

K.P.I. GLOBAL INFRASTRUCTURE LIMITED

CIN: L40102GJ2008PLC083302



KPI/AGM-NOTICE/SEP/2021/188

Date: August 31, 2021

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: KPIGLOBAL

Sub.: Notice of 13th Annual General Meeting

Dear Sir,

This is to inform you that 13th Annual General Meeting of K.P.I. Global Infrastructure Limited will be held on Thursday, September 30, 2021 at 11:00 a.m. through Video Conference ('VC')/ Other Audio Visual Means ('OAVM').

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

For K.P.I. Global Infrastructure Limited

Ravi Upadhyay

Company Secretary & Compliance Officer



Encl.: as above

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

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

Notice

Notice is hereby given that the **13th Annual General Meeting** (AGM) of the Members of K.P.I. Global Infrastructure Limited ('the Company') will be held on **Thursday, September 30, 2021 at 11.00 a.m.** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following businesses:

Ordinary business:

1 To receive, consider and adopt:

- a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, together with the Report of the Auditors thereon.

2 To appoint **Mrs. Bhadrabala Dhimant Joshi (DIN: 07244587)**, who retires by rotation and being eligible offers herself 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), the approval of the members be and is hereby accorded for re-appointment of **Mrs. Bhadrabala Dhimant Joshi** who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company."

3. To Re-appoint the Statutory Auditors of the Company for a second term of five years:

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

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), M/s **K A Sanghavi & Co. LLP**, Chartered Accountants, (Firm Registration No. 120846W), on the basis of recommendation of Audit Committee and the Board of Directors, be and is hereby re-appointed as Statutory Auditors of the Company to hold office for a period of second term of 5 (five) years from the conclusion of this 13th Annual General Meeting (AGM) till the conclusion of the 18th AGM of the Company to be held in the year 2026, at such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit as may be fixed by the Board of Directors of the Company."

Special business:

4. Appointment of **Mrs. Venu Birappa (DIN: 09123017)** as **Non-Executive Independent Director of the Company**.

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 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), Mrs. Venu Birappa was appointed by the Board of Directors as an Additional Director

(Non-Executive Independent Director) of the Company with effect from **August 3, 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 Annual 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 Mrs. Venu Birappa as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term not exceeding five (5) consecutive years from **August 3, 2021 to August 2, 2026**.

RESOLVED FURTHER THAT Mrs. Venu Birappa 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. 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.

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 Mrs. Venu Birappa as a Non-Executive Independent Director, including all the perquisites, Allowances and other benefits mentioned above shall not exceed the limit of **Rs. 2,00,000/- (Rupees Two Lakhs 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."

5. Revision in remuneration payable to Mr. Mohmed Sohail Yusufbhai Dabhoya (DIN: 07112947), Whole-time Director of the company:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) read with Schedule V of the Companies Act, 2013, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and subject to such other approvals as may be necessary, on the recommendation of Nomination & Remuneration Committee, Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for revision of remuneration of Mr. Mohmed Sohail Yusufbhai 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.

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters as it may in its absolute discretion deem necessary, proper, or desirable and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

6. Approval of Related Party Transactions:

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

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 in the FY 2021-22	Material Terms and particulars of the contract or arrangement
1	sale, purchase or supply of any goods or material, directly or indirectly	K P Buildcon Private Limited	Mr. Farukbhai Gulambhai Patel, Chairman & Managing Director of the Company (also a Director in K P Buildcon Private Limited)	Rs. 30,00,00,000/- (Rupees Thirty Crores)	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis.
2	sale, purchase or supply of any goods or material, directly or indirectly	K. P. Energy Limited	Mr. Farukbhai Gulambhai Patel, Chairman & Managing Director of the Company (also a Director in K P Energy Limited)	Rs. 5,00,00,000/- (Rupees Five Crores)	
3	selling or otherwise disposing of or buying property of any kind, directly or indirectly	Directors of the Company (other than Independent Directors) and/or their relatives	Directors of the Company (other than Independent Directors) and/or their relatives	Rs. 20,00,00,000/- (Rupees Twenty Crores)	

"RESOLVED THAT pursuant to the provisions of Section 188 read with the Companies (Meetings of Board and its Powers) Rules, 2014; pursuant to the Regulations 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, on recommendation of the Audit Committee and Board of Directors of the Company, the consent of the members of the company be and is hereby accorded for the material related party contracts or arrangements as mentioned below entered / to be entered by the company in the financial year 2021-22, on the terms and conditions as may be decided by the Board, with the respective related parties and for the maximum amounts per annum, as mentioned below:

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."

7. Sale/Transfer of Undertaking under Section 180(1)(a) of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary be obtained from the appropriate authorities to the extent applicable and necessary, approval and consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board"), to sell and/or transfer the whole or substantially the whole of the undertaking ('undertaking' as defined under applicable provisions of Income Tax Act, 1961 & Section 180(1)(a) of the Companies Act, 2013 and any other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013) of the company along with all assets and liabilities, at such price and such terms and conditions (including the receipt of the consideration thereof) to any of its subsidiary/wholly owned subsidiary Company, whether existing or proposed to be incorporated as subsidiary / wholly owned subsidiary of the Company, or any other person or any other bodies corporate / entity in such manner as the Board deems appropriate with power to the Board of Directors to finalise the terms and conditions as well as the means, methods or modes in respect thereof and to finalise and execute all the required documents,

memoranda, deeds of assignment/conveyance and other incidental transactional documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized and empowered in deciding whether this resolution is required to be made effective or not and, in the event it is decided by the Board of Directors of the Company that such resolution is to be made effective, to determine the date on which such resolution shall become effective.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized and empowered to execute the documents, deeds or writings required to be executed in relation to the resolution mentioned above and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by Company and to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in regard to such sale and/or transfer of the Business Undertaking as they may in their absolute discretion deem fit."

8. Approve of payment of Professional Fees to Mrs. Bhadrabala Dhimant Joshi, Non-executive Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 ('the Act') and Rules made thereunder and pursuant to the Regulation 17(6) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Memorandum & Articles of Association of the Company, on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the members of the company be and is hereby accorded for payment of fees to **Mrs. Bhadrabala Dhimant Joshi (DIN: 07244587)**, Non-Executive Director of the Company for availing professional services w.e.f. from **August 1, 2021** on the terms and conditions as may be decided by the Board.

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."

9. 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), on the recommendation of the Audit Committee and Board of Directors of the Company, the members be and is hereby ratifies the remuneration of Rs. 45,000/- plus GST as applicable to **M/s. V. M. Patel & Associates**, Cost Accountants (Firm Registration No.: 101519), who was appointed by the Board of Directors as Cost Auditor of the Company to conduct the cost audit relating to cost records of the Company for the financial year 2021-2022, be and is hereby approved.

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."

10. Any other Business with the permission of the Chair.

Registered Office:
'KP House', Opp. Ishwar Farm
Junction BRTS, Near Bliss
IVF Circle, Canal Road, Bhatar,
Surat 395017, Gujarat, India
Tel.: +91-261-2244757
Fax: +91-261-2234757
Email: cs@kpgroup.co
Website: www.kpigil.com

For and on behalf of
K.P.I. Global
Infrastructure Limited

Sd/-
Rajvi Upadhyay
Company Secretary &
Compliance Officer

Date: August 31, 2021
Place: Surat

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

2. 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 at least 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.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kpigil.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. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. In continuation of this Ministry's General Circular No. 20/2020, dated May 5, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

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

- (i) The voting period begins on September 27, 2021 and ends on September 29, 2021. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2021 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 09.12.2020, 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.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<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.

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	Help Desk 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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

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

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

- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) 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 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM 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 **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 **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 shall 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 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,

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri (East), Mumbai-400059
Maharashtra, India
Tel. No.: 91 22 62638200
Fax No.: 91 22 62638299
Email: ipo@bigshareonline.com
Website: www.bigshareonline.com

Registered Office:

'KP House', Opp. Ishwar Farm Junction BRTS,
Near Bliss IVF Circle, Canal Road, Bhatar,
Surat 395017, Gujarat, India
Tel.: +91-261-2244757
Fax: +91-261-2234757
Email: cs@kpgroup.co
Website: www.kpigil.com

N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.voting@cdslindia.com or call on 022-23058542/43.

All queries relating to Share Transfer and allied subjects should be addressed to:

**For and on behalf of
K.P.I. Global Infrastructure Limited**

**Sd/-
Rajvi Upadhyay
Company Secretary & Compliance Officer**

**Date: August 31, 2021
Place: Surat**

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT TO SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 3

To Re-appoint the Statutory Auditors of the Company for a second term of five years

M/s. K A SANGHAVI & CO. LLP, Chartered Accountants, (Firm Registration No. 120846W) was appointed as Statutory Auditor of the Company at the 8th Annual General Meeting ('AGM') held on September 29, 2016 for a term of 5 years and they hold office upto the conclusion of the ensuing Annual General Meeting of the Company.

The Audit Committee and the Board, unanimously, recommends the ordinary resolution as set out in item no. 3 of this notice taking into account their credentials and also based on the evaluation of the quality of audit work done by the statutory auditor.

Credentials:

M/s. K A SANGHAVI & CO. LLP is an oldest and well known chartered accountancy firm of the Surat, Gujarat. The partners of firm are having rich experience and deep knowledge of Statutory & Tax Auditors of various Public Companies (Including Listed Companies) & Private Limited Companies, various Co. Op. Societies, Public Religious and Charitable Trusts and other Business running under different types of industries. The firm has engaged qualified professionals and well educated staff. The core service areas of the firm are Statutory & Tax Auditors of listed Companies, Concurrent audits of Co. op. banks & Nationalized banks, Internal & statutory audit of stock broker & Depository Participant as per SEBI, NSDL & NSE guidelines, Professional Management of Business Processes, Formation of Business Units & Export Houses in SEZ, FTZ & Industrial Parks, Revenue audit of Co. op. Banks & Nationalized Banks etc. The firm also has conducted different audit assignments like Statutory & Tax Audit, Purchase Audit & System Performance Analysis Assignments, Inventory Audit Assignments, Bank Audit Assignments, Audit of Educational Institutions, Audit for conducted for Public Trusts, Audits conducted for Co. Op. Societies etc.

The terms and conditions of re-appointment of the statutory auditors and the proposed fees are as follows:

a. Term of Appointment: 5 years from the conclusion of this AGM till the conclusion of 18th AGM.

b. Proposed Fees: Remuneration for Statutory Audit is Rs. 8,35,000/- (Rupees Eight Lakhs Thirty-Five Thousand only) per annum for statutory audit of the Company. The remuneration payable to the statutory auditors for the remaining tenure of the proposed re-appointment will be subsequently determined by the Board as per the recommendations of the Audit Committee. The fees for services includes limited review, statutory certifications, GST Audit and other professional work as may be determined by the Board in consultation with the Auditors.

The Board, based on the recommendation of the Audit Committee, unanimously, recommends the ordinary resolution as set out in item no. 3 of this notice.

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. 3 of this notice.

Item no. 4

Appointment of Mrs. Venu Birappa (DIN: 09123017) 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, Mrs. Venu Birappa is appointed as Non-Executive Independent Director of the Company, who shall hold office for a period of five years from **August 3, 2021 to August 2, 2026** and whose office shall not be liable to retire by rotation.

The Company has received a declaration that Mrs. Venu Birappa meets the criteria of the independent directorship as provided in section 149(6) of the Companies Act, 2013 and in the opinion of the Board, Mrs. Venu Birappa fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and are an independent from the management.

Mrs. Venu Birappa is not disqualified from being appointed as Director in terms of section 164 of the act and has given her consent to act as a Director of the Company. As per the section 149 of the Companies act, 2013, Mrs. Venu Birappa as an independent Director shall hold office for a term up to five consecutive years on the Board of a company from **August 3, 2021 to August 2, 2026** and she shall not be included in determining the total number of Directors liable to retire by rotation.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Venu Birappa as an Independent Director to the Company.

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.

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 Ordinary Resolution.

Item no. 5

Revision in remuneration payable to Mr. Mohmed Sohil Yusufbhai Dabhoya (DIN: 07112947), Whole-time Director of the company:

Mr. Mohmed Sohil Yusufbhai Dabhoya has a rich of experience and has been associated with the Company for more than 14 years. During his tenure, he has managed all levels of large-scale projects of the Company as well as of the Group, including budgeting and administration of the same. In the past years, Mr. Mohmed Sohil Yusufbhai Dabhoya has been effectively headed the Marketing Department, Purchase Department, HR Department and has also act as Business Development Officer, Public Relation Officer, 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 Marketing Department along with execution and operation part of the project of the Company.

Considering his long and remarkable association with the Company and rich experience in various fields, Mr. Mohmed

the Company in its Annual General Meeting held on September 28, 2019, in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013, and in terms of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and at the terms and conditions as set out below:

REMUNERATION, PERQUISITES, ALLOWANCES & OTHER BENEFITS:

- Basic Salary: Not exceeding Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand 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

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. **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:

STATEMENT OF INFORMATION AS REQUIRED UNDER SCHEDULE V, PART II, SECTION II (B) (iv) FOR ITEM NO. 5:

I. GENERAL INFORMATION:

1. **Nature of Industry:** K.P.I. Global Infrastructure Limited is solar power generating Company focused on providing solar power, both as an Independent Power Producer ('IPP') and as service provider to Captive Power Producer ('CPP') customers under the brand name of 'Solarism'. The 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 and 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. Both these businesses, IPP and CPP, are currently carried out at plant located at Sudi, Samiyala, Bhimpura, Tanchha village, Amod, Bharuch, Gujarat (Solarism Plant).

2. **Date or expected date of commencement of commercial production:** The Company is in business of development of solar power project and also 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:** NA
4. **Financial performance based on given indicators:** The financial data as per last audited balance sheet as on March 31, 2021 is as under:

In ₹ Lakhs	
Particulars	FY 2020-21
Paid up Capital	1,806.70
Reserves and surplus	10,210.12
Total Revenue	10,393.64
Total Expenses	7,358.09
Profit before Tax	3,024.15
Tax Expenses	812.98
Profit after Tax	2,211.17

5. **Foreign investments or collaborations, if any:** During the Financial Year 2017-18, the Company has allotted 9,72,222 Equity Shares on preferential basis having face value of Rs. 10/- each at a premium of Rs. 130/- per equity share to foreign investors and also allotted 9,72,222 Equity Shares of Rs. 10/- each as Bonus shares to the existing holders in proportion of 1 (One) Equity shares for every 1 (One) Equity shares to foreign investors.

II. INFORMATION ABOUT THE APPOINTEE:

1. Background details:

Mr. Mohmed Sohil Yusufbhai Dabhoya aged 38 years has a rich of experience and has been associated with the Company for more than 12 years. He has completed his Bachelor of Commerce degree from Sheth C.D. Barfiwala College of Commerce Surat and Master in Business Administration degree from Sikkim Manipal University. He is powerful Negotiator, Effective leader and problem-solver with a smart working mentality in every field. In the past years, Mr. Mohmed Sohil Yusufbhai Dabhoya has effectively headed the Marketing Department, Purchase Department, HR Department, Operation and Execution Project Team and also holds the position of Business Development Officer, Public Relation Officer, Sr. Vice President (Marketing) with the Company. Thus, he has a vast experience in the field of Marketing, Human resources, Public Relation and Operation and Execution team. Currently, he is actively headed and supervised the Marketing Department along with the Operation and Execution team of the Company.

2. **Past Remuneration:** Annual remuneration of Mr. Mohmed Sohil Yusufbhai Dabhoya has for the Financial Year 2020-21 was Rs. 9,18,000/-
3. **Recognition or awards:** The Company has received various awards and recognition during his tenure with the Company.
4. **Job profile and his suitability:** Mr. Mohmed Sohil Yusufbhai Dabhoya devotes his full time and attention to the business of the Company, subject to superintendence, control and directions of the Board.
5. **Remuneration proposed:** As mentioned in the resolution
6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Keeping in view the profile and the position of Whole-time Director and rich knowledge and experience of the appointee, the remuneration is fully justifiable and comparable to that prevailing in the industry.
7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**
There is No pecuniary relationship directly or indirectly with the company or relationship with any of the managerial personnel 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 following disclosures shall be mentioned in the Director's Report under the heading "Corporate Governance" attached to the financial statement:

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pensions, etc., of all the directors;

- (ii) Details of fixed component and performance linked incentives along with performance criteria;
- (iii) Service contracts, notice period, severance fees;
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

The Board, based on the recommendation of the Audit Committee and Nomination & Remuneration Committee, unanimously, recommends the ordinary resolution as set out in item no. 5 of this notice.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Mohmed Sohil Yusufbhai Dabhoya, is concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 5 of the Notice.

Item No. 6

Approval of Related Party Transactions:

The Company is solar power generating Company focused on providing solar power, both as an Independent Power Producer ('IPP') and as service provider to Captive Power Producer ('CPP') customers.

The Company in its ordinary course of business has entered into or shall enter into the transaction for sale, purchase or supply of goods and material directly or indirectly from the K P Buildcon Private Limited and K.P. Energy Limited. The Company in its ordinary course of business has also entered into or shall enter into the transaction for selling or otherwise disposing of or buying property of any kind, directly or indirectly from Directors of the Company (other than Independent Directors) and/or their relatives. Therefore, M/s. K P Buildcon Private Limited, M/s. K.P. Energy Limited and Directors of the Company (other than Independent Directors) and/or their relatives are defined as 'Related Party' under Section 2(76) of the Companies act, 2013.

The Company therefore requires approval of the shareholders through an ordinary resolution for ratifying the contract(s)/ arrangement (s)/ transaction(s) with K P Buildcon Private Limited M/s. K.P. Energy Limited and Directors of the Company (other than Independent Directors) and/or their relatives in its ordinary course of business up to a maximum amount specified in the resolution respectively for financial year 2021-22 and onward.

All related parties shall abstain from voting on these resolutions.

The Companies Act, 2013 aims 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	Value of Transaction
1	K P Buildcon Private Limited	Group Company	sale, purchase or supply of any goods or material, directly or indirectly	Rs. 30 Crores
2	K.P. Energy Limited	Group Company		Rs. 5 Crores
3	Directors of the Company (other than Independent Directors) and/or their relatives	Directors of the Company	selling or otherwise disposing of or buying property of any kind, directly or indirectly	Rs. 20 Crores

The value of the transaction is on the basis of the terms and conditions agreed by the Company for sale, purchase or supply of any goods or material like availing galvanizing & fabrication services, purchase of Solar Power Mounting Structure & other related materials and also for purchase of Land for developing solar power project.

The Audit Committee and the Board, at their meetings held on April 30, 2021 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, based on the recommendation of the Audit Committee, recommends the ordinary resolution as set out in item no. 6 of this notice.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Farukbhai Gulambhai Patel, Managing Director, Mr. Mohamed Sohil Yusufbhai Dabhoya, Whole Time Director, Mrs. Bhadrabala Dhimant Joshi, Non-Executive Director is concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 6 of the Notice.

Item No. 7

Sale/Transfer of Undertaking under Section 180(1)(a) of the Companies Act, 2013:

Members of the Company are requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1)(a) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1)(a) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

In order to meet specific objectives by way of obtaining finances, performing specific investment activities, to isolate financial risk and to avail other benefit by transferring

assets/liabilities to the subsidiary or wholly owned subsidiary or any other person or bodies corporate or entity, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a special resolution to sell and/or transfer the whole or substantially the whole of the undertaking (as defined in Section 2(19AA) of Income Tax Act, 1961 & Section 180(1)(a) of the Companies Act, 2013 and any other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013) of the company along with all assets and liabilities, at such price and such terms and conditions (including the receipt of the consideration thereof) to any of its subsidiary/wholly owned subsidiary, whether existing or proposed to be incorporated as subsidiary/wholly owned subsidiary of the Company, or to any other person or entity in such manner as the Board deems appropriate with power to the Board of Directors to finalise the terms and conditions as well as the means, methods or modes in respect thereof and to finalise and execute all the required documents, memoranda, deeds of assignment/conveyance and other incidental transactional documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company.

The Board, based on the recommendation of the Audit Committee, recommends the special resolution as set out in item no. 7 of this notice.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 7 of the Notice.

Item No. 8

Approve of payment of Professional Fees to Mrs. Bhadrabala Dhimant Joshi, Non-executive Director of the Company:

Mrs. Bhadrabala Dhimant Joshi is associated with the Company in the Capacity of Non-Executive Director since 2018. She 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.

The Company is solar power generating Company. Accordingly, to acquire land for developing solar power project is the major challenge for every companies in solar sector. Therefore, Land

revenue lawyer is required for providing all legal services in the field of land revenue to make process of acquisition of land easier. Mrs. Bhadrabala Dhimantra Joshi is presently engaged in independent professional practice as Revenue Lawyer and possesses the requisite qualification and rich experienced in the field of Land related matters.

Therefore, the Board of Directors of the Company in its meeting held on November 13, 2019 passed the resolution to pay consultancy fees of Rs. 75,000/- per month w.e.f. December 1, 2019, against the appointment of Mrs. Bhadrabala Dhimantra Joshi, Non-Executive Director of the Company as a Consultant, who shall provide all legal services for all Land related matter in professional nature as and when required by the company.

The equity shares of the Company got listed on BSE SME Platform of BSE limited on January 22, 2019. Currently, the Company successfully received the approvals from BSE Limited and National Stock Exchange of India Limited, bearing letter ref. no. LO/Migration/VM/MIG-TP/112/2021-22 dated July 23, 2021 and NSE/LIST/C/2021/0515 dated July 23, 2021, respectively for migration of the Equity Shares of the Company from the BSE SME platform to main board of BSE Limited and National Stock Exchange of India Limited respectively with effect from Tuesday, July 27, 2021.

Post listing of the Company on Main Board Platform of the Stock Exchanges on July 27, 2021, the Regulation 17(6) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 have become applicable to the Company therefore the approval of members is sought for payment of professional fees to Mrs. Bhadrabala Dhimantra Joshi w.e.f. from August 1, 2021 on the terms and conditions as may be decided by the Board.

Registered Office:

'KP House', Opp. Ishwar Farm Junction BRTS,
Near Bliss IVF Circle, Canal Road, Bhatar,
Surat 395017, Gujarat, India
Tel.: +91-261-2244757
Fax: +91-261-2234757
Email: cs@kpgroup.co
Website: www.kpigil.com

The Board, based on the recommendation of the Nomination & Remuneration Committee, recommends the special resolution as set out in item no. 8 of this notice.

None of the Directors or Key Managerial Personnel or their relatives is concerned except Mrs. Bhadrabala Dhimantra Joshi, Directors of the Company is interested, financially or otherwise, in the resolutions set out at Item Nos. 8 of the Notice.

Item No. 9

Ratification of Remuneration of cost auditor:

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 Cost Auditor of the Company for the financial year ending on March 31, 2022, to conduct audit of cost accounting records of the Company as may be required for cost audit under the Companies Act, 2013, and Rules made thereunder, at a remuneration of Rs. 45,000/-, applicable taxes and out of pocket expenses, if any.

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.

None of the Directors are in any way concerned or interested, financially or otherwise in this resolution.

**For and on behalf of
K.P.I. Global Infrastructure Limited**

**Sd/-
Rajvi Upadhyay
Company Secretary & Compliance Officer**

**Date: August 31, 2021
Place: Surat**

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING:**1. Re-appointment of Mrs. Bhadrabala Dhimant Joshi as a Director of the Company:**

Name of Director	Mrs. Bhadrabala Dhimant Joshi (DIN: 07244587)
Date of Birth	April 4, 1958
Date of Appointment	January 17, 2018
Qualifications	<ul style="list-style-type: none"> • B. Pharm (Gujarat University) • LL.B. (South Gujarat University)
Expertise in Specific functional areas	Mrs. Bhadrabala Dhimant Joshi 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.
Directorship held in other public companies	<ul style="list-style-type: none"> • K.P. Energy Limited
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	39,602
Relationship with other Directors Inter-se	None

2. Appointment of Mrs. Venu Birappa as an Independent Director of the Company:

Name of Director	Mrs. Venu Birappa (DIN: 09123017)
Date of Birth	July 18, 1963
Date of Appointment	August 3, 2021
Qualifications	<ul style="list-style-type: none"> • Bachelor of Electrical Engineering (the Maharaja Sayajirao University Baroda) • LL.B. (Saurashtra University) • Diploma in Management (Indira Gandhi National Open University)
Expertise in Specific functional areas	<p>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.</p> <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>

Name of Director	Mrs. Venu Birappa (DIN: 09123017)
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
