

K.P.I. GLOBAL INFRASTRUCTURE LIMITED

CIN: L40102GJ2008PLC083302



KPI/BM-PB/FEB/2022/236

Date: February 5, 2022

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Scrip Code: 542323

Symbol: KPIGLOBAL

Sub.: Submission of Postal Ballot Notice dated February 1, 2022

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and in continuance of our letter dated February 1, 2022, we are submitting herewith the copy of the postal ballot notice dated February 1, 2022 ('Postal Ballot Notice') seeking consent of members of the Company by means of Postal Ballot through remote e-voting for the Resolutions as set out in the Notice.

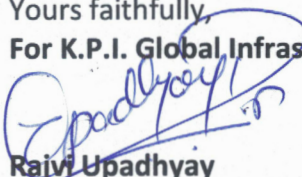
Further, the Postal Ballot Notice is also available on the Company's website i.e. www.kpigil.com.

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

Thanking You,

Yours faithfully,

For K.P.I. Global Infrastructure Limited


Rajvi Upadhyay

Company Secretary & Compliance Officer



Encl.: As above

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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("**General Circulars**") and other applicable provisions of the Act, rules, circulars and notifications issued thereunder, that the Resolutions as set out in this Notice are proposed for consideration of members of K.P.I. Global Infrastructure Limited ("**Company**") for passing by means of Postal Ballot through remote e-voting ("**Postal Ballot/E-voting**").

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed hereto for your consideration. The Postal Ballot Notice is also available on the website of the Company at www.kpigil.com.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of our Company, at its meeting held on February 1, 2022, has appointed M/s. SJV & Associates, Practicing Company Secretary (Membership No.: 29657 and CP No.: 10836) as the Scrutinizer for conducting the Postal Ballot / E-voting process in a fair and transparent manner.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has appointed Central Depository Services (India) Limited ("**CDSL**") as agency to provide remote e-voting facility for the Postal Ballot. The E-voting facility is available from **Tuesday, February 8, 2022 from 9.00 a.m. (IST) up to 5.00 p.m. (IST) on Wednesday, March 9, 2022** E-Voting module will be blocked by CDSL at 5.00 p.m. on Wednesday, March 9, 2022 and voting shall not be allowed beyond the said date and time. The instructions for E-voting are given in notes forming part of this Notice.

Members should note that due to current extraordinary circumstances requiring social distancing to combat the spreading of the novel coronavirus ("COVID-19") and in terms of the General Circulars, no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only.

Upon completion of the scrutiny of the Postal Ballot/E-voting data in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorized by him. The results of the Postal Ballot/E-voting will be announced on or before Friday, March 11, 2022 and shall be communicated to BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") where the equity shares of the Company are listed and will also be displayed on the Company's website at www.kpigil.com and website of CDSL at www.evotingindia.com.

The last date of E-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.

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SPECIAL BUSINESSES:

ITEM NO. 1: TO CONSIDER AND APPROVE THE CHANGE OF NAME OF THE COMPANY FROM K.P.I. GLOBAL INFRASTRUCTURE LIMITED TO KPI GREEN ENERGY LIMITED:

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13 and Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Companies (Incorporation) Rules, 2014, Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the provisions of the Memorandum & Articles of Association of the Company and all other applicable law(s) and subject to the requisite approval(s), as may be required, if any, from appropriate authorities, the consent of the members be and is hereby accorded to the change in name of the Company from 'K.P.I. Global Infrastructure Limited' to '**KPI Green Energy Limited**'.

RESOLVED FURTHER THAT upon the issuance of the Fresh Certificate of Incorporation by the Registrar of the Companies, the name of 'K.P.I. Global Infrastructure Limited' wherever it occurs in the Memorandum of Association, Articles of Association of the Company, and other documents, etc. be substituted by the name '**KPI Green Energy Limited**'.

RESOLVED FURTHER THAT Mr. Faruk G. Patel, Chairman & Managing Director and/or Mr. Moh. Sohil Yusufbhai Dabhoya, Wholtime Director and/or Ms. Rajvi Upadhyay, Company Secretary and Compliance Officer be and is/are hereby severally authorised on behalf of the Board for making application for change of name, filing of necessary forms with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges, make the necessary application to the Central Government for the approval of the aforesaid name and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the shareholders of the Company."

ITEM NO. 2: APPOINTMENT OF MR. SHARADCHANDRA BABHUTABHAI PATIL (DIN: 09345575) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013, read with Schedule IV of the Companies Act, 2013 and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sharadchandra Babhutabhai Patil was appointed by the Board of Directors as an Additional Director (Non-Executive Independent Director) of the Company with effect from **October 6, 2021**, pursuant to the provisions of section 161 of the Companies Act, 2013 and pursuant to the applicable provisions Articles & Memorandum of Association of the company, to hold office upto the date of next General Meeting of the Company, on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded to appoint Mr. Sharadchandra Babhutabhai Patil as Non-Executive

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Independent Director of the Company, not liable to retire by rotation, for a term not exceeding five (5) consecutive years from **October 6, 2021 to October 5, 2026.**

RESOLVED FURTHER THAT Mr. Sharadchandra Babhutabhai Patil as Non-Executive Independent Director of the Company be paid such remuneration comprising of salary, perquisites, Allowances and other benefits as may be determined by the Board from time to time within the maximum limits prescribed under the act and approved by the members of the Company on the terms and conditions as set out below:

REMUNERATION, PERQUISITES, ALLOWANCES & OTHER BENEFITS:

- Basic Salary: Not exceeding Rs. 1,00,000/- (Rupees One Lakh 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 mobile allowance, official travel assistance, 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 any financial year, the remuneration payable to the Non-Executive Independent Director shall not exceed the overall limit pursuant to the provisions of Sections 197 read with Schedule V and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the total remuneration payable to Mr. Sharadchandra Babhutabhai Patil as a Non-Executive Independent Director, including all the perquisites, Allowances and other benefits mentioned above shall not exceed the limit of **Rs. 1,00,000/- (Rupees One Lakh only) per month** as provided under the provisions of Sections 197, other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013.

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

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

RESOLVED FURTHER THAT 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."

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ITEM NO. 3: APPROVAL IN RESPECT OF THE RELATED PARTY TRANSACTIONS TO BE ENTERED INTO BY THE COMPANY WITH K.P. ENERGY LIMITED FOR DEVELOPMENT OF THE WIND SOLAR HYBRID PROJECTS IN GUJARAT:

To consider and, if thought fit, to give assent or dissent to the following resolution as an Ordinary Resolution:

“RESOLVED THAT consent of the Members be and is hereby accorded pursuant to Section 188, if and to the extent required or appropriate, and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder (including any statutory modification or re-enactment or amendment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’) including Regulation 23 of the SEBI LODR and any other rules and regulations framed by the Securities and Exchange Board of India, the Memorandum and Articles of Association of the Company and subject to such approvals and permissions, as may be required from any governmental authority; regulatory authority, banks and/or financial institutions, secured lenders, and any other third parties etc. 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 or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), to consider, evaluate and approve, enter into and modify / vary the related party arrangement between the Company and K.P. Energy Limited, for developing wind-solar hybrid projects in more than one tranches in state of Gujarat at the consideration, as may be determined by the Board, subject to the transaction being on an arms-length basis and on such terms and conditions and with effect from such date and in such manner as the Board may think fit and proper and for the overall estimated amounts, as mentioned below:

Sr. No.	Nature of transactions as per section 188 of the Companies Act, 2013	Name of the related party	Name of the Director/KMP who is related and nature of their relationship	Estimated Amounts entered / to be entered	Material Terms and particulars of the contract or arrangement
1	Availing or rendering of any services; and Sale or Supply of any goods or material.	K.P. Energy Limited	Mr. Farukbhai Gulambhai Patel, Chairman & Managing Director of the Company is also Managing Director of K.P. Energy Limited	Rs. 200,00,00,000/- (Rupees Two Hundred Crores)	As per the terms and conditions of Balance of Plant Service Contract for Hybrid Project to be executed between the Company and K.P. Energy Limited for in the ordinary course of business and on an arms' length basis.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors are hereby authorised to consider, evaluate, negotiate and finalize the terms and conditions of the Hybrid

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Project Development Contract and apropos related party transactions as they may deem fit without requiring the Board to secure any further approval of the Members of the Company.

RESOLVED FURTHER THAT any director is authorised to severally sign and execute all such papers, agreements and documents including memorandums, deeds of assignment/transfer/conveyance, power of attorney and any other documents with such modifications as may be required from time to time, and to do all such acts, deeds, matters and things and to delegate, appoint and give such directions as may be required or deemed necessary or as may be desirable or expedient for the purposes of giving effect to the aforesaid resolution and fulfilling any or all conditions for and on behalf of the Company including, without limitation, making requisite filings and representations to the applicable Registrar of Companies, stock exchanges and any other regulatory/statutory/governmental bodies as required, giving customary representations and warranties, together with such indemnities as may be deemed necessary and/or expedient, in their discretion and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard and for attending and voting in favour of the aforementioned transactions in meetings of shareholders of the subsidiary companies / associate company / group companies, if required, for completion of the transactions as aforesaid in the best interest of the Company."

ITEM NO. 4: TO CONSIDER AND APPROVE PAYMENT OF REMUNERATION OF MRS. VENU BIRAPPA (NON-EXECUTIVE & INDEPENDENT DIRECTOR) FOR THE F.Y. 2021-22, 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 give assent or dissent to the following resolution 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 2021-22, 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 2021-22.

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."

Registered Office:

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

Date: **February 1, 2022**

Place: **Surat**

By Order of the Board of Directors,

For K.P.I. Global infrastructure Limited

Sd/-

Rajvi Upadhyay

Company Secretary & Compliance

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts of the proposed special resolution is appended.
2. The Postal Ballot Notice is being sent to all the members, whose names appear in the register of members / list of beneficial owners, received from the depositories as on **Friday, February 4, 2022** ("**Cut-Off Date**").
3. In terms of the General Circulars, the Postal Ballot Notice is being sent only by email to those members who have registered their email addresses with their depository participants or with the Company's Registrar & Share Transfer Agent. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as "**K.P.I. Global - Postal Ballot- Registration of e-mail Ids**" to Registrar and Transfer Agent of the Company, i.e., Bigshare Services Private Limited at investor@bigshareonline.com or to the Company at cs@kpgroup.co with name of registered shareholder(s), folio number(s)/DP Id/Client Id and no. of Equity Shares held from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by CDSL.
4. Only a member holding Equity Shares as on the Cut-Off Date is entitled to exercise his vote through remote e-voting facility only and **a person who is not a member as on the Cut-off date shall treat this Notice for information purpose only.**
5. A Member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.
6. Resolution, if approved, by the members by means of Postal Ballot /E-Voting is deemed to have been passed at a General Meeting of the members and the last date of the E- Voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.
7. **Voting through Electronic Means ("E-voting")**

In compliance with provisions of Section 108 & Section 110 of the Act read with Rule 20 and Rule 22 of the Rules, Regulation 44 of SEBI Listing Regulations and any other applicable provisions, the Company is pleased to offer remote e-voting facility to its members to cast their vote by electronic means through e-voting platform of CDSL. The E-voting facility is available at www.evotingindia.com.

The Instructions for shareholders for remote e-voting are as under:

- i. The voting period begins on 9.00 a.m. (IST) on Tuesday, February 8, 2022 and ends on 5.00 p.m. (IST) on Wednesday, March 9, 2022. During this period, members of the Company, holding Equity Shares either in physical form or in dematerialized form, as on the Cut-Off Date, i.e., Friday, February 4, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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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.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) 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

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	access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

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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 022- 23058738 and 22-23058542-43.
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.: 1800 1020 990 and 1800 22 44 30

iv. Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 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 Shareholders holding shares in Demat Form other than individual and Physical Form
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 as mentioned in instruction (iv).

- (v) After entering these details appropriately, click on "SUBMIT" tab.

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- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting.**
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 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.

K.P.I. GLOBAL INFRASTRUCTURE LIMITED

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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 022- 23058738 and 022- 23058542/43.

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 on 022-23058542/43.

The Power of Nature

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 1 TO CONSIDER AND APPROVE THE CHANGE OF NAME OF THE COMPANY FROM K.P.I. GLOBAL INFRASTRUCTURE LIMITED TO KPI GREEN ENERGY LIMITED:

K.P.I. Global Infrastructure Limited ('Company') is a solar power generating Company focused on providing solar power, both as an Independent Power Producer ('IPP') under the brand name of 'Solarism' and as service provider to Captive Power Producer ('CPP') customers. Company build, own, operate and maintain grid connected solar power projects as IPP and generate revenue by entering into Power Purchase Agreements ('PPA') with third parties for selling power units generated through our solar projects. Company also develop, transfer, operate and maintain grid connected solar power projects for CPP customers and generate revenue by selling these projects to CPP customers for their captive use requirements.

In the initial years of our business operations, Company were engaged in the sale of land parcels to third parties, which were leased back for foraying into solar power generation. In 2013, Company received a feasibility study from GETCO for evacuation of the solar power, proposed to be generated at our Solarism Plant at Sudi to Amod Substation. In FY 2014, our Company diversified into renewable energy business to capitalize on the opportunities in the Indian solar power industry. Our Company started acquiring large parcels of lands at Sudi village and divided those into solar project industrial plots and converted the land into non-agricultural land for the purpose of setting up of solar power projects. Subsequently, we have forayed into solar power generation and have established a solar power plants.

Considering the Company in majorly involved in Renewable Energy Business mainly in solar energy business, the Board is of the view that the current name of the Company, i.e. K.P.I. Global Infrastructure Limited does not reflect the businesses of the Company and hence, it is decided to change the name of the Company to '**KPI Green Energy Limited**' to aptly reflect its businesses and also to widen its scope and to cover the renewable offerings contemplated or such other green energy businesses that the Board may want to include in the future.

The Board of Directors of the Company in their meeting held on Monday, January 17, 2022 has approved the proposal to make an application to Central Registration Centre (CRC) for availability and reservation of the propose name for Change of name of the Company from 'K.P.I. Global Infrastructure Limited' to 'KPI Green Energy Limited' subject to requisite approval(s) as may be required, if any, from appropriate authorities, and subject to the approval of the members of the Company. Accordingly, the Company has received name availability letter from CRC wherein the name 'KPI Green Energy Limited' has been reserved and made available to the Company for changing its existing name.

Consequent upon change of name of the Company, the name 'K.P.I. Global Infrastructure Limited' as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company documents, letterhead, Invoices and places would have to be substituted with the new name i.e. 'KPI Green Energy Limited'.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of passing a Special Resolution.

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It may be further noted that the said change in the name of the Company will be effective post receipt of approval from the Registrar of Companies (ROC) of MCA or other regulatory authority(ies) and upon receipt of Fresh Certificate of Incorporation in the new name of the Company i.e. 'KPI Green Energy Limited'.

Further, it is hereby confirmed that the Company is in compliance with the conditions prescribed in Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and M/s. N Pahilwani & Associates, Chartered Accountants (FRN: 134635W) vide its certificate dated February 1 2022 has confirmed the same, which is enclosed herewith. The certificate annexed with Notice is also available on the Company's website at www.kpigil.com.

The Board recommends the resolution set out at Item No. 1 of the Notice for approval of the members by way of Special Resolution.

None of the directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 1 of this notice.

ITEM NO. 2 APPOINTMENT OF MR. SHARADCHANDRA BABHUTABHAI PATIL (DIN: 09345575) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Pursuant to the provisions of Sections 149, 150, 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) read with Schedule IV of the Companies Act, 2013, Mr. Sharadchandra Babhutabhai Patil is appointed as Non-Executive Independent Director of the Company, who shall hold office for a period of five years from October 6, 2021 to October 5, 2026 and whose office shall not be liable to retire by rotation.

The Company has received a declaration that Mr. Sharadchandra Babhutabhai Patil meets the criteria of the independent directorship as provided in section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in the opinion of the Board, Mr. Sharadchandra Babhutabhai Patil fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is an independent from the management.

Mr. Sharadchandra Babhutabhai Patil is not disqualified from being appointed as Director in terms of section 164 of the act and has given his consent to act as a Director of the Company. As per the section 149 of the Companies act, 2013, Mr. Sharadchandra Babhutabhai Patil as an independent Director shall hold office for a term up to five consecutive years on the Board of a company from **October 6, 2021 to October 5, 2026** and he shall not be included in determining the total number of Directors liable to retire by rotation.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sharadchandra Babhutabhai Patil as an Independent Director to the Company.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Sharadchandra Babhutabhai Patil, the proposed appointee, is concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 2 of the Notice.

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The Board of Directors and Nomination and Remuneration Committee recommends the resolution set out at Item Nos. 2 of the Notice for approval of the members by way of Special Resolution.

ITEM NO. 3

APPROVAL IN RESPECT OF THE RELATED PARTY TRANSACTIONS TO BE ENTERED INTO BY THE COMPANY WITH K.P. ENERGY LIMITED FOR DEVELOPMENT OF THE WIND SOLAR HYBRID PROJECTS IN GUJARAT:

K.P.I. Global Infrastructure Limited ('Company') is *inter-alia* engaged in generation of power from Renewable sources in Gujarat and has desired to set up, own and operate Hybrid Renewable Energy Project to generate power and Sale the Power generated out of it to its customers. Whereas K.P. Energy Limited ('KPE'), group company of the Company is in the business of developing Renewable Energy Projects including providing services for procurement and development of land, procurement of approvals, and erection, installation, commissioning and testing of balance of plant equipment.

The Company wish to develop a Solar Photovoltaic Power Project utilising the existing Power Evacuation Facilities developed and in operation by KPE for the wind power projects. Parties wish to develop this Project under the Gujarat Wind-Solar Hybrid Power Policy 2018 at various places in Gujarat (**Project**). The KPE has obtained Grid Connectivity approval for and aggregate hybrid power projects capacity for 207.20MW from the concerned government authority.

Parties wish to utilize the best synergies in the mutual interest and accordingly the Company hereby appoints the KPE for the execution of Balance of Plant Services for hybrid power projects as per the terms of contract executed between the parties. The KPE shall provide the EPCC Services including designing, constructing, developing and thereafter maintaining the Internal Grid Infrastructure, Pooling Substation and Transmission Lines, PE facilities etc. and also obtain requisite permits and approvals for the Projects to be developed by the Company in tranches.

All related parties shall abstain from voting on these resolutions.

In above regards and to ensure transparency in the transactions and dealing with the related parties of the Company, the Provisions of Section 188 of the Companies Act, 2013 govern the Related Party Transactions for entering into any contract, transactions or arrangement with the related party (ies), the prior approval of the company requires by passing a resolution as prescribed in rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014. As per the Regulation 23 of the Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, shall require approval of the shareholders through ordinary resolution by the company.

The disclosure as required under the Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014 are as under:

Sr. No.	Name of Related Party	Nature of Relationship	Nature of Transaction	Estimated value of Transaction
1.	K.P. Energy Limited	Group Company	Availing or rendering of any services; and Sale or Supply of any goods or material.	Rs. 200 Crores

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The value of the transaction is on the basis of the terms and conditions to be agreed by the Company for developing Hybrid Power Projects in the tranches to be decided by the Parties.

The Audit Committee and the Board, at their meetings held on February 01, 2022 considered and approved the aforesaid transactions. The Board is of the opinion that the above transaction shall be in the best interest of the Company.

The Board recommends the Special Resolution as set out at Item No. 3 of the Notice for approval by the shareholders.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Farukbhai Gulambhai Patel, Chairman & Managing Director of the Company, is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 3 of the Notice.

ITEM NO. 4 TO CONSIDER AND APPROVE PAYMENT OF REMUNERATION OF MRS. VENU BIRAPPA (NON-EXECUTIVE & INDEPENDENT DIRECTOR) FOR THE F.Y. 2021-22, WHICH MAY EXCEED 50% OF THE TOTAL REMUNERATION PAYABLE TO ALL THE NON-EXECUTIVE DIRECTORS OF THE COMPANY:

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.

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 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. 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 2021-22 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.

The details of remuneration of Mrs. Venu Birappa as approved by the shareholders in their 13th Annual General Meeting held on September 30, 2021 is as follows:

REMUNERATION, PERQUISITES, ALLOWANCES & OTHER BENEFITS:

- Basic Salary: Not exceeding Rs. 2,00,000/- (Rupees Two Lakhs only) per month as may be decided by the Board of Directors from time to time.
- Perquisites: She shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively called Perquisites) such as mobile allowance, official travel assistance, 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.

None of the Directors or Key Managerial Personnel or their relatives except Mrs. Venu Birappa, the proposed appointee, is concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 4 of the Notice.

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The Board of Directors and Nomination and Remuneration Committee recommends the resolution set out at Item Nos. 4 of the Notice for approval of the members by way of Special Resolution.

Registered Office:

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

Date: **February 1, 2022**

Place: **Surat**

By Order of the Board of Directors,

For, K.P.I. Global Infrastructure Limited

Sd/-

Rajvi Upadhyay

Company Secretary & Compliance Officer

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Reg. Office: 'KP House', Opp. Ishwar Farm Junction BRTS, Near Bliss IVF Circle, Canal Road, Bhatar,
Surat - 395017, Gujarat, India. | **NSE BSE Listed Company**

Phone: +91-261-2244757, **Fax:** +91-261-2234757, **E-mail:** info@kpgroup.co, **Website:** www.kpigil.com

K.P.I. GLOBAL INFRASTRUCTURE LIMITED

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DETAILS OF DIRECTOR SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Appointment of Mr. Sharadchandra Babhutabhai Patil as an Independent Director of the Company:

Name of Director	Mr. Sharadchandra Babhutabhai Patil (DIN: 09345575)
Date of Birth	January 10, 1958
Date of Appointment	October 6, 2021
Qualifications	<ul style="list-style-type: none">M.Sc. (Ag. Engineering) – 1984 University of Manitoba, Winnipeg, CanadaB. Tech (Ag. Engineering) – 1982 Mahatma Phule Agricultural University, Rahuri, Maharashtra
Brief Resume/ Expertise in Specific functional areas	<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 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>
Directorship held in other public companies	NIL
Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee)	NIL
Number of Equity Shares held in the Company	NIL
Relationship with other Directors Inter-se	None

Reg. Office: 'KP House', Opp. Ishwar Farm Junction BRTS, Near Bliss IVF Circle, Canal Road, Bhatar, Surat - 395017, Gujarat, India. | NSE BSE Listed Company

Phone: +91-261-2244757, Fax: +91-261-2234757, E-mail: info@kpgroup.co, Website: www.kpigil.com

To the Board of Directors
K.P.I. Global Infrastructure Limited
"KP House", Opp Ishwar Farm Junction BRTS,
Canal Road, Bhatar, Surat, Gujarat 395 017

We, have examined the relevant records of the Company and information provided by Management of the Company in relation to issue a certificate for compliance with the conditions at Sub-regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of Company's name from **K.P.I. GLOBAL INFRASTRUCTURE LIMITED** to **KPI GREEN ENERGY LIMITED**

Based on our examination and according to the information and explanation given to us, pursuant to the requirement of provisions of Regulation 45 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 we do hereby confirm that

- a. Time Period of at least one year has elapsed from the last name change that was occurred in the year.

The Company has not changed its name since at least one year.

- b. At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name:
Not Applicable since there is no change in activity/project of the company.

- c. The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity:

Not Applicable since there is no change in the activity / project of the company.

This certificate is issued at the request of the company pursuant to Requirement of Regulation 45(3) of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 for onward submission to the Stock Exchanges, where the equity shares of the Company are listed.

For **npAHILWANI & ASSOCIATES**

Chartered Accountants

[F.R.N 134635W]


NITIN PAHILWANI

Proprietor

M. No: 142671

Date & Place: 1st February, 2022, Vadodara

UDIN: 22142671AAAABB3679

