

K.P.I. GLOBAL INFRASTRUCTURE LIMITED

CIN: U40102GJ2008PLC083302

Shop No A-1/2, Firdos Tower, Near Fazal Tower, Adajan Patia, Surat- 395009

Phone No: 0261 2764757 Email Id: info@kpgroup.co Website: www.kpgroup.co

NOTICE OF A.G.M

Notice is hereby given that the **8th ANNUAL GENERAL MEETING** of the M/S **K.P.I. GLOBAL INFRASTRUCTURE LIMITED (CIN: U40102GJ2008PLC083302)** will be held on **Thursday, 29th September, 2016** at **11:00 A.M** at the Registered Office of the Company at **Shop No A-1/2, Firdos Tower, Near Fazal Tower, Adajan Patia, Surat- 395009**, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts of the company for the year ended on 31st March 2016 and the report of the Auditors and Directors thereon.

2. RE-APPOINTMENT OF DIRECTOR RETIRING BY ROTATION:

To re-appoint Mr. Farukbhai Gulambhai Patel (DIN: 00414045) as Director of the company who retire by rotation and being eligible for re-appointment: -

"**RESOLVED THAT** pursuant to the provisions of section 152(6) and other rules & provisions of the Companies Act, 2013, **Mr. Farukbhai Gulambhai Patel (DIN: 00414045)** be and is hereby appointed as a director of the Company whose period of office will be liable to retire by rotation."

3. To consider, and if thought fit, to pass with or without modification(s), the following resolution for an appointment of Auditors for the term of five years and to fix their remuneration:

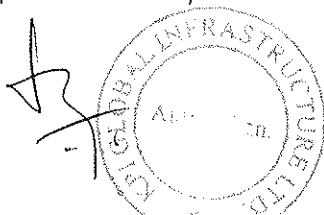
"**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 and the rules made there under, **M/S K A SANGHAVI & CO.**, Chartered Accountants, bearing Registration **No.120846W**, be and is, hereby appointed as Auditor of the company to hold office from the conclusion of this **8th AGM** until the conclusion of the **13th AGM** of the Company (subject to ratification of the appointment by the members at every AGM held after this AGM) on such remuneration as may be determined by the Board of Directors of the Company on a year to year basis."

SPECIAL BUSINESS:

4. APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY:

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

"**RESOLVED THAT** pursuant to provision of section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, M/s **K A SANGHVI & CO.**, Chartered Accountants (FRN: 120846W) be and is hereby appointed as Statutory Auditors of the Company to fill casual vacancy caused by the resignation of M/s. Bipinchandra J. Modi & Co., Chartered Accountants (FRN: 101521W)"



"RESOLVED FURTHER that M/s. K A SANGHVI & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold office from September 01, 2016 until the Conclusion of the 8th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in conclusion with Auditors duly approved by the Board of Directors of the Company."

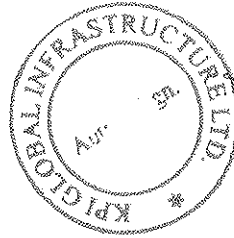
"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company."

5. Any other business with the permission of the chair.

FOR BOARD OF DIRECTORS OF
K.P.I GLOBAL INFRASTRUCTURE LIMITED

DATE: 1/9/2016

PLACE: SURAT



CHAIRPERSON/DIRECTOR
RASHIDA GULAM PATEL
DIN: 01676460

Notes:

1. A MEMBER ENTITLED TO ATTEND, VOTES IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
2. The Notice of AGM, Annual Report, Proxy Form and Attendance Slip are being sent to Members.

ANNEXURE TO NOTICE

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

FOR ITEM NO.:- 4

The Members of the Company at the 6th Annual General Meeting held on 29th September, 2014 had appointed M/s. Bipinchandra J. Modi & Co., Chartered Accountants, Surat, (FRN: 101521W) as the Statutory Auditors of the Company to hold office from the Conclusion of 6th Annual General Meeting till the Conclusion of 11th Annual General Meeting of the Company for the financial year ending as on 31st March 2019, subject to ratification of the appointment by the members at every Annual General Meeting of the Company held after 6th Annual General Meeting of the Company.

M/s. Bipinchandra J. Modi & Co., Chartered Accountants, Surat, (FRN: 101521W), vide their letter dated September 01, 2016 agreed to step down and resigned from the position of Statutory Auditors of the Company, resulting into casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on September 01, 2016, pursuant to the provisions of section 139(8) under Companies Act, 2013, appointed M/s. K A SANGHVI & CO., Chartered Accountants, Surat (FRN:120846W), as the Statutory Auditors to fill casual vacancy caused due to resignation of M/s. Bipinchandra J. Modi & Co., Chartered Accountants, Surat, subject to the approval of the members in 8th Annual General Meeting of the Company, at such remuneration plus out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s. K A SANGHVI & CO., Chartered Accountants, Surat, (FRN: 120846W), along with the confirmation that, their appointment, if made would be within the limits prescribed under the Companies Act, 2013. Accordingly, consent of the members is sought for passing ordinary resolution for Appointment of Statutory Auditors.

None of the Directors, Key managerial Personnel of the Company and their relatives are in way concerned or interested, financially or otherwise, in Resolution at Item No. 4.

The Board recommends the Resolution at Item No. 4 for approval of the Members.

**FOR BOARD OF DIRECTORS OF
K.P.I GLOBAL INFRASTRUCTURE LIMITED**

DATE: 1/9/2016

PLACE: SURAT



**CHAIRPERSON/DIRECTOR
RASHIDA GULAM PATEL
DIN: 01676460**

K.P.I. GLOBAL INFRASTRUCTURE LIMITED

CIN: U40102GJ2008PLC083302

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Phone No: 0261 2764757 Email Id: info@kpigroup.co Website: www.kpigroup.co

8th Annual General Meeting

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]

Name of the members(s) : _____

Registered Address : _____

Email ID : _____

Folio No. / Client ID : _____

DP ID : _____

I / We, being the member(s) of _____ shares of the above named
Company hereby appoint:

1. Name : _____ Email ID : _____

Address: _____

Signature: _____

Or failing him/her

2. Name : _____ Email ID : _____

Address: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 8th
Annual General Meeting of the Company, to be held on Thursday, September 29, 2016 at 11
a.m. at Shop No A-1/2, Firdos Tower, Near Fazal Tower, Adajan Patia, Surat- 395009 and at
any adjournment thereof in respect of such resolutions as are indicated below:

		For	Against	Abstain
Ordinary Business:				
1	To receive, consider and adopt the audited accounts of the company for the year ended on 31 st March 2016 and the report of the Auditors and Directors thereon. (Ordinary resolution).			
2	To re-appoint Mr. Farukbhai Gulambhai Patel (DIN: 00414045) as Director of the company who retire by rotation and being eligible for re-appointment. (Ordinary resolution).			
3	To reappoint Auditors of the company to hold office from the conclusion of 8th AGM until the conclusion of the 13th AGM and to fix their remuneration and to pass the following resolution thereof. (Ordinary resolution).			
Special Business:				
4	To appoint M/s K A SANGHVI & Co., Chartered Accountants, Surat (FRN: 120846W) as Statutory Auditors of the Company to fill the Casual vacancy caused by the resignation of M/s Bipinchandra J. Modi & Co., Chartered Accountants, Surat. (Ordinary Resolution)			

Signed this _____ day of _____, 2016.

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 8th 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.