KPGE/EGM-NOTICE/NOV/2026/169 **Date: November 18, 2026**

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 544150

Sub.: Notice of the (01/2026-27) Extra Ordinary General Meeting of the Company.

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the (01/2026-27) Extra Ordinary General Meeting ("EGM") of the Members of KP Green Engineering Limited ("the Company") is scheduled to be held on Friday, December 11, 2026, at 11:00 A.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

In this regard, please find enclosed herewith the Notice of the EGM along with the Explanatory Statement, setting out the business to be transacted at the said Meeting.

The said Notice is also available on the Company's website at www.kpgreenengineering.com and on the CDSL's website at www.evotingindia.com.

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: 2026.11.18 18:44:24 +05'30'

Karan Rupda
Company Secretary & Compliance Officer
Membership No.: A78628

Encl.: a/a

NOTICE OF (01/2026-27) EXTRA-ORDINARY GENERAL MEETING ("EGM")

Notice is hereby given that **(01/2026-27) Extra-Ordinary General Meeting ("EGM")** of the members of KP Green Engineering Limited ("Company"/"KPGE") will be held on **Friday, December 11, 2026, at 11:00 A.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"),** to transact the following business:

SPECIAL BUSINESS:

1. **TO CONSIDER AND APPROVE THE ISSUE OF WARRANTS BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO PERSON BELONGING TO THE PROMOTER CATEGORY:**

   To consider and if thought fit, pass the following resolution, as a **Special Resolution**:

   "RESOLVED THAT pursuant to the provisions of section 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 **(the "Act")**, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended **("SEBI ICDR Regulations")**, Foreign Exchange Management Act, 1999, as amended, **("FEMA"),** Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended **("SEBI LODR Regulations")**, Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI SAST Regulations**"), and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India ("**SEBI**") and/or the BSE Limited ("**BSE**") (referred to as "**Stock Exchange**"), where the equity shares of the Company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the Company and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs **("MCA")**, the SEBI, the Reserve Bank of India **("RBI")** or any other statutory or regulatory authority (hereinafter collectively referred to as "**applicable laws**"), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to requisite approvals, consents, permission and/or sanctions from the SEBI, Stock Exchange and any other concerned authorities to the extent applicable and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permission, and/ or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise certain powers including the powers conferred by this resolution), the consent and approval of the members of the Company be and are hereby accorded to create, offer, issue and allot, by

way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up to 34,24,657 (Thirty Four Lakh Twenty Four Thousand Six Hundred Fifty Seven) fully convertible equity warrants of the company (hereinafter referred to as "**Warrants**") at an issue price of ₹292 (Rupees Two Hundred Ninety Two) per underlying equity share of the face value of ₹5/- (Rupees Five only) (including a premium of ₹287 (Rupees Two Hundred Eighty Seven) per Warrant not being less than the price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, each convertible into 1 (One) Equity Share of face value of ₹5/- (Rupees Five only) each ("Equity Shares"), aggregating upto ₹99,99,99,844/- (Rupees Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Eight Hundred Forty Four Only) for cash, to following individual **("Proposed Warrant Allottee")** as given in the below table on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations.

Sr. No.	Name of the Proposed Allottee	Type of Proposed Allottee	Category of Proposed Allottee	Maximum no. of warrants to be offered	Consideration (in Rs.)
1.	Dr. Faruk G. Patel	Individual	Promoter	34,24,657	₹99,99,99,844
Total				**34,24,657**	**₹99,99,99,844**

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI ICDR Regulations, for the determination of the issue price of the Warrants is taken to be Wednesday, November 11, 2026 **("Relevant date")**, being the date which is 30 days prior to the date of EGM i.e., Friday, December 11, 2026.

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI ICDR Regulations including the following terms:

1. The Proposed Allottee of the Warrants shall, on or before the date of allotment of the Warrants, pay an amount equivalent to ₹24,99,99,961 (Rupees Twenty-Four Crores Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Sixty-One Only) which is 25% (twenty-five percent) of the price fixed per Warrant in terms of the SEBI ICDR Regulations. The balance of the Issue Price shall be payable by the Proposed Allottee at the time of allotment of equity shares pursuant to exercising of the right attached to the Warrants to subscribe to Equity Share.

2. The consideration for allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the Bank account of the Proposed Warrant Allottee.

3. The Warrants shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.

4. The Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 months from the date of allotment.

5. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.

6. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

7. Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to the exercise of the Warrants is completed within 15 days from the date of such exercise by the Proposed Allottee of such warrants.

8. The resulting Equity Shares shall rank pari-passu with the existing fully paid-up Equity Shares of the Company including dividend and voting Rights etc.

9. The resulting Equity Shares will be listed and traded on the Stock Exchanges, where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Warrants shall not be listed.

10. The entire pre-preferential allotment equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.

11. The Warrants and Equity Shares issued and allotted pursuant to the option attached to the Warrants shall be subject to lock-in for such period as provided under the provisions of Chapter V of the SEBI ICDR Regulations.

12. Warrants, so allotted under this resolution, shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.

13. The Warrants by itself until converted into Equity Shares, does not give to the Warrant holder any rights (including any dividend or voting rights) in the Company in respect of such underlying Equity Shares.

14. Upon allotment of equity shares pursuant to the conversion of all warrants, the paid-up share capital of the Company is expected to exceed Rs. 25 crores. Accordingly, in accordance with the proviso to Regulation 280(2) of the SEBI (ICDR) Regulations, 2018, the Company undertakes to comply with the provisions of the SEBI (LODR) Regulations, 2015 that become applicable to Main Board–listed entities upon crossing the paid-up capital threshold of Rs. 25 crores.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the Board be and is hereby authorized to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee inviting them to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said preferential issue and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.

RESOLVED FURTHER THAT the Board be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Warrants, making applications to the Stock Exchanges for obtaining in-principle approval, listing of shares, filing requisite documents with the Ministry of Corporate Affairs ("**MCA**") and other regulatory authorities, filing of requisite documents with the depositories, resolve and

settle any questions and difficulties that may arise in the preferential offer, issue and allotment of the Warrants, and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects."

2. **INCREASE IN THE AUTHORISED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

"RESOLVED THAT pursuant to the provisions of Section 04, 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof, and other provisions of Memorandum and Articles of Association of the Company and on recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall include any Committee constituted/ to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf) and subject to such other applicable approval(s) and/ or sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the Members be and is hereby accorded to increase the authorised share capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty-Five Crores) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 5/- (Rupees Five) each to Rs. 50,00,00,000/- (Rupees Fifty Crore) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 5/- (Rupees Five) each, by creation of additional 5,00,00,000 (Five Crores) Equity Shares of Rs. 5/- (Rupees Five) each ranking pari passu with the existing Equity Shares.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), Capital Clause (Clause V) of the Memorandum of Association of the Company be and is hereby altered by substituting with the following clause:

"The Authorised Share Capital of the Company is INR 50,00,00,000/- (Rupees Fifty Crores Only) divided into 10,00,00,000 (Ten Crore Only) equity shares of INR 5/- (Rupees Five Only) each."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and matters as it may in its absolute discretion deem necessary, proper, or desirable and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution and to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution."

Registered Office:
'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat – 395017, Gujarat, India.

Date: November 18, 2026
Place: Surat

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

Sd/-
Karan Rupda
Company Secretary & Compliance Officer

Notes:

1. Pursuant to General Circular No.: 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA), and such other applicable circulars issued by MCA and the Securities and Exchange Board of India (SEBI) (the Circulars), the Company is convening the (01/2026-27) Extra Ordinary General Meeting ("EGM") 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 EGM of the Company is being held through VC/OAVM on Friday, December 11, 2026, at 11:00 A.M. (IST). SEBI vide Regulation 44(4) of the SEBI Listing Regulations have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations relating to appointment of proxy.

3. Explanatory Statement in respect of special business to be transacted pursuant to Section 102 of the Companies Act, 2013 (the 'Act') 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 EGM 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 EGM 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 EGM and hence, the proxy form, attendance slip and route map of EGM are not annexed to this notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.

6. The attendance of the Shareholders attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Relevant documents referred to in the Notice, Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode up to the date of the Meeting i.e. Friday, December 11, 2026.

8. 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 EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

9. 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.

10. The Shareholders can join the EGM 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 EGM 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 etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

11. In terms of SEBI Listing Regulations, relevant MCA Circulars and the SEBI Circulars, the Notice of the EGM 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').

12. Member may note that the Notice calling the EGM will also be available on the website of the Company at www.kpgreenengineering.com, website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com.

13. Shareholders seeking any information 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. Pursuant to regulation 44 of the SEBI Listing Regulations, as amended, the Company is providing VC / OAVM facility to its shareholders to attend the EGM.

16. 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 to be transacted at the EGM. 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 EGM 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., Friday, December 04, 2026**, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. 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 EGM and prior to the Cut-off date i.e., Friday, December 04, 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 EGM by following the procedure mentioned in this part.

iv. The remote e-voting will commence on **Tuesday, December 08, 2026, at 09:00 A.M.** and will end on **Thursday, December 10, 2026, at 05:00 P.M.** During this period, the Shareholders of the Company holding shares as on the Cut-off date i.e., Friday, December 04, 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., Friday, December 04, 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 EGM, in a fair and transparent manner.

17. 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 Tuesday, December 08, 2026, at 09:00 A.M. and ends on Thursday, December 10, 2026, at 05:00 P.M. During this period shareholders of the Company, holding shares as on the cut-off date of Friday, December 04, 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

Type of shareholders	Login Method
	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
   1. For CDSL: 16 digits beneficiary ID,
   2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   3. 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 EGM & 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:

Particulars	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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT AND REGULATION 163(1) OF THE SEBI ICDR REGULATIONS

The following Explanatory Statement sets out the relevant information as required by Section 102(1) of the Companies Act, 2013 read with rules framed thereunder and Regulation 163(1) of the SEBI (ICDR) Regulations, in respect of items given in the Notice that require approval of the Members.

ITEM NO. 1: TO CONSIDER AND APPROVE THE ISSUE OF WARRANTS BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO PERSON BELONGING TO THE PROMOTER CATEGORY:

The Board of Directors of the Company at their meeting held on Friday, November 13, 2026, considered and approved the proposal of raising funds by way of the preferential issue of warrants each convertible into a fully paid-up equity shares.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

1. **Particulars of the Offer including details of Board Resolution passed:**
   The Board of Directors of the Company ("**Board**") at its meeting held on Friday, November 13, 2026, subject to the approval of the Members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 ("**the Act**") and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("**SEBI ICDR Regulations**"), of the following securities to the proposed allottee ("**Proposed Allottee**"):

   Up to an aggregate of 34,24,657 (Thirty Four Lakh Twenty Four Thousand Six Hundred Fifty Seven) Fully Convertible Equity Warrants **("Warrants")**, convertible into equivalent nos. of Equity Shares (i.e. one fully paid up Equity Share upon conversion of every one Warrant held) of a face value of ₹ 5/- (Rupees Five only) each of the Company, at an issue price of ₹292 (Rupees Two Hundred Ninety Two) [including a premium of ₹287 (Rupees Two Hundred Eighty Seven)] per Warrant in accordance with the provisions of Chapter V of SEBI ICDR Regulations.

   The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI ICDR Regulations are set out below:

2. **The Object of the Preferential Issue:**
   Our Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards funding the following objects:

i. Capital Expenditure (CAPEX): The Issue Proceeds shall be utilised towards expansion, modernisation and upgradation of the Company's manufacturing, fabrication, engineering and renewable energy business activities, including acquisition and installation of plant and machinery, manufacturing equipment, tools, technology and development of factory premises and other business infrastructure.

ii. Working Capital Requirements: The Issue Proceeds shall be utilised towards meeting the Company's working capital requirements, including procurement of raw materials, steel, components and other materials, inventory, receivables, project mobilisation, operational expenses and other routine business requirements.

iii. General Corporate Purposes: Up to 25% (twenty-five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, meeting ongoing general corporate exigencies, contingencies and expenses of the Company as applicable and to repay certain high-cost unsecured debt in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

(Collectively, referred to herein as the "**Objects**")

Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds:

Given that the part of the funds to be received against Warrants, the Issue Proceeds shall be received by the Company in tranches, depending upon the subscription and conversion of such instruments. Since the funds to be received against Warrant conversion will be in stages and the quantum of funds required at different points of time may vary, the broad range of intended utilization of the Issue Proceeds towards the aforesaid Objects of the Issue has been set out hereinbelow:

Sr. No	Particulars	Total estimated amount to be utilised for each of the Objects in current financial year[1] (₹ in crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Capital Expenditure (CAPEX)	25.00	Within 1 year from receipt of funds including receipt of the funds for the Warrants (as set out herein).
2.	Working Capital Requirements	50.00	Within 1 year from receipt of funds including receipt of the funds for the Warrants (as set out herein).

Sr. No	Particulars	Total estimated amount to be utilised for each of the Objects in current financial year[1] (₹ in crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
3.	General Corporate Purposes[2]	24.99	Within 1 year from receipt of funds including receipt of the funds for the Warrants (as set out herein).
	Total	**99.99**	

[1]considering 100% conversion of Warrants into Equity Shares within the stipulated time.
[2]The amount utilised for 'General Corporate Purposes' shall stand reduced to the extent it is utilised for the Object set out at Sr. No. 1 or 2 of the table.

Since the Preferential Issue also includes Convertible Warrants, the Issue Proceeds shall be received by the Company within a period of 18 (eighteen) months from the date of allotment of such Warrants, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations. Based on the estimates of our management, the entire Issue Proceeds are proposed to be deployed towards the Objects of the Issue, in phases, depending upon the Company's business requirements and availability of Issue Proceeds. It is currently expected that such utilisation will be completed within a period of 12 (twelve) months from the date of receipt of funds in respect of the Equity Shares and/or Convertible Warrants, as applicable.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws and in accordance with applicable circulars issued by SEBI and/or Stock Exchanges, from time to time.

Till such time the issue proceeds are fully utilized, the Company shall keep the same in bank deposits and/or mutual funds and/or other shorts terms funds deposits in scheduled commercial banks or any other investment as permitted under applicable laws and as may be decided by the Board of Directors of the Company.

3. **Monitoring of Utilization of Funds:**
Since the aggregate issue size of the Preferential Issue does not exceed ₹100 Crore (Rupees One Hundred Crore), the requirement of appointing a Monitoring Agency under Regulation 162A of the SEBI ICDR Regulations, 2018 is not applicable to the Company.

4. **Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued.**
These Special Resolution authorize the Board to issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the SEBI ICDR Regulations, up to an aggregate of 34,24,657 (Thirty Four Lakh Twenty Four Thousand Six Hundred Fifty Seven) Warrants, convertible into equivalent nos. of Equity Shares (i.e. one fully paid up Equity Share upon conversion of every one Warrant held) of a face value of ₹5/- (Rupees Five only) each of the Company and (1) Equity Share of face value of ₹5/- (Rupees Five only) each of the Company aggregating to the amount not exceeding ₹99,99,99,844/- (Rupees Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Eight Hundred Forty Four Only). Further, no assets of the Company are charged as securities for the said preferential issue.

5. **Relevant Date**
In terms of the provisions of Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue is Wednesday, November 11, 2026, being the date 30 days prior to the date of EGM.

6. **Basis on which the price has been arrived at and justification for the price (including premium), if any**
The equity shares of the Company are listed and traded on the SME Platform of BSE Limited ("**BSE**") and as per the trading volume data available on BSE, the shares of the Company are frequently traded within the meaning of the SEBI ICDR Regulations.

Since the equity shares of the Company have been listed on a recognised stock exchange (i.e BSE) for a period of 90 trading days or more as on the Relevant Date, as per the regulation 164(1) of the SEBI ICDR Regulations, the minimum floor price for issuance of Equity Shares and Warrants to person other than qualified institutional buyers shall be the higher of the following:

a) the 90 trading days volume weighted average price (VWAP) of the related equity shares quoted on the recognized stock exchange preceding the relevant date, being **₹291.81** per equity share; or

b) the 10 trading days volume weighted average price (VWAP) of the related equity shares quoted on a recognized stock exchanges preceding the relevant date, being **₹286.17** per equity share;

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for specified Securities to be allotted pursuant to the preferential issue.

It is to be noted that nothing mentioned in the Articles of Association of the Company provides for a method of determination of floor price for Securities to be allotted under the preferential issue.

Further, since the proposed preferential issue would result in an allotment of more than 5% of the post-issue fully diluted share capital of the Company to an allottee, the Company has obtained a valuation report from an independent registered valuer in accordance with Regulation 166A of the SEBI ICDR Regulations. The valuation report issued by PC3 Fincare LLP, bearing IBBI Registration No. IBBI/RV/06/2020/12995, having its office at B-206, Raghuvir Saffron, Althan-Bhimrad Road, Surat, Gujarat – 395007, and signed by CA Manish Rathi, determines a price of **₹278.55** per equity share. A copy of the valuation report is available on the Company's website at www.kpgreenengineering.com and can be accessed directly at Valuation Report.

Further as per regulation 164(4)(a), a preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than the 10 trading days volume weighted average prices of the related equity shares quoted on recognized Stock Exchange preceding the relevant date. – **Not Applicable**

Provided that if the Articles of Association of the issuer provide for a method of determination that results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. – **Not applicable**

Price determined as per provisions of Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares).

Price determined as per 90 trading days VWAP on BSE: **₹291.81**
Price determined as per 10- trading days VWAP on BSE: **₹286.17**

For determining the floor price of the proposed preferential issue, the Company has considered the pricing requirements under Regulation 164(1), the valuation report obtained from an independent registered valuer under Regulation 166A of the SEBI ICDR Regulations and the applicable provisions of its Articles of Association, if any. Accordingly, the applicable floor price, being the higher of the price determined under Regulation 164(1) and the price determined in the independent registered valuer's report, is **₹291.81** per equity share.

Accordingly, the Board of Directors has approved the Warrants be issued at an issue price of **₹292** (Rupees Two Hundred Ninety-Two) per Warrant of the face value of ₹5/- (Rupees Five) each (including a premium of ₹287 (Rupees Two Hundred Eighty-Seven)). Upon conversion of the Warrants, Equity Shares shall be issued at an issue price of ₹292 (Rupees Two Hundred Ninety-Two) per Equity Share of the face value of ₹5/- (Rupees Five) each (including a premium of ₹287 (Rupees Two Hundred Eighty-Seven)) (per Equity Share) which is not less than the applicable floor price determined in accordance with Chapter V of the SEBI ICDR Regulations.

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

Valuation for consideration other than cash: Not Applicable

7. **Amount which the Company intends to raise by way of such securities:**
The Warrants are proposed to be issued for cash at an issue price of ₹292 (Rupees Two Hundred Ninety-Two) (including a premium of ₹287 (Rupees Two Hundred Eighty-Seven)) per Warrants aggregating to a ₹ 99,99,99,844/- (Rupees Ninety-Nine Crores Ninety-Nine Lakhs Ninety-Nine Thousand Eight Hundred Forty-Four Only).

8. **Pending preferential issue:**
Presently, there has been no preferential issue pending or in process except as proposed in this Notice.

9. **Re-computation of Issue Price:**
The equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

The Company shall re-compute the issue price of the Warrants, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee(s).

10. **Payment of Consideration:**
In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to 25% (twenty-five per cent) of the total consideration for the Warrants will be payable at the time of subscription to the Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares.

A Warrant balance exercise price equivalent to the 75% of the issue price shall be payable by the Proposed Allottee at the time of exercising the Warrant.

In case the Warrant holder does not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

The consideration for the Warrants shall be payable in cash and has to be paid by the Proposed Allottee from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

11. **Dues toward SEBI, Stock Exchange or Depositories:**
There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories as on the date of this Notice.

12. **The class or classes of persons to whom the allotment is proposed to be made**
The preferential issue of Warrants is proposed to be made to the Proposed Allottee belonging to the Promoter Category which is given in detail in point 19.

13. **Intent of the Promoters, Directors, or Key Managerial Personnel or Senior Management of the Company to subscribe to the offer;**
Except as given below, none of the Promoters, Directors or Key Managerial Personnel or Senior Management or their relatives intends to subscribe to any Warrants under the preferential issue:

Sr. No.	Name of Body Corporate	Category	No. of Warrants
1.	Dr. Faruk G. Patel	Promoter	34,24,657
Total			**34,24,657**

14. **Proposed Time Frame within which the preferential issue shall be completed:**
In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Warrants to Proposed Allottee pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or other concerned authorities.

Proposed Allottee of Warrants shall be entitled to convert the same into equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of Warrants.

Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottees of such Warrants.

15. Listing:

The Company shall make necessary applications to the Stock Exchange(s) on which the equity shares of the Company are listed, for listing and trading approval in respect of the equity shares to be allotted pursuant to the conversion of the Warrants. The said equity shares, upon allotment, shall rank pari passu in all respects with the then-existing equity shares of the Company.

16. The shareholding pattern of the Issuer before and after the preferential issue:

Shareholding pattern before and after the proposed preferential issue of Equity Shares is as follows:

Sr. No.	Category	Pre-Issue Shareholding Structure[2]		Warrants to be Allotted	Post-Issue Shareholding[2]	
		No. of Shares	% of Shareholding		No. of Shares*	% of Shareholding[3]
	A. Promoter and Promoter Group					
4.	**Indian**					
	a) Individuals & HUF	3,33,03,041	66.61	34,24,657	3,67,27,698	68.75
	b) Body Corporate	0	0.00	0	0	0.00
	Sub Total A1	**3,33,03,041**	**66.61**	**34,24,657**	**3,67,27,698**	**68.75**
5.	**Foreign**	0	0	0	0	0
	Sub Total A2	**0**	**0**	**0**	**0**	**0**
	Total Promoter shareholding A=A1+A2	**3,33,03,041**	**66.61**	**34,24,657**	**3,67,27,698**	**68.75**
	B. Non-Promoter Group					
	Institutions					
B1	Institutions (Domestic)	2,71,000	0.54	0	2,71,000	0.51
B2	Institutions (Foreign)	5,46,000	1.09	0	5,46,000	1.02
B3	Central Government/ State Government(s)/ President of India	0	0	0	0	0

Sr. No.	Category	Pre-Issue Shareholding Structure[2]		Warrants to be Allotted	Post-Issue Shareholding[2]	
		No. of Shares	% of Shareholding		No. of Shares*	% of Shareholding[3]
B4	**Non- Institutions**					
	a) Individuals / Directors /KMP	1,33,30,590	26.66	0	1,33,30,590	24.95
	b) Body Corporate	10,87,619	2.18	0	10,87,619	2.04
	c) HUF	5,26,500	1.05	0	5,26,500	0.99
	d) Other (Including NRIs, Clearing Member, Foreign Nationals, Escrow Account and Trusts)	9,35,250	1.87	0	9,35,250	1.75
	Sub- Total B4	1,58,79,959	31.76	0	1,58,79,959	29.73
	Total Public Shareholding B=B1+B2+B3+B4	**1,66,96,959**	**33.39**	**0**	**1,66,96,959**	**31.25**
C	Non-Promoter Non-Public Shareholding	0	0	0	0	0
	Grand Total (A+B+C)	**5,00,00,000**	**100**	**34,24,657**	**5,34,24,657**	**100**

Notes:

(1) The pre-issue shareholding pattern is on the latest BENPOS date i.e., November 13, 2026.

(2) The above post-issue shareholding is prepared assuming full conversion of Warrants issued pursuant to resolution at item No.1 into equity shares.

(3) Post-shareholding structure may change depending upon any other corporate action in between.

17. Particulars of the Proposed Allottee and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:

Sr. No.	Name & PAN of the Proposed Allottee	Natural Persons who are the ultimate beneficial owners (UBOs)	Pre-Preferential holding		Present Issue of Warrants	Post-Preferential holding	
			No.	%		No.	%(1)
1	Dr. Faruk G. Patel PAN: AEAPP0361H	-	2,89,32,511	57.87%	34,24,657	3,23,57,168	60.57%

(1) % of holding of the shares to be allotted are calculated based on post-preferential shareholding assuming conversion of 34,24,657 Warrants to Equity Shares.

There is no change in control pursuant to the allotment of the Warrants and pursuant to conversion of 34,24,657 Warrants to Equity Shares.

18. Lock-in Period:

The Warrants/ Resulting Equity Shares proposed to be allotted on a preferential basis shall be locked in accordance with Chapter V of the SEBI ICDR Regulations.

1. The entire pre-preferential shareholding of the Proposed Allottee shall be subject to lock-in from the Relevant Date up to a period of 90 trading days from the date of trading approval of Warrants, as per the requirement of the SEBI ICDR Regulations.

   Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottee shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

2. The Warrants proposed to be issued to Proposed Allottee of the Company, shall be subject to lock-in for a period of 1 year from the date of allotment of such Warrants, as per the requirement of SEBI ICDR Regulations.

3. The proposed allotment of Equity Shares pursuant to the conversion of Warrants to Dr. Faruk G. Patel, which forms part of Promoter Category of the Company, shall be subject to fresh lock-in for a period of 18 months from the date of grant of trading approval by the Stock Exchange, as per the requirement of SEBI ICDR Regulations.

19. **The current and proposed status of the Proposed Allottee post the preferential issues namely, promoter:**

S. No.	Name of Allottee	Current Status	Post Status
1.	Dr. Faruk G. Patel	Promoter	Promoter

20. **Practicing Company Secretary's Certificate**
A certificate from Chirag Shah & Associates, Practicing Company Secretaries certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website at the following link: PCS Certificate

21. **Valuation and justification for the allotment proposed to be made for consideration other than cash:**
Not applicable as the Company has not proposed to issue the Warrants for consideration other than cash.

22. **Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:**
During the year, no preferential allotment has been made to any person as of the date of this Notice.

23. **Principle terms of assets charged as securities**
Not Applicable

24. **Material terms of raising such securities**
All material terms have been set out above.

25. **Undertaking:**
(a) The Proposed Allottee has confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.

(b) The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

(c) None of the Directors or Promoters and the Company are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.

(d) None of the Company's Promoters and Directors are fugitive economic offenders as defined under the SEBI ICDR Regulations.

(e) The Company shall re-compute the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.

(f) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

(g) Upon allotment of equity shares pursuant to the conversion of all warrants, the paid-up share capital of the Company is expected to exceed Rs. 25 crores. Accordingly, in accordance with the proviso to Regulation 280(2) of the SEBI (ICDR) Regulations, 2018, the Company undertakes to comply with the provisions of the SEBI (LODR) Regulations, 2015 that become applicable to Main Board–listed entities upon crossing the paid-up capital threshold of Rs. 25 crores.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Warrants to Proposed Allottee are being sought by way of a Special Resolution as set out in the said Item No. 1 of the Notice.

The issue of the Warrants under the preferential issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Except as mentioned in point 13 above and their relatives, none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of the Special Resolution as set out in Item No. 1 of this Notice.

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

The current Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 5/- (Rupees Five only) each.

The Company proposes to increase its Authorised Share Capital to Rs. 50,00,00,000/- (Rupees Fifty Crores only), divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 5/- (Rupees Five) each, by

creation of additional 5,00,00,000 (Five Crores) Equity Shares of Rs. 5/- (Rupees Five) each, ranking pari passu with the existing Equity Shares of the Company, to facilitate future issuance and allotment of equity shares and/or other securities. Accordingly, the Board of Directors of the Company, by way of a resolution passed through circulation on November 17, 2026, has proposed the aforesaid increase in the Authorised Share Capital and consequential alteration of Clause V of the Memorandum of Association of the Company, subject to the approval of the members.

Pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013, increase in the authorized share capital and alteration of the Capital Clause (Clause V) of the Memorandum of Association requires approval of the Members. Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary Resolution as set out in Item No. 2 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice.

The Board of Directors of the Company recommends the resolution set out at Item No. 2 of this Notice for approval of the Members as an Ordinary Resolution.

Registered Office:
'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat – 395017, Gujarat, India

Date: November 18, 2026
Place: Surat

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

Sd/-
Karan Rupda
Company Secretary & Compliance Officer