KPGE/AGM-NOTICE/SEP/2026/144 **Date: September 07, 2026**

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

Scrip Code: 544150

Sub.: <u>Notice of the 25th Annual General Meeting of the Company for Financial Year 2025-26.</u>

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, please find enclosed herewith the Notice convening the 25th Annual General Meeting ("AGM") of the Company, scheduled to be held on Wednesday, September 30, 2026, at 10:00 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 will also be available on the website of the Company at www.kpgreenengineering.com and on the website of CDSL at www.evotingindia.com.

We request you to kindly take the same on record.

Thanking You,

Yours faithfully,
For KP Green Engineering Limited
RUPDA KARAN SUNILBHAI
Digitally signed by RUPDA KARAN SUNILBHAI
Date: 2026.09.07 10:52:05 +05'30'
Karan Rupda
Company Secretary & Compliance Officer
Membership No.: A78628

Encl.: a/a

Notice

NOTICE is hereby given that the **25th Annual General Meeting** ("AGM") of the **KP Green Engineering Limited** ("the Company") will be held on Wednesday, September 30, 2026, at 10:00 A.M. (IST) through Video Conferencing ('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, India.

ORDINARY BUSINESS(ES):

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, 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 shareholders, 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 shareholders, be and are hereby considered and adopted."

2. To confirm the payment of Interim Dividend during the financial year 2025-26.

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

   "**RESOLVED THAT** the payment of Interim Dividend at the rate of ₹ 0.25/- (Twenty-Five Paise only) per equity share of ₹ 5/- (Rupees Five only) each fully paid-up of the Company, as declared by the Board of Directors for the financial year ended March 31, 2026, be and is hereby confirmed."

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

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

   "**RESOLVED THAT** the final dividend at the rate of ₹ 0.30/- (Thirty Paise only) per equity share of ₹ 5/- (Rupees Five only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2026."

4. To appoint a director in place of Mr. Hassan Faruk Patel (DIN: 09739235), who retires by rotation and being eligible offers himself for re-appointment.

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

   "**RESOLVED THAT** pursuant to the provisions of section 152 and any other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Hassan Faruk Patel (DIN: 09739235), who retires by rotation, and being eligible, seeks re-appointment, be and is hereby re-appointed as a Director of the Company."

5. To appoint MSKC & Associates LLP, Chartered Accountants (Firm Registration No.: 001595S/S000168), as the statutory auditors of the company.

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

   "**RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, **MSKC & 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 from the conclusion of this 25th Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company, on such remuneration as may be recommended by the Audit Committee and mutually agreed upon between the Board of Directors and the Statutory Auditors.

   RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise 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."

SPECIAL BUSINESS(ES):

6. To appoint Prof. Sunil Kumar Maheshwari (DIN: 02317160) as a Vice-Chairman of the Board in the category of Non-Executive Director.

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Prof. Sunil Kumar Maheshwari (DIN: 02317160), who was appointed by the Board of Directors as an Additional Director (Non-Executive) designated as Vice Chairman with effect from July 3, 2026 pursuant to the provisions of Section 161 of the Act, and who holds office as an Additional Director (Non-Executive) up to the date of this Annual General Meeting of the Company, the approval of the Shareholders of the Company be and is hereby accorded to appoint Prof. Sunil Kumar Maheshwari (DIN: 02317160) as a Non-Executive Director designated as Vice Chairman, liable to retire by rotation, with effect from July 3, 2026, on the terms and conditions as approved by the Board.

RESOLVED FURTHER THAT Prof. Sunil Kumar Maheshwari be paid remuneration in the form of profit linked commission and/or grant of stock options and/or sitting fees for attending Board/committees as may be approved by Nomination and Remuneration Committee/Board of Directors/Shareholders from time to time in compliance with the applicable laws.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise 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."

7. 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, 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 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 provisions of the Memorandum and Articles of Association, upon the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the shareholders 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 lakhs) per financial year from financial year 2026-27 onwards and up to a maximum of 5,00,000 (Five Lakhs) in the aggregate under the active Employee Stock Option Scheme.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise 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."

8. To ratify the remuneration payable to M/s. V. M. Patel & Associates, Cost Accountants (Firm Registration No.: 101519), Cost Auditors of the Company for the financial year ending March 31, 2027.

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules 2014 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the recommendation of the Audit Committee and Board of Directors the Company, the shareholders hereby ratifies the payment of remuneration of ₹ 45,000 (Rupees Forty Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit, payable to **M/s. V. M. Patel & Associates, Cost Accountants (Firm Registration No.101519)**, 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 Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise 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."

For and on behalf of the Board of Directors
KP Green Engineering Limited

Karan Rupda
Company Secretary & Compliance Officer

Date: September 02, 2026
Place: Surat

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

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 the Securities and Exchange Board of India (SEBI) (the Circulars), the Company is convening the 25th Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Shareholders 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 25th AGM of the Company is being held through VC/OAVM on Wednesday, September 30, 2026, at 10:00 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. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special business to be transacted pursuant to Section 102 of the Companies Act, 2013 (the 'Act') and/or Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') is annexed hereto.

4. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Act, shareholders who are holding shares of the Company in physical mode, if any, 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. Shareholders holding shares in dematerialized 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 shareholders has been dispensed with. Accordingly, pursuant to the MCA Circulars the facility for appointment of proxies by shareholders 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. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), as revised with effect from April 01, 2024, read with Clarification/Guidance on applicability of Secretarial Standard-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.

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

9. The Shareholders can join the AGM through 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 1,000 shareholders on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

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 shareholders 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 compliance@kpgroup.co mentioning their DP ID and Client ID/folio no.

11. 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.kpgreenengineering.com, websites of the Stock Exchange i.e. BSE at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com.

12. 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 Investor Information – Investor Information KP Green Engineering Limited. 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 22, 2026.

13. Shareholders 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. If any Shareholders 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 dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant(s).

15. 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.

16. Pursuant to regulation 44 of the SEBI Listing Regulations, as amended, the Company is providing VC/OAVM facility to its shareholders to attend the AGM.

17. Process and manner for Shareholders 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 Shareholders in respect of the business(es) 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 Shareholders using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.

    ii. Shareholders 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. Wednesday, September 23, 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. Wednesday, September 23, 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 Tuesday, September 29, 2026, at 5.00 P.M. During this period, the Shareholders of the Company holding shares as on the Cut-off date i.e. Wednesday, September 23, 2026, may cast their vote electronically. The Shareholders 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 Shareholders 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. Wednesday, September 23, 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 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 TO 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 9.00 A.M. and ends on Tuesday, September 29, 2026 at 5.00 P.M. During this period shareholders' of the Company, holding shares as on the cut-off date Wednesday, September 23, 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 the 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 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 are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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 e-Voting 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(s) 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(s) 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 forms 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 – KP Green Engineering 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 mandatorily required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; 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.

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(s) (DPs).
3. **For Individual Demat shareholders:** Please update your email id & mobile no. with your respective Depository Participant(s) (DPs) 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, 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 or call toll free no. 1800 21 09911.

Contact Details:

Company	**KP Green Engineering Limited** Registered Office: 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat - 395017, Gujarat, India. CIN: L40100GJ2001PLC039763 Email ID: compliance@kpgroup.co
Registrar and Transfer Agent	**Bigshare Services Private Limited** Registered Office: Pinnacle Business Park, Office no S6-2 ,6th floor, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai – 400093, Maharashtra, India. Tel. No.: 022 62638200, Fax No.: 022 62638299 Email: info@bigshareonline.com Website: www.bigshareonline.com
e-Voting Agency	**Central Depository Services (India) Limited** E-mail ID: helpdesk.evoting@cdslindia.com Phone: 1800 21 09911
Scrutinizer	**M/s. Chirag Shah & Associates** Practicing Company Secretaries, 1213-1214, Ganesh Glory, Nr. Jagatpur Crossing, Besides Ganesh Genesis, Off. S.G. Highway, Ahmedabad – 382481, Gujarat, India.

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 102 Of The Companies Act, 2013 And/or Additional Information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

ITEM No. 5

At the 20th AGM of the Company held on November 27, 2021, the shareholders had approved the re-appointment of M/s. K A Sanghavi & Co. LLP, Chartered Accountants, (Firm Registration No. 120846W), as Statutory Auditors of the Company for a term of five consecutive years from the conclusion of 20th AGM till the conclusion of this 25th AGM of the Company.

The Board of Directors of the Company at their meeting held on September 02, 2026, considering the experience and expertise and based on recommendations of the Audit Committee, have approved the appointment of M/s. MSKC & 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 25th AGM till the conclusion of 30th 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 shareholders of the Company at this ensuing 25th 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 ₹ 31.75 Lakhs (Rupees Thirty One Lakhs and Seventy-Five 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 shareholders of the Company.

Item No. 6

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 (Non-Executive Non-Independent) 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 (Non-Executive Non-Independent) up to the date of this Annual General Meeting of the Company.

He shall be paid remuneration by way of fees for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act. 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.

Brief Profile:

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. Maheshwari completed his doctoral programme in Management at IIM Ahmedabad. After beginning his career with Bharat Heavy Electricals Limited (BHEL), he was selected to the prestigious Indian Railway Personnel Service (IRPS) through the Civil Services Examination in 1988. In the Indian Railways, he held senior human resource leadership responsibilities, managing large workforces and complex industrial relations environments across major railway divisions.

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. At IIMA, he has taught and researched strategic management, organizational transformation, leadership, international human resource management, and business renewal. He has also held several leadership positions at the Institute, including Dean (Alumni and External Relations) and Chairman of the Post Graduate Programme for Executives (PGPX).

Prof. 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.

From 2009 to 2013, Prof. Maheshwari served as Advisor to the Minister of Human Resource Development, Government of India, where he contributed to national initiatives related to faculty development, higher education reforms, and e-learning. He has also served on the boards and governing bodies of several leading institutions, including UCO Bank, Andhra Bank, NTPC School of Business, the National Health Systems Resource Centre, and the Indian Institute of Public Health.

A prolific author, researcher, and case writer, Prof. Maheshwari has published extensively in leading academic journals and authored numerous teaching cases on strategic renewal, organizational turnaround, leadership, industrial relations, and corporate transformation. His books include Turnaround Excellence: Six Studies of Corporate Renewal and HR Analytics: Connecting Data and Theory.

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.

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. 6 of this Notice except Prof. Sunil Kumar Maheshwari, the proposed appointee and his relatives.

The Board of Directors recommend the Ordinary Resolution as set out in Item No. 6 of this Notice for the approval by the members of the Company.

Item No. 7

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 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 Shareholders may note that, pursuant to the approval accorded at the Annual General Meeting of the Company held on September 26, 2024, remuneration payable to the Non-Executive Director(s), including Independent Director(s), 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, was approved for a period of three years commencing from the financial year beginning April 1, 2024 and ending March 31, 2027.

As the said 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 Director(s), including Independent Director(s), 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, for a further period of three years commencing from the financial year beginning 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 as may be approved by Nomination and Remuneration Committee from time to time under active Employee Stock Option Scheme of the Company.

The Board of Directors will determine each year the specific amount to be paid as commission to the Non-Executive Director(s) including Independent Director, which shall not exceed 1% of the net profits of the Company for that year, as computed in the manner referred to in Section 198 of the Act.

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:

I. GENERAL INFORMATION:

1. Nature of Industry:

KP Green Engineering Limited ('KPGE') is the flagship company of all the existing Companies of the group. It has well established businesses of FRT, OFC and also having state of the art manufacturing facility of Fabrication, Hot Dip Galvanizing along with Isolator division. KPGE is also ISO certified company engaged in Fabrication & Galvanizing of all types of Structures of Transmission Line Towers, Windmill Towers, Telecom Towers, Pipe Structures, Substation & Switch Yard Structures, Solar Panel Mounting Structures, Solar Pump Structures, Metal Beam Crash Barrier, G.I. Lighting Pole & Fencing, Cable Trays, GI Earthing Strips & Flats, Gratings.

2. Date or expected date of commencement of commercial production: The Company carries on manufacturing, Fabrication and Hot Dip Galvanizing 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 lakhs except EPS)

Particulars	2025-26	2024-25
Revenue from Operation	1,24,556.89	69,464.19
Profit (Loss) before Tax	18,418.92	10,189.15
Profit (Loss) after Tax	13,574.41	7,349.63
Earnings per share (Basic) (in ₹)	27.15	14.70

Consolidated Financial Results:

(₹ In lakhs except EPS)

Particulars	2025-26	2024-25
Revenue from Operation	1,24,556.89	69,464.19
Profit (Loss) before Tax	18,418.04	10,188.46
Profit (Loss) after Tax	13,573.76	7,349.11
Earnings per share (Basic) (in ₹)	27.15	14.70

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	%
Foreign Portfolio Investors Category I	1,74,250	0.35
Foreign Portfolio Investors Category II	-	-
Any Other (FII's)	-	-
Non-Resident Indians (NRIs)	7,45,000	1.49
Foreign Companies	**42,750**	**0.09**

During the year, the Company has not entered into any material foreign collaboration.

II. INFORMATION ABOUT THE APPOINTEE:

1. Background details: A brief profile of the Director is available on the Company's website at https://kpgreenengineering.com/our-team. Shareholders are requested to refer to the same for further details.

2. Past Remuneration: The aggregate remuneration (commission) paid to all Non-Executive Directors of the Company during the financial year 2025-26 was ₹ 0.15 crore.

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 the Directors is given in point 1 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 of the proposed remuneration have already been explained hereinabove.

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.

III. OTHER INFORMATION:

1. Reasons for loss or inadequate profits: The Company does not envisage any loss or inadequate profits during the tenure of appointment of the Non-Executive Directors as mentioned above. However, in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Non-Executive Directors shall be within the maximum permissible limits specified under Section II of Part II of Schedule V of the Companies Act, 2013.

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

3. Expected increase in productivity and profits in measurable terms: The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future.

The details of remuneration paid to the Directors, comprising sitting fees and commission, as applicable, have been disclosed in the Board's Report 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.

All Non-executive Director(s) of the Company 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, except to the extent of their respective shareholding in the Company, if any, in the proposed Special Resolution as set out in Resolution No. 7 of this Notice.

The Board of Directors recommend the Special Resolution as set out in Item No. 7 of this Notice for the approval by the Shareholders of the Company.

Item No. 8

The Board, on the recommendation of the Audit Committee, has approved the appointment of **M/s. V.M. Patel & Associates**, Cost Accountants (FRN: 101519) as 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 ₹ 45,000 (Forty-Five Thousand Only) plus applicable Taxes and reimbursement of out-of-pocket expenses, for cost audit services for the Financial Year 2026-27.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders of the Company. Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors.

None of the Directors, 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. 8 of this Notice.

The Board of Directors recommend the Ordinary Resolution as set out in Item No. 8 of this Notice for the approval by the shareholders of the Company.

For and on behalf of the Board of Directors
KP Green Engineering Limited

Karan Rupda
Company Secretary & Compliance Officer

Date: September 02, 2026
Place: Surat

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

ANNEXURE TO NOTICE

Details of Directors seeking Appointment/Re-appointment

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

Name of Director	Mr. Hassan Faruk Patel	Prof. Sunil Kumar Maheshwari
Director Identification Number (DIN)	09739235	02317160
Date of Birth (Age)	December 15, 2003 (22 years)	August 10, 1964 (62 years)
Designation	Whole-Time Director (Executive Director)	Vice Chairman (Non-Executive Director)
Date of first appointment on the Board	December 09, 2023	July 03, 2026
Terms and Conditions of appointment/re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	As per resolution at Item No. 6 of this notice read with the explanatory statement thereto.
Qualification	• Bachelor of Business Administration from AURO University, Surat	• Bachelors' Degree from IIT Delhi • Doctoral Programme in Management from IIM Ahmedabad
Brief Profile and nature of expertise in specific functional areas	Mr. Hassan Faruk Patel leads the Human Resource Department of the group, where his responsibilities include cultivating a positive workplace culture, overseeing personnel management, and ensuring alignment of human capital with organizational objectives.	Prof. Sunil Kumar Maheshwari provides strategic leadership to the Company, leveraging his expertise in strategic management, corporate governance, business strategy, leadership development, and board governance, backed by significant experience in the power and energy sector.
Other companies in which he/she holds directorship as on date of Notice	**Unlisted Companies:** • KPF Green Hydrogen & Ammonia Technology Private Limited • KPI Green Hydrogen and Ammonia Private Limited • KPI Green OMS Private Limited • KPGC One Private Limited • KPGC Global Corporation IFSC Private Limited • KPZON Energia Private Limited • KPSE Energy Storage Solutions Private Limited	**Listed Companies:** • KPI Green Energy Limited • K.P. Energy 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	None	**Mewar Polytex Limited** • Audit Committee – Member • Nomination & Remuneration Committee – Member • Human Resource Committee – Member
Name of listed entities from which the person has resigned in the past three years	None	None
Details of remuneration (including Sitting fee, if any) last drawn	₹ 32.63 lakhs during Financial Year 2025-26.	NA
No. of Board meetings attended during the financial year 2025-26	5 Board Meetings of the Company were held during the year, and Mr. Hassan Faruk Patel had attended all the Meetings.	NA
Details of remuneration sought to be paid	As approved by the Board of Directors/shareholders in accordance with applicable provisions of law.	As per resolution at Item No. 6 of this notice read with the explanatory statement thereto.
Inter se relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Mr. Hassan Faruk Patel is a Promoter of the Company and the son of Dr. Faruk G. Patel, Promoter and Director of the Company.	None
Shareholding in the Company: No. of shares held as on March 31, 2026: (a) Own (b) For other persons on a beneficial basis	(a) 6,117	Nil