

K.P.I. GLOBAL INFRASTRUCTURE LIMITED

CIN: L40102GJ2008PLC083302



KPI/BM-PB/FEB/2021/141

Date: February 13, 2021

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

Scrip Code: 542323

Sub.: Submission of Postal Ballot Notice dated February 10, 2021

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 February 11, 2021, we are submitting herewith the copy of the postal ballot notice dated February 10, 2021 ('Postal Ballot Notice') seeking consent of members of the Company by way of a special resolution for the migration of Equity Shares of the Company from BSE SME Platform to Main Board of National Stock Exchange of India Limited ('NSE').

Further, the Postal Ballot Notice is also available on the Company's website i.e. www.kpiglobal.kpigroup.co.

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

Thanking You,

Yours faithfully,
For K.P.I. Global Infrastructure Limited

Rajvi Upadhyay
Company Secretary & Compliance Officer



Encl.: As above

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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the Act read with 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, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs ("**General Circulars**") and Regulation 277 and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") for seeking consent of members of K.P.I. Global Infrastructure Limited ("**Company**") by way of a special resolution for the business appended below through postal ballot through remote e-voting ("**Postal Ballot/E-voting**").

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto for your consideration. The Postal Ballot Notice is also available on the website of the Company at www.kpiglobal.kpgroup.co.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of our Company, at its meeting held on February 10, 2021, has appointed M/s. SJV & Associates, Practicing Company Secretary (Membership No.: 29657 and CP No.: 10836) as the Scrutinizer for conducting the Postal Ballot / E-voting process in a fair and transparent manner.

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 appointed Central Depository Services (India) Limited ("**CDSL**") as agency to provide remote e-voting facility for the Postal Ballot. The E-voting facility is available from **Wednesday, February 17, 2021 from 9.00 a.m. (IST) up to 5.00 p.m. (IST) on Thursday, March 18, 2021** E-Voting module will be blocked by CDSL at 5.00 p.m. on Thursday, March 18, 2021 and voting shall not be allowed beyond the said date and time. The instructions for E-voting are given in notes forming part of this Notice.

Members should note that due to current extraordinary circumstances requiring social distancing to combat the spreading of the novel coronavirus ("COVID-19") and in terms of the General Circulars, no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only.

Upon completion of the scrutiny of the Postal Ballot/E-voting data in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorized by him. The results of the Postal Ballot/E-voting will be announced on or before Saturday, March 20, 2021 and shall be communicated to BSE Limited ("**BSE**") where the equity shares of the Company are listed and will also be displayed on the Company's website at www.kpiglobal.kpgroup.co. and website of CDSL at www.evotingindia.com.

The last date of E-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.

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CIN: L40102GJ2008PLC083302

Special Business:

MIGRATION OF EQUITY SHARES OF THE COMPANY FROM BSE SME PLATFORM TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE")

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Regulation 277 and other applicable provisions of Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), applicable provisions of the Companies Act, 2013 and rules framed thereunder including any amendment, modification, variation or re-enactment thereof for the time being in force ("**Act**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), the listing agreement entered into by the Company with BSE Limited ("**BSE**") where the equity shares of face value of ₹10/- each ("**Equity Shares**") of the Company are currently listed and in accordance with the eligibility criteria for listing on Main Board of National Stock Exchange of India Limited ("**NSE**") for the companies listed on SME Platform of other nationwide stock exchanges as specified by NSE and other applicable laws, the consent of members of the Company be and is hereby accorded to migrate 1,80,67,000 Equity Shares of the Company from SME Platform of BSE to the Main Board of NSE and consequently, the listing and trading of Equity Shares of the Company on Main Board of NSE."

"RESOLVED FURTHER THAT the Executive Directors of the Company, the Company Secretary or duly authorized officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem proper, necessary, or expedient, including submitting necessary applications/documents with NSE and any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution."

Registered Office:

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

By Order of the Board of Directors,
For, K.P.I. Global infrastructure Limited

Date: **February 10, 2021**

Place: **Surat**

Sd/-
Rajvi Upadhyay
Company Secretary & Compliance

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts of the proposed special resolution is appended.
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, February 12, 2021** ("**Cut-Off Date**").
3. In terms of the General 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-

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mail ids by sending an e-mail citing subject line as "K.P.I. Global - 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 shareholder(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.

4. Only a member holding Equity Shares as on the Cut-Off Date is entitled to exercise his vote through remote e-voting facility only and a person who is not a member as on the Cut-off date shall treat this Notice for information purpose only.
5. A Member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.
6. 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.
7. **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 Instructions for shareholders for remote e-voting are as under:

- i. The voting period begins on 9.00 a.m. (IST) on Wednesday, February 17, 2021 and ends on 5.00 p.m. (IST) on Thursday, March 18, 2021. During this period, members of the Company, holding Equity Shares either in physical form or in dematerialized form, as on the Cut-Off Date, i.e., Friday, February 12, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the E-voting website www.evotingindia.com.
- iii. Click on "Shareholders" module.
- 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- 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 and voted on an earlier e-voting of any company, then your existing password is to be used.

K.P.I. GLOBAL INFRASTRUCTURE LIMITED

CIN: L40102GJ2008PLC083302

vii. If you are a first time user follow the steps given below:

For Shareholders 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"> Shareholders 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 / communicated by mail indicated in the PAN field sent by Company/RTA or contact Company/RTA
Dividend Bank Details OR 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"> 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 (v).

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

- ix. 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.
- x. For shareholders 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 the relevant K.P.I. Global Infrastructure 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.

K.P.I. GLOBAL INFRASTRUCTURE LIMITED

CIN: L40102GJ2008PLC083302



- 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.
- xviii. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Process for those shareholders whose email addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:

- I. 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.
 - II. For Demat shareholders -, please provide Demat account details (CDSL 16-digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.
- xix. Note for Non – Individual Shareholders and Custodians
- 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 should be mailed to 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.
 - Alternatively, Non Individual shareholders are 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; cs@kpigroup.co (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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CIN: L40102GJ2008PLC083302

If you have any queries or issues regarding E-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Registered Office:

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

By Order of the Board of Directors,

For K.P.I. Global Infrastructure Limited

Date: February 10, 2021

Place: Surat

Sd/-

Rajvi Upadhyay

Company Secretary & Compliance Officer

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EXPLANATORY STATEMENT

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

Members are aware that the Company came out with an Initial Public Offer of its Equity Shares of ₹10/- in the financial year 2018-19 in accordance with the provisions of Chapter IX of the SEBI ICDR Regulations and other applicable laws and got listed on SME platform of BSE Limited ("BSE") w.e.f. January 22, 2019. The Equity Shares of the Company are currently listed and traded on BSE SME Platform under the scrip code – 542323.

In terms of Regulation 277 of the SEBI ICDR Regulations, an issuer whose equity shares are listed on SME platform of the stock exchange and whose post issue face value capital is more than ₹ 10 Crores and up to ₹ 25 Crores and if the issuer fulfills the eligibility criteria for listing on Main Board of the National Stock Exchange of India Limited ("NSE") for the companies listed on SME Platform of other nationwide stock exchanges as specified by NSE and other applicable laws, may migrate its equity shares to the main board of the stock exchange if its members approve the migration by passing a special resolution through postal ballot. The issued, subscribed and paid up share capital of the Company is ₹18.07 Crores and accordingly, the Company is eligible to migrate its Equity Shares on Main Board of NSE in accordance with the SEBI ICDR Regulations.

The Company had obtained approval from shareholders for migration of equity shares from the SME platform of BSE Limited to the main board of BSE on November 13, 2020 vide postal ballot notice dated September 28, 2020. NSE has recently notified the listing process for migration of a company listed on SME Platform of other nationwide stock exchanges to main board of NSE. In the opinion of Board, the migration of Equity Shares of the Company to the Main Board of NSE along with migration on Main Board of BSE is in the overall interest of the Company and its shareholders including public shareholders.

Accordingly, the Board of Directors of the Company has, at its meeting held on February 10, 2021, with the objectives to increase the visibility, enhance liquidity for the shareholders and increase participation by retail investors, approved the proposal of migration of Equity Shares of the Company from BSE SME Platform to Main Board of NSE subject to approval of members of the Company and compliance with guidelines and policy of NSE and the provisions of the SEBI ICDR Regulations.

Pursuant to provisions of Regulation 277 of the SEBI ICDR Regulations, the approval of shareholders by way of a special resolution through postal ballot is required for the migration of equity shares from the SME platform of BSE Limited to the main board of NSE. Accordingly, the proposed special resolution is being circulated to the members of the Company for their approval in accordance with Regulation 277 of the SEBI ICDR Regulations for migration of 1,80,67,000 Equity Shares of the Company from SME Platform of BSE Limited to Main Board of NSE and therefore, the Board recommends the passing of special resolution as set out in the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, directly or indirectly, concerned or interested (financial or otherwise) in the special resolution set out in the Notice.

Registered Office:

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

Date: **February 10, 2021**

Place: **Surat**

By Order of the Board of Directors,

For, K.P.I. Global Infrastructure Limited

Sd/-

Rajvi Upadhyay

Company Secretary & Compliance Officer