



# KP Green Engineering Limited

A COMPANY TO SOLVE THE DIFFICULTIES

CIN: L40100GJ2001PLC039763



KPGE/BM-PB/FEB/2026/109

Date: February 27, 2026

## BSE Limited

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001

**Scrip Code: 544150**

### **Sub.: Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice.**

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'), we are submitting herewith the copy of the Postal Ballot notice dated February 26, 2026 along with the Explanatory Statement ('Notice') seeking consent of members of the Company by means of Postal Ballot through remote e-voting for the Resolution(s) as set out in the Notice.

Pursuant to the provisions of the Section 108 and 110 of the Companies Act, 2013 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, read with the subsequent circulars issued from time-to-time, the latest one being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, the voting by members through postal ballot shall take place only through remote e-voting and no physical ballot form will be dispatched by the Company.

Following are the calendar of events in connection with the postal ballot process:

Sr. No.	Particulars	Schedule
1	Cut - off Date for identification of voting rights of the members	Friday, February 20, 2026
2	Date and time of commencement of remote e-voting	Sunday, March 01, 2026 [09:00 a.m.]
3	Date and time of end of remote e-voting	Monday, March 30, 2026 [05:00 p.m.]
4	Submission of report by the Scrutinizer	On or before April 01, 2026
5	Date of declaration of results of voting	On or before April 01, 2026



#### Registered Office :

'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat – 395017, Gujarat, India.  
Telephone No : 0261-2244757 | Fax No. : 0261-2234757 | E-mail : info@kpgroup.co

#### Factory Office :

(1) Survey No. 340/341/342/343/347, Village- Matar, Taluka - Amod, Dist. Bharuch -392035, Gujarat, India.  
(2) 146-147, Ekalbara Road, Dabhasa, Ta - Padra, Dist. - Vadodara - 391440, Gujarat, India.

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Further, the Postal Ballot Notice is also available on the Company's website i.e. [www.kpgreenengineering.com](http://www.kpgreenengineering.com).

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

Thanking You,

Yours faithfully,

**For KP Green Engineering Limited**

**Saurabh Sharma**  
**Company Secretary and Compliance Officer**

**Encl.: a/a**



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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(s),

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 Rule 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. 20/2020 dated May 05, 2020, read with the subsequent circulars issued from time-to-time, the latest one being General Circular No. 03/2025 dated September 22, 2025 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”), and other applicable provisions of the Act, rules, circulars and notifications issues thereunder and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), that the resolution(s) appended below are proposed to be passed by the Members of the KP Green Engineering Limited (“Company”) through postal ballot by remote e-voting process (“e-voting”).

The explanatory statement pursuant to Section 102 and 110 of the Act, pertaining to the said resolution(s) 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.kpgreenengineering.com](http://www.kpgreenengineering.com).

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, at its meeting held on February 26, 2026, 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. The instructions for e-voting are given in notes forming part of this Notice.

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



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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 **Sunday, March 01, 2026, 9:00 a.m. (IST)** and will end on **Monday, March 30, 2026, 5:00 p.m. (IST)**. E-voting module will be blocked by CDSL at **5.00 p.m. on Monday, March 30, 2026**, 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, February 20, 2026 (“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 Chairman of the Company or to the Company Secretary or any person authorized by the Chairman. The results will be declared on or before Wednesday, April 01, 2026 and shall be communicated to BSE Limited (“BSE”), where the equity shares of the Company are listed and will also be displayed on the Company’s website at [www.kpgreenengineering.com](http://www.kpgreenengineering.com) and website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

The Board of Directors of the Company recommends approval of the members for the resolution(s) appended below:

## SPECIAL BUSINESS(ES):

### ITEM NO. 1:

#### MATERIAL RELATED PARTY TRANSACTION(S) WITH KPI GREEN ENERGY LIMITED:

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

“**RESOLVED THAT** pursuant to Regulation(s) 23, 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, if any, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for entering



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into and/ or carrying out and/ or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier arrangement(s) / transaction(s) 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 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 from time to time the prescribed thresholds as per the provisions of Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** 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 contract(s)/ arrangement(s)/ transaction(s), and to take all such steps as may be required to give effect to this Resolution without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

## ITEM NO. 2

### MATERIAL RELATED PARTY TRANSACTION(S) WITH K.P. ENERGY LIMITED:

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

“**RESOLVED THAT** pursuant to Regulation(s) 23, 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, if any, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for entering into and/ or carrying out and/ or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier arrangement(s) / transaction(s) or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with **K.P. Energy Limited**, a commonly controlled group company, falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the Listing Regulations, as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, notwithstanding the fact that the aggregate value of all these



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

**RESOLVED FURTHER THAT** 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 contract(s)/ arrangement(s)/ transaction(s), and to take all such steps as may be required to give effect to this Resolution without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

## ITEM NO. 3

### **MATERIAL RELATED PARTY TRANSACTION(S) WITH SUN DROPS ENERGIA LIMITED (FORMERLY KNOWN AS SUN DROPS ENERGIA PRIVATE LIMITED):**

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

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



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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 contract(s)/ arrangement(s)/ transaction(s), and to take all such steps as may be required to give effect to this Resolution without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

## ITEM NO. 4

### MATERIAL RELATED PARTY TRANSACTION(S) WITH KPIG ENERGIA PRIVATE LIMITED:

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

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

**RESOLVED FURTHER THAT** 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,



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with power to alter and vary the terms and conditions of such contract(s)/ arrangement(s)/ transaction(s), and to take all such steps as may be required to give effect to this Resolution without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

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By Order of the Board of Directors,  
**For KP Green Engineering Limited**

Date: **February 26, 2026**

Place: **Surat**

Sd/-

**Saurabh Sharma**

**Company Secretary & Compliance Officer**

## NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution(s) mentioned in this Postal Ballot Notice and additional information as required under the SEBI Listing Regulations 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, February 20, 2026 (“Cut-Off Date”).
3. As per MCA Circulars, physical copies of this Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to member(s) for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the agency to provide e-voting facility.
5. This Postal Ballot Notice will also be available on the Company’s website at [www.kpgreenengineering.com](http://www.kpgreenengineering.com), website of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
6. **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 id's are not**



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registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Id's by sending an e-mail citing subject line as "KP Green - Postal Ballot-Registration of e-mail Id's" to Registrar and Transfer Agent of the Company, i.e., Bigshare Services Private Limited at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or to the Company at [compliance@kpgroup.co](mailto:compliance@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(es) as set out in the Postal Ballot Notice through remote e-voting facility provided by CDSL.

7. 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. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
8. A member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.
9. Pursuant to the provisions of Section 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the SEBI Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the member(s) to exercise their right to vote on the proposed resolution(s) electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
10. **The e-voting period commences at 9:00 a.m. (IST) on Sunday, March 01, 2026, and ends at 5:00 p.m. (IST) on Monday, March 30, 2026.** The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.
11. Resolutions, 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 i.e. **Monday, March 30, 2026** shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.
12. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Mr. Saurabh Sharma, Company Secretary and Compliance Officer at Email: [compliance@kpgroup.co](mailto:compliance@kpgroup.co) or for any query / grievance with respect to e-voting, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-62343626) or Ms. Asawari Kalokhe (022-62343624) or Mr. Rakesh Dalvi (022-62343611).



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### 13. 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](http://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 Sunday, March 01, 2026, and ends on 5:00 p.m. (IST) on Monday, March 30, 2026. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, February 20, 2026, 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.



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**Website :** www.kpgreenengineering.com |   Listed Company



# KP Green Engineering Limited

A COMPANY TO SOLVE THE DIFFICULTIES

CIN: L40100GJ2001PLC039763



**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 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"><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li><li>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 &amp; 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.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li></ol>



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Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 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 &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding	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



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<p>securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>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.</p>
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**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 – 4886 7000 and 022 – 2499 7000.

**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](http://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.



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- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
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"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>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.</li> </ul>

- (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 KP Green Engineering Limited, 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.



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- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) 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](http://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](mailto: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; [compliance@kpgroup.co](mailto:compliance@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.



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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](mailto: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, 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](mailto: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)

### **Context for Resolution No(s). 1 to 4:**

Pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, prior approval of the Members by way of an ordinary resolution is required for all material related party transactions and subsequent material modifications thereof, as defined by the Audit Committee, even if such transactions are in the ordinary course of business and on an arm’s length basis.

Effective from April 1, 2025, in case of a listed entity having its specified securities listed on the SME Exchange, a transaction with a related party shall be considered as material if the transaction(s) to be entered into by the listed entity, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 50 crores or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Members of the Company had earlier, at the Extra-Ordinary General Meeting held on November 4, 2023, accorded approval for entering into related party transaction(s) with each of the concerned related parties up to a limit of ₹1,000 crore per related party. In view of the expected increase in the volume of transactions and the likelihood of the aggregate value of transactions with the respective related parties exceeding the aforesaid limits, approval of the Members is being sought by way of Postal Ballot for the enhanced limits in respect of each such related party, as set out under the respective Item Numbers of this Notice.

The Company, along with its subsidiary(ies), may from time to time enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), may 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 arrangement(s)/ transaction(s) 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 arm’s length basis.

The proposed transaction(s) are considered to be in the best interest of the Company as they are aligned with its business objectives and are expected to facilitate operational efficiency, business growth and optimal resource utilization. The pricing and other material terms of the transaction(s) have been



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determined based on commercially negotiated terms, prevailing market conditions and comparable market benchmarks, wherever applicable.

The Audit Committee, at its meeting held on February 26, 2026, on the basis of the relevant details placed before it by the management and after reviewing the certificates and confirmations provided by the Whole-Time Director and Chief Financial Officer, as required under the applicable regulatory framework, has reviewed and approved the proposed transaction(s), subject to the approval of the Members of the Company.

Your Board of Directors considered the same and recommends passing of the resolution(s) contained in Item Nos. 1 to 4 of this Notice.

In terms of SEBI Circular dated June 26, 2025 on Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“RPT Industry Standards”), which is effective from September 01, 2025, the explanatory statement contained in this Notice provides the required information:

Pursuant to the SEBI Circular dated June 26, 2025, the Minimum Information relating to the proposed related party transaction(s) is provided as under:

## Item No. 1:

Sr. No	Particulars of the information	Information provided by the management
<b>A. Details of the related party and transactions with the related party</b>		
<b>A (1). Basic details of the Related Party</b>		
1.	Name of the Related Party	KPI Green Energy Limited (“KPI”)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	KPI is primarily engaged in the development, generation, and supply of solar and hybrid (solar + wind) power, along with related infrastructure and energy solutions.
<b>A (2). Relationship and ownership of the related party</b>		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including	KP Green Engineering Limited (“KPG”) and KPI Green Energy Limited are commonly controlled group companies within the KP Group and are



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	nature of its concern (Financial or otherwise) and the following:	“related parties” to each other by virtue of the common control.
	<ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).</li> </ul> <p><i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ subsidiary/ related party has control.</i></p> <p>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	<p>NIL</p> <p>Not Applicable</p> <p>NIL</p>

### A (3). Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<b>Year</b>	<b>Nature of Transactions</b>	<b>Amount (Rs. In crores)</b>
		2024-25	Sale of goods and Services	142.80
			Advance Received	43.60
2.	Total amount of all the transactions	Rs. 313.14 Crores		

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	undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	(till December 31, 2025)
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
<b>A (4). Amount of the proposed transactions (All types of transactions taken together)</b>		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	Aggregate amount up to ₹5,000 crores (Rupees Five Thousand Crores only)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	719.80%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	288.11%



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6.	Financial performance of the related party for the immediately preceding financial year.	<p>Details of KPI on Standalone Basis:</p> <p><b>FY 2024-25</b></p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (Rs. In Crores)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>1592.00</td> </tr> <tr> <td>Profit After Tax</td> <td>252.35</td> </tr> <tr> <td>Net Worth</td> <td>1996.86</td> </tr> </tbody> </table>	Particulars	Amount (Rs. In Crores)	Turnover	1592.00	Profit After Tax	252.35	Net Worth	1996.86
Particulars	Amount (Rs. In Crores)									
Turnover	1592.00									
Profit After Tax	252.35									
Net Worth	1996.86									
<b>A (5). Basic details of the proposed transaction</b>										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale, purchase or supply of goods or services or any other similar business transaction and trade advances.								
2.	Details of each type of the proposed transaction	KPGE may, from time to time, manufacture, fabricate, galvanise and supply steel structures, module mounting structures (including tracker MMS), poles, cable trays, earthing materials, hardware and other engineering items to KPI for use in its solar and wind-solar hybrid power projects (IPP and CPP segments), and may also render related fabrication, erection, engineering and allied services. The transactions may also include purchase of goods or services, if any, and provision of trade advances. All the proposed transactions will be carried out on an arm's length basis and in ordinary course of business.								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For a period of three financial years from FY 2025-26 to FY 2027-28.								
4.	Whether omnibus approval is being sought?	No								
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The proposed transactions are expected to be undertaken over three financial years commencing from FY 2025-26 up to FY 2027-28; however, due to the nature of the business, precise year-wise estimation is not feasible. The aggregate value during the said period shall not exceed ₹5,000 crores.								
6.	Justification as to why the RPTs proposed to be entered into are in the	The proposed transactions KPGE and KPI are operationally and commercially aligned with the								



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# KP Green Engineering Limited

A COMPANY TO SOLVE THE DIFFICULTIES

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	interest of the listed entity	<p>business objectives of KPGE. KPI is primarily engaged in the development, execution and operation of solar and hybrid renewable energy projects, which require significant volumes of specialised steel structures and balance-of-plant infrastructure, given the recurring structural requirements inherent in solar and hybrid projects. KPGE, being engaged in the manufacturing and supply of solar module mounting structures (MMS), wind lattice tower structures, transmission and substation structures, cable trays, pre-engineered buildings and other engineering products, is well positioned to cater to such requirements.</p> <p>KPGE offers an integrated and comprehensive range of fabrication, galvanisation and allied engineering solutions that are typically required across the lifecycle of renewable energy projects. Its in-house manufacturing capabilities, end-to-end process control and diversified product portfolio enable KPGE to function as a one-stop infrastructure solutions provider for renewable energy developers such as KPI. This integration is expected to support efficient project execution, better quality control, reduced coordination complexities and improved turnaround timelines.</p> <p>From KPGE's perspective, the proposed transactions are expected to provide a stable and scalable order pipeline linked to KPI's renewable energy project portfolio, which would support optimal capacity utilisation of KPGE's manufacturing facilities, improve operating efficiencies and provide better visibility of revenues. The business engagement with KPI also enables KPGE to strengthen its presence in the fast-growing renewable energy infrastructure segment and leverage group-level domain synergies.</p>
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		<p>The pricing and other material terms of the proposed transactions shall be determined on an arm's length basis, taking into account prevailing market conditions, comparable third-party benchmarks and commercially negotiated terms. The transactions shall be undertaken in the ordinary course of business of KPGE and shall remain subject to the oversight of the Audit Committee and the Board of Directors in accordance with the applicable regulatory framework.</p> <p>In view of the operational synergies, business efficiencies and revenue visibility expected from the proposed arrangements, the transactions are considered to be in the best interests of KPGE and its public shareholders.</p>
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>a. Name of the director / KMP</p>	<p>Dr. Faruk G. Patel, being a Director and Promoter of KPGE and KPI, along with his relatives, being part of the promoter group of KPGE and KPI, may be considered interested in the proposed transactions to the extent of such common control.</p>
	<p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Dr. Faruk G. Patel - 48.62% (As on December 31, 2025)</p>
8.	<p>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</p>	<p>Not Applicable</p>
9.	<p>Other information relevant for decision making.</p>	<p>None</p>
<p><b>B. Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A,</b></p>		



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<b>B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The Company follows its standard commercial and procurement framework for selection of counterparties for sale, purchase or supply of goods and services. The pricing and commercial terms are determined based on prevailing market conditions, comparable third-party quotations, wherever available, and commercially negotiated terms in the ordinary course of business.
2.	Basis of determination of price	The pricing of the proposed transactions is determined on an arm's length basis, having regard to prevailing market prices, comparable third-party quotations and pricing for similar products supplied by the Company to unrelated parties in the ordinary course of business, wherever applicable.
3.	In case of trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following :	
	a. Amount of Trade advance	As per prevailing industry practices and contractual arrangements, trade advances may be received from or provided to the related party in connection with project execution and procurement requirements, based on commercially negotiated terms and prevailing market conditions, including considerations relating to material procurement and price movements.
	b. Tenure	The tenure of such trade advances shall be linked to the underlying contract period and shall remain outstanding only until adjustment against the supply of goods



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		and/or rendering of services, in accordance with the agreed contractual terms.
	c. Whether same is self-liquidating?	Yes

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. 1.

None of the other Directors / Key Managerial Personnel of the Company or their relatives, except as mentioned above in point 7 of A(5), are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution forming part of Item No. 1 of the accompanying Notice to the shareholders for approval.

## Item No. 2:

Sr. No	Particulars of the information	Information provided by the management
<b>A. Details of the related party and transactions with the related party</b>		
<b>A (1) Basic details of the Related Party</b>		
1.	Name of the Related Party	K.P. Energy Limited (“KPE”)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	KPE is engaged in EPC and Balance-of-Plant (BOP) infrastructure execution for solar and wind renewable energy projects. It undertakes civil, electrical and mechanical works, including transmission lines, substations, power evacuation, erection and commissioning services.
<b>A (2). Relationship and ownership of the related party</b>		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (Financial or otherwise) and the following:	KP Green Engineering Limited (“KPG E”) and K.P. Energy Limited are commonly controlled group companies within the KP Group and are “related parties” to each other by virtue of the common control.



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<ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).</li> </ul> <p><i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ subsidiary/ related party has control.</i></p> <p>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	<p>NIL</p> <p>Not Applicable</p> <p>NIL</p>
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### A (3). Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<b>Year</b>	<b>Nature of Transactions</b>	<b>Amount (Rs. In crores)</b>
		2024-25	Sales of Goods and Services	176.38
			Purchase of Goods and Services	18.95



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		Interest Received	1.36
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 239.13 Crores (till December 31, 2025)	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No	
<b>A (4). Amount of the proposed transactions (All types of transactions taken together)</b>			
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	Aggregate amount up to ₹5,000 crores (Rupees Five Thousand Crores only)	
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	719.80%	
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if	532.61%	



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	consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.									
6.	Financial performance of the related party for the immediately preceding financial year.	<p>Details of KPE on Standalone Basis:</p> <p><b>FY 2024-25</b></p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (Rs. In Crores)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>926.27</td> </tr> <tr> <td>Profit After Tax</td> <td>112.07</td> </tr> <tr> <td>Net Worth</td> <td>305.60</td> </tr> </tbody> </table>	Particulars	Amount (Rs. In Crores)	Turnover	926.27	Profit After Tax	112.07	Net Worth	305.60
Particulars	Amount (Rs. In Crores)									
Turnover	926.27									
Profit After Tax	112.07									
Net Worth	305.60									
<b>A (5). Basic details of the proposed transaction</b>										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale, Purchase or supply of goods or services or any other similar business transaction and trade advances.								
2.	Details of each type of the proposed transaction	KPGE may, from time to time, manufacture, fabricate, galvanise and supply steel structures, windmill components, towers, module mounting structures, poles, cable trays, earthing materials, hardware and other engineering items to KPE for use in its wind and solar energy and allied infrastructure projects, and may also render related fabrication, erection, engineering and allied services. The transactions may also include purchase of goods or services, if any, and provision of trade advances. All the proposed transactions will be carried out on an arm's length basis and in ordinary course of business.								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For a period of three financial years from FY 2025-26 to FY 2027-28.								
4.	Whether omnibus approval is being sought?	No								
5.	Value of the proposed transaction during a financial year.	The proposed transactions are expected to be undertaken over three financial years commencing from FY 2025-26 up to FY 2027-28;								

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	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	however, due to the nature of the business, precise year-wise estimation is not feasible. The aggregate value during the said period shall not exceed ₹5,000 crores.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The proposed transactions between KPGE and K.P. Energy Limited (“KPE”) are operationally and commercially aligned with the business objectives of KPGE. KPE is primarily engaged in the development, execution and operation of wind and solar energy projects and related infrastructure activities, which require substantial volumes of specialised steel structures, wind lattice towers, module mounting structures, substation structures and balance-of-plant components. KPGE, being engaged in the manufacturing and supply of such engineering products, is well positioned to cater to these requirements.</p> <p>KPGE offers an integrated and comprehensive range of fabrication, galvanisation and allied engineering solutions required across the lifecycle of wind and solar projects. Its in-house manufacturing capabilities, end-to-end process control and diversified product portfolio enable KPGE to function as a one-stop infrastructure solutions provider for renewable energy developers such as KPE. This integration is expected to support efficient project execution, enhanced quality control, reduced coordination complexities and improved project timelines.</p> <p>From KPGE’s perspective, the proposed transactions are expected to provide a stable and scalable order pipeline linked to KPE’s renewable energy project portfolio, thereby supporting optimal capacity utilisation of KPGE’s manufacturing facilities, improving operating efficiencies and enhancing revenue visibility. The engagement with KPE also enables KPGE to strengthen its presence in the renewable energy</p>



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		<p>infrastructure segment and leverage group-level operational synergies.</p> <p>The pricing and other material terms of the proposed transactions shall be determined on an arm's length basis, taking into account prevailing market conditions, comparable third-party benchmarks and commercially negotiated terms. The transactions shall be undertaken in the ordinary course of business of KPGE and shall remain subject to the oversight of the Audit Committee and the Board of Directors in accordance with the applicable regulatory framework.</p> <p>In view of the operational synergies, business efficiencies and revenue visibility expected from the proposed arrangements, the transactions are considered to be in the best interests of KPGE and its public shareholders.</p>
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i></p> <p>a. Name of the director / KMP</p>	<p>Dr. Faruk G. Patel, being a Director and Promoter of KPGE and KPE, along with his relatives, being part of the promoter group of KPGE and KPE, may be considered interested in the proposed transactions to the extent of such common control.</p>
	<p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Dr. Faruk G. Patel - 44.68% (As on December 31, 2025)</p>



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8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	None
<b>B. Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A,</b>		
<b>B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The Company follows its standard commercial and procurement framework for selection of counterparties for sale, purchase or supply of goods and services. The pricing and commercial terms are determined based on prevailing market conditions, comparable third-party quotations, wherever available, and commercially negotiated terms in the ordinary course of business.
2.	Basis of determination of price	The pricing of the proposed transactions is determined on an arm's length basis, having regard to prevailing market prices, comparable third-party quotations and pricing for similar products supplied by the Company to unrelated parties in the ordinary course of business, wherever applicable.
3.	In case of trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following :	
	a. Amount of Trade advance	As per prevailing industry practices and contractual arrangements, trade advances may be received from or provided to the related party in connection with project execution and procurement requirements, based on commercially negotiated terms and prevailing market conditions, including



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		considerations relating to material procurement and price movements.
	b. Tenure	The tenure of such trade advances shall be linked to the underlying contract period and shall remain outstanding only until adjustment against the supply of goods and/or rendering of services, in accordance with the agreed contractual terms.
	c. Whether same is self-liquidating?	Yes

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. 2.

None of the other Directors / Key Managerial Personnel of the Company or their relatives, except as mentioned above in point 7 of A(5), are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Postal Ballot Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution forming part of Item No. 2 of the accompanying Notice to the shareholders for approval.

### Item No. 3:

Sr. No	Particulars of the information	Information provided by the management
<b>A. Details of the related party and transactions with the related party</b>		
<b>A (1)</b>	<b>Basic details of the Related Party</b>	
1.	Name of the Related Party	Sun Drops Energia Limited (Formerly Known as Sun Drops Energia Private Limited) (“Sun Drops”)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Sun Drops is engaged in the development, construction, ownership and operation of solar and renewable energy projects, including IPP/CPP solar assets and battery energy storage systems, along with associated engineering and project execution services.
<b>A (2). Relationship and ownership of the related party</b>		

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1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (Financial or otherwise) and the following:	KP Green Engineering Limited (“KPGE”) and Sun Drops Energia Limited are commonly controlled group companies within the KP Group and are “related parties” to each other by virtue of the common control.			
	<ul style="list-style-type: none"> <li>Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).</li> </ul> <p><i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ subsidiary/ related party has control.</i></p> <p>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	NIL	Not Applicable		
<b>A (3). Details of previous transactions with the related party</b>					
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Year	<table border="1"> <thead> <tr> <th data-bbox="987 1691 1182 1771">Nature of Transactions</th> <th data-bbox="1182 1691 1388 1771">Amount (Rs. In crores)</th> </tr> </thead> </table>	Nature of Transactions	Amount (Rs. In crores)
Nature of Transactions	Amount (Rs. In crores)				



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		2024-25	Sale of Goods and Services	10.29
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 43.66 Crores (till December 31, 2025)		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No		
<b>A (4). Amount of the proposed transactions (All types of transactions taken together)</b>				
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	Aggregate amount up to ₹5,000 crores (Rupees Five Thousand Crores only)		
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	719.80%		
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable		
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if	1363.63%		



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	consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.									
6.	Financial performance of the related party for the immediately preceding financial year.	<p>Details of Sun Drops on Standalone Basis:</p> <p><b>FY 2024-25</b></p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (Rs. In Crores)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>366.67</td> </tr> <tr> <td>Profit After Tax</td> <td>51.25</td> </tr> <tr> <td>Net Worth</td> <td>604.63</td> </tr> </tbody> </table>	Particulars	Amount (Rs. In Crores)	Turnover	366.67	Profit After Tax	51.25	Net Worth	604.63
Particulars	Amount (Rs. In Crores)									
Turnover	366.67									
Profit After Tax	51.25									
Net Worth	604.63									
<b>A (5). Basic details of the proposed transaction</b>										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale, purchase or supply of goods or services or any other similar business transaction and trade advances.								
2.	Details of each type of the proposed transaction	KPGE may, from time to time, manufacture, fabricate, galvanise and supply steel structures, module mounting structures (including tracker MMS), poles, cable trays, earthing materials, hardware and other engineering items to Sun Drops for use in its solar and renewable energy projects, including IPP/CPP assets and battery energy storage systems, and may also render related engineering and allied services. The transactions may also include purchase of goods or services and provision of trade advances. All the proposed transactions will be carried out on an arm's length basis and in ordinary course of business.								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For a period of three financial years from FY 2025-26 to FY 2027-28.								
4.	Whether omnibus approval is being sought?	No								
5.	Value of the proposed transaction during a financial year.	The proposed transactions are expected to be undertaken over three financial years								



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	<p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	<p>commencing from FY 2025–26 up to FY 2027–28; however, due to the nature of the business, precise year-wise estimation is not feasible. The aggregate value during the said period shall not exceed ₹5,000 crores.</p>
6.	<p>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</p>	<p>The proposed transactions between KPGE and Sun Drops are operationally and commercially aligned with the business objectives of KPGE. Sun Drops is engaged in the development, construction, ownership and operation of solar and renewable energy projects, including IPP/CPP solar assets and battery energy storage systems, which require substantial volumes of specialised steel structures, module mounting structures, balance-of-plant components and allied infrastructure.</p> <p>KPGE, being engaged in the manufacturing and supply of such engineering products and services, is well positioned to cater to these requirements. KPGE offers an integrated and comprehensive range of fabrication, galvanisation and allied engineering solutions required across the lifecycle of renewable energy projects. Its in-house manufacturing capabilities, end-to-end process control and diversified product portfolio enable KPGE to function as a one-stop infrastructure solutions provider for renewable energy developers such as Sun Drops. This integration is expected to support efficient project execution, enhanced quality control, reduced coordination complexities and improved project timelines.</p> <p>From KPGE's perspective, the proposed transactions are expected to provide a stable and scalable order pipeline linked to Sun Drops' renewable energy project portfolio, thereby supporting optimal capacity utilisation of KPGE's manufacturing facilities, improving operating efficiencies and enhancing revenue visibility. The engagement with Sun Drops also enables KPGE to</p>



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		<p>strengthen its presence in the renewable energy infrastructure segment and leverage operational synergies within the group.</p> <p>The pricing and other material terms of the proposed transactions shall be determined on an arm's length basis, taking into account prevailing market conditions, comparable third-party benchmarks and commercially negotiated terms. The transactions shall be undertaken in the ordinary course of business of KPGE and shall remain subject to the oversight of the Audit Committee and the Board of Directors in accordance with the applicable regulatory framework.</p> <p>In view of the operational synergies, business efficiencies and revenue visibility expected from the proposed arrangements, the transactions are considered to be in the best interests of KPGE and its public shareholders.</p>
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i></p> <p>a. Name of the director / KMP</p>	<p>Dr. Faruk G. Patel, being a Director and Promoter of KPGE and Sun Drops may be considered interested in the proposed transactions to the extent of such common control.</p>
	<p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Dr. Faruk G. Patel – 13.12% (As on December 31, 2025)</p>
8.	<p>A copy of the valuation or other external party report, if any, shall be</p>	<p>Not Applicable</p>



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	placed before the Audit Committee.	
9.	Other information relevant for decision making.	None
<b>B. Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A,</b>		
<b>B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The Company follows its standard commercial and procurement framework for selection of counterparties for sale, purchase or supply of goods and services. The pricing and commercial terms are determined based on prevailing market conditions, comparable third-party quotations, wherever available, and commercially negotiated terms in the ordinary course of business.
2.	Basis of determination of price	The pricing of the proposed transactions is determined on an arm's length basis, having regard to prevailing market prices, comparable third-party quotations and pricing for similar products supplied by the Company to unrelated parties in the ordinary course of business, wherever applicable.
3.	In case of trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following :	
	a. Amount of Trade advance	As per prevailing industry practices and contractual arrangements, trade advances may be received from or provided to the related party in connection with project execution and procurement requirements, based on commercially negotiated terms and prevailing market conditions, including considerations relating to material procurement and price movements.



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b. Tenure	The tenure of such trade advances shall be linked to the underlying contract period and shall remain outstanding only until adjustment against the supply of goods and/or rendering of services, in accordance with the agreed contractual terms.
c. Whether same is self-liquidating?	Yes

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. 3.

None of the other Directors / Key Managerial Personnel of the Company or their relatives, except as mentioned above in point 7 of A(5), are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Postal Ballot Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution forming part of Item No. 3 of the accompanying Notice to the shareholders for approval.

**Item No. 4:**

Sr. No	Particulars of the information	Information provided by the management
<b>A. Details of the related party and transactions with the related party</b>		
<b>A (1) Basic details of the Related Party</b>		
1.	Name of the Related Party	KPIG Energia Private Limited (“KPIG”)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	KPIG develops, owns, and operates solar power plants and provides solar power generation and related project execution services, including captive power solutions for industrial clients.
<b>A (2). Relationship and ownership of the related party</b>		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (Financial or otherwise) and the following:	KP Green Engineering Limited (“KPG”) and KPIG Energia Private Limited are commonly controlled group companies within the KP Group and are “related parties” to each other by virtue of the common control.

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<ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).</li> </ul> <p><i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ subsidiary/ related party has control.</i></p> <p>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	<p>NIL</p> <p>Not Applicable</p> <p>NIL</p>
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### A (3). Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<b>Year</b>	<b>Nature of Transactions</b>	<b>Amount (Rs. In crores)</b>
		2024-25	Sale of Goods and Services	7.76
			Purchase of Goods and Services	0.04
2.	Total amount of all the transactions undertaken by the listed entity or	Rs. 15.28 Crores (till December 31, 2025)		

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	subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
<b>A (4). Amount of the proposed transactions (All types of transactions taken together)</b>		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	Aggregate amount up to ₹2,000 crores (Rupees Two Thousand Crores only)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	287.92%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1090.79%



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6.	Financial performance of the related party for the immediately preceding financial year.	<p>Details of KPIG on Standalone Basis:</p> <p><b>FY 2024-25</b></p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (Rs. In Crores)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>183.35</td> </tr> <tr> <td>Profit After Tax</td> <td>21.21</td> </tr> <tr> <td>Net Worth</td> <td>207.31</td> </tr> </tbody> </table>	Particulars	Amount (Rs. In Crores)	Turnover	183.35	Profit After Tax	21.21	Net Worth	207.31
Particulars	Amount (Rs. In Crores)									
Turnover	183.35									
Profit After Tax	21.21									
Net Worth	207.31									
<b>A (5). Basic details of the proposed transaction</b>										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale, purchase or supply of goods or services or any other similar business transaction and trade advances.								
2.	Details of each type of the proposed transaction	KPGE may, from time to time, manufacture, fabricate, galvanise and supply steel structures, module mounting structures (including tracker MMS), poles, cable trays, earthing materials, hardware and other engineering items to KPIG for use in its solar power projects and captive power solutions, and may also render related fabrication, erection, engineering and allied services. The transactions may also include purchase of goods or services, if any, and provision of trade advances. All the proposed transactions will be carried out on an arm's length basis and in ordinary course of business.								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For a period of three financial years from FY 2025-26 to FY 2027-28								
4.	Whether omnibus approval is being sought?	No								
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The proposed transactions are expected to be undertaken over three financial years commencing from FY 2025-26 up to FY 2027-28; however, due to the nature of the business, precise year-wise estimation is not feasible. The aggregate value during the said period shall not exceed ₹2,000 crores								



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6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The proposed transactions KPGE and KPIG are operationally and commercially aligned with the business objectives of KPGE. KPIG is primarily engaged in the development, execution and operation of solar and hybrid renewable energy projects, which require significant volumes of specialised steel structures and balance-of-plant infrastructure, given the recurring structural requirements inherent in solar and hybrid projects. KPGE, being engaged in the manufacturing and supply of solar module mounting structures (MMS), wind lattice tower structures, transmission and substation structures, cable trays, pre-engineered buildings and other engineering products, is well positioned to cater to such requirements.</p> <p>KPGE offers an integrated and comprehensive range of fabrication, galvanisation and allied engineering solutions that are typically required across the lifecycle of renewable energy projects. Its in-house manufacturing capabilities, end-to-end process control and diversified product portfolio enable KPGE to function as a one-stop infrastructure solutions provider for renewable energy developers such as KPIG. This integration is expected to support efficient project execution, better quality control, reduced coordination complexities and improved turnaround timelines.</p> <p>From KPGE's perspective, the proposed transactions are expected to provide a stable and scalable order pipeline linked to KPIG's renewable energy project portfolio, which would support optimal capacity utilisation of KPGE's manufacturing facilities, improve operating efficiencies and provide better visibility of revenues. The business engagement with KPIG also enables KPGE to strengthen its presence in the fast-growing renewable energy infrastructure segment and leverage group-level domain synergies.</p>
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		<p>The pricing and other material terms of the proposed transactions shall be determined on an arm's length basis, taking into account prevailing market conditions, comparable third-party benchmarks and commercially negotiated terms. The transactions shall be undertaken in the ordinary course of business of KPGE and shall remain subject to the oversight of the Audit Committee and the Board of Directors in accordance with the applicable regulatory framework.</p> <p>In view of the operational synergies, business efficiencies and revenue visibility expected from the proposed arrangements, the transactions are considered to be in the best interests of KPGE and its public shareholders.</p>
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i></p> <p>a. Name of the director / KMP</p>	<p>Dr. Faruk G. Patel, being a Director and Promoter of KPGE and KPIG may be considered interested in the proposed transactions to the extent of such common control.</p>
	<p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>None</p>
8.	<p>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</p>	<p>Not Applicable</p>



**Registered Office :**

'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat – 395017, Gujarat, India.  
**Telephone No :** 0261-2244757 | **Fax No. :** 0261-2234757 | **E-mail :** info@kpgroup.co

**Factory Office :**

(1) Survey No. 340/341/342/343/347, Village- Matar, Taluka - Amod, Dist. Bharuch -392035, Gujarat, India.  
 (2) 146-147, Ekalbara Road, Dabhasa, Ta - Padra, Dist. - Vadodara - 391440, Gujarat, India.

**Telephone No :** 0266-2244112 | **E-mail :** sales.brd@kpgroup.co

**Website :** www.kpgreenengineering.com | Listed Company

9.	Other information relevant for decision making.	None
<b>B. Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A,</b>		
<b>B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The Company follows its standard commercial and procurement framework for selection of counterparties for sale, purchase or supply of goods and services. The pricing and commercial terms are determined based on prevailing market conditions, comparable third-party quotations, wherever available, and commercially negotiated terms in the ordinary course of business.
2.	Basis of determination of price	The pricing of the proposed transactions is determined on an arm's length basis, having regard to prevailing market prices, comparable third-party quotations and pricing for similar products supplied by the Company to unrelated parties in the ordinary course of business, wherever applicable.
3.	In case of trade advance ( <i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i> ), if any, proposed to be extended to the related party in relation to the transaction, specify the following :	
	a. Amount of Trade advance	As per prevailing industry practices and contractual arrangements, trade advances may be received from or provided to the related party in connection with project execution and procurement requirements, based on commercially negotiated terms and prevailing market conditions, including considerations relating to material procurement and price movements.
	b. Tenure	The tenure of such trade advances shall be linked to the underlying contract period and shall remain outstanding only until

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		adjustment against the supply of goods and/or rendering of services, in accordance with the agreed contractual terms.
	c. Whether same is self-liquidating?	Yes

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. 4.

None of the other Directors / Key Managerial Personnel of the Company or their relatives, except as mentioned above in point 7 of A(5), are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Postal Ballot Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution forming part of Item No. 4 of the accompanying Notice to the shareholders for approval.

**Registered Office:**

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Date: **February 26, 2026**  
Place: **Surat**

By Order of the Board of Directors,  
**For KP Green Engineering Limited**

**Sd/-**  
**Saurabh Sharma**  
**Company Secretary & Compliance Officer**



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