

KPI GREEN ENERGY LIMITED

(Formerly known as K.P.I. Global Infrastructure Limited)

CIN: L40102GJ2008PLC083302



KPI/BM-PB/DEC/2022/317

Date: December 3, 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: KPIGREEN

Sub.: Submission of Postal Ballot Notice dated November 30, 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 November 30, 2022, we are submitting herewith the copy of the postal ballot notice dated November 30, 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.kpigreenenergy.com.

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

Thanking You,

Yours faithfully,

For KPI Green Energy Limited

(Formerly known as K.P.I. Global Infrastructure Limited)

MOHMED SOHIL
YUSUFBHAI
DABHOYA

Digitally signed by MOHMED SOHIL
YUSUFBHAI DABHOYA
Date: 2022.12.03 18:22:36 +05'30'

Mohmed Sohil Yusufbhai Dabhoya
Whole Time Director



Encl.: As above

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.kpigreenenergy.com

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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, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 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 **KPI Green Energy Limited** (Formerly known as 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.kpigreenenergy.com.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of our Company, at its meeting held on November 30, 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 **Wednesday, December 7, 2022 from 9.00 a.m. (IST) up to 5.00 p.m. (IST) on Monday, January 9, 2023** E-Voting module will be blocked by CDSL at 5.00 p.m. on Monday, January 9, 2023 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 in terms of the General Circulars issued by the Ministry of Corporate Affairs, 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 Wednesday, January 11, 2023 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.kpigreenenergy.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.

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

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SPECIAL BUSINESSES:

ITEM NO. 1: ISSUE OF BONUS SHARES TO THE SHAREHOLDERS:

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

"RESOLVED THAT in accordance with Section 63 and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include, unless context otherwise requires, any Committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India ('SEBI') and subject to such approvals as may be required in this regard, consent of the members of the Company be and is hereby accorded to the Board for capitalization of Rs. 18,06,70,000/- (Rupees Eighteen Crores Six Lakhs Seventy Thousand Only) out of the securities premium account of the Company, as may be considered necessary by the Board for the purpose of issuance of bonus shares of face value of Rs. 10/- (Rupee Ten) each, credited as fully paid up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members on such date ('Record Date') as may be fixed by the Board in this regard, in the proportion of 1 (one) equity share as bonus share for every 1 (one) existing equity share held by the members and that the bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company entitled to by each such member.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and in case of the members who hold shares or opt to receive the shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of such bonus equity shares shall be dispatched or credited in a separate demat account, in accordance with applicable laws, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the bonus shares to be allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank in all respects pari passu with the existing equity shares of the Company, as on the Record Date, including with a right to participate in dividend, if any, to be declared after the date of allotment of these bonus shares.

RESOLVED FURTHER THAT the issue and allotment of such Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FII) and other foreign investors shall be subject to permission and/or approval of the Reserve Bank of India (RBI), as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus shares on the Stock Exchanges where the securities of the Company are presently listed as per provisions of the SEBI Listing Regulations and other applicable regulations, rules and guidelines.

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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."

ITEM NO. 2: INCREASE IN AUTHORISED SHARE CAPITAL AND AMENDMENT IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

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

"RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof, and other provisions of Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to increase the authorised share capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 40,00,00,000/- (Rupees Forty Crores) divided into 4,00,00,000 (Four Crores) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of additional 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari passu with the existing Equity Shares."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof), clause (V) of the Memorandum of Association of the Company be and is hereby altered by substituting with the following clause:

V. The Authorised Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

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."

ITEM NO. 3: APPOINTMENT OF MR. SHANKER BAHERIA (DIN: 09787133) 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. Shanker Baheria be and is hereby appointed as an Additional Director (Non-Executive Independent Director) of the Company with effect from **November 30, 2022**, pursuant to the provisions of section 161 of the Companies Act, 2013 and pursuant to the

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applicable provisions Articles & Memorandum of Association 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. Shanker Baheria as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term not exceeding five (5) consecutive years from **November 30, 2022 to November 29, 2027**.

RESOLVED FURTHER THAT Mr. Shanker Baheria 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. 1,50,000/- (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 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. Shanker Baheria as a Non-Executive Independent Director, including all the perquisites, Allowances and other benefits mentioned above shall not exceed the limit of **Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand 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 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 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

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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

By Order of the Board of Directors,

For KPI Green Energy Limited

(Formerly known as K.P.I. Global Infrastructure Limited)

Sd/-

Mohmed Sohil Yusufbhai Dabhoya

Whole Time Director

Date: **November 30, 2022**

Place: **Surat**

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, December 2, 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 "*KPI Green - 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.

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THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

- (i) The voting period begins on 9.00 a.m. (IST) on Wednesday, December 7, 2022 and ends on 5.00 p.m. (IST) on Monday, January 9, 2023. 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, December 2, 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.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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	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

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holding securities in Demat mode with CDSL Depository	<p>e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <ol style="list-style-type: none"> After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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. 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 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

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(iv) Login method for Remote e-Voting 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,

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- 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.

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

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- (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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@kpgroup.co, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

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

KPI GREEN ENERGY LIMITED

(Formerly known as K.P.I. Global Infrastructure Limited)

CIN: L40102GJ2008PLC083302



EXPLANATORY STATEMENT

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

ITEM NO. 1 ISSUE OF BONUS SHARES TO THE SHAREHOLDERS:

Your company's equity shares have been listed for four years and are actively traded on the main boards of the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE). With a view to encourage small investor participation by making the Company's equity shares more affordable, increasing the liquidity of the equity shares, and expanding the retail shareholder base, as well as in appreciation of the Company's shareholders' continued support, the Board of Directors, at its meeting held on November 30, 2022, subject to consent of the Members of the Company, approved and recommended issue of bonus equity shares of Rs. 10/- (Rupee Ten) each credited as fully paid-up to eligible members of the Company in the proportion of 1 (One) new fully paid-up equity share of Rs. 10/- (Rupee Ten) each for every 1 (One) existing fully paid-up equity shares of Rs. 10/- (Rupee Ten) each held by them, by capitalizing a sum not exceeding Rs. 18,06,70,000/- (Rupees Eighteen Crores Six Lacs Seventy Thousand Only) from and out of the Company's Securities Premium Account as on March 31, 2022.

Article 211 of the Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the Members as fully paid bonus shares.

The shareholders' may also note that the bonus shares issued will rank pari-passu in all respect with the existing equity shares of the Company and will be subject to the Memorandum of Association and Articles of Association of the Company. Further, the proposed bonus shares will be issued as per the terms and in the manner mentioned in the enabling resolution.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires the approval of the Members of the Company. Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary Resolution as set out in Item No.1 of the Postal Ballot Notice.

The Board recommends the resolution set out at Item No. 1 of the Notice for approval of the members by way of Ordinary 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 INCREASE IN AUTHORISED SHARE CAPITAL AND AMENDMENT IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

The present Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten) each. In order to facilitate the issue of bonus equity shares and for meeting future requirements, if any, it is proposed to increase the Authorised Share Capital to Rs. 40,00,00,000/- (Rupees Forty Crores) divided into 4,00,00,000 (Four

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Crores) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of additional 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten) each.

Pursuant to the provisions of Section 61 the proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary Resolution as set out in Item No. 2 of the Postal Ballot Notice.

The Board recommends the resolution set out at Item No. 2 of the Notice for approval of the members by way of Ordinary 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. 2 of this notice.

ITEM NO. 3 APPOINTMENT OF MR. SHANKER BAHERIA (DIN: 09787133) 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. Shanker Baheria is appointed as Non-Executive Independent Director of the Company, who shall hold office for a period of five years from November 30, 2022 to November 29, 2027 and whose office shall not be liable to retire by rotation.

The Company has received a declaration that Mr. Shanker Baheria 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. Shanker Baheria 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. Shanker Baheria 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. Shanker Baheria as an independent Director shall hold office for a term up to five consecutive years on the Board of a company from **November 30, 2022 to November 29, 2027** 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. Shanker Baheria as an Independent Director to the Company.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Shanker Baheria, the proposed appointee, is concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 3 of the Notice.

Since 1994



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The Board of Directors and Nomination and Remuneration Committee recommends the resolution set out at Item Nos. 3 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: **November 30, 2022**

Place: **Surat**

By Order of the Board of Directors,

For, KPI Green Energy Limited

(Formerly known as K.P.I. Global Infrastructure Limited)

Sd/-

Mohmed Sohil Yusufbhai Dabhoya

Whole Time Director

SOLARISM™
The Power of Nature

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.kpigreenenergy.com

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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. Shanker Baheria as an Independent Director of the Company:

Name of Director	Mr. Shanker Baheria (DIN: 09787133)
Date of Birth	February 17, 1965
Date of Appointment	November 30, 2022
Qualifications	<ul style="list-style-type: none">Chartered Accountant – 1987 Institute of Chartered Accountant of IndiaCompany Secretary – 1988 Institute of Company Secretary of IndiaB. Com. – 1984 University of Rajasthan, Rajasthan
Brief Resume/ Expertise in Specific functional areas	<p>Mr. Shanker Baheria, a seasoned finance professional with wide ranging experience (Accounting & finance, Budgeting, MIS, business partnering, taxation, treasury, commercial negotiations, system development, process design, compliance and governance, commercial, cost optimization, Audit, due diligence etc) of more than 30 years in various industries (Technology & service industries, manufacturing etc). Out of this, last 15 years in Leadership & Strategic role in Large size organizations with multi location set up.</p> <p>Currently, Mr. Baheria is engaged in own Management & Strategic consulting. Prior to this, Mr. Baheria was associated with Ingram Micro as a Director & CFO India, Vodafone (west) (Earlier Hutch) as a Finance head Gujarat & Rajasthan and also act as a Senior Management positions in various companies.</p>
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