



KPI GREEN ENERGY LIMITED

CIN: L40102GJ2008PLC083302



KPI/BM-PB/AUG/2026/815

Date: August 25, 2026

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Scrip Code: 542323

Symbol: KPIGREEN

Sub.: Submission of Postal Ballot Notice

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and in continuance of our letter dated August 11, 2026, we are submitting herewith the copy of the Postal Ballot notice dated August 11, 2026 ('Postal Ballot Notice') along with explanatory statement, seeking consent of members of the Company by means of Postal Ballot through remote e-voting for the Resolutions as set out in the Notice.

Further, the Postal Ballot Notice is also available on the Company's website i.e. www.kpigreenenergy.com.

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

Thanking You,

Yours faithfully,

For KPI Green Energy Limited

Krunal Bhatt

Company Secretary and Compliance Officer

Encl.: As above



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NOTICE OF POSTAL BALLOT

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

Dear Member,

Notice is hereby given, pursuant to Section 108 and 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, read with the subsequent circulars issued from time-to-time, the latest being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and other applicable provisions of the Act, rules, circulars and notifications issued thereunder and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), that the resolution(s) appended below are proposed to be passed by the Members of the KPI Green Energy Limited ("Company") through postal ballot by remote e-Voting process ("e-Voting").

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

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, at its meeting held on August 11, 2026, has appointed Mr. Chirag Shah and failing him Mr. Raimeen Maradiya, of M/s. Chirag Shah & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot/E-voting process in a fair and transparent manner. The instructions for E-voting are given in notes forming part of this Notice.

Pursuant to Section 108 of the Act, read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing remote e-voting facility to its members for the Postal Ballot. Members desirous of exercising their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting. The E-voting facility will commence on **Wednesday, August 26, 2026, 9:00 a.m. (IST)** and will end on **Thursday, September 24, 2026, 5:00 p.m. (IST)**. E-Voting module will be blocked by CDSL at 5.00 p.m. on Thursday, September 24, 2026, and voting shall not be allowed beyond the said date and time.

Members should note that in compliance with the requirements of the MCA Circulars, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company, Registrar and Transfer Agent or Depositories as on Friday, August 21, 2026 ("Cut-off date") and the communication of assent/dissent of

Reg. Office: 'KP House', Near KP Circle, Opp. Ishwar Farm Junction BRTS, Canal Road, Bhatar, Surat – 395017, Gujarat, India | **NSE BSE Listed Company**

Phone: +91-261-2244757, **Fax:** +91-261-2234757, **E-mail:** info@kpigroup.co, **Website:** www.kpigreenenergy.com



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the members will take place through the remote e-voting system. Accordingly, the physical Postal Ballot Notice, Postal Ballot Form and pre-paid business envelope are not being sent to the members for this postal ballot. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

Upon completion of the scrutiny, in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman of the Company or to the Company Secretary or any person authorized by Chairman. The results will be declared within two working days from the conclusion of the voting and shall be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the equity shares of the Company are listed and will also be displayed on the Company's website at www.kpigreenenergy.com and website of CDSL at www.evotingindia.com. The Board of Directors of the Company recommends approval of the members for the Resolution appended below.

SPECIAL BUSINESS(ES):

ITEM NO. 1:

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

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

"RESOLVED THAT pursuant to Regulation(s) 23, 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, if any, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for entering into and/ or carrying out and/ or continuing with during the financial year 2026-27, existing contracts/ arrangements/ transactions or modification(s) of earlier arrangement(s) / transaction(s) or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with **Sun Drops Energia Limited (Formerly known as Sun Drops Energia Private Limited)**, subsidiary of the company, falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the Listing Regulations, as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed from time to time the prescribed thresholds as per the provisions of Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, with power to alter and vary the terms and conditions of such contract(s)/



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

Registered Office:

‘KP House’, Near KP Circle,
Opp. Ishwar Farm Junction BRTS, Canal Road,
Bhatar, Surat – 395017, Gujarat, India

Date: **August 11, 2026**

Place: **Surat**

By Order of the Board of Directors,
For KPI Green Energy Limited

Sd/-

Krunal Bhatt

Company Secretary & Compliance Officer

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The Power of Nature

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Surat – 395017, Gujarat, India | **NSE BSE Listed Company**

Phone: +91-261-2244757, **Fax:** +91-261-2234757, **E-mail:** info@kpgroup.co, **Website:** www.kpigreenenergy.com



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NOTES:

1. The Explanatory Statement, pursuant to Section 102 and Section 110 of the Act read with Rule 22 of the Rules, in respect of the proposed Special Resolution setting out all the material facts and reasons are enclosed herewith and forms part of this Notice.
2. The Postal Ballot Notice is being sent to all the members, whose names appear in the register of members / list of beneficial owners, received from the depositories as on Friday, August 21, 2026 ("Cut-off Date").
3. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to the shareholders for this Postal Ballot. Members are requested to provide their assent or dissent through e-Voting only.
4. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility.
5. This Postal Ballot Notice will also be available on the Company's website at www.kpigreenenergy.com, website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com, National Stock Exchanges of India Limited at www.nseindia.com and on the website of CDSL at www.evotingindia.com.
6. **In terms of the MCA Circulars, the Postal Ballot Notice is being sent only by email to those members who have registered their email addresses with their depository participants or with the Company's Registrar & Share Transfer Agent. The members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as "KPI Green - Postal Ballot- Registration of e-mail Ids" to Registrar and Transfer Agent of the Company, i.e., Bigshare Services Private Limited at investor@bigshareonline.com or to the Company at cs@kpgroup.co with name of registered member(s), folio number(s)/DP Id/Client Id and no. of Equity Shares held from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by CDSL.**
7. The voting rights of member(s) for e-Voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to vote through e-Voting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
8. A member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.
9. Pursuant to the provisions of Section 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the SEBI Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no.

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SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the member(s) to exercise their right to vote on the proposed resolution(s) electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.

10. **The e-voting period commences at 9:00 a.m. (IST) on Wednesday, August 26, 2026, and ends at 5:00 p.m. (IST) on Thursday, September 24, 2026.** The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.
11. Resolution, if approved, by the members by means of Postal Ballot /E-Voting is deemed to have been passed at a General Meeting of the members and the last date of the E- Voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.
12. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Mr. Krunal Bhatt, Company Secretary and Compliance Officer at Email: cs@kpgroup.co or for any query / grievance with respect to E-voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.
13. **Voting through Electronic Means (“E-voting”)**
In compliance with provisions of Section 108 & Section 110 of the Act read with Rule 20 and Rule 22 of the Rules, Regulation 44 of SEBI Listing Regulations and any other applicable provisions, the Company is pleased to offer remote e-voting facility to its members to cast their vote by electronic means through e-voting platform of CDSL. The E-voting facility is available at www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on 9.00 a.m. (IST) on Wednesday, August 26, 2026, and ends on 5.00 p.m. (IST) on Thursday, September 24, 2026. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, August 21, 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 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	3) If the user is not registered for Easi/Easiest, option to register is available at cdsi 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository

	site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for KPI Green Energy Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



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- (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 delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@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 (DP).
3. For Individual Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.



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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

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Phone: +91-261-2244757, **Fax:** +91-261-2234757, **E-mail:** info@kpgroup.co, **Website:** www.kpigreenenergy.com



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EXPLANATORY STATEMENT

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

ITEM NO. 1

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

The Members of the Company had earlier, at the Annual General Meeting held on September 25, 2024, accorded approval for entering related party transaction with **Sun Drops Energia Limited (Formerly known as Sun Drops Energia Private Limited)** up to a limit of ₹1,000 crore upto financial year 2026-27. In view of the expected increase in the volume of transactions and the likelihood of the aggregate value of transactions with the said related party exceeding the aforesaid limits, approval of the Members is being sought by way of Postal Ballot for the enhanced limits in respect of such related party, as set out under Item Number of this Notice.

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

The proposed transaction(s) are in the best interest of the Company as they are aligned with its business objectives and are expected to facilitate operational efficiency, business growth and optimal resource utilization. The pricing and other material terms of the transaction(s) have been determined based on commercially negotiated terms, prevailing market conditions and comparable market benchmarks, wherever applicable.

The Audit Committee, at its meeting held on August 11, 2026, on the basis of the relevant details placed before it by the management and after reviewing the certificates and confirmations provided by the Whole-Time Director and Chief Financial Officer, as required under the applicable regulatory framework, has reviewed and approved the proposed transaction(s), subject to the approval of the Members of the Company.

Your Board of Directors considered the same and recommends passing of the resolution(s) contained in Item No. 1 of this Notice.

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



KPI GREEN ENERGY LIMITED

CIN: L40102GJ2008PLC083302



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

A1. Transactions between KPI Green Energy Limited and Sun Drops Energia Limited (Formerly known as Sun Drops Energia Private Limited)

Sr.	Particulars	Details
1	Name of the related party, Country of Incorporation and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Sun Drops Energia Limited (Formerly known as Sun Drops Energia Private Limited) ("Sun Drops"), incorporated in India, is a subsidiary of the company. The Company holds 65.86% of paid-up equity share capital in it. Sun Drops is engaged in the development, construction, ownership and operation of solar and renewable energy projects, including IPP/CPP solar assets and battery energy storage systems, along with associated engineering and project execution services.
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Dr. Faruk G. Patel, Chairman & Managing Director of KPI Green Energy Limited, is also Director of the Sun Drops. His interest or concern, is limited only to the extent of his shareholding and directorship / KMP position in KPI Green Energy Limited and Sun Drops.
3	Type, tenure, material terms and particulars of the proposed transaction(s)	The following types of transactions are proposed between KPI Green Energy Limited and Sun Drops for the financial year 2026-27: (i) SALE & PURCHASE OF GOODS / SERVICES-The Company may sell and/or purchase goods, materials, equipment, services, and/or other items to/from Sun Drops. All transactions to be at market/arm's length price. (ii) INVESTMENTS -The Company may make investments by way of subscription to equity shares, preference shares, debentures, or other debt instruments of Sun Drops, and / or provide guarantees or security on behalf of Sun Drops, for business purposes. In compliance with Section 186 of the Companies Act, 2013. (iii) LOANS & ADVANCES- The Company may provide and/or avail inter-corporate loans and advances to/from Sun Drops from

Sr.	Particulars	Details
		time to time, for business purposes, subject to such terms and conditions as may be mutually agreed between the parties and in accordance with applicable laws. (iv) LEASE / RENTAL OF PROPERTY-The Company may lease / sublease office space, land, or other assets to / from Sun Drops. Rent /lease consideration to be at market/Arm's Length rates. (v) SHARED SERVICES- The Company may provide or receive shared services including but not limited to management support, IT services, HR, accounting, legal, and administrative services to / from Sun Drops. Charges to be at cost or at arm's length basis. (vi) OTHER TRANSACTIONS-Any other transactions as may be required in the ordinary course of business including but not limited to reimbursement of expenses, corporate guarantees, security deposits, and allied transactions. The above arrangements will be continuing business transactions.
4	Value of the transaction (estimated)	<i>The above arrangements will be continuing business transactions. Approval of the members is being sought for-</i> a) <i>The transactions mentioned at 3 (i) to (vi) and allied transaction for the financial year 2026-27.</i> I. <i>The Company estimates that the monetary value for transactions at 3(i) to be upto Rs. 1000 Crores, transactions at 3(ii) to be upto Rs.1,000 crores, and the Transactions at 3 (iii) to be upto Rs 3,000 Crores,</i> II. <i>The Company estimates that the monetary value for transactions at 3(iv) to 3(vi) to be upto Rs. 500 Crores for each such transaction respectively.</i>

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Sr.	Particulars	Details								
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	<i>I. The estimated transaction value at 4(a) (I) above for the financial year 2026-27 represents:</i> <i>a) 185.46% of annual consolidated turnover of the Company for F.Y 2025-26.</i> <i>b) 858.51% of annual turnover of Sun Drops for F.Y 2025-26.</i> <i>II. The estimated transaction value at 4(a) (II) above for the financial year 2026-27 represents:</i> <i>a) 55.64% of annual consolidated turnover of the Company for F.Y. 2025-26.</i> <i>b) 257.55% of annual turnover of Sun Drops for F.Y 2025-26.</i>								
6	Financial performance of the related party for the immediately preceding financial year.	Details of Sun Drops on Standalone Basis: FY 2025-26 <table><tr><th>Particulars</th><th>Amount (Rs. In Crores)</th></tr><tr><td>Turnover</td><td>582.40</td></tr><tr><td>Profit After Tax</td><td>97.07</td></tr><tr><td>Net Worth</td><td>701.18</td></tr></table>	Particulars	Amount (Rs. In Crores)	Turnover	582.40	Profit After Tax	97.07	Net Worth	701.18
Particulars	Amount (Rs. In Crores)									
Turnover	582.40									
Profit After Tax	97.07									
Net Worth	701.18									
7	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Source of funds: Own funds of the Company Financial indebtedness incurred: Not Applicable Investments: In compliance with the provisions of the Companies Act, 2013. Applicable terms for Loans: - Tenure: Repayable on demand. Interest rate: In compliance with the provisions of the Companies Act, 2013 Nature: Unsecured Purpose: The funds are proposed to be utilized for Capital Expenditure/ Working Capital Requirements /General corporate purpose.								
8	Justification as to why the RPT is in the interest of the listed entity	<i>Please refer to “Background, details and benefits of the transaction”, which forms part of the explanatory statement to the resolution.</i>								
9	Any valuation or other external report relied upon by the listed entity in relation to the transactions	<i>Not Applicable</i>								

Sr.	Particulars	Details
10	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.
B. Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A1,		
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The Company follows its standard commercial and procurement framework for selection of counterparties for sale, purchase or supply of goods and services. The pricing and commercial terms are determined based on prevailing market conditions, comparable third-party quotations, wherever available, and commercially negotiated terms in the ordinary course of business.
2.	Basis of determination of price	The pricing of the proposed transactions is determined on an arm's length basis, having regard to prevailing market prices, comparable third-party quotations and pricing for similar products supplied by the Company to unrelated parties in the ordinary course of business, wherever applicable.
3.	In case of trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following : a. Amount of Trade advance b. Tenure	As per prevailing industry practices and contractual arrangements, trade advances may be received from or provided to the related party in connection with project execution and procurement requirements, based on commercially negotiated terms and prevailing market conditions, including considerations relating to material procurement and price movements. The tenure of such trade advances shall be linked to the underlying contract period and shall remain outstanding only until adjustment against the supply



KPI GREEN ENERGY LIMITED

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

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 1.

None of the other Directors / Key Managerial Personnel of the Company or their relatives, except as mentioned above in point 2 of A1, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice.

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

Registered Office:

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

Date: **August 11, 2026**

Place: **Surat**

By Order of the Board of Directors,
For KPI Green Energy Limited

Sd/-

Krunal Bhatt

Company Secretary & Compliance Officer