ₹1,030.8 crore, a substantial increase from ₹647.0 crore in the previous year, representing a YOY growth of 59%. Profitability remained strong, with EBITDA growing from ₹211.7 crore in FY23 to ₹343.7 crore in FY24, reflecting a 62% increase. Ultimately, our Profit After Tax for the year stood at ₹161.7 crore, a 48% increase over the previous year's ₹109.6 crore.



In FY24, the Company's installed capacity experienced substantial growth, with Independent Power Producers (IPP) increasing to over 158 MW, up from more than 137 MW in FY23, and Captive Power Producers (CPP) expanding to over 287 MW, a significant rise from more than 176 MW the previous year, including hybrid power projects. Overall, this contributed to a 42% year-on-year increase in total installed capacity, surpassing 445 MW in FY24 compared to over 313 MW in FY23.

Imbibing Technology in Our Operations

Innovation and technology are at the heart of our operations. We have made significant strides in project innovation, leveraging key technologies to enhance efficiency and improve project returns. Our efforts include building hybrid capabilities and augmenting potential through advanced technologies such as robotic cleaning, bifacial solar panels, and tracker-based structures that increase energy generation by ~20% using mechatronics systems. Additionally, we are investing in the in-house development of waterless robotic cleaning through our Research and Development initiatives.

To streamline our operations, we have implemented SAP for all critical activities, including project management, is live. Furthermore, we recently installed a state-of-the-art Centralised Network Operations Center (NOC) system. The KP NOC serves as a centralised monitoring station for our assets, spread across multiple locations. Utilising the latest cloud-based systems for data monitoring, the NOC enables centralised data capture and display from all locations, ensuring optimal performance and efficiency.

We recently installed a state-of-the-art Centralised Network Operations Center (NOC) system that serves as a centralised monitoring station for our assets, spread across multiple locations.

Record Business Pipeline

Our business pipeline remains robust, with a strong order book, substantial land bank and evacuation capacity. We have approximately 1.23 GW of orders in hand as on FY24, including IPP, CPP, and Hybrid projects, as well as the GUVNL & MAHAGENCO Tenders.

During the year, we secured major CPP orders from Aditya Birla Renewables Subsidiary Limited and ABREL (RJ) Projects Limited for 396.50 MW_{DC}, and from Maharashtra State Power Generation Co. Ltd. (MAHAGENCO) for 135 MW_{DC}. Additionally, we received a 145.20 MW Wind-Solar Hybrid Power Project order from Ayana Renewable Power Four Private Limited under the CPP Segment.

We also emerged as the winner in the Gujarat Urja Vikas Nigam Limited (GUVNL) tender for the development of a 240 MW_{DC} Solar Power Project at Solar Park, Khavda (GSECL Stage 2). The Power Purchase Agreement (PPA) with GUVNL has been executed with the Gujarat Electricity Regulatory Commission (GERC). Furthermore, we won the GUVNL tender for the development of a 50 MW (comprising 16.80 MW wind and 50 MW solar) Wind-Solar Hybrid Power Project.

Expanding Horizons

While we have established ourselves as one of the leaders in Gujarat, we are now setting our sights beyond the state, while continuing to invest in Gujarat. To this end, we have been a successful bidder in the Maharashtra State Power Generation Co. Ltd. (MAHAGENCO) tender for development of 135 MW_{DC} Solar Power Project at various locations in Maharashtra. We are also exploring business expansion opportunities in Rajasthan and Madhya Pradesh.

Closing Remarks

As we move forward, we are fully geared to deliver on our growth targets and business pipelines. I extend my heartfelt thanks to all our stakeholders - clients, employees, shareholders, ecosystem partners, and government and regulatory authorities - for their unwavering support and trust.

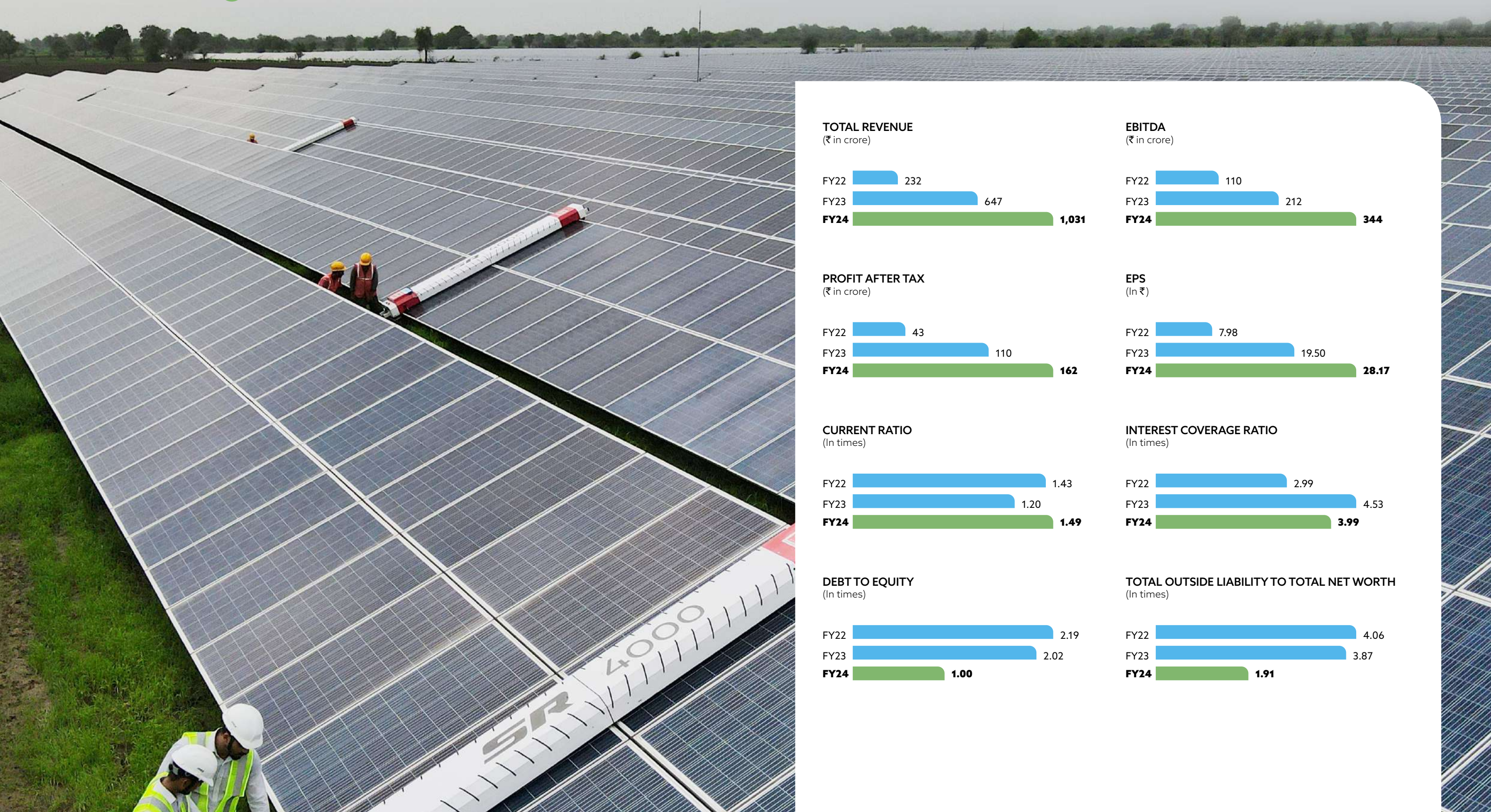
Together, we will continue to drive sustainable growth and create lasting value for all.

Sincerely,

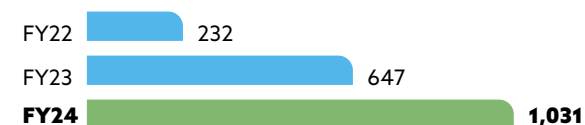
Shaheedul Hasan
 Chief Operating Officer
 KPI Green Energy Limited

Key Performance Indicators

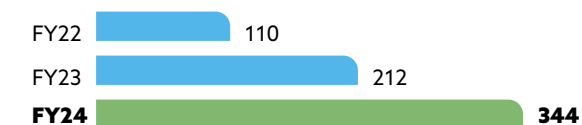
Going from strength to strength



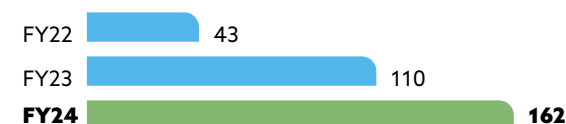
TOTAL REVENUE (₹ in crore)



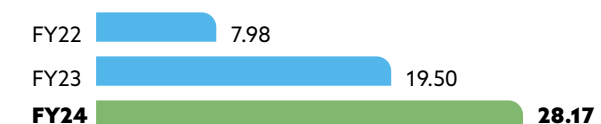
EBITDA (₹ in crore)



PROFIT AFTER TAX (₹ in crore)



EPS (In ₹)



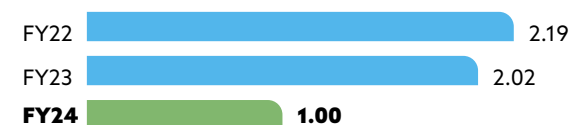
CURRENT RATIO (In times)



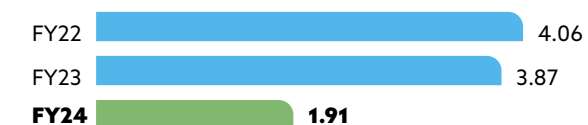
INTEREST COVERAGE RATIO (In times)



DEBT TO EQUITY (In times)



TOTAL OUTSIDE LIABILITY TO TOTAL NET WORTH (In times)



Corporate Governance Framework

Enduring principles. Enduring progress.

Our foundation is built on uncompromising ethics and conduct, maintaining rigorous standards of integrity, transparency, and accountability. We are steadfastly committed to conducting and expanding our operations sustainably and responsibly, aiming to create long-term value for all stakeholders. Guided by our enduring principles of business integrity and ethics, we remain dedicated to making a lasting, positive impact within the industry and beyond.

Governance Framework

Our corporate governance framework is led by the Board of Directors, who set the strategic direction, oversee management, and represent stakeholders' interests. Five Board Committees are established to address specific areas of governance. These Committees operate under the Board's authority and report back with their activities and recommendations.

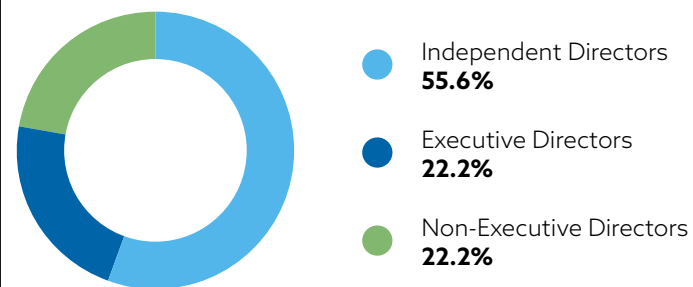
The Board Committees include:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Risk Management Committee
- Corporate Social Responsibility Committee

Board of Directors

Our Board of Directors represents a harmonious blend of professionals with diverse skill sets, maintaining a balance between Executive and Independent Directors. Their collective expertise spans the renewable industry, financial and organisational management, and a comprehensive understanding of relevant laws and regulations. This dynamic combination fosters innovation while drawing on rich experiences.

Board Composition



Extensive Work Experience

22%

Board members with 15+ years of experience

77%

Board members with 25+ years of experience

While adherence to governance norms is obligatory for listed companies, we distinguish ourselves by proactively embracing and advocating for best practices, extending beyond conventional mandates. Rooted in strong ethical principles, our governance ethos transcends mere compliance, supporting our stellar reputation. We have voluntarily crafted numerous policies, demonstrating our commitment to upholding high standards and continually advancing on the path of improvement.

Board Committees

1 Audit Committee

The Audit Committee regularly examines financial statements, internal audit reports, audit plans, findings, adequacy of internal controls, compliance with accounting standards, and other critical activities. Additionally, the Committee oversees the evaluation of internal financial controls and risk management systems.

2 Nomination and Remuneration Committee

This Committee conducts regular reviews of the remuneration of directors and potential senior management and Key Managerial Personnel appointees. It also evaluates Directors' performances and makes recommendations regarding appointments and dismissals to the Board.

3 Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee regularly assesses the performance of the shareholder grievance redressal system and facilitates ongoing enhancements. It reports any significant concerns arising during its review process.

4 Corporate Social Responsibility Committee

This Committee formulates and proposes a suitable CSR Policy to the Board, outlining the activities to be conducted by the Company, whether directly or through a designated implementation agency. It also periodically reviews CSR initiatives, assesses their implementation, and monitors expenditure.

5 Risk Management Committee

The Risk Management Committee crafts and proposes a suitable Risk Management Policy to the Board. It establishes methodologies, processes, and systems to monitor and assess risk inherent in the Company's operations. The Committee oversees the policy's implementation, evaluates the effectiveness of risk management systems, conducts periodic reviews, and keeps the Board informed.

Proactive Governance

The Board met 16 (Sixteen) times during FY24, ensuring that the Company's operations and financial performance were reviewed regularly.

16

Board meetings during FY24

18

Board Committee meetings during FY24



Boards' Profile

Meet the leaders shaping our future

**Dr. Faruk G. Patel**
Chairman and Managing Director**Mr. Moh. Sohil Dabhoya**
Whole-Time Director**Mr. Amit Khandelwal**
Non-Executive Director**Mrs. Bhadrabala Dhimant Joshi**
Non-Executive Director**Mrs. Venu Birappa**
Independent Director**Mr. Tejpalsingh Bisht**
Independent Director**Mr. Sharadchandra Patil**
Independent Director**Mr. Moh. Hanif Dalchawal**
Independent Director**Mr. Shanker Baheria**
Independent Director**Senior Management Personnel****Mr. Shaheedul Hasan**
Chief Operating Officer (COO)**Mr. Manish Sayata**
Chief People Officer (CPO)**Mr. Chandravadan Raval**
Vice President - Projects**Mr. Salim Yahoo**
Chief Financial Officer (CFO)**Ms. Rajvi Upadhyay**
Company Secretary & Compliance Officer

Corporate Social Responsibility

Empowering lives through corporate responsibility

KPI Green Energy Limited demonstrates a strong commitment to corporate social responsibility (CSR) through a diverse range of initiatives focused on education, healthcare, environmental sustainability, and community development. The Company's CSR activities align with its vision to create a healthier world by reducing carbon footprints and improving the quality of life for communities at large.

Our CSR projects are carried out by a mix of internal initiatives and through KP Group's non-profit arm KP Human Development Foundation. The foundation, established in 2015, operates as the CSR arm of the KP Group. The foundation is dedicated to creating a significant social impact by focusing on quality education for underprivileged students. By collaborating with both government and private institutions, the foundation aims to elevate educational standards and improve accessibility, thereby empowering marginalised youth.



Key CSR Projects and Initiatives during FY24

Education Initiatives

Education forms a significant part of KPI Green Energy's CSR efforts:

- Distribution of education kits to children in government schools
- Development of smart classrooms and provision of computers and printers to rural schools
- Infrastructure improvements such as constructing classrooms, repairing boundary walls, and providing potable drinking water
- Providing Financial Support to Underprivileged and Disabled Students for Higher Education
- Development of a library for Civil Servants exam preparation and renovation of the hostel to enhance accommodation and facilities.

Healthcare and Social Welfare

KPI Green Energy has undertaken several healthcare-related CSR activities:

- Providing medical assistance for improving the health of underprivileged individuals
- Supporting cancer treatment for underprivileged patients
- Donating oxygen concentrators to old age homes
- Distributing pandemic safety kits
- Recently Dr Faruk G. Patel along with Shri. Bhupendra Patel - Hon. Chief Minister of Gujarat, laid the foundation stone of world's first old-age home for the physically challenged at Uchediya village of Jhagadia taluka in Bharuch
- Providing assistance for improving the quality of life for senior citizens and orphans by providing basic amenities

Environmental Sustainability

As a green energy Company, KPI Green Energy places a strong emphasis on environmental sustainability in its CSR activities:

- Assistance for switching to renewable energy, with multiple entries for rooftop solar installations
- Mass tree plantation drives to maintain flora and fauna
- Efforts to reduce carbon footprint and mitigate global warming effects



First-ever old age home for disabled people

- Dr Faruk G. Patel along with Shri. Bhupendra Patel Hon. Chief Minister of Gujarat, laid the foundation stone of world's first old-age home for the physically challenged at Uchediya village of Jhagadia taluka in Bharuch
- The old-age home will be funded by the KP Group through its CSR arm, the KP Human Development Foundation.
- The facility, described as the "first in the country" and is being set up by the Disabled Welfare Trust of India, led by Surat-based Padmashri awardee Dr. Kanubhai Tailor.
- The old-age home to be called "Prabhu nu ghar" coming up on the banks of the Narmada, will have amenities to accommodate 200 inmates.

CSR Expenditure and Impact

In FY24, KPI Green Energy allocated ₹3.35 crore to CSR activities, while its subsidiaries contributed an additional ₹0.35 crore towards these initiatives. The Company's CSR projects are diverse, with individual project amounts ranging from ₹5,000 to ₹50,00,000, indicating a mix of small-scale and large-scale initiatives.

The Company's CSR policy also emphasises on the importance of monitoring and reviewing social initiatives. To that end, the CSR committee is tasked with updating the Board periodically on the progress and impact of these activities.

Our CSR activities reflect a holistic approach to sustainable development, aligning with our core business of renewable energy. Our efforts span across critical areas such as education, healthcare, environmental sustainability, and community infrastructure.

Our focus on renewable energy in its CSR activities, such as assisting in rooftop solar installations, demonstrates a synergy between our business objectives and social responsibility goals. This approach not only benefits communities but also promotes the broader adoption of green energy solutions.

MD&A

Management Discussion and Analysis

Economic Overview

Global Economy

The global economy is expected to maintain steady but marked slow growth in 2024, with the IMF forecasting a growth rate of 3.2% - the same pace as in 2023. This stability comes after years of volatility, but the growth rate remains below historical averages. The World Bank offers a more conservative estimate, projecting global growth at 2.4% for 2024.

Advanced economies are anticipated to see a slight acceleration, with growth rising from 1.6% in 2023 to 1.7% in 2024 according to the IMF. In contrast, emerging market and developing economies are expected to experience a modest slowdown, with growth projected to decrease from 4.3% in 2023 to 4.2% in 2024.

Inflation, a major concern in recent years, is forecast to continue its downward trend. The IMF projects global inflation to decline from 6.8% in 2023 to 5.9% in 2024, with advanced economies likely to return to their inflation targets sooner than emerging markets and developing economies.

Despite the overall stability, the global economy faces several challenges:

1 Slow long-term growth

The IMF's forecast for global growth five years from now is 3.1%, the lowest in decades.

2 Uneven recovery

The World Bank notes that by the end of 2024, people in about one out of every four developing countries and about 40% of low-income countries will still be poorer than they were before the COVID-19 pandemic.

3 Tight financial conditions

Global interest rates are expected to remain high by historical standards, potentially constraining growth, especially in developing economies.

4 Sluggish trade

Global trade growth in 2024 is projected to be only half the average of the pre-pandemic decade.

5 Investment challenges

Developing countries need significant increases in investment to tackle climate change and achieve other development goals, but current projections fall short of these requirements.

On a positive note, the risk of a global recession has receded, largely due to the resilience of the U.S. economy. Additionally, the IMF suggests that risks to the global outlook are now broadly balanced, with the possibility of a "soft landing" as growth stabilises and inflation declines.

Policy recommendations from both institutions emphasise the need for careful monetary policy management to ensure inflation reaches target levels smoothly, renewed focus on fiscal consolidation to rebuild budgetary capacity, and implementation of structural reforms to boost productivity and investment.

In conclusion, while the global economy in 2024 is expected to avoid major crises, it faces a period of subdued growth and ongoing challenges, particularly for developing economies. The year will likely be characterised by continued efforts to balance inflation control, economic growth, and long-term development goals.

Source: IMF & World Bank

Indian Economy

In 2024, the Indian economy is set to experience robust growth, with the World Bank projecting a GDP expansion of 7.5% for the year 2023-24. This growth is driven by strong domestic demand, particularly from higher-income earners, and substantial government investment in infrastructure. The services and industrial sectors are expected to remain robust, contributing significantly to the economic momentum. The government's fiscal management has also improved, with the fiscal deficit decreasing to 9.4% in FY 2022-23 from over 13% in FY 2020-21, thanks to increased revenues and a phased withdrawal of pandemic-related stimulus measures.

However, the growth rate is anticipated to moderate to 6.6% in FY 2024-25 due to global economic headwinds. Inflation has remained within the Reserve Bank of India's target range of 2-6%, although food price inflation has been elevated due to weak harvests influenced by El Niño. Employment indicators have improved, but concerns about job quality, wage growth, and low female labour force participation persist. The banking sector shows signs of strength, with improving financial soundness indicators and a decreasing non-performing loan ratio.

India's growth strategy increasingly focuses on climate-resilient development, aligning with its goal of achieving net-zero emissions by 2070. The country's aspirations to achieve high-income status by 2047 will require sustained efforts in creating quality jobs, addressing economic participation gaps, and ensuring that growth benefits are broadly distributed across the population. The World Bank emphasises the need for growth-oriented reforms accompanied by good job creation to keep pace with labour market entrants.

Source: IMF & World Bank

MD&A (Contd.)

Industry Overview

India's Renewable Energy Sector

India is the third-largest consumer of energy in the world. According to the Ministry of Power, the country's peak demand reached a record high of 223 GW in June 2023, a rise of 3.4% from the highest level in 2022, and consumption is projected to continue rising. Supported by industrial growth, urbanisation, government policies, and favourable geopolitics over the past decade, India has achieved an installed capacity exceeding 400 GW. The Indian power sector employs a wide range of fuel sources, including traditional sources such as coal, oil, and gas, alongside environmentally sustainable sources such as solar, wind, biomass, industrial waste, and both large and small hydro plants. With a population of approximately 1.4 billion and the world's fastest major growing economy, India's energy demand is growing rapidly.

Fossil fuels dominate India's power sector, but the country has ambitious goals to significantly increase the share of renewable and nuclear energy. As reported by the Government of India's Press Information Bureau, the share of non-fossil fuel in total electricity production during the year 2022-23 and current year (up to May 2023) was 25.44% and 22.45%, respectively. Significant efforts are being made to reduce the growth of greenhouse gas emissions and dependence on energy imports, while at the same time enhancing India's energy security. The transition from coal to renewables will take decades, and in the interim India requires the flexibility of fossil-fuel based energy to balance the grid during intermittent operation of renewables. India will continue to rely on natural gas and cleaner forms of fossil energy during this transition.

India has set ambitious targets to transform its energy landscape

Reduce the carbon intensity of the economy by less than **45%** by the end of the decade

Achieve **50%** cumulative electric power installed from renewables by 2030

Attain **net-zero carbon** emissions by 2070

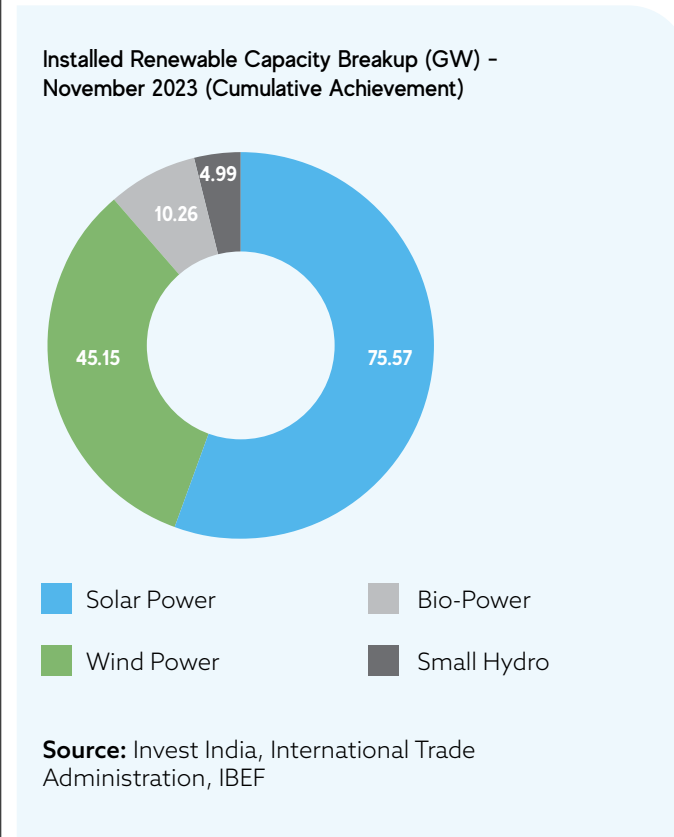
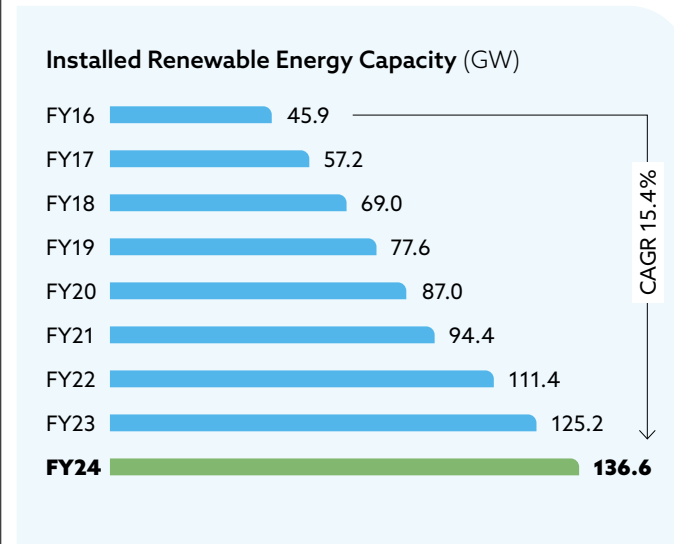
Reach **500 GW** of renewable energy installed capacity by 2030

Produce 5 million tonnes of green hydrogen by 2030, supported by **125 GW** of renewable energy capacity.

To further this vision, India has approved 57 solar parks with a combined capacity of 39.28 GW and set an offshore wind energy target of 30 GW by 2030, with potential sites already identified.

As of FY24, renewable energy sources in India, including small hydropower, boast a combined installed capacity of 136.6 GW.

The installed capacity for various renewable sources is as follows:



India's Solar Energy Sector

India has immense solar energy potential, with about 5,000 trillion kWh of energy incident annually, and most regions receiving 4-7 kWh per sq. m. per day. Solar photovoltaic power offers significant scalability and can be harnessed both centrally and in a distributed manner, allowing for rapid capacity addition with short lead times. Off-grid and low-temperature applications are particularly beneficial for rural areas, addressing energy needs for power, heating, and cooling.

Solar energy is the most secure energy source due to its abundance. Recent years have seen a significant impact of solar energy in India, especially in rural areas where decentralised applications have provided cooking, lighting, and other energy needs in an environmentally friendly manner. This shift has reduced the burden on rural women and girls, minimised health risks, generated employment, and improved living standards.

India's solar sector has also become a key player in grid-connected power generation, supporting sustainable growth and energy security. The National Institute of Solar Energy (NISE) estimates India's solar potential at about 748 GW, assuming 3% of wasteland is used for solar PV modules. Solar energy is central to India's National Action Plan on Climate Change, with the National Solar Mission (NSM) launched in January 2010 aiming to establish India as a global leader in solar energy. The mission supports India's Nationally Determined Contributions (NDCs) to achieve 50% cumulative electric power installed capacity from non-fossil fuel sources and reduce GDP emission intensity by 45% from 2005 levels by 2030.

To achieve these targets, the Indian government has launched various schemes, including the Solar Park Scheme, VGF Schemes, CPSU Scheme, Defence Scheme, Canal Bank & Canal Top Scheme, Bundling Scheme, and Grid Connected Solar Rooftop Scheme. Additional steps include permitting 100% Foreign Direct Investment

(FDI) under the automatic route, waiving Inter State Transmission System (ISTS) charges for inter-state solar and wind power projects commissioned by June 2025, and setting Renewable Purchase Obligation (RPO) trajectories up to 2029-30. These initiatives aim to make solar energy more sustainable, efficient, and integral to India's energy landscape.

- Permitting Foreign Direct Investment (FDI) up to 100 percent under the automatic route
- Waiver of Inter State Transmission System (ISTS) charges for inter-state sale of solar and wind power for projects to be commissioned by June 30, 2025
- Declaration of trajectory for Renewable Purchase Obligation (RPO) up to the year 2029-30
- Notification of standards for deployment of solar photovoltaic system/devices
- Setting up of Project Development Cell for attracting and facilitating investments
- Standard Bidding Guidelines for tariff based competitive bidding process for procurement of power from Grid Connected Solar PV and Wind Projects
- Government has issued orders that power shall be dispatched against Letter of Credit (LC) or advance payment to ensure timely payment by distribution licensees to RE generators
 - Notification of promoting renewable energy through Green Energy Open Access Rules 2022
 - Notification of 'The electricity (Late Payment Surcharge and related matters) Rules 2002 (LPS rules)'
 - Launch of Green Term Ahead Market (GTAM) to facilitate sale of renewable energy power including solar power through exchanges

Source: MNRE



MD&A (Contd.)

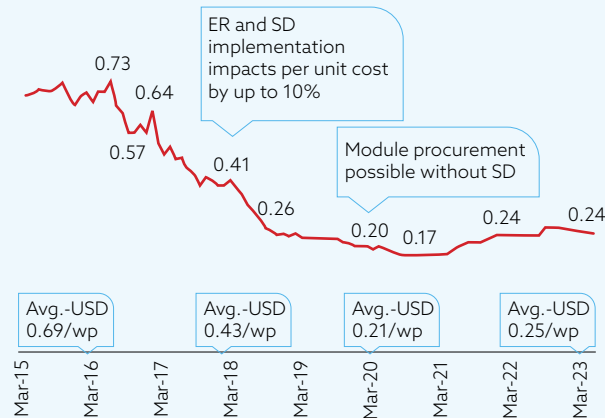
Growth drivers

The India solar energy market is expected to register a CAGR of 19.80% during the forecast period (2024-2029) and is projected to reach 195.11 GW after five years. The following growth drivers collectively contribute to the rapid expansion and development of the solar energy market in India, helping the country harness its renewable energy potential and move towards a sustainable energy future.

Declining Cost of Solar Power Technology

The cost of solar power technology has been decreasing steadily, making it more affordable and accessible. Advances in technology, economies of scale, and increased manufacturing efficiency have led to significant reductions in the price of solar modules and related components. This decline in costs lowers the entry barriers for both large-scale solar farms and individual rooftop installations, encouraging more widespread adoption of solar energy across the country.

Module prices have declined over 80% from 2010 to 2023 (USD/wp)



Increasing Flexibility of Solar Systems

Solar energy systems are becoming increasingly flexible, which enhances their appeal and usability. Innovations in solar technology, such as the development of flexible solar panels, solar tracking systems, and improved energy storage solutions, allow for more versatile applications. These advancements enable solar systems to be integrated into various settings, from urban rooftops to remote rural areas, and to work more efficiently under different environmental conditions. The ability to customise solar solutions to specific needs and locations helps drive market growth.



Government Commitments

India aims to significantly reduce its environmental footprint by:

- Cutting projected carbon emissions by 1 billion tonnes by 2030
- Decreasing the carbon intensity of its economy by less than 45% by the decade's end
- Achieving 500 GW of renewable energy capacity by 2030
- Achieving net-zero carbon emissions by 2070

Supportive Government Policies

The Indian government has implemented a range of supportive policies and incentives to promote the growth of the solar energy market. Key initiatives include:

- Financial incentives such as subsidies, tax breaks, and grants for solar power projects
- Regulatory frameworks that facilitate the installation of solar systems, including net metering policies that allow consumers to sell excess power back to the grid
- Substantial investments in green hydrogen, which rely on solar power

These policies create a favourable environment for investment and development in the solar sector, driving market expansion.



Abundant Solar Irradiance

India has a significant advantage in its high levels of solar irradiance, receiving ample sunlight throughout the year. This geographic and climatic advantage makes the country ideal for solar energy generation. Regions across India, especially in states like Rajasthan, Gujarat, and Tamil Nadu, have high solar insolation, which translates to greater efficiency and productivity of solar power systems. The abundant solar resource provides a natural impetus for the growth of the solar energy market, as it ensures a reliable and consistent supply of solar power.

Increased Awareness

There is a growing recognition among all stakeholders about the impact of climate change and environmental degradation caused by non-renewable energy sources.

Proposed Solar Cities and Parks

Each state has an approved solar city, and the government has sanctioned 57 solar parks with a total capacity of 39.28 GW nationwide. Additionally, there is a strong push for floating photovoltaic (PV) projects.

Wind-solar Hybrid Policy

Introduced in 2018, this national policy promotes grid-connected wind-solar PV hybrid systems to efficiently utilise transmission infrastructure and land. Combining solar and wind power helps address the intermittency challenge and improves grid stability. The policy allows flexibility in the proportion of wind and solar components, provided one resource constitutes at least 25% of the rated capacity of the other.

Atma Nirbhar Bharat

As part of the Atma Nirbhar Bharat initiative, a Production Linked Incentive (PLI) scheme for solar PV manufacturing has been introduced with a financial outlay of ₹24,000 crore. Additionally, a basic customs duty of 25% on solar cells and 40% on solar PV modules has been imposed effective from April 1, 2022.

Source: Invest India, Mordor Intelligence

MD&A (Contd.)

Company Overview

KPI Green Energy Limited (KPIGEL), is dedicated to shaping a sustainable future by leading the transition towards renewable, reliable, and reasonable energy systems. As part of the renowned KP Group, we leverage our extensive experience in solar, wind, and hybrid renewable energy sectors to deliver innovative and reliable energy solutions. Our commitment to sustainability drives us to harness the power of renewable energy, adding to our power generation capacities and supporting India's goal of achieving a net-zero carbon future. Operating under the brand name 'Solarism', we focus on developing, building, owning, operating, and maintaining renewable energy plants that meet the energy needs of today while ensuring a better tomorrow.

As an Independent Power Producer (IPP), we develop and operate renewable power plants that ensure a continuous and reliable supply of clean energy. Our Captive Power Producer (CPP) services offer customised renewable power solutions for businesses, for CPP projects. We also cater to hybrid energy solutions.

Our team of experts continuously strive for operational excellence by leveraging cutting-edge technology and innovative practices. With a strategic goal of reaching 10 GW, we are expanding our reach and impact, providing sustainable and cost-effective energy solutions.

As a leading renewable energy power producer in Gujarat, KPI Green Energy Limited is not just building a greener future but also contributing to the global effort to combat climate change and promote environmental sustainability.

FY24 Performance Discussion

FY24 was an exceptional year for KPI Green Energy Limited, as we surpassed our previous year's performance across all parameters with significant gains. Our operational prowess was evident with a remarkable 59% increase in Total Income, reaching ₹1,030.8 crore from ₹647.0 crore in FY23. This surge in revenue underscores our robust operational capabilities and effective strategies. Consequently, EBITDA grew from ₹211.7 crore in FY23 to ₹343.7 crore in FY24, registering a growth of 62% YOY. Ultimately, our Profit After Tax (PAT) for the year stood at ₹161.7 crore, higher by 48% over the previous year.

Our Earnings per Share (EPS) saw a significant increase, climbing to ₹28.17 in FY24 from ₹19.50 in FY23, marking a stellar 44% rise. This robust financial performance underscores our commitment to delivering value to our stakeholders. These achievements reflect our strategic initiatives and operational efficiencies, reinforcing our position as one of the leading players in the renewable energy sector.



Financial Ratios

| Sr. No. | Particulars | FY24 | FY23 | YOY Change | Comments |
|---------|-----------------------------------------------------|--------|--------|------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Debtors Turnover (Days) | 89.76 | 32.80 | 173.63% | Trade Receivable Turnover Ratio in days is increased due to the fact that average trade receivables is increased as compared to last year. |
| 2 | Inventory Turnover (Times) | 1.95 | 2.88 | -32.17% | Inventory Turnover Ratio is decreased due to increase in Cost of Goods sold and average inventory as compared to last year. |
| 3 | Interest Coverage Ratio (WO Lease Fin. Cost) | 3.42 | 5.85 | -41.53% | Interest Coverage Ratio is decreased due to increase in interest on debt as compared to increase in earnings. |
| 4 | Current Ratio (Times) | 1.53 | 1.13 | 36.18% | Current ratio is increased due to the increase in current assets as compared to last year. |
| 5 | Debt to Equity Ratio (Times) | 1.05 | 1.96 | -46.60% | Debt Equity ratio is decreased due to the increase in equity as compared to last year. |
| 6 | Operating Profit Margin (%) | 27.29% | 28.09% | -2.85% | - |
| 7 | Net Profit Margin (%) | 14.22% | 15.97% | -11.00% | - |
| 8 | Return on Equity (%) | 13.86% | 34.34% | -59.63% | Return on Equity ratio is decreased due to the increase in equity as compared to last year. |

MD&A (Contd.)

Outlook

Looking forward, we are positive about our robust project pipeline, power evacuation approach and extensive land holdings. Our business pipeline encompasses approximately 1.23 GW of projects across various segments, including Independent Power Producer (IPP), Captive Power Producer (CPP), hybrid projects, Maharashtra State Power Generation Co. Ltd. (MAHAGENCO) and the Gujarat Urja Vikas Nigam Limited (GUVNL) tenders.

Our strengthened capital structure, combined with our capacity execution capabilities and favourable industry trends, positions us well for sustained growth and value creation. We are fully prepared and equipped to meet our growth objectives and execute our planned projects efficiently.

Our ambitious target of reaching 10 GW capacity remains a key focus, and we are making steady progress towards this goal.

Opportunities & Threats

Opportunities

- **Renewable Energy Focus:** The Central Government aims to increase the share of renewable energy in the overall energy mix, supporting efforts to reduce carbon emissions and mitigate global warming.
- **Green Town Initiative:** Plans are underway to develop 'green towns' in each state, powered by renewable energy and featuring solar rooftops.
- **Power Deficit:** The ongoing power deficit across the country is driving increased demand in the power sector.
- **Supportive Regulations:** The Gujarat Electricity Regulatory Commission's (GERC) tariff directive, along with solar-friendly regulations from Central and state governments, create a favourable environment for solar/hybrid energy utilisation.

- **Financial Incentives:** The availability of financial benefits, including accelerated depreciation and tax advantages, encourages growth in the solar/hybrid energy sector.
- **ESG Compliance:** Increased awareness and focus on Environmental, Social, and Governance (ESG) compliance has accelerated the adoption of clean energy sources, particularly among Export Oriented Units (EOUs) and other industries.

Threats

- **Land Acquisition Challenges:** Securing land for transmission lines to connect solar power plants to the grid presents significant obstacles.
- **Market Competition:** Intense competition from both traditional and other renewable energy producers may pose a substantial challenge.
- **Strategic Implementation:** Executing corporate strategies such as diversification, expansion into new territories, and adoption of new technologies proves challenging.
- **Climate Dependency:** The Company's operations are subject to seasonal fluctuations and climate conditions, introducing an element of unpredictability.
- **Project Risks:** The construction of solar power/hybrid projects involves various risks and uncertainties.
- **Regulatory Dynamics:** Changing government policies and regulations create challenges in project execution and obtaining timely approvals for commissioning.

Internal Control and Adequacy

We have established a comprehensive internal control framework to safeguard all assets from unauthorised use or disposal. This framework ensures rigorous authorisation, documentation, and reporting of transactions. Additionally, we have implemented measures to optimise resource utilisation, enhance operational efficiency, monitor activities, and ensure compliance with relevant regulations. Our internal control systems have been thoroughly validated by auditors, affirming their adequacy and effectiveness.



Human Resource Development and Industrial Relations

We prioritise the development of our workforce's expertise, skills, and knowledge. By implementing dynamic personnel policies, we attract top talent, facilitate seamless integration, and promote continuous skill enhancement. Our comprehensive training programmes, both internal and external, equip employees with the necessary tools to excel in their roles.

Our commitment to our employees extends to their well-being and safety. We uphold stringent environmental, health, quality, and safety standards to ensure regulatory compliance. Through our dedicated Environment, Health, and Safety (EHS) function, we oversee initiatives focussed on risk mitigation, accident prevention, and fostering a safety-centric culture. As of March 31, 2024, our Company employs 284 permanent employees at the consolidated level, including those within our subsidiary.

Risks Management

Risk management is a fundamental component of our operations, driving us to adopt a systematic approach in addressing business risks. This approach involves identifying both existing and potential risks, analysing

their implications, and formulating strategies to mitigate them effectively. To ensure comprehensive risk management, we have implemented a robust system that continuously monitors business and operational risks. Each key function and division is tasked with monitoring risks pertinent to their respective operational domains. Oversight of the risk management process is entrusted to the Board of Directors, who provide guidance and direction to ensure that risks are appropriately identified, assessed, and managed across all levels of the organisation.

Cautionary Statement

Statements found within this report outlining the Company's objectives, forecasts, assessments, and anticipations may be categorised as 'forward-looking statements' in accordance with relevant securities laws and regulations. It's important to note that actual results may vary significantly from those expressed or implied in these statements. Various factors can contribute to disparities in outcomes, including economic conditions affecting supply and demand, pricing dynamics in both domestic and international markets where the Company operates, competitive forces within these markets, changes in governmental regulations, tax legislation, and other regulatory statutes, as well as incidental factors.

Company Information

Board of Directors

Dr. Faruk G. Patel

Promoter, Chairman & Managing Director

Mr. Moh. Sohil Y. Dabhoya

Whole-Time Director

Mrs. Venu Birappa

Independent Director

Mr. Sharadchandra B. Patil

Independent Director

Mrs. Bhadrabala D. Joshi

Non-Executive Director

Mr. Amir Khandelwal

Non-Executive Director
(w.e.f. December 4, 2023)

Mr. Moh. Hanif Dalchawal

Independent Director

Mr. Shanker Baheria

Independent Director

Dr. Tejpalsingh Bisht

Independent Director
(w.e.f. December 4, 2023)

Mr. Afzal Harunbhai Malkani

Non-Executive Director
(upto December 30, 2023)

Chief Financial Officer

Mr. Salim Yahoo

Company Secretary & Compliance Officer

Ms. Rajvi Upadhyay

Statutory Auditor

M/ s K A Sanghavi & Co LLP

Chartered Accountants
Surat

Secretarial Auditors

M/ s Chirag Shah & Associates

Practicing Company Secretaries
Ahmedabad

Cost Auditors

M/ s V.M. Patel & Associates

Cost Accountants
Surat

Registered Office:

'KP House', Near KP Circle,
Opp. Ishwar Farm Junction BRTS,
Canal Road, Bhatar,
Surat 395017, Gujarat, India.
CIN: L40102GJ2008PLC083302
Website: www.kpigreenenergy.com

Audit Committee

Mr. Sharadchandra B. Patil, Chairman
Dr. Faruk G. Patel, Member
Mrs. Venu Birappa, Member

Nomination and Remuneration Committee

Mr. Moh. Hanif Dalchawal, Chairman
Mr. Sharadchandra B. Patil, Member
Mrs. Venu Birappa, Member

Stakeholders Relationship Committee

Mrs. Bhadrabala D. Joshi, Chairperson
Mr. Moh. Sohil Y. Dabhoya, Member
Mrs. Venu Birappa, Member

Corporate Social Responsibility Committee

Mrs. Venu Birappa, Chairperson
Dr. Faruk G. Patel, Member
Mrs. Bhadrabala D. Joshi, Member

Risk Management Committee

Mr. Sharadchandra B Patil, Chairman
Dr. Faruk G. Patel, Member
Mrs. Venu Birappa, Member
Mr. Moh. Sohil Y. Dabhoya, Member

Registrar and Transfer Agent

M/ s Bigshare Services Private Limited

Reg. Office: No. S6-2, 6th Floor,
Pinnacle Business Park, Next to Ahura Centre,
Mahakali Caves Road, Andheri (East),
Mumbai - 400093, Maharashtra.

Tel. No.: 91 22 62638200

Fax No.: 91 22 62638299

E-mail ID: ipo@bigshareonline.com

Website: www.bigshareonline.com

Notice

NOTICE is hereby given that the **16th Annual General Meeting (AGM)** of the KPI Green Energy Limited ('the Company') will be held on Wednesday, September 25, 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 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 2.50% and 2.50% aggregating to 5% which is Re. 0.50/- (Fifty Paise only) per equity share of ₹ 10/- each, which has already been paid to the shareholders within prescribed timeline, during the financial year 2023-24.
3. To declare the final dividend at 4% i.e. Re. 0.20 (Twenty paise only) per Equity Shares of ₹ 5/- each for the financial year ended March 31, 2024.
4. 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:

5. **Material Related Party Transaction(s) with KP Green Engineering Limited (Formerly known as K P Buildcon Private Limited):**

To consider and if thought fit, to pass 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 ('Listing Regulations') and Section 188 of the Companies Act, 2013, and other applicable provisions and the Rules framed thereunder, if any, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for entering into and/ or carrying out and/ or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier arrangements/ transactions or as fresh and independent

transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with **KP Green Engineering Limited (formerly known as K P Buildcon Private Limited)**, a commonly controlled group Company, falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the Listing Regulations, as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per the provisions of Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

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

6. **Material Related Party Transaction(s) with K.P. 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 ('Listing Regulations') and Section 188 of the Companies Act, 2013, and other applicable provisions and the Rules framed thereunder, if any, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for entering into and/ or carrying out and/ or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with **K.P. Energy Limited**, a commonly controlled group Company, falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the Listing Regulations, as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, notwithstanding the

fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per the provisions of Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

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

7. Material Related Party Transaction(s) 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 ('Listing Regulations') and Section 188 of the Companies Act, 2013, and other applicable provisions and the Rules framed thereunder, if any, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for entering into and/ or carrying out and/ or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with **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 Listing Regulations, as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per the provisions of Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT that the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, and to take all such steps as may be required to give effect to this Resolution without being required to seek

further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

8. Material Related Party Transaction(s) with promoter and related entities:

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

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

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 members 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 ₹ 5000 Crores (Rupees Five 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 of 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 in supersession of all earlier resolutions passed in this regard and 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), 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), the consent of the members be and is hereby accorded 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, in certain events, to secure term loans/ working capital facilities/ External Commercial borrowings/ Debentures/ any other form of finance etc., the principal and/ or together with interest, charges, costs, expenses and all other monies payable by the Company, such mortgage and/ or charge and/ or lease/sell already created or to be created in future by the Company, shall not exceed at any point of time upto ₹ 5000 Crores (Rupees Five Thousand Crores) from any 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, the board as may be deems fit.

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 the following Resolution, with or without modification, 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), on the recommendation of the Board of Directors, the consent of members be and is hereby accorded 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 consider necessary by the Board of Directors of the Company and in the interest of the Company, subject to the aggregate amount of the loans and investments so far made for which guarantees or securities provided to any Bank and/ or other Financial Institution and/ or any lender and/ or any body corporate/ entity/entities and/ or authority/authorities and/ or any other person whether from India or outside India, in respect of or against any loans or to secure any financial arrangement of any nature by, any other person(s), any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary (ies) of the Company, whether existing or proposed to be incorporated, 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 at any point of time upto ₹ 5000 Crores (Rupees Five Thousand Crores) 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 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.”

12. Giving loan or guarantee or providing security in connection with loan availed by K.P. Energy limited, in whom any of the Director of the Company is interested under Section 185 of the Companies Act, 2013:

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 185 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by M/s K.P. Energy Limited (“KPE”), in whom the Director of the Company, either directly or indirectly, are interested, up to an amount not exceeding in aggregate ₹ 300 Crores (Rupees Three Hundred Crores only) at any time, provided that such loan to be utilized by KPE for their respective principal business activities only and such other details as mentioned in the explanatory statement.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

13. Giving loan or guarantee or providing security in connection with loan availed by KP Green Engineering Limited, in whom any of the Director of the Company is interested under Section 185 of the Companies Act, 2013:

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 185 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to

exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by M/s KP Green Engineering Limited (“KPGE”), in whom the Director of the Company, either directly or indirectly, are interested, up to an amount not exceeding in aggregate ₹ 300 Crores (Rupees Three Hundred Crores only) at any time, provided that such loan to be utilized by KPGE for their respective principal business activities only and such other details as mentioned in the explanatory statement.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

14. Giving loan or guarantee or providing security in connection with loan availed by Sun Drops Energia Private Limited, in whom any of the Director of the Company is interested under Section 185 of the Companies Act, 2013:

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 185 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by M/s Sun Drops Energia Private Limited (“Sun Drops”), in whom the Director of the Company, either directly or indirectly, are interested, up to an amount not exceeding in aggregate ₹ 500 Crores (Rupees Five Hundred Crores only) at any time, provided that such loan to be utilized by Sun Drops for their respective principal business activities only and such other details as mentioned in the explanatory statement.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

15. Re-appointment of Mr. Mohmed Sohil Dabhoya as Whole-Time Director for a term of five years:

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, 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), and also subject to the approval of the Central Government, if required, 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 the re-appointment of **Mr. Mohmed Sohil Dabhoya (DIN: 07112947)**, as a Whole-Time Director of the Company for a period of 5 (five) years commencing from September 28, 2024 to September 27, 2029, liable to retire by rotation, on the terms and conditions including terms of remuneration as set out in the Explanatory Statement attached hereto and forming part of this notice with a liberty to Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment so as the total remuneration payable to him shall not exceed the limits specified in Schedule V to the Act including any statutory modification(s) or re-enactment thereof, for the time being in force and as agreed by and between the Board of Directors and Mr. Mohmed Sohil Dabhoya without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Act, wherein any financial year the Company has no profits or has inadequate profit, Mr. Mohmed Sohil Dabhoya will be paid minimum remuneration as stated in the Explanatory Statement or such remuneration as may be approved by the Board within the ceiling prescribed under Schedule V of the Act or any modification or re-enactment thereof at relevant time.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Act, the Board be and is hereby authorized to vary and alter the terms of re-appointment including salary, commission, perquisites, allowances etc. payable to Mr. Mohmed Sohil Dabhoya within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Mohmed Sohil Dabhoya 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."

16. 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 members of the Company be and is hereby accorded for alteration of the Main Object Clause of the Memorandum of Association of the Company by inserting the following new sub-clauses 9 and 10 after the existing sub-clause 8 of Clause III [A] of the MoA of the Company:

9. *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.*

10. *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."

17. 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."

18. Payment of remuneration to Mrs. Venu Birappa (DIN: 09123017) (Non-Executive & Independent Director), which may exceed 50% of the total remuneration payable to all the Non-Executive Directors 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 Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended, approval of the members of the Company be and is hereby accorded for payment of remuneration to Mrs. Venu Birappa (DIN: 09123017), Non-Executive and Independent Director, for the Financial

Year 2024-25, which may exceed fifty per cent of the total remuneration that may be payable to all Non-Executive Directors 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."

19. Ratification of Remuneration of cost auditor:

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 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), and on the recommendation of the Audit Committee and Board of Directors the Company, the members hereby ratifies the payment of remuneration of ₹ 45,000 (Rupees Forty Five thousand only) plus applicable taxes and out-of-pocket expenses incurred in connection with the audit, payable 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 the Board of Directors
KPI Green Energy Limited

Rajvi Upadhyay
Company Secretary & Compliance Officer

Date: August 31, 2024
Place: Surat

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@kpigroup.co
Website: www.kpigreenenergy.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 16th 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 cs@kpgroup.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.kpigreenenergy.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively 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 Wednesday, September 18, 2024 to Wednesday, September 25, 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. Tuesday, September 17, 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. Tuesday, September 17, 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 Sunday, September 22, 2024, at 9.00 a.m. and will end on Tuesday, September 24, 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. Tuesday, September 17, 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. Tuesday, September 17, 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.
- (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.

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 22, 2024 at 9.00 a.m. and ends on September 24, 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 17, 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.

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 | 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. |

| Type of shareholders | Login Method |
|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>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.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <p>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.</p> <p>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.</p> <p>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.</p> |
| 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. wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (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 - KPI Green 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
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non-Individual Shareholders and Custodians - For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@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 cs@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 cs@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, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Contact Details:

| | |
|-------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Company | KPI Green Energy Limited Regd. Office: 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat 395017, Gujarat, India CIN: L40102GJ2008PLC083302 Email ID: cs@kpigroup.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. No.: 022 62638200, Fax No.: 022 62638299 Email: info@bigshareonline.com Website: www.bigshareonline.com |
| e-Voting Agency | Central Depository Services (India) Limited E-mail ID: 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. 5, 6, 7 & 8

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 members, while noting that such transactions shall be on arms' length basis and in the ordinary course of business of the Company. Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 5, 6, 7 & 8 of this Notice.

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

A. Resolution Item No. 5:

Background, details and benefits of the transaction

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

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

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

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

| Sr. No. | Description | Details of proposed RPTs between KPI 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 KPI and both are related parties by virtue of the common control of management. |

| Sr. No. | Description | Details of proposed RPTs between KPI and KPGE |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | b. Type, material terms and particulars of the proposed RPTs. | <p>KPI and KPGE have propose to enter into the following Related Party Transactions:</p> <ul style="list-style-type: none"> • Purchase, sale or supply of any goods or materials; • Selling or otherwise disposing of, or buying, property of any kind; • 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; • 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 ₹ 1000 Crores (Rupees One Thousand Crores only) |
| | d. Tenure of the proposed transaction (particular tenure shall be specified) | For three financial years from FY 2024-25 to FY 2026-27 |
| | e. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs. | 96.81% |
| 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. 5. |
| 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. | |
| | b. Details of financial indebtedness incurred | KPI on its own and along with its subsidiaries is growing and, in this pursuit, it is exploring opportunities developing greenfield power projects under the IPP and CPP segment. For funding of these renewable energy projects / requirements and any cashflow mismatch, KPI may, in its ordinary course of business, require borrowing / corporate guarantee. The terms of borrowing including interest rates shall be mutually agreed subject to the applicable provisions of the Companies Act 2013 and on arm's length basis. |
| | c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and | |
| | d. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction | |
| | | |
| 4. | Copy of the valuation or other external party report, if any such report has been relied upon | Not applicable |
| 5. | Name of the director or key managerial personnel who is related, if any and nature of relationship | Dr. Faruk G. Patel, Chairman & Managing Director of KPI, is also Director of the KPGE. His interest or concern, is limited only to the extent of his shareholding and directorship / KMP position in KPI and KPGE. |
| 6. | Any other information relevant or important for the members to take a decision on the proposed transaction. | All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice |

Arm's length pricing:

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

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 5. Dr. Faruk G. Patel, Chairman & Managing Director of the Company, Mr. Amit Khandelwal, Director, Mr. Tejpalsingh Jagatsingh Bisht and their relatives to the extent of their shareholding interest, are deemed to be interested or concerned in the said resolution, being the Non-Executive Directors of KPGE.

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 except mentioned above 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.

B. Resolution Item No. 6:

Background, details and benefits of the transaction

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

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

Under the Gujarat Renewable Energy Policy-2023, KPI is developing various Projects in Gujarat where in expertise of KPE can be utilised for the Wind project capacity in the Hybrid power projects. KPI also develops wind solar hybrid power project for KPE in its ordinary course of business at arm's length basis. KPE is having expertise in development of large and utility scale wind power projects and KPI has the expertise of development of the solar power projects. This allows both companies to leverage each other's expertise in the development of various renewable energy projects. It will be in the mutual interest of both the Companies to 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 KPI and KPE, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are as follows:

| Sr. No. | Description | Details of proposed RPTs between KPI 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). | K.P. Energy Limited is a group Company of KPI Green Energy Limited and both are related party by virtue of the common control of management. |
| b. | Type, material terms and particulars of the proposed RPTs. | <p>KPI and KPE have propose to enter into the following Related Party Transactions:</p> <ul style="list-style-type: none"> • 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; • 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/ extant market conditions and commercial terms as on the date of entering into the contract(s).</p> |
| c. | Value of Transaction | Upto ₹ 1000 Crores (Rupees One Thousand Crores only) |
| d. | Tenure of the proposed transaction (particular tenure shall be specified) | For three financial years from FY 2024-25 to FY 2026-27 |

| Sr. No. | Description | Details of proposed RPTs between KPI and KPGE |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | 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. | 96.81% |
| 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. 6. |
| 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. | |
| | b. Details of financial indebtedness incurred | KPI on its own and along with its subsidiaries is growing and, in this pursuit, it is exploring opportunities developing greenfield power projects under the IPP and CPP segment. For funding of these renewable energy projects / requirements and any cashflow mismatch, KPI may, in its ordinary course of business, require borrowing / corporate guarantee. The terms of borrowing including interest rates shall be mutually agreed subject to the applicable provisions of the Companies Act 2013 and on arm's length basis. |
| | c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and | |
| | d. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction | |
| 4. | Copy of the valuation or other external party report, if any such report has been relied upon | Not applicable |
| 5. | Name of the director or key managerial personnel who is related, if any and nature of relationship | Dr. Faruk G. Patel, Chairman & Managing Director of KPI, is also Managing Director of the KPE. His interest or concern, is limited only to the extent of his shareholding and directorship / KMP position in KPI and KPE. |
| 6. | Any other information relevant or important for the members to take a decision on the proposed transaction. | All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice |

Arm's length pricing:

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

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 6. Dr. Faruk G. Patel, Chairman & Managing Director, Mrs. Bhadrabala Joshi, Mr. Amit Khandelwal and Mrs. Venu Birappa Non-executive Directors of the Company, and their relatives to the extent of their shareholding interest, are deemed to be interested or concerned in the said resolution, being a Managing Director and Non-Executive Directors of KPE.

The Board of Directors and Audit Committee recommends the resolution set out at Item No. 6 of the Notice for approval of the members of the Company.

None of the other Directors except mentioned above or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 6 of this Notice.

C. Resolution Item No. 7:

Background, details and benefits of the transaction

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

Sun Drops is a wholly-owned subsidiary of KPI, accordingly all the financial transactions between them are exempted from the ambit of prior approval of shareholders for entering into related party transactions. However, it is expected that Sun Drops shall become a regular subsidiary from the current status of wholly-owned subsidiary. Therefore, any material related party transactions between KPI and Sun Drops in the ordinary course of business, on an arm's length basis, will also require prior shareholder approval. Consequently, shareholder approval is being sought through this ordinary resolution.

Details of the proposed RPTs between KPI and Sun Drops, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master 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 KPI and Sun Drops |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 wholly owned subsidiary of KPI Green Energy Limited and both are related party by virtue of the common control of management. |
| | b. Type, material terms and particulars of the proposed RPTs. | <p>KPI and Sun Drops have 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 Sun Drops for each other including their respective affiliates and customers; • Selling or otherwise disposing of, or buying, property of any kind; • Providing loans / 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; • Availing/ rendering engineering/ Procurement/ Construction/ Commissioning and any other services offered by Sun Drops; • 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 ₹ 1000 Crores (Rupees One Thousand Crores only) |
| | d. Tenure of the proposed transaction (particular tenure shall be specified) | For three financial years from FY 2024-25 to FY 2026-27 |
| | e. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs. | 96.81% |
| 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. 7. |
| 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. | |
| | b. Details of financial indebtedness incurred | KPI on its own and along with its subsidiaries is growing and, in this pursuit, it is exploring opportunities developing greenfield power projects under the IPP and CPP segment. For funding of these renewable energy projects / requirements and any cashflow mismatch, KPI may, in its ordinary course of business, require borrowing / corporate guarantee. The terms of borrowing including interest rates shall be mutually agreed subject to the applicable provisions of the Companies Act 2013 and on arm's length basis. |
| | 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 | |
| 5. | Name of the director or key managerial personnel who is related, if any and nature of relationship | Dr. Faruk G. Patel, Chairman & Managing Director of KPI, is also Director of the Sun Drops. His interest or concern, is limited only to the extent of his shareholding and directorship / KMP position in KPI and Sun Drops. |
| 6. | Any other information relevant or important for the members to take a decision on the proposed transaction. | All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice |

Arm's length pricing:

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

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 7. Dr. Faruk G. Patel, Chairman & Managing Director & Mr. Mohmed Sohail Dabhoya, Whole-Time Director of the Company and his relatives to the extent of their shareholding interest, is deemed to be interested or concerned in the said resolution, being a Directors of Sun Drops.

The Board of Directors and Audit Committee recommends the resolution set out at Item No. 7 of the Notice for approval of the members of the Company.

None of the other Directors except mentioned above or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 7 of this Notice.

Details of the proposed RPTs between KPI and Promoter and related entities, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master 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 KPI and Promoter and related entities |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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). | Promoter of KPI and related entities. |
| b. | Type, material terms and particulars of the proposed RPTs. | <p>The Company and Promoter including his firm have propose to enter into the following Related Party Transactions:</p> <ul style="list-style-type: none"> • Purchase / sale / transfer / exchange / lease of business assets including land, plant and equipment, intangible assets, transfer of technology and other movable and immovable assets to meet the business objectives and requirements; • Availing or rendering of any services. <p>Further, the material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).</p> |
| c. | Value of Transaction | Upto ₹ 500 Crores (Rupees Five Hundred Crores only) |
| d. | Tenure of the proposed transaction (particular tenure shall be specified) | For three financial years from FY 2024-25 to FY 2026-27 |
| e. | Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs. | 48.41% |
| 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. 8. |

D. Resolution Item No. 8:

Background, details and benefits of the transaction

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

For the purpose of development of solar and wind solar hybrid power projects, land is essential resource. There is requirement for acquisition of land parcels on lease and outright sale basis. Approval of the members of KPI is required for the purpose of acquisition of land and associated lease rights/usage rights of land from promoter and related entities.

| Sr. No. | Description | Details of proposed RPTs between KPI and Promoter and related entities |
|---------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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. | |
| | 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 | Not Applicable |
| | 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 being Promoter, Chairman & Managing Director of KPI and other relatives of the Promoter of the Company. |
| 6. | Any other information relevant or important for the members to take a decision on the proposed transaction. | All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice |

Arm's length pricing:

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

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 8. Dr. Faruk G. Patel, Promoter, Chairman & Managing Director and his relatives to the extent of their shareholding interest, is deemed to be interested or concerned in the said resolution.

The Board of Directors and Audit Committee recommends the resolution set out at Item No. 8 of the Notice for approval of the members of the Company.

None of the other Directors except mentioned above or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 8 of this Notice.

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 members 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 ₹ 5000 Crores (Rupees Five Thousand Crores Only).

The Board of Directors recommends the resolution set out at Item No. 9 of the Notice for approval of the members of the Company.

None of the Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 9 of this Notice.

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) 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, in certain events, to secure term loans/ working capital facilities / External Commercial borrowings/ Debentures/ any other form of finance etc., the principal and/or together with interest, charges,

costs, expenses and all other monies payable by the Company, such mortgage and/or charge and/or lease/sell already created or to be created in future by the Company, shall not exceed at any point of time upto ₹ 5000 Crores (Rupees Five Thousand Crores) from any 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, the board as may be deems fit.

The Board of Directors recommends the resolution set out at Item No. 10 of the Notice for approval of the members of the Company.

None of the Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 10 of this Notice.

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 ₹ 5000 Crores (Rupees Five Thousand Crores Only) outstanding at any time notwithstanding 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.

The Board of Directors recommends the resolution set out at Item No. 11 of the Notice for approval of the members of the Company.

None of the Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 11 of this Notice.

ITEM NO. 12

The Company may have to render support for the principal business requirements of its group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the 'Entities'), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan / Guarantee / providing any security to such Entities.

Section 185 of the Companies Act, 2013 further provides that a Company may advance any loan including any loan represented

by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director(s) of the Company is interested subject to the approval of the Members of the Company by way of a special resolution and the loans are utilized by the borrowing Companies for its principal business activities.

Accordingly, the Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with any Loan taken/to be taken by M/s K.P. Energy Limited ('KPE'), in whom the Director(s) of the Company, either directly or indirectly, are interested, for the purpose of their principal business activities i.e. for the development of renewable energy projects and other matters connected and incidental thereon.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

Dr. Faruk G. Patel, Chairman & Managing Director, Mr. Amitkumar Khandelwal, Mrs. Venu Birappa & Mrs. Bhadrabala Joshi, Non-executive Directors of the Company, and their relatives to the extent of their shareholding interest, are deemed to be interested or concerned in the said resolution, being a Managing Director, Whole-Time Director and Non-Executive Directors of KPE.

The Board of Directors recommends the resolution set out at Item No. 12 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. 12 of this Notice.

ITEM NO. 13

The Company may have to render support for the principal business requirements of its group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the 'Entities'), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan / Guarantee / providing any security to such Entities.

Section 185 of the Companies Act, 2013 further provides that a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director(s) of the Company is interested subject to the approval of the Members of the Company by way of a special resolution and the loans are utilized by the borrowing Companies for its principal business activities.

Accordingly, the Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for advancing loan(s) or providing guarantee or securities in connection with any Loan taken/to be taken by M/s KP Green Engineering Limited ('KPGE'), in whom the Director(s) of the Company, either directly or indirectly, are interested, for the purpose of their principal business activities and other matters connected and incidental thereon.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

Dr. Faruk G. Patel, Chairman & Managing Director, Mr. Amitkumar Khandelwal, Non-Executive Director, Mr. Tejpal Singh Bisht, Independent Director of the Company and their relatives to the extent of their shareholding interest, are deemed to be interested or concerned in the said resolution, being a Non-Executive Directors and Independent Director of KPGE.

The Board of Directors recommends the resolution set out at Item No. 13 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. 13 of this Notice.

ITEM NO. 14

The Company may have to render support for the principal business requirements of its group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the 'Entities'), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan / Guarantee / providing any security to such Entities.

Section 185 of the Companies Act, 2013 further provides that a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director(s) of the Company is interested subject to the approval of the Members of the Company by way of a special resolution and the loans are utilized by the borrowing Companies for its principal business activities.

Sun Drops is currently a wholly-owned subsidiary of KPI, so advancing any loans, giving guarantees, or providing security in connection with any loans between them does not require shareholder approval. However, it is expected that Sun Drops shall become a regular subsidiary from the current status of wholly-owned subsidiary. Therefore, any loan advances, guarantees, or securities provided between KPI and Sun Drops, in connection with any loan taken in whom any of the Director(s) of the Company is interested, will also require shareholder approval. Consequently, shareholder approval is being sought through this ordinary resolution.

Accordingly, the Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for advancing loan(s) or providing guarantee or securities in connection with any Loan taken/to be taken by M/s Sun Drops Energia Private Limited ('Sun Drops'), in whom the Director(s) of the Company, either directly or indirectly, are interested, for the purpose of their principal business activities and other matters connected and incidental thereon.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

Dr. Faruk G. Patel, Chairman & Managing Director, Mr. Mohmed Sohil Dabhoya, Whole-Time Director of the Company and their relatives to the extent of their shareholding interest, are deemed to be interested or concerned in the said resolution, being a Directors of Sun Drops.

The Board of Directors recommends the resolution set out at Item No. 14 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. 14 of this Notice.

ITEM NO. 15

The Shareholders of the Company, at their 11th Annual General Meeting held on September 28, 2019 appointed Mr. Mohmed Sohil Dabhoya (DIN: 07112947) as Whole-time Director of the Company for a term of five years upto September 27, 2024, liable to retire by rotation. The Board of Directors and the Nomination and Remuneration Committee approved re-appointment of Mr. Mohmed Sohil Dabhoya (DIN: 07112947), liable to retire by rotation, for a further period of 5 (five) years from September 28, 2024 upto September 27, 2029, subject to approval of Shareholders at this Annual General Meeting.

Mr. Dabhoya has granted the consent for his re-appointment for a further period of 5 (five) years w.e.f. August 31, 2024 as a Whole-Time Director of the Company. Further, as per confirmation received from him, he satisfies all the conditions as set out in Section 196 (3) of the said Act and Part-I of Schedule V thereof and hence, is eligible for reappointment and not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The remuneration payable to Mr. Dabhoya, 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. Broad particulars of the terms of re-appointment and remuneration payable to Mr. Dabhoya are as under:

REMUNERATION, PERQUISITES, ALLOWANCES & OTHER BENEFITS:

In consideration of the performance of his duties to the Company, Mr. Dabhoya shall be entitled to the following remuneration subject to applicable taxes:

- **Basic Salary:** Not exceeding ₹ 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, Laundry 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, Medclaim 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. Mohmed Sohil Yusufbhai Dabhoya, Whole-Time Director of the Company, the remuneration by way of salary, perquisites, Allowances and other benefits as specified above shall be within the maximum permissible limits specified under Section II of Part II of Schedule V of the Companies Act, 2013. The Whole-Time Director shall also be entitled to reimbursement of expenses actually incurred by him for the business of the Company. He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof.

4. Financial performance based on given indicators:

Standalone Financial Results:

(₹ in Lacs except EPS)

| Particulars | 2023-24 | 2022-23 |
|----------------------------------|-----------|-----------|
| Revenue from Operation | 72,375.96 | 48,752.96 |
| Profit (Loss) before Tax | 14,058.70 | 10,058.34 |
| Profit (Loss) after Tax | 10,371.60 | 7,839.36 |
| Earning per share (Basic) (in ₹) | 18.08 | 13.94 |

Consolidated Financial Results:

(₹ in Lacs except EPS)

| Particulars | 2023-24 | 2022-23 |
|----------------------------------|-------------|-----------|
| Revenue from Operation | 1,02,390.01 | 64,378.63 |
| Profit (Loss) before Tax | 21,701.74 | 14,186.97 |
| Profit (Loss) after Tax | 16,165.68 | 10,962.79 |
| Earning per share (Basic) (in ₹) | 28.17 | 19.50 |

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 | 19,08,435 | 3.17 |
| Foreign Portfolio Investors Category II | 1,71,958 | 0.29 |
| Any Other (FII's) | 12,90,600 | 2.14 |
| Non-Resident Indians (NRIs) | 6,27,865 | 1.04 |

During the year, the Company has not entered into any material foreign collaboration.

Mr. Mohmed Sohil Yusufbhai Dabhoya, 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:

The Company is engaged in the business of Generation of Power using the Renewable Sources of Energy and activities ancillary thereto, either by itself or through its subsidiaries.

2. Date or expected date of commencement of commercial production:

The Company is in business of development of renewable energy business since 2013 and generates revenue accordingly.

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

II. Information about the Appointee:

1. Background details: Mr. Mohmed Sohil Yusufbhai Dabhoya, 41, has a wealth of experience and has been with the Company for more than 15 years. During his tenure, he has managed all levels of large-scale projects of the Company as well as of the Group. He earned his Bachelor of Commerce from Sheth C.D. Barfiwala College of Commerce Surat and his Master of Business Administration from Sikkim Manipal University. He is an effective negotiator, leader, and problem solver with a sharp working mentality in all fields. Mr. Mohmed Sohil Yusufbhai Dabhoya has effectively led the Marketing Department, Purchase Department, HR Department, Operation and Execution Project Team, and has previously held positions in the Company such as Business Development Officer, Public Relation Officer and Sr. Vice President (Marketing) with the Company with his problem-solving attitude along with a smart working mentality. Currently, he is actively headed and supervised the Business development Department along with execution and operation part of the projects of the Company.

2. Past Remuneration:

- **Basic Salary:** Not exceeding ₹ 4,00,000/- (Rupees Four 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, Mediclaim and Life Insurance

3. Recognition or awards: Mr. Dabhoya has received many accolades and recognition, and the entire KP Group of Companies has received multiple awards and recognition under his visionary leadership.

4. Job profile and his suitability: Mr. Dabhoya devotes his full time and attention to the business of the Company, subject to superintendence, control and directions of the Board. He has successfully and in a sustained way contributed significantly towards growth of the Company.

6. Remuneration proposed: As mentioned in the explanatory statement of the proposed resolution.

7. 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.

8. 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 Whole-Time Director as stated above and his respective shareholding held directly or indirectly in the Company, does not have any pecuniary relationship with the Company. Further, he is not related to any managerial personnel or other director of the Company.

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 Mr. Mohmed Sohil Yusufbhai Dabhoya. 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 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.

The Board of Directors and Nomination and Remuneration Committee recommends the resolution set out at Item No. 15 of the Notice for approval of the members of the Company.

Except Mr. Mohmed Sohil Yusufbhai Dabhoya and his 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. 15 of this Notice.

ITEM NO. 16

The Company at present is of providing renewable energy through different Business verticals. The Company develops, builds, owns, operates and maintains renewable energy projects as an Independent Power Producer (IPP) and as service provider to Captive Power Producer (CPP) under the brand name of 'Solarism'. Both these businesses, IPP and CPP, are currently carried out at plant located at various location in Gujarat. 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. 16 above.

The Board at its meeting held on August 31, 2024 has approved alteration of the object clause of MoA of the Company and now seeks members' 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 No. 16 of the Notice for approval of the members of the Company.

None of the Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the resolution, as set out in the Item No. 16 of this Notice.

ITEM NO. 17

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, 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. 17 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 engaged in the business of Generation of Power using the Renewable Sources of Energy and activities ancillary thereto, either by itself or through its subsidiaries.
2. **Date of commencement of commercial production:** The Company is in business of development of renewable energy business since 2013 and generates revenue accordingly.

3. Financial performance based on given indicators:

Standalone Financial Results:

(₹ in Lacs except EPS)

| Particulars | 2023-24 | 2022-23 |
|----------------------------------|-----------|-----------|
| Revenue from Operation | 72,375.96 | 48,752.96 |
| Profit (Loss) before Tax | 14,058.70 | 10,058.34 |
| Profit (Loss) after Tax | 10,371.60 | 7,839.36 |
| Earning per share (Basic) (in ₹) | 18.08 | 13.94 |

Consolidated Financial Results:

(₹ in Lacs except EPS)

| Particulars | 2023-24 | 2022-23 |
|----------------------------------|-------------|-----------|
| Revenue from Operation | 1,02,390.01 | 64,378.63 |
| Profit (Loss) before Tax | 21,701.74 | 14,186.97 |
| Profit (Loss) after Tax | 16,165.68 | 10,962.79 |
| Earning per share (Basic) (in ₹) | 28.17 | 19.50 |

9. 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 | 19,08,435 | 3.17 |
| Foreign Portfolio Investors Category II | 1,71,958 | 0.29 |
| Any Other (FII's) | 12,90,600 | 2.14 |
| Non-Resident Indians (NRIs) | 6,27,865 | 1.04 |

During the year, the Company has not entered into any material foreign collaboration.

II. Information about the Appointee:

1. Background details:

| Sr. No. | Name of Director | Background Details |
|---------|---------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Bhadrabala Dhimant Joshi | Mrs. Bhadrabala Joshi, aged 66 years, has completed B. Pharm from Gujarat University. She has also completed LL.B. from South Gujarat University. She is admitted as Advocate on the state roll maintain by The Bar Council of Gujarat. Currently, she is one of the members of the Panel of Approved Advocates of Nationalized Banks at Surat such as IDBI, Dena Bank, Canara Bank, Central Bank of India, Syndicate Bank, Punjab National Bank. She is associated with our Company since January 17, 2018. |
| 2 | Amitkumar Subhashchandra Khandelwal | Mr. Amit 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. |
| 3 | Mohamed Hanif Mohamed Habib Dalchawal | Mr. Hanif Dalchawal has completed B.E. Electrical (First Class) in 1981 Specilization in Power Electronics. He is holding position of Director in A. Y. Dadabhai Technical Institute, Kosamba, Surat. He is associated with our Company since January 17, 2018. |
| 4 | Venu Birappa | Mrs. Venu Birappa holds a bachelor's degree in electrical engineering from the Maharaja Sayajirao University Baroda and Diploma in Management from Indira Gandhi National Open University. She also holds 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. |

Mrs. Venu Birappa is having more than 37 years of rich and well versed work experience in all the facets of the Power Sector i.e. Regulatory, legal, finance, commerce and technical aspects pertaining to Transmission, System Operation, and Distribution.

| Sr. No. | Name of Director | Background Details |
|---------|---------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <p>Mrs. Venu Birappa has started her professional journey in the year 1984 with erstwhile GEB and then Gujarat Energy Transmission Corporation Limited (GETCO) and has been associated with it as an Executive Engineer (Regulatory & Commerce) until July 31, 2021. She had active role and participation in the formulation of Regulations under the Electricity Act, 2003, dealt with petitions filed before the Commission on various subjects like approval of capital cost of the transmission, issues related to transmission Agreements and trading of electricity, disputes pertaining to BPTA, Tariff related issues, Open Access, Intra-State ABT, Renewable Energy, Captive Generation Plants, etc., pertaining to renewable energy field. She has also Participated in public hearing for determination of generic tariff of the Renewable Energy Projects i.e. Solar, Wind, Hydro, MSW, Biomass and Bagasse etc. She has also represented GETCO in the various petitions, appeals filed before the GERC, Hon'ble APTEL, Hon'ble High Court and Hon'ble Supreme Court and also prepared the draft petitions, replies, written submissions required to be filed before these authorities.</p> |
| 5 | Sharadchandra Babhutabhai Patil | <p>Mr. Sharadchandra B. Patil is having more than 35 years of rich and well versed work experience in the field of power sector and renewable energy sector. In 1985, Mr. Patil has joined Gujarat Energy Development Agency (GEDA) - the Nodal Agency of the Government of Gujarat, as a for promotion and popularization of renewable sources of energy and energy conservation, in various capacities of Project Executive, Assistant Director and retired as Deputy Director as overall in-charge of Technical Wing of the Agency in the year 2016.</p> <p>Post retirement from GEDA, Mr. Patil was retained as Officer on Special Duty at GEDA till June, 2021 as overall charge of the Technical wing of the State Nodal Agency involving advising the Agency and State Government on renewable energy policy formulation, facilitating RE Investors, planning and monitoring of the programs and policies of the State Government in proliferation of renewable energy and energy conservation.</p> <p>Mr. Patil is M.Sc. post graduate in Agri. Engineering from the University of Manitoba, Winnipeg, Canada. Mr. Patil completed his B.Tech (Agri. Engineering) degree from the Mahatma Phule Agricultural University, Rahuri, Maharashtra.</p> <p>Mr. Patil has started his professional journey in the year 1984 as an Assistant Professor at College of Agri. Engineering at Pune and Rahuri, Maharashtra as Co-ordinator for Research Projects and teaching UG Students. After being in teaching profession for around a year, he Joined GEDA and has been associated with it until June, 2021.</p> |
| 6 | Shanker Baheria | <p>Mr. Shanker Baheria is a qualified Chartered Accountant from Institute of the Chartered Accountant of India (ICAI) and qualified Company Secretary from the Institute of Company Secretaries of India (ICSI). He completed his Commerce Graduation from the University of Rajasthan in the year 1984.</p> <p>Mr. Shanker Baheria, a seasoned finance professional with wide ranging experience (Accounting & finance, Budgeting, MIS, business partnering, taxation, treasury, commercial negotiations, system development, process design, compliance and governance, commercial, cost optimization, Audit, due diligence etc) of more than 30 years in various industries (Technology & service industries, manufacturing etc). Out of this, last 15 years in Leadership & Strategic role in Large size organizations with multi location set up.</p> <p>Currently, Mr. Baheria is engaged in own Management & Strategic consulting. Prior to this, Mr. Baheria was associated with Ingram Micro as a Director & CFO India, Vodafone (west) (Earlier Hutch) as a Finance head Gujarat & Rajasthan and also act as a Senior Management positions in various companies.</p> |
| 7 | Tejpal Singh Jagatsingh Bisht | <p>Dr. Tejpal Singh Bisht, a member of Indian Police Service from 1985 batch of Gujarat Cadre, holds a diverse academic background with a Gold Medal in M.A.(Economics) from Allahabad University and Ph.D. in Environmental Economics from Saurashtra University. With a career spanning more than three and half decades, he has held key positions in Gujarat Police department such as Superintendent of Police, Inspector General of Police, and eventually rose to the prestigious role of Director General of Police, CID Crime & Railways, Gujarat State.</p> |

| Sr. No. | Name of Director | Background Details |
|---------|------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | Dr. Bisht has a rich professional journey, starting from his early days at the Reserve Bank of India in Mumbai to commanding the SRPF in Rajkot and overseeing traffic management in Ahmedabad City. He has worked closely with various departments in the Govt of Gujarat in his capacity as Secretary, Home Department. He has also represented the Home Department on the Board of Governors in Gujarat Forensic Sciences University and Raksha Shakti University. Additionally, Dr. Bisht's international exposure includes representing India in conferences on narcotics, money laundering, and terrorism, showcasing his commitment to global security. He has attended conferences/ seminars in UK, Singapore, and UAE. His distinguished service and accomplishments make him a seasoned professional in the realm of law enforcement, public policy and governance. |

2. Past Remuneration:

(₹ in lacs)

| Sr. No | Name of Director | 2023-24 |
|--------|---------------------------------------|---------|
| 1 | Bhadrabala Dhimant Joshi | 8.60 |
| 2 | Amitkumar Subhashchandra Khandelwal | Nil |
| 3 | Mohamed Hanif Mohamed Habib Dalchawal | Nil |
| 4 | Venu Birappa | 24.00 |
| 5 | Sharadchandra Babhutabhai Patil | 10.17 |
| 6 | Shanker Baheria | Nil |
| 7 | Tejpal Singh Jagatsingh Bisht | Nil |

3. 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.

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 transactions mentioned in the financial statement of the Company, 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. 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. 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. 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.

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. 17 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. None of the other 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. 17 of this Notice.

ITEM NO. 18

Pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed entity is required to obtain approval of members of the Company by way of Special Resolution for payment of remuneration to a Non-Executive Director which is in excess of fifty percent of the total remuneration payable to all Non-Executive Directors of the Company during a year.

The Board of Directors of the Company at their meeting held on August 3, 2021 and shareholders at their 13th Annual General Meeting held on September 30, 2021, approved the appointment of Mrs. Venu Birappa (DIN: 09123017) as Non-Executive Independent Director of the Company. Mrs. Birappa is having more than 38 years of rich and well versed work experience in all the facets of the Power Sector i.e. Regulatory, legal, finance, commerce and technical aspects pertaining to Transmission, System Operation, and Distribution. With her in-depth knowledge in areas of power sector, she provides strategic guidance to the Company and steers the Board functioning in the Company's best interests. The remuneration payable to Mrs. Venu Birappa for the financial year 2024-25 may exceed fifty percent of the total remuneration that may be payable to all Non-Executive Directors of the Company and thus it is necessary to take approval of shareholders by way of Special Resolution.

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@kpigroup.co
Website: www.kpigreenenergy.com

Details of the remuneration/ fees/ commission payable to Mrs. Venu Birappa is given below:

The remuneration in form of commission not exceeding 1% of net profits as calculated as per Section 198 of the Act in case of profit or remuneration in form of commission or otherwise calculated as per Schedule V of the Act or minimum remuneration as per Schedule V of the Act in the event of absence or inadequacy of profits of the Company.

The Board of Directors recommends the resolution set out at Item No. 18 of the Notice for approval of the members of the Company.

Except Mrs. Venu Birappa, and her relatives to the extent of their shareholding interest, if any, in 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. 18 of this Notice.

ITEM NO. 19

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 ₹ 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. 19 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. 19 of this Notice.

For and on behalf of the Board of Directors
KPI Green Energy Limited

Rajvi Upadhyay
Company Secretary & Compliance Officer

Date: August 31, 2024
Place: Surat

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

| Name of Director | Mr. Amitkumar Subhashchandra Khandelwal | Mr. Mohmed Sohil Yusufbhai Dabhoya |
|---------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Director Identification Number (DIN) | 09287996 | 07112947 |
| Date of Birth (Age) | May 22, 1981 (43 years) | June 21, 1983 (41 years) |
| Designation | Non-Executive Non-Independent Director | Whole-Time Director (Executive Director) |
| Date of first appointment on the Board | December 4, 2023 | September 28, 2019 |
| Terms and Conditions of appointment / re-appointment | Re-appointment in terms of Section 152(6) of the Companies Act, 2013. | As per resolution at Item No. 15 of this notice read with the explanatory statement thereto. |
| Qualification | <ul style="list-style-type: none"> Bachelor of Engineering degree in Production from Sardar Vallabhbhai National Institute of Technology, Surat Post Graduate Diploma in Finance Management from The Maharaja Sayajirao University, Vadodara | <ul style="list-style-type: none"> B. Com (Sheth C.D. Barfiwala College of Commerce Surat) MBA (Sikkim Manipal University) |
| Nature of expertise in specific functional areas | Mr. Amitkumar Subhashchandra Khandelwal is a seasoned professional with a wealth of knowledge and experience. 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. | Mr. Mohmed Sohil Yusufbhai Dabhoya, has a wealth of experience and has been with the Company for a long time. He is an effective negotiator, leader, and problem solver with a sharp working mentality in all fields. |
| Name of the companies in which he / she holds directorship (other than KPI Green Energy Limited) | K.P. Energy Limited KP Green Engineering Limited (Listed Company) | None |
| Name of committees in which he/she holds membership/ chairmanship (other than KPI Green Energy Limited) | Stakeholders Relationship Committee Chairman 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 (including Setting fee, if any) last drawn | None | Refer resolution at Item No. 15 of this notice read with the explanatory statement thereto. |
| No. of meetings of the Board attended during the year | 8 | 15 |
| 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. | Remuneration 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 | None |
| Shareholding in the Company: No. of shares held as on March 31, 2024: | | |
| (a) Own | 15 | 2,51,820 |
| (b) For other persons on a beneficial basis | Nil | Nil |

Directors' Report

Dear Shareholders,

The Board of Directors are pleased to present the 16th Annual Report along with Audited Financial Statements of the Company for the financial year ended March 31, 2024 (FY 2023-24).

Financial Performance:

The Audited Financial Statements of the Company as on March 31, 2024, are prepared in accordance with the relevant applicable Indian Accounting Standards (Ind AS) and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the provisions of the Companies Act, 2013 ('Act').

The summarised financial highlight is depicted below:

| Particulars | Standalone | | Consolidated | |
|-------------------------------------------------------------------------------------|------------------|------------------|--------------------|------------------|
| | 2023-24 | 2022-23 | 2023-24 | 2022-23 |
| Revenue from operations | 72,375.96 | 48,752.96 | 1,02,390.01 | 64,378.63 |
| Other Income | 578.71 | 322.83 | 691.55 | 324.84 |
| Total Income | 72,954.67 | 49,075.79 | 1,03,081.56 | 64,703.47 |
| Expenditure | 47,679.85 | 33,380.48 | 68,705.66 | 43,529.70 |
| Profit Earnings before interest, tax, depreciation and amortization (EBITDA) | 25,274.82 | 15,695.31 | 34,375.90 | 21,173.77 |
| Finance Cost | 7,638.59 | 3,680.59 | 8,606.21 | 4,676.45 |
| Depreciation | 3,546.99 | 1,910.25 | 4,037.41 | 2,261.76 |
| Extraordinary items/ Prior Period Items | 30.54 | 46.13 | 30.54 | 48.59 |
| Profit Before Taxation | 14,058.70 | 10,058.34 | 21,701.74 | 14,186.97 |
| Tax expenses | 3,687.10 | 2,218.98 | 5,536.06 | 3,224.18 |
| Profit for the period | 10,371.60 | 7,839.36 | 16,165.68 | 10,962.79 |

(₹ in lakhs)

1. Previous period/ year figures have been re-grouped/ re-classified wherever required.
2. There has been no change in nature of business of the Company.

Performance Highlights:

Consolidated:

Total revenue of the Company for the financial year 2023-24 stood at ₹1,03,081.55 lakhs as against ₹64,703.47 lakhs for the financial year 2022-23, showing an **increase of 59%**.

EBITDA for the financial year 2023-24 stood at ₹34,375.90 lakhs as against ₹21,173.77 lakhs for the financial year 2022-23, showing an **increase of 62%**.

Profit after tax for the financial year 2023-24 stood at ₹16,165.68 lakhs as against ₹10,962.79 lakhs for the financial year 2022-23 showing an **increase of 47%**.

Standalone:

Total revenue of the Company for the financial year 2023-24 stood at ₹72,954.67 lakhs as against ₹49,075.79 lakhs for the financial year 2022-23, showing an **increase of 49%**.

EBITDA for the financial year 2023-24 stood at ₹25,274.82 lakhs as against ₹15,695.31 lakhs for the financial year 2022-23, showing an **increase of 61%**.

Profit after tax for the financial year 2023-24 stood at ₹10,371.60 lakhs as against ₹7,839.36 lakhs for the financial year 2022-23 showing an **increase of 32%**.

Dividend and Reserves:

During the year under review, the Board of Directors of the Company has **declared an interim dividend of Re. 0.25 (2.50%) and Re. 0.25 (2.50%) aggregating to ₹0.50/ - (5%) per equity share** having a face value of ₹10/ - each on the paid-up equity share capital of the Company.

Further, the Directors have recommended a final dividend of Re. 0.20 (2%) per equity share for the financial year 2023-24 for the approval of the shareholders' at the forthcoming 16th Annual General Meeting of the Company. The dividend payout is in accordance with the Company's Dividend Distribution Policy. The Dividend Distribution and Shareholder Return Policy, in terms of Regulation 43A of the SEBI Listing Regulations is available on your Company's website at <https://www.kpigreenenergy.com/policies-disclosures.html>.

The Company has transferred the whole amount of Profit to retained earnings as per annexed audited Balance sheet for the year ended March 31, 2024.

Authorized and Paid-up Share Capital:

• Change in Authorised Share Capital:

During the year under review, pursuant to the shareholders' approval received in the 15th Annual General Meeting dated September 29, 2023, the Company has increase the authorised share capital of the Company from ₹40,00,00,000/ - (Rupees Forty Crores) divided into 4,00,00,000 (Four Crores) Equity

Shares of ₹10/- (Rupees Ten) each to ₹45,00,00,000/- (Rupees Forty Five Crores) divided into 4,50,00,000 (Four Crores Fifty lakhs) Equity Shares of ₹10/- (Rupees Ten) each by creation of additional 50,00,000 (Fifty lakhs) Equity Shares of ₹10/- (Rupees Ten) each ranking pari passu with the existing Equity Shares.

During the year under review, pursuant to the shareholders' approval received by way of postal ballot dated February 7, 2024, the Company has increase the authorised share capital of the Company from ₹45,00,00,000/- (Rupees Forty Five Crores) divided into 4,50,00,000 (Four Crores Fifty lakhs) Equity Shares of ₹10/- (Rupees Ten) each to ₹70,00,00,000/- (Rupees Seventy Crores) divided into 7,00,00,000 (Seven Crores) Equity Shares of ₹10/- (Rupees Ten) each by creation of additional 2,50,00,000 (Two Crores Fifty lakhs) Equity Shares of ₹10/- (Rupees Ten) each ranking pari passu with the existing Equity Shares.

• Issuance of the equity shares by way of preferential issue on private placement basis:

During the year under review, pursuant to the shareholders' approval granted at the Extra-Ordinary General Meeting on November 3, 2023, the Company allotted 15,18,480 (Fifteen lakhs Eighteen Thousand Four Hundred Eighty) equity shares through a preferential issue on a private placement basis. The shares were issued at a price of ₹830.15 (Rupees Eight Hundred Thirty and Paise Fifteen) each, which includes a premium of ₹820.15 (Rupees Eight Hundred Twenty and Paise Fifteen)

Pursuant to the provisions of Regulation 32(7A) of the Listing Regulations, the Company had fully utilized the net proceeds of QIP as on March 31, 2024, in objects mentioned below:

| (₹ in lakhs) | | | |
|-----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|------------------|
| Sr. No. | Object for which funds have been utilized | Funds Allocated | Funds Utilized |
| 1 | Funding the capital expenditure requirements of our Company to part finance setting up of a 200MWAC (240MWDC) Solar Power Project at the Gujarat State Electricity Corporation Limited Solar Park ("Project") | 22,500.00 | 22,500.00 |
| 2 | General corporate purposes | 6,665.30 | 6,665.30 |
| 3 | Issue Expenses | 834.70 | 834.70 |
| Total Gross Proceeds | | 30,000.00 | 30,000.00 |

• Issue of Bonus equity shares:

During the year under review, in order to encourage the shareholders' continued support. Pursuant to the approval of the Board in its meeting held on December 30, 2023 and the approval of the Members of the Company by way of postal ballot on February 7, 2024, the Company has allotted 2,00,94,203 equity shares having face value of ₹10/- each as bonus equity share, in the ratio of One (1) equity share having face value of ₹10/- each for every Two (2) existing equity share having face value of ₹10/- each in its Board Meeting held on February 16, 2024.

The Authorised Share Capital of the Company as on March 31, 2024 is ₹70,00,00,000/- (Rupees Seventy Crores only) divided into 7,00,00,000 (Seven Crores) Equity Shares of ₹10/- (Rupees ten only) each.

The paid-up Share Capital of the Company as on March 31, 2024 is ₹60,28,26,080/- (Rupees Sixty Crores Twenty Eight lakhs Twenty Six Thousand Eighty only) divided into 6,02,82,608 (Six Crores Two lakhs Eighty Two Thousand Six Hundred Eight) Equity Shares of ₹10/- (Rupees Ten only) each.

Amount of Unpaid/ Unclaimed dividend transfer to unpaid dividend account of the Company:

During the financial year 2023-24, Company has transferred an amount of ₹17,419.50/- against the unpaid/ unclaimed dividend to the Unpaid Dividend Account. The Statement of unpaid/ unclaimed dividends as on March 31, 2024 is uploaded on the Company's website www.kpigreenenergy.com.

No funds were required to be transferred to Investor Education and Protection Fund (IEPF) during the year under review.

per equity share with a face value of ₹10/- (Rupees Ten only). These shares were allotted to Dr. Faruk G. Patel, a promoter of the Company, during the Board of Directors meeting held on December 4, 2023. This allotment was made as consideration for the acquisition of 9,990 (Nine Thousand Nine Hundred Ninety) fully paid-up equity shares, representing 99.90% of the total paid-up capital of KPark Sunbeat Private Limited. The total consideration for this acquisition was ₹1,26,07,92,245.70 (Rupees One Hundred Twenty Six Crores Seven lakhs Ninety Two Thousand Two Hundred Forty Five and Paise Seventy). As stated above, the allotment was made in consideration of shares of private limited Company. Consequently, there was no raising of funds through Preferential Allotment, thus, the disclosure requirement under Regulation 32(7A) of the Listing Regulations is not applicable.

• Raising of funds through issuance of equity shares by way of Qualified Institutions Placement:

During the year under review, its first-ever equity raise since listing in 2019, the Company raised ₹300 Crores through a Qualified Institutions Placement (QIP). Pursuant to the approval of the Board in its meeting held on September 1, 2023 and the approval of the Members of the Company at the 15th Annual General Meeting held on September 29, 2023, the Company had issued and allotted 25,35,925 Equity Shares of face value ₹10/- (Rupees Ten) each at a price of ₹1,183/- per equity share, including a premium of ₹1,173/- per Equity Share and reflect a discount of 4.98% on the floor price amounting to ₹1,245/-, aggregating to ₹2,99,99,99,275/- to Qualified Institutional Buyers on December 22, 2023.

Deposits:

There were no outstanding deposits within the meaning of Section 73 and 74 of the Act read with rules made thereunder at the end of FY24 or the previous financial years. The Company did not accept any deposit during the year under review.

Credit Rating:

During the financial year 2023-24, the ICRA has **reaffirmed the credit rating to [ICRA]A-(Stable)/ [ICRA]A2+** and also reaffirmed the outlook on long term rating to stable on March 31, 2024, the summary of rating action is mentioned below:

| Facilities | ₹ in Cr. | Rating/ Outlook |
|------------------------------|---------------|------------------------------------------------------------------------|
| Term Loans | 356.91 | [ICRA]A- (Stable); reaffirmed/ assigned for enhanced amount |
| Cash Credit | 250.00 | [ICRA]A- (Stable); reaffirmed/ assigned for enhanced amount |
| Working Capital Demand Loans | 101.77 | [ICRA]A2+; reaffirmed/ assigned for enhanced amount |
| Bank Guarantee | 125.00 | [ICRA]A2+; reaffirmed/ assigned for enhanced amount |
| CEL | 10.00 | [ICRA]A2+; assigned |
| Unallocated | 30.17 | [ICRA]A- (Stable)/ [ICRA]A2+; reaffirmed/ assigned for enhanced amount |
| TOTAL | 873.85 | |

Employee Stock Option Plan:

During the year under review, the shareholders of the Company at their 15th Annual General Meeting ('AGM') held on September 29, 2023, had approved the adoption and implementation of 'KPI Green Energy Limited - Employee Stock Option Plan 2023' (hereinafter referred to as 'KPI Green-ESOP 2023'/'the Plan') and extension and grant of Employee Stock Option ('ESOPs') to the eligible employees of the Company and of Group Companies including subsidiary Company(ies) and/ or associate Company(ies) of the Company, exclusively working in India or outside, other than employee who is a promoter or person belonging to the promoter group of the Company, Independent Directors and Director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company, in one or more tranches not exceeding 5,00,000 (Five lakh) ('ESOP Pool') ESOPs. The plan seeks to drive long-term performance, retain key talent and to provide an opportunity for the employees to participate in the growth of the Company.

The Company views the plan as a long-term incentive tool that would assist in aligning employees' interest with that of the shareholders and enable the employees not only to become co-owners, but also to create wealth out of such ownership in future. The Plan has been formulated in accordance with the provisions of the Act and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SBEB Regulations'). The Nomination and Remuneration Committee ('NRC') administers the Plan and functions as the Compensation Committee for the purposes of SBEB Regulations.

The shareholders of the Company, on February 7, 2024, through Postal Ballot, approved the issuance of Bonus equity shares in the ratio of 1:2 (One new equity shares for every two-equity share held in the Company) and owing to the bonus issue, the ESOP Pool was increased to 7,50,000 (Seven lakh Fifty Thousand) ESOPs.

ESOPs will be granted to eligible employees as determined by the NRC. These options will vest according to the plan and can be exercised under the terms and conditions specified in the plan, in accordance with applicable laws and regulations. The statutory disclosures as mandated under the Act and SBEB Regulation and a certificate from Secretarial Auditor, confirming implementation of the Scheme in accordance with SBEB Regulations and

Shareholders resolutions have been hosted on the website of the Company at www.kpigreenenergy.com and same will be available for electronic inspection by the shareholders during the AGM of the Company.

During the year under review, no ESOPs were granted by the Company to eligible employees.

Material changes and commitments affecting the financial position of the Company:

In terms of Section 134(3)(l) of the Companies Act, 2013, except as disclosed elsewhere in this Report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this Report.

Directors and Key Managerial Personnel:

• Board of Directors:

As on March 31, 2024, the Company's Board had Nine members comprising of two Executive Directors, two Non-Executive Directors and Non-Independent Directors and five Independent Directors including one Woman Director. The details of Board and Committee composition, tenure of directors, and other details are available in the Corporate Governance Report, which forms part of this Annual Report. Following changes took place in the Directorships and Key Managerial Personnel:

Appointment/ Re-appointment:

Mr. Afzal Harunbhai Malkani (DIN: 07194226) was appointed as Additional Director (Non-Executive Non-Independent) of the Company w.e.f. August 11, 2023. His appointment as Director (Non-Executive Non-Independent) was approved by the shareholders by passing a special resolution in the 15th Annual General Meeting held on September 29, 2023.

Mr. Amitkumar Subhashchandra Khandelwal (DIN: 09287996) was appointed as Additional Director (Non-Executive Non-Independent) of the Company w.e.f. December 4, 2023. His appointment as Director (Non-Executive Non-Independent) was approved by the shareholders by way of Postal Ballot on February 7, 2024.

Dr. Tejpalsingh Jagatsingh Bisht (DIN: 02170301) was appointed as Additional Director (Non-Executive Independent) of the Company w.e.f. December 4, 2023. His appointment as Director (Non-Executive Independent) was approved by the shareholders by way of Postal Ballot on February 7, 2024.

Mr. Mohmed Sohil Yusufbhai Dabhoya (DIN: 07112947) was re-appointed as Whole-Time Director of the Company at the meeting of Board of Directors on August 31, 2024 for a period of further 5 years w.e.f. September 28, 2024 to September 27, 2029, subject to the approval of shareholders of the Company. The resolution seeking shareholders' approval for his appointment forms part of the Notice.

Cessation:

Mr. Afzal Harunbhai Malkani (DIN: 07194226) Non-Executive, Non-Independent Director, ceased to be Director of the Company with effect from December 30, 2023. The Board places on record its sincere appreciation of the contribution during his tenure on the Board of the Company.

Re-appointment of Director(s) retiring by rotation:

In accordance with the provisions of Section 152 of the Act, read with the rules made thereunder, Mr. Amitkumar Subhashchandra Khandelwal (DIN: 09287996) is liable to retire by rotation at the ensuing AGM and being eligible, offers himself for reappointment.

The Board recommends the re-appointment of Mr. Amitkumar Subhashchandra Khandelwal as Director for your approval. Brief details as required under Secretarial Standard-2 and Regulation 36 of SEBI Listing Regulations, are provided in the Notice of AGM.

• Key Managerial Personnel:

The following are the Key Managerial Personnel of the Company pursuant to Section 2(51) and 203 of the Companies Act, 2013 as on March 31, 2024:

1. Dr. Faruk G. Patel,
Chairman & Managing Director;
2. Mr. Mohmed Sohil Yusufbhai Dabhoya,
Whole-Time Director;
3. Mr. Salim Suleman Yahooo,
Chief Financial Officer;
4. Ms. Rajvi Upadhyay,
Company Secretary & Compliance Officer.

Declaration from Independent Directors:

The Company has received declarations from all the Independent Directors of your Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and there has been no change in the circumstances which may affect their status as an Independent Director. The Independent Directors have also given declaration of compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to their name appearing in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The Independent Directors have also confirmed that they have complied with the Company's code of conduct.

Meetings of Board of Directors:

The Board met 16 (sixteen) times during the year under review. The intervening gap between the meetings did not exceed 120 days, as prescribed under the Act and SEBI Listing Regulations. The details of board meetings and the attendance of the Directors are provided in the Corporate Governance Report, which forms part of this Integrated Annual Report.

Independent Directors and their Meeting:

The Independent Directors met on March 15, 2024, without the attendance of Non-Independent Directors and members of the management. The Independent Directors reviewed the performance of Non-Independent Directors, the Committees and the Board as a whole along with the performance of the Chairman of your Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Committees of the Board of Directors:

The Company has constituted various Committees of the Board as required under the Companies Act, 2013 and the SEBI Listing Regulations. For details like composition, number of meetings held, attendance of shareholders, etc. of such Committees, please refer to the Corporate Governance Report which forms a part of this Annual Report.

Board evaluation:

The Board carried out an annual performance evaluation of its own performance and that of its Committees and Individual Directors as per the formal mechanism adopted by the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee of the Company. The performance evaluation of the Chairman, the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors of the Company. The performance evaluation was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

The Board is regularly updated on changes in statutory provisions, as applicable to the Company. The Board is also updated on the operations, functions and nature of industry in which the Company operates. These updates help the Directors in keeping abreast of key changes and their impact on the Company. Additionally, the Directors also participate in various programmes where abovementioned subject matters are apprise to the Directors of the Company. The details of such programmes are provided in the Corporate Governance Report, which forms part of this Integrated Annual Report.

Subsidiaries, Joint Ventures and Associate companies:

During the year under review, the Company has completed the acquisition of 9,990 (Nine Thousand Nine Hundred Ninety) fully paid-up equity shares, representing 99.90% of the total paid-up capital KPark Sunbeat Private Limited ('KPark'), by way of allotment of 15,18,480 (Fifteen lakhs Eighteen Thousand Four Hundred Eighty) equity shares to Dr. Faruk G. Patel, a promoter of the Company and cash payment of ₹2,26,073.70 (Rupees Two lakhs Twenty Six Thousand Seventy Three and Paise Seventy)

as consideration on December 4, 2023. The Remaining 10 (Ten) equity shares of KPark has also been transferred to Nominee of the Company on December 16, 2023. Thus, the KPark Sunbeat Private Limited has become wholly owned subsidiary of the Company during the year under review.

With the above acquisition, the Company has below mentioned subsidiaries as on March 31, 2024, except mentioned below the Company does not have any other Subsidiaries, Associates and Joint Ventures:

1. KPIG Energia Private Limited, wholly owned subsidiary;
2. Sun Dorps Energia Private Limited, wholly owned subsidiary;
3. KPark Sunbeat Private Limited, wholly owned subsidiary.

The performance, financial position and the details required under Section 129 of the Companies Act, 2013, for each of the subsidiaries for the financial year ended March 31, 2024 in the prescribed format AOC-1, is attached as "Annexure-C", which forms part of this report.

Auditors and Auditors' Report:

• **Statutory Auditors:**

Pursuant to the provisions of Section 139 the Companies Act, 2013 read with rules made thereunder, as amended from time to time, **M/ s. K A Sanghavi & Co. LLP**, Chartered Accountants, bearing Firm Registration No. **0120846W/ W100289**, were re-appointed as a statutory auditor of the Company for the second term to hold office till the conclusion of the Annual General Meeting (AGM) of the Company to be held in the year 2026. In accordance with the provisions of the Act, the appointment of Statutory Auditor is not required to be ratified at every AGM. The Statutory Auditors have confirmed that they are not disqualified to continue as Statutory Auditor and are eligible to hold office as Statutory Auditor of the Company.

Representatives of M/ s. K A Sanghavi & Co. LLP, Statutory Auditor of the Company attended the previous AGM of the Company.

• **Statutory Auditors' observations in Audit Report:**

The Audit Report submitted by statutory auditors for the financial year ended March 31, 2024 does not contain any qualifications, reservations, adverse remarks or disclaimers.

• **Secretarial Auditor:**

Pursuant to the provisions of Section 204 of the Act, read with the rules made thereunder, as amended from time to time, the Board has appointed **M/ s. Chirag Shah & Associates**, Practising Company Secretary, to undertake the Secretarial Audit of the Company for the financial year 2023-24. As per the requirements of SEBI Listing Regulations, the material unlisted subsidiary of the Company i.e. M/s KPIG Energia Private Limited have also undertaken secretarial audit for the financial year 2023-24. The Secretarial Audit Report of the Company along material subsidiary Company in 'Form MR-3' for the year under review is provided as "Annexure-A" of this report.

• **Secretarial Auditors' observations in Secretarial Audit Report:**

The Secretarial audit Report submitted for the financial year ended March 31, 2024 does not contain any qualifications, reservations, adverse remarks or disclaimers.

• **Cost Auditor:**

Pursuant to Section 148 of the Companies Act, 2013, read with the rules made thereunder, as amended from time to time, the Company is required to maintain the cost accounts and records of the Company, accordingly, the Board has appointed **M/ s. V.M. Patel & Associates**, Cost Accountants to prepare and to audit the cost records of the Company for the financial year 2023-24. The remuneration payable to the Cost Auditor is subject to ratification by the shareholders at the Annual General Meeting. Accordingly, the necessary Resolution for ratification of the remuneration payable to cost auditor for the financial year 2024-25, has been included in the Notice which forms part of this Annual report.

• **Reporting of frauds by Auditors:**

During the year under review, the Statutory Auditor, Secretarial Auditor and Cost Auditor of the Company have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee, as required under Section 143(12) of the Companies Act, 2013.

Corporate Social Responsibility (CSR):

The details of the CSR Committee are provided in the Corporate Governance Report, which forms part of this Annual Report. The CSR Policy is available on the website of the Company at <https://www.kpigreenenergy.com/policies-disclosures.html>. The Annual Report on CSR activities is annexed as "Annexure-B" to this report.

The Company has spent more than 2% of the average net profits of the Company, during the three years immediately preceding financial year. The Chief Financial Officer of the Company has certified that CSR spends of your Company for FY24 have been utilized for the purpose and in the manner approved by the Board of the Company.

Management Discussion and Analysis:

The Management Discussion and Analysis Report for the year under review, as stipulated under the SEBI Listing Regulations, is presented in a Section forming part of this Annual Report.

Business Responsibility and Sustainability Report:

In accordance with the SEBI Listing Regulations, the Business Responsibility and Sustainability Report for the financial year ended March 31, 2024, describing the initiatives taken by the Company from an environment, social and governance (ESG) perspective, forms part of this Annual Report.

Corporate Governance:

The Company is committed to good corporate governance practices. The Corporate Governance Report as stipulated by SEBI Listing Regulations, forms part of this Annual Report along with the required certificate from a Practising Company Secretary,

regarding compliance of the conditions of Corporate Governance, as stipulated.

In compliance with corporate governance requirements as per the SEBI Listing Regulations, your Company has formulated and implemented a Code of Conduct for all Board members and senior management personnel of your Company ('Code of Conduct'), who have affirmed the compliance thereto. The Code of Conduct is available on the website of your Company at <https://www.kpigreenenergy.com/policies-disclosures.html>.

Internal Financial Control Systems and Their Adequacy:

The Company has put in place adequate, strong and effective internal control systems with best processes commensurate with its size and scale of operations which ensures that all the assets are safeguarded and protected and that the transactions are authorized recorded and reported correctly. The internal audit covers a wide variety of operational matters and ensures compliance with specific standard with regards to availability and suitability of policies and procedures. During the year no reportable material weakness in the design or operation were observed.

Vigil Mechanism/ Whistle Blower Policy:

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for Directors and employees in confirmation with Section 177 of the Act and Regulation 22 of SEBI Listing Regulations, to facilitate reporting of the genuine concerns about unethical or improper activity, without fear of retaliation. The vigil mechanism of the Company provides for adequate safeguards against victimization of Directors and employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. The said policy is uploaded on the website of the Company <https://www.kpigreenenergy.com/policies-disclosures.html>.

During the year under review, the Company has not receive any complaint under the whistle blower policy.

Annual Return:

Pursuant to Section 134(3)(a) of the Act, the draft annual return as on March 31, 2024, prepared in accordance with Section 92(3) of the Act is made available on the website of the Company and can be assessed using the link: <https://www.kpigreenenergy.com/financials.html>.

Particulars of Loans, Guarantees or Investments:

The provisions of Section 186 of the Act, with respect to a loan, guarantee, investment or security are not applicable to your Company, as your Company is engaged in providing infrastructural facilities which is exempted under Section 186 of the Act. The particulars of loans, guarantee and investments made during the year under review, are given in the notes forming part of the financial statements.

Related Party Transactions:

During the year under review, all transactions entered into with related parties were approved by the Audit Committee of Directors. Certain transactions, which were repetitive in nature, were approved through omnibus route. As per the Listing Regulations, any related party transaction exceeding ₹1,000 Crores or 10% of the annual consolidated turnover, as per the last audited financial statement whichever is lower, is considered as material and requires Members approval. Accordingly, the Company sought

and obtained necessary Members approval for the year under review. All transactions with related parties entered into during the year under review were at arm's length basis and in the ordinary course of business and in accordance with the provisions of the Act and the rules made thereunder, the SEBI Listing Regulations and your Company's Policy on Related Party Transactions. Therefore, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable for FY24 and, hence does not form part of this report.

The Company did not enter into any related party transactions during the year under review, which could be prejudicial to the interest of minority shareholders. The Policy on Related Party Transactions is available on the Company's website and can be assessed using the link: <https://www.kpigreenenergy.com/policies-disclosures.html>.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with rule 8 of The Companies (Accounts) Rules, 2014, as amended is provided as "Annexure-D" of this Report.

Particulars of Employees and Remuneration:

The information required under Section 197 of the Act, read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, relating to percentage increase in remuneration, ratio of remuneration of each Director and Key Managerial Personnel (KMP) to the median of employees' remuneration are provided in "Annexure-E" of this report. The statement containing particulars of employees, as required under Section 197 of the Act, read with the rules made thereunder, as amended from time to time, are not applicable to the Company as none of the employees has received remuneration above the limits specified in the rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 during the financial year 2023-24.

Board Policies:

The details of various policies approved and adopted by the Board as required under the Act and SEBI Listing Regulations are available on the website of the Company at <https://www.kpigreenenergy.com/policies-disclosures.html>.

Policy on Directors' Appointment and Remuneration:

Pursuant to Section 178(3) of the Act, the Company has framed a Policy on Nomination, Remuneration and Evaluation of Directors' appointment and other matters which is available on the website of the Company at <https://www.kpigreenenergy.com/policies-disclosures.html>.

Health, Safety & Environment Policy:

The Company has recognized, health management, occupational safety and environment protection (HSE) as one of the most important elements in the organization's sustainable growth and has closely linked it to its cultural values. Company continually strives to create a safe working environment by being responsive, caring and committed to the various needs governing the security and well-being of employees. The HSE policy has been reviewed by the Company and is also available on the Company's website <https://www.kpigreenenergy.com/policies-disclosures.html>.

Cyber Security:

In view of increased cyberattack scenarios, the Company has taken significant strides to bolster its cybersecurity posture. We periodically review and enhance our processes and technology controls to align with the evolving threat landscape. The Company's technology environment is equipped with security monitoring for the network, applications, and data. These measures ensure a resilient technology environment, safeguarding our digital assets and maintaining the integrity and confidentiality of our information.

Code for Prevention of Insider Trading:

Your Company has adopted a Code of Conduct ("Code") to regulate, monitor and report trading in Company's shares by Company's designated persons and their immediate relatives as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code, inter alia, lays down the procedures to be followed by designated persons while trading/ dealing in Company's shares and sharing Unpublished Price Sensitive Information ("UPSI"). The Code covers Company's obligation to maintain a digital database, mechanism for prevention of insider trading and handling of UPSI, and the process to familiarize with the sensitivity of UPSI. Further, it also includes code for practices and procedures for fair disclosure of unpublished price sensitive information which has been made available on the Company's website <https://www.kpigreenenergy.com/policies-disclosures.html>.

Prevention of Sexual Harassment at Workplace:

As per the requirement of the provisions of the sexual harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013 read with rules made thereunder, your Company has laid down a Prevention of Sexual Harassment (POSH) Policy and has constituted Internal Complaints Committees (ICs) to consider and resolve the complaints related to sexual harassment. The Company has zero tolerance on sexual harassment at the workplace. The ICs also work extensively on creating awareness on relevance of sexual harassment issues. All new employees go through a detailed personal orientation on anti-sexual harassment policy adopted by your Company. During the year under review, the Company has not received any complaint pertaining to sexual harassment.

Risk Management:

The Company has a structured Risk Management Framework, designed to identify, assess and mitigate risks appropriately. The Board has formed a Risk Management Committee (RMC) to frame, implement and monitor the risk management plan for the Company. The RMC is responsible for reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses are systematically addressed through mitigation actions on a continual basis. The policy on Risk Management is also available on the website of the Company at <https://www.kpigreenenergy.com/policies-disclosures.html>.

Directors' Responsibility Statement:

Pursuant to Section 134(5) of the Act, the Board, to the best of their knowledge and based on the information and explanations received from the Company, confirm that:

- I. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

- II. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- III. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. they have prepared the annual accounts on a going concern basis;
- V. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- VI. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Secretarial Standards:

The Directors have devised proper systems and processes for complying with the requirements of applicable provisions of Secretarial Standard-1 and Secretarial Standard-2 Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems were adequate and operating effectively.

General Disclosures:

The Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/ events of these nature during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise;
- Issue of Shares (Including Sweat Equity Shares) to employees of the Company under any scheme;
- Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operation in future;
- Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under Section 67(3)(c) of the Companies Act, 2013);
- Application made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016;
- One-time settlement of loan obtained from the Banks or Financial Institutions;
- Revision of financial statements and Directors' Report of the Company;
- None of the Directors of the Company has been debarred or disqualified from being appointed or continuing as a Director by SEBI/ Ministry of Corporate Affairs/ Statutory Authorities;

- Neither the Managing Director nor the Whole-Time Directors of the Company, receives any commission from any of its subsidiaries.

Acknowledgement:

The Directors wish to express their gratitude to the bankers, financial institutions, government and regulatory authorities,

customers, suppliers, business partners, shareholders, and all other stakeholders who have supported the Company, directly or indirectly, throughout the year.

The Directors also extend their sincere appreciation to all employees of the KP Family, at every level, for their dedicated efforts and ongoing contributions, which have been instrumental in fostering the Company's success and growth.

For and on behalf of the Board of Directors
KPI Green Energy Limited

Place: Surat

Date: August 31, 2024

Dr. Faruk G. Patel

Chairman & Managing Director

DIN: 00414045

Mohmed Sohil Dabhoya

Whole-Time Director

DIN: 07112947

Annexure-A

Form No. MR-3

Secretarial Audit Report

For the financial year ended March 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
 The Members,
KPI Green Energy Limited
 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS,
 Canal Road, Bhatar, Surat - 395017, Gujarat, India,.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KPI Green Energy Limited (CIN: L40102GJ2008PLC083302)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit by using appropriate Information technology tools like virtual data sharing by way of data room and remote desktop access tools, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2024**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made herein after. The physical Inspection or Verification of documents and records were taken to the extent possible.

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: **Not Applicable to the Company during the audit period;**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021: **Not Applicable to the Company during the audit period;**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: **Not Applicable to the Company during the audit period;**
 - i. SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015;
- (vi) Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:
- (a) The Electricity Act, 2003.

We have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by the Institute of Company Secretaries of India;
 - b. The Listing Agreements entered into by the Company with Stock Exchange(s):
- During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. In Certain cases, the shorter notice was given for meetings and the consent of all directors were taken for the same.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that During the year under review, following special resolutions have been passed in Annual General Meeting dated September 29, 2023:

1. Revision in Remuneration Payable to Dr. Farukbhai Gulambhai Patel (DIN: 00414045), Chairman & Managing Director of the Company;
2. Increase in Borrowing Powers of the Company;
3. Increase in limits of 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;
4. Increase in the limits of Loans and Investments by the Company;
5. Approval of Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013;
6. Approval for Adoption and Implementation of KPI Green Energy Limited - Employee Stock Option Plan 2023;
7. Approval for extension of KPI Green Energy Limited - Employee Stock Option Plan 2023 to the employees of the existing and future subsidiary Company(ies) existing and future associate Company(ies) of the Company in India or outside India;
8. To consider and approve the proposal for capital raising in one or more tranches by way of issuance of equity shares and/ or equity linked securities by way of Qualified Institutions Placement ('QIP');
9. Appointment of Mr. Afzal Harunbhai Malkani (DIN: 07194226) as Non-Executive Non-Independent Director of the Company;
10. Payment of remuneration to Mrs. Venu Birappa (DIN: 09123017) (Non-Executive & Independent Director), which may exceed 50% of the total remuneration payable to all the Non-Executive Directors of the Company.

We further report that During the year under review, following special resolutions have been passed vide Postal Ballot notice dated December 30, 2023 the results of which were declared on February 7, 2024 and the resolution deemed to be passed on February 7, 2024.

1. Appointment of Dr. Tejpalsingh Jagatsingh Bisht (DIN: 02170301) as Non-Executive Independent Director of the Company.

We further report that, during the audit period and up to the date of this report, following are the actions/ events undertaken by the Company which may have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, guidelines, standards etc.

1. The Company has obtained Shareholders' Approval at the Extra-Ordinary General Meeting on November 3, 2023, where the Company allotted 15,18,480 (Fifteen Lakhs Eighteen Thousand Four Hundred Eighty) equity shares through a preferential issue on a private placement basis. The shares were issued at a price of ₹830.15 (Rupees Eight Hundred Thirty and Paise Fifteen) each, which includes a premium of ₹820.15 (Rupees Eight Hundred Twenty and Paise Fifteen) per equity share with a face value of ₹10/- (Rupees Ten only). These shares were allotted to Dr. Faruk G. Patel, a promoter of the Company, during the Board of Directors meeting held on December 4, 2023. This allotment was made as consideration for the acquisition of 9,990 (Nine Thousand Nine Hundred Ninety) fully paid-up equity shares, representing 99.90% of the total paid-up capital of KPark Sunbeat Private Limited. The total consideration for this acquisition was ₹1,26,07,92,245.70 (Rupees One Hundred Twenty Six Crores Seven Lakhs Ninety Two Thousand Two Hundred Forty Five and Paise Seventy).
2. KPark Sunbeat Private Limited has become wholly owned subsidiary of the Company on December 16, 2023.
3. The Company raised ₹300 Crores through a Qualified Institutions Placement (QIP). The Board of the Company at its meeting held on December 22, 2023, allotted 25,35,925 Equity Shares at the issue price of ₹1,183.00 per Equity Share (including a premium of ₹1,173.00 per Equity Share) to eligible Qualified Institutional Buyers (QIBs). The issue of equity shares through a Qualified Institutions Placement has been approved by the shareholders of the Company at the 15th Annual General Meeting held on September 29, 2023.
4. The Board has allotted 2,00,94,203 equity shares having face value of ₹10/- each as bonus equity shares, in the ratio of One (1) equity share having face value of ₹10/- each for every Two (2) existing equity share having face value of ₹10/- each in the meeting of February 16, 2024. The issue of Bonus Shares has been approved by the shareholders of the Company by way of postal ballot on February 7, 2024.
5. The Company has obtained Shareholders' Approval by way of Postal Ballot on June 28, 2024, where the Company has sub-divided/ splitted the existing equity shares of the Company, such that each equity share having face value of ₹10/- (Rupees Ten only) fully paid-up, be sub-divided into 2 (Two) equity shares having face value of ₹5/- (Rupees Five only) each, fully paid-up, ranking pari-passu with each other in all respects.

Chirag Shah
Partner

Chirag Shah and Associates

FCS No.: 5545

C P No.: 3498

UDIN: F005545F001080586

Peer Review Cert. No.: 704/ 2020

Place: Ahmedabad

Date: August 31, 2024

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To,
The Members
KPI Green Energy Limited
KP House, Near KP Circle, Opp. Ishwar Farm Junction BRTS,
Canal Road, Bhatar, Althan, Surat, Surat City, Gujarat, India, 395017

Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtain from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Chirag Shah
Partner

Chirag Shah & Associates
Company Secretaries
FCS No.: 5545
C P No.: 3498
UDIN: F005545F001080586
Peer Review Cert. No.: 704/ 2020

Place: Ahmedabad
Date: August 31, 2024

Form No. MR-3

Secretarial Audit Report

For the financial year ended 31.03.2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
KPIG Energia Private Limited
KP House, Near KP Circle, Opp. Ishwar Farm Junction BRTS,
Canal Road, Bhatar, Althan, Surat, Surat City, Gujarat, India, 395017.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KPIG Energia Private Limited (CIN: U40106GJ2019PTC108237)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit by using appropriate Information technology tools like virtual data sharing by way of data room and remote desktop access tools, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2024**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made herein after. The physical Inspection or Verification of documents and records were taken to the extent possible.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under: **Not Applicable to the Company during the audit period;**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: **Not Applicable to the Company during the audit period;**
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015: **Not Applicable to the Company during the audit period;**
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: **Not Applicable to the Company during the audit period;**
 - d. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: **Not Applicable to the Company during the audit period;**
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: **Not Applicable to the Company during the audit period;**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021: **Not Applicable to the Company during the audit period;**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: **Not Applicable to the Company during the audit period;**
 - i. SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015: **Not Applicable to the Company during the audit period;**
- (vi) Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:
 - (a) The Electricity Act, 2003.

We have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by the Institute of Company Secretaries of India;
- b. The Listing Agreements entered into by the Company with Stock Exchange(s): **Not Applicable to the Company during the Audit Period.**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during

the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. In Certain cases, the shorter notice was given for meetings and the consent of all directors were taken for the same.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that During the year under review, no special resolutions have been passed by the members.

Raimeen Maradiya
Partner

Chirag Shah and Associates

FCS No.: 11283

C P No.: 17554

UDIN: F011283F001086291

Peer Review Cert. No.: 704/ 2020

Place: Ahmedabad
Date: August 31, 2024

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To,
The Members
KPIG Energia Private Limited
KP House, Near KP Circle, Opp. Ishwar Farm Junction BRTS,
Canal Road, Bhatar, Althan, Surat, Surat City, Gujarat, India, 395017

Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtain from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Raimeen Maradiya
Partner

Chirag Shah and Associates
FCS No. 11283
C P No.: 17554
UDIN: F011283F001086291
Peer Review Cert. No.: 704/ 2020

Place: Ahmedabad
Date: August 31, 2024

Annexure-B

Annual Report on Corporate Social Responsibilities Activities (CSR)

For financial year 2023-24

1. Brief outline on CSR Policy of the Company:

The Company has always prioritized social and environmental responsibility, consistently engaging in socially responsible activities. We believe that for a Company to succeed, it must uphold the highest standards of corporate behavior towards its employees, customers, and the communities it serves.

We define Corporate Social Responsibility (CSR) as the way a Company balances its economic, social, and environmental objectives while meeting stakeholder expectations and enhancing shareholder value. To foster a sense of responsibility and contribution among corporate employees, the Company has established a CSR policy aimed at benefiting various groups, including children, women, the uneducated, and the unemployed. Consequently, the Company executes its CSR activities and projects both directly and through its implementation agency, KP Human Development Foundation.

2. Composition of the CSR Committee:

| Sr. No. | Name of Director | Designation/ Nature of Directorship | No. of meetings of CSR Committee held during the year | No. of meetings of CSR Committee attended during the year |
|---------|--------------------------|-------------------------------------|-------------------------------------------------------|-----------------------------------------------------------|
| 1 | Mrs. Venu Birappa | Chairperson | 1 | 1 |
| 2 | Dr. Faruk G. Patel | Member | 1 | 1 |
| 3 | Mrs. Bhadrabala D. Joshi | Member | 1 | 1 |

3. Web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:

The Details are available at: <https://kpienergy.com/policies-disclosures.html>

4. Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: Not

Applicable during the year under review

5.

(a) Average net profit of the Company as per Section 135(5): ₹6,011.47 lakhs

(b) Two percent of average net profit of the Company as per Section 135(5): ₹120.23 lakhs

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL

(d) Amount required to be set off for the financial year, if any: NIL

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹120.23 lakhs

6.

(a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹334.70 lakhs

(b) Amount spent in Administrative overheads: NIL

(c) Amount spent on Impact Assessment, if applicable: Not Applicable

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹334.70 lakhs

(e) CSR amount spent or unspent for the financial year:

| Total Amount Spent for the Financial Year (₹ in lakhs) | Amount Unspent (₹ in lakhs) | | | | |
|--------------------------------------------------------|-----------------------------------------------------------------------|------------------|-----------------------------------------------------------------------------------------------------|--------|------------------|
| | Total Amount transferred to Unspent CSR Account as per Section 135(6) | | Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5) | | |
| | Amount | Date of transfer | Name of the Fund | Amount | Date of Transfer |
| 334.70 | | | Not Applicable | | |

(f) Excess amount for set-off, if any:

| Sr. No. | Particulars | Amount (₹ in lakhs) |
|---------|-------------------------------------------------------------------------------------------------------------|------------------------|
| (i) | Two percentage of average net profit of the Company as per Section 135(5) | 120.23 |
| (ii) | Total amount spent for the Financial Year | 334.70 |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | 214.47 |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | NIL |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | 214.47 |

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

| 1 | 2 | 3 | 4 | 5 | 6 | | 7 | 8 |
|----------------|-----------------------------|-----------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------|--------------------------------------------------------------------------------------------------------------|------------------|-------------------------------------------------------------------|--------------------|
| Sr. No. | Preceding Financial Year(s) | Amount transferred to unspent CSR Account under Section 135(6) (In ₹) | Balance Amount in unspent CSR Account under Section 135(6) (In ₹) | Amount Spent in the Financial Year (In ₹) | Amount transferred to a Fund as specified under Schedule VII as per second proviso to Section 135(5), if any | | Amount remaining to be spent in succeeding Financial Years (In ₹) | Deficiency, if any |
| | | | | | Amount (In ₹) | Date of Transfer | | |
| Not Applicable | | | | | | | | |

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/ acquired: Not Applicable

Details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

| Sr. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pincode of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity/ Authority/ beneficiary of the registered owner | | |
|----------------|---------------------------------------------------------------------------------------------------------|-------------------------------------|------------------|----------------------------|-------------------------------------------------------------------|------|--------------------|
| (1) | (2) | (3) | (4) | (5) | (6) | | |
| | | | | | CSR Registration Number, if applicable | Name | Registered address |
| Not Applicable | | | | | | | |

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/ Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-Section (5) of Section 135: Not Applicable

For and on behalf of the Board of Directors
KPI Green Energy Limited

Place: Surat
Date: August 31, 2024

Dr. Faruk G. Patel
Chairman & Managing Director
DIN: 00414045

Mohmed Sohil Dabhoya
Whole-Time Director
DIN: 07112947

Annexure-C

Form AOC-1

Statement Pursuant to first proviso to sub-Section (3) of Section 129 of the Companies Act, 2013, read with rule 5 of Companies (Accounts) Rules, 2014 relating subsidiary Company.

Part A: Subsidiaries

(₹ in lakhs)

| Sr. No. | Particulars | Details | | |
|---------|--------------------------------------------|------------------------------|-----------------------------------|-------------------------------|
| 1 | Name of the subsidiary Company | KPIG Energia Private Limited | Sun Drops Energia Private Limited | KPark Sunbeat Private Limited |
| 2 | Date of becoming subsidiary | June 4, 2019 | June 10, 2019 | December 16, 2023 |
| 3 | End date of Reporting Period of subsidiary | March 31, 2024 | March 31, 2024 | March 31, 2024 |
| 4 | Reporting currency | INR | INR | INR |
| 5 | Share capital (₹) | 3,248.00 | 535.00 | 1.00 |
| 6 | Reserves & Surplus | 5,985.06 | 6,863.46 | 1,388.84 |
| 7 | Total assets (₹) | 22,849.51 | 20,751.79 | 3,353.59 |
| 8 | Total Liabilities (₹) (all liability) | 13,616.45 | 13,353.33 | 1,963.75 |
| 9 | Investments | - | - | - |
| 10 | Turnover (Revenue from operation) | 27,182.17 | 16,809.00 | 1.07 |
| 11 | Profit before taxation | 4,104.60 | 3,518.72 | 4.68 |
| 12 | Provision for taxation | 1,047.21 | 801.44 | 2.47 |
| 13 | Profit after taxation | 3,057.39 | 2,717.28 | 2.21 |
| 14 | Proposed Dividend | - | - | - |
| 15 | % of shareholding | 100%* | 100%* | 100%** |

*As on March 31, 2024, KPI Green Energy Limited holds 99.999% shares directly and 0.001% shares through its nominee (Registered Owner) Dr. Faruk G. Patel.

** As on March 31, 2024, KPI Green Energy Limited holds 99.90% shares directly and 0.10% shares through its nominee (Registered Owner) Dr. Faruk G. Patel.

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: NIL
- Names of subsidiaries which have been liquidated or sold during the year: NIL

Part B: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

| Sr. No. | Name of Associates/ Joint Ventures | Particulars |
|---------|----------------------------------------------------------------------------|-------------|
| 1. | Latest audited Balance Sheet Date | NIL |
| 2. | Date on which the Associate or Joint Venture was associated or acquired | NIL |
| 3. | Shares of Associate or Joint Ventures held by the Company on the year end | NIL |
| | No. | NIL |
| | Amount of Investment in Associates or Joint Venture | NIL |
| | Extend of Holding (in percentage) | NIL |
| 4. | Description of how there is significant influence | NIL |
| 5. | Reason why the associate/ joint venture is not Consolidated | NIL |
| 6. | Net worth attributable to Shareholding as per latest audited Balance Sheet | NIL |

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures (Contd.)

| Sr. No. | Name of Associates/ Joint Ventures | Particulars |
|---------|--------------------------------------|-------------|
| 7. | Profit or Loss for the year | NIL |
| | (i) Considered in Consolidation | NIL |
| | (ii) Not Considered in Consolidation | NIL |

1. Names of associates or joint ventures which are yet to commence operations: NIL

2. Names of associates or joint ventures which have been liquidated or sold during the year: NIL

For and on behalf of the Board of Directors
KPI Green Energy Limited

Place: Surat
Date: August 31, 2024

Dr. Faruk G. Patel
Chairman & Managing Director
DIN: 00414045

Mohmed Sohil Dabhoya
Whole-Time Director
DIN: 07112947

Annexure-D

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo

Information as required under Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014 are set out as under:

A. Conservation of Energy:

I) Steps taken or impact on conservation of energy:

- The Company along with its subsidiaries is inter alia engaged in the business of development of renewable energy projects.
- The Group of Company as on March 31, 2024 has its own green power generation portfolio of 158 MWp+ capacity.
- The Company is using higher efficiency with lower consumption of plant equipment to promote the energy conservation.
- The Company deployed state of art technology, qualified and experienced team to handle the power plant O&M, to improve power generation and to optimise the captive energy consumption.
- We use energy efficient equipment for plant & offices facility to optimise the daily essential Energy consumption.
- We design infra in a way to maximise the use of natural resources instead of using machines that consumes power generated from fossil fuels.

II) Steps taken by the Company for utilizing alternate sources of energy:

The Company is actively involved in the renewable energy sector, focusing on developing power projects and generating electricity through eco-friendly, renewable energy sources.

III) Capital investment on energy conservation equipment:

Since all the power plants of the Company are renewable energy based and connected with DISCOM & STU transmission lines, the Company is not required to conserve the energy generated out of it. Company have started investment in the renewable segment of Solar-Wind Hybrid business, promoting users to opt the same under Govt. of Gujrat Solar-Wind Hybrid Policy.

B. Technology Absorption:

I) Efforts made towards technology absorption:

- We as renewable business Company motivate large electricity consumers to use renewable energy. We promote our customers to switch from fossil energy to renewable energy generation. Our experienced in-house technology, design and engineering team which constantly evaluates the technological advancements in all major equipment contained in solar plants. With this combination, we are able to provide most

technologically advanced solutions for renewable power plants development. It also helps us in carrying out the Operation and Maintenance services effectively in our plants as well and these are designed to provide maximum performance for the invested capital for own generating portfolio segment.

- The Company has launched a state-of-art and high-tech Centralized Network Operation Centre (NOC), a technology-driven platform, to enhance the monitoring and management of renewable energy assets, ensuring their efficient operation and performance. By leveraging digital solutions, the Company aims to maximize energy production, minimize downtime, and optimize the utilization of renewable resources.
- We actively promote the use of Make in India products in PV technology to reduce dependency on imports. Our design and deployment of energy-efficient equipment optimize captive consumption within the plant. Additionally, we design and advocate for the utilization of shared infrastructure among multiple plant owners in solar parks, featuring common evacuation facilities to reduce overall energy consumption. Furthermore, we have initiated the use of dry robotic cleaning for solar panels to conserve water and reduce water consumption in our solar plants. We have been utilizing a value engineering approach to make our projects more economically viable, aiming to improve efficiency, plant availability, output, and consequently, profitability.
- We have implemented the Solar Sun tracking system technology in our Solar projects to enhance generation efficiency by approximately 15-20% without requiring additional land or plant capacity. This optimized solution not only provides us with higher gains but also contributes to reducing the payback period.
- We have initiated the development of a Central Monitoring System (CMS) to enable centralized monitoring of all our Solar and Wind assets at the head office level. By implementing this system, we aim to optimize plant performance and streamline operations by effectively tracking and analyzing data from all our assets.
- Our entire portfolio is monitored by an in-house team of plant technicians, engineers, and subject matter experts. We use performance analytical tools like SCADA & other innovative technologies to improve energy yield/ production. While operating a renewable power plant may appear straightforward—sunshine or wind generates power—the true challenge lies in the depth and granularity of data monitoring and analysis. This allows us to detect and rectify even the smallest faults in generating components promptly, ensuring the plant operates at optimal levels every single day.

II) Benefits derived like product improvement, cost reduction, product development or import substitution:

Reduction in cost and optimization of plant availability and power generation.

III) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

Not Applicable

IV) Expenditure incurred on Research and Development:

Not Applicable

C. Foreign Exchange Earnings and Outgo:

There was no foreign exchange earnings or outgo, during the financial year 2023-24. However, the Company intends to acquire the same through the GCC (Global Carbon Credit) scheme for electricity units' generated under IPP (Independent Power Producer).

For and on behalf of the Board of Directors
KPI Green Energy Limited

Place: Surat

Date: August 31, 2024

Dr. Faruk G. Patel
Chairman & Managing Director
DIN: 00414045

Mohmed Sohil Dabhoya
Whole-Time Director
DIN: 07112947

Annexure-E

Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24 and such other details as prescribed is as given below:

| Name of Directors | Ratio |
|---------------------------------------------------|---------|
| Dr. Faruk G. Patel (Chairman & Managing Director) | 78.97:1 |
| Mr. Moh. Sohil Dabhoya (Whole-Time Director) | 10.24:1 |

- (ii) For this purpose, sitting fees paid to the directors has not been considered as remuneration. The percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year:

| Name of Directors & KMP | Designation | % Increase |
|-------------------------|----------------------------------------|------------|
| Dr. Faruk G. Patel | Chairman & Managing Director | 316.67% |
| Mr. Moh. Sohil Dabhoya | Whole-Time Director | 62.05% |
| Mr. Salim Yahoo | Chief Financial Officer | - |
| Ms. Rajvi Upadhyay | Company Secretary & Compliance Officer | 42% |

- (iii) The Percentage increase in the median remuneration of employees in the financial year: 30.81%

- (iv) Number of permanent employees on the rolls of the Company as on March 31, 2024: 284

- (v) Average percentile increase already made in salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentage increase already made in the salary of the employees other than managerial personnel in the financial year 2023-24 is 26.14% whereas Remuneration of managerial personnel is increased by 105.17%.

- (vi) The Company affirms remuneration is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors
KPI Green Energy Limited

Place: Surat
 Date: August 31, 2024

Dr. Faruk G. Patel
 Chairman & Managing Director
 DIN: 00414045

Mohmed Sohil Dabhoya
 Whole-Time Director
 DIN: 07112947

Corporate Governance Report

Company's Philosophy on Corporate Governance:

The Company's philosophy on Corporate Governance extends beyond basic compliance with laws, rules, and regulations. It is rooted in a deep commitment to core values, best management practices, and the highest ethical standards in all its operations. This philosophy aims to achieve the Company's objectives, enhance stakeholder value, and responsibly fulfill its social obligations. Good Corporate Governance is viewed as essential for realizing long-term corporate goals and maximizing stakeholder value.

The Company is dedicated to enhancing long-term value creation for all stakeholders while upholding integrity, societal responsibilities, environmental care, and regulatory compliance. Our commitment to Corporate Governance goes beyond legal requirements, reflecting our fundamental belief in conducting business ethically. As a responsible corporate citizen, we prioritize a culture of conscience, integrity, fairness, transparency, accountability, and responsibility, ensuring efficient and ethical business practices.

The Company in compliance with the applicable provisions relating to Corporate Governance stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the details of which are given below.

Board of Directors:

The Board of Directors ("Board") serves as the highest authority in governance and steers our business in the right direction. It is responsible for fostering the Company's cultural, ethical, sustainable, and accountable growth. Comprised of highly integrated, knowledgeable, and committed professionals, the Board offers strategic guidance and independent perspectives to the Company's senior management while fulfilling its fiduciary duties. Additionally, the Board provides direction and exercises appropriate oversight to ensure the Company is managed in a way that meets stakeholders' aspirations and societal expectations.

Composition of the Board:

The Company has a balanced Board with optimum combination of Executive and Non-Executive Directors, with 50% being Independent Directors including an independent

Woman Director, who plays a crucial role in Board processes, offering independent judgment on matters of strategy and performance. The Board's current strength reflects a well-balanced combination of professionalism, competence, and broad expertise that enables the Board to effectively lead the Company. The Board composition is in conformity with the applicable provisions of Companies Act, 2013 ("Act"), SEBI Listing Regulations, as amended from time to time.

There is no inter-se relationship between the directors of the Company. The maximum tenure of the independent Directors is in compliance with the Companies Act, 2013. Based on the declarations received from, all the Independent Directors have confirmed that they meet the criteria as mentioned under regulation 16(1)(b) of the SEBI Listing Regulation and Section 149 of the Companies Act, 2013. Further, the Independent Directors confirmed that they have enrolled themselves in the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014. The Board includes 5 (five) Independent Directors as on March 31, 2024.

None of the Independent Director(s) of the Company resigned during the year before the expiry of their tenure.

Any person who becomes Director or Key Managerial Personnel shall be covered under the Directors' and Officers' Liability Insurance Policy. The Company has provided insurance cover in respect of legal action against its Directors and Key Managerial Personnel under the Directors' and Officers' Liability Insurance.

In compliance with Regulation 17A and Regulation 26 of the SEBI Listing Regulations, none of the Director is a member of more than 10 (ten) Committees or acts as an independent director in more than 7 (seven) listed companies or chairperson of more than 5 (five) committees (committees being, audit committee and stakeholders' relationship committee) across all the companies in which he/ she is a director. All the Directors have made necessary disclosures as on March 31, 2024, regarding committee positions held by them in other companies. No Whole-time Director of the Company serves as an Independent Director in any listed Company.

The composition of the Board and the number of Directorships and Committee positions (Other than KPI Green Energy Ltd.) held by the Directors as on March 31, 2024 are as under:

| Name, Designation and DIN of Directors | Date of appointment | Category of Directorship | Directorship held in other listed entities ¹ | Details of Membership and Chairmanship in the Committees of other Companies ² | |
|---------------------------------------------------------------------|---------------------|-------------------------------|---------------------------------------------------------|------------------------------------------------------------------------------------------|--------|
| | | | | Chairman | Member |
| Dr. Faruk G. Patel (Chairman & Managing Director) (DIN: 00414045) | 01/ 02/ 2008 | Promoter & Executive Director | 2 | - | 1 |
| Mr. Moh. Sohil Dabhoya (Whole-Time Director) (DIN: 07112947) | 28/ 09/ 2019 | Executive Director | - | - | - |
| Mrs. Bhadrabala D. Joshi (Director) (DIN: 07244587) | 17/ 01/ 2018 | Non-Executive Director | 1 | - | - |
| Mr. Amitkumar S. Khandelwal ³ (Director) (DIN: 09287996) | 04/ 12/ 2023 | Non-Executive Director | 2 | 1 | - |

The composition of the Board and the number of Directorships and Committee positions (Other than KPI Green Energy Ltd.) held by the Directors as on March 31, 2024 are as under: (Contd.)

| Name, Designation and DIN of Directors | Date of appointment | Category of Directorship | Directorship held in other listed entities ¹ | Details of Membership and Chairmanship in the Committees of other Companies ² | |
|---------------------------------------------------------------------|---------------------|--------------------------------------|---------------------------------------------------------|------------------------------------------------------------------------------------------|--------|
| | | | | Chairman | Member |
| Mr. Moh. Hanif Dalchawal (Director) (DIN: 08042299) | 17/ 01/ 2018 | Independent & Non-Executive Director | - | - | - |
| Mrs. Venu Birappa (Director) (DIN: 09123017) | 03/ 08/ 2021 | Independent & Non-Executive Director | 1 | - | - |
| Mr. Sharadchandra B. Patil (Director) (DIN: 09345575) | 06/ 10/ 2021 | Independent & Non-Executive Director | 1 | 1 | 1 |
| Mr. Shanker Baheria (Director) (DIN: 09787133) | 30/ 11/ 2022 | Independent & Non-Executive Director | - | - | - |
| Dr. Tejpalsingh J. Bisht ³ (Director) (DIN: 02170301) | 04/ 12/ 2023 | Independent & Non-Executive Director | 1 | - | 1 |

¹Excludes alternate directorships in the Company, private companies, foreign companies and companies under Section 8 of the act.

²Pertains to membership/ chairpersonship of two committees viz. audit committee and stakeholders' relationship committee as per Regulation 26 of the SEBI Listing Regulations.

³Appointed at the Board Meeting held by the Company on December 4, 2023, and approved by the shareholders via postal ballot on February 7, 2024.

Details of name of other listed entities where Directors of the Company are Directors and the category of Directorship as on March 31, 2024 are as under:

| Sr. No. | Name of Director | Name of other Listed entities in which the concerned Director is a Director | Category of Directorship |
|---------|-----------------------------------------------------------|----------------------------------------------------------------------------------|-----------------------------------------------------|
| 1 | Dr. Faruk G. Patel DIN: 00414045 | K.P. Energy Limited | Promoter, Executive Director, Managing Director |
| | | KP Green Engineering Limited (Formerly known as K P Buildcon Private Limited) | Promoter, Non-Executive Non-Independent Director |
| 2 | Mrs. Bhadrabala D. Joshi DIN: 07244587 | K.P. Energy Limited | Chairperson, Non-Executive Non-Independent Director |
| 3 | Mr. Amitkumar S. Khandelwal ¹ DIN: 09287996 | KP Green Engineering Limited (Formerly known as K P Buildcon Private Limited) | Non-Executive Non-Independent Director |
| | | K.P. Energy Limited | Executive Director, Whole-Time Director |
| 4 | Mrs. Venu Birappa DIN: 09123017 | K.P. Energy Limited | Non-Executive Non-Independent Director |
| 5 | Mr. Sharadchandra B. Patil DIN: 09345575 | Ahasolar Technologies Limited | Non-Executive Independent Director |
| 6 | Dr. Tejpalsingh J. Bisht ¹ DIN: 02170301 | KP Green Engineering Limited (Formerly known as K P Buildcon Private Limited) | Non-Executive Independent Director |

¹Appointed at the Board Meeting held by the Company on December 4, 2023, and approved by the shareholders via postal ballot on February 7, 2024.

Details of shares of the Company held by Non-Executive Directors as on March 31, 2024 are as under:

| Sr. No. | Name of Director | Category of Directorship | No. of Shares held |
|---------|------------------------------------------|----------------------------------------|--------------------|
| 1 | Mrs. Bhadrabala D. Joshi | Non-Executive Non-Independent Director | 1,18,806 |
| 2 | Mr. Amitkumar S. Khandelwal ¹ | Non-Executive Non-Independent Director | 15 |
| 3 | Mr. Moh. Hanif Dalchawal | Non-Executive Independent Director | NIL |
| 4 | Mrs. Venu Birappa | Non-Executive Independent Director | NIL |
| 5 | Mr. Sharadchandra B. Patil | Non-Executive Independent Director | NIL |
| 6 | Mr. Shanker Baheria | Non-Executive Independent Director | 526 |
| 7 | Dr. Tejpalsingh J. Bisht ¹ | Non-Executive Independent Director | 4,155 |

¹Appointed at the Board Meeting held by the Company on December 4, 2023, and approved by the shareholders via postal ballot on February 7, 2024.

Except above, no other Non-Executive/ Independent Director holds any equity shares or convertible instruments in the Company as on March 31, 2024. The Company has not issued any convertible instruments to any of Directors of the Company.

Skills/ expertise/ competencies of the Board of Directors:

The following is the list of core skills/ competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available within the Board Members:

| | |
|--------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Business Leadership | Leadership experience including in areas of business development, strategic planning, succession planning, driving change and long-term growth and guiding the Company and its senior management towards its vision and values. |
| Financial Expertise | Knowledge and skills in accounting, finance, treasury management, tax and financial management of large corporations with understanding of capital allocation, funding and financial reporting processes. |
| Risk Management | Ability to understand and assess the key risks to the organization, legal compliances and ensure that appropriate policies and procedures are in place to effectively manage risk. |
| Corporate Governance | Experience in implementing good corporate governance practices, reviewing compliance and governance practices for a sustainable growth of the Company and protecting stakeholder's interest. |
| Technology & Innovations | Experience or knowledge of emerging areas of technology such as digital, artificial intelligence, cyber security, data Centre, data security etc. |
| Industry and Sector Experience | Knowledge and experience in the business sector to provide strategic guidance to the management in fast changing environment. |

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted.

| Name of Director | Areas of Skills/ Expertise | | | | | |
|------------------------------------------------------------------------|----------------------------|---------------------|-----------------|----------------------|--------------------------|--------------------------------|
| | Business Leadership | Financial Expertise | Risk Management | Corporate Governance | Technology & Innovations | Industry and Sector Experience |
| Dr. Faruk G. Patel (Chairman & Managing Director) | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Moh. Sohil Dabhoya (Whole-Time Director) | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mrs. Bhadrabala D. Joshi (Non-Executive Director) | ✓ | - | ✓ | ✓ | - | ✓ |
| Mr. Amitkumar S. Khandelwal ¹ (Non-Executive Director) | ✓ | ✓ | - | ✓ | - | ✓ |
| Mr. Mohamed Habib Mohamed Habib Dalchawal (Independent Director) | ✓ | - | ✓ | - | ✓ | - |
| Mrs. Venu Birappa (Independent Director) | ✓ | ✓ | - | ✓ | ✓ | ✓ |
| Mr. Sharadchandra Babhutabhai Patil (Independent Director) | ✓ | - | ✓ | ✓ | ✓ | ✓ |
| Mr. Shanker Baheria (Independent Director) | ✓ | ✓ | - | ✓ | - | - |
| Dr. Tejpalsingh J. Bisht ¹ (Independent Director) | ✓ | ✓ | - | ✓ | - | - |

Note: Each Director may possess varied combinations of skills/ expertise within the described set of parameters and it is not necessary that all Directors possess all skills/ expertise listed therein.

¹Appointed at the Board Meeting held by the Company on December 4, 2023, and approved by the shareholders via postal ballot on February 7, 2024.

Board Meetings and Procedure:

The Board/ Committee meetings facilitate the decision-making process at the meetings of the Board/ Committees in an informed and efficient manner. Board Meetings are governed by structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The Company Secretary in consultation with the Senior Management prepares the detailed agenda for the meetings. While preparing the agenda, notes on agenda, minutes, etc. of the meeting(s), adequate care is taken to ensure adherence to all applicable laws and regulations including the Companies Act, 2013, read with the Rules made thereunder, the Secretarial Standards issued by the ICSI and the Listing Regulations. Frequent and detailed deliberation on the agenda provides the strategic roadmap for the future growth of the Company.

The required information as enumerated in Part A of Schedule II to SEBI Listing Regulations is made available to the Board of Directors for discussions and consideration at every Board Meeting. The Board periodically reviews compliance reports of all laws applicable to the

Company as required under Regulation 17(3) of the SEBI Listing Regulations. The Company offered the facility of video conferencing, as prescribed under Section 173(2) of the Act read together with Rule 3 of the Companies (Meetings of Board and its Powers) Rules, 2014, to facilitate the Directors travelling or located at other locations to participate in the Meetings.

During the year under review, Board met 16 (Sixteen) times on May 26, 2023, June 19, 2023, August 11, 2023, September 1, 2023, October 9, 2023, October 11, 2023, December 4, 2023, December 18, 2023 (Commenced on 4:24 p.m. & concluded on 5:01 p.m.), December 18, 2023 (Commenced on 6:18 p.m. & concluded on 6:55 p.m.), December 21, 2023, December 22, 2023, December 30, 2023, January 31, 2024, February 14, 2024, February 16, 2024 and March 15, 2024.

The Board meets at least once in every quarter to review the Company's operations and financial performance. The maximum gap between two meetings is not more than 120 days. The necessary quorum was present in all the meetings.

The details of attendance of the Board members at the Board Meetings during FY 2023-24 and at the last Annual General Meeting held on September 29, 2023, are as under:

| Sr. No. | Name of Director(s) | No. of Meetings | | Attendance at last AGM |
|---------|------------------------------------------|------------------------|----------|------------------------|
| | | Held during the tenure | Attended | |
| 1 | Dr. Faruk G. Patel | 16 | 15 | Yes |
| 2 | Mr. Moh. Sohil Y. Dabhoya | 16 | 15 | Yes |
| 3 | Mrs. Bhadrabala D. Joshi | 16 | 15 | Yes |
| 4 | Mr. Afzal Harunbhai Malkani ¹ | 8 | 6 | NA |
| 5 | Mr. Amitkumar S. Khandelwal ² | 9 | 8 | NA |
| 6 | Mr. Moh. Hanif Dalchawal | 16 | 15 | Yes |
| 7 | Mrs. Venu Birappa | 16 | 13 | Yes |
| 8 | Mr. Sharadchandra B. Patil | 16 | 13 | Yes |
| 9 | Mr. Shanker Baheria | 16 | 16 | Yes |
| 10 | Dr. Tejpalsingh J. Bisht ² | 9 | 9 | NA |

¹Appointed at the Board Meeting held by the Company on August 11, 2023, approved by the shareholders in 15th Annual General Meeting held on September 29, 2023, and Ceased to be a Director w.e.f. December 30, 2023.

²Appointed at the Board Meeting held by the Company on December 4, 2023, and approved by the shareholders via postal ballot on February 7, 2024.

During the year, the Board of Directors accepted all recommendations of the Committees of the Board, which were statutory in nature and required to be recommended by the Committee and approved by the Board of Directors. Hence, the Company is in compliance of condition of clause 10(j) of schedule V of the Listing Regulations.

Meeting of Independent Directors:

The Independent Directors meet at least once in a year, without the presence of Executive Directors or Management representatives. They also have separate meeting(s) with the Chairman of the Board, to discuss issues and concerns, if any. The Independent Directors met once during the Financial Year 2023-24, on March 15, 2024. The Independent Directors inter alia discuss the issues arising out of the Committee Meetings and Board discussion including the quality, quantity and timely flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Statutory Auditors also have independent access to the members of the Audit Committee to discuss internal audit effectiveness, control environment and their general feedback. The Independent Directors also have access to Secretarial Auditor, Cost Auditor and the management for discussions and questions, if any.

Independent Directors' familiarisation Programme:

As per the delegation given by the Board to the Nomination and Remuneration Committee (NRC) of the Company, consisting exclusively of Independent Directors, the NRC screens and selects the suitable candidates, based on the defined criteria and makes recommendations to the Board on the induction of new directors. The Board appoints the Director, subject to the shareholders' approval.

All new directors are taken through a detailed induction and familiarization program when they join the Board of the Company. The induction program is an exhaustive one that covers the history and culture, background of the Company and its growth, various milestones in the Company's existence since its incorporation, the present structure and an overview of the businesses and functions.

Details of familiarization program under Regulations 25(7) and 46 of SEBI Listing Regulations to Independent Directors are available on the website of the Company at <https://kpienergy.com/Policies-Disclosures.html>.

Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for Independent Directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated include participation and contribution by a Director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

Remuneration Policy:

The Remuneration Policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The Company endeavors to attract, retain, develop and motivate the high-caliber executives and to incentivize them to develop and implement the Group's Strategy, thereby enhancing the business value and maintain a high-performance workforce. The Policy ensures that the level and composition of remuneration of the Directors is optimum.

Remuneration to Non-Executive Director:

The Non-Executive Directors are paid remuneration by way of sitting fee. The Company pays sitting fees of ₹2,500/- per meeting to Non-Executive Director and Non-Executive Independent Directors for attending its Board Meeting and Committees' Meeting. The Company pays Mrs. Bhadrabala Dhimantra Joshi, Non-Executive Non-Independent Director of the Company ₹75,000/- per month as Professional fees against providing land-related advisory services to the Board for development of various renewable energy projects in the Company. The Company also pays to Mrs. Venu Birappa and Mr. Sharadchandra Patil, Non-Executive Independent Director of the Company, ₹2,00,000/- per month and ₹1,00,000/- per month respectively, as Professional fees for providing advisory services in Renewable Energy Sector w.r.t. the Regulatory, legal, finance, commerce and technical aspects pertaining to Transmission, System Operation, and Distribution lines to the Board.

The Company has not granted stock options to the Non-Executive and Independent Directors of the Company. The Company has taken a Directors' & Officers' Liability Insurance Policy. Other than sitting fees and professional fees paid to Non-Executive Directors, there were no pecuniary relationships or transactions by the Company with any of the Non-Executive Directors of the Company.

Remuneration to Executive Director:

The remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee to the Board based on criteria such as industry benchmarks, the Company's performance vis-à-vis the industry, responsibilities shouldered, performance/ track record, macro-economic review on remuneration packages of heads of other organisations. On the recommendation of the Nomination and Remuneration Committee, the remuneration paid/ payable by way of salary, perquisites and allowances (fixed component), incentive and/ or commission (variable components), if any, to its Executive Directors within the limits prescribed under the Act is approved by the Board of Directors and by the Members in the General Meeting.

The Executive Directors are not being paid sitting fees for attending meetings of the Board and its Committees.

Details of Remuneration:

The details of sitting fees paid to Non-Executive Directors during the financial year 2023-24 are as under:

(₹ in lakhs)

| Name of Directors | Sitting fees |
|------------------------------------------|--------------|
| Mrs. Bhadrabala D. Joshi | 0.43 |
| Mr. Afzal Harunbhai Malkani ¹ | 0.15 |
| Mr. Amitkumar S. Khandelwal ² | 0.20 |
| Mr. Moh. Hanif Dalchawal | 0.50 |
| Mrs. Venu Birappa | 0.80 |
| Mr. Sharadchandra B. Patil | 0.75 |
| Mr. Shanker Baheria | 0.43 |
| Dr. Tejpal Singh J. Bisht ² | 0.25 |

¹Appointed at the Board Meeting held by the Company on August 11, 2023, approved by the shareholders in 15th Annual General Meeting held on September 29, 2023 and Ceased to be a Director w.e.f. December 30, 2023.

²Appointed at the Board Meeting held by the Company on December 4, 2023, and approved by the shareholders via postal ballot on February 7, 2024.

Details of remuneration paid/ payable to Managing Director and Executive Director during the FY 2023-24 are as under:

(₹ in lakhs)

| Name of Directors | Total Remuneration paid |
|------------------------------------------------------|-------------------------|
| Dr. Faruk G. Patel (Chairman & Managing Director) | 300.00 |
| Mr. Moh. Sohil Dabhoya (Whole-Time Director) | 31.96 |

Board Committee:

The Board Committees plays a vital role in ensuring good corporate governance practices. The Committees are formed to handle specific activities and ensure the timely resolution of various issues. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of all Committee meetings are presented to the Board for review.

As on March 31, 2024, the Board has constituted the following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee

(a) Audit Committee:

The Audit Committee acts as a link between Management, Statutory Auditors, Internal Auditors, and the Board in order to oversee the Company's financial reporting process of the Company. The purpose of the Committee is to monitor the quality and integrity of the accounting, auditing, and financial reporting processes, including the review of internal audit reports and action taken reports.

As on March 31, 2024, the Audit Committee comprise majority of Independent Directors to enable independent and transparent review of financial reporting process and internal control mechanism with an objective to further strengthen the confidence of all stakeholders.

Brief description of Terms of reference:

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under the SEBI Listing Regulations and Section 177 of the Companies Act, 2013. The brief terms of reference of Audit Committee are as under:

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Modified opinion(s) in the draft audit report.
- 5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 6) Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutional placement and making appropriate recommendations to the board to take up steps in this matter;
- 7) Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process;
- 8) Approval or any subsequent modification of transactions of the Company with related parties;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the Company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 14) Discussion with internal auditors of any significant findings and follow up there on;
- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- 16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 18) To review the functioning of the whistle blower mechanism;
- 19) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- 20) Carrying out any other function as is mentioned in the terms of reference of the audit committee;
- 21) Reviewing the utilization of loans and/ or advances from/ investment by the holding Company in the subsidiary exceeding rupees 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision;
- 22) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
- 23) To carry out any other function mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.

Mandatorily Review of Information by Audit Committee:

- 1) Management discussion and analysis of financial condition and results of operations;

- 2) Management letters/ letters of internal control weaknesses issued by the statutory auditors;
- 3) Internal audit reports relating to internal control weaknesses; and
- 4) The appointment, removal and terms of remuneration of the chief internal auditor;
- 5) Statement of deviations:
 - a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s);
 - b. Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice.

Meeting, Attendance & Composition of Audit Committee:

During the financial year 2023-24, Meeting of Audit Committee was held ten times on May 26, 2023, August 11, 2023, September 1, 2023, October 9, 2023, October 11, 2023, December 18, 2023, (Commenced on 3:42 p.m. & concluded on 4:11 p.m.), December 18, 2023 (Commenced on 5:37 p.m. & concluded on 6:05 p.m.), December 21, 2023, December 29, 2023, and February 14, 2024. The intervening gap between two meetings did not exceed 120 days.

The Composition of the Audit Committee and details of attendance of the members during FY 2023-24, are given below:

| Name & Designation of Members | Category | No. of Meetings | |
|---------------------------------------|-------------------------------------------------|------------------------|----------|
| | | Held During the tenure | Attended |
| Mr. Sharadchandra B. Patil (Chairman) | Non-Executive Independent Director | 10 | 10 |
| Mrs. Venu Birappa (Member) | Non-Executive Independent Director | 10 | 10 |
| Dr. Faruk G. Patel (Member) | Promoter, Executive Director, Managing Director | 10 | 10 |

All members of the Audit Committee have accounting and financial management knowledge and expertise/ exposure. The Company Secretary acts as the Secretary to the Committee. The minutes of each Audit Committee meeting are placed in the next meeting of the Board. The Chairman of the Committee was present at the last Annual General Meeting held on September 29, 2023 to answer shareholders' queries.

(b) Nomination & Remuneration Committee:

All the members of the Nomination and Remuneration Committee ('NRC') are Independent Directors.

Brief Description of Terms of reference:

The powers, role and terms of reference of NRC covers the areas as contemplated under the SEBI Listing Regulations and Section 178 of the Act. The brief terms of reference of NRC are as under:

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees.
- 2) For every appointment of an Independent Director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates;
- 3) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- 4) Devising a policy on diversity of Board of Directors;
- 5) Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- 6) To extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
- 7) To recommend/ review remuneration of the Managing Director(s) and Whole-Time Director(s)/ Executive Director(s) based on their performance;
- 8) To perform such other functions as may be necessary or appropriate for the performance of its duties;
- 9) To recommend to the board, all remuneration, in whatever form, payable to senior management;
- 10) To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.

Meeting, Attendance & Composition of NRC:

During the financial year 2023-24, Meeting of NRC was held four times on August 11, 2023, September 1, 2023, December 4, 2023 and December 29, 2023.

The Composition of the NRC and details of attendance of the members during 2023-24, are given below:

| Name & Designation of Members | Category | No. of Meetings | |
|-------------------------------------|------------------------------------|------------------------|----------|
| | | Held During the tenure | Attended |
| Mr. Moh. Hanif Dalchawal (Chairman) | Non-Executive Independent Director | 4 | 4 |
| Mrs. Venu Birappa (Member) | Non-Executive Independent Director | 4 | 4 |
| Mr. Sharadchandra B Patil (Member) | Non-Executive Independent Director | 4 | 4 |

The Company Secretary acts as the Secretary to the NRC. The minutes of each NRC meeting are placed in the next meeting of the Board.

(c) Stakeholders Relationship Committee:

The Stakeholders Relationship Committee of Directors ('SRC') comprises of 3 (three) members, with a majority of Non-Executive Directors.

Brief Description of Terms of reference:

The powers, role and terms of reference of Committee covers the areas as contemplated under the Listing Regulations and Section 178 of the Companies Act, 2013. The brief terms of reference of Stakeholders Relationship Committee are as under:

- 1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
- 2) Reviewing of measures taken for effective exercise of voting rights by shareholders.
- 3) Reviewing of adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 4) Reviewing of the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company.
- 5) To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.

Meeting, Attendance & Composition of SRC:

During the financial year 2023-24, the Meeting of SRC was held once on March 15, 2024.

The Composition of the SRC and details of attendance of the members during 2023-24, are given below:

| Name & Designation of Members | Category of Members | No. of Meetings | |
|----------------------------------------|----------------------------------------|------------------------|----------|
| | | Held During the tenure | Attended |
| Mrs. Bhadrabala D. Joshi (Chairperson) | Non-Executive Non-Independent Director | 1 | 1 |
| Mr. Moh. Sohil Dabhoya (Member) | Whole-Time Director | 1 | 1 |
| Mrs. Venu Birappa (Member) | Non-Executive Independent Director | 1 | 1 |

The Company Secretary acts as the Secretary to the Committee. The minutes of each SRC meeting are placed in the next meeting of the Board. The Chairman of the SRC attended the last AGM held on September 29, 2023 to answer the shareholders' queries.

Compliance Officer:

In terms of the requirement of Listing Regulations, Ms. Rajvi Upadhyay, Company Secretary is the Compliance Officer of the Company.

Details of Investor Complaints:

During the financial year 2023-24, no Investor complaint was received from members. Therefore, there are no pending complaints at the end of the year.

(d) Corporate Social Responsibility Committee:

The Corporate Social Responsibility ('CSR') Committee comprise of 3 (three) members, with a majority of Non-Executive Directors.

Brief Description of Terms of reference:

The powers, role and terms of reference of CSR Committee covers the areas as contemplated under Section 135 of the Companies Act, 2013. The brief terms of reference of CSR Committee are as under:

- 1) To formulate and recommend to the Board, a Corporate Social Responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and rules made there under.
- 2) To review and recommend the amount of expenditure to be incurred on the Corporate Social Responsibility activities.
- 3) To monitor the implementation framework of Corporate Social Responsibility Policy.
- 4) To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

Meeting, Attendance & Composition of CSR Committee:

During the financial year 2023-24, one Meeting of CSR Committee was held on March 15, 2024.

The Composition of the CSR Committee and details of attendance of the members during 2023-24, are given below:

| Name & Designation of Members | Category of Members | No. of Meetings | |
|-----------------------------------|-------------------------------------------------|------------------------|----------|
| | | Held During the tenure | Attended |
| Mrs. Venu Birappa (Chairperson) | Non-Executive Independent Director | 1 | 1 |
| Dr. Faruk G. Patel (Member) | Promoter, Executive Director, Managing Director | 1 | 1 |
| Mrs. Bhadrabala D. Joshi (Member) | Non-Executive Non-Independent Director | 1 | 1 |

The Company Secretary acts as the Secretary to the Committee. The minutes of each CSR meeting are placed in the next meeting of the Board.

(e) Risk Management Committee:

The Risk Management Committee ('RMC') comprises of 4 (four) members, with a combination of Executive and Independent Directors.

Brief Description of Terms of reference:

The powers, role and terms of reference of RMC covers the areas as contemplated under Regulation 21 of the SEBI Listing Regulations. The brief terms of reference of RMC are as under:

- 1) To formulate a detailed risk management policy which shall include:
 - a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c) Business continuity plan.
- 2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- 3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- 4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- 5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- 6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

Meeting, Attendance & Composition of RMC:

During the financial year 2023-24, two Meetings of RMC was held on September 1, 2023 and February 14, 2024.

The Composition of the RMC and details of attendance of the members during 2023-24, are given below:

| Name & Designation of Members | Category of Members | No. of Meetings | |
|--------------------------------------|-------------------------------------------------|------------------------|----------|
| | | Held During the tenure | Attended |
| Mr. Sharadchandra B Patil (Chairman) | Non-Executive Independent Director | 2 | 2 |
| Dr. Faruk G. Patel (Member) | Promoter, Executive Director, Managing Director | 2 | 2 |
| Mrs. Venu Birappa (Member) | Non-Executive Independent Director | 2 | 2 |
| Mr. Moh. Sohil Dabhoya (Member) | Whole-Time Director | 2 | 2 |

The Company has a risk management framework to identify, monitor and minimize risks. The Company Secretary acts as the Secretary to the Committee. The minutes of each RMC meeting are placed in the next meeting of the Board.

Particulars of Senior Management:

The details of the Senior Management Personnel of the Company identified in accordance with the Act and Regulation 16 (1)(d) of the Listing Regulations as on March 31, 2024, are given below:

| Sr. No. | Name | Designation |
|---------|------------------------|----------------------------------------|
| 1 | Mr. Shaheedul Hasan | Chief Operating Officer |
| 2 | Mr. Chandravadan Raval | Vice President - Projects |
| 3 | Mr. Manish Sayata | Chief People Officer (CPO) |
| 4 | Mr. Salim Yahoo | Chief Financial Officer |
| 5 | Ms. Rajvi Upadhyay | Company Secretary & Compliance Officer |

During the year under review, there have been no changes in senior management of the Company since the close of the previous financial year.

Subsidiary Companies:

All subsidiaries of the Company are managed with their Boards having the rights and obligations to manage such companies in the best interest of their stakeholders. As a majority Shareholder, the Company at times nominates its representatives on the Boards of some subsidiary/ associate companies.

In terms of the requirement of Regulation 24(1) of the Listing Regulations, KPIG Energia Private Limited ('KPIG') is the unlisted material subsidiary of the Company during the year ended March 31, 2024. Accordingly, Mr. Sharadchandra B Patil, Independent Director of the Company is appointed as an Additional Director by Board on July 15, 2022, and regularized in its ensuing Annual General Meeting held on September 30, 2022 as an Independent Director on the Board of KPIG.

The Company has a policy for determining 'material subsidiaries' which is uploaded on the website of the Company at <https://www.kpigreenenergy.com/policies-disclosures.html>.

General Body Meetings:

Annual General Meetings:

The details of last three Annual General Meetings ('AGMs') are as follows:

| Financial Year | Location of Meeting | Date | No. of special resolutions passed |
|----------------|----------------------------------------|-----------------------------------|-----------------------------------|
| 2022-23 | Virtual Meeting through Video | September 29, 2023, at 11:00 a.m. | 10 |
| 2021-22 | Conferencing/ Other Audio Visual Means | September 29, 2022, at 11:00 a.m. | 5 |
| 2020-21 | | September 30, 2021, at 11:00 a.m. | 2 |

All the resolutions proposed by the Directors to shareholders in last three years are approved by shareholders with requisite majority.

Video Recording of the last AGM is available on the website of the Company at: <https://www.kpigreenenergy.com/stock-exchange-submissions.html>

Voting results of the last AGM is available on the website of the Company at: <https://www.kpigreenenergy.com/stock-exchange-submissions.html>

Whether special resolutions were put through postal ballot last year, details of voting pattern:

Following special resolution was put through postal ballot during (FY 2023-24):

Appointment of Dr. Tejpalsingh Jagatsingh Bisht (DIN: 02170301) As Non-Executive Independent Director of the Company

Result of voting through Postal Ballot by remote e-Voting was as follows:

| Category | Promoter & Promoter Group | Public-Institutions | Public-Non-Institutions | Total |
|--------------------------------------|---------------------------|---------------------|-------------------------|-------------|
| No. of shares held | 2,13,31,682 | 30,77,282 | 1,57,79,441 | 4,01,88,405 |
| No. of Votes – in favour | 1,98,11,018 | 6,93,489 | 33,14,553 | 2,38,19,060 |
| % of Votes in favour on votes polled | 100 | 91.4563 | 99.9914 | 99.7276 |
| No. of Votes – Against | - | 64,785 | 286 | 65,071 |
| % of Votes against on votes polled | - | 8.5437 | 0.0086 | 0.2724 |

Person who conducted the aforesaid postal ballot exercise:

M/ s. Chirag Shah & Associates, Company Secretaries (FCS No.: 5545 and CP No.: 3498) appointed as the Scrutinizer for conducting the aforesaid Postal Ballot exercise in a fair and transparent manner.

Whether any resolutions are proposed to be conducted through postal ballot:

There is no immediate proposal for passing any resolution through postal ballot. None of the businesses proposed to be transacted at the ensuing AGM require passing of a resolution through postal ballot.

Procedure for postal ballot:

Prescribed procedure for postal Ballot as per the provisions contained in this behalf in the Companies Act, 2013, read with rules made there under as amended from time to time shall be complied with whenever necessary.

Means of Communication:

Financial Results:

The quarterly and annual results of the Company are duly submitted to the Stock Exchanges after they are approved by the Board.

News releases:

The financial results were published in prominent daily newspapers viz. Indian Express (English daily) and Financial Express (Gujarati daily – vernacular) and were also uploaded on the website of the Company.

Website:

The Company has dedicated “Investors” Section on its website viz. www.kpigreenenergy.com, wherein any person can access the corporate policies, Annual Reports, financial results, investor presentation and shareholding details etc.

Intimation to Stock Exchanges:

The Company also regularly intimates to the Stock Exchanges all price sensitive and other information which are material and relevant to the investors.

Earnings Calls and Presentations to Analysts:

Whenever, the Company organizes meetings or call with analysts, individual investors, institutional investors etc., if any, and the presentations made to them are uploaded on the website of the Company. Presentations made to institutional investors and analysts are submitted to the stock exchanges and also uploaded on the Company’s website.

Annual Report:

The Annual Report containing, inter alia, the audited Financial Statements, Consolidated Financial Statements, Board’s Report, Auditors’ Reports and other important information is sent to the Members and others entitled thereto. The Management Discussion and Analysis forms a part of the Annual Report. The Annual Report is also available on the website of the Company at the link www.kpigreenenergy.com energy and on the websites of BSE Limited and National Stock Exchange of India Limited.

General Shareholders Information:

Company Registration Details:

The Company is registered in the State of Gujarat, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L40102GJ2008PLC083302.

Registered Office:

‘KP House’, Near KP Circle,
Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar,
Surat 395017, Gujarat.

16th Annual General Meeting:

Date: September 25, 2024

Day: Wednesday

Time: 11.00 a.m.

Venue: Through Video Conference (VC)/ Other Audio Visual Means (OAVM)

Financial Year:

The Financial Year of the Company is from April 1 to March 31 of the following year.

Book closure date:

The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, September 18, 2024 to Wednesday, September 25, 2024 (both days inclusive) for the purpose of 16th AGM.

Dividend Payment Date:

During the year under review, the Board of Directors of the Company has **declared an interim dividend of Re. 0.25 (2.50%) and Re. 0.25 (2.50%) aggregating to ₹0.50/ - (5%)** per equity share having a face value of ₹10/ - each on the paid-up equity share capital of the Company. Further, the Directors have recommended a final dividend of Re. 0.20 (2%) per equity share for the financial year 2023-24 for the approval of the shareholders' at the forthcoming 16th Annual General Meeting of the Company. The dividend payout is in accordance with the Company's Dividend Distribution Policy.

Dividend Distribution Policy:

The Dividend Distribution Policy of the Company is available on the website of the Company at <https://www.kpigreenenergy.com/policies-disclosures.html>.

Listing on Stock Exchanges:

The Equity shares of the Company are listed with the following stock exchanges:

| Name of Stock Exchange | Code |
|---------------------------------------------------------------------------------------------------------------------------|----------|
| BSE Limited (BSE) Floor 25, P. J. Towers, Dalal Street, Mumbai-400 001 | 542323 |
| National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400 051 | KPIGREEN |

Depositories:

National Securities Depository Limited (NSDL)

301, 3rd Floor, Naman Chambers, G Block, Plot No. C-32, Bandra Kurla Complex, Bandra East, Bandra(East), Mumbai - 400051, Maharashtra, India.

Central Depository Services (India) Limited (CDSL)

Unit No. A-2501, Marathon Futurex, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (E), Mumbai - 400013, Maharashtra, India.

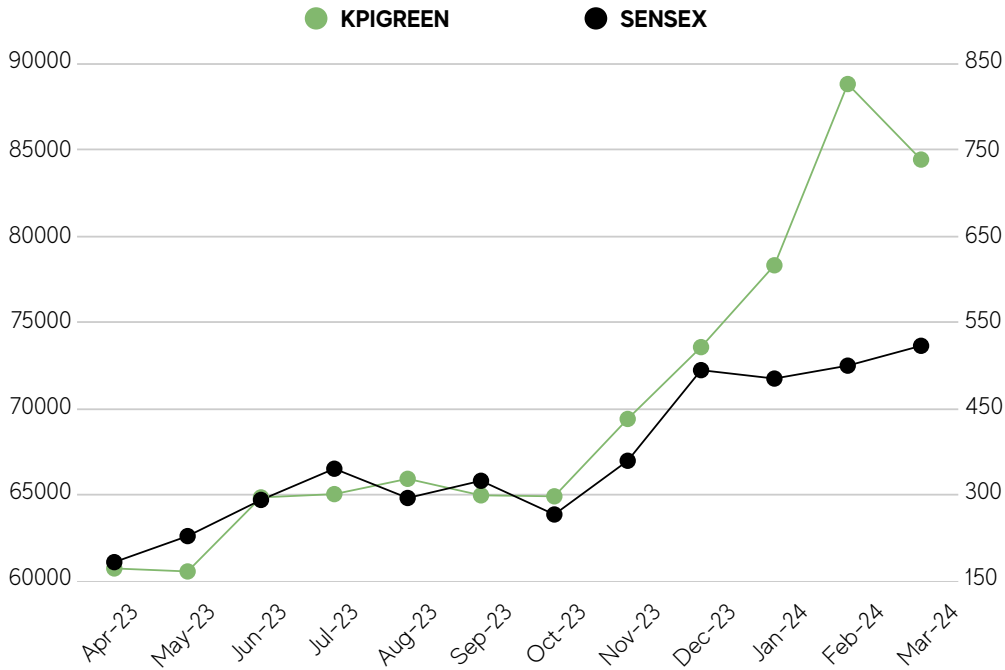
Annual Listing fee BSE & NSE and Annual Custody/ Issuer fee of NSDL & CDSL has been paid for FY 2023-24.

Market Price Data: High, Low during each month in FY 2023-24:

| Month | High (N) | Low (N) | Close (N) |
|----------------|----------|---------|-----------|
| April 2023 | 515.35 | 416.05 | 506.05 |
| May 2023 | 556.50 | 469.05 | 493.00 |
| June 2023 | 847.80 | 491.10 | 814.90 |
| July 2023 | 910.25 | 804.50 | 829.15 |
| August 2023 | 953.80 | 745.00 | 895.65 |
| September 2023 | 901.55 | 766.00 | 823.80 |
| October 2023 | 940.00 | 776.45 | 819.60 |
| November 2023 | 1264.95 | 811.30 | 1155.90 |
| December 2023 | 1468.05 | 1125.00 | 1468.05 |
| January 2024 | 1823.80 | 1361.00 | 1823.80 |
| February 2024 | 2426.85 | 1408.75 | 1741.10 |
| March 2024 | 1845.00 | 1424.00 | 1522.20 |

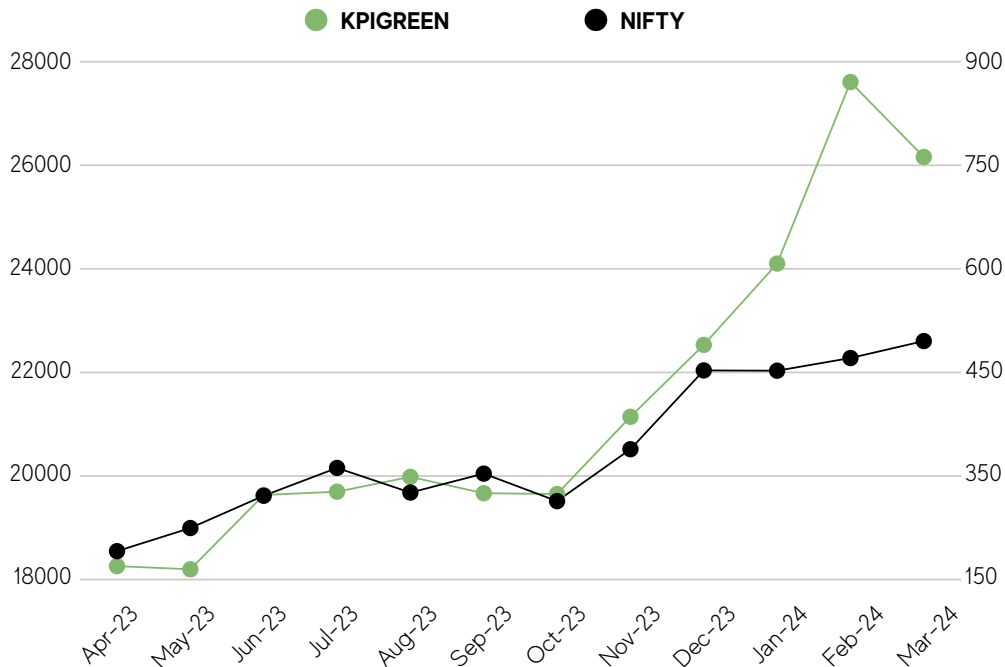
Source: This information is compiled from the data available on the websites of the exchange.

Performance in comparison to broad-based indices such as BSE SENSEX:



*The share price of the Company has been adjusted in proportionate of Bonus Shares issued in the ratio of 1:2 vide shareholders' approval received by way of postal ballot dated February 7, 2024

Performance in comparison to broad-based indices such as NSE Nifty:



*The share price of the company has been adjusted in proportionate of Bonus Shares issued in the ratio of 1:2 vide shareholders' approval received by way of postal ballot dated February 7, 2024

Suspension of Trading:

The securities of the Company were not suspended from trading on stock exchanges during the year under review.

Registrar & Transfer Agents:

M/ s. Bigshare Services Private Limited

Reg. Off.: Office No S6-2, 6th Floor, Pinnacle Business Park,
 Next to Ahura Centre, Mahakali Caves Road,
 Andheri (East), Mumbai - 400093.
 Tel. No.: 91 22 62638200
 Fax No.: 91 22 62638299
 E-mail ID: ipo@bigshareonline.com
 Website: www.bigshareonline.com

Shareholders are requested to correspond directly with the R & T Agent for transfer/ transmission of shares, change of address, queries pertaining to their shares, dividend etc.

Share Transfer Procedure:

The Company's shares are compulsorily traded in the demat segment on stock exchanges, bulk of the transfers take place in the electronic form. The share transfers received in physical form are processed through R & T Agent, within seven days from the date of receipt, subject to the documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission, issue of duplicate share certificate,

dematerialization etc. to the Stakeholders' Relationship Committee. All the physical transfers received are processed by the R & T Agent and are approved by the Stakeholders' Committee well within the statutory period. The Stakeholders' Relationship Committee meets for approval of the transfer, transmission, issue of duplicate share certificate, dematerialization/ rematerialization of shares etc. and all valid share transfers received during the year ended March 31, 2024 have been acted upon. The share certificates duly endorsed are returned immediately to the shareholders by the R & T Agent.

Pursuant to Regulation 40(9) of the Listing Regulations, the Company obtain certificates from a practicing Company Secretary (i) on a yearly basis to the effect that all the transfers are completed within the statutory stipulated period; and (ii) on a quarterly basis regarding reconciliation of the share capital audit of the Company confirming that the total issued/ paid-up capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. A copy of these certificates so received are submitted to both the Stock Exchanges viz. NSE and BSE.

All communication regarding share certificates, change of address, dividend etc. should be addressed to R & T Agents of the Company at the address given above.

Shareholding as on March 31, 2024:

Distribution of Shareholding as on March 31, 2024:

| Sr. No. | No. of shares | No. of shares | % of Shareholding | Total no. of Shareholders | % of Shareholders |
|--------------|-----------------|--------------------|-------------------|---------------------------|-------------------|
| 1 | 1-500 | 62,04,095 | 10.29 | 1,54,705 | 97.33 |
| 2 | 501-1000 | 14,63,622 | 2.43 | 2076 | 1.31 |
| 3 | 1001-2000 | 14,76,096 | 2.45 | 1033 | 0.65 |
| 4 | 2001-3000 | 8,94,596 | 1.48 | 355 | 0.22 |
| 5 | 3001-4000 | 5,88,554 | 0.98 | 169 | 0.11 |
| 6 | 4001-5000 | 7,78,973 | 1.29 | 171 | 0.11 |
| 7 | 5001-10000 | 13,73,421 | 2.28 | 192 | 0.12 |
| 8 | 10001 and Above | 4,75,03,251 | 78.80 | 253 | 0.16 |
| TOTAL | | 6,08,62,608 | 100.00 | 1,58,954 | 100.00 |

Category wise Shareholding Pattern as on March 31, 2024:

| Category | No. of shares held | | Total No. of Shares | % of Holding |
|----------------------------------------------------|--------------------|-------------|---------------------|--------------|
| | Physical | Electronic | | |
| Promoter and Promoter Group | - | 3,19,97,523 | 3,19,97,523 | 53.08 |
| Relatives of Promoters (Non-Promoter) | - | 0 | 0 | 0 |
| Directors and their relatives (Non-Promoter) | - | 14,78,726 | 14,78,726 | 2.45 |
| Key Managerial Personnel | - | 6,792 | 6,792 | 0.01 |
| Public | 22 | 2,04,78,381 | 2,04,78,403 | 33.96 |
| Proprietary Firm | - | 66 | 66 | 0.00 |
| Non-resident Indian | - | 6,27,962 | 6,27,962 | 1.04 |
| Foreign Portfolio Investor (corporate)-Category i | - | 19,08,435 | 19,08,435 | 3.17 |
| Foreign Portfolio Investor (corporate)-Category ii | - | 1,71,958 | 1,71,958 | 0.29 |
| Foreign Inst. Investor | - | 12,90,600 | 12,90,600 | 2.14 |
| Clearing member | - | 34,302 | 34,302 | 0.06 |
| Corporate bodies | - | 19,08,793 | 19,08,793 | 3.17 |
| Alternate Investment Fund | - | 7,088 | 7,088 | 0.01 |

Category wise Shareholding Pattern as on March 31, 2024: (Contd.)

| Category | No. of shares held | | Total No. of Shares | % of Holding |
|---------------------|--------------------|--------------------|---------------------|---------------|
| | Physical | Electronic | | |
| Insurance Companies | - | 2,03,226 | 2,03,226 | 0.34 |
| Mutual Fund | - | 1,68,514 | 1,68,514 | 0.28 |
| Escrow Account | - | 220 | 220 | 0.00 |
| TOTAL | 22 | 6,02,82,586 | 6,02,82,608 | 100.00 |

Details of dividend in the Unpaid/ Unclaimed Dividend Accounts as on March 31, 2023:

Under the provisions of the Companies Act, 2013, the dividend has been declared by a Company but has not been paid or claimed within 30 days from the date of the declaration to any shareholder, the Company shall, within 7 days from the date of expiry of the said period of 30 days, transfer the total amount of unpaid or unclaimed dividend to a special account which called Unpaid Dividend Account. Accordingly, During the financial year 2023-24, Company has transferred an amount of ₹17,419.50/- against the unpaid/ unclaimed dividend to the Unpaid Dividend Account. The Statement of unpaid/ unclaimed dividends as on March 31, 2024 is uploaded on the Company's website www.kpigreenenergy.com.

Further, the money transferred to the Unpaid Dividend Account of a Company which remains unpaid or unclaimed for a period of 7 years from the date of such transfer shall be transferred by the Company along with interest accrued, if any, thereon to the Investor Education and Protection Fund (IEPF) administered by the Central Government. During the year, there were no funds required to be transferred to IEPF.

Dematerialisation of Shares and Liquidity:

The equity shares of the Company are tradable in compulsory dematerialized segment of the Stock Exchanges and are available in depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The demat security (ISIN) code for the equity share is INE542W01025.

As on March 31, 2024, 6,02,82,586 equity shares of the Company (representing 99.99% of the Company's share capital) are in dematerialized form. The Company's equity shares are regularly traded on the BSE Limited and National Stock Exchange of India Limited.

Green Initiative:

The Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of

India, enabling electronic delivery of documents including the Annual Report to Shareholders at their e-mail address previously registered with the depositories or the Company's Registrar and Share Transfer Agent.

In line with the SEBI Listing Regulations, the Company has emailed soft copies of its Annual Report to all those Shareholders who have registered their email address for the said purpose. With reference to MCA General Circular No. 20/ 2020 dated May 5, 2020 and MCA Circular dated May 5, 2022 and MCA General Circular No. 11/ 2022 dated December 28, 2022, read with the Securities and Exchange Board of India Circular No. SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2022/ 62 dated May 13, 2022, Companies have been dispensed with the printing and dispatch of Annual Reports to Shareholders. Hence, the Annual Report of the Company for the financial year ended March 31, 2024, would be sent through email to the Shareholders.

We would greatly appreciate and encourage more Members to register their email address with their Depository Participant or the RTA/ Company, to receive soft copies of the Annual Report and other information disseminated by the Company. Shareholders who have not registered their e-mail addresses so far are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the RTA/ Company, by sending KYC updation forms duly signed by the shareholder(s) with required details.

Please note that all documents relating to Annual General Meeting shall be available on the Company's website.

Outstanding GDRs/ ADRs/ Warrants or any convertible instrument, conversion and likely impact on equity:

There were no outstanding GDRs/ ADRs/ Warrants or any convertible instruments as at March 31, 2024.

Commodity Price Risk/ Foreign Exchange Risk and Hedging:

Not Applicable

Site location:

As on March 31, 2024, the Company having 33 locations of renewable energy power plants at various districts in Gujarat, mentioned below:

| Sr. No. | District | Site location |
|---------|--------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Bharuch | Sudi, Bhimpura, Tanchha, Ranada, Vedcha, Ochchan, Vagra, Muler, Kurchan, Samiyala, Bhensali, Jhanor, Sarod, Samoj, Shahpura, Chaklad, Ora, Simartha, Kora, Jarsad, Vilayat, Bhalod, Kanva and Namalpur |
| 2 | Surendranaga | Dhranghra |
| 3 | Banaskantha | Gidasan Moti |
| 4 | Kutch (Bhuj) | Khavda and Nakhatrana |
| 5 | Bhavnagar | Unchadi, Bhungar, Vatalia and Talaja |

Address for Correspondence:

KPI Green Energy Limited
 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS,
 Canal Road, Bhatar, Surat 395017, Gujarat, India
 Tel. No.: 91 261 2244757
 Fax No.: 91 261 2234757
 E-mail ID: cs@kpgroup.co
 Website: www.kpigreenenergy.com

Credit Rating:

During the financial year 2023-24, the ICRA has **reaffirmed the credit rating** to **[ICRA]A- (Stable)/ [ICRA]A2+** and also reaffirmed the outlook on long term rating to stable on March 31, 2024, the summary of rating action is mentioned below:

| Facilities | ₹ in Cr. | Rating/ Outlook |
|------------------------------|---------------|------------------------------------------------------------------------|
| Term Loans | 356.91 | [ICRA]A- (Stable); reaffirmed/ assigned for enhanced amount |
| Cash Credit | 250.00 | [ICRA]A- (Stable); reaffirmed/ assigned for enhanced amount |
| Working Capital Demand Loans | 101.77 | [ICRA]A2+; reaffirmed/ assigned for enhanced amount |
| Bank Guarantee | 125.00 | [ICRA]A2+; reaffirmed/ assigned for enhanced amount |
| CEL | 10.00 | [ICRA]A2+; assigned |
| Unallocated | 30.17 | [ICRA]A- (Stable)/ [ICRA]A2+; reaffirmed/ assigned for enhanced amount |
| TOTAL | 873.85 | |

Other Disclosures:

a) Disclosure on materially significant related party transactions:

The Company has adopted the Policy on Related Party Transactions ('RPTs') in line with the requirements of the Act and SEBI Listing Regulations, as amended from time to time, which is available on the website of the Company at: <https://www.kpigreenenergy.com/policies-disclosures.html>.

The Policy intends to ensure that proper reporting, approval, disclosure processes are in place for all transactions between the Company and related parties. This Policy specifically deals with the review and approval of Material RPTs, keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All RPTs by the Company and RPTs by the subsidiary companies, exceeding their respective standalone turnover, were placed before the Audit Committee for review and prior approval. Prior omnibus approval is obtained for RPTs on a yearly basis, for the transactions which are of repetitive nature and/ or entered in the ordinary course of business and are at arm's length. All RPTs entered during the year were in ordinary course of business and on arm's length basis.

The Company had also obtained the prior approval of shareholders for the material RPTs entered into during the Financial Year 2023-24.

b) Compliance with Capital Market Regulations during the last three years:

The Company has adhered to the requirements of the Stock Exchanges and the regulations and guidelines set forth by the Securities and Exchange Board of India (SEBI). There was a delay in submitting the disclosure of Related Party Transactions ('RPT') pursuant to the Regulation 23(9) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, by 12 days for the half year ended March 31, 2022. The delay was inadvertently caused by

uncertainties about the applicability of the amendment, confusion arising from a system-generated mail, and the Company's first-time implementation of Ind AS. The Company has paid the fine of ₹70,800/- to each exchange for delay in RPT and has taken steps to prevent future delays. Thereafter, the Company has submitted the required disclosure, ensuring compliance with the regulations.

Additionally, there was a one-day delay in submitting the disclosure of Related Party Transactions ('RPT') as required by Regulation 23(9) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, for the half-years ending September 30, 2023, and March 31, 2024. The delay was attributed to the complexity and volume of transactions involved, necessitating additional time for thorough validation and accurate reporting. The Company has paid the fines of ₹5,900/- to each exchange for delay in RPT for half-years ending September 30, 2023, and March 31, 2024, respectively and has taken steps to prevent future delays. This delay in compliance will also be reflected in the Secretarial Compliance Report submitted or to be submitted to the exchanges.

Apart from mentioned above, no fine was imposed by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

c) Whistle Blower Policy:

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for its employees and Directors to report concerns about unethical improper activity and financial irregularities. No person has been denied access to the Chairman of the Audit Committee. The Audit Committee monitors and reviews the investigations of the whistleblower complaints. The said policy is uploaded on the website of the Company at <https://www.kpigreenenergy.com/policies-disclosures.html>.

During the year under review, no cases were reported under the whistle blower policy.

d) Compliance with Non-mandatory Requirements:

The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

The Board:

The Board periodically reviewed the compliance of all the applicable laws and steps taken by your Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Listing Regulations.

Shareholder Rights:

The quarterly, half-yearly and annual financial results along with Investor Presentation of your Company are published in newspapers and posted on Company's website www.kpigreenenergy.com. The same is also available on the sites of stock exchanges (BSE & NSE) where the shares of the Company are listed i.e. www.bseindia.com and www.nseindia.com.

Modified opinion(s) audit report:

During the year under review, there is no audit qualification on the Company's financial statements. The Company continues to adopt best practices to ensure regime of unmodified audit opinion.

Reporting of Internal Auditor:

The Internal Auditor reports functionally to the Audit Committee of the Company and administratively to the Managing Director & Whole-Time Director.

Disclosure of accounting treatment in preparation of Financial Statements:

The Company follows the guidelines of Accounting Standards referred to in Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 together with Ind AS issued by the Institute of Chartered Accountants of India.

Conflict of Interest:

The designated Senior Management Personnel of the Company have disclosed to the Board that no material, financial and commercial transactions have been made during the year under review in which they have personal interest, which may have a potential conflict with the interest of the Company at large.

Code of Conduct:

The Board has laid down a Code of Conduct (the "Code") for all the Board Members, Senior Management and Independent Directors of the Company as per the provisions of the Act. The Code is available on the website of the Company www.kpigreenenergy.com. All Board Members and Senior Management Personnel have affirmed compliance with the Code. A declaration signed by the Managing Director to this effect is attached to this report.

Governance Policies:

The Company has also adopted Policy on Determining Materiality, Website Content Archival Policy and Policy on Preservation of Documents which is uploaded on the website of the Company at <https://www.kpigreenenergy.com/policies-disclosures.html>.

Anti-Corruption and Anti-Bribery Policy:

It is Company's endeavor to conduct its business in an honest and ethical manner. Company takes a zero-tolerance approach to

bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships, wherever it operates. Company's designated personnel are strongly prohibited from engaging in any form of unethical activity. If any employee, partner vendor, supplier, stakeholder suspects or becomes aware of any potential bribery involving the employee, it is incumbent upon the person to report it to the Vigilance and Ethics Officer.

A copy of the said Policy is available on the website of the Company at: <https://www.kpigreenenergy.com/policies-disclosures.html>.

Code on prohibition of Insider Trading:

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations'), the Company has adopted the Code of Conduct to Regulate, Monitor and Report Trading by Insiders and Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('UPSI') ('Code') to regulate and monitor trading by Designated Persons ('DPs') and their immediate relatives. The Code, inter alia, lays down the procedures to be followed by designated persons while trading/ dealing in Company's shares and sharing Unpublished Price Sensitive Information ("UPSI"). The Code covers Company's obligation to maintain a digital database, mechanism for prevention of insider trading and handling of UPSI, and the process to familiarize with the sensitivity of UPSI. Further, it also includes code for practices and procedures for fair disclosure of unpublished price sensitive information which has been made available on the Company's website <https://www.kpigreenenergy.com/policies-disclosures.html>.

Risk Management Framework:

The Company has a structured Risk Management Framework, designed to identify, assess and mitigate risks appropriately. In line with the Company's commitment to deliver sustainable value, this framework aims to provide an integrated and organised approach to evaluate and manage risks. The Board has formed a Risk Management Committee (RMC) to frame, implement and monitor the risk management plan for the Company. The RMC is responsible for reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses are systematically addressed through mitigation actions on a continual basis. The policy on Risk Management is also available on the website of the Company at <https://www.kpigreenenergy.com/policies-disclosures.html>.

Directors' details:

As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Director seeking re-appointment at the forthcoming AGM are given in the Annexure to the Notice of the 16th AGM to be held on Wednesday, September 25, 2024.

Compliance with Secretarial Standards:

The Company complies with all applicable secretarial standards.

e) Policy on Material Subsidiary:

The Company has adopted a Policy on Material Subsidiary in line with the requirements of the Listing Regulations. The objective of this Policy is to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. The Policy on Material Subsidiary is available on the website of the Company at <https://www.kpigreenenergy.com/policies-disclosures.html>.

f) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A):

During the year under review, its first-ever equity raise since listing in 2019, the Company raised ₹300 Crores through a Qualified Institutions Placement (QIP). Pursuant to the approval of the Board in its meeting held on September 1, 2023 and the approval of the Members of the Company at the 15th Annual General Meeting held on September 29, 2023, the Company had issued and allotted 25,35,925 Equity Shares of face value ₹10/- (Rupees Ten) each at a price of ₹1,183/- per equity share, including a premium of ₹1,173/- per Equity Share and reflect a discount of 4.98% on the floor price amounting to ₹1245/-, aggregating to ₹299,99,99,275/- to Qualified Institutional Buyers on December 22, 2023.

Pursuant to the provisions of Regulation 32(7A) of the Listing Regulations, the Company had fully utilized the net proceeds of QIP as on March 31, 2024, in objects mentioned below:

| (₹In lakhs) | | | |
|-----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|------------------|
| Sr. No. | Object for which funds have been utilized | Funds Allocated | Funds Utilized |
| 1 | Funding the capital expenditure requirements of our Company to part finance setting up of a 200MWAC (240MWDC) Solar Power Project at the Gujarat State Electricity Corporation Limited Solar Park ("Project"). | 22,500.00 | 22,500.00 |
| 2 | General corporate purposes | 6,665.30 | 6,665.30 |
| 3 | Issue expenses | 834.70 | 834.70 |
| Total Gross Proceeds | | 30,000.00 | 30,000.00 |

g) Disclosure of agreements binding listed entities:

There are no agreements were entered into by the shareholders, promoters, promoter group entities, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate Company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company.

h) Certificate from Secretarial Auditor pursuant to Schedule V of the Listing Regulations:

A certificate from CS Chirag Shah, Company Secretary, Chirag Shah & Associates, Practising Company Secretaries, pursuant to Schedule V of the Listing Regulations, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority as on March 31, 2024, is annexed to this report.

i) Where the board has not accepted any recommendation: Not Applicable

j) Fees paid to Statutory Auditors:

During the financial year 2023-24, total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditors is given below:

| (₹In lakhs) | | |
|-------------------------------|--------------|--------------|
| Payment to Statutory Auditors | FY 2023-24 | FY 2022-23 |
| Audit fees | 31.79 | 35.96 |
| Tax Audit fees | 4.00 | 4.00 |
| GST fees | 0.72 | 1.08 |
| Total | 36.51 | 41.04 |

k) Disclosure in relating to the Sexual Harassment of women at workplace:

As per the requirement of the provisions of the sexual harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013 read with rules made thereunder, your Company has laid down a Prevention of Sexual Harassment (POSH) Policy and has constituted Internal Complaints Committees (ICs) to consider and resolve the complaints related to sexual harassment. The Company has zero tolerance on sexual harassment at the workplace. The ICs also work extensively on creating awareness on relevance of sexual harassment issues. All new employees go through a detailed personal orientation on anti-sexual harassment policy adopted by your Company. During the year under review, the Company has not received any complaint pertaining to sexual harassment.

l) Details of Loans and Advances by the Company and its Subsidiaries in the nature of loans to firms/ companies in which Directors are interested:

The aforesaid details are provided in the financial statements of the Company forming part of this Annual Report.

m) Details of the Company's material subsidiary:

Name: KPIG Energia Private Limited

Date of Incorporation: May 21, 2019

Name of the Statutory Auditor: M/ s. K A Sanghavi and Co LLP

Date of appointment of Statutory Auditor: December 30, 2020

Name: Sun Drops Energia Private Limited

Date of Incorporation: May 28, 2019

Name of the Statutory Auditor: M/ s. K A Sanghavi and Co LLP

Date of appointment of Statutory Auditor: December 30, 2020

n) CEO/ CFO Certificate:

In compliance with Regulation 17(8) of SEBI Listing Regulations, the Managing Director of the Company have furnished a Certificate to the Board, for the year ended on March 31, 2024 and the same is attached to this Report. They have also provided quarterly certificates on financial results while placing the same before the Board pursuant to Regulation 33 of SEBI Listing Regulations.

o) Company Secretary certificate on Corporate Governance:

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations. It has obtained a certificate affirming the compliances from CS Chirag Shah, Company Secretary, M/ s. Chirag Shah & Associates, Practising Company Secretaries, affirming compliance of Corporate Governance requirements during FY 2023-24 and the same is attached to this Report.

p) Disclosure with respect to Demat/ Unclaimed suspense account:

Pursuant to SEBI Circular dated January 25, 2022, as amended, to enhance the Shareholders experience in dealing with securities markets, the listed companies shall issue the securities in dematerialized form only. In view of the same, during the year

under review, the Company transferred the securities to Demat/ Unclaimed suspense account as mentioned below:

| Sr. No. | Particulars | No. of Shares |
|---------|-------------------------------------------------------------------------------------------------------------------------|---------------|
| 1 | Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year; | NIL |
| 2 | No. of shares transferred to suspense account during the year; | 220 |
| 3 | Number of shareholders who approached listed entity for transfer of shares from suspense account during the year; | NIL |
| 4 | Number of shareholders to whom shares were transferred from suspense account during the year; | NIL |
| 5 | Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; | 220 |

In view of the aforesaid, the voting rights on these shares transferred to Demat/ Unclaimed suspense account shall remain frozen till the rightful owner of such shares claims the shares.

q) Disclosure of agreements binding listed entities:

An agreement was entered into by the related party of the Company wherein the Company was not a party, however, the same does not impact the management or control of the Company or impose any restriction or create any liability upon the Company.

No other agreements were entered into by the shareholders, promoters, promoter group entities, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate Company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company.

Declaration regarding compliance by board members and senior Management personnel with the Company's code of conduct

This is to confirm that the Company has adopted Code of Conduct for all the Board Members and senior management personnel of the Company. In addition, the Company has also adopted a Code of Conduct for Independent Directors. These codes are available on the Company's website.

Further certified that the members of the board of directors and senior management personnel have affirmed the compliance with the code applicable to them during the year ended March 31, 2024.

For and on behalf of the Board of Directors
KPI Green Energy Limited

Place: Surat

Date: August 31, 2024

Dr. Faruk G. Patel
Chairman & Managing Director
DIN: 00414045

Mohmed Sohil Dabhoya
Whole-Time Director
DIN: 07112947

Certificate on Corporate Governance

To,
The Members of
KPI Green Energy Limited

We have examined the compliance of conditions of Corporate Governance by KPI Green Energy Limited ('the Company') for the year ended March 31, 2024 as stipulated in the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, pursuant to the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to procedures and implementations thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance for the year under the review as stipulated in the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Chirag Shah
Company Secretary

Chirag Shah & Associates
Company Secretaries
FCS: 5545
C.P. No.: 3498
UDIN: F005545F001080674
Peer Review Cert. No.: 704/2020

Place: Ahmedabad
Date: August 31, 2024

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
KPI Green Energy Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **KPI Green Energy Limited** having CIN: L40102GJ2008PLC083302 and having registered office at 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat 395017, Gujarat, India (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V, Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs or any such other Statutory Authority.

| Sr. No. | Name of Directors | DIN | Date of appointment in Company |
|---------|-------------------------------------------|----------|--------------------------------|
| 1 | Dr. Farukbhai Gulambhai Patel | 00414045 | 01/ 02/ 2008 |
| 2 | Mr. Mohmed Sohil Yusufbhai Dabhoya | 07112947 | 28/ 09/ 2019 |
| 3 | Mrs. Bhadrabala Dhimant Joshi | 07244587 | 17/ 01/ 2018 |
| 4 | Mr. Amitkumar Subhashchandra Khandelwal* | 09287996 | 04/ 12/ 2023 |
| 5 | Mrs. Venu Birappa | 09123017 | 03/ 08/ 2021 |
| 6 | Mr. Sharadchandra Babhutabhai Patil | 09345575 | 06/ 10/ 2021 |
| 7 | Mr. Mohamed Hanif Mohamed Habib Dalchawal | 08042299 | 17/ 01/ 2018 |
| 8 | Mr. Shanker Baheria | 09787133 | 30/ 11/ 2022 |
| 9 | Dr. Tejpalsingh Jagatsingh Bisht* | 02170301 | 04/ 12/ 2023 |

*appointed w.e.f. December 4, 2023

Ensuring the eligibility of for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Chirag Shah
Company Secretary

Chirag Shah & Associates
FCS: 5545
C.P. No.: 3498
UDIN: F005545F001080641
Peer Review Cert. No.: 704/2020

Place: Ahmedabad
Date: August 31, 2024

Certificate of Chief Financial Officer (CFO)

To,
The Board of Directors
KPI Green Energy Limited

We have reviewed the financial statements including the cash flow statements of the Company for the year ended March 31, 2024 and to the best of my knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
3. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2024 are fraudulent, illegal or violation of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal control system and that we have evaluated the effectiveness of internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal control system, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that we have indicated to the auditors and the Audit Committee:
 - a) There have been no significant changes in internal control over financial reporting system during the year;
 - b) There have been no significant changes in accounting policies during the year except for the changes disclosed in the notes to the financial statements, if any; and
 - c) There have been no instances of significant fraud, of which we have become aware, involving management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Surat
Date: August 31, 2024

Salim Yahoo
Chief Financial Officer

Business Responsibility & Sustainability Report

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

| GD Questions | Responses |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Corporate Identity Number (CIN) of the Listed Entity | L40102GJ2008PLC083302 |
| 2. Name of the Listed Entity | KPI GREEN ENERGY LIMITED |
| 3. Year of incorporation | 2008 |
| 4. Registered office address | 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat-395017, Gujarat, India. |
| 5. Corporate address | 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat-395017. Gujarat, India. |
| 6. E-Mail ID | cs@kpgroup.co |
| 7. Telephone | 0261 2244757 |
| 8. Website | www.kpigreenenergy.com |
| 9. Financial year for which reporting is being done | 01/ 04/ 2023 - 31/ 03/ 2024 |
| 10. Name of the Stock Exchange(s) where shares are listed | BSE Limited (BSE) National Stock Exchange of India Limited (NSE) |
| 11. Paid-up Capital | 65,63,02,015 INR |
| 12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report | Name: Mr. Moh. Sohil Dabhoya Designation: Whole-Time Director Telephone Number: (0261) 2244757 Email id: cs@kpgroup.co |
| 13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together). | Consolidated basis |
| 14. Name of assurance provider | Independent assurance is not applicable to the Company for the current financial year. |
| 15. Type of assurance obtained | |

II. Products/ services

16. Details of business activities (accounting for 90% of the turnover)

| Sr. No. | Description of Main Activity | Description of Business Activity | % of turnover of the Company |
|---------|--------------------------------------------------|----------------------------------------------------------|------------------------------|
| 1. | Electricity, gas, steam and air condition supply | Electric power generation, transmission and distribution | 100% |

17. Products/ Services sold by the entity (accounting for 90% of the entity's Turnover)

| Sr. No. | Product/ Service | NIC Code | % of total Turnover contributed |
|---------|--------------------------------------------------|----------|---------------------------------|
| 1 | Electric power generation using renewable energy | 35105 | 17.17% |
| 2 | Construction and maintenance of power plants | 42201 | 80.70% |

III. Operations

18. Number of locations where plants and/ or operations/ offices of the entity are situated

| Location | Number of plants | Number of offices | Total |
|---------------|------------------|-------------------|-------|
| National | 33 | 1 | 34 |
| International | 0 | 0 | 0 |

19. Markets served by the Company:
a. Number of locations

| Locations | Number |
|----------------------------------|--------|
| National (No. of States) | 1 |
| International (No. of Countries) | 0 |

b. What is the contribution of exports as a percentage of the total turnover of the Company?

During the year, the Company had no export turnover.

c. A brief on types of customers

The Company supplies energy and related services to Commercial & Industrial customers and several private corporate houses as an Independent Power Producer and Captive Power Producer. As an Independent Power Producer (IPP), we are a reliable supplier of renewable power to esteemed corporate houses through Power Purchase Agreements (PPAs). As a Captive Power Producer (CPP), we offer our corporate customers the opportunity to own solar and hybrid power projects tailored to meet their specific requirements.

IV. Employees
20. Details as at the end of Financial Year, i.e. March 31, 2024:
a. Employees and workers (including differently abled):

| Sr. No. | Particulars | Total (A) | Male | | Female | |
|------------------|--------------------------------|-----------|---------|----------|---------|----------|
| | | | No. (B) | % (B/ A) | No. (C) | % (C/ A) |
| EMPLOYEES | | | | | | |
| 1 | Permanent (D) | 316 | 283 | 89.56% | 33 | 10.44% |
| 2 | Other than Permanent (E) | - | - | - | - | - |
| 3 | Total employees (D + E) | 316 | 283 | 89.56% | 33 | 10.44% |
| WORKERS | | | | | | |
| 4 | Permanent (F) | 52 | 47 | 90.38% | 5 | 9.62% |
| 5 | Other than Permanent (G) | - | - | - | - | - |
| 6 | Total employees (F + G) | 52 | 47 | 90.38% | 5 | 9.62% |

b. Differently abled Employees and workers:

| Sr. No. | Particulars | Total (A) | Male | | Female | |
|------------------------------------|--------------------------------|-----------|---------|----------|---------|----------|
| | | | No. (B) | % (B/ A) | No. (C) | % (C/ A) |
| DIFFERENTLY ABLED EMPLOYEES | | | | | | |
| 1 | Permanent (D) | 0 | 0 | 0 | 0 | 0 |
| 2 | Other than Permanent (E) | 0 | 0 | 0 | 0 | 0 |
| 3 | Total employees (D + E) | 0 | 0 | 0 | 0 | 0 |
| DIFFERENTLY ABLED WORKERS | | | | | | |
| 4 | Permanent (F) | 0 | 0 | 0 | 0 | 0 |
| 5 | Other than Permanent (G) | 0 | 0 | 0 | 0 | 0 |
| 6 | Total employees (F + G) | 0 | 0 | 0 | 0 | 0 |

21. Participation/ Inclusion/ Representation of women

| | Total (A) | No. and percentage of Females (B) | |
|--------------------------|-----------|-----------------------------------|----------|
| | | No. (B) | % (B/ A) |
| Board of Directors | 9 | 2 | 22.22 % |
| Key Management Personnel | 2 | 1 | 50% |

22. Turnover rate for permanent employees and workers

| | 2023-24 | | | 2022-23 | | | 2021-22 | | |
|---------------------|---------|--------|--------|---------|--------|-------|---------|--------|-------|
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent Employees | 23.78% | 47.06% | 26.05% | 8.50% | - | 7.78% | 5.52% | 0% | 4.98% |
| Permanent Workers | 20.22% | - | 19.15% | - | - | - | - | - | - |

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. Names of holding/ subsidiary/ associate companies/ joint ventures

| Sr. No. | Name of the holding/ subsidiary/ associate companies/ joint ventures (A) | Indicate whether Holding/ Subsidiary/ Associate/ Joint Venture | % of shares held by the Company | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the Company (Yes/ No) |
|---------|--------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------|------------------------------------------------------------------------------------------------------------------------|
| 1 | KPIG Energia Private Limited | Subsidiary | 100% | Yes |
| 2 | Sun Drops Energia Private Limited | Subsidiary | 100% | Yes |
| 3 | KPark Sunbeat Private Limited | Subsidiary | 100% | Yes |

VI. CSR Details:

24. (i) Whether CSR is applicable as per Section 135 of Companies Act, 2013: Yes

(ii) Turnover (In ₹): ₹ 10,30,81,55,346

(iii) Net worth (In ₹): ₹ 8,35,68,37,987

VII. Transparency and Disclosure Compliances:

25. Complaints/ Grievances on any of the principles (Principle 1 to 9) under the National Guidelines on Responsible Business Conduct:

| Stakeholder group from whom compliant is received | Grievance Redressal Mechanism in place | If yes, then provide weblink for grievance redressal policy | FY2024 | | | FY2023 | | |
|---------------------------------------------------|----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------|---------|-----------------------------------------|-----------------------------------------------------------|---------|
| | | | No. of complaints filed during the year | No. of complaints pending resolution at close of the year | Remarks | No. of complaints filed during the year | No. of complaints pending resolution at close of the year | Remarks |
| Communities | Yes | The leadership team conducts meetings with the customers and other value chain partners periodically. | 0 | 0 | 0 | 0 | 0 | 0 |
| Investors (other than shareholders) | Yes | https://www.kpigreenenergy.com/investorgrievance.html | 0 | 0 | 0 | 0 | 0 | 0 |
| Shareholders | Yes | https://www.kpigreenenergy.com/investorgrievance.html | 0 | 0 | 0 | 0 | 0 | 0 |
| Employees and workers | Yes | https://www.kpigreenenergy.com/upload/Policy%20&%20Disclosures/Whistle%20Blower%20Policy%20and%20Vigil%20Mechanism.pdf | 0 | 0 | 0 | 0 | 0 | 0 |
| Customers | Yes | https://www.kpigreenenergy.com/contact-us.html | 0 | 0 | 0 | 0 | 0 | 0 |
| Value Chain Partners | Yes | The leadership team conducts meetings with the customers and other value chain partners periodically. | 0 | 0 | 0 | 0 | 0 | 0 |

26. Overview of the entity's material responsible business conduct issues:

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

| Sr. No. | Material issue identified | Indicate whether risk or opportunity (R/ O) | Rationale for identifying the risk/opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|----------------|------------------------------------------|----------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| 1 | Enhancement of Renewable Power | Opportunity | Delivering renewable, clean energy sources will contribute to the reduction of CO2 emissions. | Not applicable | Positive |
| 2 | Corporate Governance and Business Ethics | Opportunity | To maintain transparency for disclosures on Corporate governance and business ethics. | We maintain transparency in our business practices by adhering to robust corporate governance principles and a code of business ethics and conduct. | Positive |
| 3 | Water & Effluent Management | Opportunity | Water consumption management involves how we utilize water resources, whereas effluent management deals with the discharge of water and its ecological consequences. | Implementing a monitoring system for evaluating eco-efficiency and optimizing water usage through methods like robotic waterless cleaning, among others. | Positive |
| 4. | Human Rights | Risk | Respecting and upholding human rights is a fundamental principle that transcends distinctions of gender, nationality, place of residence, gender, ethnicity, religion, color, or any other categorization. To ensure our commitment to these principles, we prioritize employee training on human rights and conduct comprehensive assessments of our business operations with regard to their impact on human rights. | Human rights compliance training, Whistleblower Committee, and continuous monitoring and adaptability to ensure effective mitigation measures. | Negative |
| 5. | Occupational Health & Safety | Risk | Establishment of safe and healthy working environment for all the employees including contract workers | We are committed to achieve a workplace that is free from harm and environmental leaks. We encourage active involvement for all our employees and contractual workforce for risk awareness programmes and trainings. | Negative |
| 6. | Human Capital Development | Opportunity | Providing training programs that encompass a wide range of skills, including vocational training, soft skill development and technical proficiency with the goal of enhancing performance and cultivating an innovative and empowered workforce. | Not applicable | Positive |
| 7. | Supply Chain Management | Opportunity | Supply chain management encompasses risk mitigation through the effective evaluation of supplier sustainability to identify ESG risks, as well as explore the opportunities to collaborate with local suppliers. | Not applicable | Positive |

| Sr. No. | Material issue identified | Indicate whether risk or opportunity (R/ O) | Rationale for identifying the risk/ opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---------|-------------------------------------|---------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|------------------------------------------------------------------------------------------------|
| 8. | Social and environmental compliance | Risk | Compliance with laws and regulations | To ensure social and environmental compliance | Negative |
| 9. | Customer Relationship Management | Opportunity | Recognizing changing customer sentiments in a timely manner and effectively addressing their needs to ensure continued satisfaction. | Not applicable | Positive |
| 10. | Innovation and Digitisation | Opportunity | Incorporating innovation and digitization into our operations creates value for both our organization and stakeholders. It enhances efficiency, speed, and ease of operation, resulting in improved customer experiences. Additionally, digitization opens doors to new business models and revenue streams, positioning us for long term success and ensuring our competitiveness in the evolving business landscape. | Not applicable | Positive |

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

| Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|----|----|----|----|----|----|
| 1. a. Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. | Yes | | | | | | | | |
| b. Has the policy been approved by the Board? | Yes | | | | | | | | |
| c. Weblink of the policies, if available | https://www.kpigreenenergy.com/policies-disclosures.html | | | | | | | | |
| 2. Has the entity has translated the policy into procedures? | Yes | | | | | | | | |
| 3. Do the enlisted policies extend to your value chain partners? | Yes | | | | | | | | |
| 4. Name of the national and international codes/ certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by the Company and mapped to each principle. | We do not have any certifications or codes or labels related to the NGRBS principles since our business is generation and transmission of electricity through renewable power source namely solar power. The quality & frequency of our power generation and transmission is dependent on the PPAs with our clients. | | | | | | | | |
| 5. Specific commitments, goals and targets set by the Company with defined timelines, if any. | The Group's commitment to achieving 10 GW of capacity by 2030 aligns with its dedication to sustainable development and the overarching goal of Nation Building. This commitment serves as a guiding framework for investments in businesses that drive India's economic growth and improve citizen well-being. The Company has integrated this sustainability commitment into its strategy, business processes, and decision-making practices. We are in the process of setting sustainability goals related to Board Governance aligned with benchmark practices, exploring possibilities of bringing the carbon and water footprint down for internal business operations, zero incidents at workplace, comprehensive materiality assessment & stakeholder engagement and aligning CSR initiatives of the Company with the UNSDGs. | | | | | | | | |

| Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|----|----|----|----|----|----|
| 6. Performance of the Company against the specific commitments, goals and targets along with reasons, in case the same are not met. | To achieve the 10 GW target by 2030, the entity's performance will be evaluated against specific commitments, goals, and targets. Progress will be monitored regularly, with adjustments made as necessary to stay on track. If certain goals or targets are not met, the entity will analyse the underlying reasons, which may include factors such as unforeseen market conditions, regulatory changes, technological challenges, or resource constraints. The entity will then implement corrective measures to address these issues and ensure continued progress toward the 10 GW goal. Further, KPIs of the Company will be measured & monitored internally and corrective actions will be taken. | | | | | | | | |
| Governance, leadership and oversight | | | | | | | | | |
| 7. Statement by Director, responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure) | The power sector is critical to economic growth, but conventional power is known for emitting pollutants that are harmful to the environment. The Company generates power from renewable energy sources, which not only helps to reduce greenhouse gas emissions but also helps to propel economic growth in a more environmentally friendly manner. The Company is aware of its social responsibility and has deeply embedded Environmental and Social Governance (ESG) principles in its process, and all activities are carried out responsibly in accordance with these principles. We are constantly striving to improve processes and contribute to society in order to create a better future. We also assist our customers in meeting their goals for reducing carbon emissions and achieving growth with minimal environmental impact. | | | | | | | | |
| 8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies). | The Risk Management Committee of the Board is mandated for overall risk monitoring and implementation of risk mitigation initiatives. Sustainability risk monitoring is also a part of the overall risk management and monitoring framework that this Committee is tasked with. | | | | | | | | |
| 9. Does the Company have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes/ No). If yes, provide details. | Yes, The Risk Management Committee of the Board is responsible for decision making on sustainability related issues of the Company. | | | | | | | | |
| 10. Details of review of NGRBCs by the Company: | | | | | | | | | |
| Subject for review | Indicate whether review provided below taken by Director/ Committee of the Board/ any other Committee | | | | | | | | |
| | Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify) | | | | | | | | |
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above policies and follow up action | The Risk Management Committee of the Board convenes to assess the Company's progress on sustainability parameters and to review the policies of the Company related to the 9 principles of the NGRBCs. During these discussions, the committee evaluates the effectiveness of the policies and implements any necessary changes to policies and procedures. The committee also provides guidance on actions to be taken and reviews progress against each parameter in subsequent meetings. | | | | | | | | |
| Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances | The Company is in compliance with the extant regulations as applicable. | | | | | | | | |
| 11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/ No). If yes, provide the name of the agency. | No | | | | | | | | |

12. If answer to question (1) above is 'No' i.e. not all Principles are covered by a Policy, reasons to be stated:

| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|----------------------------------------------------------------------------------------------------------------------------------|----|----|----|----|----|----|----|----|----|
| The entity does not consider the principle material to its business (Yes/ No) | | | | | | | | | |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/ No) | | | | | | | | | |
| The entity does not have the financial or/ human and technical resources available for the task (Yes/ No) | | | | | NA | | | | |
| It is planned to be done in the next financial year (Yes/ No) | | | | | | | | | |
| Any other reason (please specify) | | | | | | | | | |

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

| Segment | Total number of training and awareness programmes held | Topics/ principles covered under the training and its impact | % age of persons in respective category covered by the awareness programmes |
|--------------------------------------------------|--------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|
| Board of Directors | 4 | Learning Attitude, Keka Introduction, group Medclaim Insurance training, BRSR principles & ESG orientation | 100% |
| Key Managerial Personnel | 4 | Learning Attitude, Investor Awareness, Keka Introduction, group Medclaim Insurance training, NGRBC principles & ESG orientation | 100% |
| Employees other than Board of Directors and KMPs | 43 | Learning Attitude, Keka Introduction, group Medclaim Insurance, Investor Awareness training, Time Management, Stress Management, Advanced excel Training, best out of Waste, Skill Management | 89.17% |
| Workers | 3 | Keka Introduction, Safety Awareness Training | 86.54% |

2. Details of fines/ penalties/ punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors/ KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

| NGRBC Principle | | Name of the regulatory/ enforcement agencies/ judicial institutions | Monetary | | Has an appeal been preferred? (Yes/ No) |
|-----------------|---|---------------------------------------------------------------------|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| | | | Amount (In ₹) | Brief of the Case | |
| Penalty/ Fine | - | BSE Limited and the National Stock Exchange of India Limited | 23,600/- | During the year, there was a one-day delay in submitting the disclosure of Related Party Transactions ('RPT') as required by Regulation 23(9) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, for the half-years ending September 30, 2023, and March 31, 2024. The delay was attributed to the complexity and volume of transactions involved, necessitating additional time for thorough | No |

| Monetary | | | | | |
|-----------------|---------------------------------------------------------------------|---------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----------------------------------------|
| NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Amount (In ₹) | Brief of the Case | | Has an appeal been preferred? (Yes/ No) |
| | | | validation and accurate reporting. The Company has paid the fines of ₹ 5,900/ - to each exchange for delay in RPT for half-years ending September 30, 2023, and March 31, 2024, respectively and has taken steps to prevent future delays | | |
| Settlement | - | - | 0 | - | - |
| Compounding fee | - | - | 0 | - | - |

| Non-Monetary | | | | | |
|-----------------|---------------------------------------------------------------------|-------------------|-----------------------------------------|---|---|
| NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Brief of the Case | Has an appeal been preferred? (Yes/ No) | | |
| Imprisonment | - | - | - | - | - |
| Punishment | - | - | - | - | - |

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:

| Case Details | Name of the regulatory/ enforcement agencies/ judicial institutions |
|--------------|---------------------------------------------------------------------|
| | NA |

4. Does the Company have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy:

Yes. The Company follows a robust Anti-Corruption and Anti-Bribery policy committed to transparency and responsibility in all its actions, the Company upholds legal and ethical standards. It firmly opposes any bribery, embezzlement, or corruption and abides by laws against such conduct. The policy ensures that employees maintain the highest levels of honesty, integrity, and fairness, while performing their duties with sincerity and care. It also ensures that the Company equips its employees with effective systems to uphold the best standards of ethical conduct. The same can be accessed at <https://www.kpigreenenergy.com/policies-disclosures.html>.

5. Number of Directors/ KMPs/ employees/ workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

| | 2023-24 | 2022-23 |
|-----------|---------|---------|
| Directors | 0 | 0 |
| KMPs | 0 | 0 |
| Employees | 0 | 0 |
| Workers | 0 | 0 |

6. Details of complaints with regard to conflict of interest:

| | 2023-24 | | 2022-23 | |
|----------------------------------------------------------------------------------------------|---------|---------|---------|---------|
| | Number | Remarks | Number | Remarks |
| Number of complaints received in relation to issues of Conflict of Interest of the Directors | 0 | - | 0 | - |
| Number of complaints received in relation to issues of Conflict of Interest of the KMPs | 0 | - | 0 | - |

7. Provide details of any corrective action taken or underway on issues related to fines/ penalties/ action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflict of interest:

NA

8. Number of days of accounts payables ((Accounts payable *365)/ Cost of goods/ services procured) in the following format:

| | 2023-24 | 2022-23 |
|-------------------------------------|---------|---------|
| Number of days of accounts payables | 284 | 217 |

9. Open-ness of business Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along with loans and advances & investments, with related parties, in the following format:

| Parameter | Metrics | 2023-24 | 2022-23 |
|----------------------------|--------------------------------------------------------------------------------------|---------|---------|
| Concentration of Purchases | a. Purchases from trading houses as% of total purchases | 0% | 0% |
| | b. Number of trading houses where purchases are made from | 0 | 0 |
| | c. Purchases from top 10 trading houses as % of total purchases from trading houses | 0% | 0% |
| Concentration of Sales | a. Sales to dealers/ distributors as% of total sales | 0% | 0% |
| | b. Number of dealers/ distributors to whom sales are made | 0 | 0 |
| | c. Sales to top 10 dealers/ distributors as% of total sales to dealers/ distributors | 0% | 0% |
| Share of RPTs in | a. Purchases with related parties/ Total Purchases | 26.61% | 5.85% |
| | b. Sales to related parties/ Total Sales | 2.56% | 0.01% |
| | c. Loans & advances given to related parties/ Total loans & advances | 29.76% | 40.02% |
| | d. Investments in related parties/ Total Investments made | 0 | 0 |

Principle 2: Business should provide goods and services in a manner that is sustainable and safe.

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of products and processes to total R&D and capex investments made by the entity, respectively:

| Segment | 2023-24 | 2022-23 | Details of improvements in environmental and social impacts |
|----------------------|---------|---------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Sustainable R&D %age | - | - | - |
| Sustainable Capex % | 100% | 100% | The direct and indirect capex incurred by the Company for development of renewable energy projects. The renewable energy shall result in clean power without any GHG and PM pollution. It also creates a lot of livelihoods for locals. |

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/ No)

Yes

- b. If yes, what percentage of inputs were sourced sustainably?

100%

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life.

Not applicable due to the nature of the electricity generation business.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/ No).

Not applicable due to the nature of the electricity generation business.

If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?

Not applicable due to the nature of the electricity generation business.

Principle 3: Business should respect and promote the well-being of all employees, including those in their value chains

Essential indicators:

1. Well-being of employees and workers

a. Details of measures for the well-being of employees:

| Category | % of employees covered by | | | | | | | | | | |
|---------------------------------------|---------------------------|------------------|-------------|--------------------|-------------|--------------------|---------------|--------------------|-----------|---------------------|-----------|
| | Total (A) | Health insurance | | Accident insurance | | Maternity benefits | | Paternity benefits | | Day Care facilities | |
| | | Number (B) | % (B/ A) | Number (C) | % (C/ A) | Number (D) | % (D/ A) | Number (E) | % (E/ A) | Number (F) | % (F/ A) |
| Permanent Employees | | | | | | | | | | | |
| Male | 283 | 283 | 100% | 283 | 100% | 0 | 0% | 0 | 0% | 0 | 0% |
| Female | 33 | 33 | 100% | 33 | 100% | 33 | 100% | 0 | 0% | 0 | 0% |
| Total | 316 | 316 | 100% | 316 | 100% | 33 | 10.44% | 0 | 0% | 0 | 0% |
| Other than Permanent Employees | | | | | | | | | | | |
| Male | 0 | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% |
| Female | 0 | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% |
| Total | 0 | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% |

b. Details of measures for the well-being of workers:

| Category | % of workers covered by | | | | | | | | | | |
|-------------------------------------|-------------------------|------------------|-----------|--------------------|-------------|--------------------|-----------|--------------------|-----------|---------------------|-----------|
| | Total (A) | Health insurance | | Accident insurance | | Maternity benefits | | Paternity benefits | | Day Care facilities | |
| | | Number (B) | % (B/ A) | Number (C) | % (C/ A) | Number (D) | % (D/ A) | Number (E) | % (E/ A) | Number (F) | % (F/ A) |
| Permanent Workers | | | | | | | | | | | |
| Male | 47 | 0 | 0% | 47 | 100% | 0 | 0% | 0 | 0% | 0 | 0% |
| Female | 5 | 0 | 0% | 5 | 100% | 0 | 0% | 0 | 0% | 0 | 0% |
| Total | 52 | 0 | 0% | 52 | 100% | 0 | 0% | 0 | 0% | 0 | 0% |
| Other than Permanent Workers | | | | | | | | | | | |
| Male | 0 | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% |
| Female | 0 | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% |
| Total | 0 | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% |

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent):

| | 2023-24 | 2022-23 |
|----------------------------------------------------------------------------|---------|---------|
| Cost incurred on well-being measures as a% of total revenue of the Company | 0.01% | 0.01% |

2. Details of retirement benefits, for Current FY and Previous Financial Year:

| Benefits | 2023-24 | | | 2022-23 | | |
|----------|---------------------------------------------------|-----------------------------------------------|--------------------------------------------------------|---------------------------------------------------|-----------------------------------------------|--------------------------------------------------------|
| | No. of employees covered as a% of total employees | No. of workers covered as a% of total workers | Deducted and deposited with the authority (Y/ N/ N.A.) | No. of employees covered as a% of total employees | No. of workers covered as a% of total workers | Deducted and deposited with the authority (Y/ N/ N.A.) |
| PF | 70.89% | 0% | Yes | 66.00% | 0% | Yes |
| Gratuity | 100% | 0% | Yes | 100% | 0% | NA |
| ESI | 9.18% | 0% | Yes | 18% | 0% | Yes |
| Others | 0% | 0% | - | - | - | - |

3. Accessibility of workplaces

Are the premises/ offices of the Company accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes. The Company ensures that all its premises and offices are fully accessible to differently abled employees and workers as well as visitors & guests in accordance with the Rights of Persona with Disabilities Act, 2016.

4. Does the Company have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?

The Company strongly stands against discrimination based on gender, caste, religion, disability, or sex. It is fully committed to providing equal opportunities to everyone, fostering an inclusive and fair environment.

If so, provide a web-link to the policy.

<http://www.kpigreenenergy.com/policies-disclosures.html>

5. Return to work and Retention rates of permanent employees and workers that took parental leave:

| Gender | Permanent Employees | | Permanent Workers | |
|--------------|---------------------|----------------|---------------------|----------------|
| | Return to work rate | Retention Rate | Return to work rate | Retention Rate |
| Male | NA | NA | NA | NA |
| Female | Nil | Nil | NA | NA |
| Total | Nil | Nil | NA | NA |

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker?

Yes

If yes, give details of the mechanism in brief:

| | Grievances mechanism available? | If yes, provide details |
|--------------------------------|---------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Permanent workers | Yes | A grievance redressal mechanism is available for permanent Workers. The system is designed to redress the grievance within a defined timeline of 15 working days. The grievances are resolved in fair and time bound manner maintaining utmost confidentiality. |
| Other than permanent workers | Yes | Not Applicable Because we do not have any other than permanent workers |
| Permanent employees | Yes | A grievance redressal mechanism is available for permanent employees. The system is designed to redress the grievance within a defined timeline of 15 working days. The grievances are resolved in fair and time bound manner maintaining utmost confidentiality. |
| Other than permanent employees | Yes | Not Applicable Because we do not have any other than permanent employees |

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

| Category | 2023-24 | | | 2022-23 | | |
|----------------------------------|----------------------------------------------------|----------------------------------------------------------------------------------------------|-----------|----------------------------------------------------|----------------------------------------------------------------------------------------------|-----------|
| | Total employees/workers in respective category (A) | No. of employees/workers in respective category, who are part of association(s) or Union (B) | % (B/ A) | Total employees/workers in respective category (C) | No. of employees/workers in respective category, who are part of association(s) or Union (D) | % (D/ C) |
| Total Permanent Employees | 316 | 0 | 0% | 206 | 0 | 0% |
| - Male | 283 | 0 | 0% | 188 | 0 | 0% |
| - Female | 33 | 0 | 0% | 18 | 0 | 0% |
| Total Permanent Workers | 52 | 0 | 0% | 42 | 0 | 0% |
| - Male | 47 | 0 | 0% | 42 | 0 | 0% |
| - Female | 5 | 0 | 0% | 0 | 0 | 0% |

8. Details of training given to employees and workers:

| Category | FY2024 | | | | | FY2023 | | | | |
|------------------|------------|-------------------------------|---------------|----------------------|-------------|------------|-------------------------------|---------------|----------------------|---------------|
| | Total (A) | On health and safety measures | | On skill upgradation | | Total (D) | On health and safety measures | | On skill upgradation | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| Employees | | | | | | | | | | |
| Male | 283 | 100 | 35.34% | 100 | 35.34% | 230 | 200 | 86.96% | 190 | 82.61% |
| Female | 33 | 7 | 21.21% | 7 | 21.21% | 18 | 18 | 100% | 16 | 88.89% |
| Total | 316 | 107 | 33.86% | 107 | 100% | 248 | 218 | 87.90% | 206 | 86.06% |
| Workers | | | | | | | | | | |
| Male | 47 | 42 | 89.36% | 47 | 100% | 0 | 0 | 0% | 0 | 0% |
| Female | 5 | 0 | 0% | 5 | 100% | 0 | 0 | 0% | 0 | 0% |
| Total | 52 | 42 | 80.77% | 52 | 100% | 0 | 0 | 0% | 0 | 0% |

9. Details of performance and career development reviews of employees and workers:

| Category | FY2024 | | | FY2023 | | |
|------------------|------------|------------|---------------|------------|-----------|---------------|
| | Total (A) | No. (B) | % (B/A) | Total (C) | No. (D) | % (D/C) |
| Employees | | | | | | |
| Male | 283 | 132 | 46.64% | 230 | 84 | 36.52% |
| Female | 33 | 14 | 42.42% | 18 | 10 | 55.56% |
| Total | 316 | 146 | 46.20% | 248 | 94 | 37.90% |
| Workers | | | | | | |
| Male | 47 | 0 | 0% | 0 | 0 | 0% |
| Female | 5 | 0 | 0% | 0 | 0 | 0% |
| Total | 52 | 0 | 0% | 0 | 0 | 0% |

10. Health and safety management system:

- Whether an occupational health and safety management system has been implemented by the entity? If yes, the coverage of such system?**

Yes, the Company is dedicated to preventing all work-related injuries, integrating health and safety as a fundamental part of its operations and fostering a "Zero Harm" culture. Committed to going beyond statutory health and safety requirements, the Group upholds the highest standards and ensures that employees, associates, contractors, and suppliers receive thorough training in safe working practices. This commitment is applied consistently across all sites and offices.
- What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

The Company conducts initial and periodic workplace inspections of the works place to identify the new or recurring hazards, investigate injuries, illness, incident, and close calls/ near misses to determine the underline hazards ,their causes and safety and health programs.
- Whether you have processes for workers to report work related hazards and to remove themselves from such risks?**

Yes, we have developed an in-house mechanism to enable employees to raise any safety-related concerns.
- Do the employees/ worker of the entity have access to non-occupational medical and healthcare services?**

Yes, the permanent employees have access to non-occupational medical and healthcare services.

11. Details of safety related incidents, in the following format:

| Safety Incident/ Number | Category | FY2024 | FY2023 |
|----------------------------------------------------------------------------------|-----------|--------|--------|
| Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) | Employees | 0 | 0 |
| | Workers | 0 | 0 |
| Total recordable work-related injuries | Employees | 2 | 0 |
| | Workers | 3 | 0 |

| Safety Incident/ Number | Category | FY2024 | FY2023 |
|---------------------------------------------------------------------------|-----------|--------|--------|
| No. of fatalities | Employees | 1 | 0 |
| | Workers | 0 | 0 |
| High consequence work-related injury or ill-health (excluding fatalities) | Employees | 0 | 0 |
| | Workers | 0 | 0 |

12. Describe the measures taken by the entity to ensure a safe and healthy workplace:

The Company places a strong emphasis on prioritizing the safety of its workforce and has introduced various initiatives to reduce workplace injuries and promote safety awareness. To achieve this, the Company conducts training programs that focus on employee well-being. Furthermore, the Company has formulated an Environment, Health, and Safety (EHS) policy, accessible through its official website at <https://www.kpigreenenergy.com/policies-disclosures.html>.

13. Number of Complaints on the following made by employees and workers:

| | 2023-24 | | | 2022-23 | | |
|--------------------|-----------------------|-------------------------------------------|---------|-----------------------|-------------------------------------------|---------|
| | Filed during the year | Pending resolution at the end of the year | Remarks | Filed during the year | Pending resolution at the end of the year | Remarks |
| Working Conditions | 0 | 0 | Nil | 0 | 0 | Nil |
| Health & Safety | 0 | 0 | Nil | 0 | 0 | Nil |

14. Assessments for the year:

| | % of plants and offices that were assessed (by entity or statutory authorities or third parties) |
|-----------------------------|--------------------------------------------------------------------------------------------------|
| Health and safety practices | 100% of plants and offices were assessed by internal team of the Company. |
| Working Conditions | 100% of plants and offices were assessed by internal team of the Company. |

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/ concerns arising from assessments of health & safety practices and working conditions:

Safety-related accidents are thoroughly investigated, and the findings from these investigations are used to prevent the recurrence of similar incidents. The effectiveness of corrective actions is evaluated during safety audits conducted by the Company's internal team. Significant risks and concerns identified through Health and Safety assessments are addressed by leveraging technology and digitization, enhancing safety capabilities, and implementing robust monitoring and supervision processes.

Principle 4: Business should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the Company:

The Company has categorized its stakeholders into 2 segments i.e. Internal Stakeholders & External Stakeholders. The Company has in place processes to identify and engage with its various stakeholders to deepen its insights into their needs and expectations and to develop sustainable strategies for the growth of the organization. Stakeholder engagement also plays a critical role in identifying and managing risks and opportunities in business operations. The Company has identified Customers, Communities, Business Partners/ Vendors/ Contractors, Employees, Regulatory Bodies, Shareholders/ Investors as our key stakeholders that are critical for the success of the Company and to take it forward on the path of sustainability.

2. List of stakeholder groups identified as key for the Company and the frequency of engagement with each stakeholder group:

| Stakeholder Group | Whether identified as vulnerable & marginalised group (Yes/ No) | Channels of communication | Frequency of engagement | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|-------------------|-----------------------------------------------------------------|-------------------------------------------------------|-------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Communities | No | CSR initiatives and interventions, Community Meetings | Ongoing | Positively touching lives of people and thereby enhancing their quality of life and overall well-being through education, CSR, infrastructure, health camps etc |

| Stakeholder Group | Whether identified as vulnerable & marginalised group (Yes/ No) | Channels of communication | Frequency of engagement | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|-------------------------------------|-----------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Investors (Other than Shareholders) | No | Scheduled investor meets, Quarterly results call, Participation in events/ platforms organised by investors | Ongoing | Stakeholder support and feedback on operations provides continuous guidance for the management and governance. |
| Shareholders | No | Annual General Meeting, Disclosure tools including Integrated Reports and Investor Presentations, Email, Complaints and grievance Management | Annual, Need basis | Keeping communications channels open with analysts and investor community and helps to connect them with management |
| Employees & workers | No | Emails, newsletters, and magazines, Employee engagement programmes, | Ongoing | Initiatives to improve the work environment, Training and skill development programmes, Health and safety, rewards and recognition. |
| Customers | No | Meeting, Email, SMS, Website, social media | Ongoing | Power generation planning and scheduling, Timely and proactive communication on reconciliation, settlements and redressal of grievances. |
| Suppliers/ Value chain partners | No | On-site quality audits of suppliers, Vendor due diligence and prequalification meetings, social media, Email, Website | Ongoing | Quality, Sustainability, Cost, Initiatives to improve the work environment. |
| Regulators | No | Scheduled meetings, Regular liaisoning, Industry forums, Issue based meetings, Email, Website | Ongoing | Compliance monitoring and management, Payment of statutory levies, Submission of information and reports, Regular engagement with authorities on issues being faced by various business teams, views and suggestions on various upcoming policy and regulatory |

Principle 5: Business should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

| Category | 2023-24 | | | 2022-23 | | |
|------------------------|------------|---------------------------------------|---------------|------------|---------------------------------------|--------------|
| | Total (A) | No. of employees/ workers covered (B) | % (B/ A) | Total (C) | No. of employees/ workers covered (D) | % (D/ C) |
| Employees | | | | | | |
| Permanent | 316 | 200 | 63.29% | 206 | 200 | 97% |
| Other than Permanent | 0 | 0 | 0% | 42 | 25 | 60% |
| Total Employees | 316 | 200 | 63.29% | 248 | 225 | 91% |
| Workers | | | | | | |
| Permanent | 52 | 52 | 100% | 0 | | 0.00% |
| Other than Permanent | | | | NIL | | |
| Total Workers | 52 | 52 | 100% | 0 | | 0.00% |

2. Details of minimum wages paid to employees and workers, in the following format:

| Category | 2023-24 | | | | | 2022-23 | | | | |
|-----------------------------|-----------|-----------------------|---------|------------------------|---------|-----------|-----------------------|---------|------------------------|---------|
| | Total (A) | Equal to Minimum Wage | | More than Minimum Wage | | Total (D) | Equal to Minimum Wage | | More than Minimum Wage | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| Employees | | | | | | | | | | |
| Permanent | 316 | 2 | 0.63% | 314 | 99.37% | 206 | 0 | 0% | 206 | 100% |
| Male | 283 | 2 | 0.71% | 281 | 99.29% | 188 | 0 | 0% | 188 | 100% |
| Female | 33 | 0 | 0% | 33 | 100% | 18 | 0 | 0% | 18 | 100% |
| Other than Permanent | 0 | 0 | 0 | 0 | 0 | 42 | 0 | 0 | 42 | 100% |
| Male | 0 | 0 | 0 | 0 | 0 | 42 | 0 | 0 | 42 | 100% |
| Female | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Workers | | | | | | | | | | |
| Permanent | 52 | 35 | 67.31% | 17 | 32.69% | 0 | 0 | 0% | 0 | 0% |
| Male | 47 | 33 | 70.21% | 14 | 29.79% | 0 | 0 | 0% | 0 | 0% |
| Female | 5 | 2 | 40% | 3 | 60% | 0 | 0 | 0 | 0 | 0 |
| Other than Permanent | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Male | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Female | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

3. Details of remuneration/ salary/ wages, in the following format:

a. Median remuneration/ wages:

| | Male | | Female | |
|----------------------------------|--------|-----------------------------------------------------------|--------|-----------------------------------------------------------|
| | Number | Median remuneration/ salary/ wages of respective category | Number | Median remuneration/ salary/ wages of respective category |
| Board of Directors (BoD) | 2 | 14,12,045 INR | 0 | 0 INR |
| Key Managerial Personnel (KMP) | 1 | 3,57,484 INR | 1 | 1,00,202 INR |
| Employees other than BoD and KMP | 280 | 30,341 INR | 32 | 30,000 INR |
| Workers | 47 | 13,860 INR | 5 | 15,000 INR |

b. Gross wages paid to females as% of total wages paid by the company, in the following format:

| | 2023-24 | 2022-23 |
|--------------------------------------------------------------------|---------|---------|
| Gross wages paid to females as% of total wages paid by the company | 7.40% | 12.98% |

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?

Yes. Human rights is an issue of great sensitivity, and at KP, there is a strict policy of zero tolerance towards any form of human rights violation. In cases where human rights violations are reported, they are taken seriously and thoroughly investigated by a committee appointed by the Management specifically for this purpose.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues:

The Company has implemented a robust process to address employee concerns proactively. This process includes investigating issues through a dedicated Grievance Redressal mechanism. Employees also have the option to communicate their concerns by submitting a grievance letter to their respective HR departments. A dedicated High-Level Committee is responsible for carefully addressing and resolving the matter with utmost care and attention. These mechanisms form the bedrock of fostering a diverse and inclusive workplace culture.

6. Number of Complaints on the following made by employees and workers in the previous financial year:

| | 2023-24 | | | 2022-23 | | |
|-----------------------------------|-----------------------|-------------------------------------------|----------------|-----------------------|-------------------------------------------|---------|
| | Filed during the year | Pending resolution at the end of the year | Remarks | Filed during the year | Pending resolution at the end of the year | Remarks |
| Sexual Harassment | 0 | 0 | - | 0 | 0 | - |
| Discrimination at workplace | 0 | 0 | - | 0 | 0 | - |
| Child Labour | 0 | 0 | Not Applicable | 0 | 0 | - |
| Forced Labour/ Involuntary Labour | 0 | 0 | - | 0 | 0 | - |
| Wages | 0 | 0 | - | 0 | 0 | - |
| Other Human rights related issues | 0 | 0 | - | 0 | 0 | - |

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

| | FY2024 | FY2023 |
|-------------------------------------------------------------------------------------------------------------------------------------|--------|--------|
| Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) | 0 | 0 |
| Complaints on POSH as a% of female employees/ workers | 0% | 0% |
| Complaints on POSH upheld | 0 | 0 |

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases:

The Company is committed to cultivating a diverse and inclusive culture, encouraging employees to be their true selves at work. It upholds equal opportunity for everyone, regardless of gender, religion, caste, race, age, community, physical ability, or gender orientation, through a non-discriminatory policy framework. By prioritizing a safe and supportive work environment, the Company enables employees to excel. A strong Grievance Redressal process further solidifies the foundation for this diverse and inclusive workplace culture.

9. Do human rights requirements form part of your business agreements and contracts?

Yes. Several of our business agreements and contracts do include Company's expectations to promote sustainability, fair competition and respect for human rights. Further, the majority of our prominent vendors and customers, who significantly contribute to our business, are well-established corporations with their own comprehensive systems and policies that encompass all aspects of business practices, including Human Rights compliance.

10. Assessment for the year:

| | % of the Company's plants and offices that were assessed (by the Company or statutory authorities or third parties) |
|-----------------------------------|---------------------------------------------------------------------------------------------------------------------|
| Child Labour | 100% |
| Forced Labour/ Involuntary Labour | 100% |
| Sexual Harassment | 100% |
| Discrimination at workplace | 100% |
| Wages | 100% |

11. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments at Question 10 above:

We have implemented robust corrective actions to mitigate risks concerning child labour, forced labour, sexual harassment, workplace discrimination, and wage issues. These measures include stringent policy enforcement, regular audits, targeted training sessions, and the establishment of grievance mechanisms to ensure a fair and safe working environment for all employees.

Principle 6: Business should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

| Parameter | 2023-24 | 2022-23 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|---------------------------------------|
| From Renewable sources | | |
| Total electricity consumption (A) | 20,59,56,00,000 KJ | 4,69,33,20,00,000 KJ |
| Total fuel consumption (B) | 0 KJ | 0 KJ |
| Energy consumption through other sources (C) | 0 KJ | 0 KJ |
| Total energy consumption (A+B+C) | 20,59,56,00,000 KJ | 4,69,33,20,00,000 KJ |
| From Non-renewable sources | | |
| Total electricity consumption (D) | 68,50,22,400 KJ | 87,17,58,000 KJ |
| Total fuel consumption (E) | 3,83,99,99,244 KJ | 2,36,27,13,346 KJ |
| Energy consumption through other sources (F) | 0 KJ | 0 KJ |
| Total energy consumption from non-renewable sources (D+E+F) | 4,52,50,21,644 KJ | 3,23,44,71,346 KJ |
| Total energy consumption (A+B+C+D+E+F) | 25,12,06,21,644 KJ | 4,72,56,64,71,346 KJ |
| Energy intensity per rupee of turnover | 243696.58 KJ/ L INR | 7303572.09 KJ/ L INR |
| Energy intensity per rupee of turnover adjusted for purchasing power parity (PPP) (Total energy consumed/ Revenue from operations adjusted for PPP) | 4927544.77 KJ/ (PPP Adjusted) L INR | 147678227.61 KJ/ (PPP Adjusted) L INR |
| Energy intensity in terms of physical output | KJ/ 0 | KJ/ 0 |
| Energy intensity (optional) – the relevant metric may be selected by the Company | KJ/ 0 | KJ/ 0 |

Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency?

No

2. Does the Company have any sites/ facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India?

No. The PAT scheme is not applicable to the Company's business.

3. Provide details of the following disclosures related to water, in the following format:

| Parameter | 2023-24 | 2022-23 |
|------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|---------------------------------|
| Water withdrawal by source (in kilolitres) | | |
| (i) Surface water | 0.00 Kilolitre | 0.00 Kilolitre |
| (ii) Groundwater | 0.00 Kilolitre | 0.00 Kilolitre |
| (iii) Third party water | 7165.19 Kilolitre | 3456.00 Kilolitre |
| (iv) Seawater/ desalinated water | 0.00 Kilolitre | 0.00 Kilolitre |
| (v) Others | 0.00 Kilolitre | 0.00 Kilolitre |
| Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v) | 7165.19 Kilolitre | 3456.00 Kilolitre |
| Total volume of water consumption (in kilolitres) | 7165.19 Kilolitre | 3456.00 Kilolitre |
| Water intensity per rupee of turnover (Total Water consumption/ Revenue from operations) | 69.51 L/ L INR | 53.41 L/ L INR |
| Water intensity per rupee of turnover adjusted for purchasing power parity (PPP) (Total water consumption/ Revenue from operations adjusted for PPP) | 1405.49 (PPP Adjusted)/ L INR | 1080.01 L (PPP Adjusted)/ L INR |
| Water intensity in terms of physical output | L/ 0 | L/ 0 |
| Water intensity (optional) – the relevant metric may be selected by the entity | L/ 0 | L/ 0 |

Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency?

No

4. Provide the following details related to water discharge:

| Parameter | FY 2024 | FY 2023 |
|------------------------------------------------------|-----------------------|-----------------------|
| Water discharge by source (in kilolitres) | | |
| (i) To Surface water | | |
| - No treatment | 0.00 Kiloliter | 0.00 Kiloliter |
| - With treatment – please specify level of treatment | 0.00 Kiloliter | 0.00 Kiloliter |
| (ii) To Groundwater | | |
| - No treatment | 0.00 Kiloliter | 0.00 Kiloliter |
| - With treatment – please specify level of treatment | 0.00 Kiloliter | 0.00 Kiloliter |
| (iii) To Seawater | | |
| - No treatment | 0.00 Kiloliter | 0.00 Kiloliter |
| - With treatment – please specify level of treatment | 0.00 Kiloliter | 0.00 Kiloliter |
| (iv) Sent to third-parties | | |
| - No treatment | 0.00 Kiloliter | 0.00 Kiloliter |
| - With treatment – please specify level of treatment | 0.00 Kiloliter | 0.00 Kiloliter |
| (v) Others | | |
| - No treatment | 0.00 Kiloliter | 0.00 Kiloliter |
| - With treatment – please specify level of treatment | 0.00 Kiloliter | 0.00 Kiloliter |
| Total water discharged (in kilolitres) | 0.00 Kiloliter | 0.00 Kiloliter |

Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency?

No

5. Has the Company implemented a mechanism for Zero Liquid Discharge?

No

Note:

Not Applicable, The Renewable energy generation business does not involve any liquid discharge that could affect the environment or the water resources. Therefore, the Company is not subject to the regulations, or the permits related to liquid waste management

6. Please provide details of air emissions (other than GHG emissions) by the Company, in the following format:

| Parameter | Unit | 2023-24 | 2022-23 |
|-------------------------------------|------|---------|---------|
| NOx | | | |
| SOx | | | |
| Particulate matter (PM) | | | |
| Persistent organic pollutants (POP) | | NA | |
| Volatile organic compounds (VOC) | | | |
| Hazardous air pollutants (HAP) | | | |
| Others – please specify | | | |

Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency?

No

7. Provide details of greenhouse gas emissions (Scope1 and Scope 2 emissions) & its intensity, in the following format:

| Parameter | Unit | 2023-24 | 2022-23 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|---------|---------|
| Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) | T CO ₂ e | 285.17 | 175.46 |
| Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) | T CO ₂ e | 135.10 | 171.93 |
| Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions/ Revenue from operations) | T CO ₂ e/ L INR | 0.08 | 0.11 |

| Parameter | Unit | 2023-24 | 2022-23 |
|--------------------------------------------------------------------------------------------------------------------|--------------------------------------------|---------|---------|
| Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for purchasing power parity (PPP) | T CO ₂ e (PP P Adjusted)/ L INR | 0.08 | 0.11 |
| Total Scope 1 and Scope 2 emission intensity in terms of physical output | T CO ₂ e/ 0 | NA | NA |
| Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity | T CO ₂ e/ 0 | | |

Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency?

No

8. Does the Company have any project related to reducing Green House Gas emission? If yes, then provide details:

The Company has taken proactive measures to promote environmental sustainability, leading to significant positive impacts. To increase green cover and combat deforestation, the Company has planted numerous trees across various locations, with ongoing maintenance to ensure their health and growth. In line with its commitment to renewable energy, the Company has implemented Solar Power Plant and Windmill projects, advancing clean and sustainable energy generation. To further reduce energy consumption and carbon emissions, the Company has upgraded to high-energy efficient equipment, fostering a greener operational approach. Additionally, the Company has introduced measures to optimize energy use in its buildings, reducing waste and improving overall efficiency. Recognizing the importance of public engagement, the Company has conducted awareness programs focused on greenhouse gas (GHG) reduction, encouraging stakeholders to join in collective efforts for environmental preservation.

9. Provide details related to waste management by the Company, in the following format:

| Parameter | 2023-24 | 2022-23 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| Total Waste generated (in metric tonnes) | | |
| Plastic waste (A) | | |
| E-waste (B) | | |
| Bio-medical waste (C) | | |
| Construction and demolition waste (D) | | |
| Battery waste (E) | | |
| Radioactive waste (F) | | |
| Other Hazardous Waste. Please specify, if any. (G) | | |
| Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector) | | |
| Total (A + B + C + D + E + F + G + H) | | |
| Waste intensity per rupee of turnover (Total Water generated/ Revenue from operations) | 0/ L INR | 0/ L INR |
| Waste intensity per rupee of turnover adjusted for purchasing power parity (PPP) Total Water generated/ Revenue from operations adjusted for PPP | 0 (PPP Adjusted)/ L INR | 0 (PPP Adjusted)/ L INR |
| Waste intensity in terms of physical output | - | - |
| Waste intensity (optional) – the relevant metric may be selected by the entity | - | - |
| For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes) | | |
| Category of waste | | |
| (i) Recycled | | |
| (ii) Re-used | | |
| (iii) Other recovery operations | | |
| Total | | |
| For each category of waste generated, total waste disposed of through disposal method (in metric tonnes) | | |
| Category of waste | | |
| (i) Incineration | 0 | 0 |
| (ii) Landfilling | 0 | 0 |
| (iii) Other disposal operations | 0 | 0 |
| Total | 0 | 0 |

Not applicable due to the nature of the electricity generation business. The Company generates miniscule plastic and e waste in its processes. There is no other type of waste generated.

Data related to plastic and e-waste is reused/ recycled is under compilation and would be reported from the subsequent reporting periods.

Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency?

No

10. Briefly describe the waste management practices adopted in your establishment. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes:

The Company generates electricity through renewable projects, producing Green electricity, and therefore, generates no hazardous waste.

11. If the entity has operations/ offices in/ around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/ clearances are required, please specify details in the following format:

| Sr. No. | Location of operations/ offices | Type of operations | Whether the conditions of environmental approval/ clearance are being complied with? (Y/ N) If no, the reasons thereof and corrective action taken, if any. |
|---------|---------------------------------|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|
| NA | | | |

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

| Name and brief details of project | EIA Notification No. | Date | Whether conducted by independent external agency (Yes/ No) | Results communicated in public domain (Yes/ No) | Relevant Web link |
|-----------------------------------|----------------------|------|------------------------------------------------------------|-------------------------------------------------|-------------------|
| NA | | | | | |

13. Applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection Act and rules thereunder (Y/ N). If not, provide details of all such non-compliances, in the following format:

Yes, all plants of the Company, as on date, compliant with applicable environmental laws/ regulations and guidelines.

Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential indicators

1. a. Number of affiliations with trade and industry chambers/ associations:

1

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the Company is a member of/ affiliated to:

| Sr. No. | Name of the trade and industry chambers/ associations | Reach of trade and industry chambers/ associations (State/ National) |
|---------|-------------------------------------------------------|----------------------------------------------------------------------|
| NIL | | |

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the Company, based on adverse orders from regulatory authorities:

| Name of the authority | Brief of the case | Corrective action taken |
|-----------------------|-------------------|-------------------------|
| NA | | |

Principle 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity, based on applicable laws, in the current financial year:

| Name and brief details of project | SIA Notification No. | Date of notification | Whether conducted by independent external agency (Yes/ No) | Results communicated in public domain (Yes/ No) | Relevant Web link |
|-----------------------------------|----------------------|----------------------|------------------------------------------------------------|-------------------------------------------------|-------------------|
| NA | | | | | |

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by the Company, in the following format:

| Sr. No. | Name of Project for which R&R is ongoing | State | District | No. of Project Affected Families (PAFs) | % of PAFs covered by R&R | Amount paid to PAFs in the FY (In ₹) |
|---------|------------------------------------------|-------|----------|-----------------------------------------|--------------------------|--------------------------------------|
| NA | | | | | | |

3. Describe the mechanisms to receive and redress grievances of the community:

The Company is committed to actively engaging with the community and ensuring that their grievances are heard and appropriately redressed. During the engagements any concerns raised are systematically gathered and adeptly addressed.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

| | 2023-24 | 2022-23 |
|----------------------------------------------------|---------|---------|
| % of materials sourced from MSMEs/ small producers | 7.50% | 21.61% |
| % of materials sourced directly from India | 100% | 100% |

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/ on contract basis) in the following locations, as% of total wage cost:

| Location | 2023-24 | 2022-23 |
|--------------|---------|---------|
| Rural | 55% | 63% |
| Semi-Urban | 0% | 0% |
| Urban | 45% | 37% |
| Metropolitan | 0% | 0% |

Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback:

We have well defined systems for receiving and responding to consumer complaints and feedback. Consumers can share their complaint and feedback via email. Timely and effective redressal of concerns/ complaints raised by our stakeholders is a key priority for our businesses. To ensure this, the Company offers a dedicated email and contact number, which are prominently featured on its official website, for addressing consumer grievances.

2. Turnover of products and/ services as a percentage of turnover from all products/ service that carry information about:

| | As a percentage to total turnover |
|-------------------------------------------------------------|-----------------------------------|
| Environmental and social parameters relevant to the product | 0% |
| Safe and responsible usage | 0% |
| Recycling and/ or safe disposal | 0% |

3. Number of consumer complaints in respect of the following:

| | 2023-24 | | | 2022-23 | | |
|--------------------------------|--------------------------|-----------------------------------|---------|--------------------------|-----------------------------------|---------|
| | Received during the year | Pending resolution at end of year | Remarks | Received during the year | Pending resolution at end of year | Remarks |
| Data privacy | NIL | NIL | NIL | NIL | NIL | NIL |
| Advertising | NIL | NIL | NIL | NIL | NIL | NIL |
| Cyber-security | NIL | NIL | NIL | NIL | NIL | NIL |
| Delivery of essential services | NIL | NIL | NIL | NIL | NIL | NIL |
| Restrictive Trade Practices | NIL | NIL | NIL | NIL | NIL | NIL |
| Unfair Trade Practices | NIL | NIL | NIL | NIL | NIL | NIL |
| Other (product related) | NIL | NIL | NIL | NIL | NIL | NIL |

4. Details of instances of product recalls on account of safety issues:

| | Number | Reasons for recall |
|-------------------|---------------|---------------------------|
| Voluntary recalls | NIL | NA |
| Forced recalls | NIL | NA |

5. Does the Company have a framework/ policy on cyber security and risks related to data privacy? (Yes/ No) If available, provide a web-link of the policy:

Yes, we have a cyber security and data privacy policy in line with its commitment to establishing and improving cyber security preparedness and minimizing exposure to associated risks. The weblink for the same is <https://www.kpigreenenergy.com/privacy-policy.html>.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/ action taken by regulatory authorities on safety of products/ services:

Not Applicable, considering the nature of Company's product and services offerings.

7. Provide the following information relating to data breaches:

- a. Number of instances of data breaches: NIL
- b. Percentage of data breaches involving personally identifiable information of customers: NIL
- c. Impact, if any, of the data breaches: NIL

Independent Auditors' Report

TO, THE MEMBERS OF
KPI GREEN ENERGY LIMITED

Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS Financial Statements of KPI GREEN ENERGY LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows for the year then ended, and the notes to the standalone Ind AS financial statements, including a summary of the significant accounting policies and other explanatory information. (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its profit including other comprehensive

income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the companies Act, 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the standalone Ind AS Financial Statements Section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' Section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

| Sr. No. | Key Audit Matter | How the matter was addressed in our audit |
|---------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | <p>Evaluation of uncertain Tax positions</p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of the said dispute. Refer Note No. 48 to the standalone financial statements.</p> | <p>Obtained details of completed Income tax assessment and demand as on March 31, 2024 from management.</p> <p>We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the dispute. Our internal experts also considered legal precedence and other rulings in evaluating management's position on this uncertain tax position. Additionally, we considered the effect of new information in respect of uncertain tax position as at 01.04.2023 to evaluate whether any change was required to management's position on these uncertainties.</p> |
| 2. | <p>Evaluation of procedure for recognizing the revenue from sale of power</p> <p>The Company has adopted the procedure for recognizing the revenue from sale of power as unbilled revenue at the initial stage on monthly basis and once the confirmation is received from the customer and the regulatory authority in respect of the actual units of electricity transmitted, the Company raises invoice to the client and the same is adjusted against the unbilled revenue booked earlier.</p> | <p>We have obtained the Actual Invoice raised by the Company after receipt of the confirmation from the regulatory authority and the customers, Certificate of share of electricity generated by Solar Power plants issued by the GETCO – State Load Dispatch Centre on monthly basis, Calculations of transmission Loss of solar energy on monthly basis issued by the Electricity Company to the client. We have matched the documents and correlate the same with the unbilled revenue booked on monthly basis. The unbilled revenue appearing as on March 31, 2024 would be offset only after the receipt of the above documentary evidences from the respective authorities and the customers which would be settled in the subsequent F.Y. and to that extent there is the possibility that the revenue booked as unbilled revenue can be varied.</p> |

Other Information

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Company's annual report, management discussion and analysis, Board's report including Annexures to Board's report but does not include the standalone Ind AS Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Ind AS Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated/inconsistent.

If, based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Director's Responsibility for the Standalone Ind AS Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including The Indian Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and

to issue an Auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- » Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- » Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls in place and the operating effectiveness of such controls.
- » Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone Ind AS financial statements made by management and the Board of Directors.
- » Conclude on the appropriateness of management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- » Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone Ind AS financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit

and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013 we give in the "Annexure-A", a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss including the statement of other comprehensive income, the Cash Flow Statement and the statement of changes in equity dealt with by this Report are in agreement with the relevant books of account;
 - d. In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e. On the basis of written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164(2) of the Act; and
 - f. With respect to the adequacy of the internal financial controls over financial reporting of these standalone Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the

adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- (B) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.

The remuneration paid to any director is not in excess of the limits laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

- (C) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

1. The Company has disclosed the impact of pending litigations as at March 31, 2024 on its financial position in its standalone Ind AS financial statements - Refer Note 49 to the financial statements.
2. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
4. i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 8 and 15 to the standalone Ind AS financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- ii) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner

whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

iii) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) contain any material misstatement.

5. As stated in Note 17 to the standalone financial statements:

i) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act;

ii) The Company has not proposed any final dividend during the year.

6. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

for **K A SANGHAVI AND CO LLP**
Chartered Accountants
FRN: 0120846W/W100289

AMISH ASHVINBHAI SANGHAVI
PARTNER
M. No.: 101413
ICAI UDIN: 24101413BKAACY5799

Place: Surat

Date: April 25, 2024

Annexure-A referred to in paragraph 1 under the heading Report on other legal and regulatory requirements of our report of even date

Re: KPI GREEN ENERGY LIMITED

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- I. a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of Intangible Assets.
- b. The Company has a regular programme of physical verification of its Property, Plant and equipment by which all Property, Plant and Equipment are physically verified by the management in the phased manner over the period of three years. In accordance with this programme, certain Property, Plant and Equipment were verified during the year and no material discrepancies were noticed on such verification. In our opinion, the periodicity of such physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- c. Based on the examination of the registered sale deed/transfer deed/conveyance deed provided to us, we report that, the title deeds of all the immovable properties, (other than those that have been taken on lease) disclosed in the financial statements included in (property, plant equipment) are held in the name of the Company as at the balance sheet date. In respect of immovable properties that have been taken on lease and disclosed in the financial statements (right-of use asset) as at the balance sheet date, the lease agreements are duly executed in favour of the Company,
- d. The Company has not revalued any of its Property, Plant and Equipment including Right of Use Assets or intangible assets during the year ended on March 31, 2024.
- e. There are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- II. a. The inventory includes, materials relating to CPP Plants in progress, Plots and Flats. The management has conducted physical verification of inventory except goods-in-transit at reasonable intervals during the year and the coverage and procedures of physical verification of inventory followed by the management are appropriate in relation to the size of the Company and the nature of its business. No discrepancies of 10% or more were noticed in the aggregate for each class of inventory during the year.
- b. As disclosed in Note No. 23 to the financial statements, the Company has been sanctioned working capital limits in excess of five crores rupees in aggregate from banks and financial institutions on the basis of security of current assets of the Company. The final quarterly returns/statements filed by the Company with such banks/financial institutions in respect of gross value of primary securities, are not in agreement with the books of accounts of the Company.

| Particulars | Amount as per books (₹ in lakhs) | Amount as per Stock Statement submitted to bank (₹ in lakhs) | Difference (₹ in lakhs) |
|-----------------------------|-------------------------------------|--------------------------------------------------------------------|----------------------------|
| Book debts as on 31.03.2024 | 30,265.17 | 23,759.89 | 6,505.29 |
| Book debts as on 31.12.2023 | 30,271.94 | 19,460.51 | 10,811.43 |
| Book debts as on 30.09.2023 | 13,694.15 | 10,278.95 | 3,415.20 |
| Book debts as on 30.06.2023 | 7,330.50 | 1,054.78 | 6,275.72 |
| Stock as on 31.03.2024 | 29,211.20 | 25,968.09 | 3,243.11 |
| Stock as on 31.12.2023 | 12,664.54 | 16,600.67 | (3,936.13) |
| Stock as on 30.09.2023 | 8,822.31 | 8,745.31 | 77.00 |
| Stock as on 30.06.2023 | 14,155.36 | 15,908.97 | (1,753.61) |

The reconciliation for the difference is disclosed in note no 50(iii) of the Standalone Financial Statements.

- III. a. During the year the Company has provided loans and stood guarantee to the companies as follows:
 - (i)

(in lakhs)

| | Guarantees | Security | Loans | Advances in the nature of Loans |
|---------------------------------------------------|------------|----------|----------|------------------------------------|
| Aggregate amount granted/provided during the year | | | | |
| - Wholly owned Subsidiaries | 14,237 | 84.94* | 7,982.87 | Nil |

(in lakhs)

| | Guarantees | Security | Loans | Advances in the nature of Loans |
|------------------------------------------------------------------------|------------|----------|----------|---------------------------------|
| - Group Company | 8,241 | - | - | - |
| Balance outstanding as at balance sheet date in respect of above cases | | | | |
| - Wholly owned Subsidiaries | 14,237 | 84.94* | 4,988.28 | Nil |
| - Group Company | 8,241 | - | - | - |

* The Company has given various plots situated at Bharuch District as collateral security against the loan granted by bank to its wholly owned subsidiary KPI Green Energy Private Limited. The value mentioned in the above table is derived from the registered valuer's report obtained by the bank directly which has been provided to us.

- b. During the year the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees to companies are not prejudicial to the Company's interest.
- c. For the loans given to the subsidiaries, the loans were given interest free and there were no stipulations as regards to repayment schedule of loan and hence it is not possible for us to comment in respect of the regularity of the loans and interest to subsidiaries.
- d. Since loans were interest free and there were no stipulations as regards to repayment schedule of loans given to subsidiaries, we are unable to comment on whether the loans are overdue or not.
- e. Since there were no stipulations as regards to repayment schedule of loans given to subsidiaries, we are unable to comment on whether any loans or advances in the nature of loans had fallen due or not.
- f. The Company has granted loans or advances in nature of loans which are repayable on demand or without specifying any terms or period of repayment and the details are as follows:

(in lakhs)

| Particulars | All parties | Promoters | Related parties |
|------------------------------------------------------------------------|-------------|-----------|-----------------|
| Aggregate amount of loans/advances in nature of loans where: | | | |
| - Loan is repayable on demand (A) | NIL | NIL | NIL |
| - Loan agreement does not specify any terms or period of repayment (B) | 5,019.35 | NIL | 4,991.79 |
| Percentage of loans/advances in the nature of loans to the total loans | 100.00% | NIL | 99.45% |

- IV. There are no loans, investments, guarantees, and security in respect of which provisions of Section 185 and 186 of the Companies Act, 2013 is applicable and accordingly, the requirement to report on clause 3(iv) of the Order with respect to Section 185 and 186 of the Companies Act, 2013 is not applicable to the Company.
- V. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the companies act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- VI. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same with a view to determine whether they are accurate or complete.
- VII. a. The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, Income Tax, TDS, TCS, GST, customs duty, cess and other material statutory dues applicable to it. However, there are slight delays in depositing the dues in respect of TDS, TCS, GST, Provident funds, ESIC and Labour Welfare Fund contributions during the year. According to the information and explanations given to us and based on our audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

- b. The Company has not deposited the following dues under the Income Tax Act, 1961 due to disputes:

| Nature of Statute | Nature of Dues | Amount unpaid (in lakhs Rupees) | Period to which the Amount relates (Assessment Year) | Forum where Dispute is pending |
|----------------------|--------------------------------------------|------------------------------------|------------------------------------------------------------|----------------------------------------------------------------------------|
| Income Tax Act, 1961 | Income Tax Scrutiny Assessment U/S. 143(3) | 74.22 (87.74 – 13.52 paid) | 2015-16 | Commissioner Of Income Tax- National Faceless Appeal Centre (NFAC) – Delhi |
| Income Tax Act, 1961 | Income Tax Scrutiny Assessment U/S. 143(3) | 14.24 (29.80 – 15.56 Paid) | 2014-15 | Commissioner Of Income Tax- National Faceless Appeal Centre (NFAC) – Delhi |

- VIII. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- IX. a. The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any other lender.
- c. The Company has applied the money obtained by way of term loans during the year for the purposes for which they were obtained.
- d. The Company has not utilised funds raised on short-term basis for long term purposes.
- e. The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f. The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, associates or joint ventures.
- X. a. In our opinion and according to the information and explanation given to us, during the year, the Company has made QIP of its shares and the money raised through QIP were applied for the purpose for which those are raised.
- b. In our opinion and according to the information and explanation given to u, during the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) to raise any funds. Accordingly, the requirements to report on clause 3(x)(b) of the Order are not applicable to the Company.
- XI. a. No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- b. No report under sub-section (12) of Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- c. There are no whistle-blowers complaints received by the Company during the year.
- XII. The Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.
- XIII. Transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the notes to the financial statements as required by the applicable accounting standards.
- XIV. a. The Company has an internal audit system commensurate with the size and nature of its business.
- b. The reports of the internal auditors for the period under audit were considered by us.
- XV. The Company has not entered into non-cash transactions with directors or persons connected with him hence requirement to report on clause 3(xv) of the Order are not applicable to the Company.
- XVI. a. The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the order is not applicable to the Company.
- b. The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c. The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(d) of the order is not applicable to the Company;
- d. There is no core investment Company as a part of group, hence requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- XVII. The Company has not incurred any cash losses in the current financial year and in the immediately preceding financial year.

XVIII. During the year, there was no resignation of statutory auditor and hence the provisions of this clause is not applicable.

XIX. On the basis of the financial ratios disclosed in note 47, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet

date, will get discharged by the Company as and when they fall due.

XX. a. In respect of other than on-going projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies act (the act), in compliance with second proviso to sub-section 5 of Section 135 of the Act. This matter has been disclosed in note 50(vii) to the standalone financial statements.

b. There are no unspent amounts in respect of on-going projects that are required to be transferred to a special account in compliance of provision of sub-section (6) of Section 135 of Companies Act.

XXI. The requirement of clause 3(xxi) is not applicable in respect of Standalone Financial Statements.

for **K A SANGHAVI AND CO LLP**
Chartered Accountants
FRN: 0120846W/W100289

AMISH ASHVINBHAI SANGHAVI
PARTNER
M. No.: 101413
ICAI UDIN: 24101413BKAACY5799
1001, 1002, 1003, RAJHANS BONISTA,
GHOD DOD ROAD,
Surat-395007 GUJARAT

Place: Surat

Date: April 25, 2024

Annexure-B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of KPI GREEN ENERGY LIMITED ("The Company") as of 31 March 2024 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of

the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company

considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. However, we are of the opinion that the Company can make the Internal Controls on Financial Reporting more adequate and more effective considering the inherent risk and nature and size of the business activities carried out by the Company.

for **K A SANGHAVI AND CO LLP**
Chartered Accountants
FRN: 0120846W/W100289

AMISH ASHVINBHAI SANGHAVI
PARTNER
M. No.: 101413
ICAI UDIN: 24101413BKAACY5799
1001, 1002, 1003, RAJHANS BONISTA,
GHOD DOD ROAD,
Surat-395007 GUJARAT

Place: Surat

Date: April 25, 2024

Standalone Balance sheet

As at March 31, 2024

(₹ in lakhs)

| Particulars | Note No. | As at March 31, 2024 | As at March 31, 2023 |
|-----------------------------------------------------------------------------------------------------------------------------------|----------|----------------------|----------------------|
| I. ASSETS | | | |
| 1) Non-current assets | | | |
| a) Property, Plant and Equipment | 3 | 70,345.04 | 67,240.88 |
| b) Capital work-in-progress | 4 | 7,806.99 | 25.32 |
| c) Investment Property | | | |
| d) Goodwill | | | |
| e) Other Intangible assets | 5 | 64.33 | 26.78 |
| f) Intangible assets under development | | | |
| g) Biological Assets other than bearer plants | | | |
| h) Financial Assets | | | |
| (i) Investments | 6 | 21,391.83 | 6,711.05 |
| (ii) Trade receivables | | | |
| (iii) Loans | | | |
| (iv) Other financial assets | 7 | 738.24 | 447.65 |
| i) Deferred tax assets (net) | | | |
| j) Other non-current assets | 8 | 18.00 | 18.00 |
| Total Non-current assets | | 1,00,364.42 | 74,469.68 |
| 2) Current assets | | | |
| a) Inventories | 9 | 29,211.20 | 13,222.88 |
| b) Financial Assets | | | |
| (i) Investments | | | |
| (ii) Trade receivables | 10 | 30,265.17 | 5,333.23 |
| (iii) Cash and cash equivalents | 11 | 2,202.17 | 990.52 |
| (iv) Bank balances other than (iii) above | 12 | 10,360.37 | 3,324.78 |
| (v) Loans | 13 | 31.07 | 18.54 |
| (vi) Others | 14 | 23.02 | 182.44 |
| c) Current Tax Assets (Net) | | | |
| d) Other current assets | 15 | 38,111.21 | 5,964.55 |
| Total Current assets | | 1,10,204.22 | 29,036.95 |
| Total Assets | | 2,10,568.64 | 1,03,506.63 |
| II. EQUITY AND LIABILITIES | | | |
| A) EQUITY | | | |
| a) Equity share capital | 16 | 6,028.26 | 3,613.40 |
| b) Other Equity | 17 | 68,796.84 | 19,216.86 |
| Total Equity | | 74,825.10 | 22,830.26 |
| B) LIABILITIES | | | |
| 1) Non-current liabilities | | | |
| a) Financial Liabilities | | | |
| (i) Borrowings | 18 | 37,769.38 | 34,429.81 |
| (ii) Lease liabilities | 19 | 19,254.11 | 15,207.84 |
| (iii) Trade Payables | | | |
| Total outstanding dues of micro enterprises and small enterprises (MSE) and Total outstanding dues of creditors other than (MSE) | | | |
| (iv) Other financial liabilities (other than those specified in item b) | 20 | 50.00 | 50.00 |
| b) Provisions | 21 | 55.91 | 37.48 |
| c) Deferred tax liabilities (Net) | 22 | 6,777.03 | 5,174.39 |
| d) Other non-current liabilities | | | |
| Total Non-current Liabilities | | 63,906.43 | 54,899.52 |
| 2) Current liabilities | | | |
| a) Financial Liabilities | | | |
| (i) Borrowings | 23 | 40,654.96 | 10,381.04 |
| (ii) Lease liabilities | | | |
| (iii) Trade Payables | 24 | | |
| Total outstanding dues of micro enterprises and small enterprises (MSE) and Total outstanding dues of creditors other than (MSE)* | | 1,322.39 | 2,188.00 |
| (iv) Other financial liabilities (other than those specified in item c) | 25 | 1,520.17 | 609.12 |
| b) Other Current liabilities | 26 | 1,126.62 | 1,617.29 |
| c) Provisions | 27 | 6.72 | 4.14 |
| d) Current Tax Liabilities (net) | 28 | 1,225.51 | 151.95 |
| Total Current liabilities | | 71,837.11 | 25,776.85 |
| Total Liabilities | | 1,35,743.54 | 80,676.37 |
| Total Equity and Liabilities | | 2,10,568.64 | 1,03,506.63 |

The accompanying notes form an integral part of the Standalone Financial Statements

In terms of our attached report of even date

For **K A Sanghavi and Co LLP**
Chartered Accountants
ICAI FRN: 0120846W/W100289

CA Amish A. Sanghavi
Partner
M. No.: 101413
ICAI UDIN: 24101413BKAACY5799

Place: Surat
Date: April 25, 2024

For and on behalf of the Board
KPI Green Energy Limited

Faruk G. Patel
Chairman & Managing Director
DIN: 00414045

Salim S. Yahoo
Chief Financial Officer

Place: Surat
Date: April 25, 2024

Mohmed Sohil Y. Dabhoja
Whole-Time Director
DIN: 07112947

Rajvi Upadhyay
Company Secretary

Standalone Statement of Profit and Loss

For the year ended March 31, 2024

(₹ in lakhs)

| Particulars | Note No. | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|------------------------------------------------------------------------------------------------------------------------------|----------|-----------------------------------|-----------------------------------|
| I. Revenue from operation | 29 | 72,375.96 | 48,752.96 |
| II. Other Income | 30 | 578.71 | 322.83 |
| III. Total Income (I+II) | | 72,954.67 | 49,075.79 |
| IV. Expenses | | | |
| a) cost of materials consumed | 31 | 35,851.45 | 28,728.65 |
| b) purchase of stock-in-trade | 32 | 318.76 | 445.23 |
| c) Changes in inventories of finished goods, Stock-in-Trade and Work-in-Progress | 33 | (29.52) | (217.50) |
| d) Employee benefits expense | 34 | 1,318.87 | 791.45 |
| e) Finance costs | 35 | 7,638.59 | 3,680.59 |
| f) Depreciation and amortization expenses | 36 | 3,546.99 | 1,910.25 |
| g) Other expenses | 37 | 10,220.30 | 3,632.65 |
| Total expenses (IV) | | 58,865.43 | 38,971.32 |
| V. Profit/(loss) before exceptional items and tax (I-IV) | | 14,089.24 | 10,104.47 |
| VI. Exceptional Items | 38 | 30.54 | 46.13 |
| VII. Profit/(loss) after exceptions items and tax (V-VI) | | 14,058.70 | 10,058.34 |
| VIII. Tax expenses | | | |
| a) Current tax | 39 | 2,086.37 | 832.49 |
| b) Deferred tax | 40 | 1,600.73 | 1,386.49 |
| IX. Profit/(loss) for the period from continuing operations (VII-VIII) | | 10,371.60 | 7,839.36 |
| X. Profit/(loss) from discontinued operations | | - | - |
| XI. Tax expenses of discontinued operations | | - | - |
| XII. Profit/(loss) from discontinued operations (after tax) (X-XI) | | - | - |
| XIII. Profit/(loss) for the period (IX+XII) | | 10,371.60 | 7,839.36 |
| XIV. Other Comprehensive income | | | |
| a) (i) Items that will not be reclassified to profit or loss | 41 | (7.59) | 1.27 |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | 42 | (1.91) | (0.32) |
| b) (i) Items that will be reclassified to profit or loss | | - | - |
| (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| XV. Total Comprehensive Income for the period (13+14) comprising Profit/(loss) and other comprehensive income for the period | | 10,362.10 | 7,840.31 |
| XVI. Earnings per equity share (for continuing operation) | | | |
| a) Basic * | | 18.08 | 13.94 |
| b) Diluted * | | 18.08 | 13.94 |

* Figures are in absolute amount.

The accompanying notes form an integral part of the Standalone Financial Statements.

In terms of our attached report of even date

For **K A Sanghavi and Co LLP**
 Chartered Accountants
 ICAI FRN: 0120846W/W100289

CA Amish A. Sanghavi
 Partner
 M. No.: 101413
 ICAI UDIN: 24101413BKAACY5799

Place: Surat
 Date: April 25, 2024

For and on behalf of the Board
KPI Green Energy Limited

Faruk G. Patel
 Chairman & Managing Director
 DIN: 00414045

Salim S. Yahoo
 Chief Financial Officer

Place: Surat
 Date: April 25, 2024

Mohmed Sohil Y. Dabhoya
 Whole-Time Director
 DIN: 07112947

Rajvi Upadhyay
 Company Secretary

Standalone Cash Flow Statement

For the year ended March 31, 2024

(₹ in lakhs)

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|--------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------------|
| Cash flow from operating activities | | |
| Profit/(loss) before tax and exceptional items | 14,058.70 | 10,058.34 |
| Non-cash Adjustment to reconcile Profit before tax to net cash flow: | | |
| Depreciation and amortisation expense | 3,546.99 | 1,910.25 |
| Interest Income | (526.94) | (231.44) |
| Interest Expense | 7,638.59 | 3,680.59 |
| Amount Directly debited to OCI/Reserves | 1.08 | 1.27 |
| Loss/(Profit) on sale of fixed assets | - | (2.37) |
| Operating profit/(loss) before working capital change | 24,718.41 | 15,416.63 |
| Changes in operating Asset & Liabilities | | |
| (decrease)/Increase in trade payables | 14,289.81 | 8,802.23 |
| (decrease)/increase in provisions and other liabilities | 21.01 | (10.58) |
| (decrease)/increase in other current and other non-current liabilities and financial liabilities | 420.38 | (7,087.85) |
| (Increase)/decrease in trade receivables | (24,931.94) | (1,902.97) |
| (Increase)/decrease in inventories | (15,988.32) | (5,005.59) |
| (Increase)/decrease in other current and other non-current financial assets | (11,287.69) | 1,134.62 |
| Cash (used in)/generated from operating activities | (12,758.34) | 11,346.50 |
| Direct tax paid, (net of refunds) | (751.89) | (680.54) |
| Net cash (used in)/generated from operating activities (A) | (13,510.23) | 10,665.96 |
| Cash flow from investing activities | | |
| Payment for purchase of fixed asset and CWIP (Excl. ROU Asset) | (10,109.92) | (24,434.00) |
| Advances to Capital Creditor | (21,002.66) | - |
| Acquisition of ROU Asset | (4,636.54) | (4,541.07) |
| Interest Income received | 526.94 | 231.44 |
| Proceeds from sale of fixed assets | - | 93.52 |
| Investment in equity shares of Subsidiary | (2,075.11) | (131.20) |
| Net cash (used in)/generated from investing activities (B) | (37,297.30) | (28,781.32) |
| Cash flow from financing activities | | |
| Proceeds from issuance of share capital | 29,999.99 | - |
| Proceeds/(repayment) of lease liability, net | 4,046.27 | 4,443.91 |
| Proceeds/(repayment) of short term borrowings, net | 30,273.93 | 7,743.93 |
| Proceeds/(repayment) from long term borrowings, net | 3,339.56 | 12,600.56 |
| Interest Expense | (7,638.59) | (3,680.59) |
| Expenses incurred on issue of shares | (782.08) | - |
| Dividend Paid and dividend payout charges | (184.32) | (545.72) |
| Net cash (used in)/generated from financing activities (C) | 59,054.76 | 20,562.10 |
| Net Increase/(decrease) in cash and cash equivalent (A+B+C) | 8,247.24 | 2,446.74 |
| Cash and cash equivalent at the beginning of the period | 4,315.30 | 1,868.57 |
| Cash and cash equivalent at the end of the period | 12,562.54 | 4,315.30 |
| Components of cash and cash equivalents | | |
| Cash on hand | 22.89 | 10.61 |
| Balance with banks | | |
| - on current account | 2,179.28 | 979.91 |
| - other bank balance | 10,360.37 | 3,324.78 |
| Total Cash and cash equivalent at the end of the period | 12,562.54 | 4,315.30 |

The accompanying notes form an integral part of the Standalone Financial Statements.

In terms of our attached report of even date

For K A Sanghavi and Co LLP
Chartered Accountants
ICAI FRN: 0120846W/W100289

CA Amish A. Sanghavi
Partner
M. No.: 101413
ICAI UDIN: 24101413BKAACY5799

Place: Surat
Date: April 25, 2024

For and on behalf of the Board
KPI Green Energy Limited

Faruk G. Patel
Chairman & Managing Director
DIN: 00414045

Salim S. Yahoo
Chief Financial Officer

Place: Surat
Date: April 25, 2024

Mohmed Sohil Y. Dabhoya
Whole-Time Director
DIN: 07112947

Rajvi Upadhyay
Company Secretary

Standalone Statement of Changes in Equity

For the year ended March 31, 2024

A. Equity Share Capital

(All the figures are in lakhs)

| Particulars | Amount |
|-------------------------------------------------|----------|
| Balance as at March 31, 2022 | 1,806.70 |
| Changes in Equity Share Capital during the year | 1,806.70 |
| Balance as at March 31, 2023 | 3,613.40 |
| Changes in Equity Share Capital during the year | 2,414.86 |
| Balance as at March 31, 2024 | 6,028.26 |

B. Other Equity

(All the figures are in lakhs)

| Particulars | Reserves and Surplus | | | Items of Other Comprehensive Income | | Total |
|--------------------------------------------------------------------|----------------------|-----------------|-----------------|-------------------------------------|----------------------------|------------|
| | Securities Premium | General Reserve | Capital Reserve | Retained Earnings | Actuarial Gains and Losses | |
| Balance as at April 1, 2022 | 5,139.40 | - | - | 8,597.25 | (7.69) | 13,728.97 |
| Adjusted against Bonus Shares Issue | (1,806.70) | - | - | - | - | (1,806.70) |
| Profit for the year | - | - | - | 7,839.36 | - | 7,839.36 |
| Dividend Distributed | - | - | - | (545.72) | - | (545.72) |
| Other Comprehensive Income for the year | - | - | - | - | 1.27 | 1.27 |
| Tax impact of items not classified to statement of profit and loss | - | - | - | - | (0.32) | (0.32) |
| Balance as at March 31, 2023 | 3,332.70 | - | - | 15,890.89 | (6.73) | 19,216.86 |
| Increase on issue of shares | 42,200.21 | - | - | - | - | 42,200.21 |
| Adjusted against Bonus Shares Issue | (2,009.42) | - | - | - | - | (2,009.42) |
| Expenses related to issue of shares | (763.33) | - | - | (18.75) | - | (782.08) |
| Profit for the year | - | - | - | 10,371.60 | - | 10,371.60 |
| Dividend Distributed | - | - | - | (180.67) | - | (180.67) |
| Other adjustment | - | - | - | (10.16) | - | (10.16) |
| Other Comprehensive Income for the year | - | - | - | - | (7.59) | (7.59) |
| Tax impact of items not classified to statement of profit and loss | - | - | - | - | (1.91) | (1.91) |
| Balance as at March 31, 2024 | 42,760.16 | - | - | 26,052.92 | (16.24) | 68,796.84 |

The accompanying notes form an integral part of the Standalone Financial Statements.

In terms of our attached report of even date

For **K A Sanghavi and Co LLP**
 Chartered Accountants
 ICAI FRN: 0120846W/W100289

CA Amish A. Sanghavi
 Partner
 M. No.: 101413
 ICAI UDIN: 24101413BKAACY5799

Place: Surat
 Date: April 25, 2024

For and on behalf of the Board
KPI Green Energy Limited

Faruk G. Patel
 Chairman & Managing Director
 DIN: 00414045

Salim S. Yahoo
 Chief Financial Officer

Place: Surat
 Date: April 25, 2024

Mohmed Sohil Y. Dabhoya
 Whole-Time Director
 DIN: 07112947

Rajvi Upadhyay
 Company Secretary

Notes to Standalone Financial Statements

For the year ended March 31, 2024

1. Corporate Information

KPI Green Energy Limited ("the Company") was incorporated on 01/02/2008 as a Limited Company domiciled in India under The Companies Act, 1956. The securities of the Company are listed on main board of BSE and NSE. The Company develops, builds, owns, operates and maintains solar power plants as an Independent Power Producer (IPP) and Captive Power Producer (CPP) both under the brand name of 'Solarism'. Both these businesses, IPP and CPP, are currently carried out at plant located at Dist. Bharuch, Gujarat (Solarism Plant).

2. Summary of Significant Accounting Policies

(i) Basis of preparation of Financial Statements:

These standalone financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Indian Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Companies Act, 2013 and guidelines issued by Securities and Exchange Board of India (SEBI) as amended from time to time. The financial statements have been prepared on a going concern basis under the historical cost convention on accrual basis, except in case of assets for which provision for impairment for certain financial instruments which are measured at fair value.

All amounts included in the financial statements are reported in Lacs of Indian Rupees except wherever absolute figure of Indian Rupees mentioned.

(ii) Presentation and disclosure of financial statements:

During the year end March 31, 2024, the Company has presented the financial statements as per the Schedule III notified under the Companies Act, 2013. The statement of Cash Flows has been prepared and presented as per requirements of Ind AS 7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance sheet and Profit & Loss Account, as prescribed in Schedule III of the Act are presented by way of notes forming part of the standalone financial statements. The Company has also reclassified the previous figures in accordance with the requirements applicable in the current year.

Accounting policies have been consistently applied except where a newly issued Indian Accounting Standard is initially adopted or a revision to an existing Indian Accounting Standard requires such change in the accounting policy hitherto in use.

(iii) Use of Estimates:

In the application of the Company's accounting policies, management of the Company is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Standalone Financial Statements.

(iv) Recent accounting pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

(v) Property, Plant and Equipment:

a. Accounting Policy for recognition and measurement:

Property, plant and equipment are stated at acquisition cost less accumulated depreciation and accumulated impairment losses, if any. All costs, including borrowing costs incurred up to the date the asset is ready for its intended use, are capitalised along with the respective asset.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, Write back of creditors over concern of performance of assets, any directly attributable cost of bringing the item to its working condition for its intended use. The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

b. Subsequent measurement:

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Notes to Standalone Financial Statements

For the year ended March 31, 2024

c. Impairment:

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses of tangible and intangible assets are recognised in the statement of profit and loss. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

d. Depreciation:

Depreciation commences when an asset is ready for its intended use. Freehold land and assets held for sale are not depreciated.

Depreciation is recognised on the cost of assets (other than freehold land and properties under construction) less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The Company, based on technical assessment made by technical expert and management estimate, depreciates certain items of plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the

underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset.

Estimated Useful lives of Various Items of Property, Plant and Equipment are as follows:

| Type of Asset | Useful Life (in years) |
|-----------------------------------------|------------------------|
| Building (including civil construction) | 60 |
| Solar Plant | 25 |
| Plant and Machinery | 15 |
| Electrical Installation and Equipment | 10 |
| Furniture & Fixtures | 10 |
| Vehicle (Two-Wheeler) | 10 |
| Vehicle (Four-Wheeler) | 8 |
| Heavy Vehicles | 8 |
| Office Equipment | 5 |
| Computer & Related Accessories | 3 |
| Right of Use Assets | Period of Lease |

e. Derecognition:

An item of Property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

(vi) Intangible Assets:

a. Accounting Policy:

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The residual values, useful lives and method of depreciation of Intangible Assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

b. Amortization:

Amortisation is recognised using Straight Line method over their estimated useful lives. Estimated useful life of the Computer Software is 10 years.

c. Derecognition of Intangible Assets:

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in statement of profit and loss when the asset is derecognised.

Notes to Standalone Financial Statements

For the year ended March 31, 2024

(vii) Capital Work-in-Progress:

Expenditure related to and incurred during implementation of capital projects to get the assets ready for intended use is included under "Capital Work-in-Progress". The same is allocated to the respective items of property plant and equipment on completion of construction/erection of the capital project/property plant and equipment.

(viii) Impairment of non-financial assets:

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior periods/years. Such reversal is recognised in the statement of profit or loss

unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

(ix) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities measured at fair value through profit or loss are recognised immediately in the statement of profit and loss.

The Company offsets a financial asset and a financial liability when it currently has a legally enforceable right to set off the recognized amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(x) Financial Assets:

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

a) Financial Assets at amortised cost:

Financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

The effective interest method is a method of calculating the amortised cost of financial assets and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and transaction costs and other premiums or discounts) through the expected life of the financial assets, or where appropriate, a shorter period, to the net carrying amount on initial recognition. Interest is recognised on an effective interest basis for debt instruments other than those financial assets classified as at Fair Value through Profit and Loss (FVTPL).

Notes to Standalone Financial Statements

For the year ended March 31, 2024

b) Financial Assets at fair value through other comprehensive income (FVTOCI):

A financial asset is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- » the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- » the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial Assets at fair value through profit or loss (FVTPL):

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Fair value changes related to such financial assets including derivative contracts are recognised in the Statement of Profit and Loss.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset.

d) Business Model Assessment:

The Company makes an assessment of the objectives of the business model in which a financial asset is held at portfolio level because it best reflects the way business is managed and information is provided to management.

The assessment of business model comprises the stated policies and objectives of the financial assets, management strategy for holding the financial assets, the risk that affects the performance etc.

e) Derecognition:

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the Statement of Profit and Loss if such gain or loss would have otherwise been recognised in the Statement of Profit and Loss on disposal of that financial asset.

f) Impairment:

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

(xi) Financial Liabilities:

a) Classification as debt or equity:

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

b) Equity Instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

c) Financial Liabilities:

All financial liabilities are measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item in the Statement of Profit and Loss.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Trade and other payables are recognised at the transaction cost, which is its fair value, and subsequently measured at amortised cost.

Financial liabilities at FVTPL

A financial liability may be designated as at FVTPL upon initial recognition if:

- i) such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;

Notes to Standalone Financial Statements

For the year ended March 31, 2024

- ii) the financial liability whose performance is evaluated on a fair value basis, in accordance with the Company's documented risk management.

Fair value changes related to such financial liabilities including derivative contracts like forward currency contracts and options to hedge the Company's foreign currency risks are recognised in the Statement of Profit and Loss.

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if these are incurred for the purpose of repurchasing in the near term. Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in the statement of profit and loss.

d) De-recognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

(xii) Fair value of financial instruments:

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts being approximate fair value due to the short maturity of these instruments.

(xiii) Fair Value Measurement:

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either.

In the principal market for the asset or liability, or In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained below.

(xiv) Borrowing Costs:

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Notes to Standalone Financial Statements

For the year ended March 31, 2024

All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

(xv) Inventories:

Inventories are stated at the lower of cost and net realisable value by following project wise FIFO basis. In determining the cost of Plots, Weighted Average Method is used. Cost of Inventories comprises all cost of purchase and other cost incurred in bringing inventories to their present location and condition. Cost in case of work in progress is determined on the basis of the actual expenditure attributable to the said work till the end of the reporting period.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

(xvi) Revenue recognition:

Revenue from contracts with customers is recognised when control of the goods or services are rendered to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts and other incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes or other amounts collected from customers in its capacity as an agent. If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

The accounting policies for the specific revenue streams of the Company are summarised below:

- a) The Company's contracts with customers for the sale of power plant generally include one performance obligation satisfied over a period of time. Revenue from sale of solar power plant is recognized over time based on output method where direct measurements of value to the customer based on milestones reached to date.
- b) The Company's contracts with customers for the sale of goods generally include one performance obligation. Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customers, generally on delivery of the goods. The transaction price has been adjusted for significant financing component, if any and the adjustment is accounted as finance cost. The difference between the revenue recognised and amount invoiced has been presented as deferred revenue/unbilled revenue.
- c) Revenue from Services rendered is recognised when the work is performed as per the terms of agreement.
- d) Interest income is recognised on Effective Interest Rate (EIR) basis taking into account the amount outstanding and the applicable interest rate.

Contract Balances:

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional i.e. only the passage of time is required before payment of consideration is due.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. Contract liabilities are recognised as revenue when the Company performs obligations under the contract.

(xvii) Employee Benefit Plan:

a) Defined Benefit Plan:

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. However, the Company has not made any such contributions during the year. The cost of providing benefits under the defined benefit plan is based on an independent actuarial valuation carried out using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Company recognises the following changes in the net defined benefit obligation as a charge to the capital work-in-progress till the capitalisation of the projects otherwise the same is charged to the Statement of Profit and Loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

b) Defined Contribution Plan:

Retirement benefit in the form of Provident Fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as a charge to the Statement of Profit and Loss for the period in which the contributions to the respective funds accrue.

Notes to Standalone Financial Statements

For the year ended March 31, 2024

c) Short-Term Employee benefits:

Short-term employee benefits obligations, if any are recognised at an undiscounted amount is charged to the Statement of Profit and Loss for the period in which the related services are received.

(xviii) Current and Non-Current Classification:

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle; or
- It is held primarily for the purpose of trading; or
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

(xix) Taxation:

Tax on Income comprises current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current Tax:

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the reporting period and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred Tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Standalone financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(xx) Leases:

The Company as a lessee

The Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the lease payments

Notes to Standalone Financial Statements

For the year ended March 31, 2024

associated with these leases are recognised as an expense on a straight-line basis over the lease term.

Lease term is a non-cancellable period together with periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments to be paid over the lease term at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate. Subsequently, the lease liability is measured at amortised cost using the effective interest method.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on straight-line basis over the term of the relevant lease.

(xxi) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The amount

recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are not recognised but are disclosed in the notes where an inflow of economic benefits is probable.

(xxii) Earnings per share:

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the standalone financial statements by the Board of Directors.

(xxiii) Dividend distribution to equity shareholders of the Company:

The Company recognises a liability to make dividend distributions to its equity holders when the distribution is authorised and the distribution is no longer at its discretion. A corresponding amount is recognised directly in equity.

(xxiv) Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

Notes to Standalone Financial Statements

For the year ended March 31, 2024

(xxv) Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

» Identification of segments:

In accordance with Ind AS 108 – Operating Segment, the operating segments used to present segment information are identified on the basis of information reviewed by the Company's management to allocate resources to the segments and assess their performance. An operating segment is a component of the Company that engages in business activities from which it earns revenues and incurs expenses, including revenues and expenses that relate to transactions with any of the Company's other components. Results of the operating segments are reviewed regularly by the management team (chairman and chief financial officer) which has been identified as the chief operating decision maker (CODM), to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

» Allocation of common costs:

Common allocable costs are allocated to each segment accordingly to the relative contribution of each segment to the total common costs.

» Unallocated Items:

Revenues and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable

basis, have been included under "Unallocated corporate expenses". Assets and liabilities, which relate to the Company as a whole and are not allocable to segments on reasonable basis, are shown as unallocated corporate assets and liabilities respectively.

» Segment Accounting Policies:

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

(xxvi) Investments in subsidiaries, associates and joint ventures:

Investments in Subsidiaries, Associates and Joint Ventures are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

(xxvii) Cash and Cash Equivalents:

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

Notes to Standalone Financial Statements

For the year ended March 31, 2024

3. Property, Plant and Equipment

(All amounts are in lakhs unless otherwise stated)

| PARTICULARS | LAND - FREEHOLD | BUILDINGS | PLANT & MACHINERY* | OFFICE EQUIPMENT | ELECTRICAL INSTALLATIONS AND EQUIPMENT | COMPUTER EQUIPMENT | ROU ASSETS - LAND | ROU ASSETS - CORPORATE OFFICE | ROU ASSETS - PLOT | ROU ASSETS - PLANT | ROU ASSETS - GUEST HOUSE | FURNITURE & FIXTURES | VEHICLES | TOTAL |
|---------------------------------|-----------------|---------------|--------------------|------------------|----------------------------------------|--------------------|-------------------|-------------------------------|-------------------|--------------------|--------------------------|----------------------|---------------|------------------|
| GROSS VALUE | | | | | | | | | | | | | | |
| AS AT APRIL 1, 2022 | 4,349.53 | 57.99 | 29,477.78 | 23.31 | 73.82 | 47.53 | 2,584.99 | 409.88 | 7,562.90 | - | - | 281.34 | 225.63 | 45,094.70 |
| ADDITIONS FOR THE YEAR | 1,895.88 | 292.48 | 21,627.93 | 33.99 | 126.66 | 28.52 | 2,055.31 | - | 311.59 | 2,174.18 | - | 230.64 | 206.57 | 28,983.73 |
| DELETIONS FOR THE YEAR | - | - | 6714 | - | - | - | - | - | - | - | - | - | 44.05 | 11119 |
| AS AT MARCH 31, 2023 | 6,245.41 | 350.47 | 51,038.57 | 57.31 | 200.47 | 76.05 | 4,640.30 | 409.88 | 7,874.49 | 2,174.18 | - | 511.97 | 388.15 | 73,967.24 |
| ADDITIONS FOR THE YEAR | 15773 | 300.44 | 4,497.53 | 44.73 | 148.67 | 114.49 | 3,220.55 | 175.71 | 312.53 | 912.31 | 15.44 | 188.93 | 458.01 | 10,547.05 |
| DELETIONS FOR THE YEAR* | - | - | 4,250.87 | - | - | - | - | - | - | - | - | - | - | 4,250.87 |
| AS AT MARCH 31, 2024 | 6,403.13 | 650.91 | 51,285.23 | 102.03 | 349.14 | 190.54 | 7,860.85 | 585.59 | 8,187.01 | 3,086.49 | 15.44 | 700.90 | 846.15 | 80,263.42 |
| ACCUMULATED DEPRECIATION | | | | | | | | | | | | | | |
| AS AT APRIL 1, 2022 | - | 1.50 | 3,791.51 | 12.31 | 16.43 | 32.55 | 24.86 | 39.04 | 764.51 | - | - | 42.09 | 114.45 | 4,839.26 |
| ADDITIONS FOR THE YEAR | - | 1.20 | 1,140.42 | 7.42 | 9.34 | 11.54 | 157.90 | 19.52 | 399.05 | 108.71 | - | 31.08 | 20.98 | 1,907.15 |
| DELETIONS FOR THE YEAR | - | - | 16.97 | - | - | - | - | - | - | - | - | - | 3.08 | 20.05 |
| AS AT MARCH 31, 2023 | - | 2.70 | 4,914.97 | 19.73 | 25.77 | 44.09 | 182.76 | 58.55 | 1,163.57 | 108.71 | - | 73.17 | 132.34 | 6,726.36 |
| ADDITIONS FOR THE YEAR | - | 6.82 | 2,071.68 | 11.61 | 25.89 | 32.38 | 277.04 | 37.09 | 424.96 | 548.10 | 0.77 | 65.05 | 41.86 | 3,543.27 |
| DELETIONS FOR THE YEAR* | - | - | 351.24 | - | - | - | - | - | - | - | - | - | - | 351.24 |
| AS AT MARCH 31, 2024 | - | 9.52 | 6,635.41 | 31.34 | 51.67 | 76.46 | 459.80 | 95.64 | 1,588.53 | 656.81 | 0.77 | 138.22 | 174.21 | 9,918.39 |
| NET VALUE | | | | | | | | | | | | | | |
| AS AT APRIL 1, 2022 | 4,349.53 | 56.49 | 25,686.27 | 11.00 | 57.39 | 14.98 | 2,560.13 | 370.84 | 6,798.39 | - | - | 239.25 | 111.17 | 40,255.43 |
| AS AT MARCH 31, 2023 | 6,245.41 | 347.77 | 46,123.60 | 37.58 | 174.70 | 31.97 | 4,457.54 | 351.32 | 6,710.92 | 2,065.47 | - | 438.80 | 255.80 | 67,240.88 |
| AS AT MARCH 31, 2024 | 6,403.13 | 641.39 | 44,649.82 | 70.70 | 297.47 | 114.07 | 7,401.05 | 489.95 | 6,598.48 | 2,429.67 | 14.67 | 562.68 | 671.95 | 70,345.04 |

(i) There is no intent to sell any of the assets held by the Company and hence there is no fixed assets held for disposal.

(ii) Refer Schedule no. 18 for details on Property, Plant and equipment pledged as security by the Company.

(iii) All the assets purchased during the year were put to use before March 31, 2024 (March 31, 2023). The assets which are not put to use during the year are separately shown under capital work-in-progress at the year end.

(iv) During the year, there is no change in amount of the Property, Plant and Equipment due to business combination, revaluation and other adjustments.

(v) During the year, the Company has not held any Benami property as defined under the Benami Transactions (prohibition) Act, 1988.

*This amount reflects the IPP solar plants which were converted to inventory as on 01/01/2024 at their carrying value.

Notes to Standalone Financial Statements

For the year ended March 31, 2024

4. Capital work-in-progress

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------------------|-----------------|--------------|
| Tangible Assets Work-in-Progress | | |
| Capital Work-in-Progress | 7,806.99 | 25.32 |
| | 7,806.99 | 25.32 |

Refer Schedule no. 18 for details on Capital work-in-progress pledged as security by the Company.

CWIP ageing schedule for year ended March 31, 2024

(All the figures are in lakhs)

| CWIP | Amount in CWIP for a period of | | | | Total |
|--------------------------------|--------------------------------|----------|----------|------------------|---------|
| | Less than 1 year | 1-2 year | 2-3 year | More than 3 year | |
| Project in Progress | 7781.67 | 25.32 | - | - | 7806.99 |
| Projects temporarily suspended | - | - | - | - | - |

CWIP ageing schedule for year ended March 31, 2023

(All the figures are in lakhs)

| CWIP | Amount in CWIP for a period of | | | | Total |
|--------------------------------|--------------------------------|----------|----------|------------------|-------|
| | Less than 1 year | 1-2 year | 2-3 year | More than 3 year | |
| Project in Progress | 25.32 | - | - | - | 25.32 |
| Projects temporarily suspended | - | - | - | - | - |

The Company does not have any capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan.

5. Other Intangible assets

(All the figures are in lakhs)

| Particulars | Computer Software |
|-------------------------------------------------|-------------------|
| Cost | |
| Balance as at April 1, 2023 | 33.51 |
| Additions | 41.27 |
| Deletions | - |
| Balance as at March 31, 2024 | 74.78 |
| Accumulated Ammortisation | |
| Balance as at April 1, 2023 | 6.73 |
| Additions | 3.72 |
| Deletions | - |
| Balance as at March 31, 2024 | 10.45 |
| Net carrying amount as at March 31, 2024 | 64.33 |
| Cost | |
| Balance as at April 1, 2022 | 32.59 |
| Additions | 0.92 |
| Deletions | - |
| Balance as at March 31, 2023 | 33.51 |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

5. Other Intangible assets (Contd.)

(All the figures are in lakhs)

| Particulars | Computer Software |
|-------------------------------------------------|-------------------|
| Accumulated Ammortisation | |
| Balance as at April 1, 2022 | 3.63 |
| Additions | 3.10 |
| Deletions | - |
| Balance as at March 31, 2023 | 6.73 |
| Net carrying amount as at March 31, 2023 | 26.78 |
| Net carrying amount as at April 1, 2022 | 28.95 |

- (i) There is no intent to sale any of the Intangible Asset held by the Company and hence there is no Intangible Asset held for disposal.
- (ii) All the Intangible Asset purchased during the year were put to use before March 31, 2024.
- (iii) During the year, there is no change in amount of the Intangible Asset due to business combination, revaluation and other adjustments.
- (iv) Refer Schedule no. 18 for details on Intangible Assets pledged as security by the Company.

6. Investments

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|----------------------------------------------------------------------------------------------------------------------------|------------------|-----------------|
| Investments in Equity Instruments | | |
| Investments in Unquoted Equity Instruments of Subsidiaries | | |
| KPIG ENERGIA PRIVATE LIMITED (Share Capital) | 3,248.00 | 3,248.00 |
| SUN DROP ENERGIA PRIVATE LIMITED(Share Capital) | 535.00 | 535.00 |
| KPARK SUNBEAT PRIVATE LIMITED (Share Capital) | 12,620.54 | - |
| Deemed Investments (refer Note (i) below) | | |
| KPIG ENERGIA PRIVATE LIMITED | - | 316.62 |
| SUN DROP ENERGIA PRIVATE LIMITED | 3,596.63 | 2,611.43 |
| KPARK SUNBEAT PRIVATE LIMITED | 1,391.65 | - |
| Investment in other than subsidiaries | | |
| 100 (100) Unquoted Equity Shares of ₹10 Each Fully Paid Up in Evergreen Mahuva Windfarms Pvt. Ltd. (refer Note (ii) below) | 0.01 | 0.01 |
| | 21,391.83 | 6,711.05 |

- (i) As per Ind AS 109, Loan granted on other than market terms has to be fair valued and the difference between fair value and amount granted has to be treated as equity component. Accordingly, since the Company has granted interest free loans to its wholly owned subsidiaries without specifying any repayment terms, it is not possible to determine the fair value of loan and hence the loan granted to subsidiaries have been classified as Deemed Investment.
- (ii) The cost of these investments approximate their fair value because there is a wide range of possible fair value measurements and the cost represents the best estimate of fair value within that range.

Notes to Standalone Financial Statements

For the year ended March 31, 2024

7. Other financial assets

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------------|---------------|---------------|
| Security Deposits | | |
| Unsecured, considered good | | |
| Security Deposit | 50.57 | 15.71 |
| Rent Deposit | 487.23 | 306.94 |
| Other Deposit | 24.45 | 9.76 |
| Others | | |
| Unsecured, considered good | | |
| Others* | 175.99 | 115.24 |
| | 738.24 | 447.65 |

*This amount includes ₹37.69 lakhs receivable from TESCO Project Limited against whom the Company has filed a case u/s 138 of the Negotiable Instruments Act, 1881 which is pending before Additional Magistrate (First Class), Surat for adjudication.

8. Other non-current assets

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|---------------------------------|--------------|--------------|
| Other non-current assets | | |
| Income Tax paid under appeal | 18.00 | 18.00 |
| | 18.00 | 18.00 |

9. Inventories

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|------------------------------|------------------|------------------|
| Work-in-Progress | | |
| Closing Stock of Power Plant | 28,215.93 | 12,257.13 |
| Stock in Trade | | |
| Closing Stock of Plot | 920.54 | 891.01 |
| Closing Stock of Flats | 74.74 | 74.74 |
| | 29,211.20 | 13,222.88 |

Refer Schedule no. 18 and Schedule no. 23 for details on inventories pledged as security by the Company.

10. Trade receivables

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------------|------------------|-----------------|
| Trade receivables | | |
| Unsecured, considered good | | |
| Sundry debtors (CPP and others) | 26,635.40 | 3,086.77 |
| Sundry debtors (Plot) | 363.81 | 508.32 |
| Sundry debtors (Power Sales) | 3,265.96 | 1,738.15 |
| | 30,265.17 | 5,333.23 |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

Ageing Schedule as on March 31, 2024

| Particulars | Not Due | Outstanding for following periods from due date of payment (Refer Note below) | | | | | Total |
|------------------------------------------------------------------------------------|---------|----------------------------------------------------------------------------------|-------------------|-----------|-----------|-------------------|-----------|
| | | Less than 6 Month | 6 Months - 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | |
| (i) Undisputed Trade receivables - considered good | 252.84 | 28,075.50 | 1,133.53 | 791.34 | 11.96 | - | 30,265.17 |
| (ii) Undisputed Trade receivables - Which have significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Undisputed Trade receivables - credit impaired | - | - | - | - | - | - | - |
| (iv) Disputed Trade receivables - considered good | - | - | - | - | - | - | - |
| (v) Disputed Trade receivables - Which have significant increase in credit risk | - | - | - | - | - | - | - |
| (vi) Disputed Trade receivables - credit impaired | - | - | - | - | - | - | - |

Where due date of payment is not available date of transaction has been considered.

Ageing Schedule as on March 31, 2023

| Particulars | Not Due | Outstanding for following periods from due date of payment (Refer Note below) | | | | | Total |
|------------------------------------------------------------------------------------|----------|----------------------------------------------------------------------------------|-------------------|-----------|-----------|-------------------|----------|
| | | Less than 6 Month | 6 Months - 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | |
| (i) Undisputed Trade receivables - considered good | 1,438.28 | 3,743.67 | 122.23 | 29.06 | - | - | 5,333.23 |
| (ii) Undisputed Trade receivables - Which have significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Undisputed Trade receivables - credit impaired | - | - | - | - | - | - | - |
| (iv) Disputed Trade receivables - considered good | - | - | - | - | - | - | - |
| (v) Disputed Trade receivables - Which have significant increase in credit risk | - | - | - | - | - | - | - |
| (vi) Disputed Trade receivables - credit impaired | - | - | - | - | - | - | - |

Where due date of payment is not available date of transaction has been considered.

11. Cash and cash equivalents

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|--------------|------------|------------|
| Cash in hand | | |
| Cash in hand | 22.89 | 10.61 |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

11. Cash and cash equivalent (Contd.)

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|----------------------------------------|-----------------|---------------|
| Balance with Banks | | |
| Balance with scheduled Banks | | |
| Current Account | | |
| State Bank of India | 1,977.23 | 898.15 |
| UCO Bank | - | - |
| Bombay Mercantile Co-operative Bank | - | 0.05 |
| Other Account | | |
| State Bank of India - Escrow Account | - | - |
| Axis Bank - Escrow Account | 114.18 | 75.10 |
| RBL A/c | 0.02 | |
| Bandhan bank OD | 80.79 | |
| State Bank of India - Dividend Account | 7.07 | 6.61 |
| | 2,202.17 | 990.52 |

12. Bank balances other than (iii) above

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-------------------------|------------------|-----------------|
| Deposit Accounts | | |
| Fixed Deposit | 10,360.37 | 3,324.78 |
| | 10,360.37 | 3,324.78 |

Fixed Deposits are stated along with accrued interest upto the date of balance sheet on the basis of interest certificate obtained from the banks by the management.

13. Loans

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|------------------------|--------------|--------------|
| Loans to others | | |
| Loan to Employees | 31.07 | 18.54 |
| | 31.07 | 18.54 |

| Type of Borrower | Balance as on March 31, 2024 | Percentage to Total Loans | Balance as on March 31, 2023 | Percentage to Total Loans |
|------------------|------------------------------|---------------------------|------------------------------|---------------------------|
| Promoters | - | 0% | - | 0% |
| Directors | - | 0% | - | 0% |
| KMPs | 3.51 | 11% | 3.63 | 20% |
| Related Parties | - | 0% | - | 0% |

14. Others

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-------------------------------|------------|------------|
| Other Financial Assets | | |
| Ahmed Mo. Hanif Variyava | - | - |
| TDS Receivable From NBFC | 0.90 | 0.90 |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

14. Others (Contd.)

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|----------------|--------------|---------------|
| TDS Receivable | 21.40 | 148.36 |
| TCS Receivable | 0.72 | 0.72 |
| Deposits | - | 32.46 |
| | 23.02 | 182.44 |

15. Other current assets

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|---------------------------------------------|------------------|-----------------|
| Capital advances | | |
| Advance Given to Suppliers | 21,002.66 | - |
| Advances other than capital advances | | |
| Advance Given to Suppliers | 12,796.70 | 3,495.44 |
| Other current assets | | |
| GST Credit Receivable | 3,870.73 | 2,175.44 |
| GST Refund Receivable | 24.50 | 24.50 |
| Prepaid Expenses | 416.62 | 269.17 |
| | 38,111.21 | 5,964.55 |

16. Equity share capital

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------------------------------------------------|-----------------|-----------------|
| Authorised share capital | | |
| 7,00,00,000 (4,00,00,000) Equity Shares Fully Paid of ₹10/- Par Value | 7,000.00 | 4,000.00 |
| Issued | | |
| 6,02,82,608 (3,61,34,000) Equity Shares Fully Paid of ₹10/- Par Value | 6,028.26 | 3,613.40 |
| Subscribed | | |
| 6,02,82,608 (3,61,34,000) Equity Shares Fully Paid of ₹10/- Par Value | 6,028.26 | 3,613.40 |
| Paidup | | |
| 6,02,82,608 (3,61,34,000) Equity Shares Fully Paid of ₹10/- Par Value | 6,028.26 | 3,613.40 |
| | 6,028.26 | 3,613.40 |

Holding more than 5%

| Particulars | 31-03-2024 | | 31-03-2023 | | 31-03-2022 | |
|---------------------------|------------------|--------|------------------|--------|------------------|--------|
| | Number of shares | % Held | Number of shares | % Held | Number of shares | % Held |
| Farukbhai Gulambhai Patel | 3,19,62,471 | 53.02 | 1,97,82,234 | 54.75 | 98,38,767 | 54.46 |

Details of Shares for preceding Five years

| Particulars | 31-03-2024 | 31-03-2023 | 31-03-2022 | 31-03-2021 | 31-03-2020 |
|--------------------------------------------------------------------------|-------------|-------------|------------|------------|------------|
| Number of Equity shares issued through Qualified Institutional Placement | 25,35,925 | - | - | - | - |
| Number of Preference shares redeemed | - | - | - | - | - |
| Number of Equity shares issued as bonus share | 2,00,94,203 | 1,80,67,000 | - | - | - |
| Number of Preference shares issued as bonus share | - | - | - | - | - |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

Details of Shares for preceding Five years (Contd.)

| Particulars | 31-03-2024 | 31-03-2023 | 31-03-2022 | 31-03-2021 | 31-03-2020 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|------------|------------|------------|
| Number of Equity shares allotted for contracts without payment received in cash (The shares were issued for acquisition of subsidiary - Kpark Sunbeat Private Limited) | 15,18,480 | - | - | - | - |
| Number of Preference shares allotted for contracts without payment received in cash | - | - | - | - | - |

Reconciliation

| Particulars | 31-03-2024 | | 31-03-2023 | | 31-03-2022 | |
|-------------------------------------|--------------------|---------------------|--------------------|---------------------|--------------------|---------------------|
| | Number of shares | Amount | Number of shares | Amount | Number of shares | Amount |
| Number of shares at the beginning | 3,61,34,000 | 36,13,40,000 | 1,80,67,000 | 18,06,70,000 | 1,80,67,000 | 18,06,70,000 |
| Add: Issue | 2,41,48,608 | 24,14,86,080 | 1,80,67,000 | 18,06,70,000 | - | - |
| Less: Bought back | - | - | - | - | - | - |
| others | - | - | - | - | - | - |
| Numbers of shares at the end | 6,02,82,608 | 60,28,26,080 | 3,61,34,000 | 36,13,40,000 | 1,80,67,000 | 18,06,70,000 |

Shareholding of Promoters

Shares held by promoters as at March 31, 2024

| Name of the Promoter | No. of shares | % of total shares | % Change during the year |
|----------------------------|---------------|-------------------|--------------------------|
| Farukbhai Gulambhai Patel* | 3,19,62,471 | 53.02 | -3.15% |
| Gulammahmad Alibhai Patel* | 16,500 | 0.03 | 0.00% |
| Vahidabanu Faruk Patel* | 1,026 | 0.00 | 0.00% |
| Rashida Gulam Patel* | 16,500 | 0.03 | 0.00% |
| Affan Faruk Patel | 570 | 0.00 | 100.00% |
| Aayasha Farukbhai Patel* | 1,026 | 0.00 | 0.00% |

* The outstanding shares as on 31/03/2024 include the bonus shares allotted by Company in the ratio of 1:2.

Shares held by promoters as at March 31, 2023

| Name of the Promoter | No. of shares | % of total shares | % Change during the year |
|----------------------------|---------------|-------------------|--------------------------|
| Farukbhai Gulambhai Patel* | 1,97,82,234 | 54.75 | 0.53% |
| Gulammahmad Alibhai Patel* | 11,000 | 0.03 | 0.00% |
| Vahidabanu Faruk Patel* | 684 | 0.00 | 0.00% |
| Rashida Gulam Patel* | 11,000 | 0.03 | 0.00% |
| Aayasha Farukbhai Patel* | 684 | 0.00 | 0.00% |

* The outstanding shares as on 31/03/2023 include the bonus shares allotted by Company in the ratio of 1:1.

TERMS/RIGHTS ATTACHED TO EQUITY SHARES

The Company has only one class of equity shares having a par value of ₹10 each. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

During the year ended March 31, 2024 the Company has issued 2,00,94,203 bonus shares in the ratio of 1:2.

Notes to Standalone Financial Statements

For the year ended March 31, 2024

DETAILS OF CONVERTIBLE SECURITIES:

The Company has not issued any securities convertible into equity or preference shares.

DETAILS OF SHARES RESERVED FOR EMPLOYEES STOCK OPTIONS:

The Company has not reserved any shares for employees stock options.

17. Other Equity

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-------------------------------------------------------|------------------|------------------|
| Securities Premium Opening (Refer Note No. (i) below) | 42,760.16 | 3,332.70 |
| Retained Earnings Opening | 15,884.16 | 8,589.57 |
| Amount Transferred from Statement of P & L | 10,371.60 | 7,839.36 |
| Expenses related to issue of shares | (18.75) | - |
| Appropriation and Allocation | (9.50) | 0.95 |
| Dividend Payment (Refer Note (iii) Below) | (180.67) | (545.72) |
| Other adjustment | (10.16) | - |
| Retained Earnings Closing | 26,036.68 | 15,884.16 |
| | 68,796.84 | 19,216.86 |

- (i) Securities Premium is used to record the issue of bonus shares and is utilised in accordance with the provisions of the Companies Act, 2013.
- (ii) Retained Earnings are the profits of the Company earned till date net of appropriations.
- (iii) The Board of Directors at its meeting held on August 11, 2023 and October 9, 2023 has declared an interim dividend at ₹0.25 per share and ₹0.25 per share respectively for the F.Y. 2023-24 which has been paid by the Company during the year.

18. Borrowings

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|------------------------------------------------|------------------|------------------|
| Term Loan | | |
| Banks | | |
| Secured | | |
| State Bank of India | 23,510.51 | 26,434.38 |
| Axis Bank Limited | 1,859.83 | 2,122.39 |
| Bandhan Bank | 4,312.24 | - |
| Union Bank | 4,653.18 | 4,889.92 |
| ICICI Bank Limited | 36.99 | 34.93 |
| Financial Institution | | |
| Secured | | |
| Vivriti Capital Private Limited | 1,300.00 | 912.96 |
| Mercedes-Benz Financial Services India Pvt Ltd | 26.51 | 35.22 |
| Unsecured | | |
| KPIG Energia Private Limited | 2,070.13 | - |
| | 37,769.38 | 34,429.81 |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

| Loan Details | Sanction Amount (₹ in lakhs) | Rate of Interest | Tenure (in months) | Monthly Installment (₹ in lakhs) | Security Offered |
|----------------------------------|---------------------------------|--------------------|--------------------------------------|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ICICI Bank-8083* | 9.84 | 7.80% | 36 | 0.31 | Hypothecation of Car. |
| ICICI Bank-3757 | 9.46 | 7.50% | 48 | 0.23 | Hypothecation of Car. |
| ICICI Bank-102665 | 9.27 | 9.75% | 48 | 0.23 | Hypothecation of Car. |
| ICICI Bank-4919 | 10.58 | 8.25% | 60 | 0.28 | Hypothecation of Car. |
| ICICI Bank-6172 | 25.86 | 8.15% | 60 | 0.65 | Hypothecation of Car. |
| ICICI Bank-1726 | 27.14 | 9.00% | 60 | Repayment is variable as per sanction letter | Hypothecation of Car. |
| Bandhan Bank-Term loan 1 | 4,044.00 | EBR + 3.25% | 120 (including 7 months moratorium) | Repayment is variable as per sanction letter | <p>A. Exclusive charge on entire movable assets including Plant and machinery, spares, equipment, of ₹65.07 tools and accessories, furniture and fixtures, crore (Hard vehicles, and all other movable assets both cost present and future, intangible, goodwill, uncalled considered) capital relating to the 9.95 MW hybrid power plant project.</p> <p>B. Exclusive charge on project lands situated at Amod.</p> |
| Bandhan Bank-Term loan 2 | 836.00 | EBR + 3.25% | 120 (including 7 months moratorium) | Repayment is variable as per sanction letter | <p>C. Personal guarantee of the director Farukbhai Patel and Mohd. Sohil Dabhoya.</p> <p>D. DRA equivalent to three-month interest and principal instalment amounting to ₹1.90 Crore.</p> <p>E. Minimum collateral security coverage of 25% to be ensured, however in case of any shortfall, Lien on FD/other acceptable securities to be accepted.</p> |
| Mercedes Benz Financial services | 44.90 | 8.10% | 60 | 0.91 | Hypothecation of Car. |
| Union Bank** | 5,200.00 | 1 Year MCLR + 0.7% | 169 (including 25 months moratorium) | 143 installments of ₹36,12,000 each and 144 th installment of ₹34,84,000 | <p>A. First Pari passu charge on Various Land holdings of the Company located at Uchadi, District Bhavnagar.</p> <p>B. First Pari passu charge on Hypothecation Various movable assets like Solar Panels, Windmill, accessories and equipments etc.</p> <p>C. First Pari passu charge on escrow account to be excuted between the Company and M/s. UPL limited for purchase of power.</p> <p>D. First Pari passu charge on leasehold rights on windmill land situated at Vataliya, Talaja.</p> <p>E. Collateral security of various land at Moje Sudi District.</p> |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

| Loan Details | Sanction Amount (₹ in lakhs) | Rate of Interest | Tenure (in months) | Monthly Installment (₹ in lakhs) | Security Offered |
|---------------------------------------|---------------------------------|-----------------------------------|-------------------------------------------|-------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Vivriti Capital Private Limited** | 2,000.00 | 6 Months VCPL Index + 5.56% | 30 | 66.67 | A. Exclusive Charge on Various Land holdings of the Company and promoter located at Sudi, Tancha and Bhimpura. B. Further security of firm purchase orders providing cover upto 1.2x of the exposure. C. Exclusive charge on receivables of specific CPP clients for whose order fulfilment the proceeds will be used. D. Second Pari passu charge on entire current assets of the Company. E. Cash Collateral of 10% through lien marked fixed deposits. F. A general lien and set off right on all assets of the Company. |
| Vivriti Capital Private Limited** | 3,000.00 | 6 Months VCPL Index + 3.8% | 36 (including 6 months moratorium) | 99.99 | A. Exclusive and continuing Charge on mortgage property. B. Second Pari passu charge on entire current assets of the Company. C. Cash collateral in the form of Fixed deposit of 10% of O/S loan amount at the time of rating downgrade event and 10% in case of second rating downgrade event. D. Cash Collateral through lien marked fixed deposits. E. Demand promissory note and a letter of continuity. F. Personal gurrantee of Faruk Patel, Sohil Dabhoya, Rashida Patel, Gulam Patel. |
| Axis Bank* | 24.00 | 9.35% | 48 | 0.60 | Hypothecation of JCB. |
| Axis Bank** | 2,560.00 | Repo rate + 3.75% | 156 (including 3 months moratorium) | 21.88 | A. Exclusive Charge on various lands located at Sudi and Amod. B. Exclusive Charge on various moveable properties of the Company and other moveable properties, both present and future, relating to 11.4MW project. C. Personal Gurrantee of director Mr. Faruk Patel. |
| State Bank of India- Mercedes loan | 342.80 | 1YR MCLR + 0.65% | 84 | 5.55 | Hypothecation of Car. |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

| Loan Details | Sanction Amount (₹ in lakhs) | Rate of Interest | Tenure (in months) | Monthly Installment (₹ in lakhs) | Security Offered |
|--------------------------------|---------------------------------|-------------------------|-------------------------------------------|----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| State Bank of India-GECL 1** | 675.00 | 6 Months MCLR + 1% | 60 (including 12 months moratorium) | 14.06 | Hypothecation Charge over the entire current assets of the Company, both present and future including inventories and receivables and entire cash flows of the Company. |
| State Bank of India-GECL 2** | 4,800.00 | 6 Months MCLR + 1% | 72 (including 24 months moratorium) | 100 | |
| State Bank of India-15.35 MW** | 2,800.00 | 6 Months MCLR + 0.5% | 73 (including 1 month moratorium) | 39.33 | A. Mortgage of Immovable properties in the form of various lands pertaining to 15.35 MW, 20 MW & 25 MW and 26.1 MW Project, both present and Future as per Sanction letter obtained from Bank. B. Hypothecation of entire plant and machinery of the Company both present and future. C. Pledge of 97,10,078 equity shares of Mr. Farukbhai Gulambhai Patel as a collateral security. |
| State Bank of India-25 MW** | 7,400.00 | 6 Months MCLR + 0.5% | 130 (including 1 month moratorium) | 57.00 | D. Personal guarantee of Mr. Farukbhai Gulambhai Patel, Sohil Dabhoya, Rashida Patel and Gulam Ahmed patel. E. Corporate guarantee of M/s. Faaiz Money Changer Private Limited. F. Charge on immovable property of M/s. Faaiz Money Changer Private Limited. G. Hypothecation of movable properties and assets, including plant and machinery, machinery spares, furniture, fixtures, vehicles and all other movable assets, intangible assets, uncalled capital relating to 25MW project. |
| State Bank of India-20 MW** | 7,600.00 | 6 Months MCLR + 0.5% | 152 (including 2 months moratorium) | Repayment is variable as per sanction letter | H. Charge on the Debt Service Reserve Account, TRA, any letter of credit, and any other bank accounts. I. Charge on Fixed Deposit of ₹3 Crore. J. Charge on Fixed deposit of ₹1.09 Crore. K. Charge on Fixed deposit of ₹0.16 Crore. |
| State Bank of India-26.1 MW | 8,000.00 | 6 Months MCLR + 0.8% | 168 | Repayment is variable as per sanction letter | L. Escrow cover on revenue account of KP Buildcon Private limited equivalent to average 2 months billing value of ₹3.98 crore for 25 MW loan. |

* Loans have been fully repaid during the year.

** The monthly installment amount only includes principal payment. Interest is charged separately.

Notes to Standalone Financial Statements

For the year ended March 31, 2024

19. Lease liabilities

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|----------------------------------|------------------|------------------|
| Lease Liability Corporate Office | 594.05 | 426.26 |
| Lease Liability Plot | 8,215.12 | 8,037.15 |
| Lease liability Guest House | 14.60 | - |
| Lease Liability Land | 7,842.94 | 4,593.31 |
| Lease Liability Plant | 2,587.40 | 2,151.12 |
| | 19,254.11 | 15,207.84 |

The bifurcation of lease liability into Current and Non-current is not ascertainable as on the date of Balance sheet and hence the entire lease liability has been classified as non-current liability.

20. Other financial liabilities

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|------------------------------------|--------------|--------------|
| Other Long-Term Liabilities | | |
| Bondada Engineering Limited | 50.00 | 50.00 |
| | 50.00 | 50.00 |

21. Provisions

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------|--------------|--------------|
| Employee Benefits | | |
| Gratuity | | |
| Gratuity Payable and others | 55.91 | 37.48 |
| | 55.91 | 37.48 |

22. Deferred tax liabilities (Net)

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------------|-----------------|-----------------|
| Deferred Tax Assets | | |
| Employee Benefits (Gratuity) | 11.94 | 10.48 |
| Expenditure disallowances | - | 17.15 |
| Lease liability | 584.01 | 408.40 |
| Unearned Income as per Ind AS 115 | 109.37 | 103.44 |
| Deferred Tax Liabilities | | |
| Depreciation | 7,482.36 | 5,713.87 |
| | 6,777.03 | 5,174.39 |

Calculation of Deferred Tax

| Particulars | 31-03-2024 | 31-03-2023 |
|-------------------------------------------|------------|------------|
| Deferred Tax Liabilities | | |
| Preliminary Expenses Allowable in 5 Years | 68.15 | 68.15 |
| Depreciation | 7,026.17 | 7,486.51 |
| Tax on Deferred Liabilities @ 25.17% | 1,785.64 | 1,901.51 |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

Calculation of Deferred Tax (Contd.)

| Particulars | 31-03-2024 | 31-03-2023 |
|---------------------------------------------------------------------|------------|------------|
| Deferred Tax Assets | | |
| Lease liability | 697.70 | 1,622.58 |
| Unearned Income as per Ind AS 115 | 23.54 | 410.98 |
| Provision for Gratuity | 13.42 | 11.32 |
| Tax on Deferred Assets @ 25.17% | 184.91 | 514.70 |
| Deferred Tax Liabilities/Assets Transferred to Balance Sheet | | |
| Opening Balance of Deferred Tax (Liabilities) | 5,174.39 | 3,787.58 |
| Deferred Tax (Liabilities) Charged to P & L A/c | 1,600.73 | 1,387.13 |
| Deferred Tax Assets Created through OCI | 1.91 | (0.32) |
| Deferred Tax (Liabilities) transferred to Balance sheet | 6,777.03 | 5,174.39 |

23. Borrowings

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|---------------------------------------------|------------------|------------------|
| Current Maturities of Long-term debt | 5,884.90 | 4,807.23 |
| Loans repayable on Demand | | |
| Banks | | |
| Secured | | |
| Axis Bank - CC | - | 492.79 |
| State bank of India - CC | 22,173.79 | - |
| Yes Bank - CC | 3.05 | - |
| State Bank of India - EVFS A/c | 4,447.77 | - |
| ICICI Bank | 2,616.21 | - |
| Bombay Mercantile co-operative Bank - OD | 95.20 | 94.99 |
| Unsecured | | |
| Poonawala Fincorp Limited | 5,434.04 | 4,986.03 |
| | 40,654.96 | 10,381.04 |

The CC from Axis Bank is secured by charge over various lands situated at Amod and on moveable assets of the Company both present and future comprising plant and machinery, equipments, tools, vehicles. Personal guarantee of the director- Mr. Faruk Patel is also given.

The OD from Bombay Mercantile Co. Op. Bank of ₹95 lakhs was granted against pledge of term deposit of ₹1 Crore.

The CC from State Bank of India is secured by hypothecation charge over the entire current assets of the Company both present and future comprising of raw materials, semi-finished goods, finished goods, stock in progress, stores and spare, receivables and entire cash flows of the Company.

The CC from Yes Bank is secured by first pari passu charge by way of hypothecation on current asset both present and future, unconditional and irrevocable personal guarantee of Farukbhai Patel till the tenor of facility and Fixed Deposit-10% margin to be lien marked upfront.

The CC from RBL Bank is secured by First Pari passu charge on all current assets of the Company, both present and future, 25% cash margin in the form of FD to be placed with RBL Bank on pro rata basis and Unconditional and irrevocable personal guarantee of Mr. Faruk Patel.

The CC from ICICI Bank is secured by collateral security of fixed deposit of ₹70 Million, First pari passu charge on the current assets of the Company of ₹315.8 Million and personal guarantee of Mr. Faruk Patel.

Notes to Standalone Financial Statements

For the year ended March 31, 2024

| Loan Details | Sanction Amount (₹ in lakhs) | Rate of Interest | Tenure (in months) | Monthly Installment (₹ in lakhs) | Security Offered |
|------------------------|---------------------------------|-------------------------------------------------|---------------------------------------------------------------------------|---------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| SBI-E-vfs | 5,000.00 | EBR + 0.15 for 90 Days, EBR + 0.25 for 180 Days | Upto 180 days for payment to vendor of raw materials for CPP segment only | Each Recaivable on due date | Hypothecation charge over the entire current assets of the Company both present and future comprising of raw materials, semi-finished goods, finished goods, stock in progress, stores and spare, receivables and entire cash flows of the Company. |
| Bajaj Finance Limited* | 2,000.00 | 9.25% | 120 Days | Bullet payment at the end of 120 days | First pari passu charge on the current assets of the Company long with existing lenders |
| ICICI BANK-WCDL | 2,500.00 | 6 Month MCLR+0.4% | 120 Days | Bullet payment at the end of 120 days | <p>A. Secured by collateral security of fixed deposit of ₹75 Million.</p> <p>B. First pari passu charge on the current assets of the Company of ₹315.8 Million.</p> <p>C. Personal guarantee of Mr. faruk Patel.</p> |
| AXIS BANK-CC* | 500.00 | Repo rate+3.6% | 12 | On demand | <p>A. Exclusive charge on moveable assets including plant and machinery, spares, equipment, tools and accessories, furniture and fixtures, vehicles, and all other moveable assets both present and future, intangible, goodwill, uncalled capital relating to the 11.4 MW project.</p> <p>B. Primary security - Plot No. 422 A, 422 B, 423 (272) Vill. Sudi, Tal. Amod, Bharuch.</p> <p>C. Personal gurrantee of Mr. Farukbhai Patel.</p> |
| HDFC BANK-WCDL* | 2,500.00 | Interest rate shall be payable on monthly rests | 90 Days | Bullet payment at the end of 90 days | <p>A. Current Assets - Pari Pasu charge on all the present and future current assets of the Company to be hypothecated as primary security for HDFC Bank Ltd. Pari Pasu letter to be submitted within 90 days from date of 1s disbursement and beyond 90 days it will attract a penalty of ₹500 + applicable taxes on daily basis.</p> <p>B. Fixed Deposits - 25% FD margin to be availed before disbursing the WCDL facility. Fixed deposit of 62.50 Million to be availed (25% of 250 Million).</p> <p>C. Personal guarantee of Mr..Patel Farukbhai Gulambhai(Promoter/ Chairman), Mr. Mohmed Sohil Yusufbhai Dabhoya (WTD).</p> |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

| Loan Details | Sanction Amount (₹ in lakhs) | Rate of Interest | Tenure (in months) | Monthly Installment (₹ in lakhs) | Security Offered |
|-----------------------------|---------------------------------|------------------|-----------------------|---------------------------------------|------------------|
| Poonawala Fincorp Limited** | 6,000.00 | 8.50% | 120 Days | Bullet payment at the end of 120 days | Nil |

* Loans have been fully repaid during the year.

** The monthly installment amount only includes principal payment. Interest is charged separately.

24. Trade Payables

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------|------------------|------------------|
| Creditors due others | | |
| Sundry creditors | 27,273.22 | 12,985.09 |
| Sundry creditors (Plot) | 29.91 | 28.22 |
| | 27,303.13 | 13,013.31 |

Ageing Schedule as on March 31, 2024

| Particulars | Outstanding for following periods from due date of payment | | | | Total |
|---------------------------|------------------------------------------------------------|----------|----------|------------------|-----------|
| | Less than 1 year | 1-2 year | 2-3 year | More than 3 year | |
| (i) MSME | 1,322.39 | - | - | - | 1,322.39 |
| (ii) Others | 25,949.00 | 13.51 | 3.03 | 15.21 | 25,980.74 |
| (iii) Disputed dues-MSME | - | - | - | - | - |
| (iv) Disputed dues-Others | - | - | - | - | - |

Ageing Schedule as on March 31, 2023

| Particulars | Outstanding for following periods from due date of payment | | | | Total |
|---------------------------|------------------------------------------------------------|----------|----------|------------------|-----------|
| | Less than 1 year | 1-2 year | 2-3 year | More than 3 year | |
| (i) MSME | 2,188.00 | - | - | - | 2,188.00 |
| (ii) Others | 10,783.03 | 9.99 | - | 32.28 | 10,825.31 |
| (iii) Disputed dues-MSME | - | - | - | - | - |
| (iv) Disputed dues-Others | - | - | - | - | - |

Trade Payables Covered Under MSMED Act, 2006:

Trade Payables covered under MSMED Act, 2006 are those creditors who are outstanding at the balance sheet date. Out of which creditors due for more than 45 days as on the balance sheet date are ₹257.12 lakhs (₹221.10 lakhs). The Company has not provided interest on the same as per the provisions of MSMED Act, 2006.

Amount due to Micro, Small and Medium Enterprises as on March 31, 2024 (March 31, 2023) are disclosed on the basis of information available with the Company regarding status of the suppliers is as follows:

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|------------------------------------------------------------------------------------------------------|------------|------------|
| Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end | 1,322.39 | 2,188.00 |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

Trade Payables Covered Under MSMED Act, 2006: (Contd.)

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|---------------------------------------------------------------------------------------------------------------|------------|------------|
| Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end | - | - |
| Interest paid/reversed during the year | - | - |
| Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year* | NA | NA |
| Interest due and payable towards suppliers registered under MSMED Act, for payments already made | - | - |
| Interest accrued and remaining unpaid | - | - |
| Amount of further interest remaining due and payable in succeeding years | - | - |

* The Company has not maintained the complete records of bill to bill payment made to the vendors registered under MSMED Act, 2006 and therefore the details of amount paid to such vendors during the year beyond the appointed date can not be extracted and hence no amount is mentioned against the said line item.

25. Other financial liabilities

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|----------------------------------|------------|------------|
| Employee Related | | |
| Accrued Salary Payable | | |
| Salary Payable | 219.25 | 76.43 |
| Tax Payable | | |
| TDS & TCS | | |
| TDS & TCS Payable | 442.72 | 119.46 |
| GST Payable | 9.29 | 1.62 |
| Professional Tax Payable | 0.55 | 0.37 |
| Other Accrued Expenses | | |
| P.F. Payable | 7.05 | 2.75 |
| Rent Payable | 10.67 | 3.18 |
| ESIC payable | 0.18 | 0.06 |
| Provision for Expenses | 819.74 | 397.35 |
| Director Sitting Fees Payable | 3.15 | 2.18 |
| Employee Imprest Payable | 0.49 | 5.71 |
| Other Current Liabilities | | |
| Unclaimed Dividend | 7.07 | - |
| | 1,520.17 | 609.12 |

26. Other Current liabilities

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|------------------------------------|------------|------------|
| Revenue Received in Advance | | |
| Unearned Income as per Ind AS 115 | 507.21 | 454.96 |
| Other Current Liabilities | | |
| Advance Received from Debtors | 551.10 | 1,162.33 |
| Other Payables | 68.31 | - |
| | 1,126.62 | 1,617.29 |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

27. Provisions

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|--------------------------|-------------|-------------|
| Employee Benefits | | |
| Gratuity | | |
| Provision for Gratuity | 6.72 | 4.14 |
| | 6.72 | 4.14 |

28. Current tax liabilities

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|--------------------------|-----------------|---------------|
| Tax Provision | | |
| Current Tax | | |
| Provision For Income Tax | 1,225.51 | 151.95 |
| | 1,225.51 | 151.95 |

29. Revenue from operation

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|---------------------------------------------------|------------------|------------------|
| Sale of products | | |
| Sale of power | 13,499.43 | 6754.81 |
| Sale of power plant | 57,377.51 | 41,404.59 |
| Sale of plot | 197.15 | 108.24 |
| Sale of services | | |
| Sale of lease, operation and maintenance services | 1,301.87 | 485.32 |
| | 72,375.96 | 48,752.96 |

30. Other income

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-------------------------------------------------------------------------------|---------------|---------------|
| Interest | | |
| Interest income | 526.94 | 231.44 |
| Profit(Loss) on Redemption/Sale of Investment & Fixed Assets (net) | | |
| Profit/Loss on Disposal of Fixed Assets | - | 2.37 |
| Miscellaneous | | |
| Scrap Sales and other income | 43.29 | 88.46 |
| Round off | | 0.11 |
| Rate difference | 8.48 | 0.45 |
| | 578.71 | 322.83 |

31. Cost of material consumed

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|---------------------|------------------|------------------|
| Raw Material | | |
| Opening | 12,257.13 | 7,469.04 |
| Purchase | 51,810.25 | 33,516.74 |
| Closing | 28,215.93 | 12,257.13 |
| | 35,851.45 | 28,728.65 |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

Details of Raw Material

| Particulars | 31-03-2024 | 31-03-2023 |
|-------------|------------------|------------------|
| Solar Plant | 35,851.45 | 28,728.65 |
| | 35,851.45 | 28,728.65 |

32. Purchase of Stock-in-Trade

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------|---------------|---------------|
| Stock-in-Trade | | |
| Land Purchase | 192.76 | 278.26 |
| Power Units Purchase | 126.00 | 166.97 |
| | 318.76 | 445.23 |

33. Changes in inventories of finished goods, work-in-progress and stock-in-trade

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|--------------------------|----------------|-----------------|
| Opening | | |
| Stock-in-Trade | 965.76 | 748.25 |
| Closing | | |
| Stock-in-Trade | 995.28 | 965.76 |
| Increase/Decrease | | |
| Stock-in-Trade | (29.52) | (217.50) |
| | (29.52) | (217.50) |

Details of Changes in Inventory

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------|----------------|-----------------|
| Stock-in-Trade | | |
| Land | (29.52) | (217.50) |
| | (29.52) | (217.50) |

34. Employee benefit expense

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|------------------------------------------------------|-----------------|---------------|
| Salaries, Wages & Bonus | 1,218.72 | 734.77 |
| Contribution to Gratuity | 13.42 | (9.30) |
| Contribution to Provident Fund, ESIC and Labour fund | 31.01 | 11.60 |
| Staff Welfare Expenses | 55.73 | 54.38 |
| | 1,318.87 | 791.45 |

35. Finance Costs

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|------------------------------------|------------|------------|
| Interest expenses (Refer Note (i)) | 5,318.12 | 2,064.63 |
| Lease Finance Cost | 1,820.33 | 1,324.97 |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

35. Finance Costs (Contd.)

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|----------------------------|-----------------|-----------------|
| Foreign Exchange Gain/Loss | 152.27 | 164.01 |
| Other Finance Charges | 347.87 | 126.98 |
| | 7,638.59 | 3,680.59 |

36. Depreciation and amortisation expense

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------|-----------------|-----------------|
| Depreciation & Amortisation | 3,546.99 | 1,910.25 |
| | 3,546.99 | 1,910.25 |

37. Other Expenses

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-------------------------------------------------------|------------------|-----------------|
| Manufacturing Service Costs Expenses | | |
| Power and Fuel | 125.13 | 75.19 |
| Evacuation and Infrastructure expenses | 4,319.94 | 1,505.08 |
| Other Manufacturing Costs | 1,005.43 | 425.73 |
| Rent Rates and Taxes (Refer Note (i & ii)) | 203.94 | 127.19 |
| Auditors Remuneration | 28.65 | 29.06 |
| Auditors Remuneration | 27.72 | 28.08 |
| Internal Audit Fees | 0.93 | 0.98 |
| Director Sitting Fees | 3.50 | 2.43 |
| Managerial Remuneration to directors | 331.45 | 92.93 |
| Repairs & Maintenance expenses | 90.11 | 67.64 |
| Travelling and Conveyance expenses | 109.42 | 63.11 |
| Legal and Professional expenses | 501.04 | 171.97 |
| Insurance Expenses | 96.51 | 50.05 |
| CSR and Donation expenses | 579.81 | 375.31 |
| Information Technology Expenses | 26.72 | 20.85 |
| Other Administrative and General Expenses | 1,134.60 | 438.67 |
| Royalty Expense | 1,163.51 | - |
| Selling Distribution Expenses | 500.53 | 187.46 |
| | 10,220.30 | 3,632.65 |

- (i) The Company has taken xerox machine on lease which is treated as a low value asset as per the exemption given by Ind AS 116 on Leases and hence the rent charged on same ₹1.08 lakhs (0.62 lakhs) have been debited to Profit & Loss Account.
- (ii) The Company has taken hotels and guest houses on lease on temporary basis for short term accomodation of their site employees and for employees during travelling for work purposes. Since, the same are for a period less than 12 months, they have been treated as short-term leases as per the exemption given by Ind AS 116 and the rent charged on same of ₹26.51 lakhs (4.1 lakhs) have been debited to Profit & Loss Account.

Notes to Standalone Financial Statements

For the year ended March 31, 2024

38. Exceptional Items

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|----------------------|--------------|--------------|
| Prior Period Expense | | |
| Prior Period Expense | 30.54 | 46.13 |
| | 30.54 | 46.13 |

39. Current Tax

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|--------------------------|-----------------|---------------|
| Current Tax | | |
| Provision For Income Tax | 2,086.37 | 832.49 |
| | 2,086.37 | 832.49 |

40. Deferred Tax

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|--------------|-----------------|-----------------|
| Deferred Tax | 1,600.73 | 1,386.49 |
| | 1,600.73 | 1,386.49 |

41. Items that will not be reclassified to profit or loss

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------------|-------------|-------------|
| Provision for Gratuity and others | 7.59 | 1.27 |
| | 7.59 | 1.27 |

42. Income tax relating to items that will not be reclassified

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|--------------|---------------|---------------|
| Deferred Tax | (1.91) | (0.32) |
| | (1.91) | (0.32) |

43. FAIR VALUE DISCLOSURES

i) Financial instruments by category

| Particulars | As at March 31, 2024 | | | As at March 31, 2023 | | |
|---------------------------|----------------------|----------|------------------|----------------------|----------|------------------|
| | FVTPL | FVOCI | AMORTISED COST | FVTPL | FVOCI | AMORTISED COST |
| Financial assets | | | | | | |
| Investments | - | - | 21,391.83 | - | - | 6,711.05 |
| Security deposits | - | - | 50.57 | - | - | 15.71 |
| Rental deposits | - | - | 487.23 | - | - | 306.94 |
| Trade receivables | - | - | 30,265.17 | - | - | 5,333.23 |
| Cash and cash equivalents | - | - | 2,202.17 | - | - | 990.52 |
| Other bank balances | - | - | 10,360.37 | - | - | 3,324.78 |
| Loans | - | - | 31.07 | - | - | 18.54 |
| Other financial assets | - | - | 223.46 | - | - | 307.44 |
| Total | - | - | 65,011.87 | - | - | 17,008.22 |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

i) Financial instruments by category (Contd.)

| Particulars | As at March 31, 2024 | | | As at March 31, 2023 | | |
|------------------------------|----------------------|----------|-------------------|----------------------|----------|------------------|
| | FVTPL | FVOCI | AMORTISED COST | FVTPL | FVOCI | AMORTISED COST |
| Financial liabilities | | | | | | |
| Borrowings | - | - | 78,424.34 | - | - | 44,810.85 |
| Trade payable | - | - | 27,303.13 | - | - | 13,013.31 |
| Lease Liabilities | - | - | 19,254.11 | - | - | 15,207.84 |
| Other financial liabilities | - | - | 1,570.17 | - | - | 659.12 |
| Total | - | - | 12,6551.74 | - | - | 73,691.12 |

Investment in equity instruments of subsidiaries, joint ventures and associates has been accounted at cost in accordance with Ind AS 27. Therefore not within the scope of Ind AS 109, hence not included here.

ii) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the balance sheet are categorized into three levels of fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Financial assets and liabilities measured at fair value – recurring fair value measurements

| 31-03-2024 | Level 1 | Level 2 |
|-------------------------------|----------------|----------------|
| Financial assets | | |
| - | - | |
| Total financial assets | - | |
| 31-03-2023 | Level 1 | Level 2 |
| Financial assets | | |
| - | - | |
| Total financial assets | - | |

Valuation process and technique used to determine fair value

- (i) The fair value of investments in government securities and quoted equity shares is based on the current bid price of respective investment as at the balance sheet date.
- (ii) The fair value of investments in mutual fund units is based on the net asset value (NAV) as stated by the issuers of these mutual fund units in the published statements as at the Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.
- (iii) In order to arrive at the fair value of unquoted investments, the Company obtains independent valuations. The techniques used by the valuer are as follows:
 - a) Asset approach – Net assets value method.
 - b) Income approach – Discounted cash flows (“DCF”) method.
 - c) Market approach – Enterprise value/Sales multiple method.

Derivative financial assets

The Company has not entered into derivative financial instruments.

Notes to Standalone Financial Statements

For the year ended March 31, 2024

(iii) Fair value of instruments measured at amortised cost

| Particulars | Level | March 31, 2024 | | March 31, 2023 | |
|------------------------------------|---------|-------------------|--------------------|------------------|------------------|
| | | Carrying value | Fair value | Carrying value | Fair value |
| Financial Assets | | | | | |
| Security deposits | Level 3 | 50.57 | 50.57 | 15.71 | 15.71 |
| Rental deposits | Level 3 | 487.23 | 487.23 | 306.94 | 306.94 |
| Investments | Level 3 | 21,391.83 | 21,391.83 | 6,711.05 | 6,711.05 |
| Trade receivables | Level 3 | 30,265.17 | 30,265.17 | 5,333.23 | 5,333.23 |
| Loans | Level 3 | 31.07 | 31.07 | 18.54 | 18.54 |
| Other financial assets | Level 3 | 223.46 | 223.46 | 307.44 | 307.44 |
| Total Financial Assets | | 52,449.33 | 52,449.33 | 12,692.91 | 12,692.91 |
| Financial Liabilities | | | | | |
| Borrowings | Level 3 | 78,424.34 | 78,424.34 | 44,810.85 | 44,810.85 |
| Trade payables | Level 3 | 27,303.13 | 27,303.13 | 13,013.31 | 13,013.31 |
| Lease Liabilities | Level 3 | 19,254.11 | 19,254.11 | 15,207.84 | 15,207.84 |
| Other financial liabilities | Level 3 | 1,570.17 | 1,570.17 | 659.12 | 659.12 |
| Total Financial Liabilities | | 12,6551.74 | 1,26,551.74 | 73,691.12 | 73,691.12 |

The management assessed that security deposits, loan to related parties, other financial assets and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- (i) Long-term fixed-rate and variable-rate receivables are evaluated by the Company based on parameters such as interest rates, individual creditworthiness of the customer and other market risk factors. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- (ii) All the other long term borrowing facilities availed by the Company are variable rate facilities which are subject to changes in underlying Interest rate indices. Further, the credit spread on these facilities are subject to change with changes in Company's creditworthiness. The management believes that the current rate of interest on these loans are in close approximation from market rates applicable to the Company. Therefore, the management estimates that the fair value of these borrowings are approximate to their respective carrying values.

44.1 Financial risk management

(i) Risk management framework

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the Company is exposed to and how the Company manages the risk and the related impact in the financial statements.

| Risk | Exposure arising from | Measurement | Management |
|-----------------------------|-------------------------------------------------------------------------------------------|-----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Credit risk | Cash and cash equivalents, trade receivables, financial assets measured at amortised cost | Ageing analysis | Bank deposits, diversification of asset base, credit limits and collateral. |
| Liquidity risk | Borrowings and other liabilities | Rolling cash flow forecasts | Availability of committed credit lines and borrowing facilities |
| Market risk - interest rate | Long-term borrowings at variable rates | Sensitivity analysis | Negotiation of terms that reflect the market factors |
| Market risk-Security price | Investments in equity securities | Sensitivity analysis | Company presently does not make significant investments in equity shares, except for entities where it exercises control or joint control or significant influence. |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

The Company's risk management is carried out by a central treasury department (of the Company) under policies approved by the board of directors. The board of directors provides written principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk and investment of excess liquidity.

A) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.

The carrying amount of financial assets represents the maximum credit exposure.

- cash and cash equivalents;
- trade receivables;
- loans & receivables carried at amortised cost; and
- deposits with banks.

a) Credit risk management

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: Low

B: Medium

C: High

Assets under credit risk

| Particulars | | March 31, 2024 | March 31, 2023 |
|---------------|---------------------------|----------------|----------------|
| A: Low | Loans | 31.07 | 18.54 |
| | Investments | 21,391.83 | 6,711.05 |
| | Other financial assets | 761.26 | 630.09 |
| | Cash and cash equivalents | 2,202.17 | 990.52 |
| | Other bank balances | 10,360.37 | 3,324.78 |
| | Trade receivables | 30,265.17 | 5,333.23 |

Cash and cash equivalents and other bank balances

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

Trade receivables

The Company closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The Company assesses increase in credit risk on an ongoing basis for amounts receivable that become past due and default is considered to have occurred when amounts receivable become past due one year.

Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

Notes to Standalone Financial Statements

For the year ended March 31, 2024

B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the Company operates.

Maturities of financial liabilities

The tables below analyze the Company's financial liabilities into relevant maturity of the Company based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

| March 31, 2024 | Less than 1 year | 1-3 year | More than 3 years | Total |
|-----------------------------|------------------|------------------|-------------------|--------------------|
| Borrowings | 40,654.96 | 12,862.42 | 24,906.96 | 78,424.34 |
| Lease Liabilities | - | 3,092.03 | 16,162.08 | 19,254.11 |
| Trade payable | 27,303.13 | - | - | 27,303.13 |
| Other financial liabilities | 1,520.17 | - | 50.00 | 1,570.17 |
| Total | 69,478.26 | 15,954.44 | 41,119.04 | 1,26,551.74 |

| March 31, 2023 | Less than 1 year | 1-3 year | More than 3 years | Total |
|-----------------------------|------------------|------------------|-------------------|------------------|
| Borrowings | 10,381.04 | 9,516.17 | 24,913.64 | 44,810.85 |
| Lease Liabilities | - | 2,077.27 | 13,130.56 | 15,207.84 |
| Trade payable | 13,013.31 | - | - | 13,013.31 |
| Other financial liabilities | 609.12 | - | 50.00 | 659.12 |
| Total | 24,003.47 | 11,593.44 | 38,094.21 | 73,691.12 |

Interest rate risk

i) Liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. As at March 31, 2024, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates.

The Company's investments in fixed deposits all pay fixed interest rates.

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

| Particulars | March 31, 2024 | March 31, 2023 |
|--------------------------|-----------------|-----------------|
| Variable rate borrowings | 5,291.00 | 1,863.06 |
| Fixed rate borrowings | 27.12 | 201.57 |
| Total borrowings | 5,318.12 | 2,064.63 |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates. In case of fixed rate borrowings a change in interest rates at the reporting date would not affect profit or loss.

| Particulars | Effect on profit after tax | |
|----------------------------------------------|----------------------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Total borrowings | | |
| - Impact due to increase of 50 basis points* | (392.12) | (224.05) |
| - Impact due to decrease of 50 basis points* | 392.12 | 224.05 |

*Holding all other variable constant

ii) Assets

The Company's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

C) Price risk

Exposure

The Company's exposure price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit or loss. To manage the price risk arising from investments, the Company diversifies its portfolio of assets.

The Company does not have any significant investments in equity instruments which create an exposure to price risk.

44.2 Capital management

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern;
- to provide an adequate return to shareholders.

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents and other bank balances as presented on the face of balance sheet.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The Company's adjusted net debt to equity ratio as at year end were as follows:

| Particulars | March 31, 2024 | March 31, 2023 |
|---------------------------------------------------|----------------|----------------|
| Total borrowings | 78,424.34 | 44,810.85 |
| Less: cash and cash equivalents | 12,562.54 | 4,315.30 |
| Net debt | 65,861.80 | 40,495.55 |
| Total equity | 74,825.10 | 22,830.26 |
| Adjusted net debt to adjusted equity ratio | 0.88 | 1.77 |

Dividends

| Particulars | March 31, 2024 | March 31, 2023 |
|----------------------------------------------------------------------|----------------|----------------|
| Equity shares | | |
| (i) Interim Dividend | | |
| For the year ended March 31, 2024 of ₹0.5 per share (excluding tax) | 180.67 | - |
| For the year ended March 31, 2023 of ₹2.85 per share (excluding tax) | - | 545.72 |
| (ii) Proposed Dividend | | |
| For the year ended March 31, 2024 of ₹0.00 per share (excluding tax) | - | - |
| For the year ended March 31, 2023 of ₹0.00 per share (excluding tax) | - | - |

This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.

Notes to Standalone Financial Statements

For the year ended March 31, 2024

45. Pursuant to the Indian Accounting Standard (Ind AS 33) – Earnings per Share, the disclosure is as under

| Particulars | UOM | March 31, 2024 | March 31, 2023 |
|----------------------------------------------------------------------|-------|----------------|----------------|
| Basic and Diluted EPS | | | |
| Profit after tax as per Statement of Profit and Loss | lakhs | 10,362.10 | 7,840.31 |
| Weighted average number of equity shares outstanding during the year | No. | 5,74,10,643 | 56228203 |
| Nominal Value of Equity Shares | ₹ | 10 | 10 |
| Basic and Diluted EPS | ₹ | 18.08 | 13.94 |

The Company has presented segment information in the consolidated financial statements which are presented in the same financial report. Accordingly, in terms of Paragraph 3 of Ind AS 108 'Operating Segments', no disclosures related to segments are presented in these standalone financial statements.

46. Related Party Transactions

Subsidiaries Incorporated in India

| Name of Subsidiary | Holding as at March 31, 2024 | | Holding as at March 31, 2023 | |
|-----------------------------------|------------------------------|--------------|------------------------------|--------------|
| | No. of shares | % of Holding | No. of shares | % of Holding |
| KPIG Energia Private Limited | 3,24,80,000 | 100% | 3,24,80,000 | 100% |
| Sun Drops Energia Private Limited | 53,50,000 | 100% | 53,50,000 | 100% |
| KPARK Sunbeat Private Limited | 10,000 | 100% | - | - |

Other Related Parties

| Name of Entity | Nature of Relationship |
|---------------------------------------------------------------------------------|----------------------------------------------------|
| Quyosh Energia Private Limited | Entity in which KMP is having controlling interest |
| KPGenix Sunray Private Limited | Entity in which KMP is having controlling interest |
| KPIG Renewables Private Limited | Entity in which KMP is having controlling interest |
| KP Green Engineering Limited (Formally known as KP Buildcon Private Limited) | Entity in which KMP is having controlling interest |
| KP Sor-Urja Limited | Entity in which KMP is having controlling interest |
| KP Human Development Foundation | Entity in which KMP is having controlling interest |
| Faaiz Money Changer Private Limited | Entity in which KMP is having controlling interest |
| KPEV Charging Private Limited | Entity in which KMP is having controlling interest |
| Bharuchi Vahora Patel Surat Federation | Entity in which KMP is having controlling interest |
| Solvaves Energia Private Limited | Entity in which KMP is having controlling interest |
| KPZon Energia Private Limited | Entity in which KMP is having controlling interest |
| KPSun Krag Private Limited | Entity in which KMP is having controlling interest |
| Renewable Minds LLP | Entity in which KMP is having controlling interest |
| K.P. Energy Limited | Entity in which KMP is having controlling interest |
| K.P Energy Mahua Windfarms Private Limited | Entity in which KMP is having controlling interest |
| Wind Farm Developers Private Limited | Entity in which KMP is having controlling interest |
| Ungarn Renewable Energy Private Limited | Entity in which KMP is having controlling interest |
| Evergreen Mahuva Windfarms Private Limited | Entity in which KMP is having controlling interest |
| HGV DTL Transmission Projects Private Limited | Entity in which KMP is having controlling interest |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

Other Related Parties (Contd.)

| Name of Entity | Nature of Relationship |
|-------------------------------------------------------------------------------|----------------------------------------------------|
| VG DTL Transmission Projects Private Limited | Entity in which KMP is having controlling interest |
| KP Energy OMS Limited | Entity in which KMP is having controlling interest |
| Mahuva Power Infra LLP | Entity in which KMP is having controlling interest |
| Manar Power Infra LLP | Entity in which KMP is having controlling interest |
| Miyani Power Infra LLP | Entity in which KMP is having controlling interest |
| Belampar Power Infra LLP | Entity in which KMP is having controlling interest |
| Hajjpir Renewable Energy LLP | Entity in which KMP is having controlling interest |
| Vanki Renewable Energy LLP | Entity in which KMP is having controlling interest |
| KPI Green OMS Private Limited (formerly Known as M81 Technologies Pvt Ltd) | Entity in which KMP is having controlling interest |
| Haveliwala and Sons | Entity in which KMP is having controlling interest |
| Azran venture consultancy LLP | Entity in which KMP is having controlling interest |
| Chooseme Venture Consultancy LLP | Entity in which KMP is having controlling interest |
| Itzan Venture Consultancy LLP | Entity in which KMP is having controlling interest |
| Raynott Venture Consultancy LLP | Entity in which KMP is having controlling interest |
| Skylinar Venture Consultancy LLP | Entity in which KMP is having controlling interest |
| Varisity Venture Consultancy LLP | Entity in which KMP is having controlling interest |
| KPF Green Hydrogen & Ammonia Technology Private Limited | Entity in which KMP is having controlling interest |
| KPI Green Hydrogen Private Limited | Entity in which KMP is having controlling interest |
| World Bharuchi Vahora Federation | Entity in which KMP is having controlling interest |
| Hassan Patel | Relative of KMP |
| Affan Patel | Relative of KMP |
| Arifa Salim Yahoo | Relative of KMP |
| Zuveriyah Kadva | Relative of KMP |
| Shaba Affan patel | Relative of KMP |

Key Management Personnel

| Name of KMP | Designation |
|--------------------------------------|------------------------------|
| Faruk Gulambhai Patel | Chairman & Managing Director |
| Mohmed Sohil Yusuf Dabhoya | Whole-Time Director |
| Venu Birappa | Independent Director |
| Mohamed Hanif Mohamed Habibdalchawal | Independent Director |
| Sharadchandra B. Patil | Independent Director |
| Shanker Baheria | Independent Director |
| Bhadrabala Dhimantraj Joshi | Non-Executive Director |
| Afzal H Malkani | Non-Executive Director |
| Amitkumar Subhashchandra Khandelwal | Non-Executive Director |
| Tejpalsingh Jagatsingh Bisht | Independent Director |
| Salim Suleman Yahoo | Chief Financial Officer |
| Rajvi Vinodchandra Upadhyay | Company Secretary |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

The details of amounts due to or due from related parties as at March 31, 2024 and March 31, 2023:

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|-------------------------------------------------------------------------------|------------------------------|------------------------------|
| Managerial Remuneration Payable | | |
| Faruk Gulambhai Patel | 92.13 | 4.85 |
| Mohmed Sohil Yusuf Dabhoya | 2.50 | 0.13 |
| Salim Suleman Yahoo | 2.19 | 3.27 |
| Rajvi Vinodchandra Upadhyay | 0.99 | 0.69 |
| Sundry Creditor | | |
| KP Green Engineering Limited (Formerly Known as K P Buildcon Private Limited) | - | 6.19 |
| K.P. Energy Limited | 10,425.62 | 1,404.91 |
| KPI Green OMS Private Limited (Formerly Known as M81 Technologies Pvt Ltd) | 12.08 | |
| Sundry Debtor | | |
| K.P. Energy Limited | 88.98 | - |
| KPARK Sunbeat Pvt. Ltd. | 1.13 | - |
| Renewable Minds LLP | 224.19 | - |
| Sun Drops Energia Pvt. Ltd. | 1,311.80 | |
| Advance to Suppliers | | |
| KP Green Engineering Limited (Formerly Known as K P Buildcon Private Limited) | 4,383.44 | 1,360.90 |
| KPI Green OMS Private Limited (Formerly Known as M81 Technologies Pvt Ltd) | 47.18 | - |
| Haveliwala and Sons | 296.42 | |
| Loan given | | |
| Rajvi Vinodchandra Upadhyay | 3.51 | 3.63 |
| Loan taken | | |
| KPIG Energia Pvt. Ltd. | 2,070.13 | - |
| Deemed Investments | | |
| KPIG Energia Private Limited | - | 316.62 |
| Sun Drops Energia Private Limited | 3,596.63 | 2,611.43 |
| KPARK Sunbeat Private Limited | 1,391.65 | - |
| Advance Given for Land | | |
| Affan Faruk patel | 245.12 | 70.00 |
| Hassan Faruk Patel | 273.17 | 70.00 |
| Faruk Gulambhai Patel | 5,026.33 | - |
| Advance Given for Property | | |
| Arifa Salim Yahoo | 20.25 | - |
| Lease payable | | |
| Affan Faruk patel | 0.30 | - |
| Zuveriyah Kadva | 0.30 | - |
| Salary payable | | |
| Shaba Affan Patel | 0.22 | 0.15 |
| Director Sitting Fees Payable | | |
| Amit S Khandelwal | 0.18 | - |
| Afzal Malkani | 0.14 | - |
| Tejapal Singh Bisht | 0.23 | - |
| Bhadrabala Dhimantraj Joshi | 0.38 | 0.36 |
| Moh. Hanif Moh. Habib dalchawal | 0.45 | 0.41 |
| Venu Birappa | 0.72 | 0.68 |
| Sharadchandra B Patil | 0.68 | 0.63 |
| Shanker Baheria | 0.38 | 0.11 |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

The details of the related-party transactions entered into by the Company, for the years ended March 31, 2024 and March 31, 2023 are as follows:

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|-------------------------------------------------------------------------------|----------------------|----------------------|
| Managerial Remuneration | | |
| Nirav Girishbhai Raval | - | 5.15 |
| Rajvi Vinodchandra Upadhyay | 10.36 | 7.42 |
| Mohmed Sohil Yusuf Dabhoya | 31.96 | 22.42 |
| Faruk Gulambhai Patel | 300.00 | 80.01 |
| Salim Suleman Yahoo | 36.73 | 10.73 |
| Royalty Expense | | |
| Faruk Gulambhai Patel | 1,163.51 | - |
| Director Sitting Fees | | |
| Bhadrabala Dhimantraj Joshi | 0.43 | 0.40 |
| Moh. Hanif Moh. Habib Dalchawal | 0.50 | 0.45 |
| Venu Birappa | 0.80 | 0.75 |
| Sharadchandra B Patil | 0.75 | 0.70 |
| Shanker Baheria | 0.43 | 0.13 |
| Amit S Khandelwal | 0.20 | - |
| Afzal Malkani | 0.15 | - |
| Tejapal Singh Bisht | 0.25 | - |
| Desposit Returned | | |
| Quyosh Energia Private Limited | - | 40.00 |
| KPARK Sunbeat Private Limited | - | - |
| KPGenix Sunray Private Limited | - | 40.00 |
| KPIG Renewables Private Limited | - | 42.88 |
| KP Sor-Urja Limited | - | - |
| KPEV Charging Private Limited | - | 40.00 |
| Desposit Receivied | | |
| Quyosh Energia Private Limited | - | 40.00 |
| KPARK Sunbeat Private Limited | - | - |
| KPGenix Sunray Private Limited | - | 40.00 |
| KPIG Renewables Private Limited | - | 42.88 |
| KPEV Charging Private Limited | - | 40.00 |
| Loans given | | |
| KP Green Engineering Limited (Formerly Known as K P Buildcon Private Limited) | - | 2,701.16 |
| Loans Received back | | |
| Rajvi Vinodchandra Upadhyay | 0.12 | 0.12 |
| KP Green Engineering Limited (Formerly Known as K P Buildcon Private Limited) | - | 3,161.20 |
| Loan Taken | | |
| Faruk Gulambhai Patel | - | 900.00 |
| KPIG Energia Private Limited | 5,766.13 | |
| Loan Repaid | | |
| Faruk Gulambhai Patel | - | 900.00 |
| KPIG Energia Private Limited | 3,696.00 | - |
| Donation Given | | |
| KP Human Development Foundation | 228.20 | 134.68 |
| Amount Given for CSR Activity | | |
| KP Human Development Foundation | 304.70 | 207.13 |
| Sale | | |
| Sun Drops Energia Private Limited | 2,661.72 | 1,540.37 |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

The details of the related-party transactions entered into by the Company, for the years ended March 31, 2024 and March 31, 2023 are as follows: (Contd.)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|-------------------------------------------------------------------------------------|----------------------|----------------------|
| KP Green Engineering Limited (Formerly Known as K P Buildcon Private Limited) | 230.29 | 6.94 |
| KPIG Energia Private Limited | 10,237.08 | 32.65 |
| K.P. Energy Limited | 70.51 | 0.89 |
| KPARK Sunbeat Private Limited | 1.01 | - |
| Renewable Minds LLP | 1,673.38 | - |
| Purchase | | |
| KP Green Engineering Limited (Formerly Known as K P Buildcon Private Limited) | 2,327.49 | 378.11 |
| KPIG Energia Private Limited | 9.43 | 1,402.05 |
| K.P. Energy Limited | 14,315.27 | 2,017.15 |
| KPI Green OMS Private Limited (Formerly Known as M81 Technologies Pvt Ltd) | 91.52 | - |
| Purchase of capital goods | | |
| KP Green Engineering Limited (Formerly Known as K P Buildcon Private Limited) | 2,484.35 | 7.22 |
| KPI Green OMS Private Limited (Formerly Known as M81 Technologies Pvt Ltd) | 58.70 | 2.15 |
| Interest Received | | |
| KP Green Engineering Limited (Formerly Known as K P Buildcon Private Limited) | 27.62 | 126.64 |
| Deemed investments (Amount advanced) | | |
| KPIG Energia Private Limited | - | 5,258.20 |
| Sun Drops Energia Private Limited | 6,541.22 | 1,665.90 |
| KPARK Sunbeat Private Limited | 1,441.65 | - |
| Deemed investments (Amount received) | | |
| KPIG Energia Pvt. Ltd. | 316.62 | 7,015.50 |
| Sun Drops Energia Pvt. Ltd. | 4,244.22 | 437.00 |
| KPARK Sunbeat Private Limited | 50.00 | - |
| Lease rent paid for Mangonese Villa | | |
| Affan Faruk patel | 0.80 | - |
| Zuveriyah Kadva | 0.80 | - |
| Salary expense | | |
| Shaba Affan Patel | 2.24 | - |
| Issue of shares and cash as consideration paid for acquisition of subsidiary | | |
| Mohmed Sohil Yusuf Dabhoya | 12.62 | - |
| Faruk Gulambhai Patel | 12,607.92 | - |
| Advance Given | | |
| Haveliwala and Sons | 343.25 | - |
| Advance Given for Land | | |
| Affan Faruk patel | 175.12 | 70.00 |
| Hassan Faruk Patel | 203.17 | 70.00 |
| Faruk Gulambhai Patel | 5,026.33 | - |
| Advance Given for Property | | |
| Arifa Salim Yahoo | 20.25 | - |

The Company, KPI Green Energy Limited has given gurantee of ₹8,241 lakhs on behalf of K.P. Energy Limited for borrowings taken from State Bank of India.

The Company, KPI Green Energy Limited has given gurantee of ₹11,936 lakhs on behalf of its subsidiary Company KPIG Energia Private Limited for borrowings taken from State Bank of India.

The Company, KPI Green Energy Limited has given gurantee of ₹2,301 lakhs on behalf of of its subsidiary Company Sundrops Energia Private Limited for borrowings taken from State Bank of India.

The Company, KPI Green Energy Limited has given security of ₹84.94 lakhs on behalf of f its subsidiary Company KPIG Energia Private Limited against borrowings taken from State Bank of India.

Notes to Standalone Financial Statements

For the year ended March 31, 2024

47. Ratio Analysis

| Particulars | UOM | Year Ended March 31, 2024 | Year Ended March 31, 2023 | % of variance | Reason for Variance |
|------------------------------------------------------------------------------------------------------|------------|---------------------------------|---------------------------------|------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| (i) Current Ratio: | | | | | |
| Current Assets (a) | in lakhs | 1,10,204.22 | 29,036.95 | | Current ratio is increased due to the increase in current assets as compared to last year. |
| Current Liabilities (b) | in lakhs | 71,837.11 | 25,776.85 | 36.18% | |
| Current Ratio (a/b) | Times | 1.53 | 1.13 | | |
| a. Items included in Numerator: All financial and non financial current assets | | | | | |
| b. Items included in Denominator: All financial and non financial current liabilities | | | | | |
| (ii) Debt-Equity Ratio: | | | | | |
| Total Debts (a) | in lakhs | 78,424.34 | 44,810.85 | | Debt Equity ratio is decreased due to the increase in equity as compared to last year. |
| Shareholder's Equity (b) | in lakhs | 74,825.10 | 22,830.26 | -46.60% | |
| Debt-Equity Ratio (a/b) | Times | 1.05 | 1.96 | | |
| a. Items included in Numerator: Non-current borrowings and current borrowings | | | | | |
| b. Items included in Denominator: Total Equity | | | | | |
| (iii) Debt Service Coverage Ratio: | | | | | |
| Earnings available for Debt services (a) | in lakhs | 21,337.57 | 13,491.71 | | Since the variance in the ratio is less than 25%, reasons for change is not given. |
| Interest + Installments (b) | in lakhs | 9,661.00 | 5,234.39 | -14.31% | |
| Debt Service coverage Ratio (a/b) | Times | 2.21 | 2.58 | | |
| a. Items included in Numerator: Earning Before Interest, Depreciation and Amortisation | | | | | |
| b. Items included in Denominator: Total Finance cost and Installments (excluding lease finance cost) | | | | | |
| (iv) Return on Equity Ratio: | | | | | |
| Net Profit after taxes (a) | in lakhs | 10,371.60 | 7,839.36 | | Return on Equity ratio is decreased due to the increase in equity as compared to last year |
| Equity Shareholder's fund (b) | in lakhs | 74,825.10 | 22,830.26 | -59.63% | |
| Return on Equity Ratio (a/b) | Percentage | 13.86% | 34.34% | | |
| a. Items included in Numerator: Profit after tax | | | | | |
| b. Items included in Denominator: Total Equity | | | | | |
| (v) Inventory Turnover Ratio: | | | | | |
| Cost of Goods Sold (a) | in lakhs | 41,466.05 | 30,887.19 | | Inventory Turnover Ratio is decreased due to increase in Cost of Goods sold and average inventory as compared to last year. |
| Average Inventory (b) | in lakhs | 21,217.04 | 10,720.09 | -32.17% | |
| Inventory Turnover Ratio (a/b) | Times | 1.95 | 2.88 | | |
| a. Items included in Numerator: Cost of Goods Sold | | | | | |
| b. Items included in Denominator: Average Traded Inventories | | | | | |
| (vi) Trade Receivables Turnover Ratio(in days): | | | | | |
| Average Trade Receivables (a) | in lakhs | 17,799.20 | 4,381.75 | | Trade Receivable Turnover Ratio in days is increased due to the fact that average trade receivables is increased as compared to last year. |
| Sales (b) | in lakhs | 72,375.96 | 48,752.96 | 173.63% | |
| Trade Receivables turnover Ratio (a/b)*365 | Days | 89.76 | 32.80 | | |
| a. Items included in Numerator: Average Trade receivables (including Unbilled revenue) | | | | | |
| b. Items included in Denominator: Total Revenue from Operations | | | | | |
| (vii) Trade Payables Turnover Ratio: | | | | | |
| Average Trade Payables (a) | in lakhs | 20,158.22 | 8,612.20 | | Trade Payable Turnover Ratio in days is increased due to the fact that average trade payables is increased as compared to last year. |
| Total Purchases (b) | in lakhs | 52,129.01 | 33,961.97 | 52.49% | |
| Trade Payables turnover Ratio (a/b)*365 | Days | 141.15 | 92.56 | | |
| a. Items included in Numerator: Average Trade Payables | | | | | |
| b. Items included in Denominator: Total Purchases | | | | | |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

47. Ratio Analysis (Contd.)

| Particulars | UOM | Year Ended March 31, 2024 | Year Ended March 31, 2023 | % of variance | Reason for Variance |
|---------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------------|---------------------------------|------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| (viii) Net Capital Turnover Ratio: | | | | | |
| Sales (a) | in lakhs | 72,375.96 | 48,752.96 | | Net capital turnover Ratio is decreased due to the fact that in current year working capital is significantly increased as compared to last year. |
| Working Capital (b) | in lakhs | 38,367.11 | 3,260.10 | -87.39% | |
| Net Capital Turnover Ratio (a/b) | Times | 1.89 | 14.95 | | |
| a. Items included in Numerator: Total Revenue from Operations | | | | | |
| b. Items included in Denominator: Current Assets less Current Liabilities (other than current maturity of long term borrowings) | | | | | |
| (ix) Net Profit Ratio: | | | | | |
| Net Profit after Tax (a) | in lakhs | 10,371.60 | 7,839.36 | | Since the variance in the ratio is less than 25%, reasons for change is not given. |
| Sales (b) | in lakhs | 72,954.67 | 49,075.79 | -11.00% | |
| Net Profit Ratio (a/b) | Percentage | 14.22% | 15.97% | | |
| a. Items included in Numerator: Profit after Taxes | | | | | |
| b. Items included in Denominator: Total Income | | | | | |
| (x) Return on Capital Employed: | | | | | |
| Earnings before Interest and Taxes (a) | in lakhs | 21,697.29 | 13,738.93 | | Since the variance in the ratio is less than 25%, reasons for change is not given. |
| Capital Employed (b) | in lakhs | 1,10,445.28 | 53,821.57 | -23.04% | |
| Return on Capital Employed (a/b) | Percentage | 19.65% | 25.53% | | |
| a. Items included in Numerator: Profit before tax + Interest expense | | | | | |
| b. Items included in Denominator: Total Equity + Total Borrowings + Deferred tax liability | | | | | |
| (xi) Return on Investment: | | | | | |
| Income from Investment (a) | in lakhs | 523.89 | 231.44 | | Since the variance in the ratio is less than 25%, reasons for change is not given. |
| Total Investment (b) | in lakhs | 6,842.59 | 2,389.70 | -20.95% | |
| Return on Investment (a/b) | Percentage | 7.66% | 9.68% | | |
| a. Items included in Numerator: Interest Income + Dividend Income | | | | | |
| b. Items included in Denominator: Total Investments + Fixed Deposits | | | | | |

48. Contingent Liabilities not provided for

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---------------------------------------------------------------------------------------|------------------------------|------------------------------|
| Income tax Assessment for A.Y. 2015-2016, pending before Comm. of IT-Appeals-1, Surat | 74.22 | 74.22 |
| Income tax Assessment for A.Y. 2014-2015, pending before Comm. of IT-Appeals-1, Surat | 14.24 | 14.24 |

Notes: The Company has filed an appeal before the Appellate authorities in respect of the disputed matter under the Income Tax Act, 1961 and the appeals are pending with the appellate authority. Considering the facts of the matters and other legal pronouncements of jurisdictional HC, no provision is considered necessary by the management because the management is hopeful that the matter would be decided in favour of the Company in the light of the legal advice obtained by the Company. Amount shown as deducted in the brackets are the amounts paid against the demand raised by the Income Tax Department in the Scrutiny assessment. Net amount is shown as Contingent liabilities not provided for.

Notes to Standalone Financial Statements

For the year ended March 31, 2024

49. Employee Benefit Plans

Defined Contribution Plans:

The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Company's contribution is recognized as an expense in the statement of profit and loss during the period in which the employee renders the related service.

The amount recognized as an expense towards contribution to provident fund for the year aggregated to ₹28.72 lakhs (₹9.65 lakhs).

The amount recognised as an expense towards contribution to ESI for the year aggregated to ₹1.03 lakhs (₹1.39 lakhs).

Company adopted Indian Accounting Standard 19 "Employee Benefits" ('Ind AS 19') as specified in Rule 7 of the Companies (Accounts) Rules, 2014.

Defined Benefit Plans:

The Company operates a defined benefit plan (the Gratuity plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The Company has a defined benefit gratuity plan (unfunded) and is governed by the Payment of Gratuity Act, 1972. Under the Act, every employee who has completed at least five year of service is entitled to gratuity benefits on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is unfunded.

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|-------------------------------------------------------------------------------------------------------------|----------------------|----------------------|
| i. Reconciliation of Opening and Closing Balances of Defined Benefit Obligation | | |
| Liability at the beginning of the Year | 41.62 | 31.79 |
| Interest Cost | 3.10 | 2.22 |
| Current Service Cost | 10.32 | 8.89 |
| Past Service Cost | - | 0.00 |
| Re-measurement (or Actuarial) (gain)/loss arising from: | | |
| change in demographic assumptions | - | - |
| change in financial assumptions | 1.37 | (4.91) |
| experience variance (i.e. Actual experiences assumptions) | 6.22 | 3.63 |
| Present Value of Defined Benefits Obligation at the end of the Year | 62.63 | 41.62 |
| ii. Reconciliation of Opening and Closing Balances of the Fair value of Plan Assets | | |
| Fair Value of Plan assets at the beginning of the Year | - | - |
| Investment Income | - | - |
| Return on plan asset excluding amount recognised in net interest expenses | - | - |
| Contributions | - | - |
| Fair Value of Plan assets at the end of the Year | - | - |
| iii. Reconciliation of the Present value of defined benefit obligation and Fair value of plan assets | | |
| Present Value of Defined Benefits Obligation at the end of the Year | 62.63 | 41.62 |
| Fair Value of Plan assets at the end of the Year | - | - |
| Net (Liability) recognized in balance sheet as at the end of the year | 62.63 | 41.62 |
| iv. Gratuity Cost for the Year | | |
| Interest Cost | 3.10 | 2.22 |
| Current Service Cost | 10.32 | 8.89 |
| Past Service Cost | - | - |
| Investment Income | - | - |
| Net Gratuity cost in statement of Profit and Loss account | 13.42 | 11.10 |
| v. Other Comprehensive income | | |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

Defined Benefit Plans (Contd.)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| Actuarial (gains) | | |
| change in demographic assumptions | - | - |
| change in financial assumptions | 1.37 | (4.91) |
| experience variance (i.e. Actual experiences assumptions) | 6.22 | 3.63 |
| Return on plan asset excluding amount recognised in net interest expenses | - | - |
| Components of defined benefit costs recognised in other comprehensive income | 7.59 | (1.27) |
| vi. Actuarial Assumptions | | |
| Discount Rate (per annum) | 7.19% | 7.44% |
| Annual Increase in Salary Cost | 6% | 6% |
| Mortality Rate During employment | Indian Assured Lives Mortality 2012-14 (Urban) | Indian Assured Lives Mortality 2012-14 (Urban) |
| Attrition Rate | For service 4 years and below 15.00% p.a. For service 5 years and above 4.00% p.a. | For service 4 years and below 15.00% p.a. For service 5 years and above 4.00% p.a. |

Sensitivity Analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---------------------------------------------------------|----------------------|----------------------|
| Defined Benefit Obligation (Base) | 62.63 | 41.62 |
| Delta Effect of +1% Change in Rate of Discounting | -5.15 | -3.12 |
| Delta Effect of -1% Change in Rate of Discounting | 6.13 | 3.64 |
| Delta Effect of +1% Change in Rate of Salary Increase | 5.97 | 3.06 |
| Delta Effect of -1% Change in Rate of Salary Increase | -5.25 | -3.18 |
| Delta Effect of +1% Change in Rate of Employee Turnover | -0.03 | 0.10 |
| Delta Effect of -1% Change in Rate of Employee Turnover | -0.06 | -0.16 |

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the Defined Benefit Obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

50. Additional Regulatory information pursuant to the provisions of Schedule III of The Companies Act, 2013

- (i) During the year, the Company has not owned any immovable properties whose title deeds are not held in the name of the Company.
- (ii) During the year, Company has not revalued any Property, Plant and Equipment.

Notes to Standalone Financial Statements

For the year ended March 31, 2024

(iii) The Company has been sanctioned working capital limits in excess of five crores rupees in aggregate from banks and financial institutions on the basis of security of current assets of the Company. The final quarterly returns/statements filed by the Company with such banks/financial institutions in respect of gross value of current assets, are not in agreement with the books of accounts of the Company.

| Particulars | Amount as per books | Amount as per Stock Statement submitted to bank | Difference (₹ in lakhs) | Reconciliation and reason for variation |
|-----------------------------|---------------------|-------------------------------------------------|-------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Book debts as on 31.03.2024 | 30,265.17 | 23,759.89 | 6,505.29 | <p>a) Book debts relating to Power sales, Lease and O&M, REC, Plots and Others not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹4,830.07 lakhs.</p> <p>b) Related party book debts not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹1,626.10 lakhs.</p> <p>c) Book debts above 120 days not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹49.12 lakhs.</p> |
| Book debts as on 31.12.2023 | 30,271.94 | 19,460.51 | 10,811.43 | <p>a) Book debts relating to Power sales, Lease and O&M, REC, Plots and Others not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹1,0674 lakhs.</p> <p>b) Book debts above 120 days not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹137.43 lakhs.</p> |
| Book debts as on 30.09.2023 | 13,694.15 | 10,278.95 | 3,415.20 | <p>a) Book debts relating to Power sales, Lease and O&M, REC, Plots and Others not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹2,672.03 lakhs.</p> <p>b) Book debts above 120 days not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹743.17 lakhs.</p> |
| Book debts as on 30.06.2023 | 7,330.50 | 1,054.78 | 6,275.72 | <p>a) Book debts relating to Power sales, Lease and O&M, REC, Plots and Others not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹13,108.52 lakhs.</p> <p>b) Book debts above 120 days not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹3,167.2 lakhs.</p> |
| Stock as on 31.03.2024 | 29,211.20 | 25,968.09 | 3,243.11 | The difference is related to the amount of unpaid stock which is not considered by banks for drawing power calculation, hence not submitted in stock statement to bank. |

Notes to Standalone Financial Statements

For the year ended March 31, 2024

| Particulars | Amount as per books | Amount as per Stock Statement submitted to bank | Difference (₹ in lakhs) | Reconciliation and reason for variation |
|------------------------|---------------------|-------------------------------------------------|-------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Stock as on 31.12.2023 | 12,664.54 | 16,600.67 | (3,936.13) | The difference is due to the fact that while submitting the amount of stock to bank, the consumption of various items in the project was to be finalized and approved by the technical team and therefore the amount of stock given to bank was more than the amount appeared in the books. |
| Stock as on 30.09.2023 | 8,822.31 | 8,745.31 | 77.00 | The difference is realed to the amount of unpaid stock which is not considered by banks for drawing power calculation,hence not submitted in stock statement to bank. |
| Stock as on 30.06.2023 | 14,155.36 | 15,908.97 | (1,753.61) | The difference is due to the fact that while submitting the amount of stock to bank, the consumption of various items in the project was to be finalized and approved by the technical team and therefore the amount of stock given to bank was more than the amount appeared in the books. |

(iv) During the year, the Company was not declared as wilful defaulter by any bank or financial Institution or other lender.

(v) Based on the information available with the Company, there are no transactions with struck off companies.

(vi) Auditor's Remuneration:

| Particulars | 31-03-2024 | 31-03-2023 |
|----------------------|------------|------------|
| As Statutory Auditor | 25.00 | 25.00 |
| As Tax Auditor | 2.00 | 2.00 |
| As GST Consultant | 0.72 | 1.08 |

(vii) Disclosure relating to Corporate Social Responsibility (CSR):

| Particulars | 31-03-2024 | 31-03-2023 |
|----------------------------------------------------------------------------------------------|------------|------------|
| Amount Required to be spent by the Company during the year | 120.23 | 60.87 |
| Amount of expenditure incurred | 334.70 | 230.50 |
| Shortfall at the end of the previous year | - | - |
| Total of previous years shortfall | - | - |
| Reason for shortfall | NA | NA |
| Contribution to a Section 8 Company controlled by the Company in relation to CSR expenditure | 304.70 | 207.13 |

The Company has undertaken following activities towards Corporate Social Responsibility:

- (i) Promoting Education.
- (ii) Setting up old age homes, day care centres and such other facilities for senior citizens.

The contribution to a Section 8 Company controlled by the Company has been used for following activities:

- (i) Promoting Education.
- (ii) Promoting health care including preventinve health care.
- (iii) Setting up homes and hostels for women and orphans.
- (iv) Setting up old age homes, day care centres and such other facilities for senior citizens.
- (v) Welfare of the schedule caste, tribes, other backward classes, minorities and women.

Notes to Standalone Financial Statements

For the year ended March 31, 2024

51. The Code on Social Security, 2020

The Code on Social Security 2020 ('Code') has been notified in the Official Gazette on September 29, 2020. The Code is not yet effective and related rules are yet to be notified. Impact if any of the change will be assessed and recognized in the period in which said Code becomes effective and the rules framed thereunder are notified.

52. Other statutory requirement

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (ii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iv) No funds have been advanced/loaned/invested (from borrowed funds or from share premium or from any other sources/kind of funds) by the Company to any other person(s) or entity(ies), including foreign entities (Intermediaries), with the understanding (whether recorded in writing or otherwise) that the Intermediary shall: (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

No funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding (whether recorded in writing

In terms of our attached report of even date

For **K A Sanghavi and Co LLP**
Chartered Accountants
ICAI FRN: 0120846W/W100289

CA Amish A. Sanghavi
Partner
M. No.: 101413
ICAI UDIN: 24101413BKAACZ3614

Place: Surat
Date: April 25, 2024

or otherwise) that the Company shall (i) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (v) The Company is in compliance with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017 (as amended).
- (vi) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

53. Significant Events after the Reporting Period

There were no significant adjusting events that occurred subsequent to the reporting period other than the events disclosed in the relevant notes.

54. Approval of Standalone Financial Statements

The Standalone financial statements were approved for issue by the Board of Directors on April 25, 2024.

55.

The figures for the corresponding previous year have been regrouped/reclassified wherever necessary, to make them comparable.

For and on behalf of the Board
KPI Green Energy Limited

Faruk G. Patel
Chairman & Managing Director
DIN: 00414045

Salim S. Yahoo
Chief Financial Officer

Place: Surat
Date: April 25, 2024

Mohmed Sohil Y. Dabhoya
Whole-Time Director
DIN: 07112947

Rajvi Upadhyay
Company Secretary

Independent Auditors' Report

TO, THE MEMBERS OF
KPI GREEN ENERGY LIMITED

Report on the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying Consolidated Ind AS Financial Statements of KPI GREEN ENERGY LIMITED ("the Holding Company"), its subsidiaries (the Holding Company and its Subsidiaries together referred to as "the Group"), its associates and joint ventures comprising of the consolidated Balance Sheet as at March 31, 2024, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and the notes to the consolidated Ind AS financial statements, including a summary of the significant accounting policies and other explanatory information. (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024 and their consolidated

profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the companies Act, 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the consolidated Ind AS Financial Statements Section of our report. We are independent of the Group, associates and joint ventures in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' Section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

| Sr. No. | Key Audit Matter | How the matter was addressed in our audit |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Evaluation of uncertain Tax positions The Group has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of the said dispute. Refer Note No. 49 to the consolidated financial statements. | Obtained details of completed Income tax assessment and demand as on March 31, 2024 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the dispute. Our internal experts also considered legal precedence and other rulings in evaluating management's position on this uncertain tax position. Additionally, we considered the effect of new information in respect of uncertain tax position as at April 1, 2023 to evaluate whether any change was required to management's position on these uncertainties. |
| 2. | Evaluation of procedure for recognizing the revenue from sale of power The Group has adopted the procedure for recognizing the revenue from sale of power as unbilled revenue at the initial stage on monthly basis and once the confirmation is received from the customer and the regulatory authority in respect of the actual units of electricity transmitted, the Group raises invoice to the client and the same is adjusted against the unbilled revenue booked earlier. | We have obtained the Actual Invoice raised by the Company after receipt of the confirmation from the regulatory authority and the customers, Certificate of share of electricity generated by Solar Power plants issued by the GETCO – State Load Dispatch Centre on monthly basis, Calculations of transmission Loss of solar energy on monthly basis issued by the Electricity Company to the client. We have matched the documents and correlate the same with the unbilled revenue booked on monthly basis. The unbilled revenue appearing as on March 31, 2024 would be offset only after the receipt of the above documentary evidences from the respective authorities and the customers which would be settled in the subsequent F.Y. and to that extent there is the possibility that the revenue booked as unbilled revenue can be varied. |

Information other than the consolidated Financial Statements and Auditor's Report thereon

The Holding Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the annual report but does not include the consolidated Ind AS Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Ind AS Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated/inconsistent.

If, based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Director's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associates and joint ventures in accordance with the accounting principles generally accepted in India, including The Indian Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Group and its associates and joint ventures and for preventing and detecting the frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective management and Board of Directors of the Companies included in the Group and its associates and joint ventures are responsible for assessing the ability of the Group and of its associates and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management

either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associates and joint ventures are also responsible for overseeing the financial reporting process of the Group and of its associates and joint ventures.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- » Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- » Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated Ind AS financial statements in place and the operating effectiveness of such controls.
- » Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the consolidated Ind AS financial statements made by management and the Board of Directors.
- » Conclude on the appropriateness of management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures to cease to continue as a going concern.

- » Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- » Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and joint ventures of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the consolidated Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in: (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated Ind AS financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013 we give in the "Annexure-A", a statement on the matters specified in the paragraph 3(xxi) of the Order.
2. (A) As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

- b. In our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidation of the financial statements have been kept so far as appears from our examination of those books;
- c. The Consolidated Balance Sheet, the consolidated Statement of Profit and Loss including the statement of other comprehensive income, the consolidated Cash Flow Statement and the consolidated statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d. In our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e. On the basis of written representations received from the directors of the Holding Company as on March 31, 2024, taken on record by the Board of Directors of the Holding Company, of its subsidiary companies, its associates and joint ventures, none of the directors of Group companies, its associates and joint ventures are disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164(2) of the Act; and
- f. With respect to the adequacy of the internal financial controls over financial reporting of these consolidated Ind AS financial statements of the Holding Company, its subsidiaries, joint ventures and associate companies and the operating effectiveness of such controls, refer to our separate report in "Annexure-B".

- (B) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company, its subsidiaries, associates and joint ventures to its directors during the current year is in accordance with the provisions of Section 197 read with Schedule V of the Act.

The remuneration paid to any director is not in excess of the limits laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

- (C) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 1. The consolidated financial statements disclose the impact of pending litigations as at March 31, 2024

on its consolidated financial position of the Group, its associates and joint ventures in its consolidated Ind AS financial statements – Refer Note 49 to the consolidated financial statements.

2. The Group, its associates and joint ventures did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, its associates and joint ventures during the year ended March 31, 2024
4.
 - i) The respective management of the Holding Company, its subsidiaries, its associates and joint ventures have represented that, to the best of its knowledge and belief, other than as disclosed in the 14 to the consolidated Ind AS financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group. Associates and joint ventures to or in any other person or entity, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group, associates and joint ventures (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - ii) The respective management of the Holding Company, its subsidiaries, its associates and joint ventures have represented that, to the best of its knowledge and belief, no funds have been received by the Group, its associates and joint ventures from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether

recorded in writing or otherwise, that the Group, its associates and joint ventures shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- iii) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) contain any material misstatement.
5. As stated in Note 17 to the consolidated financial statements:
 - i) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act;
 - ii) The Company has not proposed any final dividend during the year.
6. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

for **K A SANGHAVI AND CO LLP**
Chartered Accountants
FRN: 0120846W/W100289

AMISH ASHVINBHAI SANGHAVI
PARTNER
M. No.: 101413
ICAI UDIN: 24101413BKAACZ3614

Place: Surat
Date: April 25, 2024

Annexure A referred to in paragraph 1 under the heading Report on other legal and regulatory requirements of our report of even date

Re: KPI GREEN ENERGY LIMITED

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

XXI. There has been no qualification or adverse remarks by the auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated Ind As Financial statements, except as stated in the below table.

| Sr. No. | Name of the company included in the consolidated financial statements | CIN | Whether Holding/ Subsidiary/Associate/Joint Venture | Clause Number of the CARO report of the company which IS qualified/adverse |
|----------------|------------------------------------------------------------------------------|-----------------------|------------------------------------------------------------|-----------------------------------------------------------------------------------|
| 1 | KPI Green Energy Limited | L40102GJ2008PLC083302 | Holding Company | Clause II(b) |
| 2 | KPIG Energia Private Limited | U40106GJ2019PTC108237 | Subsidiary Company | Clause II(b) |

for **K A SANGHAVI AND CO LLP**
Chartered Accountants
FRN: 0120846W/W100289

AMISH ASHVINBHAI SANGHAVI
M. No.: 101413
ICAI UDIN: 24101413BKAACZ3614
1001, 1002, 1003, RAJHANS BONISTA,
RAM CHOWK, GHOD DOD ROAD,
SURAT-395007 GUJARAT

Place: Surat
Date: April 25, 2024

ANNEXURE - B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of **KPI Green Energy Limited** (hereinafter referred to as "the Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies (the Holding Company and its subsidiaries together referred to as "the Group"), its associates and joint ventures as of that date.

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to consolidated financial statements was established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting with reference to consolidated financial statements included obtaining an understanding of such internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of

the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to the consolidated financial statements.

Meaning of Internal Financial Controls over Financial Reporting with reference to Consolidated Financial Statements

A Company's internal financial control over financial reporting with reference to the consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls over financial reporting with reference to the consolidated financial statements includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting with reference to the Consolidated Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group, its associates and joint ventures have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at March 31, 2024, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

for **K A SANGHAVI AND CO LLP**
Chartered Accountants
FRN: 0120846W/W100289

AMISH ASHVINBHAI SANGHAVI
M. No.: 101413
ICAI UDIN: 24101413BKAACZ3614
1001, 1002, 1003, RAJHANS BONISTA,
RAM CHOWK, GHOD DOD ROAD,
SURAT-395007 GUJARAT

Place: Surat

Date: April 25, 2024

Consolidated Balance Sheet

As at March 31, 2024

(₹ in lakhs)

| Particulars | Note No. | As at March 31, 2024 | As at March 31, 2023 |
|----------------------------------------------------------------------------------------------------------------------------------|----------|----------------------|----------------------|
| I. ASSETS | | | |
| 1) Non-current assets | | | |
| a) Property, Plant and Equipment | 3 | 89,813.75 | 80,035.66 |
| b) Capital work-in-progress | 4 | 10,139.16 | 28.38 |
| c) Investment Property | | | |
| d) Goodwill | | | |
| e) Other Intangible assets | 5 | 8,122.06 | 26.78 |
| f) Intangible assets under development | | | |
| g) Biological Assets other than bearer plants | | | |
| h) Financial Assets | | | |
| (i) Investments | 6 | 0.01 | 150.01 |
| (ii) Trade receivables | | | |
| (iii) Loans | | | |
| (iv) other financial assets | 7 | 2,112.75 | 784.16 |
| i) Deferred tax assets (net) | | | |
| j) Other non-current assets | 8 | 18.00 | 18.00 |
| Total Non-current assets | | 1,10,205.74 | 81,042.98 |
| 2) Current assets | | | |
| a) Inventories | 9 | 33,386.27 | 16,497.56 |
| b) Financial Assets | | | |
| (i) Investments | | | |
| (ii) Trade receivables | 10 | 42,713.17 | 14,672.98 |
| (iii) Cash and cash equivalents | 11 | 5,430.49 | 1,303.51 |
| (iv) Bank balances other than (iii) above | 12 | 11,570.91 | 3,936.18 |
| (v) Loans | 13 | 31.20 | 18.54 |
| (vi) Others | 14 | 25.17 | 194.21 |
| c) Current Tax Assets (Net) | | | |
| d) Other current assets | 15 | 40,230.48 | 7,831.53 |
| Total Current assets | | 1,33,387.70 | 44,454.51 |
| Total Assets | | 2,43,593.43 | 1,25,497.49 |
| II. EQUITY AND LIABILITIES | | | |
| A) EQUITY | | | |
| a) Equity share capital | 16 | 6,028.26 | 3,613.40 |
| b) Other Equity | 17 | 77,540.12 | 22,178.19 |
| Total Equity | | 83,568.38 | 25,791.59 |
| B) LIABILITIES | | | |
| 1) Non-current liabilities | | | |
| a) Financial Liabilities | | | |
| (i) Borrowings | 18 | 41,712.79 | 40,912.08 |
| (ii) Lease liabilities | 19 | 20,461.62 | 15,434.53 |
| (iii) Trade Payables | | | |
| Total outstanding dues of micro enterprises and small enterprises (MSE) and Total outstanding dues of creditors other than (MSE) | | | |
| (iv) Other financial liabilities (other than those specified in item b) | 20 | 50.00 | 50.00 |
| b) Provisions | 21 | 63.46 | 37.48 |
| c) Deferred tax liabilities (Net) | 22 | 8,245.22 | 6,268.36 |
| d) Other non-current liabilities | | | |
| Total Non-current Liabilities | | 70,533.08 | 62,702.45 |
| 2) Current liabilities | | | |
| a) Financial Liabilities | | | |
| (i) Borrowings | 23 | 41,473.06 | 11,203.90 |
| (ii) Lease liabilities | | | |
| (iii) Trade Payables | 24 | | |
| Total outstanding dues of micro enterprises and small enterprises (MSE) and Total outstanding dues of creditors other than (MSE) | | 3,959.45 | 2,782.85 |
| (iv) Other financial liabilities (other than those specified in item c) | 25 | 37,701.57 | 19,955.34 |
| b) Other Current liabilities | 26 | 2,678.98 | 875.77 |
| c) Provisions | 27 | 1,783.63 | 1,874.41 |
| d) Current Tax Liabilities (net) | 28 | 6.84 | 4.14 |
| | | 1,888.44 | 307.03 |
| Total Current liabilities | | 89,491.97 | 37,003.45 |
| Total Liabilities | | 1,60,025.05 | 99,705.90 |
| Total Equity and Liabilities | | 2,43,593.43 | 1,25,497.49 |

The accompanying notes form an integral part of the Consolidated Financial Statements.

In terms of our attached report of even date

For **K A Sanghavi and Co LLP**
Chartered Accountants
ICAI FRN: 0120846W/W100289

CA Amish A. Sanghavi
Partner
M. No.: 101413
ICAI UDIN: 24101413BKAACZ3614

Place: Surat
Date: April 25, 2024

For and on behalf of the Board
KPI Green Energy Limited

Faruk G. Patel
Chairman & Managing Director
DIN: 00414045

Salim S. Yahoo
Chief Financial Officer

Place: Surat
Date: April 25, 2024

Mohmed Sohil Y. Dabhoya
Whole-Time Director
DIN: 07112947

Rajvi Upadhyay
Company Secretary

Consolidated Statement of Profit and Loss

For the year ended March 31, 2024

(₹ in lakhs)

| Particulars | Note No. | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|------------------------------------------------------------------------------------------------------------------------------|----------|-----------------------------------|-----------------------------------|
| I. Revenue from operation | 29 | 1,02,390.01 | 64,378.63 |
| II. Other Income | 30 | 691.55 | 324.84 |
| III. Total Income (I+II) | | 1,03,081.55 | 64,703.47 |
| IV. Expenses | | | |
| a) Cost of materials consumed | 31 | 53,315.93 | 37,967.95 |
| b) Purchase of stock-in-trade | 32 | 318.76 | 445.23 |
| c) Changes in inventories of finished goods, Stock-in-Trade and Work-in-Progress | 33 | (29.52) | (217.50) |
| d) Employee benefits expense | 34 | 1,439.04 | 807.33 |
| e) Finance costs | 35 | 8,606.21 | 4,676.45 |
| f) Depreciation and amortization expenses | 36 | 4,037.41 | 2,261.76 |
| g) Other expenses | 37 | 13,661.45 | 4,526.69 |
| Total expenses (IV) | | 81,349.28 | 50,467.91 |
| V. Profit/(loss) before exceptional items and tax (I-IV) | | 21,732.27 | 14,235.56 |
| VI. Exceptional Items | 38 | 30.54 | 48.59 |
| VII. Profit/(loss) after exceptions items and tax (V-VI) | | 21,701.74 | 14,186.97 |
| VIII. Tax expenses | | | |
| a) Current tax | 39 | 3,561.60 | 1,035.96 |
| b) Deferred tax | 40 | 1,974.46 | 2,188.22 |
| IX. Profit/(loss) for the period from continuing operations (VII-VIII) | | 16,165.68 | 10,962.79 |
| X. Profit/(loss) from discontinued operations | | - | - |
| XI. Tax expenses of discontinued operations | | - | - |
| XII. Profit/(loss) from discontinued operations (after tax) (X-XI) | | - | - |
| XIII. Profit/(loss) for the period (IX+XII) | | 16,165.68 | 10,962.79 |
| XIV. Other Comprehensive income | | | |
| a) (i) Items that will not be reclassified to profit or loss | 41 | (7.59) | 1.27 |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | 42 | (1.91) | (0.32) |
| b) (i) Items that will be reclassified to profit or loss | | - | - |
| (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| XV. Total Comprehensive Income for the period (13+14) comprising Profit/(loss) and other comprehensive income for the period | | 16,156.18 | 10,963.74 |
| XVI. Earnings per equity share (for continuing operation) | | | |
| a) Basic* | | 28.17 | 19.50 |
| b) Diluted* | | 28.17 | 19.50 |

*Figures are in absolute amount.

The accompanying notes form an integral part of the Consolidated Financial Statements.

In terms of our attached report of even date

For **K A Sanghavi and Co LLP**
 Chartered Accountants
 ICAI FRN: 0120846W/W100289

CA Amish A. Sanghavi
 Partner
 M. No.: 101413
 ICAI UDIN: 24101413BKAACZ3614

Place: Surat
 Date: April 25, 2024

For and on behalf of the Board
KPI Green Energy Limited

Faruk G. Patel
 Chairman & Managing Director
 DIN: 00414045

Salim S. Yahoo
 Chief Financial Officer

Place: Surat
 Date: April 25, 2024

Mohmed Sohil Y. Dabhoya
 Whole-Time Director
 DIN: 07112947

Rajvi Upadhyay
 Company Secretary

Consolidated Cash Flow Statement

For the year ended March 31, 2024

(₹ in lakhs)

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|----------------------------------------------------------------------------------|--------------------------------------|--------------------------------------|
| Cash flow from operating activities | | |
| Profit/(loss) before tax and exceptional items | 21,701.74 | 14,186.97 |
| Non-cash Adjustment to reconcile Profit before tax to net cash flow: | | |
| Depreciation and amortisation expense | 4,037.41 | 2,261.76 |
| Interest Income | (583.89) | (265.32) |
| Interest Expense | 8,606.21 | 4,676.45 |
| Amount Directly debited to OCI/Reserves | 1.08 | 1.27 |
| Loss/(Profit) on sale of fixed assets | - | (2.37) |
| Loss/(Profit) on sale of investments | (18.50) | - |
| Insurance claim received | (25.24) | - |
| Loss on derocgnition of asset | 30.27 | - |
| Operating profit/(loss) before working capital change | 33,749.07 | 20,858.76 |
| Changes in operating Asset & Liabilities | | |
| (decrease)/increase in trade payables | 18,205.45 | 18,053.85 |
| (decrease)/increase in provisions and other liabilities | 28.68 | (10.58) |
| (decrease)/increase in other current and other non-current financial liabilities | 1,796.19 | 677.55 |
| (decrease)/increase in other current and other non-current liabilities | (90.78) | (6,773.62) |
| (Increase)/decrease in trade receivables | (28,040.20) | (10,994.63) |
| (Increase)/decrease in inventories | (16,888.71) | (5,831.60) |
| (Increase)/decrease in other current and other non-current financial assets | (1,172.21) | (629.26) |
| (Increase)/decrease in other current and other assets | (11,356.44) | 1,316.82 |
| Cash (used in)/generated from operating activities | (3,768.94) | 16,667.30 |
| Direct tax paid, (net of refunds) | (1,980.19) | (728.93) |
| Net cash (used in)/generated from operating activities (A) | (5,749.13) | 15,938.37 |
| Cash flow from investing activities | | |
| Payment for purchase of fixed asset and CWIP (Excl. ROU Asset) | (13,057.04) | (26,627.73) |
| Acquisition of ROU Asset | (5,607.31) | (4,558.15) |
| Advance to capital creditors | (21,002.66) | - |
| Interest Income received | 583.89 | 265.32 |
| Proceeds from sale of fixed assets | 25.24 | 127.36 |
| Proceeds from sale of mutual funds | 168.50 | - |
| Investment in subsidiaries* | 210.88 | - |
| Investment in mutual funds | - | (150.00) |
| Net cash (used in)/generated from investing activities (B) | (38,678.50) | (30,943.20) |
| Cash flow from financing activities | | |
| Proceeds from issuance of share capital | 29,999.99 | - |
| Proceeds/(repayment) of lease liability, net | 5,027.08 | 4,476.67 |
| Proceeds/(repayment) of short-term borrowings, net | 30,269.16 | 6,443.01 |
| Proceeds/(repayment) from long-term borrowings, net | 465.71 | 11,982.85 |
| Interest Expense | (8,606.21) | (4,676.45) |
| Expenses incurred on issue of shares | (782.08) | - |
| Cash payments for interest portion of lease liability | - | - |
| Dividend Paid and dividend payout charges | (184.32) | (545.72) |
| Net cash (used in)/generated from financing activities (C) | 56,189.34 | 17,680.37 |
| Net Increase/(decrease) in cash and cash equivalent (A+B+C) | 11,761.71 | 2,675.54 |
| Cash and cash equivalent at the beginning of the period | 5,239.70 | 2,564.15 |
| Cash and cash equivalent at the end of the period | 17,001.40 | 5,239.70 |
| Components of cash and cash equivalents | | |
| Cash on hand | 32.87 | 20.30 |
| Balance with banks | | |
| - On current account | 5,397.62 | 1,283.21 |
| - Other bank balance | 11,570.91 | 3,936.18 |
| Total Cash and cash equivalent at the end of the period | 17,001.40 | 5,239.70 |

The accompanying notes form an integral part of the Consolidated Financial Statements.

*Note: During the year, a Company named KPARK Sunbeat Private Limited was acquired by the holding Company KPI Green Energy Limited. Out of the total consideration, the amount paid in cash was ₹14.88 lakhs and the cash and cash equivalent and other bank balance of the said subsidiary as on the date of acquisition was ₹225.76 lakhs. Thus the net cash inflow from investment in subsidiary arrived at ₹210.88 lakhs.

In terms of our attached report of even date

For **K A Sanghavi and Co LLP**
Chartered Accountants
ICAI FRN: 0120846W/W100289

CA Amish A. Sanghavi
Partner
M. No.: 101413
ICAI UDIN: 24101413BKAACZ3614

Place: Surat
Date: April 25, 2024

For and on behalf of the Board
KPI Green Energy Limited

Faruk G. Patel
Chairman & Managing Director
DIN: 00414045

Salim S. Yahoo
Chief Financial Officer

Place: Surat
Date: April 25, 2024

Mohmed Sohil Y. Dabhoya
Whole-Time Director
DIN: 07112947

Rajvi Upadhyay
Company Secretary

Consolidated Statement of Changes in Equity

For the year ended March 31, 2024

A. Equity Share Capital

(All the figures are in lakhs)

| Particulars | Amount |
|-------------------------------------------------|----------|
| Balance as at March 31, 2022 | 1,806.70 |
| Changes in Equity Share Capital during the year | 1,806.70 |
| Balance as at March 31, 2023 | 3,613.40 |
| Changes in Equity Share Capital during the year | 2,414.86 |
| Balance as at March 31, 2024 | 6,028.26 |

B. Other Equity

(All the figures are in lakhs)

| Particulars | Reserves and Surplus | | | Items of Other Comprehensive Income | | Total |
|--------------------------------------------------------------------|----------------------|-----------------|-----------------|-------------------------------------|----------------------------|------------|
| | Securities Premium | General Reserve | Capital Reserve | Retained Earnings | Actuarial Gains and Losses | |
| Balance as at April 1, 2022 | 5,139.40 | - | - | 8,435.15 | (7.69) | 13,566.86 |
| Profit for the year | (1,806.70) | - | - | 10,962.79 | - | 9,156.09 |
| Other Comprehensive Income for the year | - | - | - | (545.72) | 1.27 | (544.44) |
| Tax impact of items not classified to statement of profit and loss | - | - | - | - | (0.32) | (0.32) |
| Balance as at March 31, 2023 | 3,332.70 | - | - | 18,852.22 | (6.73) | 22,178.19 |
| Increase on issue of shares | 42,200.21 | - | - | - | - | 42,200.21 |
| Adjusted against Bonus Shares Issue | (2,009.42) | - | - | - | - | (2,009.42) |
| Ratained earnings on acquisition | - | - | - | (5.01) | - | (5.01) |
| Expenses related to issue of shares | (763.33) | - | - | (18.75) | - | (782.08) |
| Profit for the year | - | - | - | 16,165.68 | - | 16,165.68 |
| Dividend Distributed | - | - | - | (180.67) | - | (180.67) |
| Other adjustment | - | - | - | (17.27) | - | (17.27) |
| Other Comprehensive Income for the year | - | - | - | - | (7.59) | (7.59) |
| Tax impact of items not classified to statement of profit and loss | - | - | - | - | (1.91) | (1.91) |
| Balance as at March 31, 2024 | 42,760.16 | - | - | 34,796.19 | (16.24) | 77,540.12 |

The accompanying notes form an integral part of the Consolidated Financial Statements.

In terms of our attached report of even date

For **K A Sanghavi and Co LLP**
 Chartered Accountants
 ICAI FRN: 0120846W/W100289

CA Amish A. Sanghavi
 Partner
 M. No.: 101413
 ICAI UDIN: 24101413BKAACZ3614

Place: Surat
 Date: April 25, 2024

For and on behalf of the Board
KPI Green Energy Limited

Faruk G. Patel
 Chairman & Managing Director
 DIN: 00414045

Salim S. Yahoo
 Chief Financial Officer

Place: Surat
 Date: April 25, 2024

Mohmed Sohil Y. Dabhoya
 Whole-Time Director
 DIN: 07112947

Rajvi Upadhyay
 Company Secretary

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

1. Corporate Information

KPI Green Energy Limited ("the Company") was incorporated on 01/02/2008 as a Limited Company domiciled in India under The Companies Act, 1956. The securities of the Company are listed on main board of BSE and NSE. The Company develops, builds, owns, operates and maintains solar power plants as an Independent Power Producer (IPP) and Captive Power Producer (CPP) both under the brand name of 'Solarism'. Both these businesses, IPP and CPP, are currently carried out at plant located at Dist. Bharuch, Gujarat (Solarism Plant).

2 Summary of Significant Accounting Policies

(i) Basis of Preparation of Financial Statements:

These consolidated financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Indian Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Companies Act, 2013 and guidelines issued by Securities and Exchange Board of India (SEBI) as amended from time to time. The financial statements have been prepared on a going concern basis under the historical cost convention on accrual basis, except in case of assets for which provision for impairment for certain financial instruments which are measured at fair value.

All amounts included in the financial statements are reported in Lacs of Indian Rupees except wherever absolute figure of Indian Rupees mentioned.

(ii) Presentation and Disclosure of Financial Statements:

During the year end March 31, 2024, the Company has presented the financial statements as per the Schedule III notified under the Companies Act, 2013. The statement of Cash Flows has been prepared and presented as per requirements of Ind As 7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance sheet and Profit & Loss Account, as prescribed in Schedule III of the Act are presented by way of notes forming part of the consolidated financial statements. The Company has also reclassified the previous figures in accordance with the requirements applicable in the current year.

Accounting policies have been consistently applied except where a newly issued Indian Accounting Standard is initially adopted or a revision to an existing Indian Accounting Standard requires such change in the accounting policy hitherto in use.

(iii) Basis of Consolidation:

The Group consolidates all entities which are controlled by it. The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. The entities are consolidated from the date control commences until the date control ceases.

a. Subsidiaries:

The consolidated financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances and transactions including unrealised gain/loss from such transactions are eliminated upon consolidation. These consolidated financial statements are prepared by applying uniform accounting policies in use at the Group. Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interest having a deficit balance.

Changes in the Group's holding that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's holding and the non-controlling interests are adjusted to reflect the changes in their relative holding. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

(iv) Use of Estimates:

In the application of the Company's accounting policies, management of the Company is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Consolidated Financial Statements.

(v) Recent Accounting Pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

(vi) Property, Plant and Equipment:

a. Accounting Policy for recognition and measurement:

Property, plant and equipment are stated at acquisition cost less accumulated depreciation and accumulated impairment losses, if any. All costs, including borrowing costs incurred up to the date the asset is ready for its intended use, are capitalised along with the respective asset.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, Write back of creditors over concern of performance of assets,

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

any directly attributable cost of bringing the item to its working condition for its intended use. The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

b. Subsequent measurement:

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

c. Impairment:

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses of tangible and intangible assets are recognised in the statement of profit and loss. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated

amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

d. Depreciation:

Depreciation commences when an asset is ready for its intended use. Freehold land and assets held for sale are not depreciated.

Depreciation is recognised on the cost of assets (other than freehold land and properties under construction) less their residual values over their estimated useful lives, using the straight-line method.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The Company, based on technical assessment made by technical expert and management estimate, depreciates certain items of plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset.

Estimated Useful lives of Various Items of Property, Plant and Equipment are as follows:

| Type of Asset | Useful Life (in years) |
|-----------------------------------------|------------------------|
| Building (including civil construction) | 60 |
| Solar Plant | 25 |
| Plant and Machinery | 15 |
| Electrical Installation and Equipment | 10 |
| Furniture & Fixtures | 10 |
| Vehicle (Two-Wheeler) | 10 |
| Vehicle (Four-Wheeler) | 8 |
| Heavy Vehicles | 8 |
| Office Equipment | 5 |
| Computer & Related Accessories | 3 |
| Right of Use Assets | Period of Lease |

e. De-recognition:

An item of Property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

(vii) Intangible Assets:

a. Accounting Policy:

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The residual values, useful lives and method of depreciation of Intangible Assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

b. Amortisation:

Amortisation is recognised using Straight Line method over their estimated useful lives. Estimated useful life of the Computer Software is 10 years.

c. De-recognition of Intangible Assets:

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in statement of profit and loss when the asset is derecognised.

(viii) Capital Work-in-Progress:

Expenditure related to and incurred during implementation of capital projects to get the assets ready for intended use is included under "Capital Work-in-Progress". The same is allocated to the respective items of property plant and equipment on completion of construction/erection of the capital project/property plant and equipment.

(ix) Impairment of Non-Financial Assets:

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation

multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior periods/years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

(x) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities measured at fair value through profit or loss are recognised immediately in the statement of profit and loss.

(xi) Financial Assets:

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

a) Financial Assets at amortised cost:

Financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

The effective interest method is a method of calculating the amortised cost of financial assets and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and transaction costs and other premiums or discounts) through the expected life of the financial assets, or where appropriate, a shorter period, to the net carrying amount on initial recognition. Interest is recognised on an effective interest basis for debt instruments other than those financial assets classified as at Fair Value through Profit and Loss (FVTPL).

b) Financial Assets at fair value through other comprehensive income (FVTOCI):

A financial asset is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- » The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- » The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial Assets at fair value through profit or loss (FVTPL):

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Fair value changes related to such financial assets including derivative contracts are recognised in the Statement of Profit and Loss.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset.

d) Business Model Assessment:

The Company makes an assessment of the objectives of the business model in which a financial asset is held at portfolio

level because it best reflects the way business is managed and information is provided to management.

The assessment of business model comprises the stated policies and objectives of the financial assets, management strategy for holding the financial assets, the risk that affects the performance etc.

e) De-recognition:

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the Statement of Profit and Loss if such gain or loss would have otherwise been recognised in the Statement of Profit and Loss on disposal of that financial asset.

f) Impairment:

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

(xii) Financial Liabilities:

a) Classification as debt or equity:

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

b) Equity Instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

c) Financial Liabilities:

All financial liabilities are measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item in the Statement of Profit and Loss.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Trade and other payables are recognised at the transaction cost, which is its fair value, and subsequently measured at amortised cost.

Financial liabilities at FVTPL

A financial liability may be designated as at FVTPL upon initial recognition if:

- i) such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- ii) the financial liability whose performance is evaluated on a fair value basis, in accordance with the Company's documented risk management;

Fair value changes related to such financial liabilities including derivative contracts like forward currency contracts and options to hedge the Company's foreign currency risks are recognised in the Statement of Profit and Loss.

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if these are incurred for the purpose of repurchasing in the near term. Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in the statement of profit and loss.

d) De-recognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

(xiii) Fair Value of Financial Instruments:

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on

market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts being approximate fair value due to the short maturity of these instruments.

(xiv) Fair Value Measurement:

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained below.

(xv) Borrowing Costs:

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

(xvi) Inventories:

Inventories are stated at the lower of cost and net realisable value by following project wise FIFO basis. In determining the cost of Plots, Weighted Average Method is used. Cost of Inventories comprises all cost of purchase and other cost incurred in bringing inventories to their present location and condition. Cost in case of work in progress is determined on the basis of the actual expenditure attributable to the said work till the end of the reporting period.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

(xvii) Revenue Recognition:

Revenue from contracts with customers is recognised when control of the goods or services are rendered to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts and other incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes or other amounts collected from customers in its capacity as an agent. If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

The accounting policies for the specific revenue streams of the Company are summarised below:

- a) The Company's contracts with customers for the sale of power plant generally include one performance obligation satisfied over a period of time. Revenue from sale of solar power plant is recognized over time based on output method where direct measurements of value to the customer based on milestones reached to date.
- b) The Company's contracts with customers for the sale of goods generally include one performance obligation. Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customers, generally on delivery of the goods. The transaction price has been adjusted for significant financing component, if any and the adjustment is accounted as finance cost. The difference between the revenue recognised and amount invoiced has been presented as deferred revenue/unbilled revenue.
- c) Revenue from Services rendered is recognised when the work is performed as per the terms of agreement.
- d) Interest income is recognised on Effective Interest Rate (EIR) basis taking into account the amount outstanding and the applicable interest rate.

Contract Balances:

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional i.e. only the passage of time is required before payment of consideration is due.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. Contract liabilities are recognised as revenue when the Company performs obligations under the contract.

(xviii) Employee Benefit Plan:

a) Defined Benefit Plan:

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. However, the Company has not made any such contributions during the year. The cost of providing benefits under the defined benefit plan is based on an independent actuarial valuation carried out using the projected unit credit method.

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Company recognises the following changes in the net defined benefit obligation as a charge to the capital work-in-progress till the capitalisation of the projects otherwise the same is charged to the Statement of Profit and Loss.

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

b) Defined Contribution Plan:

Retirement benefit in the form of Provident Fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as a charge to the Statement of Profit and Loss for the period in which the contributions to the respective funds accrue.

c) Short-Term Employee benefits:

Short-term employee benefit obligations, if any are recognised at an undiscounted amount is charged to the Statement of Profit and Loss for the period in which the related services are received.

(xix) Current and Non-Current Classification:

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- a. Expected to be realised or intended to be sold or consumed in normal operating cycle; or
- b. Held primarily for the purpose of trading; or
- c. Expected to be realised within twelve months after the reporting period; or
- d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- a. It is expected to be settled in normal operating cycle; or
- b. It is held primarily for the purpose of trading; or

- c. It is due to be settled within twelve months after the reporting period; or
- d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

(xx) Taxation:

Tax on Income comprises current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current Tax:

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the reporting period and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred Tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

the likely timing and the level of future taxable profits together with future tax planning strategies.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

(xxi) Leases:

The Company as a lessee

The Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

Lease term is a non-cancellable period together with periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments to be paid over the lease term at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate. Subsequently, the lease liability is measured at amortised cost using the effective interest method.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee,

the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

(xxii) Provisions and Contingent Liabilities, Contingent Assets:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are not recognised but are disclosed in the notes where an inflow of economic benefits is probable.

(xxiii) Earning Per Share:

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the consolidated financial statements by the Board of Directors.

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(xxiv) Dividend Distribution to Equity Shareholders of the Company:

The Company recognises a liability to make dividend distributions to its equity holders when the distribution is authorised and the distribution is no longer at its discretion. A corresponding amount is recognised directly in equity.

(xxv) Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

(xxvi) Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

» Identification of segments:

In accordance with Ind AS 108- Operating Segment, the operating segments used to present segment information are identified on the basis of information reviewed by the Company's management to allocate resources to the segments and assess their performance. An operating segment is a component of the Company that engages in business activities from which it earns revenues and incurs expenses, including revenues and expenses that relate to transactions with any of the Company's other components. Results of the operating segments are reviewed regularly by

the management team (chairman and chief financial officer) which has been identified as the chief operating decision maker (CODM), to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

» Allocation of common costs:

Common allocable costs are allocated to each segment accordingly to the relative contribution of each segment to the total common costs.

» Unallocated Items:

Revenues and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated corporate expenses". Assets and liabilities, which relate to the Company as a whole and are not allocable to segments on reasonable basis, are shown as unallocated corporate assets and liabilities respectively.

» Segment Accounting Policies:

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

(xxvii) Cash and Cash Equivalents:

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

3. Property, Plant and equipment

(All amounts are in lakhs unless otherwise stated)

| PARTICULARS | LAND - FREEHOLD | BUILDINGS | PLANT & MACHINERY | OFFICE EQUIPMENT | ELECTRICAL INSTALLATIONS AND EQUIPMENT | COMPUTER EQUIPMENT | ROU ASSETS - LAND | ROU ASSETS - COPORATE OFFICE | ROU ASSETS - PLOT | ROU ASSETS - PLANT | ROU ASSETS - GUEST HOUSE | FURNITURE & FIXTURES | VEHICLES | TOTAL |
|---------------------------------|------------------|---------------|-------------------|------------------|----------------------------------------|--------------------|-------------------|------------------------------|-------------------|--------------------|--------------------------|----------------------|---------------|--------------------|
| GROSS VALUE | | | | | | | | | | | | | | |
| AS AT APRIL 1, 2022 | 6,358.86 | 57.99 | 35,143.50 | 23.31 | 73.82 | 55.93 | 2,796.53 | 409.88 | 7,562.90 | 281.34 | - | 281.34 | 225.63 | 52,989.69 |
| ADDITIONS FOR THE YEAR | 1,918.47 | 333.09 | 26,871.67 | 33.99 | 126.66 | 28.52 | 2,072.39 | - | 311.59 | 2,174.18 | - | 230.64 | 206.57 | 34,307.76 |
| DELETIONS FOR THE YEAR | - | - | 102.02 | - | - | - | - | - | - | - | - | - | 44.05 | 146.07 |
| AS AT MARCH 31, 2023 | 8,277.33 | 391.09 | 61,913.16 | 57.31 | 200.47 | 84.45 | 4,868.91 | 409.88 | 7,874.49 | 2,174.18 | 15.44 | 511.97 | 388.15 | 87,151.38 |
| ADDITIONS FOR THE YEAR | 5,453.36 | 300.44 | 5,378.71 | 67.49 | 148.67 | 117.97 | 3,220.55 | 175.71 | 1,283.29 | 912.31 | - | 226.63 | 458.01 | 17,758.58 |
| DELETIONS FOR THE YEAR* | - | - | 4,283.25 | - | - | - | - | - | - | - | - | - | - | 4,283.25 |
| AS AT MARCH 31, 2024 | 13,730.69 | 691.53 | 63,008.61 | 124.79 | 349.14 | 202.42 | 8,089.47 | 585.59 | 9,157.78 | 3,086.49 | 15.44 | 738.60 | 846.15 | 1,00,626.71 |
| ACCUMULATED DEPRECIATION | | | | | | | | | | | | | | |
| AS AT APRIL 1, 2022 | - | 1.50 | 3,810.34 | 12.31 | 16.43 | 32.57 | 26.98 | 39.04 | 76.451 | - | - | 42.09 | 114.45 | 4,860.22 |
| ADDITIONS FOR THE YEAR | - | 1.36 | 1,498.77 | 7.42 | 9.34 | 14.20 | 166.17 | 19.52 | 399.05 | 108.71 | - | 310.8 | 20.98 | 2,276.59 |
| DELETIONS FOR THE YEAR | - | - | 17,998.88 | - | - | - | - | - | - | - | - | - | 3.08 | 21.08 |
| AS AT MARCH 31, 2023 | - | 2.86 | 5,291.10 | 19.73 | 25.77 | 46.76 | 193.15 | 58.55 | 1163.57 | 108.71 | 0.77 | 73.17 | 132.34 | 7,115.73 |
| ADDITIONS FOR THE YEAR | - | 7.47 | 2,529.25 | 15.62 | 25.89 | 35.31 | 277.04 | 37.09 | 448.40 | 548.10 | - | 66.89 | 41.86 | 4,033.69 |
| ADJUSTMENT | - | - | 10.38 | 2.35 | - | 1.56 | - | - | - | - | - | 2.61 | - | 16.90 |
| DELETIONS FOR THE YEAR | - | - | 353.36 | - | - | - | - | - | - | - | - | - | - | 353.36 |
| AS AT MARCH 31, 2024 | - | 10.33 | 7,477.37 | 37.70 | 51.67 | 83.62 | 470.20 | 95.64 | 1611.96 | 656.81 | 0.77 | 142.67 | 174.21 | 10,812.95 |
| NET VALUE | | | | | | | | | | | | | | |
| AS AT APRIL 1, 2022 | 6,358.86 | 56.49 | 31,333.17 | 11.00 | 57.39 | 23.37 | 2,769.55 | 370.84 | 6,796.39 | - | - | 239.25 | 111.17 | 48,129.47 |
| AS AT MARCH 31, 2023 | 8,277.33 | 388.22 | 56,622.06 | 37.58 | 174.70 | 37.69 | 4,675.76 | 351.32 | 6,710.92 | 2,065.47 | - | 438.80 | 255.80 | 80,035.66 |
| AS AT MARCH 31, 2024 | 13,730.69 | 681.20 | 55,531.24 | 87.09 | 297.47 | 118.80 | 7,619.27 | 489.95 | 7,545.81 | 2,429.67 | 14.67 | 595.93 | 671.95 | 89,813.75 |

(i) There is no intent to sell any of the assets held by the Company and hence there is no fixed assets held for disposal.

(ii) Refer Schedule no. 18 for details on Property, Plant and equipment pledged as security by the Company.

(iii) All the assets purchased during the year were put to use before March 31, 2024 (March 31, 2023). The assets which are not put to use during the year are separately shown under capital work-in-progress at the year end.

(iv) During the year, there is no change in amount of the Property, Plant and Equipment due to business combination, revaluation and other adjustments except free hold land of the subsidiary which is acquired during the year and measure at fair value amounted to ₹528.40 lakhs and the same is included in free hold land. During the course of acquisition, there are other depreciable assets which are included in different blocks stated above at fair value.

(v) During the year, the Company has not held any Benami property as defined under the Benami Transactions (prohibition) Act, 1988.

*This reflects the IPP solar plants are converted into inventory as on January 1, 2024 at their carrying value.

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

4. Capital work-in-progress

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------------------|------------------|--------------|
| Tangible Assets Work-in-Progress | | |
| Capital Work-in-Progress | 10,139.16 | 28.38 |
| | 10,139.16 | 28.38 |

Refer Schedule no. 18 for details on Capital work-in-progress pledged as security by the Company.

CWIP ageing schedule for year ended March 31, 2024

(All the figures are in lakhs)

| CWIP | Amount in CWIP for a period of | | | | Total |
|--------------------------------|--------------------------------|----------|----------|------------------|-----------|
| | Less than 1 year | 1-2 year | 2-3 year | More than 3 year | |
| Project in Progress | 10,110.78 | 28.38 | - | - | 10,139.16 |
| Projects temporarily suspended | - | - | - | - | - |

CWIP ageing schedule for year ended March 31, 2023

(All the figures are in lakhs)

| CWIP | Amount in CWIP for a period of | | | | Total |
|--------------------------------|--------------------------------|----------|----------|------------------|-------|
| | Less than 1 year | 1-2 year | 2-3 year | More than 3 year | |
| Project in Progress | 28.38 | - | - | - | 28.38 |
| Projects temporarily suspended | - | - | - | - | - |

The Company does not have any capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan.

5. Other Intangible assets

(All the figures are in lakhs)

| Particulars | Computer Software |
|-------------------------------------------------|-------------------|
| Cost | |
| Balance as at April 1, 2023 | 33.51 |
| Additions | 8,099.00 |
| Deletions | - |
| Balance as at March 31, 2024 | 8,132.51 |
| Accumulated Ammortisation | |
| Balance as at April 1, 2023 | 6.73 |
| Additions | 3.72 |
| Deletions | - |
| Balance as at March 31, 2024 | 10.45 |
| Net carrying amount as at March 31, 2024 | 8,122.06 |
| Cost | |
| Balance as at April 1, 2022 | 32.59 |
| Additions | 0.92 |
| Deletions | - |
| Balance as at March 31, 2023 | 33.51 |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

5. Other Intangible assets (Contd.)

(All the figures are in lakhs)

| Particulars | Computer Software |
|-------------------------------------------------|-------------------|
| Accumulated Ammortisation | |
| Balance as at April 1, 2022 | 3.63 |
| Additions | 3.10 |
| Deletions | - |
| Balance as at March 31, 2023 | 6.73 |
| Net carrying amount as at March 31, 2023 | 26.78 |
| Net carrying amount as at April 1, 2022 | 28.95 |

- (i) There is no intent to sale any of the Intangible Asset held by the Company and hence there is no Intangible Asset held for disposal.
- (ii) All the Intangible Asset purchased during the year were put to use before March 31, 2024.
- (iii) The amount of addition during the year includes ₹8,057.73 lakhs being the fair value of intangibles in the subsidiary Company acquired during the year.
- (iv) Refer Schedule no. 18 for details on Intangible Assets pledged as security by the Company.

6. Investments

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|---------------------------------------------------------------------------------------------------------------------------|-------------|---------------|
| Quoted | | |
| SBI SAVING MUTUAL FUND (Refer note) | - | 150.00 |
| Investment in other than subsidiaries | | |
| 100 (100) Unquoted Equity Shares of ₹10 Each Fully Paid Up in Evergreen Mahuva Windfarms Pvt. Ltd. (refer Note (i) below) | 0.01 | 0.01 |
| | 0.01 | 150.01 |

- (i) The cost of these investments approximate their fair value because there is a wide range of possible fair value measurements and the cost represents the best estimate of fair value within that range.
- (ii) The investment in SBI Saving Mutual Fund are given against BG provided to GETCO.

7. Other financial assets

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------------|-----------------|---------------|
| Security Deposits | | |
| Unsecured, considered good | | |
| Security Deposit | 61.08 | 25.16 |
| Rent Deposit | 487.23 | 306.94 |
| Other Deposit | 24.45 | 10.57 |
| Others | | |
| Unsecured, considered good | | |
| Others* | 1,539.99 | 441.49 |
| | 2,112.75 | 784.16 |

*This amount includes ₹37.69 lakhs receivable from TESCO Project Limited against whom the Company has filed a case u/s 138 of the Negotiable Instruments Act, 1881 which is pending before Additional Magistrate (First Class), Surat for adjudication.

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

8. Other non-current assets

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|---------------------------------|--------------|--------------|
| Other non-current assets | | |
| Income Tax paid under appeal | 18.00 | 18.00 |
| | 18.00 | 18.00 |

9. Inventories

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|------------------------------|------------------|------------------|
| Work-in-Progress | | |
| Closing Stock of Power Plant | 32,391.00 | 15,531.80 |
| Stock-in-Trade | | |
| Closing Stock of Plot | 920.54 | 891.01 |
| Closing Stock of Flats | 74.74 | 74.74 |
| | 33,386.27 | 16,497.56 |

Refer Schedule no. 18 and 23 for details on inventories pledged as security by the Company.

10. Trade receivables

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------------|------------------|------------------|
| Trade receivables | | |
| Unsecured, considered good | | |
| Sundry debtors (CPP and others) | 38,051.79 | 11,645.06 |
| Sundry debtors (PLOT) | 363.81 | 508.32 |
| Sundry debtors (POWER SALES) | 4,297.57 | 2,519.60 |
| | 42,713.17 | 14,672.98 |

Ageing Schedule as on March 31, 2024

| Particulars | Not Due | Outstanding for following periods from due date of payment (Refer Note below) | | | | | Total |
|------------------------------------------------------------------------------------|---------|----------------------------------------------------------------------------------|----------------------|--------------|--------------|----------------------|-----------|
| | | Less than 6 Months | 6 Months - 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | |
| (i) Undisputed Trade receivables - considered good | 252.84 | 40,317.80 | 1,288.18 | 842.39 | 11.96 | - | 42,713.17 |
| (ii) Undisputed Trade receivables - Which have significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Undisputed Trade receivables - credit impaired | - | - | - | - | - | - | - |
| (iv) disputed Trade receivables - considered good | - | - | - | - | - | - | - |
| (v) disputed Trade receivables - Which have significant increase in credit risk | - | - | - | - | - | - | - |
| (vi) disputed Trade receivables - credit impaired | - | - | - | - | - | - | - |

Where due date of payment is not available date of transaction has been considered.

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

Ageing Schedule as on March 31, 2023

| Particulars | Not Due | Outstanding for following periods from due date of payment (Refer Note below) | | | | | Total |
|------------------------------------------------------------------------------------|----------|----------------------------------------------------------------------------------|----------------------|--------------|--------------|----------------------|-----------|
| | | Less than 6 Months | 6 Months - 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | |
| (i) Undisputed Trade receivables - considered good | 1,438.28 | 12,991.87 | 211.29 | 31.54 | - | - | 14,672.98 |
| (ii) Undisputed Trade receivables - Which have significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Undisputed Trade receivables - credit impaired | - | - | - | - | - | - | - |
| (iv) disputed Trade receivables - considered good | - | - | - | - | - | - | - |
| (v) disputed Trade receivables - Which have significant increase in credit risk | - | - | - | - | - | - | - |
| (vi) disputed Trade receivables - credit impaired | - | - | - | - | - | - | - |

Where due date of payment is not available date of transaction has been considered.

11. Cash and cash equivalents

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|----------------------------------------|-----------------|-----------------|
| Cash in hand | | |
| Cash in hand | 32.87 | 20.30 |
| Balance with Banks | | |
| Balance with scheduled Banks | | |
| Current Account | | |
| State Bank of India | 4,911.44 | 1,201.45 |
| Bombay Mercantile Co-operative Bank | | 0.05 |
| Other Account | | |
| State Bank of India - Escrow Account | 284.12 | - |
| RBL A/C | 0.02 | - |
| Bandhan bank OD | 80.79 | - |
| Axis bank - Escrow Account | 114.18 | 75.10 |
| State Bank of India - Dividend Account | 7.07 | 6.61 |
| | 5,430.49 | 1,303.51 |

12. Bank balances other than (iii) above

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-------------------------|------------|------------|
| Deposit Accounts | | |
| Fixed Deposit | 11,570.91 | 3,936.18 |
| | 11,570.91 | 3,936.18 |

Fixed Deposits are stated along with accrued interest upto the date of balance sheet on the basis of interest certificate obtained from the banks by the management.

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

13. Loans

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|------------------------------------------------------|--------------|--------------|
| Loans to others | | |
| Loans Receivables considered good - Unsecured | | |
| Loan to Employees | 31.20 | 18.54 |
| | 31.20 | 18.54 |

| Type of Borrower | Balance as on March 31, 2024 | Percentage to Total Loans | Balance as on March 31, 2023 | Percentage to Total Loans |
|------------------|------------------------------|---------------------------|------------------------------|---------------------------|
| Promoters | - | 0% | - | 0% |
| Directors | - | 0% | - | 0% |
| KMPs | 3.51 | 11% | 3.63 | 20% |
| Related Parties | - | 0% | - | 0% |

14. Others

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-------------------------------|--------------|---------------|
| Other Financial Assets | | |
| TDS Receivable From NBFC | 0.90 | 0.90 |
| TDS Receivable | 23.55 | 157.64 |
| TCS Receivable | 0.72 | 3.21 |
| Deposits | - | 32.46 |
| | 25.17 | 194.21 |

15. Other current assets

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|---------------------------------------------|------------------|-----------------|
| Capital advances | | |
| Advance Given to Suppliers | 21,002.66 | - |
| Advances other than capital advances | | |
| Advance Given to Suppliers | 13,626.21 | 3,785.89 |
| Other current assets | | |
| GST Credit Receivable | 5,144.70 | 3,398.75 |
| GST Refund Receivable | 24.50 | 24.50 |
| Prepaid Expenses | 421.48 | 273.38 |
| Other Advances | - | 349.00 |
| Other Deposits | 10.93 | - |
| | 40,230.48 | 7,831.53 |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

16. Equity share capital

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------------------------------------------------|-----------------|-----------------|
| Authorised share capital | | |
| 7,00,00,000 (4,00,00,000) Equity Shares Fully Paid of ₹10/- Par Value | 7,000.00 | 4,000.00 |
| Issued | | |
| 6,02,82,608 (3,61,34,000) Equity Shares Fully Paid of ₹10/- Par Value | 6,028.26 | 3,613.40 |
| Subscribed | | |
| 6,02,82,608 (3,61,34,000) Equity Shares Fully Paid of ₹10/- Par Value | 6,028.26 | 3,613.40 |
| Paidup | | |
| 6,02,82,608 (3,61,34,000) Equity Shares Fully Paid of ₹10/- Par Value | 6,028.26 | 3,613.40 |
| | 6,028.26 | 3,613.40 |

Holding more than 5%

| Particulars | 31-03-2024 | | 31-03-2023 | | 31-03-2022 | |
|---------------------------|------------------|--------|------------------|--------|------------------|--------|
| | Number of shares | % Held | Number of shares | % Held | Number of shares | % Held |
| Farukbhai Gulambhai Patel | 3,19,62,471 | 53.02 | 1,97,82,234 | 54.75 | 98,38,767 | 54.46 |

Details of Shares for preceding Five years

| Particulars | 31-03-2024 | 31-03-2023 | 31-03-2022 | 31-03-2021 | 31-03-2020 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------|------------|------------|------------|
| Number of Equity shares issued through Qualified Institutional Placement | 25,35,925 | - | - | - | - |
| Number of Preference shares redeemed | - | - | - | - | - |
| Number of Equity shares issued as bonus share | 2,00,94,203 | 1,80,67,000 | - | - | - |
| Number of Preference shares issued as bonus share | - | - | - | - | - |
| Number of Equity shares allotted for contracts without payment received in cash (The shares were issued for acquisition of subsidiary - Kpark Sunbeat Private Limited) | 15,18,480 | - | - | - | - |
| Number of Preference shares allotted for contracts without payment received in cash | - | - | - | - | - |

Reconciliation

| Particulars | 31-03-2024 | | 31-03-2023 | | 31-03-2022 | |
|-------------------------------------|--------------------|---------------------|--------------------|---------------------|--------------------|---------------------|
| | Number of shares | Amount | Number of shares | Amount | Number of shares | Amount |
| Number of shares at the beginning | 3,61,34,000 | 36,13,40,000 | 1,80,67,000 | 18,06,70,000 | 1,80,67,000 | 18,06,70,000 |
| Add: Issue | 2,41,48,608 | 24,14,86,080 | 1,80,67,000 | 18,06,70,000 | - | - |
| Less: Bought back | - | - | - | - | - | - |
| Others | - | - | - | - | - | - |
| Numbers of shares at the end | 6,02,82,608 | 60,28,26,080 | 3,61,34,000 | 36,13,40,000 | 1,80,67,000 | 18,06,70,000 |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

Shareholding of Promoters

Shares held by promoters as at March 31, 2024

| Name of the Promoter | No. of shares | % of total shares | % Change during the year |
|----------------------------|---------------|-------------------|--------------------------|
| Farukbhai Gulambhai Patel* | 3,19,62,471 | 53.02 | -3.15% |
| Gulammahmad Alibhai Patel* | 16,500 | 0.03 | 0.00% |
| Vahidabanu Faruk Patel* | 1,026 | 0.00 | 0.00% |
| Rashida Gulam Patel* | 16,500 | 0.03 | 0.00% |
| Aayesha Farukbhai Patel* | 1,026 | 0.00 | 0.00% |

* The outstanding shares as on March 31, 2024 include the bonus shares allotted by Company in the ratio of 1:2.

Shares held by promoters as at March 31, 2023

| Name of the Promoter | No. of shares | % of total shares | % Change during the year |
|----------------------------|---------------|-------------------|--------------------------|
| Farukbhai Gulambhai Patel* | 1,97,82,234 | 54.75 | 0.00% |
| Gulammahmad Alibhai Patel* | 11,000 | 0.03 | 0.00% |
| Vahidabanu Faruk Patel* | 684 | 0.00 | 0.00% |
| Rashida Gulam Patel* | 11,000 | 0.03 | 0.00% |
| Aayesha Farukbhai Patel* | 684 | 0.00 | 0.00% |

* The outstanding shares as on 31/03/2023 include the bonus shares allotted by Company in the ratio of 1:1.

Terms/Rights Attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹10 each. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

During the year ended March 31, 2024 the Company has issued 2,00,94,203 bonus shares in the ratio of 1:2.

Details of Convertible Securities:

The Company has not issued any securities convertible into equity or preference shares.

Details of Shares Reserved for Employees Stock Options:

The Company has not reserved any shares for employees stock options.

17. Other Equity

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-------------------------------------------------------|------------|------------|
| Securities Premium Opening (Refer Note No. (i) below) | 42,760.16 | 3,332.70 |
| Retained Earnings Opening | 18,845.49 | 8,427.46 |
| Amount Transferred from Statement of P & L | 16,165.68 | 10,962.79 |
| Retained earnings on acquisition | (5.01) | - |
| Expenses related to issue of shares | (18.75) | - |
| Other adjustment | (17.27) | - |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

17. Other Equity (Contd.)

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-------------------------------------------|------------------|------------------|
| Appropriation and Allocation | (9.50) | 0.95 |
| Dividend Payment (Refer Note (iii) Below) | (180.67) | (545.72) |
| Retained Earnings Closing | 34,779.96 | 18,845.49 |
| | 77,540.12 | 22,178.19 |

- (i) Securities Premium is used to record the issue of bonus shares and is utilised in accordance with the provisions of the Companies Act, 2013.
- (ii) Retained Earnings are the profits of the Company earned till date net of appropriations.
- (iii) The Board of Directors at its meeting held on August 11, 2023 and October 9, 2023 has declared an interim dividend at ₹0.25 per share and ₹0.25 per share respectively for the F.Y. 2023-24 which has been paid by the Company during the year.

18. Borrowings

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|------------------------------------------------|------------------|------------------|
| Term Loan | | |
| Banks | | |
| Secured | | |
| State Bank of India | 29,187.05 | 32,916.65 |
| Axis Bank Limited | 1,859.83 | 2,122.39 |
| Bandhan Bank | 4,312.24 | - |
| Union bank | 4,653.18 | 4,889.92 |
| ICICI Bank Limited | 36.99 | 34.93 |
| Financial Institution | | |
| Secured | | |
| Vivriti Capital Private Limited | 1,300.00 | 912.96 |
| Mercedes-Benz Financial Services India Pvt Ltd | 26.51 | 35.22 |
| Unsecured | | |
| Faruk Gulam Patel | 337.00 | - |
| | 41,712.79 | 40,912.08 |

| Loan Details | Sanction Amount (₹ in lakhs) | Rate of Interest | Tenure (in months) | Monthly Installment (₹ in lakhs) | Security Offered |
|-------------------|---------------------------------|------------------|-----------------------|----------------------------------------------|-----------------------|
| ICICI Bank-8083* | 9.84 | 7.80% | 36 | 0.31 | Hypothecation of Car. |
| ICICI Bank-3757 | 9.46 | 7.50% | 48 | 0.23 | Hypothecation of Car. |
| ICICI Bank-102665 | 9.27 | 9.75% | 48 | 0.23 | Hypothecation of Car. |
| ICICI Bank-4919 | 10.58 | 8.25% | 60 | 0.28 | Hypothecation of Car. |
| ICICI Bank-6172 | 25.86 | 8.15% | 60 | 0.65 | Hypothecation of Car. |
| ICICI Bank-1726 | 27.14 | 9.00% | 60 | Repayment is variable as per sanction letter | Hypothecation of Car. |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

| Loan Details | Sanction Amount (₹ in lakhs) | Rate of Interest | Tenure (in months) | Monthly Installment (₹ in lakhs) | Security Offered |
|-------------------------------------|---------------------------------|-----------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Bandhan Bank- Term loan 1 | 4,044.00 | EBR + 3.25% | 120 (including 7 months moratorium) | Repayment is variable as per sanction letter | A. Exclusive charge on entire movable assets including Plant and machinery, spares, equipment, of ₹65.07 tools and accessories, furniture and fixtures, crore (Hard vehicles, and all other movable assets both cost present and future, intangible, goodwill, uncalled considered) capital relating to the 9.95 MW hybrid power Olant project. B. Exclusive charge on project lands situated at Amod. |
| Bandhan Bank- Term loan 2 | 836.00 | EBR + 3.25% | 120 (including 7 months moratorium) | Repayment is variable as per sanction letter | C. Personal guarantee of the director Farukbhai Patel and Mohd. Sohil Dabhoya. D. DRA equivalent to three-month interest and principal instalment amounting to ₹1.90 Crore. E. Minimum collateral security coverage of 25% to be ensured, however in case of any shortfall, Lien on FD/other acceptable securities to be accepted. |
| Mercedes Benz Financial services | 44.90 | 8.10% | 60 | 0.91 | Hypothecation of Car. |
| Union Bank** | 5,200.00 | 1 Year MCLR + 0.7% | 169 (including 25 months moratorium) | 143 installments of ₹36,12,000 each and 144 th installment of ₹34,84,000 | A. First Pari passu charge on Various Land holdings of the Company loacted at Uchadi, District Bhavnagar. B. First Pari passu charge on Hypothecation Various movable assets like Solar Panels, Windmill, accessories and equipments etc. C. First Pari passu charge on escrow account to be excuted between the Company and M/s. UPL limited for purchase of power. D. First Pari passu charge on leasehold rights on windmill land situated at Vataliya, Talaja. E. Collateral security of various land at Moje Sudi District. |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

| Loan Details | Sanction Amount (₹ in lakhs) | Rate of Interest | Tenure (in months) | Monthly Installment (₹ in lakhs) | Security Offered |
|---------------------------------------|---------------------------------|-----------------------------------|-------------------------------------------|-------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Vivriti Capital Private Limited** | 2,000.00 | 6 Months VCPL Index + 5.56% | 30 | 66.67 | A. Exclusive Charge on Various Land holdings of the Company and promoter located at Sudi, Tancha and Bhimpura. B. Further security of firm purchase orders providing cover upto 1.2x of the exposure. C. Exclusive charge on receivables of specific CPP clients for whose order fulfilment the proceeds will be used. D. Second Pari passu charge on entire current assets of the Company. E. Cash Collateral of 10% through lien marked fixed deposits. F. A general lien and set off right on all assets of the Company. |
| Vivriti Capital Private Limited** | 3,000.00 | 6 Months VCPL Index + 3.8% | 36 (including 6 months moratorium) | 99.99 | A. Exclusive and continuing Charge on mortgage property. B. Second Pari passu charge on entire current assets of the Company. C. Cash collateral in the form of Fixed deposit of 10% of O/S loan amount at the time of rating downgrade event and 10% in case of second rating downgrade event. D. Cash Collateral through lien marked fixed deposits. E. Demand promissory note and a letter of continuity. F. Personal gurrantee of Faruk Patel, Sohil Dabhoya, Rashida Patel, Gulam patel. |
| Axis Bank* | 24.00 | 9.35% | 48 | 0.60 | Hypothecation of JCB. |
| Axis Bank** | 2,560.00 | Repo rate+ 3.75% | 156 (including 3 months moratorium) | 21.88 | A. Exclusive Charge on various lands located at Sudi and Amod. B. Exclusive Charge on various moveable properties of the Company and other movable properties, both present and future, relating to 11.4MW project. C. Personal Gurrantee of director Mr. Faruk Patel. |
| State Bank of India- Mercedez loan | 342.80 | 1YR MCLR + 0.65% | 84 | 5.55 | Hypothecation of Car. |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

| Loan Details | Sanction Amount (₹ in lakhs) | Rate of Interest | Tenure (in months) | Monthly Installment (₹ in lakhs) | Security Offered |
|--------------------------------|---------------------------------|----------------------|-------------------------------------|----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| State Bank of India-GECL 1** | 675.00 | 6 Months MCLR + 1% | 60 (including 12 months moratorium) | 14.06 | Hypothecation Charge over the entire current assets of the Company, both present and future including inventories and receivables and entire cash flows of the Company. |
| State Bank of India-GECL 2** | 4,800.00 | 6 Months MCLR + 1% | 72 (including 24 months moratorium) | 100 | |
| State Bank of India-15.35 MW** | 2,800.00 | 6 Months MCLR + 0.5% | 73 (including 1 month moratorium) | 39.33 | A. Mortgage of Immovable properties in the form of various lands pertaining to 15.35 MW, 20 MW & 25MW and 26.1 MW Project, both present and Future as per Sanction letter obtained from Bank. B. Hypothecation of entire plant and machinery of the Company both present and future. C. Pledge of 97,10,078 equity shares of Mr. Farukbhai Gulambhai Patel as a collateral security. |
| State Bank of India-25 MW** | 7,400.00 | 6 Months MCLR + 0.5% | 130 (including 1 month moratorium) | 57.00 | D. Personal guarantee of Mr. Farukbhai Gulambhai Patel, Sohil Dabhoya, Rashida Patel and Gulam Ahmed Patel. E. Corporate guarantee of M/s. Faaiz Money Changer Private Limited. F. Charge on immovable property of M/s. Faaiz Money Changer Private Limited. G. Hypothecation of movable properties and assets, including plant and machinery, machinery spares, furniture, fixtures, vehicles and all other movable assets, intangible assets, uncalled capital relating to 25MW project. |
| State Bank of India-20 MW** | 7,600.00 | 6 Months MCLR + 0.5% | 152 (including 2 months moratorium) | Repayment is variable as per sanction letter | H. Charge on the Debt Service Reserve Account, TRA, any letter of credit, and any other bank accounts. I. Charge on Fixed Deposit of ₹3 Crore. J. Charge on Fixed deposit of ₹1.09 Crore. K. Charge on Fixed deposit of ₹0.16 Crore. |
| State Bank of India-26.1 MW | 8,000.00 | 6 Months MCLR + 0.8% | 168 | Repayment is variable as per sanction letter | L. Escrow cover on reevnue account of KP Buildcon Private limited equivalent to average 2 months billing value of ₹3.98 crore for 25 MW loan. |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

| Loan Details | Sanction Amount (₹ in lakhs) | Rate of Interest | Tenure (in months) | Monthly Installment (₹ in lakhs) | Security Offered |
|---------------------|---------------------------------|--------------------------|-----------------------------------------------|----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| State Bank of India | 3,480.00 | MCLR- 6 Month +1.5 % | 135 | Repayment is variable as per sanction letter | A. Mortgage of Immovable properties in the form of various lands as per Sanction letter obtained from Bank. B. First Exclusive charge of entire plant and machinery of the Company comprising of solar plant of 20.33 MW which is funded by SBI. (11.5MW + 8.83MW). C. Personal guarantee of Mr. Farukbhai Gulambhai Patel and Sohil Dabhoya. |
| State Bank of India | 2,300.00 | MCLR- 6 Month +1.5 % | 119 | Repayment is variable as per sanction letter | D. Corporate guarantee of KPI Green Energy Limited. E. Pledge of 51% of shares of the Company held by KPI Green Energy Limited. F. Hypothecation charge over the entire current assets of the Company both present and future comprising of raw materials, semi finished goods, finished goods, stock in progress, stores and spares, receivables and entire cash flows of the Company. G. Lien on bank deposit. |
| State Bank of India | 2,301.00 | EBLR- 3 Month + 2.75% | 120 (excluding Moratorium of 12 Months) | 57.53 | A. Mortgage of Immovable properties in the form of various lands as per Sanction letter obtained from Bank. B. Hypothecation charge over fixed assets and machinery of the Company created out of Bank finance. C. Personal guarantee of Mr. Farukbhai Gulambhai Patel and Sohil Dabhoya. D. Corporate guarantee of KPI Green Energy Limited. E. Pledge of the 30 % shares of the Company held by KPI Green Energy Limited. |

* Loans have been fully repaid during the year.

** The monthly installment amount only includes principal payment. Interest is charged separately.

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

19. Lease liabilities

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|----------------------------------|------------------|------------------|
| Lease Liability Corporate Office | 594.05 | 426.26 |
| Lease Liability Plot | 8,215.12 | 8,037.15 |
| Lease liability Guest House | 14.60 | - |
| Lease Liability Land | 9,050.45 | 4,820.01 |
| Lease Liability Plant | 25,87.40 | 2,151.12 |
| | 20,461.62 | 15,434.53 |

The bifurcation of lease liability into Current and Non-current is not ascertainable as on the date of Balance sheet and hence the entire lease liability has been classified as non-current liability.

20. Other financial liabilities

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|------------------------------------|--------------|--------------|
| Other Long-Term Liabilities | | |
| Bondada Engineering Limited | 50.00 | 50.00 |
| | 50.00 | 50.00 |

21. Provisions

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------|--------------|--------------|
| Employee Benefits | | |
| Gratuity | | |
| Gratuity Payable and others | 63.46 | 37.48 |
| | 63.46 | 37.48 |

22. Deferred tax liabilities (Net)

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------------|-----------------|-----------------|
| Deferred Tax Assets | | |
| Employee Benefits (Gratuity) | 13.87 | 10.48 |
| Expenditure disallowances | 0.78 | 18.32 |
| Loss on Derecognition of Asset | 7.62 | - |
| Lease liability | 616.71 | 432.67 |
| Unearned Income as per Ind AS 115 | 218.53 | 114.62 |
| Deferred Tax Liabilities | | |
| Depreciation | 9,096.37 | 6,844.45 |
| Insurance claim received | 6.35 | - |
| | 8,245.22 | 6,268.36 |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

Calculation of Deferred Tax

| Particulars | 31-03-2024 | 31-03-2023 |
|---------------------------------------------------------------------|-----------------|-----------------|
| Deferred Tax Liabilities | | |
| Preliminary Expenses Allowable in 5 Years | 69.69 | 71.23 |
| Insurance claim received | 25.24 | |
| Depreciation | 8,946.84 | 10,809.44 |
| Tax on Deferred Liabilities @ 25.17% | 2,275.81 | 2,738.67 |
| Deferred Tax Assets | | |
| Lease liability | 731.18 | 1,631.06 |
| Loss on Derecognition of Asset | 30.27 | |
| Unearned Income as per Ind AS 115 | 412.82 | 543.31 |
| Provision for Gratuity | 21.09 | 11.32 |
| Tax on Deferred Assets @ 25.17% | 300.87 | 550.14 |
| Deferred Tax Liabilities/Assets Transferred to Balance Sheet | | |
| Opening Balance of Deferred Tax (Liabilities) | 6,268.36 | 4,079.83 |
| Deferred Tax (Liabilities) Charged to P & L A/c | 1,974.94 | 2,188.22 |
| Deferred Tax Asset/Liabilities created through OCI | 1.91 | 0.32 |
| Deferred Tax (Liabilities) transferred to Balance sheet | 8,245.22 | 6,268.36 |

23. Borrowings

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|---------------------------------------------|------------------|------------------|
| Current Maturities of Long-term debt | 6,703.00 | 5,625.33 |
| Loans repayable on Demand | | |
| Banks | | |
| Secured | | |
| Axis Bank - CC | - | 492.79 |
| Bombay Mercantile Bank - OD | 95.20 | 94.99 |
| State bank of India - CC | 2,2173.79 | 4.76 |
| Yes Bank - CC | 3.05 | - |
| State Bank of India - EVFS A/c | 4,447.77 | - |
| ICICI Bank | 2,616.21 | - |
| Unsecured | | |
| Poonawala Fincorp Limited | 5,434.04 | 4,986.03 |
| | 41,473.06 | 11,203.90 |

The CC from Axis Bank is secured by charge over various lands situated at Amod and on movable assets of the Company both present and future comprising plant and machinery, equipments, tools, vehicles. Personal guarantee of the director - Mr. Faruk Patel is also given.

The OD from Bombay Mercantile Co. Op. Bank of ₹95 lakhs was granted against pledge of term deposit of ₹1 Crore.

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

The CC from State Bank of India is secured by hypothecation charge over the entire current assets of the Company both present and future comprising of raw materials, semi-finished goods, finished goods, stock in progress, stores and spare, receivables and entire cash flows of the Company.

The CC from Yes Bank is secured by first pari passu charge by way of hypothecation on current asset both present and future, unconditional and irrevocable personal guarantee of Farukbhai Patel till the tenor of facility and Fixed Deposit-10% margin to be lien marked upfront.

The CC from RBL Bank is secured by First Pari passu charge on all current assets of the Company, both present and future, 25% cash margin in the form of FD to be placed with RBL Bank on pro rata basis and Unconditional and irrevocable personal guarantee of Mr. Faruk Patel.

The CC from ICICI Bank is secured by collateral security of fixed deposit of ₹70 Million, First pari passu charge on the current assets of the Company of ₹315.8 Million and personal guarantee of Mr. Faruk Patel.

| Loan Details | Sanction Amount (₹ in lakhs) | Rate of Interest | Tenure (in months) | Monthly Installment (₹ in lakhs) | Security Offered |
|------------------------|---------------------------------------------------------------|-----------------------------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| SBI-E - vfs | 500.00 | 9.3% for invoices upto 90 days, 9.4% for invoices above 90 days and upto 180 days | 90 days for payment to vendor of raw materials for CPP segment only | Each Receivable on due date | Hypothecation charge over the entire current assets of the Company both present and future comprising of raw materials, semi-finished goods, finished goods, stock in progress, stores and spare, receivables and entire cash flows of the Company. |
| Bajaj Finance Limited* | 2000.00 (Actual disbursement during the year is ₹50 crore) | 9.25% | 120 Days | Bullet payment at the end of 120 days | First pari passu charge on the current assets of the Company long with existing lenders. |
| ICICI BANK - WC DL | 2,500.00 | 1-MCLR+04% | 120 Days | Bullet payment at the end of 120 days | A. Secured by collateral security of fixed deposit of ₹75 Million. B. First pari passu charge on the current assets of the Company of ₹315.8 Million. C. Personal guarantee of Mr. Faruk Patel. |
| AXIS BANK - WC DL* | 500.00 | Repo rate+3.6% | 12 | On demand | A. Exclusive charge on moveable assets including plant and machinery, spares, equipment, tools and accessories, furniture and fixtures, vehicles, and all other moveable assets both present and future, intangible, goodwill, uncalled capital relating to the 11.4 MW project. B. Primary security - Plot No. 422 A, 422 B, 423 (272) Vill. Sudi, Tal. Amod, Bharuch. C. Personal guarantee of Mr. Farukbhai Patel. |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

| Loan Details | Sanction Amount (₹ in lakhs) | Rate of Interest | Tenure (in months) | Monthly Installment (₹ in lakhs) | Security Offered |
|-----------------------------|---------------------------------|-------------------------------------------------|-----------------------|---------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| HDFC BANK - WCDL* | 2,500.00 | Interest rate shall be payable on monthly rests | 90 Days | Bullet payment at the end of 90 days | A. Current Assets - Pari Pasu charge on all the present and future current assets of the Company to be hypothecated as primary security for HDFC Bank Ltd. Pari Pasu letter to be submitted within 90 days from date of 1s disbursement and beyond 90 days it will attract a penalty of ₹500 + applicable taxes on daily basis. B. Fixed Deposits - 25% FD margin to be availed before disbursing the WCDL facility. Fixed deposit of 62.50 Million to be availed (25% of 250 Million). C. Personal guarantee of Mr. Patel Farukbhai Gulambhai (Promoter/Chairman), Mr. Mohmed Sohil Yusufbhai Dabhoya (WTD), Mrs. Rashida Patel, Mr. Ghulam Ahmed Patel. |
| Poonawala Fincorp Limited** | 6,000.00 | 8.50% | 120 Days | Bullet payment at the end of 120 days | Nil |

*Loans have been fully repaid during the year.

**The monthly installment amount only includes principal payment. Interest is charged separately.

24. Trade Payables

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------|------------------|------------------|
| Creditors due others | | |
| Sundry creditors | 41,631.11 | 22,709.96 |
| Sundry creditors (PLOT) | 29.91 | 28.22 |
| | 41,661.02 | 22,738.19 |

Ageing Schedule as on March 31, 2024

| Particulars | Outstanding for following periods from due date of payments | | | | Total |
|---------------------------|-------------------------------------------------------------|----------|----------|------------------|-----------|
| | Less than 1 year | 1-2 year | 2-3 year | More than 3 year | |
| (i) MSME | 3,959.45 | - | - | - | 3,959.45 |
| (ii) Others | 37,590.75 | 92.60 | 3.03 | 15.21 | 37,701.57 |
| (iii) Disputed dues-MSME | - | - | - | - | - |
| (iv) Disputed dues-Others | - | - | - | - | - |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

Ageing Schedule as on March 31, 2023

| Particulars | Outstanding for following periods from due date of payments | | | | Total |
|---------------------------|-------------------------------------------------------------|----------|----------|------------------|-----------|
| | Less than 1 year | 1-2 year | 2-3 year | More than 3 year | |
| (i) MSME | 2,782.85 | - | - | - | 2,782.85 |
| (ii) Others | 19,913.06 | 9.99 | - | 32.28 | 19,955.34 |
| (iii) Disputed dues-MSME | - | - | - | - | - |
| (iv) Disputed dues-Others | - | - | - | - | - |

Trade Payables Covered Under MSMED Act, 2006:

Trade Payables covered under MSMED Act, 2006 are those creditors who are outstanding at the balance sheet date. Out of which creditors due for more than 45 days as on the balance sheet date are ₹365.89 lakhs (388.22 lakhs). The Company has not provided interest on the same as per the provisions of MSMED Act, 2006.

Amount due to Micro, Small and Medium Enterprises as on March 31, 2024 (March 31, 2023) are disclosed on the basis of information available with the Company regarding status of the suppliers is as follows:

| Particulars | (All the figures are in lakhs) | |
|--------------------------------------------------------------------------------------------------------------|--------------------------------|------------|
| | 31-03-2024 | 31-03-2023 |
| Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end | 3,959.45 | 2,782.85 |
| Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end | | - |
| Interest paid/reversed during the year | | - |
| Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year | NA | NA |
| Interest due and payable towards suppliers registered under MSMED Act, for payments already made | | - |
| Interest accrued and remaining unpaid | | - |
| Amount of further interest remaining due and payable in succeeding years | | - |

* The Company has not maintained the complete records of bill to bill payment made to the vendors registered under MSMED Act, 2006 and therefore the details of amount paid to such vendors during the year beyond the appointed date can not be extracted and hence no amount is mentioned against the said line item.

25. Other financial liabilities

| Particulars | (All the figures are in lakhs) | |
|-------------------------------|--------------------------------|------------|
| | 31-03-2024 | 31-03-2023 |
| Employee Related | | |
| Accrued Salary Payable | | |
| Salary Payable | 237.55 | 78.61 |
| Tax Payable | | |
| TDS & TCS | | |
| TDS & TCS Payable | 555.94 | 141.34 |
| GST Payable | 441.82 | 1.62 |
| Professional Tax Payable | 0.63 | 0.39 |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

25. Other financial liabilities (Contd.)

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|----------------------------------|-----------------|---------------|
| Other Accrued Expenses | | |
| P.F. Payable | 9.10 | 2.75 |
| Rent Payable | 10.67 | 3.18 |
| ESIC payable | 0.19 | 0.06 |
| Provision for Expenses | 1,141.75 | 639.59 |
| Expense payable to director | 20.21 | - |
| Director Sitting Fees Payable | 3.15 | 2.18 |
| Employee Imprest Payable A/c | 0.90 | 6.05 |
| Other Current Liabilities | | |
| Deposit received | 250.00 | - |
| Unclaimed Dividend | 7.07 | - |
| | 2,678.98 | 875.77 |

26. Other Current liabilities

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|------------------------------------|-----------------|-----------------|
| Revenue Received in Advance | | |
| Unearned Income as per Ind AS 115 | 1,039.97 | 594.77 |
| Other Current Liabilities | | |
| Advance Received from Debtors | 675.34 | 1,279.64 |
| Other payables | 68.31 | - |
| | 1,783.63 | 1,874.41 |

27. Provisions

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|--------------------------|-------------|-------------|
| Employee Benefits | | |
| Gratuity | | |
| Provision for Gratuity | 6.84 | 4.14 |
| | 6.84 | 4.14 |

28. Current Tax Liabilities (net)

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|--------------------------|-----------------|---------------|
| Tax Provision | | |
| Current Tax | | |
| Provision For Income Tax | 1,888.44 | 307.03 |
| | 1,888.44 | 307.03 |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

29. Revenue from operation

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|---------------------------------------------------|--------------------|------------------|
| Sale of products | | |
| Sale of power | 17,699.53 | 9,473.42 |
| Sale of captive power plant | 83,190.39 | 54,288.05 |
| Sale of plot | 197.15 | 108.24 |
| Sale of services | | |
| Sale of lease, operation and maintenance services | 1,302.94 | 508.92 |
| | 1,02,390.01 | 64,378.63 |

30. Other income

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------------------|---------------|---------------|
| Interest | | |
| Interest income | 583.89 | 265.32 |
| Profit/Loss on Disposal of Fixed Assets | - | 2.37 |
| Miscellaneous | | |
| Scrap Sales and other income | 55.44 | 56.60 |
| Round off | - | 0.11 |
| Gain on Redumption of Mutual Fund | 18.50 | - |
| Insurance claim received | 25.24 | - |
| Rate difference | 8.48 | 0.45 |
| | 691.55 | 324.84 |

31. Cost of material consumed

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|---------------------|------------------|------------------|
| Raw Material | | |
| Opening | 15,531.80 | 9,917.71 |
| Purchase | 70,175.12 | 43,582.04 |
| Closing | 32,391.00 | 15,531.80 |
| | 53,315.93 | 37,967.95 |

Details of Raw Material

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-------------|------------------|------------------|
| Solar Plant | 53,315.93 | 37,967.95 |
| | 53,315.93 | 37,967.95 |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

32. Purchase of Stock-in-Trade

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------|---------------|---------------|
| Stock-in-Trade | | |
| Land Purchase | 192.76 | 278.26 |
| Purchase Power Units | 126.00 | 166.97 |
| | 318.76 | 445.23 |

33. Changes in inventories of finished goods, work-in-progress and stock-in-trade

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|--------------------------|----------------|-----------------|
| Opening | | |
| Stock-in-Trade | 965.76 | 748.25 |
| Closing | | |
| Stock-in-Trade | 995.28 | 965.76 |
| Increase/Decrease | | |
| Stock-in-Trade | (29.52) | (217.50) |
| | (29.52) | (217.50) |

Details of Changes in Inventory

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------|----------------|-----------------|
| Stock-in-Trade | | |
| Land | (29.52) | (217.50) |
| | (29.52) | (217.50) |

34. Employee benefit expense

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------------------|-----------------|---------------|
| Salaries, Wages & Bonus | 1,330.15 | 750.65 |
| Contribution to Gratuity | 21.09 | (9.30) |
| Contribution to Provident Fund and ESIC | 32.08 | 11.03 |
| Staff Welfare Expenses | 55.73 | 54.95 |
| | 1,439.04 | 807.33 |

35. Finance Costs

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|------------------------------------|-----------------|-----------------|
| Interest expenses (Refer Note (i)) | 6,186.97 | 3,014.45 |
| Lease Finance Cost | 1,881.18 | 1,345.88 |
| Foreign Exchange Gain/Loss | 152.27 | 164.01 |
| Other Finance Charges | 385.79 | 152.10 |
| | 8,606.21 | 4,676.45 |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

36. Depreciation and amortisation expense

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------|-----------------|-----------------|
| Depreciation & Amortisation | 4,037.41 | 2,261.76 |
| | 4,037.41 | 2,261.76 |

37. Other Expenses

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|--------------------------------------------|------------------|-----------------|
| Manufacturing Service Costs Expenses | | |
| Power and Fuel | 126.60 | 76.01 |
| Evacuation and Infrastructure expenses | 6017.11 | 2,213.03 |
| Other Manufacturing Costs | 1,439.26 | 536.38 |
| Rent Rates and Taxes (Refer Note (i & ii)) | 285.32 | 131.04 |
| Auditors Remuneration | 37.44 | 42.02 |
| Auditors Remuneration | 36.51 | 41.04 |
| Internal Audit Fees | 0.93 | 0.98 |
| Director Sitting Fees | 3.50 | 2.43 |
| Managerial Remuneration | 343.13 | 92.93 |
| Repairs & Maintenance expenses | 91.51 | 67.80 |
| Travelling and Conveyance expenses | 109.66 | 63.11 |
| Legal and Professional expenses | 536.38 | 184.25 |
| Insurance Expenses | 137.41 | 67.27 |
| CSR and Donation expenses | 628.19 | 375.31 |
| Information Technology Expenses | 26.72 | 20.85 |
| Other Administrative and General Expenses | 1,311.11 | 465.27 |
| Royalty Expense | 2,042.19 | - |
| Selling Distribution Expenses | 525.93 | 189.01 |
| | 13,661.45 | 4,526.69 |

- (i) The Company has taken xerox machine on lease which is treated as a low value asset as per the exemption given by Ind AS 116 on Leases and hence the rent charged on same ₹1.08 lakhs (0.62 lakhs) have been debited to Profit & Loss Account.
- (ii) The Company has taken hotels and guest houses on lease on temporary basis for short term accommodation of their site employees and for employees during travelling for work purposes. Since, the same are for a period less than 12 months, they have been treated as short-term leases as per the exemption given by Ind AS 116 and the rent charged on same of ₹26.51 lakhs (4.1 lakhs) have been debited to Profit & Loss Account.

38. Exceptional Items

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|----------------------|--------------|--------------|
| Prior Period Expense | | |
| Prior Period Expense | 30.54 | 48.59 |
| | 30.54 | 48.59 |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

39. Current tax

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|--------------------------|-----------------|-----------------|
| Current Tax | | |
| Provision For Income Tax | 3,561.60 | 1,035.96 |
| | 3,561.60 | 1,035.96 |

40. Deferred Tax

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|--------------|-----------------|-----------------|
| Deferred Tax | 1,974.46 | 2,188.22 |
| | 1,974.46 | 2,188.22 |

41. Items that will not be reclassified to profit or loss

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|-----------------------------------|-------------|-------------|
| Provision for Gratuity and others | 7.59 | 1.27 |
| | 7.59 | 1.27 |

42. Income tax relating to items that will not be reclassified

(All the figures are in lakhs)

| Particulars | 31-03-2024 | 31-03-2023 |
|--------------|---------------|---------------|
| Deferred Tax | (1.91) | (0.32) |
| | (1.91) | (0.32) |

43. FAIR VALUE DISCLOSURES

i) Financial instruments by category

| Particulars | As at March 31, 2024 | | | As at March 31, 2023 | | |
|------------------------------|----------------------|----------|--------------------|----------------------|----------|------------------|
| | FVTPL | FVOCI | AMORTISED COST | FVTPL | FVOCI | AMORTISED COST |
| Financial assets | | | | | | |
| Investments | - | - | .01 | - | - | 150.01 |
| Security deposits | - | - | 61.08 | - | - | 57.62 |
| Rental deposits | - | - | 487.23 | - | - | 306.94 |
| Trade receivables | - | - | 42,713.17 | - | - | 14,672.98 |
| Cash and cash equivalents | - | - | 5,430.49 | - | - | 1303.51 |
| Other bank balances | - | - | 11,570.91 | - | - | 3,936.18 |
| Loans | - | - | 31.20 | - | - | 18.54 |
| Derivative asset | - | - | - | - | - | - |
| Other financial assets | - | - | 1,589.61 | - | - | 613.81 |
| Total | - | - | 61,883.70 | - | - | 21,059.59 |
| Financial liabilities | | | | | | |
| Borrowings | - | - | 83,185.85 | - | - | 52,115.98 |
| Trade payable | - | - | 41,661.02 | - | - | 22,738.19 |
| Lease Liabilities | - | - | 20,461.62 | - | - | 15,434.53 |
| Other financial liabilities | - | - | 2,728.98 | - | - | 925.77 |
| Total | - | - | 1,48,037.47 | - | - | 91,214.48 |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

Investment in equity instruments of subsidiaries, joint ventures and associates has been accounted at cost in accordance with Ind AS 27. Therefore not within the scope of Ind AS 109, hence not included here.

ii) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the balance sheet are categorized into three levels of fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Financial assets and liabilities measured at fair value – recurring fair value measurements

| March 31, 2024 | Level 1 | Level 2 |
|-------------------------------|---------|---------|
| Financial assets | | |
| - | - | |
| Total financial assets | - | |

| March 31, 2023 | Level 1 | Level 2 |
|-------------------------------|---------|---------|
| Financial assets | | |
| - | - | |
| Total financial assets | - | |

Valuation process and technique used to determine fair value

- (i) The fair value of investments in government securities and quoted equity shares is based on the current bid price of respective investment as at the balance sheet date.
- (ii) The fair value of investments in mutual fund units is based on the net asset value (NAV) as stated by the issuers of these mutual fund units in the published statements as at the Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.
- (iii) In order to arrive at the fair value of unquoted investments, the Company obtains independent valuations. The techniques used by the valuer are as follows:
 - a) Asset approach – Net assets value method;
 - b) Income approach – Discounted cash flows (“DCF”) method;
 - c) Market approach – Enterprise value/Sales multiple method.

Derivative financial assets

The Company has not entered into derivative financial instruments.

(iii) Fair value of instruments measured at amortised cost

| Particulars | Level | March 31, 2024 | | March 31, 2023 | |
|-------------------------|---------|----------------|------------|----------------|------------|
| | | Carrying value | Fair value | Carrying value | Fair value |
| Financial assets | | | | | |
| Investments | Level 3 | 0.01 | 0.01 | 150.01 | 150.01 |
| Security deposits | Level 3 | 61.08 | 61.08 | 57.62 | 57.62 |
| Rental deposits | Level 3 | 487.23 | 487.23 | 306.94 | 306.94 |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(iii) Fair value of instruments measured at amortised cost (Contd.)

| Particulars | Level | March 31, 2024 | | March 31, 2023 | |
|------------------------------------|---------|--------------------|--------------------|------------------|------------------|
| | | Carrying value | Fair value | Carrying value | Fair value |
| Trade receivables | Level 3 | 42,713.17 | 42,713.17 | 14,672.98 | 14,672.98 |
| Loans | Level 3 | 31.20 | 31.20 | 18.54 | 18.54 |
| Other financial assets | Level 3 | 1,589.61 | 1,589.61 | 613.81 | 613.81 |
| Total Financial assets | | 44,882.29 | 44,882.29 | 15,669.88 | 15,669.88 |
| Financial liabilities | | | | | |
| Borrowings | Level 3 | 83,185.85 | 83,185.85 | 52,115.98 | 52,115.98 |
| Trade payables | Level 3 | 41,661.02 | 41,661.02 | 22,738.19 | 22,738.19 |
| Lease Liabilities | Level 3 | 20,461.62 | 20,461.62 | 15,434.53 | 15,434.53 |
| Other financial liabilities | Level 3 | 2,728.98 | 2,728.98 | 925.77 | 925.77 |
| Total Financial liabilities | | 1,48,037.47 | 1,48,037.47 | 91,214.48 | 91,214.48 |

The management assessed that security deposits, loan to related parties, other financial assets and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- (i) Long-term fixed-rate and variable-rate receivables are evaluated by the Company based on parameters such as interest rates, individual creditworthiness of the customer and other market risk factors. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- (ii) All the other long term borrowing facilities availed by the Company are variable rate facilities which are subject to changes in underlying Interest rate indices. Further, the credit spread on these facilities are subject to change with changes in Company's creditworthiness. The management believes that the current rate of interest on these loans are in close approximation from market rates applicable to the Company. Therefore, the management estimates that the fair value of these borrowings are approximate to their respective carrying values.

44.1 Financial risk management

(i) Risk management framework

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the Company is exposed to and how the Company manages the risk and the related impact in the financial statements.

| Risk | Exposure arising from | Measurement | Management |
|------------------------------|-------------------------------------------------------------------------------------------|-----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Credit risk | Cash and cash equivalents, trade receivables, financial assets measured at amortised cost | Ageing analysis | Bank deposits, diversification of asset base, credit limits and collateral. |
| Liquidity risk | Borrowings and other liabilities | Rolling cash flow forecasts | Availability of committed credit lines and borrowing facilities. |
| Market risk - Interest rate | Long-term borrowings at variable rates | Sensitivity analysis | Negotiation of terms that reflect the market factors. |
| Market risk - Security price | Investments in equity securities | Sensitivity analysis | Company presently does not make significant investments in equity shares, except for entities where it exercises control or joint control or significant influence. |

The Company's risk management is carried out by a central treasury department (of the Company) under policies approved by the board of directors. The board of directors provides written principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk and investment of excess liquidity.

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

A) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.

The carrying amount of financial assets represents the maximum credit exposure:

- cash and cash equivalents;
- trade receivables;
- loans & receivables carried at amortised cost; and
- deposits with banks.

a) Credit risk management

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: Low

B: Medium

C: High

Assets under credit risk

| Particulars | | March 31, 2024 | March 31, 2023 |
|---------------|---------------------------|----------------|----------------|
| A: Low | Loans | 31.20 | 18.54 |
| | Investments | 0.01 | 150.01 |
| | Other financial assets | 2,137.92 | 978.37 |
| | Cash and cash equivalents | 5,430.49 | 1,303.51 |
| | Other bank balances | 11,570.91 | 3,936.18 |
| | Trade receivables | 42,713.17 | 14,672.98 |

Cash and cash equivalents and other bank balances

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

Trade receivables

The Company closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The Company assesses increase in credit risk on an ongoing basis for amounts receivable that become past due and default is considered to have occurred when amounts receivable become past due one year.

Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the Company operates.

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

Maturities of financial liabilities

The tables below analyze the Company's financial liabilities into relevant maturity of the Company based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

| March 31, 2024 | Less than 1 year | 1-3 year | More than 3 years | Total |
|-----------------------------|---------------------|------------------|----------------------|--------------------|
| Borrowings | 41,473.06 | 14,546.62 | 27,166.17 | 83,185.85 |
| Lease Liabilities | - | 3,098.36 | 17,363.25 | 20,461.62 |
| Trade payable | 41,661.02 | - | - | 41,661.02 |
| Other financial liabilities | 2,678.98 | - | 50.00 | 2,728.98 |
| Total | 85,813.06 | 17,644.98 | 44,579.42 | 1,48,037.47 |

| March 31, 2023 | Less than 1 year | 1-3 year | More than 3 years | Total |
|-----------------------------|---------------------|------------------|----------------------|------------------|
| Borrowings | 11,203.90 | 11,233.26 | 29,678.82 | 52,115.98 |
| Lease Liabilities | - | 2,078.26 | 13,356.28 | 15,434.53 |
| Trade payable | 22,738.19 | - | - | 22,738.19 |
| Other financial liabilities | 875.77 | - | 50.00 | 925.77 |
| Total | 34,817.86 | 13,311.52 | 43,085.10 | 91,214.48 |

Interest rate risk

i) Liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. As at March 31, 2024, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates.

The Company's investments in fixed deposits all pay fixed interest rates.

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

| Particulars | 31-03-2024 | 31-03-2023 |
|--------------------------|-----------------|-----------------|
| Variable rate borrowings | 6,159.85 | 2,812.88 |
| Fixed rate borrowings | 27.12 | 201.57 |
| Total borrowings | 6,186.97 | 3,014.45 |

Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates. In case of fixed rate borrowings a change in interest rates at the reporting date would not affect profit or loss.

| Particulars | Effect on profit after tax | |
|----------------------------------------------|----------------------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Total borrowings | | |
| - Impact due to increase of 50 basis points* | (415.93) | (260.58) |
| - Impact due to decrease of 50 basis points* | 415.93 | 260.58 |

*Holding all other variable constant.

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

ii) Assets

The Company's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

C) Price risk

Exposure

The Company's exposure price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit or loss. To manage the price risk arising from investments, the Company diversifies its portfolio of assets.

The Company does not have any significant investments in equity instruments which create an exposure to price risk.

44.2 Capital management

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern;
- to provide an adequate return to shareholders.

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents and other bank balances as presented on the face of balance sheet.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The Company's adjusted net debt to equity ratio as at year end were as follows:

| Particulars | 31-03-2024 | 31-03-2023 |
|---------------------------------------------------|-------------|-------------|
| Total borrowings | 83,185.85 | 52,115.98 |
| Less: cash and cash equivalents | 17,001.40 | 5,239.70 |
| Net debt | 66,184.45 | 46,876.28 |
| Total equity | 83,568.38 | 25,791.59 |
| Adjusted net debt to adjusted equity ratio | 0.79 | 1.82 |

Dividends

| Particulars | 31-03-2024 | 31-03-2023 |
|----------------------------------------------------------------------|------------|------------|
| Equity shares | | |
| (i) Interim Dividend | | |
| For the year ended March 31, 2024 of ₹0.5 per share (excluding tax) | 180.67 | - |
| For the year ended March 31, 2023 of ₹2.85 per share (excluding tax) | - | 545.72 |
| (ii) Proposed Dividend | | |
| For the year ended March 31, 2024 of ₹0.00 per share (excluding tax) | - | - |
| For the year ended March 31, 2023 of ₹0.00 per share (excluding tax) | - | - |

This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.

45. Pursuant to the Indian Accounting Standard (Ind AS - 33) - Earnings per Share, the disclosure is as under

| Particulars | UOM | March 31, 2024 | March 31, 2023 |
|----------------------------------------------------------------------|-------|----------------|----------------|
| Basic and Diluted EPS | | | |
| Profit after tax as per Statement of Profit and Loss | lakhs | 16,156.18 | 10,963.74 |
| Weighted average number of equity shares outstanding during the year | No. | 5,74,10,643 | 5,62,28,203 |
| Nominal Value of Equity Shares | ₹ | 10 | 10 |
| Basic and Diluted EPS | ₹ | 28.17 | 19.50 |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

46. Segment Reporting

Information reported to the CODM for the purpose of resource allocation and assessment of segment performance focuses on business segment which comprises of Sale of Power & Power Plant and Sale of Plots. Specifically, the Company's reportable segments under Ind AS are as follows:

Sale of Power & Power Plant: Comprises of developing, building, owning, operating and maintaining solar power plants as an Independent Power Producer (IPP) and Captive Power Producer (CPP).

Sale of Plots: Comprises of Creation of plots from blocks and selling the same.

Revenue and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of associated revenue/assets of the segment and manpower efforts. All other revenue/expenses which are not attributable or allocable to segments have been disclosed as unallocable. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable.

The accounting principles consistently used in the preparation of the financial statements are also consistently applied to record income and expenditure in individual segments. These are as set out in the note on significant accounting policies.

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2024 |
|-------------------------------------------------------------------|------------------------------|------------------------------|
| 1. Segment Revenue | | |
| Sale of Power & Solar Power Plant | 1,02,192.85 | 64,270.39 |
| Sale of Plot | 197.15 | 108.24 |
| Less: Inter Segment Revenue | | |
| Total Segment Revenue | 1,02,390.01 | 64,378.63 |
| 2. Segment Results | | |
| Profit/(Loss) from Sale of Power & Solar Power Plant | 26,939.23 | 17,154.84 |
| Profit/(Loss) from Sale of Plot | 4.48 | 20.67 |
| Total Segment Results | 26,943.71 | 17,175.50 |
| Less: Finance Costs | 2,046.00 | 1,337.89 |
| Other unallocable expenditure net off unallocable revenue | 3,195.96 | 1,650.64 |
| Profit/(Loss) Before Tax | 21,701.74 | 14,186.96 |
| 3. Segment Assets | | |
| Sale of Power & Solar Power Plant | 2,12,596.91 | 1,08,659.22 |
| Sale of Plot | 7,807.20 | 8,110.25 |
| Unallocable Assets | 23,189.32 | 8,728.03 |
| Total Segment Assets | 2,43,593.43 | 1,25,497.49 |
| 4. Segment Liabilities | | |
| Sale of Power & Solar Power Plant | 1,31,152.00 | 81,707.11 |
| Sale of Plot | 8,215.12 | 8,055.99 |
| Unallocable Assets | 20,657.93 | 9,942.80 |
| Total Segment Liabilities | 1,60,025.05 | 99,705.90 |
| 5. Capital employed (Segment assets - Segment Liabilities) | | |
| Sale of Power & Solar Power Plant | 81,444.91 | 26,877.37 |
| Sale of Plot | (407.92) | 129.00 |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

46. Segment Reporting (Contd.)

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2024 |
|----------------------------------|------------------------------|------------------------------|
| Unallocable Assets | 2,531.39 | (1,214.77) |
| Total Segment Liabilities | 83,568.38 | 25,791.60 |

| Reconciliation of Revenue | Year ended March 31, 2024 | Year ended March 31, 2024 |
|------------------------------|------------------------------|------------------------------|
| Revenue from Operations | 1,02,390.01 | 64,378.63 |
| Less: Unallocable Revenue | - | - |
| Total Segment Revenue | 1,02,390.01 | 64,378.63 |

47. Related Party Transactions

Other Related Parties

| Name of Entity | Nature of Relationship |
|----------------------------------------------------------------------------------|----------------------------------------------------|
| Quyosh Energia Private Limited | Entity in which KMP is having controlling interest |
| KPGenix Sunray Private Limited | Entity in which KMP is having controlling interest |
| KPIG Renewables Private Limited | Entity in which KMP is having controlling interest |
| KP Green Engineering Limited (Formerly Known as K P Buildcon Private Limited) | Entity in which KMP is having controlling interest |
| KP Sor-Urja Limited | Entity in which KMP is having controlling interest |
| KP Human Development Foundation | Entity in which KMP is having controlling interest |
| Faaiz Money Changer Private Limited | Entity in which KMP is having controlling interest |
| KPEV Charging Private Limited | Entity in which KMP is having controlling interest |
| Bharuchi Vahora Patel Surat Federation | Entity in which KMP is having controlling interest |
| Solwaves Energia Private Limited | Entity in which KMP is having controlling interest |
| KPZon Energia Private Limited | Entity in which KMP is having controlling interest |
| KPSun Krag Private Limited | Entity in which KMP is having controlling interest |
| Renewable Minds LLP | Entity in which KMP is having controlling interest |
| K.P. Energy Limited | Entity in which KMP is having controlling interest |
| K.P Energy Mahua Windfarms Private Limited | Entity in which KMP is having controlling interest |
| Wind Farm Developers Private Limited | Entity in which KMP is having controlling interest |
| Ungarn Renewable Energy Private Limited | Entity in which KMP is having controlling interest |
| Evergreen Mahuva Windfarms Private Limited | Entity in which KMP is having controlling interest |
| HGV DTL Transmission Projects Private Limited | Entity in which KMP is having controlling interest |
| VG DTL Transmission Projects Private Limited | Entity in which KMP is having controlling interest |
| KP Energy OMS Limited | Entity in which KMP is having controlling interest |
| Mahuva Power Infra LLP | Entity in which KMP is having controlling interest |
| Manar Power Infra LLP | Entity in which KMP is having controlling interest |
| Miyani Power Infra LLP | Entity in which KMP is having controlling interest |
| Belampar Power Infra LLP | Entity in which KMP is having controlling interest |
| Hajjipir Renewable Energy LLP | Entity in which KMP is having controlling interest |
| Vanki Renewable Energy LLP | Entity in which KMP is having controlling interest |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

Other Related Parties (Contd.)

| Name of Entity | Nature of Relationship |
|-------------------------------------------------------------------------------|----------------------------------------------------|
| KPI Green OMS Private Limited (formerly Known as M81 Technologies Pvt Ltd) | Entity in which KMP is having controlling interest |
| Haveliwala and Sons | Entity in which KMP is having controlling interest |
| Azran venture consultancy LLP | Entity in which KMP is having controlling interest |
| Chooseme Venture Consultancy LLP | Entity in which KMP is having controlling interest |
| Itzan Venture Consultancy LLP | Entity in which KMP is having controlling interest |
| Raynott Venture Consultancy LLP | Entity in which KMP is having controlling interest |
| Skylinar Venture Consultancy LLP | Entity in which KMP is having controlling interest |
| Varistry Venture Consultancy LLP | Entity in which KMP is having controlling interest |
| KPF Green Hydrogen & Ammonia Technology Private Ltd | Entity in which KMP is having controlling interest |
| KPI Green Hydrogen Private Limited | Entity in which KMP is having controlling interest |
| World Bharuchi Vahora Federation | Entity in which KMP is having controlling interest |
| Hassan Patel | Relative of KMP |
| Affan Patel | Relative of KMP |
| Arifa Salim Yahoo | Relative of KMP |
| Zuveriyah Kadva | Relative of KMP |
| Shaba Affan Patel | Relative of KMP |

Key Management Personnel

| Name of KMP | Designation |
|--------------------------------------|----------------------------------------------|
| Faruk Gulambhai Patel | Chairman & Managing Director |
| Mohmed Sohil Yusuf Dabhoya | Whole-Time Director |
| Venu Birappa | Independent Director |
| Mohamed Hanif Mohamed Habibdalchawal | Independent Director |
| Sharadchandra B. Patil | Independent Director |
| Shanker Baheria | Independent Director |
| Bhadrabala Dhimantra Jishi | Non-Executive Director |
| Afzal H Malkani | Non-Executive Director |
| Amitkumar Subhashchandra Khandelwal | Non-Executive Director |
| Tejpalsingh Jagatsingh Bisht | Independent Director |
| Salim Suleman Yahoo | Chief Financial Officer |
| Saurabh Sharma | Company Secretary (Resigned during the year) |
| Priyal Jain | Company Secretary |
| Rajvi Vinodchandra Upadhyay | Company Secretary |
| Muinulhaque Kadva | Director |
| Affan Faruk patel | Director |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

The details of amounts due to or due from related parties as at March 31, 2024 and March 31, 2023:

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|-------------------------------------------------------------------------------|----------------------|----------------------|
| Managerial Remuneration Payable | | |
| Faruk Gulambhai Patel | 92.50 | 4.85 |
| Mohmed Sohil Yusufbhai Dabhoya | 2.95 | 0.13 |
| Salim Suleman Yahoo | 2.19 | 3.27 |
| Saurabh Sharma | - | 0.35 |
| Rajvi Vinodchandra Upadhyay | 0.99 | 0.69 |
| Loans Taken | | |
| Faruk Patel | 337.00 | 265.00 |
| Sundry Creditor | | |
| Farukbhai Gulambhai Patel | 431.25 | |
| KP Green Engineering Limited (Formerly Known as K P Buildcon Private Limited) | 2,555.46 | 93.41 |
| K.P. Energy Limited | 10,919.24 | 1,404.91 |
| KPI Green OMS Private Limited (Formerly Known as M81 Technologies Pvt Ltd) | 12.08 | - |
| Sundry Debtor | | |
| K.P. Energy Limited | 117.53 | |
| KP Energy OMS Limited | 315.73 | |
| Renewable Minds LLP | 224.19 | |
| Loan Given | | |
| Rajvi Vinodchandra Upadhyay | 3.51 | 3.63 |
| Advance to Suppliers | | |
| KP Green Engineering Limited (Formerly Known as K P Buildcon Private Limited) | 4,383.44 | 1,369.73 |
| KPI Green OMS Private Limited (Formerly Known as M81 Technologies Pvt Ltd) | 66.90 | - |
| Haveliwala and Sons | 296.42 | - |
| Deposit received | | |
| K.P. Energy Limited | 250.00 | - |
| Advance Given for Land | | |
| Affan Faruk patel | 245.12 | 70.00 |
| Hassan Faruk Patel | 273.17 | 70.00 |
| Faruk Gulambhai Patel | 5,026.33 | - |
| KP Green Engineering Limited (Formerly Known as K P Buildcon Private Limited) | - | 149.00 |
| Advance Given for Property | | |
| Arifa Salim Yahoo | 20.25 | - |
| Lease payable | | |
| Affan Faruk patel | 0.30 | - |
| Zuveriyah Kadva | 0.30 | - |
| Salary payable | | |
| Shaba Affan Patel | 0.22 | 0.15 |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

The details of amounts due to or due from related parties as at March 31, 2024 and March 31, 2023: (Contd.)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---------------------------------|----------------------|----------------------|
| Sitting Fees Payable | | |
| Amit S Khandelwal | 0.18 | - |
| Afzal Malkani | 0.14 | - |
| Tejapal Singh | 0.23 | - |
| Bhadrabala Dhimantraï Joshi | 0.38 | 0.36 |
| Moh. Hanif Moh. Habib dalchawal | 0.45 | 0.41 |
| Venu Birapa | 0.72 | 0.68 |
| Sharadchandra B Patil | 0.68 | 0.63 |
| Shanker Baheria | 0.38 | 0.11 |

The details of the related-party transactions entered into by the Company, for the years ended March 31, 2024 and March 31, 2023 are as follows:

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|-------------------------------------------------------------------------------|------------------------------|------------------------------|
| Deposit Received | | |
| Quyosh Energia Private Limited | - | 40.00 |
| Kpgenix Sunray Private Limited | - | 40.00 |
| Kpig Renewables Private Limited | - | 42.88 |
| Kpev Charging Private Limited | - | 40.00 |
| Deposit Returned | | |
| Quyosh Energia Private Limited | - | 40.00 |
| Kpgenix Sunray Private Limited | - | 40.00 |
| Kpig Renewables Private Limited | - | 42.88 |
| Kpev Charging Private Limited | - | 40.00 |
| Loans Given | | |
| KP Green Engineering Limited (Formerly Known as K P Buildcon Private Limited) | - | 2,701.16 |
| Loan Received Back | | |
| Rajvi Vinodchandra Upadhyay | 0.12 | 0.12 |
| KP Green Engineering Limited (Formerly Known as K P Buildcon Private Limited) | - | 3,262.20 |
| Donation Given | | |
| KP Human Development Foundation | 239.35 | 134.68 |
| Amount Given for CSR Activity | | |
| KP Human Development Foundation | 339.78 | 207.13 |
| Sales | | |
| KP Green Engineering Limited (Formerly Known as K P Buildcon Private Limited) | 230.29 | 6.94 |
| K.P. Energy Limited | 94.39 | 0.89 |
| Renewable Minds LLP | 1,673.38 | - |
| KP Energy OMS Limited | 632.57 | - |
| KP Human Development Foundation | 11.15 | - |
| Managerial Remuneration | | |
| Saurabh Sharma | 2.47 | - |
| Nirav Girishbhai Raval | - | 5.15 |
| Rajvi Vinodchandra Upadhyay | 10.36 | 7.42 |
| Mohmed Sohil Yusuf Dabhoya | 37.42 | 22.42 |
| Farukbhai Gulambhai Patel | 306.22 | 80.01 |
| Salim Suleman Yahoo | 36.73 | 10.73 |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

The details of the related-party transactions entered into by the Company, for the years ended March 31, 2024 and March 31, 2023 are as follows (Contd.)

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2024 |
|-------------------------------------------------------------------------------------|------------------------------|------------------------------|
| Royalty Expense | | |
| Faruk Gulambhai Patel | 2,042.19 | - |
| Deposit Received | | |
| K.P. Energy Limited | 250.00 | - |
| Sitting Fees | | |
| Bhadrabala Dhimantraï Joshi | 0.43 | 0.40 |
| Moh. Hanif Moh. Habib dalchawal | 0.50 | 0.45 |
| Venu Birapa | 0.80 | 0.75 |
| Sharadchandra B Patil | 0.75 | 0.70 |
| Shanker Baheria | 0.43 | 0.13 |
| Amit S Khandelwal | 0.20 | - |
| Afzal Malkani | 0.15 | - |
| Tejpal Singh Bisht | 0.25 | - |
| Purchase | | |
| KP Green Engineering Limited (Formerly Known as K P Buildcon Private Limited) | 3,919.95 | 559.02 |
| K.P. Energy Limited | 14,736.80 | 2,017.15 |
| KPI Green OMS Private Limited (Formerly Known as M81 Technologies Pvt Ltd) | 99.81 | - |
| Purchase of capital goods | | |
| KP Green Engineering Limited (Formerly Known as K P Buildcon Private Limited) | 3,978.28 | 7.22 |
| KPI Green OMS Private Limited (Formerly Known as M81 Technologies Pvt Ltd) | 58.70 | 2.15 |
| K.P. Energy Limited | 3.93 | - |
| Interest on Unsecured Loan | | |
| KP Green Engineering Limited (Formerly Known as K P Buildcon Private Limited) | 27.62 | 126.64 |
| Lease rent paid for Mangonese Villa | | |
| Affan Faruk patel | 0.80 | - |
| Zuveriyah Kadva | 0.80 | - |
| Salary expense | | |
| Shaba Affan Patel | 2.24 | - |
| Issue of shares and cash as consideration paid for acquisition of subsidiary | | |
| Mohmed Sohil Yusuf Dabhoya | 12.62 | - |
| Faruk Gulambhai Patel | 12,607.92 | - |
| Loan Taken | | |
| Farukbhai Gulambhai Patel | 72.00 | 900.00 |
| Loan Repaid | | |
| Farukbhai Gulambhai Patel | - | 900.00 |
| Advance Given | | |
| Haveliwala and Sons | 343.25 | - |
| Advance Given for Property | | |
| Affan Faruk patel | 175.12 | 70.00 |
| Hassan Faruk Patel | 203.17 | 70.00 |
| Faruk Gulambhai Patel | 5,026.33 | - |
| Advance Given for Property | | |
| Arifa Salim Yahoo | 20.25 | - |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

The Company, KPI Green Energy Limited has given guarantee of ₹8241 lakhs on behalf of K.P. Energy Limited for borrowings taken from State Bank of India.

The subsidiary Company, KPark Sunbeat Private Limited has given security of ₹5284 lakhs on behalf of K.P. Energy Limited against borrowings taken from Arka Fincap Limited.

48. Ratio Analysis

| Particulars | UOM | Year Ended March 31, 2024 | Year Ended March 31, 2023 | % of variance | Reason for Variance |
|-------------------------------------------------------------------------------------------------------|------------|---------------------------------|---------------------------------|------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| (i) Current Ratio: | | | | | |
| Current Assets (a) | in lakhs | 1,33,387.70 | 44,454.51 | | Since the variance in the ratio is less than 25%, reasons for change is not given. |
| Current Liabilities (b) | in lakhs | 89,491.97 | 37,003.45 | 24.07% | |
| Current Ratio (a/b) | Times | 1.49 | 1.20 | | |
| a. Items included in Numerator: All financial and non financial current assets | | | | | |
| b. Items included in Denominator: All financial and non financial current liabilities | | | | | |
| (ii) Debt-Equity Ratio: | | | | | |
| Total Debts (a) | in lakhs | 83,185.85 | 52,115.98 | | Debt Equity ratio is decreased due to the increase in equity as compared to last year. |
| Shareholder's Equity (b) | in lakhs | 83,568.38 | 25,791.59 | -50.74% | |
| Debt-Equity Ratio (a/b) | Times | 1.00 | 2.02 | | |
| a. Items included in Numerator: Non-current borrowings and current borrowings | | | | | |
| b. Items included in Denominator: Total Equity | | | | | |
| (iii) Debt Service Coverage Ratio: | | | | | |
| Earnings available for Debt services (a) | in lakhs | 28,364.52 | 18,743.33 | | Since the variance in the ratio is less than 25%, reasons for change is not given. |
| Interest + Installments (b) | in lakhs | 10,847.81 | 6,780.33 | -5.41% | |
| Debt Service coverage Ratio (a/b) | Times | 2.61 | 2.76 | | |
| a. Items included in Numerator: Earning Before Interest, Depreciation and Amortisation | | | | | |
| b. Items included in Denominator: Total Finance cost and Installments (excluding lease finance cost) | | | | | |
| (iv) Return on Equity Ratio: | | | | | |
| Net Profit after taxes (a) | in lakhs | 16,165.68 | 10,962.79 | | Return on Equity ratio is decreased due to the increase in equity as compared to last year. |
| Equity Shareholder's fund (b) | in lakhs | 83,568.38 | 25,791.59 | -54.49% | |
| Return on Equity Ratio (a/b) | Percentage | 19.34% | 42.51% | | |
| a. Items included in Numerator: Profit after tax | | | | | |
| b. Items included in Denominator: Total Equity | | | | | |
| (v) Inventory Turnover Ratio: | | | | | |
| Cost of Goods Sold (a) | in lakhs | 61,188.14 | 40,945.08 | | Since the variance in the ratio is less than 25%, reasons for change is not given. |
| Average Inventory (b) | in lakhs | 24,941.92 | 13,581.76 | -18.62% | |
| Inventory Turnover Ratio (a/b) | Times | 2.45 | 3.01 | | |
| a. Items included in Numerator: Cost of Goods Sold | | | | | |
| b. Items included in Denominator: Average Traded Inventories | | | | | |
| (vi) Trade Receivables Turnover Ratio(in days): | | | | | |
| Average Trade Receivables (a) | in lakhs | 28,693.07 | 9,175.66 | | Trade Receivable Turnover Ratio in days is increased due to the fact that average trade receivables is increased as compared to last year. |
| Sales (b) | in lakhs | 1,02,390.01 | 64,378.63 | 96.62% | |
| Trade Receivables turnover Ratio (a/b)*365 | Days | 102.29 | 52.02 | | |
| a. Items included in Numerator: Average Trade receivables (including Unbilled revenue) | | | | | |
| b. Items included in Denominator: Total Revenue from Operations | | | | | |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

| Particulars | UOM | Year Ended March 31, 2024 | Year Ended March 31, 2023 | % of variance | Reason for Variance |
|---------------------------------------------------------------------------------------------------|------------|---------------------------------|---------------------------------|------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| (vii) Trade Payables Turnover Ratio: | | | | | |
| Average Trade Payables (a) | in lakhs | 32,199.60 | 13,711.26 | 46.67% | Trade Payable Turnover Ratio in days is increased due to the fact that average trade payables is increased as compared to last year. |
| Total Purchases (b) | in lakhs | 70,493.88 | 44,027.28 | | |
| Trade Payables turnover Ratio (a/b)*365 | Days | 166.72 | 113.67 | | |
| a. Items included in Numerator: Average Trade Payables | | | | | |
| b. Items included in Denominator: Total Purchases | | | | | |
| (viii) Net Capital Turnover Ratio: | | | | | |
| Sales (a) | in lakhs | 1,02,390.01 | 64,378.63 | -73.00% | Net capital turnover Ratio is decreased due to the fact that in current working capital is significantly increased as compared to last year. |
| Working Capital (b) | in lakhs | 43,895.72 | 7,451.06 | | |
| Net Capital Turnover Ratio (a/b) | Times | 2.33 | 8.64 | | |
| a. Items included in Numerator: Total Revenue from Operations | | | | | |
| b. Items included in Denominator: Current Assets less Current Liabilities (other than borrowings) | | | | | |
| (ix) Net Profit Ratio: | | | | | |
| Net Profit after Tax (a) | in lakhs | 16,165.68 | 10,962.79 | -7.44% | Since the variance in the ratio is less than 25%, reasons for change is not given. |
| Sales (b) | in lakhs | 1,03,081.55 | 64,703.47 | | |
| Net Profit Ratio (a/b) | Percentage | 15.68% | 16.94% | | |
| a. Items included in Numerator: Profit after Taxes | | | | | |
| b. Items included in Denominator: Total Income | | | | | |
| (x) Return on Capital Employed: | | | | | |
| Earnings before Interest and Taxes (a) | in lakhs | 30,307.95 | 18,863.42 | -16.62% | Since the variance in the ratio is less than 25%, reasons for change is not given. |
| Capital Employed (b) | in lakhs | 1,22,330.90 | 63,485.63 | | |
| Return on Capital Employed (a/b) | Percentage | 24.78% | 29.71% | | |
| a. Items included in Numerator: Profit before tax + Interest expense | | | | | |
| b. Items included in Denominator: Total Equity + Total Borrowings + Deferred tax liability | | | | | |
| (xi) Return on Investment: | | | | | |
| Income from Investment (a) | in lakhs | 580.17 | 265.32 | -16.11% | Since the variance in the ratio is less than 25%, reasons for change is not given. |
| Total Investment (b) | in lakhs | 7,828.56 | 3,003.32 | | |
| Return on Investment (a/b) | Percentage | 7.41% | 8.83% | | |
| a. Items included in Numerator: Interest Income + Dividend Income | | | | | |
| b. Items included in Denominator: Total Investments + Fixed Deposits | | | | | |

49. Contingent Liabilities not provided for

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---------------------------------------------------------------------------------------|------------------------------|------------------------------|
| Income tax Assessment for A.Y. 2015-2016, pending before Comm. of IT-Appeals-1, Surat | 74.22 | 74.22 |
| Income tax Assessment for A.Y. 2014-2015, pending before Comm. of IT-Appeals-1, Surat | 14.24 | 14.24 |

Notes: The Company has filed an appeal before the Appellate authorities in respect of the disputed matter under the Income Tax Act, 1961 and the appeals are pending with the appellate authority. Considering the facts of the matters and other legal pronouncements of jurisdictional HC, no provision is considered necessary by the management because the management is hopeful that the matter would be decided in favour of the Company in the light of the legal advice obtained by the Company. Amount shown as deducted in the brackets are the amounts paid against the demand raised by the Income Tax Department in the Scrutiny assessment. Net amount is shown as Contingent liabilities not provided for.

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

50. Employee Benefit Plans

Defined Contribution Plans:

The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Company's contribution is recognized as an expense in the statement of profit and loss during the period in which the employee renders the related service.

The amount recognized as an expense towards contribution to provident fund for the year aggregated to ₹31.05 lakhs (₹9.65 lakhs).

The amount recognised as an expense towards contribution to ESI for the year aggregated to ₹1.03 lakhs (₹1.39 lakhs).

Company adopted Indian Accounting Standard 19 "Employee Benefits" ('Ind AS 19') as specified in Rule 7 of the Companies (Accounts) Rules, 2014.

Defined Benefit Plans:

The Company operates a defined benefit plan (the Gratuity plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The Company has a defined benefit gratuity plan (unfunded) and is governed by the Payment of Gratuity Act, 1972. Under the Act, every employee who has completed at least five year of service is entitled to gratuity benefits on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is unfunded.

(All the figures are in lakhs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|-------------------------------------------------------------------------------------------------------------|----------------------|----------------------|
| i. Reconciliation of Opening and Closing Balances of Defined Benefit Obligation | | |
| Liability at the beginning of the Year | 41.62 | 31.79 |
| Interest Cost | 3.10 | 2.22 |
| Current Service Cost | 18.00 | 8.89 |
| Past Service Cost | 0.00 | 0.00 |
| Re-measurement (or Actuarial) (gain)/loss arising from: | | |
| Change in demographic assumptions | 0.00 | 0.00 |
| Change in financial assumptions | 1.37 | -4.91 |
| Experience variance (i.e. Actual experiences assumptions) | 6.22 | 3.63 |
| Present Value of Defined Benefits Obligation at the end of the Year | 70.30 | 41.62 |
| ii. Reconciliation of Opening and Closing Balances of the Fair value of Plan Assets | | |
| Fair Value of Plan assets at the beginning of the Year | - | - |
| Investment Income | - | - |
| Return on plan asset excluding amount recognised in net interest expenses | - | - |
| Contributions | - | - |
| Fair Value of Plan assets at the end of the Year | - | - |
| iii. Reconciliation of the Present value of defined benefit obligation and Fair value of plan assets | | |
| Present Value of Defined Benefits Obligation at the end of the Year | 70.30 | 41.62 |
| Fair Value of Plan assets at the end of the Year | - | - |
| Net (Liability) recognized in balance sheet as at the end of the year | 70.30 | 41.62 |
| iv. Gratuity Cost for the Year | | |
| Interest Cost | 3.10 | 2.22 |
| Current Service Cost | 18.00 | 8.89 |
| Past Service Cost | - | - |
| Investment Income | - | - |
| Net Gratuity cost in statement of Profit and Loss account | 21.09 | 11.10 |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(All the figures are in lakhs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|
| v. Other Comprehensive income | | |
| Actuarial (gains) | | |
| Change in demographic assumptions | 0.00 | 0.49 |
| Change in financial assumptions | 1.37 | (4.91) |
| Experience variance (i.e. Actual experiences assumptions) | 6.22 | 3.63 |
| Return on plan asset excluding amount recognised in net interest expenses | - | - |
| Components of defined benefit costs recognised in other comprehensive income | 7.59 | (1.27) |
| vi. Actuarial Assumptions | | |
| Discount Rate (per annum) | 7.19%-7.23% | 6.98% |
| Annual Increase in Salary Cost | 6% | 7% |
| Mortality Rate During employment | Indian Assured Lives Mortality 2012-14 (Urban) | Indian Assured Lives Mortality 2012-14 (Urban) |
| Attrition Rate | For service 4 years and below 15.00% p.a. For service 5 years and above 4.00% p.a. | For service 4 years and below 15.00% p.a. For service 5 years and above 4.00% p.a. |

Sensitivity Analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---------------------------------------------------------|----------------------|----------------------|
| Defined Benefit Obligation (Base) | 70.30 | 41.62 |
| Delta Effect of +1% Change in Rate of Discounting | -6.01 | -3.12 |
| Delta Effect of -1% Change in Rate of Discounting | 7.17 | 3.64 |
| Delta Effect of +1% Change in Rate of Salary Increase | 7.00 | 3.06 |
| Delta Effect of -1% Change in Rate of Salary Increase | -6.12 | -3.18 |
| Delta Effect of +1% Change in Rate of Employee Turnover | -0.10 | 0.10 |
| Delta Effect of -1% Change in Rate of Employee Turnover | 0.00 | -0.16 |

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the Defined Benefit Obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

51. Additional Regulatory information pursuant to the provisions of Schedule III of The Companies Act, 2013

- During the year, the Company has not owned any immovable properties whose title deeds are not held in the name of the Company.
- During the year, Company has not revalued any Property, Plant and Equipment.

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(iii) The Company has been sanctioned working capital limits in excess of five crores rupees in aggregate from banks and financial institutions on the basis of security of current assets of the Company. The final quarterly returns/statements filed by the Company with such banks/financial institutions in respect of gross value of current assets, are not in agreement with the books of accounts of the Company in the following cases:

| Particulars | Amount as per books (₹ in lakhs) | Amount as per Stock Statement submitted to bank (₹ in lakhs) | Difference (₹ in lakhs) | Reconciliation and reason for variation |
|-----------------------------------------------|-------------------------------------|-----------------------------------------------------------------|----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Company Name: KPI Green Energy Limited | | | | |
| Book debts as on 31.03.2024 | 30,265.17 | 23,759.89 | 6,505.29 | a) Book debts relating to Power sales, Lease and O&M, REC, Plots and Others not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹4830.07 lakhs. b) Related party book debts not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹1626.10 lakhs. c) Book debts above 120 days not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹49.12 lakhs. |
| Book debts as on 31.12.2023 | 30,271.94 | 19,460.51 | 10,811.43 | a) Book debts relating to Power sales, Lease and O&M, REC, Plots and Others not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹10674 lakhs. b) Book debts above 120 days not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹137.43 lakhs. |
| Book debts as on 30.09.2023 | 13,694.15 | 10,278.95 | 3,415.20 | a) Book debts relating to Power sales, Lease and O&M, REC, Plots and Others not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹2672.03 lakhs. b) Book debts above 120 days not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹743.17 lakhs. |
| Book debts as on 30.06.2023 | 7,330.50 | 1,054.78 | 6,275.72 | a) Book debts relating to Power sales, Lease and O&M, REC, Plots and Others not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹13108.52 lakhs. b) Book debts above 120 days not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹3167.2 lakhs. |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

| Particulars | Amount as per books (₹ in lakhs) | Amount as per Stock Statement submitted to bank (₹ in lakhs) | Difference (₹ in lakhs) | Reconciliation and reason for variation |
|---------------------------------------------------|-------------------------------------|-----------------------------------------------------------------|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Stock as on 31.03.2024 | 2,9211.20 | 25,968.09 | 3,243.11 | The difference is realed to the amount of unpaid stock which is not considered by banks for drawing power calculation,hence not submitted in stock statement to bank. |
| Stock as on 31.12.2023 | 12,664.54 | 16,600.67 | (3,936.13) | The difference is due to the fact that while submitting the amount of stock to bank, the consumption of various items in the project was to be finalized and approved by the technical team and therefore the amount of stock given to bank was more than the amount appeared in the books. |
| Stock as on 30.09.2023 | 8,822.31 | 8,745.31 | 77.00 | The difference is realed to the amount of unpaid stock which is not considered by banks for drawing power calculation,hence not submitted in stock statement to bank |
| Stock as on 30.06.2023 | 14,155.36 | 15,908.97 | (1,753.61) | The difference is due to the fact that while submitting the amount of stock to bank, the consumption of various items in the project was to be finalized and approved by the technical team and therefore the amount of stock given to bank was more than the amount appeared in the books. |
| Company Name: KPIG Energia Private Limited | | | | |
| Book debts as on 31.03.2024 | 8,252.16 | 6,835.83 | 1,416.33 | <p>a) Book debts relating to Power sales, Lease and O&M, REC and Others not considered by banks for drawing power calculation,hence not submitted in book debts statement to bank - ₹976.61 lakhs.</p> <p>b) Related party book debts not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank- ₹314.47 lakhs.</p> <p>c) Book debts above 120 days not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹125.26 lakhs.</p> |
| Book debts as on 31.12.2023 | 2,139.93 | 676.04 | 1,463.89 | <p>a) Book debts relating to Power sales, Lease and O&M, REC and Others not considered by banks for drawing power calculation,hence not submitted in book debts statement to bank - ₹1239.76 lakhs.</p> <p>b) Related party book debts not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹98.87 lakhs.</p> <p>c) Book debts above 120 days not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹125.26 lakhs.</p> |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

| Particulars | Amount as per books (₹ in lakhs) | Amount as per Stock Statement submitted to bank (₹ in lakhs) | Difference (₹ in lakhs) | Reconciliation and reason for variation |
|-----------------------------|-------------------------------------|-----------------------------------------------------------------|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Book debts as on 30.09.2023 | 3,682.00 | 2,963.56 | 718.44 | a) Book debts relating to Power sales, Lease and O&M, REC and Others not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹493.29 lakhs. b) Related party book debts not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹100.14 lakhs. c) Book debts above 120 days not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹125.01 lakhs. |
| Book debts as on 30.06.2023 | 6,141.72 | 2,575.51 | 3,566.21 | a) Book debts relating to Power sales, Lease and O&M, REC and Others not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹3441.20 lakhs. b) Book debts above 120 days not considered by banks for drawing power calculation, hence not submitted in book debts statement to bank - ₹125.01 lakhs. |
| Stock as on 31.12.2023 | 4,370.43 | 3,259.23 | 1,111.19 | The difference is related to the amount of unpaid stock which is not considered by banks for drawing power calculation, hence not submitted in stock statement to bank |
| Stock as on 30.06.2023 | 1,287.16 | 1,975.11 | (687.95) | The difference is due to the fact that while submitting the amount of stock to bank, the consumption of various items in the project was to be finalized and approved by the technical team and therefore the amount of stock given to bank was more than the amount appeared in the books. |

(iv) During the year, the Company was not declared as wilful defaulter by any bank or financial Institution or other lender.

(v) Based on the information available with the Company, there are no transactions with struck off companies.

(vi) Auditor's Remuneration:

| Particulars | 31-03-2024 | 31-03-2023 |
|----------------------|------------|------------|
| As Statutory Auditor | 31.79 | 35.96 |
| As Tax Auditor | 4.00 | 4.00 |
| As GST Consultant | 0.72 | 1.08 |

(vii) Disclosure relating to Corporate Social Responsibility (CSR):

| Particulars | 31-03-2024 | 31-03-2023 |
|------------------------------------------------------------|------------|------------|
| Amount Required to be spent by the Company during the year | 152.11 | 60.87 |
| Amount of expenditure incurred | 369.78 | 230.50 |
| Shortfall at the end of the previous year | - | - |

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

(vii) Disclosure relating to Corporate Social Responsibility (CSR): (Contd.)

| Particulars | 31-03-2024 | 31-03-2023 |
|----------------------------------------------------------------------------------------------|------------|------------|
| Total of previous years shortfall | - | - |
| Reason for shortfall | NA | NA |
| Contribution to a Section 8 Company controlled by the Company in relation to CSR expenditure | 339.78 | 207.13 |

The Company has undertaken following activities towards Corporate Social Responsibility:

- (i) Promoting Education.
- (ii) Setting up old age homes, day care centres and such other facilities for senior citizens.

The contribution to a Section 8 Company controlled by the Company has been used for following activities:

- (i) Promoting Education.
- (ii) Promoting health care including preventive health care.
- (iii) Setting up homes and hostels for women and orphans.
- (iv) Setting up old age homes, day care centres and such other facilities for senior citizens.
- (v) Welfare of the schedule caste, tribes, other backward classes, minorities and women.

52. The Code on Social Security, 2020

The Code on Social Security 2020 ('Code') has been notified in the Official Gazette on September 29, 2020. The Code is not yet effective and related rules are yet to be notified. Impact if any of the change will be assessed and recognized in the period in which said Code becomes effective and the rules framed thereunder are notified.

53. Other Statutory information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(vii) Additional information pursuant to the provisions of Schedule III of The Companies Act, 2013 in respect of Consolidation:

- A) List of Subsidiaries which are included in the consolidation and the Company's effective holdings therein are as under:

| Name of the subsidiary | Country of Incorporation | Effective ownership in subsidiaries as at | |
|-----------------------------------|--------------------------|-------------------------------------------|----------------|
| | | March 31, 2024 | March 31, 2023 |
| KPark Sunbeat Private Limited | INDIA | 100% | - |
| KPIG ENERGIA Private Limited | INDIA | 100% | 100% |
| Sun Drops Energia Private Limited | INDIA | 100% | 100% |

(ii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iii) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) No funds have been advanced/loaned/invested (from borrowed funds or from share premium or from any other sources/kind of funds) by the Company to any other person(s) or entity(ies), including foreign entities (Intermediaries), with the understanding (whether recorded in writing or otherwise) that the Intermediary shall: (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

No funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding (whether recorded in writing or otherwise) that the Company shall: (i) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(v) The Company is in compliance with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017 (as amended).

(vi) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Notes to Consolidated Financial Statements

For the year ended March 31, 2024

B) Additional information, as required under Schedule III of the Act for the entities consolidated as subsidiaries:

(All the figures are in lakhs)

| Name of the subsidiary | Net Assets (total assets - total liabilities) | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|-------------------------------------|-----------------------------------------------|------------------|-------------------------------------|------------------|-------------------------------------------------|---------------|-------------------------------------------------|------------------|
| | As % of consolidated Net assets | Amount | As % of Consolidated profit or loss | Amount | As % of Consolidated other comprehensive income | Amount | As % of consolidated total comprehensive income | Amount |
| Parent | | | | | | | | |
| KPI Green Energy Limited | 90% | 74,825.10 | 64% | 10,371.60 | 100 | (9.50) | 64% | 10,362.10 |
| Indian Subsidiaries | | | | | | | | |
| KPIG ENERGIA Private Limited | 11% | 9,233.06 | 19% | 3,057.39 | 0 | 0 | 19% | 3,057.39 |
| Sun Drops Energia Private Limited | 9% | 7,398.46 | 17% | 2,717.28 | 0 | 0 | 17% | 2,717.28 |
| KPark Sunbeat Private Limited | 2% | 1,389.84 | 0% | 2.21 | 0 | 0 | 0% | 2.21 |
| Minority Interest in all subsidiary | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Eliminations/Adjustments | -11% | (9,278.09) | -2% | 17.20 | 0 | 0 | -2% | 17.20 |
| Total | 100 | 83,568.38 | 100 | 16,165.68 | 100 | (9.50) | 100 | 16,156.18 |

54. Significant Events after the Reporting Period

There were no significant adjusting events that occurred subsequent to the reporting period other than the events disclosed in the relevant notes.

55. Approval of Consolidated Financial Statements

The Consolidated financial statements were approved for issue by the Board of Directors on April 25, 2024.

56. The figures for the corresponding previous year have been regrouped/reclassified wherever necessary, to make them comparable.

In terms of our attached report of even date

For **K A Sanghavi and Co LLP**
 Chartered Accountants
 ICAI FRN: 0120846W/W100289

CA Amish A. Sanghavi
 Partner
 M. No.: 101413
 ICAI UDIN: 24101413BKAACZ3614

Place: Surat
 Date: April 25, 2024

For and on behalf of the Board
KPI Green Energy Limited

Faruk G. Patel
 Chairman & Managing Director
 DIN: 00414045

Salim S. Yahoo
 Chief Financial Officer

Place: Surat
 Date: April 25, 2024

Mohmed Sohil Y. Dabhoya
 Whole-Time Director
 DIN: 07112947

Rajvi Upadhyay
 Company Secretary



KPI Green Energy Limited

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Website: www.kpigreenenergy.com