KPEL/AGM-NOTICE/SEP/2026/674 September 5, 2026

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051

Scrip Code: 539686

Symbol: KPEL

Sub: Notice of the 17th Annual General Meeting of the Company for Financial Year 2025-26

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as amended, please find enclosed the Notice convening the 17th Annual General Meeting (AGM) of the Company, scheduled to be held on Tuesday, September 29, 2026, at 11:30 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The said Notice forms part of the Annual Report of the Company for the Financial Year 2025-26 and shall be uploaded on the website of the Company at www.kpenergy.in and on the website of the CDSL at www.evotingindia.com.

Kindly take the same on record.

Thanking you,

For K.P. Energy Limited

NISHA AGARWAL
Digitally signed by NISHA AGARWAL
Date: 2026.09.05 21:00:39 +05'30'

Nisha Agarwal
Company Secretary and Compliance Officer

Encl.: as above

Notice

NOTICE is hereby given that the **Seventeenth (17th) Annual General Meeting** ('AGM') of K.P. Energy Limited (the 'Company') will be held on **Tuesday, 29th day of September 2026 at 11:30 a.m. IST** through Video Conference ('VC')/Other Audio-Visual Means ('OAVM'), to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat - 395017, Gujarat.

ORDINARY BUSINESS:

1. **To receive, consider and adopt the:**

   a. Audited standalone financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon; and

   b. Audited consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.

   In this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.

   RESOLVED FURTHER THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2026, and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. **To confirm the payment of Interim Dividends during the financial year 2025-26:**

   In this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the interim dividends at the rate of 4%, 5% and 4% aggregating to 13% which is Re. 0.65/- per equity share of ₹5/- each, which has already been paid to the shareholders within prescribed period in the financial year 2025-26, declared by Board of Directors at their meeting held on August 5, 2025, November 7, 2025, and January 21, 2026, respectively, be and are hereby noted and confirmed."

3. **To declare the final dividend for the financial year 2025-26:**

   In this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT approval be and is hereby accorded for declaration and payment of final dividend at 5% i.e. Re. 0.25 (Twenty Five paise only) per equity share of the face value of ₹ 5/- (Rupees Five only) each fully paid up, of the Company, as recommended by the Board of Directors for the financial year ended March 31, 2026."

4. **To appoint a Director in place of Mrs. Bhadrabala Dhimantrai Joshi (DIN: 07244587), who retires by rotation and being eligible, offers herself for re-appointment:**

   In this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions and rules made thereunder, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Mrs. Bhadrabala Dhimantrai Joshi (DIN: 07244587), who retires by rotation, and being eligible, seeks re-appointment, be and is hereby re-appointed as a Director, liable to retire by rotation."

5. **To appoint M S K C & Associates LLP as the Statutory Auditors of the Company:**

   In this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Audit Committee and the Board of Directors of the Company, M S K C & Associates LLP, Chartered Accountants, (Firm Registration No.: 001595S/S000168), be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years, commencing from the conclusion of this 17th Annual General Meeting till the conclusion of 22nd Annual General Meeting of the Company to be held in the year 2031, on such remuneration, excluding applicable taxes and out of pocket expenses, as may be mutually agreed upon between the Board of Directors, based on the recommendation of Audit Committee, and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto."

SPECIAL BUSINESS:

6. To appoint Prof. Sunil Kumar Maheshwari (DIN: 02317160) as Director of the Company:

In this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ('Act'), rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Prof. Sunil Kumar Maheshwari (DIN: 02317160), who was appointed by the Board of Directors as an Additional Director of the Company with effect from July 3, 2026, pursuant to the provisions of Section 161 of the Act, and who holds office as an Additional Director (Executive) up to the date of this Annual General Meeting of the Company, the approval of the members of the Company be and is hereby accorded to appoint Prof. Sunil Kumar Maheshwari (DIN: 02317160) as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto."

7. To appoint Prof. Sunil Kumar Maheshwari (DIN: 02317160) as Whole Time Director and Key Managerial Personnel of the Company, designated as Vice Chairman:

In this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 ('Act') read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for appointment of Prof. Sunil Kumar Maheshwari (DIN: 02317160) as Whole Time Director and Key Managerial Personnel of the Company, designated as Vice Chairman, for the period of Five (5) years effective from July 3, 2026 upto July 2, 2031, on the terms and conditions including terms of remuneration as set out in the explanatory statement attached hereto and forming part of this notice with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination and Remuneration Committee of the Board) to revise/alter/modify/amend/change the terms and conditions as may be agreed by and between the Board and Prof. Sunil Kumar Maheshwari within the applicable provisions of the Act without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the remuneration payable to Prof. Sunil Kumar Maheshwari, on the terms and conditions as set out in the explanatory statement attached hereto, in any financial year may exceed the limits specified in Section 197 read with Schedule V of the Act and in the event of inadequacy or absence of profits in any financial year or years during the duration of his term of office, the remuneration as approved herein be paid as minimum remuneration and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 197(10) read with Schedule V of the Act as may be applicable.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto."

8. To approve payment of Remuneration to the Non-Executive Director(s) including Independent Director(s) of the Company:

In this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association, upon the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for payment of remuneration to the Non-Executive Director(s) including Independent Director(s) of the Company who is/are neither in the whole time employment nor Managing Director, in addition to sitting fees being paid to them for attending the meeting of the Board and its Committees, a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act (excluding the value of perquisites/ benefit arising upon exercise of stock options granted to Non-Executive Director(s), other than Independent Director(s)), for a period of three years from the financial year commencing from April 01, 2027, in such manner and up to such extent as the Board of Directors of the Company may, from time to time, determine.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or has inadequate profit, the non-executive directors(s) including independent directors be paid minimum remuneration within the limits as specified in Schedule V of the Companies Act, 2013 (excluding the value of perquisites/benefit arising upon exercise of stock options granted to Non-Executive Director(s), other than Independent Director(s)).

RESOLVED FURTHER THAT the Non-Executive Directors of the Company, excluding Independent Directors, be granted stock options up to 2,00,000 (Two lakh) per financial year from financial year 2026-27 onwards and up to a maximum of 5,00,000 (Five lakh) in the aggregate under the active Employee Stock Option Scheme.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto."

9. To approve payment of remuneration by way of commission to Mrs. Venu Birappa, (DIN: 09123017), Non-Executive Non-Independent Director, exceeding fifty percent (50%) of total remuneration payable to all Non-Executive Directors:

In this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Section 197 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, (the 'Act'), Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded for payment of remuneration by way of commission to Mrs. Venu Birappa (DIN: 09123017), Non-Executive Non-Independent Director of the Company, for the financial years 2025-26 and 2026-27, as approved by the members at the Annual General Meeting held on September 26, 2024, being an amount exceeding fifty percent of the total annual remuneration paid/payable to all other Non-Executive Directors of the Company for the respective financial years 2025-26 and 2026-27."

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto."

10. To approve alteration of Article of Association of the Company:

In this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder and other applicable law(s) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents and permissions as may be necessary in this regard, the consent of the members be and is hereby accorded to amend the following clauses in the Articles of Association ('Articles') of the Company.

Alteration in the existing Clause No. 64 by adding the following point (ii):

(ii) *The Board and/or any Committee thereof shall have the power to sell, lease, mortgage, hypothecate, create charges upon, transfer or otherwise dispose of any property, asset or undertaking of the Company and may delegate such power to any Director, officer, employee, authorized signatory or any other person, and authorize them to execute any/all deeds, documents and do all acts necessary thereto.*

Insertion of following new clause and heading:

General Power

92. Wherever in the Companies Act, it has been provided that the Company shall have right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its articles, then and in that case this clause hereto authorises and empowers the Company to have such rights, privilege or authority and to carry such transactions as have been permitted by the Act, without there being any specific clause in that behalf herein provided.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto."

11. To Ratify Remuneration of Cost Auditor:

In this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of the Audit Committee and Board of Directors of the Company, the members hereby ratifies the payment of remuneration of ₹ 50,000 (Rupees Fifty thousand Only) plus applicable taxes and out of pocket expenses to **M/s. Nanty Shah & Associates**, Cost Accountants (Firm Registration No.: 101268), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2026-27.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto."

Registered Office:

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

Tel/Fax.: +91 261 2234757

Email: info@kpenergy.in

Website: www.kpenergy.in

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

Sd/-
Karmit Sheth
Company Secretary & Compliance Officer

Place: Surat
Date: September 2, 2026

Notes:

1. Pursuant to General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, (collectively referred to as MCA Circulars) and such other applicable circulars issued by MCA and Securities and Exchange Board of India (SEBI) (the Circulars), the Company is convening the 17th Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.

2. In compliance with the applicable provisions of the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (SEBI Listing Regulations) and MCA Circulars, the 17th AGM of the Company is being held through VC/OAVM on Tuesday, September 29, 2026, at 11:30 a.m. (IST). SEBI vide Regulations 36(1) and 44(4) of the SEBI Listing Regulations have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations relating to the sending of Annual Report to security holders as well as appointing of proxy.

3. The Explanatory Statement pursuant to Section 102 of the Act read with Regulation 36(5) of SEBI Listing Regulations, setting out the material facts forms part of this Notice. Further, relevant information pursuant to Regulation 36(3) and other relevant provisions of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings (SS-2), issued by The Institute of Company Secretaries of India, in respect of details of Directors seeking appointment/re-appointment at AGM is furnished as Annexure to this Notice.

4. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Act, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/reports/documents/intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialised form, who have not registered their email addresses with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).

5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, pursuant to the MCA Circulars the facility for appointment of proxies by members will not be available for this AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting.

6. Pursuant to the provisions of Section 113 of the Act, Body Corporates/Institutional/Corporate members intending for their authorised representatives to attend the meeting are requested to send to the Company, on secretarial@kpgroup.co, with a copy marked to info@chiragshahassociates.com from their registered Email ID a scanned copy (PDF/JPG format) of certified copy of the Board Resolution/Authority Letter authorising their representative to attend and vote on their behalf at the meeting.

7. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. In accordance with the SS-2 issued by the Institute of Company Secretaries of India (ICSI), read with Clarification/Guidance on applicability of SS-2 dated April 15, 2020, issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

9. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

10. In terms of SEBI Listing Regulations, relevant MCA Circulars and the SEBI Circulars, the Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Registrar & Share Transfer Agent ('RTA') & Depository Participant ('DPs'). Further, a letter providing a weblink for accessing the Notice of the AGM and Annual Report for the financial year 2025-26 will be sent to those shareholders who

have not registered their email addresses. In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2025-26, may send a request to the Company at secretarial@kpgroup.co mentioning their DP ID and Client ID/folio no.

11. As per the Income Tax Act, 2025, dividend paid or distributed by the Company shall be taxable in the hands of the shareholders. Accordingly, the Company shall pay dividends from time to time after deducting tax at source (TDS), wherever applicable. The detailed communication regarding deduction of TDS on the final dividend, along with the requisite documents, is available on the Company's website at https://kpenergy.in/TDS-on-Dividend. Accordingly, to enable the Company to determine the applicable TDS/withholding tax rate, shareholders are requested to provide the documents specified therein on or before September 21, 2026.

12. Member may note that the Notice calling the AGM and Annual Report for the financial year 2025-26 will also be available on the website of the Company at www.kpenergy.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com.

13. Members seeking any information with regard to accounts are requested to write to the Company atleast 7 days before the meeting so as to enable the management to keep the information ready.

14. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the RTA of the Company. In case shares held in dematerialised form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

15. In terms of Section 72 of the Act, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to Company's RTA for nomination form by quoting their folio number.

16. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.

17. Process and manner for Members opting for voting through Electronic means:

    i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL'), as the Authorised e-voting agency for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by members using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.

    ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, September 22, 2026, shall be entitled to avail the facility of remote e-Voting as well as e-Voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

    iii. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Tuesday, September 22, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-Voting or e-Voting system on the date of the AGM by following the procedure mentioned in this part.

    iv. The remote e-Voting will commence on Saturday, September 26, 2026, at 9.00 a.m. and will end on Monday, September 28, 2026, at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e., Tuesday, September 22, 2026, may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-Voting module shall be disabled for voting by CDSL thereafter.

    v. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

    vi. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Tuesday, September 22, 2026.

    vii. The Company has appointed Mr. Chirag Shah and failing him Mr. Raimeen Maradiya, partners of M/s. Chirag Shah and Associates, Practising Company Secretaries, to act as the Scrutinizer for conducting remote e-Voting as well as the e-Voting on the date of the AGM, in a fair and transparent manner.

18. The procedure and instructions for remote e-Voting are, as follows:

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

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 Saturday, September 26, 2026, at 09:00 a.m. and ends on Monday, September 28, 2026 at 05:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, September 22, 2026, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.

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

Type of shareholders	Login Method
	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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 48867000/022 – 24997000.

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

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

1) The shareholders should log on to the e-Voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.

vi. After entering these details appropriately, click on "SUBMIT" tab.

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii. For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.

ix. Click on the EVSN for the Company- K.P. Energy Limited on which you choose to vote.

x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xv. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.

- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@kpgroup.co, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@kpgroup.co. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@kpgroup.co. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:

1. **For Physical shareholders:** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. **For Demat shareholders:** please update your email id & mobile no. with your respective Depository Participant (DP).

3. **For Individual Demat shareholders:** please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

   If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Assistant Vice President, Central Depository Services (India) Limited, A Wing, 34/35 Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Contact Details:

Company	**K.P. Energy Limited** 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat 395017, Gujarat CIN: L40100GJ2010PLC059169 Email ID: secretarial@kpgroup.co Website: www.kpenergy.in
Registrar and Transfer Agent	**Bigshare Services Private Limited** Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai - 400093, Maharashtra. Tel: +91 22-62638200 Fax: +91 22-62638299 Email: info@bigshareonline.com Website: www.bigshareonline.com
e-Voting Agency	Central Depository Services (India) Limited Email: helpdesk.evoting@cdslindia.com Phone: 1800 21 09911
Scrutinizer	**M/s. Chirag Shah & Associates** Practicing Company Secretaries, 1213-1214, Ganesh Glory, B/s Ganesh Genesis, Jagatpur Road, off. S.G. Highway, Ahmedabad – 382481 Email: info@chiragshahassociates.com Website: www.chiragshahassociates.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 36(3) AND 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS APPLICABLE

ITEM NO. 5

At the 12th AGM of the Company held on September 30, 2021, the members had approved the appointment of M/s. M A A K and Associates, Chartered Accountants (Firm Registration No. 135024W), as Statutory Auditors of the Company for a term of five consecutive years from the conclusion of 12th AGM till the conclusion of this 17th AGM of the Company.

The Board of Directors of the Company at their meeting held on August 11, 2026, considering the experience and expertise and based on recommendations of the Audit Committee, have approved the appointment of M/s. M S K C & Associates LLP (MSKC), Chartered Accountants (Firm Registration No. 001595S/S000168), as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of this 17th AGM till the conclusion of 22nd AGM of the Company, on such annual remuneration plus applicable taxes and reimbursement of out-of-pocket expenses as shall be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee and in consultation with the Statutory Auditors, subject to approval of the members of the Company at this ensuing 17th AGM.

MSKC is a limited liability partnership firm incorporated in India and is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI") with ICAI Firm Registration No. 001595S/S000168, having a valid peer review certificate. MSKC is part of BDO International, a network of firms registered with the ICAI. Established in 1974, MSKC has its registered office in Chennai and has a strong presence across seven major Indian cities i.e., Chennai, Mumbai, Bengaluru, Hyderabad, Gurugram, Pune, and Kolkata.

MSKC primarily provides audit and assurance services to a diverse client base. Its Audit & Assurance practice possesses extensive experience across a wide range of industries, markets, and geographies, enabling it to deliver high-quality professional services and industry-focused insights. In accordance with the provisions of Sections 139, 141 and other applicable provisions, if any, of the Act read with the Companies (Audit and Auditors) Rules, 2014 and SEBI Listing Regulations, MSKC has provided their consent and eligibility certificate to that effect that, their appointment, if made, would be in compliance with the applicable laws.

The proposed remuneration to be paid to MSKC for statutory audit services for financial year 2026-27 is ₹ 32.50 Lakhs (Rupees Thirty Two Lakhs and Fifty Thousand Only), excluding applicable taxes and out of pocket expenses at actuals, if any, incurred in connection with the audit. The increase in audit remuneration is primarily on account of factors such as the increased scale and complexity of the Company's operations, expansion of business, enhanced regulatory and reporting requirements, additional audit efforts required, and the overall scope of the statutory audit. Further, the overall remuneration proposed to be paid for statutory audit services is commensurate to the scope of the audit to be carried out by the Statutory Auditors.

The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee and in consultation with the Statutory Auditors, from time to time.

The Company may, from time to time, obtain certifications and other permissible non-audit services from MSKC, in accordance with the provisions of Section 144 of the Act, and subject to the prior approval of the Audit Committee. The remuneration for such certifications and permissible non-audit services shall be determined and paid on mutually agreed terms.

While recommending the appointment of MSKC as the Statutory Auditors of the Company, the Audit Committee and the Board of Directors of the Company, have considered, among other factors, independence, fulfilment of the eligibility criteria & qualification, the credentials of the firm and its partners, and experience of auditing companies in the same industry or of similar size or complexity.

None of the Directors, Key Managerial Personnel, or their relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company, if any, in the proposed Ordinary Resolution as set out in Resolution No. 5 of this Notice.

The Board of Directors recommend the Ordinary Resolution as set out in Item No. 5 of this Notice for the approval by the members of the Company.

ITEM NO. 6 & 7

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on July 3, 2026, appointed Prof. Sunil Kumar Maheshwari, (DIN: 02317160) as an Additional Director (Executive) of the Company with effect from July 3, 2026, pursuant to the provisions of Section 152, Section 161(1) of the Companies Act, 2013 and who holds the office as an Additional Director (Executive) up to the date of this Annual General Meeting of the Company.

Brief Profile of Prof. Sunil Kumar Maheshwari is as under:

Prof. Sunil Kumar Maheshwari is a distinguished management scholar, former civil servant, policy advisor, and corporate board member with extensive experience in leadership, strategy, organizational transformation, and human resource management. He was Professor of Human Resource Management and Strategy at **the Indian Institute of Management Ahmedabad (IIMA)** and has previously served as **Dean (Alumni and External Relations) at the IIMA**.

An alumnus of the Indian Institute of Technology (IIT) Delhi, Prof. Sunil Maheshwari completed his doctoral programme in Management at IIM Ahmedabad. Prior to his academic career, Prof. Sunil Maheshwari worked with Bharat Heavy Electricals Limited (BHEL) and was subsequently selected for the Indian Railway Personnel Service through the Civil Services Examination in 1988, where he held senior responsibilities in human resource management and industrial relations. From 2009 to 2013, he served as Advisor to the Minister of Human Resource Development, Government of India, contributing to initiatives relating to higher education, faculty development and e-learning.

Over the past nearly four decades, Prof. Maheshwari has built a unique blend of academic excellence, public-sector leadership, and industry engagement. Before joining IIM Ahmedabad, he served on the faculty of the National Academy of Indian Railways and the Indian Institute of Management Lucknow.

Prof. Sunil Maheshwari has advised a wide range of organizations across the power, energy, infrastructure, banking, healthcare, logistics, manufacturing, telecommunications, education, and public sectors. His consulting and advisory work has focused on strategic transformation, leadership development, organizational restructuring, human capital management, governance, and business turnaround. He has worked with public sector enterprises, multinational corporations, large business groups, government organizations, and international institutions.

The power and energy sector has been a significant area of his professional engagement. His research, consulting assignments, board-level contributions, executive education programmes, and case studies have addressed leadership, organizational effectiveness, performance management, and transformation challenges in major power-sector organizations. His published work includes studies on leadership, organizational engagement, shared services transformation, and performance improvement in India's power sector, contributing to both management practice and policy discussions.

Prof. Maheshwari's contributions have been recognized through several honours, including the Gold Medal for Excellence in Service from the National Academy of Indian Railways. Through his work as an educator, advisor, researcher, and board member, he continues to support organizations in building leadership capability, strengthening governance, and navigating strategic change in an increasingly dynamic business environment.

The Board of Directors of the Company has appointed Prof. Sunil Kumar Maheshwari, as Whole Time Director, designated as Vice Chairman, of the Company with effect from July 3, 2026, for a period of five (5) years, subject to approval of the members of the Company. The Company will pay such remuneration to Prof. Sunil Kumar Maheshwari as a Vice Chairman and Whole Time Director, comprising of salary, perquisites, allowances and other benefits as may be determined by the Board from time to time on the terms and conditions as set out below. Further Prof. Sunil Kumar Maheshwari will be liable to retire by rotation.

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

I. General Information

(1) Nature of Industry:

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

(2) Date of commencement of commercial production:

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

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

(4) Financial performance based on given indicators:

Standalone Financial Results:

(₹ in Lakh except EPS)

Particulars	2025-26	2024-25
Turnover	1,48,755.48	92,654.88
Profit (Loss) before tax	25,118.83	15,008.85
Profit (Loss) after tax	17,985.81	11,207.49
Earning per share (Basic) (in ₹)	26.84	16.81

Consolidated Financial Results:

(₹ in Lakh except EPS)

Particulars	2025-26	2024-25
Turnover	1,49,709.07	93,904.58
Profit (Loss) before tax	25,445.02	15,470.56
Profit (Loss) after tax	18,140.35	11,532.55
Earning per share (Basic) (in ₹)	27.07	17.29

(5) Foreign investments or collaborations, if any: As on March 31, 2026, the Shareholding of Foreign Portfolio Investors and Non-Residents, in the Company is detailed as under:

Particulars	No. of Shares	Percentage of Total Equity Share (%)
Foreign Portfolio Investors Category I	1,79,677	0.27
Foreign Portfolio Investors Category II	2,65,138	0.39
Non-Resident Indians (NRIs)	21,88,727	3.24

The Company has not entered into any material foreign collaboration.

II. Information about the Appointees

(1) Background details:

Background details of Prof. Sunil Kumar Maheshwari is provided above in the explanatory statement.

(2) Past Remuneration: Nil

(3) Recognition or awards:

Prof. Maheshwari's contributions have been recognized through several honours, including the Gold Medal for Excellence in Service from the National Academy of Indian Railways.

(4) Job profile and his suitability:

Prof. Sunil Kumar Maheshwari will provide strategic leadership and guidance to the Company, particularly in relation to business strategy, organisational development, governance, human capital and long-term growth. He will work closely with the Board and senior management to formulate and implement the Company's strategic objectives and strengthen its organisational and operational capabilities. His extensive experience in the power and energy sector, together with his expertise in strategy, leadership, organisational transformation and governance, will contribute significantly to the Company's continued growth and long-term sustainability.

(5) Remuneration proposed:

a. **Basic Salary:** ₹ 8,30,258/- (Rupees Eight Lakh Thirty Thousand Two Hundred and Fifty-Eight only) with authority to the Board of Directors to revise the basic salary from time to time subject to maximum ₹ 20,00,000/- (Rupees Twenty Lakh Rupees only) per month.

b. **Perquisites & Allowance:** He shall be entitled to perquisites, allowances, benefits, facilities and amenities such as medical reimbursement, leave travel assistance, house rent allowance or city compensatory allowance any other perquisites/ allowance as per the policy of the Company in force and/or as may be approved by the Board from time to time. Further, he shall also be entitled to reimbursement of expenses actually incurred by him for the business of the Company.

c. **Employee Stock Options:** Stock Options may be granted to him as may be approved by Nomination and Remuneration Committee from time to time under active Employee Stock Option Scheme of the Company.

d. **Overall and Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during his tenure of office of Prof. Sunil Kumar Maheshwari as Whole Time Director, if there is profit then the overall managerial remuneration payable to him shall be such amount as may be fixed by the Board of Directors or Nomination and Remuneration Committee from time to time within the overall limit of net profits of the Company as laid down in Section 197 read with Section I of Part II of Schedule V to the Companies Act, 2013, excluding value of perquisites upon exercise of stock options.

Notwithstanding anything to the contrary herein contained, in the event, if the Company has no profit or its profit are inadequate in any financial year, the company will pay a minimum remuneration by way of salary, perquisites (excluding value of perquisites upon exercise of stock options), benefits and allowances, performance incentive, etc. for a period not exceeding 3 (Three) years as per Section II(A) of Part II of schedule V to the Companies Act, 2013 and rules thereunder or any statutory modifications and/or re-enactment thereof as may be decided by the Board or Nomination and Remuneration Committee of the Company.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Keeping in view his academic background, rich knowledge and experience, and the responsibilities associated with the position of Vice Chairman and Whole Time Director, the proposed remuneration is considered appropriate and commensurate with his qualifications and experience and is in line with industry standards.

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

Except for the remuneration payable to him in his capacity as Vice Chairman and Whole Time Director, Prof. Sunil Kumar Maheshwari does not have any pecuniary relationship, directly or indirectly, with the Company. He is not related to any of the managerial personnel or other Directors of the Company.

III. Other Information

(1) Reason of loss or inadequate profits:

At present, the Company is earning adequate profits. However, the appointment of Prof. Sunil Kumar Maheshwari is proposed for a term of five years, and the future profitability of the Company may be influenced by various factors, including the business environment in domestic and global markets, cost of inputs and the overall economic conditions.

However, in the event of absence or inadequacy of profits in any financial year, the remuneration payable shall be as per section 197 read with Schedule V of the Companies Act, 2013.

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

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

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

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

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Boards' Report under the heading "Corporate Governance" forming part of the Annual Report for 2025-26.

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

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Prof. Sunil Kumar Maheshwari, to whom the resolution relates, is concerned or interested in this Resolution mentioned in Item No. 6 and 7 of the Notice.

The Board of Directors recommends the Ordinary Resolution and Special Resolution as set out in Item No. 6 and 7 respectively, of this Notice for the approval by the members of the Company.

ITEM NO. 8

The Company's Non-Executive Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, finance, corporate governance, etc. They have been shaping and steering the long-term strategy and make valuable contributions for the overall growth of the Company. Further, pursuant to the changing regulatory landscape over the last few years, the Non – Executive Directors including Independent Director have assumed a central role in maintaining high level of corporate governance in the Company. These changes have enhanced the corporate governance requirements, particularly Board Governance and Management, requiring greater time commitments, attention and higher level of oversight by the Non-Executive Directors.

The members, at the Annual General Meeting held on September 26, 2024, approved the payment of remuneration to the Non-Executive Directors, including Independent Directors, by way of commission or otherwise, not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, for a period of three consecutive years commencing from financial year April 1, 2024.

As the aforesaid approval is valid up to March 31, 2027, the Nomination and Remuneration Committee and the Board of Directors have recommended continuation of such remuneration by way of commission or otherwise payable to the Non-Executive Directors, including Independent Directors, of the Company, in such proportion and manner, and to such extent, among all or any of the Non-Executive Directors, as may be determined by the Board of Directors or the Nomination and Remuneration Committee from time to time, subject to an overall limit of 1% (one percent) of the net profits of the Company per annum, (excluding the value of perquisites/benefit arising upon exercise of stock options granted to Non-Executive Director(s), other than Independent Director(s)), calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 ('Act') and other applicable provisions of the Act and the rules made thereunder, for a further period three consecutive years commencing from the financial year April 1, 2027.

The payment of remuneration would be in addition to the sitting fees and other expenses being paid to them for attending the meetings of the Board and its committees, if any. Further, Stock Options may be granted to Non-Executive Directors (Excluding Independent Directors) as may be approved by Nomination and Remuneration Committee from time to time under active Employee Stock Option Scheme of the Company.

Notwithstanding anything to the contrary herein contained, where in any financial year during the above period(s), the Company has no profits or its profits are inadequate, the Company will pay remuneration for a period not exceeding three years as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013.

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

IV. General Information

(1) Nature of Industry:

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

(2) Date of commencement of commercial production:

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

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

(4) Financial performance based on given indicators:

Standalone Financial Results:

(₹ in Lakh except EPS)

Particulars	2025-26	2024-25
Turnover	1,48,755.48	92,654.88
Profit (Loss) before tax	25,118.83	15,008.85
Profit (Loss) after tax	17,985.81	11,207.49
Earning per share (Basic) (in ₹)	26.84	16.81

Consolidated Financial Results:

(₹ In lakhs)

Particulars	2025-26	2024-25
Turnover	1,49,709.07	93,904.58
Profit (Loss) before tax	25,445.02	15,470.56
Profit (Loss) after tax	18,140.35	11,532.55
Earning per share (Basic) (in ₹)	27.07	17.29

(5) Foreign investments or collaborations, if any: As on March 31, 2026, the Shareholding of Foreign Portfolio Investors and Non-Residents, in the Company is detailed as under:

Particulars	No. of Shares	Percentage of Total Equity Share (%)
Foreign Portfolio Investors Category I	1,79,677	0.27
Foreign Portfolio Investors Category II	2,65,138	0.39
Non-Resident Indians (NRIs)	21,88,727	3.24

The Company has not entered into any material foreign collaboration.

V. Information about the Appointees

(1) Background details:

A brief profile of the Non-Executive Directors is available on the Company's website at www.kpenergy.in. Members are requested to refer to the same for any details.

(2) Past Remuneration:

The Non-Executive Directors (including Independent Directors) are paid sitting fee for attending Meetings of Board of Directors and committees thereof and remuneration in form of commissions. The aggregate commission paid to all Non-Executive Directors of the Company during the financial year 2025-26 was ₹63.02 Lakhs.

(3) Recognition or awards:

Refer to the section on Background details.

(4) Job profile and his suitability:

The Company's Non-Executive Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance, amongst others. The Company's Non-Executive Directors have been shaping and steering the long-term strategy and make invaluable contributions towards the Company's business strategy, monitoring of risk management and compliances. Detailed profile of all Non-Executive Director(s) including all Independent Director(s) is given under "Background details" above. The elaborated experience of the Directors in various sectors helps in enriching the Board discussions and deliberations and taking decisions that are beneficial for the growth of the Company.

(5) Remuneration proposed:

The details are mentioned in the Resolution in Item No. 8 of this Notice.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into consideration the size of the Company, the profile of the directors, his/her responsibilities and contribution and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration paid to similar senior level counterparts in other Companies in the industry.

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

Besides the commission, sitting fee and reimbursement of expenses for attending the meetings of the Board and/or other meetings, there are no other pecuniary relationships of Non-Executive Directors (including Independent Directors) with the Company or with any other managerial personnel.

VI. Other Information

(1) Reason of loss or inadequate profits:

At present, the Company is earning adequate profits. However, future profitability of the Company may be influenced by various factors, including the business environment in domestic and global markets, cost of inputs and the overall economic conditions.

However, in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Non-Executive Directors as per section 197 read with Schedule V of the Companies Act, 2013.

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

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

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

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

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Boards' Report under the heading "Corporate Governance" forming part of the Annual Report for 2025-26.

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

Further, Regulation 17(6) of the SEBI Listing Regulations authorises the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of members.

All Non-Executive Director(s) of the Company and their relatives may be deemed to be concerned or interested in this resolution to the extent of their shareholding interest, if any, in the Company and the remuneration including commission that may be paid/payable to them from time to time.

None of the other Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise in the Resolution mentioned in Item No. 8 of the Notice.

The Board of Directors recommends Special Resolution as set out in Item No. 8 of this Notice for the approval by the members of the Company.

ITEM NO. 9

Pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), every listed entity is required to obtain approval of members of the Company by way of Special Resolution for payment of remuneration to a Non-Executive Director which is in excess of fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company during the year.

The members, at the 15th Annual General Meeting held on September 26, 2024, approved the payment of commission to the Non-Executive Directors, including Independent Directors, of the Company, not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 ("Act"), for a period of three years commencing from April 1, 2024, in such manner and to such extent as the Board of Directors of the Company may, from time to time, determine.

Mrs. Venu Birappa brings nearly four decades of extensive experience in the power sector, particularly in regulatory, transmission, tariff, open access and intra-state ABT matters. She commenced her career with the erstwhile Gujarat Electricity Board in 1984 and served as Executive Engineer (Regulatory & Commerce) with Gujarat Energy Transmission Corporation Limited (GETCO) till July 2021. The payment of remuneration to Mrs. Venu Birappa for the financial year 2025-26 and 2026-27, exceeds 50% of the total annual remuneration paid/payable to all the Non-Executive Directors of the Company for the respective financial years. Accordingly, pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members by way of Special Resolution is being sought for payment of such remuneration to Mrs. Venu Birappa.

The payment of commission is within the overall limits prescribed under Section 197 of the Act and in accordance with the aforesaid members resolution dated September 24, 2024.

Mrs. Venu Birappa and her relatives may be deemed to be concerned or interested in this resolution to the extent of their shareholding interest, if any, in the Company and the remuneration including commission that may be paid/payable to her from time to time.

None of the other Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise in the Resolution mentioned in Item No. 9 of the Notice.

The Board of Directors recommends Special Resolution as set out in Item No. 9 of this Notice for the approval by the members of the Company.

ITEM NO. 10

The existing Articles of Association ('AOA') of the Company are proposed to be amended pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013, read with the rules made thereunder, to strengthen the governance framework of the Company and to provide greater operational flexibility to the Board of Directors in managing the affairs of the Company.

The alteration in the existing Clause No. 64 is proposed to expressly enable the Board of Directors and/or any Committee thereof to undertake transactions relating to the Company's properties, assets and undertakings and, wherever considered appropriate, to delegate such powers to any Director, officer, employee, authorised signatory or any other person for efficient implementation and execution of such transactions. The proposed amendment would facilitate operational efficiency and expeditious execution of business decisions in the ordinary course of business.

Further, insertion of General Power Clause No. 92 is to ensure that wherever in the Companies Act, 2013 requires authorization in the AOA for exercising any right, privilege or authority or for entering into any transaction, the Company shall be deemed to have such authorization under its AOA without the necessity of incorporating separate enabling provisions for each such matter. This amendment is intended to avoid procedural constraints and to ensure consistency between the AOA and the provisions of the Companies Act, 2013.

A copy of the existing AOA of the Company together with the proposed amendments will be available for inspection by the members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and shall also be available for inspection at the meeting.

None of the other Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise in the Resolution mentioned in Item No. 10 of the Notice.

The Board of Directors recommends Special Resolution as set out in Item No. 10 of this Notice for the approval by the members of the Company.

ITEM NO. 11

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of **M/s. Nanty Shah & Associates, Cost Accountants** (Firm Registration No.: 101268) as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2026-27, at a remuneration of ₹ 50,000 (Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

None of the other Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise in the Resolution mentioned in Item No. 11 of the Notice.

The Board of Directors recommends Ordinary Resolution as set out in Item No. 11 of this Notice for the approval by the members of the Company.

Registered Office:

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

Tel/Fax.: +91 261 2234757

Email: info@kpenergy.in

Website: www.kpenergy.in

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

Sd/-
Karmit Sheth
Company Secretary & Compliance Officer

Place: Surat
Date: September 2, 2026

Annexure to Notice

Details Of Directors Seeking Appointment/Re-Appointment In 17th Annual General Meeting

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

Name of Director	Mrs. Bhadrabala Dhimantrai Joshi	Prof. Sunil Kumar Maheshwari
Director Identification Number (DIN)	07244587	02317160
Date of Birth (Age)	April 10, 1958 (68 years)	August 10, 1964 (62 years)
Designation/Category of Directorship	Chairperson and Non-Executive Non-Independent Director	Vice Chairman and Whole Time Director
Date of first appointment on the Board	August 17, 2015	July 3, 2026
Terms and Conditions of appointment/re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	Appointment as Whole Time Director of the Company, designated as Vice Chairman, for a term of five consecutive years commencing from July 3, 2026.
Qualification	- Bachelor of Pharmacy degree from Gujarat University - Bachelor of Laws degree from South Gujarat University	- Bachelor's Degree from Indian Institute of Technology, Delhi - Doctoral Programme in Management from Indian Institute of Management, Ahmedabad
Brief Profile and nature of expertise in specific functional areas	She brings her multifaceted expertise to the Board, her diverse background and extensive knowledge enhance our strategic decision-making process. Her professional contributions extend beyond our organisation, as she is an esteemed member of the Approved Advocates panel of Nationalised Banks in Surat.	Strategic management, leadership, corporate governance, organizational transformation, human resource management, business strategy, leadership development, and board governance, with significant experience in the power and energy sector.
Other companies in which he/she holds directorship as on date of Notice	**Listed Company:** - KPI Green Energy Limited	**Listed Companies:** - KPI Green Energy Limited - KP Green Engineering Limited **Unlisted Companies:** - Mewar Polytex Limited - IIM Ahmedabad Endowment Management Foundation
Other Committees in which he/she holds membership/chairmanship as on date of Notice	**KPI Green Energy Limited:** - Chairperson of Stakeholders Relationship Committee - Member of Corporate Social Responsibility Committee	**Mewar Polytex Limited:** - Member of Audit Committee - Member of Nomination and Remuneration Committee - Member of Human Resource Committee

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

Name of Director	Mrs. Bhadrabala Dhimantrai Joshi	Prof. Sunil Kumar Maheshwari
Name of listed entities from which the person has resigned in the past three years	None	None
Details of remuneration last drawn (including Sitting fee, if any)	A sitting fee of ₹ 0.38 lakhs was paid during financial year 2025-26	Not Applicable
No. of Board Meetings attended during the financial year 2025-26	9 of 9	Not Applicable
Details of remuneration sought to be paid	Sitting fees and commission as may be recommended by Nomination and remuneration committee and approved by the board of directors/members in accordance with the applicable law.	As mentioned in the explanatory statement to the item no. 6 & 7 of the above resolution.
Inter se relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	None	None
Shareholding in the Company as on the date of Notice (self and beneficial basis)	Nil	Nil