



KALPA-TARU®

KALPATARU POWER TRANSMISSION LIMITED

Factory & Registered Office :

Plot No. 101, Part-III, G.I.D.C. Estate, Sector-28,
Gandhinagar-382 028, Gujarat, India.

Tel. : +91 79 232 14000

Fax : +91 79 232 11951/52/66/71

E-mail : mktg@kalpatarupower.com

CIN : L40100GJ1981PLC004281

KPTL/21-22
22nd February, 2022

BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street, Fort MUMBAI - 400 001. Script Code: 522287 Listing: http://listing.bseindia.com	National Stock Exchange of India Ltd. 'Exchange Plaza', C-1, Block 'G', Bandra-Kurla Complex Bandra (E) MUMBAI – 400 051. Script Code: KALPATPOWR Listing: https://neaps.nseindia.com/NEWLISTINGCORP/
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Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”)

Respected Sir(s),

In terms of Regulation 30 of the LODR Regulations, we enclose herewith postal ballot notice seeking the approval of members, by way of e-voting process, for:

- appointment of Dr. Shailendra Raj Mehta (DIN: 02132246) as an Independent Director for a period of 5 (five) years with effect from 3rd August, 2021; and
- appointment of Mr. Mofatraj P. Munot (DIN: 00046905) as Non- Executive Director w.e.f 1st April, 2022, not liable to retire by rotation.

Further, in compliance with various circulars issued by Ministry of Corporate Affairs from time to time, the postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Wednesday, 16th February, 2022 (“Cut-off date”).

The Company has engaged the services of Central Depository Services Limited (“CDSL”) to provide e-voting facility to its Members.

The e-voting period commences from 9.00 a.m. (IST) on Thursday, 24th February, 2022 and ends at 5.00 p.m. (IST) on Friday, 25th March, 2022.

ISO 9001 CERTIFIED COMPANY

Corporate Office : 81, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (E), Mumbai-400 055, India.

Tel. : +91 22 3064 2100 ■ Fax : +91 22 3064 2500 ■ www.kalpatarupower.com





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E-mail : mktg@kalpatarupower.com
CIN : L40100GJ1981PLC004281

The Postal Ballot Notice is also available on the Company's website at www.kalpatarupower.com

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **Kalpataru Power Transmission Limited**


Rajeev Kumar
Company Secretary



Encl.: a/a

ISO 9001 CERTIFIED COMPANY

Corporate Office : 81, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (E), Mumbai-400 055. India.
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KALPATARU POWER TRANSMISSION LIMITED

Regd. Office: Plot No. 101, Part III, G.I.D.C. Estate,
Sector – 28, Gandhinagar – 382 028, Gujarat, India
Tel.: +91 79 232 14000 Fax: +91 79 232 11966
Email: cs@kalpatarupower.com
CIN: L40100GJ1981PLC004281
Web: www.kalpatarupower.com

POSTAL BALLOT NOTICE

TO THE MEMBERS OF THE COMPANY,

Notice pursuant to Section(s) 110 of the Companies Act, 2013 (“Act”) read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force)

NOTICE IS HEREBY given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), read with the Companies (Management and Administration) Rules, 2014, (‘Rules’), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as ‘the MCA Circulars’), Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the following **Special Businesses** set out below are proposed to be passed by the Members of Kalpataru Power Transmission Limited (‘the Company’), by the process of Postal Ballot through remote e-voting process (‘E-voting’) only.

An Explanatory Statement under Section 102(1) and other applicable provisions of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

In accordance with the MCA Circulars, members can vote only through the E-voting facility. Accordingly, the Company is pleased to provide E-voting facility to all its members to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide E-voting facility. Members are requested to refer the instructions in the notes in this Postal Ballot Notice so as to cast their votes through E-voting, not later than 5:00 p.m. IST on Friday, 25th March, 2022, (the last day to cast vote electronically) to be eligible to be considered.

The Board of Directors of the Company has appointed Mr. Urmil Ved, Practising Company Secretary, Gandhinagar (FCS: 8094, COP: 2521) as the Scrutiniser for conducting the Postal Ballot through E-voting in a fair and transparent manner and he has communicated his willingness to be

appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the Postal Ballot shall be final.

The Scrutiniser will submit his report to the Chairman or any authorised person of the Company and the results of the Postal Ballot will be announced on or before 28th March, 2022. The said results would be displayed at the Registered Office of the Company and intimated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website <https://www.kalpatarupower.com> and on the website of Central Depository Services (India) Limited (CDSL) <https://www.evotingindia.com/> and National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com/>.

SPECIAL BUSINESS:

ITEM NO. 1 – To appoint Dr. Shailendra Raj Mehta (DIN: 02132246) as an Independent Director of the Company for a period of 5 years commencing from 3rd August, 2021

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Shailendra Raj Mehta (DIN: 02132246), who was appointed by the Board of Directors as an Additional Director in the category of Independent Director of the Company with effect from 3rd August, 2021, pursuant to Article 83 of the Articles of Association of the Company and who holds office up to the date of ensuing Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under

Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of a Director and who has given a declaration of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 3rd August, 2021 upto 2nd August, 2026 and shall not be liable to retire by rotation.”

ITEM NO. 2 – To appoint Mr. Mofatraj P. Munot (DIN: 00046905) as a Non-Executive Director of the Company w.e.f 1st April, 2022

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

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (“the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of members of the Company be and is hereby accorded for appointment of Mr. Mofatraj P. Munot (DIN: 00046905), in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing

his candidature to the office of Director, as a Non-Executive Director of the Company, not liable to retire by rotation, w.e.f 1st April, 2022, consequent to expiration of his tenure as an Executive Chairman of the Company.”

“**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for continuation of Directorship of Mr. Mofatraj P. Munot as he has already attained age of 75 years.”

By order of the Board
For **Kalpataru Power Transmission Limited**

Date: 11th February, 2022
Place: Mumbai

Rajeev Kumar
Company Secretary

Registered Office:

Plot No.101, Part-III, GIDC Estate,
Sector-28, Gandhinagar – 382 028.
CIN: L40100GJ1981PLC004281
email: cs@kalpatarupower.com
website: www.kalpatarupower.com
Tel.: +91 79 232 14000

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') setting out the material facts relating to the business to be transacted is annexed hereto. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment is annexed hereto.
2. In accordance with the MCA circulars, the Postal Ballot Notice is being sent only in electronic form to Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Wednesday, 16th February, 2022 (cut-off date) and who have registered their e-mail addresses with the Company/Depositories. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.
3. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for E-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

4. The Postal Ballot Notice has also been placed on the websites of the Company i.e www.kalpatarupower.com, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and websites of the Depositories i.e CDSL <https://www.evotingindia.com/> & NSDL <https://www.evoting.nsdl.com/>.

5. Service of Postal Ballot Notice electronically:

Members holding shares in physical mode	This postal ballot notice is issued electronically to Members whose e-mail addresses are available and registered in the records of the Registrar and Transfer Agent.
Members holding shares in demat mode	This postal ballot notice is issued electronically to Members whose e-mail addresses are available and registered in the records of the Depositories.

6. In light of the MCA Circulars, Members who have not registered their e-mail address and in consequence could not receive the Postal Ballot notice may temporarily get their e-mail registered with the Company's RTA, Link Intime India Private Limited by sending an e-mail to ahmedabad@linkintime.co.in. Post successful registration of the e-mail, Members would get soft copy of the notice and the procedure for E-voting to enable voting for this Postal Ballot. In case of any queries, Members may write to ahmedabad@linkintime.co.in.

Members are requested to note that SEBI vide circular dated 3rd November, 2021 has mandated that Members holding shares in physical mode are required to update the following with the Company/RTA:

- PAN;
- KYC details containing address, mobile number, e-mail address, bank account details;
- Nomination details

Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA at the earliest. Any clarifications in this regard may be addressed to the RTA at ahmedabad@linkintime.co.in.

7. In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA circulars issued from time to time, the Company provides the Members the facility to exercise their right to vote by E-voting facility provided by CDSL. The instructions for E-voting are annexed to this Notice.
8. The resolutions, if passed with requisite majority by the Members through Postal Ballot shall be deemed to be passed on the last date of the voting period i.e. on 25th March, 2022 and shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.
9. Relevant documents referred to in the Postal Ballot Notice and the Statement under Section 102 of the Act are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 1:00 p.m. on all working days (Monday – Friday except public holidays) till the last date for E-voting. Members seeking inspection may send an e-mail to cs@kalpatarupower.com.
10. The instructions for E-voting are as under:

i. **Remote e-voting timeline:**

Commencement of e-voting	09:00 a.m. (IST) on Thursday, 24 th February, 2022
Conclusion of e-voting	05:00 p.m. (IST) on Friday, 25 th March, 2022

During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on 16th February, 2022 may cast their votes electronically. The E-voting module shall be disabled by CDSL for voting thereafter.

- ii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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 e-mail address in their demat accounts in order to access the E-voting facility.

- iii. Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.
- iv. A Member cannot exercise his/her vote through proxy on Postal Ballot.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., 16th February, 2022.
- vi. **The manner of voting by-**

- (A) individual shareholders holding securities in demat mode with CDSL;
- (B) individual shareholders holding securities in demat mode with NSDL;
- (C) Login through Depository Participants for Individual Shareholders;
- (D) Login method for e-voting for members holding shares in physical mode and members other than individuals holding shares in demat mode; and
- (E) Shareholders whose e-mail address/mobile number is not registered with the Company/depositories, is explained in the instructions given hereinbelow:

A. Individual shareholders holding securities in demat mode with CDSL

- I. For those shareholders who have opted for CDSL Easi / Easiest facility, they can login using your existing user ID and password. The URL to login to Easi / Easiest is <https://web.cdslindia.com/myeasi/home/login>. Alternatively, such shareholders can visit <https://www.cdslindia.com> and click on Login icon and select New System Myeasi.
- II. After successful login, such shareholder will be able to see the E-voting option for companies for which the E-voting is in progress, as per the information provided by the respective Company. On clicking the E-voting option, he/she will be able to see E-voting page of the E-voting service provider for casting the vote during the E-voting period.
- III. Additionally, links are also provided for such shareholders to access the system of all the E-voting Service Providers (ESPs) to enable them to visit the ESP's website directly and vote.
- IV. If any such shareholder is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.

- V. Alternatively, such shareholders can directly access the E-voting page by providing Demat Account number and PAN from the E-voting link available on <https://www.cdslindia.com> home page or click on the link: <https://evoting.cdslindia.com/Evoting/EvotingLogin>.
- VI. The system will authenticate credentials of such shareholder by sending an OTP to the registered Mobile number & E-mail address as available in his/her Demat Account.
- VII. After successful authentication, such shareholder will be able to see the E-voting option for companies for which the E-voting is in progress and also be able to directly access the system of all E-voting Service Providers.

B. Individual shareholders holding securities in demat mode with NSDL

- I. If a shareholder is already registered for NSDL IDeAS facility, he/she is requested to visit the e-Services website of NSDL. Open web browser by typing the URL: <https://eservices.nsd.com>. Once the home page of e-Services is launched, he/she will have to click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. A new screen will open. Such shareholder will have to enter his/her User ID and Password. After successful authentication, he/she will be able to see E-voting services. Click on 'Access to E-voting' under E-voting services and he/she will be able to see E-voting page. Click on '**Kalpataru Power Transmission Limited**' or E-voting service provider name - CDSL and such shareholder will be re-directed to E-voting service provider's website for casting his vote during the E-voting period.
- II. If a shareholder is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> by selecting 'Register Online for IDeAS' portal or clicking the link: <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.
- III. Another option is to visit the E-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/>. 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. Such shareholder will have to enter his/her User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, he/she will be redirected to NSDL Depository site wherein he/she can see E-voting page. By Clicking on '**Kalpataru Power Transmission Limited**' or E-voting service provider name - CDSL, he/she will be redirected to E-voting service provider's website for casting his/her vote during the remote E-voting period.

C. Login through Depository Participants for individual shareholders

- I. A shareholder can also login using the login credentials of his/her demat account through Depository Participant registered with NSDL/CDSL for E-voting facility. After successful login, he/she will be able to see E-voting option. Once he/she clicks on E-voting option, he/she will be redirected to NSDL/CDSL Depository site after successful authentication, wherein he/she can see E-voting feature. On Clicking on 'Kalpataru Power Transmission Limited' or E-voting service provider name - CDSL, he/she will be redirected to E-voting service provider's website for casting his vote during the E-voting period.

If a shareholder is unable to retrieve User ID/ Password, he/she is requested to use 'Forget User ID' and 'Forget Password' options available at above mentioned websites and follow the instructions given therein.

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 022-23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

D. Login method for E-voting for Members holding shares in Physical mode and Members other than individuals holding shares in Demat mode:

- i. Log on to the CDSL's E-voting website <https://www.evotingindia.com>.
- ii. Click on 'Shareholders' module.
- iii. 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 mode should enter Folio Number allotted by the Company.

- iv. Next enter the Image Verification as displayed and click on Login.
- v. If a shareholder is holding shares in demat mode and had logged on to <https://www.evotingindia.com> previously and voted through E-voting earlier for any other company, then his existing password is to be used.
- vi. If a shareholder is a first-time user, he/she is requested to follow the steps given below:

	For Shareholders holding shares in demat form other than individuals and those holding shares in physical form
PAN	<ol style="list-style-type: none"> I. Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) II. 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)	<ol style="list-style-type: none"> I. 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. II. If both the details are not recorded with the Depository or the Company, please enter the Member ID/folio number in the Dividend Bank details field as mentioned in section D above.

- vii. After entering these details, click on 'Submit'.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen and shareholders holding shares in demat form will 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 such company opts for Evoting 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.
- ix. For shareholders holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.

- x. Click on the EVSN for Kalpataru Power Transmission Limited.
- xi. On the voting page, a shareholder 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 the shareholder assents to the Resolution and option NO implies that the shareholder dissents to the Resolution.
- xii. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- xiii. After selecting the resolution that a shareholder has decided to vote on, click on 'Submit'. A confirmation box will be displayed. If he/she wishes to confirm his vote, click on 'OK', else to change his vote, click on 'Cancel' and accordingly modify your vote.
- xiv. Once a shareholder 'Confirm' his vote on the resolution, he/she will not be allowed to modify his vote. A shareholder can also take a print of the votes cast by clicking on 'Click here to print' option on the Voting page.
- xv. If a shareholder is a demat account holder and have forgotten the login password, then he/she will have to enter the User ID and the image verification code and click on 'Forgot Password' & enter the details as prompted by the system.
- xvi. A shareholder may also cast his vote using CDSL's mobile app 'm-Voting'. The m-Voting app can be downloaded from the respective Google Play or Apple store. Such shareholders are requested to follow the instructions as prompted by the mobile app to complete Evoting on your mobile.

For the attention of Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e., other than individuals and HUF) and Custodians are required to log on to <https://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 e-mailed 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 e-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 Scrutiniser to verify the same.

- Non-individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by email to csurmilved@gmail.com.

E. Shareholders whose e-mail address /mobile no. is not registered with the Company/Depositories:

- Shareholders holding shares in physical form are requested to provide details of Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), Aadhar or any other address proof (self-attested scanned copy) by e-mail to the RTA at ahmedabad@linkintime.co.in.
- Shareholders holding shares in demat mode are requested to update their e-mail address & mobile number with their respective Depository Participant (DP). Individual shareholders may note that updation of e-mail address and mobile no. is mandatory for E-voting through Depositories.

In case you have any queries or issues regarding attending E-voting, you may refer the Frequently Asked Questions (FAQs) and the E-voting manual available at <https://www.evotingindia.com>, under help section or contact Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or write an e-mail to helpdesk.evoting@cdslindia.com or call on 022- 23058542/43 during working hours on all working days.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

Item No. 1:

The Board of Directors of the Company ("the Board") based on the recommendation of Nomination and Remuneration Committee, after considering and evaluating the criteria for determining qualifications, positive attributes and independence of a Director, approved the appointment of Dr. Shailendra Raj Mehta (DIN: 02132246) as an Additional Director in the category of Independent Director of the Company, subject to approval of the shareholders of the Company w.e.f 3rd August, 2021.

Dr. Shailendra Raj Mehta is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Company has also received declaration from Dr. Shailendra Raj Mehta about his meeting the criteria of independence as prescribed under both SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 149(6) of the Act.

The Company has received notices in writing pursuant to Section 160 of the Act, from a member proposing the appointment of Dr. Shailendra Raj Mehta, for the office of Independent Director of the Company.

The Brief profile of Dr. Shailendra Raj Mehta, the nature of his expertise, the names of listed entities in which he holds directorships/ memberships of Committees of Board, and details of his shareholding in the Company and other requisite information is annexed to the Explanatory Statement.

Dr. Shailendra Raj Mehta shall be paid remuneration by way of fee for attending meetings of Board or Committees thereof, as may be decided by the Board, reimbursement of expenses for participating in the meetings of the Board or Committees thereof and profit linked commission within limits stipulated under Section 197 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms and conditions of appointment of Dr. Shailendra Raj Mehta shall be open for inspection by the Members at the Registered Office of the Company.

The Board recommends the resolution set out at Item No. 1 of the Notice for your approval by way of passing an Ordinary Resolution.

Dr. Shailendra Raj Mehta is interested in the resolution set out at Item No. 1 of the Notice, as the same relates to his appointment. The relatives of Dr. Shailendra Raj Mehta may be deemed to be interested in the resolution set out at Item No. 1 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 2:

The Shareholders at their meeting held on 11th August, 2017 approved the appointment of Mr. Mofatraj P. Munot as an Executive Chairman for 5 years from 1st April, 2017 to 31st March, 2022 (both days inclusive). The present term of Mr. Mofatraj P. Munot is due for expiration on 31st March, 2022 and he has expressed his willingness to step down as Executive Chairman and continue as Non-Executive Director on the Board of Directors ("the Board") the Company w.e.f 1st April, 2022.

Mr. Mofatraj P. Munot, Chairman, founder and promoter of the Company, possesses high business acumen. The Company has achieved a phenomenal growth under his leadership. Considering his rich and varied experience in the Industry, his involvement in the operations of the Company over a long period of time and his pioneering role in guiding the Company through three decades of growth to emerge as one of the largest Players in EPC industry,

the Board, on the recommendation of Nomination and Remuneration Committee, considering that his continuous association will be in the interest of the Company, has approved his appointment as a Non-Executive Director on the Board w.e.f. 1st April, 2022. The Board has also requested Mr. Mofatraj P. Munot to continue as Chairman in the capacity of Non-Executive Director on the Board w.e.f. 1st April, 2022. Accordingly, it is proposed to appoint Mr. Mofatraj P. Munot as Non-Executive Director. Further, in terms of Article 78 of the Article of Association of the Company, his office will not be liable to retire by rotation.

Further, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. Considering that Mr. Mofatraj P. Munot has attained age of 77 years and hence, the Resolution at Item No. 2 is being proposed for the approval of the Members of the Company as a Special Resolution.

The Brief profile of Mr. Mofatraj P. Munot, the nature of his expertise, the names of listed entities in which he holds directorships/ memberships of Committees of Board, and details of his shareholding in the Company and other requisite information is annexed to the Explanatory Statement.

Mr. Mofatraj P. Munot shall be paid remuneration by way of fee for attending meetings of Board or Committees thereof, as may be decided by the Board, reimbursement of expenses for participating in the meetings of the Board or Committees thereof and profit linked commission within limits stipulated under Section 197 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the

appointment of Mr. Mofatraj P. Munot for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The terms and conditions of appointment of Mr. Mofatraj P. Munot shall be open for inspection by the Members at the Registered Office of the Company.

Mr. Mofatraj P. Munot is interested in the resolution set out at Item No. 2 of the Notice, as the same relates to his appointment. Mr. Parag Munot, Director, being son of Mr. Mofatraj P. Munot, shall be interested in the resolution set out at Item No. 2 of the Notice. The relatives of Mr. Mofatraj P. Munot may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

By order of the Board
For **Kalpataru Power Transmission Limited**

Date: 11th February, 2022
Place: Mumbai

Rajeev Kumar
Company Secretary

Registered Office:

Plot No.101, Part-III, GIDC Estate,
Sector-28, Gandhinagar – 382 028.
CIN: L40100GJ1981PLC004281
email: cs@kalpatarupower.com
website: www.kalpatarupower.com
Tel.: +91 79 232 14000

ANNEXURE TO THE EXPLANATORY STATEMENT

Information pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings(SS-2)

I. Dr. Shailendra Raj Mehta

Name	Dr. Shailendra Raj Mehta
Age	62 years
Date of first appointment on the Board	3 rd August, 2021
Brief resume/ Qualification/ Expertise in specific functional area/Experience	Dr. Mehta has done his Bachelor's and Master's degrees from Delhi University, M.Phil from Balliol College, Oxford, and Ph.D. from Harvard. He is currently the President, Director and Distinguished Professor for Innovation and Entrepreneurship at Mudra Institute of Communications (MICA), Ahmedabad. After a sixteen-year stint at Purdue University, he returned to India in 2006-07 to head the collaboration between Duke CE (Duke University's Corporate Education Arm) and IIM-Ahmedabad as its head for India, West Asia and the Middle East and simultaneously as Visiting Professor of Business Policy at IIM-Ahmedabad. He has done extensive research in the areas of Entrepreneurship, Industrial Organization, Information Economics and Experimental Economics.
No. of shares held in the Company	NIL
Relationship with other Directors and Key Managerial Personnel	None
Skills and capabilities required for the role and manner of meeting those requirements	Dr. Shailendra Raj Mehta possess various skills including in the fields of Business Strategy, Talent Management & Mentoring abilities and Compliance & Risk. Further, he has worked globally on various engagements including on policy making, research in the areas of Entrepreneurship, Industrial Organization, Information Economics, and Experimental Economics, which shall be helpful to the Company for its international business.
List of directorship of other listed entities	Chairmanship / Membership of Committees of the Board in such companies
JMC Projects (India) Limited	Audit Committee- Member Nomination and Remuneration Committee- Member Risk Management Committee- Member
Poly Medicare Limited	Audit Committee- Member

II. Mr. Mofatraj P. Munot

Name	Mr. Mofatraj P. Munot
Age	77 years
Date of first appointment on the Board	27 th June, 1989
Brief resume/ Qualification/ Expertise in specific functional area/Experience	Mr. Mofatraj P. Munot has a vast industry experience of more than five decades in Real Estate and Property Development, Civil Contracting and EPC across the industry spectrum. He founded the Kalpataru Group in 1969 and has been the guiding force behind the Group's stellar success. He received lifetime achievement award at the CNBC Real Estate Awards in 2018. The Company has achieved phenomenal growth under his leadership. His pioneering role in guiding the Company through more than three decades of journey has led the Company to emerge as one of the largest players in EPC industry. He also serves as Non-Executive Chairman of Kalpataru Limited, the flagship real estate arm of the Kalpataru Group.
No. of shares held in the Company	1,36,85,822 equity shares (9.19%)
Relationship with other Directors and Key Managerial Personnel	Mr. Mofatraj P. Munot and Mr. Parag M Munot, Directors are related to each other as Father and son
List of directorship of other listed entities	Chairmanship / Membership of Committees of the Board in such companies
-	-

Registered Office:

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