



K.P. ENERGY LIMITED

CIN: L40100GJ2010PLC059169



E-mail : info@kpenergy.in
Website : www.kpenergy.in

KPEL/PB/JULY/2025/568

Date: July 9, 2025

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: 539686

Symbol: KPEL

Sub.: Submission of Postal Ballot Notice dated July 7, 2025

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”), please find enclosed herewith a copy of the Postal Ballot Notice dated July 7, 2025 (“Notice”) along with Explanatory Statement, 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 Notice is also available on the Company’s website i.e. www.kpenergy.in.

You are requested to take the same on your record.

Thanking You,
Yours faithfully,

For K.P. Energy Limited

Affan Faruk Patel
Whole Time Director
DIN: 08576337

Encl.: a/a

Reg. Office:

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

Phone: +91-261-2234757, Fax: +91-261-2234757

E-mail: info@kpenergy.in, Website: www.kpenergy.in

ISO 14001:2015, ISO 9001:2015 and ISO 45001: 2018 Certified Company

NSE BSE Listed Company





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NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.

Dear Member,

Notice is hereby given that, pursuant to Section 108 and 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and 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) read with 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, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), and any other applicable law, rules and regulations (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the resolution(s) appended below are proposed to be passed by the Members of the K.P. Energy Limited ("Company") through postal ballot by remote e-Voting process ("e-voting").

The explanatory statement pursuant to Sections 102 and 110 of the Act, pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof is annexed to this Postal Ballot Notice ("Notice") and forms part of this Notice. The Postal Ballot Notice is also available on the website of the Company at www.kpenergy.in.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars,

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the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, at its meeting held on July 7, 2025, has appointed Mr. Chirag Shah and failing him Mr. Raimeen Maradiya, Partners of M/s. Chirag Shah & Associates, Practicing Company Secretaries 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 engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing remote e-voting facility to its Members for the Postal Ballot. Members desirous of exercising their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting. The E-voting facility will commence on **Friday, July 11, 2025, 9:00 a.m. (IST)** and will end on **Saturday, August 9, 2025, 5:00 p.m. (IST)**. E-Voting module will be blocked by CDSL at **5.00 p.m. on Saturday, August 9, 2025**, and voting shall not be allowed beyond the said date and time.

Members should note that in compliance with the requirements of the MCA Circulars, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company, Registrar and Transfer Agent or Depositories as on Friday, July 4, 2025 ("Cut-off date") and the communication of assent/dissent of the members will take place through the remote e-voting system. Accordingly, the physical Postal Ballot Notice, Postal Ballot Form and pre-paid business envelope are not being sent to the members for this postal ballot. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

Upon completion of the scrutiny, in a fair and transparent manner, the Scrutinizer will submit his report to the Chairperson of the Company or to the Company Secretary or any person authorised by the Chairperson. The results will be declared on or before Tuesday, August 12, 2025 and shall be communicated to National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"),

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where the equity shares of the Company are listed and will also be displayed on the Company's website at www.kpenergy.in and website of CDSL at www.evotingindia.com.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of members by means of Postal Ballot, i.e. Saturday, August 9, 2025.

The Board of Directors of the Company recommends approval of the Members for the Resolutions appended below.

SPECIAL BUSINESS:

ITEM NO. 1:

Re-appointment of Mr. Affan Faruk Patel (DIN: 08576337) as Whole Time Director of the Company for a period of five years:

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

"RESOLVED THAT in accordance with the provisions of Sections 152, 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), and subject to the approval of Central Government, if required, the Company hereby accords its approval to the re-appointment of Mr. Affan Faruk Patel (DIN: 08576337) as Whole Time Director of the Company, liable to retire by rotation, whose period of office is liable to expire on September 28, 2025, for a period of 5 (five) years w.e.f. September 29, 2025 to September 28, 2030 on the terms and conditions including terms of remuneration as set out in the explanatory statement attached hereto and forming part of this notice with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination and Remuneration Committee of the Board) to revise/alter/modify/amend/change the terms and conditions as may be agreed by and between the

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Board and Mr. Affan Faruk Patel within the applicable provisions of the Act without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the remuneration payable to Mr. Affan Faruk Patel, on the terms and conditions as set out in the explanatory statement attached hereto, in any financial year may exceed the limits specified in Section 197 and Schedule V of the Act and SEBI Listing Regulations; and in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any financial year or years during the duration of his term of office, the remuneration comprising Basic salary, perquisites and allowances and benefits, as approved herein be paid as minimum remuneration to Mr. Affan Faruk Patel and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 197(10) read with Schedule V of the Act and/or Regulation 17 of the SEBI Listing Regulations, as may be applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary and/or revise the terms and Conditions of the remuneration as it may deem fit, pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 (including any Statutory modification or re-enactment thereof, for the time being in force), which is payable to Mr. Affan Faruk Patel, without being required to seek any further consent or approval of the shareholders of the Company and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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.”

ITEM NO.2

Continuation of directorship by Mr. Rajendra Kundanlal Desai (DIN: 00198139) as a Non-Executive Independent Director of the Company:

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

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“RESOLVED THAT pursuant to Regulation 17(1A) 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 other applicable provisions, if any, the consent of the members of the Company be and is hereby accorded for the continuation of directorship of Mr. Rajendra Kundanlal Desai (DIN: 00198139) as a Non-Executive Independent Director of the Company, notwithstanding that he will attain the age of 75 (Seventy-Five) years on March 27, 2026, up to the expiry of his current term, i.e., November 9, 2027.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (which expression shall be deemed to include any committee thereof, constituted or to be constituted), be and is hereby authorised to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or desirable in this regard, and to settle any questions, difficulties or doubts that may arise in connection with the implementation of the aforesaid resolution.”

ITEM NO. 3:

Alteration of Object Clause of the Memorandum of Association of the Company:

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

“RESOLVED THAT pursuant to provisions of Section 4, 13 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, on the recommendation of Board of Directors of the Company, (hereinafter referred to as ‘Board’ which term shall include any Committee or one or more Directors), the consent of the members of the Company be and is hereby accorded for alteration of Main Object Clause of the Memorandum of Association (‘MoA’) of the Company by deleting the existing sub-clause 1 and inserting the following new sub-clauses as sub-clause 1 and 2, respectively. Consequently, the existing sub-clauses 2 and 3 shall be re-numbered as sub-clauses 3 and 4 respectively:

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1. To carry on in India or abroad the business of establishing, installing, generating, commissioning, storing, accumulating, supplying, transmitting, distributing, transferring, purchasing, manufacturing, trading, selling, managing, supervising, bidding, acquiring, getting into JV/Partnership, controlling and dealing in all forms and types of electricity or power generated, including but not limited to, thermal, hydro, nuclear, solar, wind, hybrid, geo-thermal, tidal, biomass or by any other source whether conventional, non-conventional and Renewable Energy sources.
2. To own, plan, develop, build, construct, lay down, establish, set up, manufacture, trade, erect, improve, enlarge, demolish, re-erect, alter, repair, remodel, acquire, run, manage, hire, lease, buy, sell, re-power, re-built, renovate and modernize, operate and maintain all types of power plants, power substations, transmission lines, transmission towers, switch yards, battery energy storage systems (BESS), power system networks of all types, including but not limited to, ultra-high voltage (UHV), extra-high voltage (EHV), high voltage (HV), high voltage direct current (HVDC), medium voltage (MV) and low voltage (LV) lines and associated stations, substations, transmission or any work of structural, architectural, civil or other allied / ancillary services connected with generation, transmission, supply and other ancillary activities relating to the electrical power whether thermal, hydro, nuclear, solar, wind, hybrid, geo-thermal, tidal, biomass and power generated through any Conventional / non-conventional / Renewable Energy sources, power supply or any work of structural, architectural, civil or other allied / ancillary services or to undertake for and on behalf of others all these activities in any manner or through contract, sub-contract, bidding, joint venture, partnership and or in any manner whatsoever of any work in connection therewith, whether in India or outside.

ENERGY IS HERE

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

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ITEM NO. 4:

Alteration of Article of Association of the Company with respect to deletion of the Common Seal Clause:

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

“**RESOLVED THAT** pursuant to section 14 and other applicable provisions, if any, of the Companies Act 2013, the consent of the members be and is hereby accorded for altering the Articles of Association ('AoA') of the Company by way of deletion of the existing clause no. 79 of the Articles of Association:

79. THE SEAL

- (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

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. 5

Approval of Material Related Party Transactions with KPI Green Energy Limited:

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

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“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and section 188 of the Companies Act, 2013, and other applicable provisions and the Rules framed thereunder, if any, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with **KPI Green Energy Limited**, a commonly controlled group company, falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the SEBI Listing Regulations, as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per the provisions of SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

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

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ITEM NO. 6

Approval of Material Related Party Transactions with KP Green Engineering Limited (formerly known as K P Buildcon Private Limited):

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and section 188 of the Companies Act, 2013, and other applicable provisions and the Rules framed thereunder, if any, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with **KP Green Engineering Limited** (formerly known as K P Buildcon Private Limited), a commonly controlled group company, falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the SEBI Listing Regulations, as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per the provisions of SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, and to take all such steps as may be required to give effect to this

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Resolution without being required to seek further consent or approval of the shareholders or otherwise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

Registered Office:

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Junction BRTS, Canal Road, Bhatar,
Surat – 395017, Gujarat, India

By Order of the Board of Directors,
For K.P. Energy Limited

Date: July 7, 2025

Place: Surat

Sd/-

Karmit Sheth

Company Secretary & Compliance Officer



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NOTES:

1. The Explanatory Statement, pursuant to Section 102 and Section 110 of the Act, read with Rule 22 of the Rules, in respect of the proposed Ordinary & Special Resolutions setting out all the material facts and reasons, is enclosed herewith and forms part of this Notice.
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, July 4, 2025 ("Cut-off Date").
3. In accordance with the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
4. In terms of the MCA 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 "*KP Energy - Postal Ballot-Registration of e-mail Ids*" to Registrar and Transfer Agent of the Company, i.e., Bigshare Services Private Limited at info@bigshareonline.com or to the Company at secretarial@kpgroup.co with name of registered member(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.
5. The voting rights of member(s) for e-Voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to vote through e-Voting.

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6. A member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.
7. 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.
8. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Mr. Karmit Sheth, Company Secretary and Compliance Officer at Email: secretarial@kpgroup.co or for any query / grievance with respect to E-voting, you can write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-62343626) or Ms. Asawari Kalokhe (022-62343624) or Mr. Rakesh Dalvi (022-62343611).

9. Voting through Electronic Means (“E-voting”)

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

THE 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 Friday, July 11, 2025, and ends on 5.00 p.m. (IST) on Saturday, August 9, 2025. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday,

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July 4, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 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.

- (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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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Individual Shareholders holding securities in demat mode with NSDL Depository

- 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.
- 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.
- 4) For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository

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	site wherein you can 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.
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. 1800-21-09911.
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 022 - 4886 7000 and 022 - 2499 7000.

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

- (v) Login method for 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,
 - 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

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'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.

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- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@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**.

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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. 1800-21-09911.

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. 1800-21-09911.



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EXPLANATORY STATEMENT

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

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Items No. 1 to 6 of the accompanying Notice dated July 7, 2025:

ITEM NO. 1

Mr. Affan Faruk Patel holds a Bachelor of Engineering degree in Electrical Engineering. He leads the operational activities and spearheads business development initiatives. With a strong focus on cultivating business relationships, Mr. Affan Patel’s proactive and personalized approach has been instrumental in driving the Company’s growth and expanding its footprint in the renewable energy sector. Under his leadership, the Company has seen significant advancements in customer acquisition, revenue growth, and operational efficiency. Mr. Affan Patel leads a dedicated team responsible for strategizing and implementing innovative approaches to enhance customer engagement, drive growth, and increase profitability.

Mr. Affan Faruk Patel was appointed as Whole Time Director of the Company for a period of five (5) years with effect from September 29, 2020, to September 28, 2025 in the 11th Annual General Meeting of the Company held on September 29, 2020. The terms and conditions of his re-appointment, including remuneration were approved by the Members in accordance with the provisions contained in Sections 196, 197, 198 and Schedule V and other applicable provisions of the Act.

Mr. Affan Faruk Patel holds 1,37,990 equity shares of Rs. 5/- each as on March 31, 2025, in the Company. Therefore, he is interested in passing this resolution by virtue of his directorship and to the extent of his shareholding in the Company.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on July 7, 2025 approved the re-appointment and remuneration

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of Mr. Affan Faruk Patel as Whole Time Director of the Company, for a period of 5 (five) years w.e.f. September 29, 2025 to September 28, 2030, in terms of Section 196, 197, 198, 203, 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 ('SEBI Listing Regulations') on the terms set out hereunder subject to the approval of the members and such other necessary approval(s), as may be required. Further Mr. Affan Faruk Patel will be liable to retire by rotation.

In terms of Schedule V to the Companies Act, 2013, the relevant details are as under:

I. General Information

(1) Nature of Industry:

The Company is Gujarat's prominent balance of plant solution provider in Renewable Energy Industry engaged, from conceptualization till the commissioning of wind power projects & wind-solar hybrid power projects.

(2) Date of commencement of commercial production:

The Company carries on renewable and green energy business since its incorporation.

(3) Financial performance based on given indicators:

Standalone Financial Results:

(₹ in Lakh except EPS)

Particulars	2024-25	2023-24
Turnover	92,627.45	46,869.40
Profit (Loss) before Tax	15,008.85	7,640.33
Profit (Loss) after Tax	11,207.49	5,864.70
Earning per share (Basic) (in ₹)	16.81	8.79

Consolidated Financial Results:

(₹ in Lakh except EPS)

Particulars	2024-25	2023-24
Turnover	93,877.15	47,294.94
Profit (Loss) before Tax	15,470.56	7,736.65

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Profit (Loss) after Tax	11,532.55	5,832.21
Earning per share (Basic) (in ₹)	17.29	8.75

(4) **Foreign investments or collaborations, if any:** As on March 31, 2025, the Shareholding of Foreign Portfolio Investors and Non-Residents, in the Company is detailed as under:

Particulars	No. of Shares	%
Foreign Portfolio Investors Category I	3,49,232	0.52
Foreign Portfolio Investors Category II	1,84,829	0.28
Non-Resident Indians (NRIs)	22,43,153	3.36

The Company has not entered into any material foreign collaboration.

II. Information about the Appointee

(1) Background details:

The background details and profile of Mr. Affan Faruk Patel

Mr. Affan Faruk Patel holds a Bachelor of Engineering degree in Electrical Engineering. He leads the operational activities and spearheads business development initiatives. With a strong focus on cultivating business relationships, Mr. Affan Patel's proactive and personalized approach has been instrumental in driving the company's growth and expanding its footprint in the renewable energy sector. Under his leadership, the Company has seen significant advancements in customer acquisition, revenue growth, and operational efficiency. Mr. Affan Patel leads a dedicated team responsible for strategizing and implementing innovative approaches to enhance customer engagement, drive growth, and increase profitability.

(2) Past Remuneration:

The Members of the Company, at the 14th Annual General Meeting held on September 29, 2023, approved the payment of the following remuneration to Mr. Affan Faruk Patel, with authority to the Board of Directors to vary and/or revise the terms and conditions of the remuneration, as it may deem fit, pursuant to Section II of Part II of Schedule V to the Companies Act, 2013.

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Basic Salary:

Rs. 5,00,000 (Rupees Five Lakh Only) per month in the salary range of Rs. 4,00,000 (Rupees Four Lakh Only) to Rs. 15,00,000 (Rupees Fifteen Lakh Only) per month with such increments as may be decided by Board of Directors of the Company from time to time.

Perquisites: He shall be entitled to perquisites, allowances, benefits, facilities, and amenities (collectively called Perquisites) such as medical reimbursement, leave travel assistance, House Rent Allowance, City Compensatory Allowance, Laundry Allowance, and any other perquisites as per the policy of the Company in force or as may be approved by the Board from time to time.

In addition to the above, he shall be entitled to the allowance and benefits as per the policy of the Company in force, such as:

- i. Company maintained car with driver.
- ii. Company's contribution to Provident Fund
- iii. Payment of gratuity and other retirement benefits
- iv. Encashment of leave
- v. Personal Accident, Mediclaim and Life Insurance under Employer – Employee scheme

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on April 22, 2024, approved the revision of remuneration payable to Mr. Affan Faruk Patel, Whole-Time Director of the Company, up to an amount of ₹14,50,000 (Rupees Fourteen Lakh Fifty Thousand only) per month, with effect from June 1, 2024, for the remaining duration of his term of office.

The revised remuneration, up to ₹14,50,000 per month, payable to Mr. Affan Faruk Patel, falls within the approved salary range of ₹4,00,000 (Rupees Four Lakh only) to ₹15,00,000 (Rupees Fifteen Lakh only) per month, as approved by the Members at the 14th Annual General Meeting held on September 29, 2023.

(3) Recognition or awards:

Mr. Affan Faruk Patel, Whole Time Director has been awarded various awards including:

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Year	Recognition or awards
2024	Wind Acumen of the Year by Grand Masters India Awards - 2024
2023	Grand Master Award at Wind Insider Grand Masters India - Leadership Award 2023
2022	India's 50 most powerful and influential wind business leaders by Wind Insider Leadership summit 2022

(4) Job profile and his suitability:

Mr. Affan Faruk Patel devotes his full time and attention to the business of the Company, subject to superintendence, control, and directions of the Board.

(5) Remuneration proposed:

No change is proposed in the remuneration of Mr. Affan Faruk Patel. The existing remuneration, as approved by the Members/Board of Directors of the Company, shall continue to remain in force for the remaining duration of his current term.

(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, the remuneration is fully justifiable and comparable to that prevailing in the industry.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:

Apart from the remuneration and perquisites paid to him as Whole Time Director as stated above and his respective shareholding held directly or indirectly in the Company and Mr. Affan Faruk Patel being son of Dr. Faruk G. Patel, the Managing Director, do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

III. Other Information

(1) Reason of loss or inadequate profits:

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At present, the Company is having adequate profits. However, the appointment is for a term of five years from September 29, 2025, to September 28, 2030, and the future trend in the profitability will largely depend on business environment in the domestic and global markets, cost of inputs and general state of economy as a whole. Therefore, the limits specified under Section 197(1) read with Schedule V of the Companies Act 2013 and the SEBI Listing Regulations, may be exceeded during the term of appointment.

(2) Steps taken or proposed to be taken for improvement:

The Company has taken various steps on a regular basis to scale up the operations of the Company. The Company has chalked out ambitious growth plans to scale up operations and profitability. Further, the management has adopted focused business strategies in all spheres of business activities to improve the sales and profitability of the Company.

(3) Expected increase in productivity and profits in measurable terms:

The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving revenue growth in the future.

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

Except Mr. Affan Faruk Patel and Dr. Faruk G. Patel and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolutions.

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

ITEM NO.2:

In terms of Regulation 17(1A) of the SEBI Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age

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K.P. ENERGY LIMITED

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of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. Provided that the company shall ensure compliance with this sub-regulation at the time of appointment or re appointment or any time prior to the non-executive director attaining the age of seventy- five years.

The consent of the members by way of Special Resolution is sought for the continuation of directorship of Mr. Rajendra Kundanlal Desai as Non-Executive Independent Director of the Company, who will attain the age of 75 (seventy-five) years on March 27, 2026.

The Board is of the opinion that Mr. Rajendra Kundanlal Desai's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He is also a person of integrity who possesses the required expertise and his association as Non-Executive Independent Director will be beneficial to the Company. Considering Mr. Rajendra Kundanlal Desai's seniority, role played by him towards the growth of this Company and to reap the benefits of his rich and varied experience.

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company at their meeting held on July 7, 2025, proposed the continuation of Mr. Rajendra Kundanlal Desai as a Non-Executive Independent Director of the Company, not liable to retire by rotation, and recommends this Special Resolution as set out in Resolution No. 2 of this Notice for approval of the members of the Company.

Relevant details relating to continuation of directorship of Mr. Rajendra Kundanlal Desai, including his profile, as required under the Act, SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the "Annexure" to this Notice.

Mr. Rajendra Kundanlal Desai is not disqualified from continuing as a Director in terms of Section 164 of the Act. He is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018.

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Other than Mr. Rajendra Kundanlal Desai none of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise in the proposed Special Resolution as set out in Resolution No. 2 of this Notice.

ITEM NO. 3

The Company at present is in the business of providing turnkey Engineering, Procurement, Construction, and Commissioning (EPCC) services for development of the Balance of Plants of the Wind Power Projects and Wind-Solar Hybrid Power Projects including identification and acquisition of land, civil activities, electrical activities including development of the power evacuation facilities for the project, obtaining permits and approvals for the project etc. It also provides operations and maintenance services of the Balance of Plant of the project for the operational life of the project through its wholly owned subsidiary KP Energy OMS Limited. In the future, the Company may explore opportunities in the renewable energy sector. The Company also propose to undertake trading of electricity and obtain necessary permits and licenses from respective regulatory commissions under the Electricity Act, 2003. This aligns with our commitment to sustainability and innovation, which is consistent with our overall growth and sustainability goals. Accordingly, the Board feels that the Company should widen its activities by undertaking activities as stated in the above resolution.

To enable the Company to extend its business activities in future, it is proposed to alter the Object Clause of the Memorandum of Association of the Company by deleting the existing sub-clause 1 and inserting the following new sub-clauses as sub-clause 1 and 2, respectively. Consequently, the existing sub-clauses 2 and 3 shall be re-numbered as sub-clauses 3 and 4 respectively, as stated in Resolution No. 3 above.

The Board of Directors, at its meeting held on July 7, 2025, approved the alteration of the Object Clause of the Memorandum of Association of the Company and now seeks the approval of the Members by way of a special resolution, pursuant to the provisions of Section 13 of the Companies Act, 2013. The Board recommends the resolution set out at Item No. 3 of the Notice for approval of the shareholders by way of Special Resolution.

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None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise in the proposed Special Resolution as set out in Resolution No. 3 of this Notice.

ITEM NO. 4

The Ministry of Corporate Affairs (MCA) vide item no. 6 of the Companies (Amendment Act), 2015 has done away with the mandate of companies to keep a common seal. The Company has been maintaining the common seal voluntarily since then. In order to avoid the requirements of affixation of common seal from any counterparty, which is an administrative hassle, it is proposed to remove the clause on common seal from the Articles of Association of the Company.

Deletion of the existing clause 79 pertaining to common seal from the Articles of Association causing alteration to the Articles of Association of the Company, shall require members approval by way of a special resolution. The Board of Directors in their meeting held on July 7, 2025, have approved the alteration to the Articles of Association of the Company in effect of deletion of existing clause 79 relating to the common seal of the Company. Hence, the members' approval by way of special resolution is hereby requested for alteration to the Articles of Association of the Company in order to delete the common seal clause. A copy of the altered set of Articles of Association of the Company is available for inspection at the Registered Office of the Company at any working day during business hours.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise in the proposed Special Resolution as set out in Resolution No. 4 of this Notice.

ITEM NO. 5 & 6

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with

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a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 Crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company, along with its subsidiary(ies), propose to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the members is being sought for all such arrangements / transactions proposed to be undertaken by the Company, either directly or along with its subsidiary(ies). All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction(s), subject to approval of the members, while noting that such transactions shall be on arms' length basis and in the ordinary course of business of the Company. Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 5 & 6 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is provided herein below:

A. Resolution Item No. 5:

Background, details and benefits of the transaction

K.P. Energy Limited ("KPE") and KPI Green Energy Limited ("KPI") are entities under common control and fall within the definition of related parties under applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Both KPE and KPI are companies engaged in the renewable energy sector, with a focus on wind, solar, and wind-solar hybrid power generation. They operate both as Independent Power Producers (IPP) and service providers to Captive Power Producers (CPP).

Under the IPP segment, the companies develop, own, operate, and maintain grid-connected renewable energy projects and generate revenue by entering into long-term Power Purchase Agreements (PPAs) with third parties. Under the CPP segment, the companies develop and

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transfer such projects to CPP customers for captive use, generating revenue through sale and post-commissioning services.

KPE is primarily engaged in providing turnkey Engineering, Procurement, Construction, and Commissioning (EPCC) services for renewable energy projects. These services include land identification and acquisition, civil and electrical infrastructure development, power evacuation facilities, obtaining statutory approvals, and end-to-end execution of Balance of Plant (BoP) works. Additionally, KPE, through its wholly owned subsidiary KP Energy OMS Limited, provides operations and maintenance services for BoP infrastructure throughout the life of the project. On the other hand, KPI is a Gujarat-based renewable energy company focused on solar and hybrid power projects. KPI undertakes development, construction, and operation of solar and hybrid plants under both IPP and CPP business models under the brand name 'Solarism'.

As KPI scales up its IPP asset portfolio, KPE can undertake the BoP work of its large-scale projects to strategically leverage KPE's proven capabilities and track record in project execution. These transactions are conducted in the ordinary course of business and on an arm's length basis. Recently, KPI has subcontracted 1+ GW of renewable energy project capacity—under development for Gujarat Urja Vikas Nigam Limited (GUVNL)—to KPE.

In view of the above and considering the growing volume of business between the companies, the existing limit approved by members for Related Party Transactions between KPE and KPI is expected to be exceeded. Therefore, the Board recommends seeking the approval of members by way of a special resolution to revise/increase the limit of Related Party Transactions between the Company and KPI Green Energy Limited.

Details of the proposed RPTs between KPE and KPI, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

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Sr. No	Description	Details of proposed RPTs between KPE and KPI
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
	a. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	KPI Green Energy Limited is a group company of K.P. Energy Limited, and both are related parties by virtue of the common control of management.
	b. Type, material terms and particulars of the proposed RPTs.	<p>KPE and KPI propose to enter into the following Related Party Transactions:</p> <ul style="list-style-type: none"> • Purchase, sale, or supply of any goods or materials; • Development of the renewable power projects by KPE and KPI for each other including their respective affiliates and customers; • Providing loans and advances; • Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements; • Availing/ rendering of engineering/ Procurement/ Construction/ Commissioning and other non-engineering services; • Operations & Maintenance (O&M) Services; • Reimbursement of expenses; <p>Further, the material terms and conditions are based on the contracts/purchase orders which inter alia</p>

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		include the rates based on prevailing/ extent market conditions and commercial terms as on the date of entering into the contract(s).
	c. Value of Transaction	Upto INR 5000 Crore (Rupees Five Thousand Crore Only).
	d. Tenure of the proposed transaction (particular tenure shall be specified)	For three financial years from FY 2025-26 to FY 2027-28.
	e. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	532.61%
2.	Justification for the proposed RPTs.	Please refer to "Background, details and benefits of the transaction", which forms part of the explanatory statement to the resolution no. 5
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
	a. details of the source of funds in connection with the proposed transaction.	KPE on its own and along with its subsidiaries is growing and, in this pursuit, it is exploring opportunities developing greenfield power projects under the IPP and CPP segment. It is also growing in development activities including land development/ developing infrastructural facilities, etc. for renewable energy projects. For funding of these projects, KPE may, in its ordinary course of business, require
	b. details of financial indebtedness incurred	
	c. applicable terms, including covenants, tenure, interest rate and repayment	

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	schedule, whether secured or unsecured; if secured, the nature of security; and	borrowing/corporate guarantee. The terms of borrowing including interest rates shall be mutually agreed subject to the applicable provisions of the Companies Act 2013 and on arm's length basis.
	d. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	
4.	Copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
5.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Dr. Faruk G. Patel, Managing Director of KPE, is Chairman and Managing Director of the KPI. His interest or concern, is limited only to the extent of his shareholding and directorship / KMP position in the KPE and KPI.
6.	Any other information relevant or important for the members to take a decision on the proposed transaction.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Arm's length pricing:

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

The members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 5. Dr. Faruk G. Patel, Managing Director of the Company, is deemed to be interested or concerned in the said

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resolution, being a Chairman and Managing Director of KPI. Also Mr. Affan Faruk Patel, Whole Time Director of KPE, is deemed to be interested or concerned in the said resolution, being son of Dr. Faruk G. Patel. Further, Mr. Amit Subhashchandra Khandelwal, Mrs. Bhadrabala Joshi and Mrs. Venu Birappa are deemed to be interested or concerned in the said resolution being Directors of both the companies. None of the other Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution as set out in Item No. 5 of this Notice.

The Board recommends the relevant ordinary resolution set forth at Item No. 5 in the Notice for the approval of the Shareholders.

B. Resolution Item No. 6:

Background, details and benefits of the transaction

K.P. Energy Limited ("KPE") and KP Green Engineering Limited (formerly known as K P Buildcon Private Limited) ("KPGE") are entities under common control and fall within the definition of "Related Party" under the Companies Act, 2013 and applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

KPE is a turnkey EPCC (Engineering, Procurement, Construction, and Commissioning) service provider for the development of Balance of Plant (BoP) for Wind and Wind-Solar Hybrid Power Projects. Its scope includes land identification and acquisition, civil and electrical works, development of power evacuation infrastructure, and obtaining necessary project-related approvals. KPE also provides operations and maintenance services for the BoP infrastructure through its wholly owned subsidiary, KP Energy OMS Limited. On the other hand, KPGE is engaged in the business of fabrication and hot-dip galvanizing of various structures such as transmission line structures, windmill structures, telecom towers, substation and switchyard structures, solar module mounting structures, cable trays, earthing strips, pole structures, and also provides operation and maintenance services for optical fiber cable infrastructure.

KPE is currently undertaking the development of several hybrid renewable energy projects in India. As part of this, KPGE's fabrication and galvanizing capabilities are instrumental in supporting the timely execution of solar and wind-solar hybrid power projects. The collaboration between

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KPE and KPGE allows for efficient project delivery by leveraging KPGE's manufacturing expertise alongside KPE's project development capabilities.

The proposed transactions between KPE and KPGE are in the ordinary course of business and are on an arm's length basis. However, due to the increasing volume of business between the two entities in light of the expansion in project execution, the existing limit for Related Party Transactions is likely to be exceeded. Therefore, in accordance with the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015, the approval of members is being sought to revise/increase the limit of Related Party Transactions with KP Green Engineering Limited.

Details of the proposed RPTs between KPE and KPI, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

Sr. No	Description	Details of proposed RPTs between KPE and KPGE
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
	a. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	KP Green Engineering Limited is a group company of K.P. Energy Limited, and both are related parties by virtue of the common control of management.
	b. Type, material terms and particulars of the proposed RPTs.	KPE and KPGE have propose to enter into the following Related Party Transactions: <ul style="list-style-type: none">• Purchase, sale, or supply of any goods or materials;• Providing loans and advances;• Purchase / sale / transfer / exchange / lease of business assets including property, plant and

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		<p>equipment, Intangible assets, transfer of technology to meet the business objectives and requirements;</p> <ul style="list-style-type: none"> •Availing/ rendering of engineering/ Procurement/ Construction/ Commissioning and other non-engineering services; •Availing or rendering of any services; • Reimbursement of expenses; <p>Further, the material terms and conditions are based on the contracts/purchase orders which inter alia include the rates based on prevailing/ extent market conditions and commercial terms as on the date of entering into the contract(s).</p>
	c. Value of Transaction	Upto INR 5000 Crore (Rupees Five Thousand Crore Only)
	d. Tenure of the proposed transaction (particular tenure shall be specified)	For three financial years from FY 2025-26 to FY 2027-28
	e. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	532.61%
2.	Justification for the proposed RPTs.	Please refer to "Background, details and benefits of the transaction", which forms part of the explanatory statement to the resolution no. 6.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	

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	a. Details of the source of funds in connection with the proposed transaction.	KPE on its own and along with its subsidiaries is growing and, in this pursuit, it is exploring opportunities developing greenfield power projects under the IPP and CPP segment. It is also growing in development activities including land development/developing infrastructural facilities, etc. for renewable energy projects. For funding of these projects, KPE may, in its ordinary course of business, require borrowing/corporate guarantee. The terms of borrowing including interest rates shall be mutually agreed subject to the applicable provisions of the Companies Act 2013 and on arm's length basis.
	b. Details of financial indebtedness incurred	
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
	d. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	
4.	Copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
5.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Dr. Faruk G. Patel, Managing Director of KPE, is a Director of the KPGE. His interest or concern, is limited only to the extent of his shareholding and directorship position in KPE and KPGE.
6.	Any other information relevant or important for the members to take a decision on the proposed transaction.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

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Arm's length pricing:

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

The Shareholders may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 6. Dr. Faruk G. Patel, Managing Director of the Company, is deemed to be interested in or concerned in the said resolution, being a Director of KPGE. Also Mr. Affan Faruk Patel, Whole Time Director of KPE, and Mr. Hassan Faruk Patel, Director of KPGE, are deemed to be interested or concerned in the said resolution, being son of Dr. Faruk G. Patel. Further, Mr. Amit Subhashchandra Khandelwal is deemed to be interested or concerned in the said resolution being Director in both the companies. None of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution as set out in Item No. 6 of this Notice.

The Board recommends the relevant ordinary resolution set forth at Item No. 6 in the Notice for the approval of the Shareholders.

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By Order of the Board of Directors,
For K.P. Energy Limited

Date: July 7, 2025

Place: Surat

Sd/-

Karmit Sheth

Company Secretary & Compliance Officer

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ANNEXURE TO THE NOTICE

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT

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

Name of Director	Mr. Affan Faruk Patel	Mr. Rajendra Kundanlal Desai
Director Identification Number (DIN)	08576337	00198139
Date of Birth (Age)	July 11, 1997	March 27, 1951
Designation/Category of Directorship	Whole Time Director, Executive Director	Non-Executive Independent Director
Date of first appointment on the Board	December 26, 2019	November 10, 2022
Terms and Conditions of appointment / re-appointment	Re-appointed as Whole Time Director, in terms of Section 196 of Companies Act, 2013.	Continuation of directorship as Non-executive Independent Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Qualification	Bachelor of Engineering degree in Electrical Engineering.	Fellow Member of the Institute of Chartered Accountants of India (ICAI) and Bachelor's Degree in Commerce and Law.
Brief Profile and nature of expertise in specific functional areas	He leads the operational activities and spearheads business development initiatives. With a strong focus	Mr. Rajendra Kundanlal Desai has over 30 years of extensive experience in accounting, finance, taxation, audit, project

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Phone: +91-261-2234757, Fax: +91-261-2234757

E-mail: info@kpenergy.in, Website: www.kpenergy.in

ISO 14001:2015, ISO 9001:2015 and ISO 45001: 2018 Certified Company

NSE BSE Listed Company



K.P. ENERGY LIMITED
CIN: L40100GJ2010PLC059169



E-mail : info@kpenergy.in
Website : www.kpenergy.in

	<p>on cultivating business relationships, Mr. Affan Patel's proactive and personalized approach has been instrumental in driving the company's growth and expanding its footprint in the renewable energy sector. Under his leadership, the Company has seen significant advancements in customer acquisition, revenue growth, and operational efficiency. Mr. Patel leads a dedicated team responsible for strategizing and implementing innovative approaches to enhance customer engagement, drive growth, and increase profitability.</p>	<p>evaluation, and loan syndication. He began his career with Union Bank of India, gaining expertise in credit analysis and industrial finance. In 1980, he established his Chartered Accountancy practice, specializing in statutory and internal audits, taxation, feasibility studies, and corporate finance. With significant experience in modern management practices, corporate growth strategies, and international business exposure across Europe, Africa, the Middle East, and Asia, Mr. Desai brings valuable insights into financial planning and business expansion.</p>
Name of the Companies ¹ in which he/she holds directorship (other than K.P. Energy Limited)	Nil	Shahlon Silk Industries Limited
Name of committees in which he/she holds membership/ chairmanship (other than K.P. Energy Limited)	Nil	<p>Audit Committee Chairman Shahlon Silk Industries Limited</p> <p>Nomination and Remuneration Committee Chairman</p>

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		<p>Shahlon Silk Industries Limited</p> <p>Stakeholders Relationship Committee Chairman Shahlon Silk Industries Limited</p> <p>Corporate Social Responsibility Committee Member Shahlon Silk Industries Limited</p>
Name of listed entities from which the person has resigned in the past three years	None	None
Details of remuneration last drawn	During the financial year 2024-25, Mr. Affan Faruk Patel was paid a remuneration of Rs. 119.26 lakh.	During the financial year 2024-25, Mr. Rajendra Kundanlal Desai was paid a sitting fee of Rs. 0.65 lakh, Professional Fees of Rs. 3.53 lakh and Commission of Rs. 6.02 lakh.
No. of meetings of the Board attended during the financial year 2024-25	10 of 10	10 of 10
Details of remuneration sought to be paid	As mentioned in the explanatory statement to the item no. 5 of the above resolution.	Payment of commission, in addition to sitting fees, as approved by the Board and/or Members of the Company. He shall also be entitled to reimbursement of expenses, if any, incurred for attending the Board/Committee meetings, as

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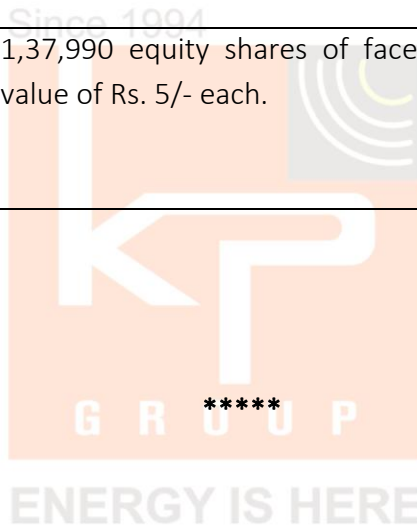
K.P. ENERGY LIMITED

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		well as professional fees if any, for any services rendered by him in a professional capacity to the Company.
Inter se relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Son of Dr. Faruk G. Patel, Managing Director of the Company	None
Shareholding in the Company as on the date of Notice (self and beneficial basis)	1,37,990 equity shares of face value of Rs. 5/- each.	2,400 equity shares of face value of Rs. 5/- each.

¹ Listed Company



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