

**K.P. Energy Limited**  
(A KP Group Company)

**KPEL/AGMNOTICE/AUG/2018/121**

August 31, 2018

To,  
Department of Corporate Services,  
BSE Limited,  
Phiroze, Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001.

Ref: Scrip Code: 539686

Sub: Notice of 9<sup>th</sup> Annual General Meeting

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, please find enclosed herewith copy of Notice of 9<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Saturday, September 29, 2018.

This is for your information and records.

For K.P. Energy Limited

  
**Farukhbhai Gulambhai Patel**  
Managing Director  
DIN: 00414045



Encl.: As above



**Reg. Office:**  
A-1/2, Firdos Tower, Behind Fazal Shopping Center, Adajan Patia, Surat - 395009.  
Phone: +91-261-2764757, Fax: +91-261-2774757  
E-mail: info@kpenery.in, Website: www.kpenery.in

CIN Number : L40100GJ2010PLC059169



## **NOTICE**

Notice is hereby given that the 9<sup>th</sup> Annual General Meeting (AGM) of the Members of M/s. K.P. Energy Limited will be held on Saturday, 29<sup>th</sup> September, 2018 at 11.00 a.m. at Irish Hall (6<sup>th</sup> floor) Avadh Utopia, Opp. Airport, Nr. DPS School, Off Dumas Road, Surat 394 550, to transact following business:

### **ORDINARY BUSINESS:**

1. To consider and adopt:
  - a. The Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.
2. To appoint **Mrs. Bhadrabala Dhimantraï Joshi (DIN: 07244587)**, who retires by rotation and being eligible offers herself for re-appointment:

“**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the members be and is hereby accorded for the reappointment of **Mrs. Bhadrabala Dhimantraï Joshi (DIN: 07244587)** who retires by rotation and being eligible for reappointment, be and is hereby re-appointed as the Director of the Company.”

### **SPECIAL BUSINESS:**

#### **3. RATIFICATION OF REMUNERATION OF COST AUDITOR**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, Companies (Cost Records and Audit) Rules 2014 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modifications or re-enactment thereof, for the time being in force), payment of remuneration of Rs. 50,000/- to M/s. Nanty Shah & Associates, Cost Accountants (Firm Registration No.: 101268) the Cost Auditor appointed by the Board of Directors of the Company, to



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conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, be and is hereby approved.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, 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.”

**4. INCREASE IN BORROWING POWER OF THE COMPANY UNDER SECTION 180(1)(c) OF COMPANIES ACT, 2013**

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and consent of the Members be and is hereby accorded to borrowing from time to time any sum or sums of money for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, that is to say reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors shall not at any time exceed the limit of **Rs. 250 (Rupees Two hundred Fifty Crores Only)**.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, 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.”



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**5. AUTHORITY TO CREATE SECURITY ON THE PROPERTY OF THE COMPANY IN FAVOUR OF THE LENDERS UNDER SECTION 180(1)(a) OF COMPANIES ACT, 2013**

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 179 and 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members be and is hereby accorded to create such mortgages, charge, hypothecation, pledge and floating Charges in addition to existing mortgages, charge, hypothecation, pledge and floating Charges in such form and such manner as may be agreed between the Board of Directors and the Company’s lenders on all or any of the movable & immovable properties of the Company both present and future of every nature and kind whatsoever and the undertaking of the Company in certain events, to secure term loans/ working capital facilities / External Commercial borrowings/ Debentures/ any other form of finance etc., not exceeding **Rs. 200 Crores (Rupees Two Hundred Crores)** at any one point of time from Financial Institutions/Banks and other agencies/ parties/ person with interest thereon, Commitment charges, liquidated Damages, charges, expenses and other monies, such mortgages and/or charges already created or to be created in future by the Company in such manner as may be thought expedient by the Board of Directors.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, 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.”

**6. INCREASE IN THE LIMIT OF PROVIDING GUARANTEE TO ANY BOADY CORPORATE, BANK OR FINANCIAL INSTITUTION UNDER SECTION 186 OF COMPANIES ACT, 2013**

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment



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thereof for the time being in force), consent of members be and is hereby accorded to give guarantee(s) and/or provide any security to any person(s), any Body Corporate, Bank, Financial Institution or any other institution in India or outside in respect of or against any loans to or to secure any financial arrangement of any nature by, any other person(s), any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company, as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of **Rs. 200 crores (Rupees Two Hundred Crores)**.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for loans/guarantees to be given and securities to be provided to any person and /or anybody corporate, to do all such acts, deeds and things and to give such directions as may be necessary or expedient as the Board in its absolute discretion, may deem fit and its decision shall be final and binding and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Director or officer of the Company or any other person.”

7. Any other Business with the permission of the Chair.

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Email: info@kpenergy.in  
Website: www.kpenergy.in

**By Order of the Board  
FOR K.P. ENERGY LIMITED**

**Sd/-  
Karmit Sheth  
Company Secretary & Compliance Officer**

**Date: August 30, 2018**

**Place: Surat**



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**NOTES:**

**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ONLY ON POLL INSTEAD OF HIM AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members, not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company, carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

1. Corporate members intending to send their authorised representatives to attend the meeting pursuant to section 113 of Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution together with Specimen signatures of those representative(s) authorised under said resolutions to attend and vote on their behalf at the Meeting.
2. Members are requested to:
  - a. bring the copy of the notice of this Annual General Meeting and Attendance Slip with them at the meeting.
  - b. quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Notice is being sent to all the members, whose names appear on the Register of Members/List of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central depository Services (India) Limited (CDSL) as at close of business hours on Friday 31<sup>st</sup> August, 2018. All the members, whose name appears in the Register of Members/List of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central depository Services (India) Limited (CDSL) as on 29<sup>th</sup> September, 2018, i.e. day of the Meeting shall be entitled to vote at the Meeting.
5. Notice of this 9<sup>th</sup> Annual General Meeting is available at website of the Company at [www.kpenergy.in](http://www.kpenergy.in)



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6. Relevant documents referred to in the accompanying Notice and the statement is kept open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
7. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
8. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
9. The notice of the meeting is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. The route map showing directions to reach the General Meeting is annexed.
11. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries in writing to the Company Secretary at least seven days before the date of the General Meetings so that the information required may be made available at the General meeting.
12. Members wishing to claim dividends that remain unclaimed are requested to correspond with registrar and share transfer agent or to the Company Secretary, at the Company’s registered office. The statement of unpaid/unclaimed dividends are also available at the website of the company. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the company’s Unpaid Dividend Account, will, as per section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividends remains unclaimed for seven consecutive years will be transferred to the IEPF as per section 124 of the Act, and applicable rules.



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13. Voting through electronic means:

- a. In compliance with the provision of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).
- b. The e-voting period begins on 26<sup>th</sup> September, 2018 at 10:00 am and ends on 28<sup>th</sup> September, 2018 at 5.00 pm. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of 21<sup>st</sup> September, 2018, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c. Ms. Janki Shah Proprietor of M/s. SJV & Associates, Practicing Company Secretaries (Membership No. ACS 29657, CP No. 10836), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- d. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
- e. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.

**THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

1. The voting period begins on 26<sup>th</sup> September, 2018 at 10:00 am and ends on 28<sup>th</sup> September, 2018 at 5.00 pm. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21<sup>st</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



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- II. The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- III. Click on Shareholders.
- IV. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.
- VI. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- VII. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction IV.</li> </ul>

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



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- IX. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XI. Click on the EVSN for K.P. ENERGY LIMITED on which you choose to vote.
- XII. 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.
- XIII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XIV. 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.
- XV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XVII. 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.



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XVIII. Shareholders can also use Mobile app - “m - Voting” for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

**XIX. Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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.

XX. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Important Communications to Members**

MEMBERS WHO HAVE NOT YET REGISTERED THEIR EMAIL ADDRESS ARE REQUESTED TO REGISTER THEIR EMAIL ADDRESS EITHER WITH THE DEPOSITORIES OR WITH THE COMPANY.

Those holding shares in demat form can register their email address with their concerned DP. Those shareholders who hold shares in physical form are requested to register their e-mail addresses with our registrar, Bigshare Services Pvt. Ltd, by sending a letter, duly signed by the first/sole holder quoting details of folio number

All queries relating to Share Transfer and allied subjects should be addressed to:



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**Bigshare Services Private Limited**

1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road, Marol,  
Andheri (East), Mumbai-400059  
Maharashtra, India

**By Order of the Board  
FOR K.P. ENERGY LIMITED**

**Sd/-  
Karmit Sheth  
Company Secretary & Compliance Officer**

**Date: August 30, 2018**

**Place: Surat**

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**ANNEXURE TO NOTICE**

**EXPLANATORY STATEMENT TO SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 3 RATIFICATION OF REMUNERATION OF COST AUDITOR**

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Nanty Shah & Associates, Cost Accountants as Cost Auditor of the Company for the financial year ending on March 31, 2019, to conduct audit of cost accounting records of the Company as may be required for cost audit under the Companies Act, 2013, and Rules made thereunder, at a remuneration of Rs. 50,000/-, applicable taxes and out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors.

None of the Directors are in any way concerned or interested, financially or otherwise in this resolution.

**ITEM NO. 4 INCREASE IN BORROWING POWER OF THE COMPANY UNDER SECTION 180(1)(c) OF COMPANIES ACT, 2013**

According to Companies (Amendments) Act, 2017 and Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid-up share capital, free reserves and securities premium apart from temporary loans obtained from the Company's Bankers, etc. in the ordinary course or business, except with the approval of the members of the Company by a Special Resolution.

The Company borrows funds from the Banks and Financial Institutions for its business and considering the growth of the business, the Board is of the opinion that the Company may require to borrow additional funds for both organic and inorganic growth considering the



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business pipeline. In view of the requirements of the increased borrowings and to comply with the requirements of section 180(1)(c) or other applicable provisions of the Companies Act, 2013. The members of the Company shall pass a Special Resolution to enable the Board of Directors to borrow in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company. Approval of the members is being sought to borrow the money up to **Rs. 250 Crores (Rupees Two Hundred and Fifty Crores)** in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

As per the Companies Act, 2013, Companies (Amendments) Act, 2017 and rules made thereunder, Company require to seek the approval of the members to enable the Board of Directors of the company to borrow money in excess of the Company's paid-up share capital, free reserves and securities premium.

None of the Directors are in any way concerned or interested, financially or otherwise in this resolution.

**ITEM NO. 5 AUTHORITY TO CREATE SECURITY ON THE PROPERTY OF THE COMPANY IN FAVOUR OF THE LENDERS UNDER SECTION 180(1)(a) OF COMPANIES ACT, 2013**

Section 180(1)(a) of the Companies Act, 2013 requires that the Board of Directors shall not sell, lease or otherwise dispose of the whole or substantially whole or the undertaking of the Company. In view of the resolution relating to borrowing powers of this Notice, the Company may have to create further charges/mortgages in favour of the lenders. Therefore, a resolution enabling the Directors to create charges/mortgages on the movable/immovable properties of the Company to the extent of **Rs. 200 crores (Rupees Two Hundred Crores only)** at any point of time is proposed.

Since the invocation of security/mortgage by the lender may be regarded as a disposal of the undertaking by the Company in favour of the Institutions/Banks, it is necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 before creation of the said charges/mortgages.

As per the Companies act and rules made thereunder, Company require to seek the approval of the members to enable the Board of Directors of the company to create charges/mortgages to secure the borrowings.

None of the Directors are in any way concerned or interested, financially or otherwise in this resolution.



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CIN Number : L40100GJ2010PLC059169

**ITEM NO. 6 INCREASE IN THE LIMIT OF INVESTMENT/PROVIDING GUARANTEE TO ANY BOADY CORPORATE, BANK OR FINANCIAL INSTIUTION UNDER SECTION 186 OF COMPANIES ACT, 2013**

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for giving guarantee or providing security in connection with loans, Financial assistance to subsidiary companies (including overseas subsidiaries) or otherwise for an amount not exceeding **Rs. 200 crores (Rupees Two Hundred Crores only)**.

None of the Directors are in any way concerned or interested, financially or otherwise in this resolution.

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Fax : +91-261-2764757  
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Website: www.kpenergy.in

**By Order of the Board  
FOR K.P. ENERGY LIMITED**

**Sd/-  
Karmit Sheth  
Company Secretary & Compliance Officer**

**Date: August 30, 2018  
Place: Surat**



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**Details of Directors seeking appointment/re-appointment at the Annual General Meeting**

<b>Name of Director</b>	<b>Mrs. Bhadrabala Dhimantrai Joshi (DIN: 07244587)</b>
Date of Birth	April 10, 1958
Date of Appointment	August 17, 2015
Relationship with other Directors Inter se	None
Qualifications	<ul style="list-style-type: none"> <li>• B. Pharm. (Guj. University, 1981)</li> <li>• LL.B. (South Guj. University, 1986)</li> </ul>
Expertise in Specific functional areas	<p>Mrs. Bhadrabala Joshi has a vast experience as an Advocate in various matters such as Title Clearance Certificate, Search Reports, Conveyance and other Civil and Criminal matters.</p> <p>Mrs. Bhadrabala Joshi is one of the member of the Panel of Approved Advocates of Nationalized Banks at Surat such as SBI, Bank of India, etc.</p>
Directorships held in other Companies	<ul style="list-style-type: none"> <li>• K.P.I. Global Infrastructure Limited</li> </ul>
Memberships/Chairmanships of committees in other Companies	<p>K.P.I. Global Infrastructure Limited</p> <ul style="list-style-type: none"> <li>• Corporate Social Relationship Committee (Member)</li> <li>• Stakeholder Relationship Committee (Chairperson)</li> </ul>
Number of Equity Shares held in the Company	NIL



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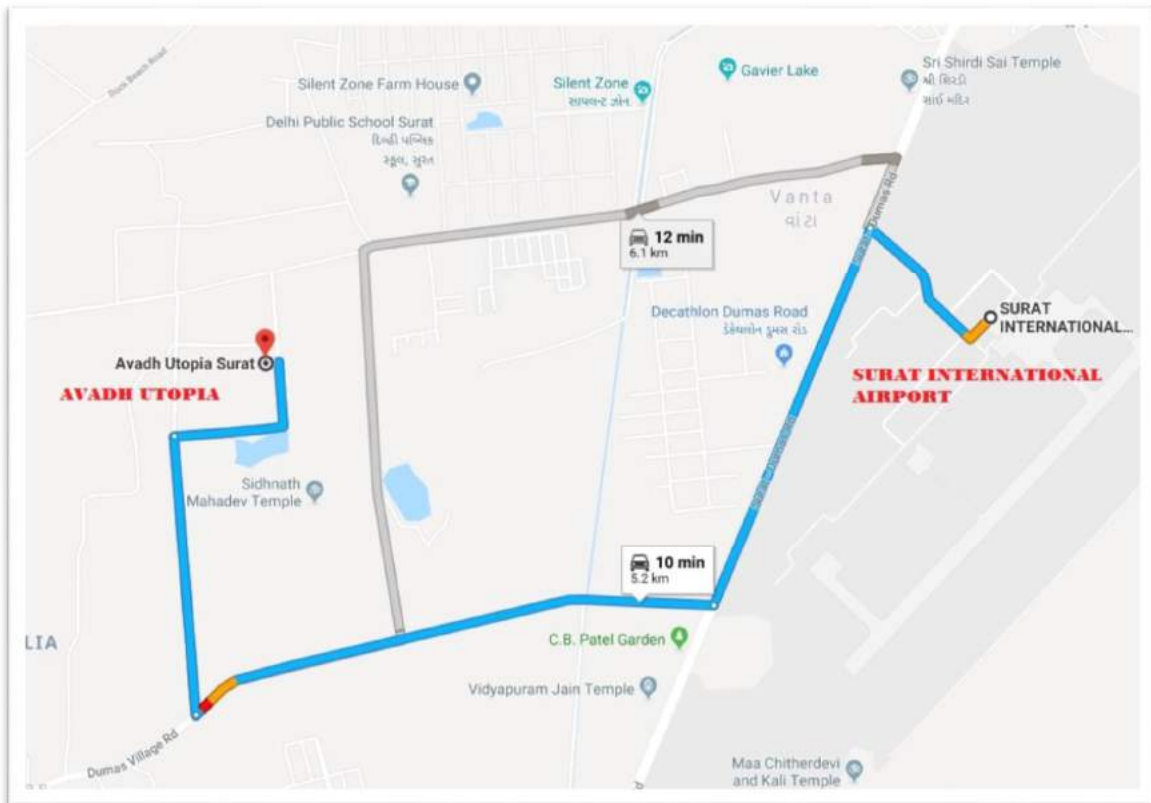


# K.P. Energy Limited

(A KP Group Company)

## Route Map to the venue of 9<sup>th</sup> Annual General Meeting

**Venue:** Irish Hall (6<sup>th</sup> floor) Avadh Utopia, Opp. Airport, Nr. DPS School,  
Off Dumas Road, Surat 394 550 (Gujarat)



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**K.P. ENERGY LIMITED**

CIN: L40100GJ2010PLC059169

A-1/2, Firdos Tower, Behind Fazal Shopping Center, Adajan Patia, Surat- 395009  
Phone No: 0261 2764757 Email Id: info@kpenergy.in Website: www.kpenergy.in

**9<sup>th</sup> Annual General Meeting on Saturday, September 29, 2018 at 11:00 AM**

**ATTENDANCE SLIP**

I/We hereby record my/our presence at the 9<sup>th</sup>Annual General Meeting of the Company held at Irish Hall (6<sup>th</sup> floor) Avadh Utopia, Opp. Airport, Nr. DPS School, Off Dumas Road, Surat 394 550 on Saturday, September 29, 2018 at 11:00 A.M.

Folio No. / Client ID/DPID No. ....

Full Name of the Shareholder: .....

Signature: .....

Full Name of Proxy: .....

Signature: .....

(To be filled in if the Proxy attends instead of the Member)



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**K.P. Energy Limited**  
 (A KP Group Company)

**9<sup>th</sup> Annual General Meeting on Saturday, September 29, 2018 at 11:00 AM**

**PROXY FORM**  
**(Form: MGT 11)**

[Pursuant to section 105(6) of Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN:** L40100GJ2010PLC059169

**Name of the Company:** K.P. ENERGY LIMITED

**Registered Office:** A-1/2, Firdous tower, Behind Fazal Shopping Centre, Adajan Patia, Surat 395009, Gujarat.

Name of the member(s)	
Registered Address	
E-Mail ID	
Folio No/ Client Id	
DP ID	

I/we, being the member (s) of ..... Shares of the above named company, hereby appoint

1. Name:..... Address:.....

E-mail Id: ..... Signature:....., or failing him

2. Name:..... Address:.....

E-mail Id: ..... Signature:....., or failing him



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CIN Number : L40100GJ2010PLC059169

3. Name:..... Address:.....

E-mail Id: ..... Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Saturday, September 29, 2018 at 11.00 A.M. at Irish Hall (6th floor) Avadh Utopia, Opp. Airport, Nr. DPS School, Off Dumas Road, Surat 394 550 and at any adjournment thereof in respect of Special and Ordinary resolution as indicated below:

Resolut ion No.	Particulars	Vote: Refer Note No. 4		
		For	Against	Abstain
<b>Ordinary Business:</b>				
1	To consider and adopt audited financial statement (both standalone and consolidated) of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon.			
2	To appoint Mrs. Bhadrabala Dhimantrai Joshi (DIN: 07244587), who retires by rotation and being eligible offers herself for re-appointment			
<b>Special Business:</b>				
3	Ratification of Remuneration of Cost Auditor pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, Companies (Cost Records and Audit) Rules 2014 and the Companies (Audit and Auditors) Rules, 2014			
4	Increase in Borrowing power of the Company Under Section 180(1)(c) of Companies Act, 2013			
5	Authority to create security on the property of the company in favour of the lenders under section 180(1)(a) of companies act, 2013			
6	Increase in the limit of providing guarantee to anybody corporate, bank or financial institution under section 186 of companies act, 2013			



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**K.P. Energy Limited**  
(A KP Group Company)

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

Signature of Member(s) \_\_\_\_\_

Signature of Proxy holder (s) \_\_\_\_\_

affix Revenue  
Stamp of not  
less than Rs.  
1/-

**NOTES:**

1. For the Resolutions, Explanatory Statements and Notes, please refer to the notice of the 9<sup>th</sup> Annual General Meeting.
2. This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
3. A Proxy need not be a member of the Company.
4. It is optional. To indicate your preference please put 'X' in appropriate column. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
5. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip / Proxy.

GROUP  
ENERGY IS HERE



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