

**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/22-23**  
**13<sup>th</sup> February, 2023**

<b>BSE Limited</b> Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai - 400 001  <b>Scrip Code: 522287</b>	<b>National Stock Exchange of India Ltd.</b> 'Exchange Plaza', C-1, Block 'G', Bandra-Kurla Complex Bandra (E) Mumbai – 400 051  <b>Scrip Code: KALPATPOWR</b>
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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 and remuneration payable to Mr. Shailendra Kumar Tripathi as Dy. Managing Director of the Company for a period commencing from 4<sup>th</sup> January, 2023 upto 21<sup>st</sup> October, 2025;
- Combining monetary limits sanctioned by Shareholders of the Company and JMC Projects (India) Limited (now Amalgamated with the Company) under the provisions of Section 180(1)(a) of the Companies Act, 2013; and
- Entering into the Intellectual Property Licence Agreement with Kalpataru Business Solutions Private Limited being a related party transaction under the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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, 1<sup>st</sup> February, 2023 (“Cut-off date”).

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

**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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The e-voting period commences from 9.00 a.m. (IST) on Wednesday, 15<sup>th</sup> February, 2023 and ends at 5.00 p.m. (IST) on Thursday, 16<sup>th</sup> March, 2023.

The Postal Ballot Notice is also available on the Company's website at [www.kalpatarupower.com](http://www.kalpatarupower.com)

Kindly take the same on record.

Thanking you,

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

**Shweta Girotra**  
**Company Secretary & Compliance Officer**

Encl.: a/a

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# KALPA-TARU®

**POWER TRANSMISSION LIMITED**

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Sector – 28, Gandhinagar – 382 028, Gujarat, India  
Tel.: +91 79 232 14000 Fax: +91 79 232 11966  
Email: [cs@kalpatarupower.com](mailto:cs@kalpatarupower.com)  
CIN: L40100GJ1981PLC004281  
Web: [www.kalpatarupower.com](http://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 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022, 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 special business set out below is proposed to be passed by the Members of Kalpataru Power Transmission Limited (‘the Company’), by the process of Postal Ballot through remote e-voting (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 Thursday, 16<sup>th</sup> March, 2023, (the last day to cast vote electronically) to be eligible for consideration.

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 Scrutinizer’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 20<sup>th</sup> March, 2023. 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 [www.kalpatarupower.com](http://www.kalpatarupower.com) and on the website of CDSL <https://www.evotingindia.com/>

#### SPECIAL BUSINESS:

**ITEM NO. 1: Appointment of and remuneration payable to Mr. Shailendra Kumar Tripathi as Dy. Managing Director of the Company for a period commencing from 4<sup>th</sup> January, 2023 upto 21<sup>st</sup> October, 2025**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Shailendra Kumar Tripathi (DIN: 03156123), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act by the Board of Directors with effect from 04<sup>th</sup> January, 2023 and who holds office upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation.”

“**RESOLVED FURTHER THAT** in accordance with the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors and pursuant to provisions of Section 196, 197 and 203, read with Schedule V and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of

Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Shailendra Kumar Tripathi (DIN: 03156123) as Deputy Managing Director of the Company for a period commencing from 4<sup>th</sup> January, 2023 upto 21<sup>st</sup> October, 2025 (both days inclusive), on the terms and conditions and payment of remuneration as set out in the Explanatory Statement attached to this Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include any Committee thereof) to alter and vary the terms and conditions of said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Shailendra Kumar Tripathi, subject to the same not exceeding the limits specified under Schedule V of the Act or any statutory modification or re-enactment thereof."

**"RESOLVED FURTHER THAT** notwithstanding anything herein, where in any financial year during the tenure of Mr. Shailendra Kumar Tripathi, if the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals pay the above remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified in the Explanatory Statement annexed to the Notice convening this Meeting and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in computation of the ceiling on remuneration specified in Section II and Section III of Part II of Schedule V of the Act."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution."

**ITEM NO. 2: Combining monetary limits sanctioned by Shareholders of the Company and JMC Projects (India) Limited (now Amalgamated with the Company) under the provisions of Section 180(1)(a) of the Companies Act, 2013**

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

**"RESOLVED THAT** in supersession of the resolution passed by the members of the Company on 30<sup>th</sup> July, 2019 and pursuant to the provisions of Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and subject to any other approval that may be required, the consent of the Company be and is hereby accorded, to the creation by the Board of Directors of the Company (hereinafter referred to as the Board which term shall include any Committee thereof) of mortgage and / or charge, in addition to the mortgages and / or charges created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, on all or any of the movable and / or immovable, tangible and / or intangible properties of the Company, both present and future and / or whole or any part of the undertaking (s) of the Company, in

favour of the lender(s), agent(s), trustee(s), for securing the borrowing of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and / or securities issued or to be issued by the Company (comprising fully / partly convertible debentures and / or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), from time to time, together with interest at the agreed rate, additional interests, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s) / trustee(s), premium, if any, on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other documents entered into / to be entered into between the Company and the lender(s) / agent(s) / trustee(s) / in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s) / agent(s) / trustee(s), for an amount not exceeding in aggregate Rs. 25,000/- Crores (Rupees Twenty Five Thousand Crores) (including the temporary loans obtained by the Company from the Company's bankers in the ordinary course of business)."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

**ITEM NO. 3: Entering into the Intellectual Property Licence Agreement with Kalpataru Business Solutions Private Limited being a related party transaction under the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

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

**"RESOLVED THAT** pursuant to provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013, read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") as applicable, pursuant to the provisions of the Memorandum and Articles of Association of the Company, and subject to any other applicable law, regulation, guidelines, and subject to such other approvals, consents, permissions and sanctions of appropriate regulatory, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any regulatory or other authorities while granting such consents, approvals and permissions, if any, which may be agreed to by the Board of Directors of the Company (the "Board"), and on the basis of approval and recommendation of Audit Committee and Board of Directors of the Company the approval of the members of the Company be and is hereby accorded to enter into Intellectual Property Licence Agreement with Kalpataru Business Solutions Private Limited, related party of the Company within the meaning of

Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI LODR, as applicable, with respect to payment of lumpsum Intellectual Property Licence Fee at the rate of INR 10 crores, per annum, for the purpose of use of "Kalpataru" as a part of corporate name and registered trademark(s), "Kalpataru" (word per se), "Tree Logo", and related artwork, forms, signs, symbols, style, colors etc. on the terms and conditions of the Intellectual Property Licence Agreement that may be executed, for an initial period of 5 years.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and for the removal of difficulty and doubts (including execution of any ancillary agreement, as may be required in this regard), the Board of Directors be and is hereby authorized and empowered to execute, negotiate, finalise and/or ratify, including varying and settling the terms and conditions of the aforesaid transaction and deliver and perform the agreement, contracts, deeds, undertakings and other documents in respect thereof, with effect from such date and in such manner, and seek the requisite approvals, consents and permissions, make requisite filings/submissions, as may be applicable and required under the applicable law, and to generally do and perform all such acts, deeds,

matters and things as may be deemed fit, necessary, proper or desirable, including the power to sub-delegate, settle any question, difficulty or doubt that may arise in this regard, taking all necessary steps as may be, in the best interest of the Company, deemed necessary, desirable or expedient from time to time, in order to give effect to the aforesaid resolution."

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

Date: 10<sup>th</sup> February, 2023  
Place: Mumbai

**Shweta Girotra**  
Company Secretary

**Registered Office:**

Plot No.101, Part-III, GIDC Estate,  
Sector-28, Gandhinagar – 382028.  
CIN: L40100GJ1981PLC004281  
email: [cs@kalpatarupower.com](mailto:cs@kalpatarupower.com)  
website: [www.kalpatarupower.com](http://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 Listing Regulations and SS-2, in respect of the Director 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, 1<sup>st</sup> February, 2023, (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 website of the Company i.e. [www.kalpatarupower.com](http://www.kalpatarupower.com), website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and website of the Depository i.e. CDSL i.e. <https://www.evotingindia.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](mailto: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](mailto:ahmedabad@linkintime.co.in)

Members are requested to note that SEBI vide circular dated 3<sup>rd</sup> 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](mailto: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 Listing Regulations 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. 16<sup>th</sup> March, 2023 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. All the material documents and other relevant documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to [cs@kalpatarupower.com](mailto:cs@kalpatarupower.com) from their registered e-mail address mentioning their name, folio number, DP ID and Client ID during the voting period of the postal ballot.
10. The instructions for E-voting are as under:
  - i. **Remote e-voting timeline:**

<b>Commencement of e-voting</b>	09:00 a.m. (IST) on Wednesday, 15 <sup>th</sup> February, 2023
<b>Conclusion of e-voting</b>	05:00 p.m. (IST) on Thursday, 16 <sup>th</sup> March, 2023

During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on 1<sup>st</sup> February, 2023 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 9<sup>th</sup> 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., 1<sup>st</sup> February, 2023.

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 their 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 Evoting 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 viz., CDSL/ NSDL, to enable them to visit the E-voting service providers' 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 Evoting link available on [www.cdslindia.com](http://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.nsdl.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 their 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 Evoting service provider name - CDSL and such shareholder will be re-directed to E-voting service provider's website for casting his/her 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.nsdl.com> by selecting 'Register Online for IDeAS' portal or clicking the link: <https://eservices.nsdl.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.nsdl.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

A shareholder can also login using the login credentials of his/her demat account through his/her 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/her 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 [www.evotingindia.com](http://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 [www.evotingindia.com](http://www.evotingindia.com) previously and voted through Evoting earlier for any other company, then his/her 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"> <li>I. Enter your 10-digit alphanumeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</li> <li>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.</li> </ol>
Dividend Bank details OR Date of Birth (DOB)	<ol style="list-style-type: none"> <li>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.</li> <li>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.</li> </ol>

- 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/her vote, click on 'Cancel' and accordingly modify your vote.
- xiv. Once a shareholder 'Confirm' his/her vote on the resolution, he/she will not be allowed to modify his/her 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/her 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 [www.evotingindia.com](http://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](mailto: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](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 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 [csumilved@gmail.com](mailto:csumilved@gmail.com)

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

- i. 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](mailto:ahmedabad@linkintime.co.in).
- ii. 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 [www.evotingindia.com](http://www.evotingindia.com), under help section or contact Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43 during working hours on all working days.

#### MATERIAL STATEMENT UNDER SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 TO THE POSTAL BALLOT NOTICE OF KALPATARU POWER TRANSMISSION LIMITED

##### ITEM NO. 1:

The Hon'ble National Company Law Tribunal, Ahmedabad Bench ("Tribunal") vide its order dated 21<sup>st</sup> December, 2022 ("Order") has sanctioned the Scheme of Amalgamation of JMC Projects (India) Limited ("JMC") with Kalpataru Power Transmission Limited ("Company") and their respective shareholders ("Scheme"), under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the Act). Upon effectiveness of the Scheme, JMC has been dissolved without winding up and all existing employees of JMC has become employees to the Company.

To ensure continuity and uninterrupted business operations of the Company (post effectiveness of Scheme), as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board, it is proposed to appoint Mr. Shailendra Kumar Tripathi to the Board of the Company, with effect from the Effective Date of the Scheme (4<sup>th</sup> January, 2023) i.e. upon remission of his office of being Managing Director & CEO at JMC (upon JMC being dissolved).

Mr. Shailendra Kumar Tripathi is a Civil Engineer from Government Engineering College, Jabalpur, Madhya Pradesh. He has over three decades of experience in the field of project planning and execution of large size infrastructure projects involving roads and airports. His technical, strategic decisions

and leadership skills coupled with his sound financial and business acumen has helped JMC to build leading position in the infrastructure and civil construction business. He joined JMC in the year 2008 and was appointed as Managing Director of JMC w.e.f. 10<sup>th</sup> May, 2021.

Pursuant to the amalgamation of JMC with the Company, it is hereby proposed to appoint Mr. Shailendra Kumar Tripathi as Dy. Managing Director for a period commencing from 4<sup>th</sup> January, 2023 upto 21<sup>st</sup> October, 2025 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice.

The main terms and conditions of appointment and remuneration of Mr. Shailendra Kumar Tripathi as Dy. Managing Director are given below:

Main terms and conditions	Details										
<b>Tenure of Appointment</b>	Mr. Shailendra Kumar Tripathi is proposed to be appointed as a Dy. Managing Director for a period commencing from 4 <sup>th</sup> January, 2023 upto 21 <sup>st</sup> October, 2025										
<b>Nature of Duties</b>	<p>Mr. Shailendra Kumar Tripathi shall report to the Board of Directors of the Company. Mr. Shailendra Kumar Tripathi shall perform all duties and responsibilities related / incidental to position of Dy. Managing Director of the Company as may be assigned to him by the Board of Directors from time to time.</p> <p>He shall give his wholetime attention to the management and affairs of the Company subject to the superintendence, control and direction of the Board of Directors of the Company and shall use his best endeavors and efforts that would impact the revenues, profits, customer delight, brand equity, corporate governance / ethics, corporate social responsibility and overall growth of the Company and shall in all respects diligently and faithfully observe all lawful orders and instructions of the Company in relation to the conduct of the business of the Company and shall not divulge any secrets or dealings relating thereto.</p> <p>He shall subject to the control and overall directions of Board of Directors, be responsible for all day to day affairs and management of the Company except such matters which are specifically required to be done by the Board either by the Act or by the Articles of Association of the Company.</p>										
<b>Remuneration</b>	<p>Mr. Shailendra Kumar Tripathi will be paid monthly salary, allowances, perquisites and amenities in the following manner subject to overall ceiling laid down under Section 197 and Schedule V of the Act:</p> <table border="1"> <thead> <tr> <th colspan="2">I. Salary &amp; Allowances:</th> </tr> </thead> <tbody> <tr> <td>Basic Salary</td> <td>: ₹ 12,10,000 per month (Rupees Twelve Lakh Ten Thousand only)</td> </tr> <tr> <td>*Other Allowances / Reimbursement of expenses</td> <td>: ₹ 13,86,467 per month (Rupees Thirteen Lakh Eighty Six Thousand Four Hundred Sixty Seven only)</td> </tr> <tr> <td>**Retirement Benefits</td> <td>: ₹ 1,53,533 per month (Rupees One Lakh Fifty Three Thousand Five Hundred Thirty Three only)</td> </tr> <tr> <td><b>Total</b></td> <td>: ₹ 27,50,000 per month (Rupees Twenty Seven Lakh Fifty Thousand only)</td> </tr> </tbody> </table>	I. Salary & Allowances:		Basic Salary	: ₹ 12,10,000 per month (Rupees Twelve Lakh Ten Thousand only)	*Other Allowances / Reimbursement of expenses	: ₹ 13,86,467 per month (Rupees Thirteen Lakh Eighty Six Thousand Four Hundred Sixty Seven only)	**Retirement Benefits	: ₹ 1,53,533 per month (Rupees One Lakh Fifty Three Thousand Five Hundred Thirty Three only)	<b>Total</b>	: ₹ 27,50,000 per month (Rupees Twenty Seven Lakh Fifty Thousand only)
I. Salary & Allowances:											
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**Retirement Benefits	: ₹ 1,53,533 per month (Rupees One Lakh Fifty Three Thousand Five Hundred Thirty Three only)										
<b>Total</b>	: ₹ 27,50,000 per month (Rupees Twenty Seven Lakh Fifty Thousand only)										

	<p>* It includes Medical Reimbursement, Food Coupons, Gift Voucher, Children Education Allowance, Extra Allowance and other perquisites.</p> <p>** It includes Superannuation and Employer's contribution to Provident Fund. He will be entitled for gratuity as per the Payment of Gratuity Act, 1972.</p> <p>The Dy. Managing Director shall be entitled to such increment in addition to the above remuneration every year as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.</p> <p><b>II. Perquisites:</b></p> <p><b>PART – A:</b></p> <p>(i) Mediciam Insurance</p> <p>Medical Health Insurance premium for self and family under Mediciam specified under Section 80D of the Income Tax Act, 1961 as per Company's rules.</p> <p>(ii) Club Fees</p> <p>The Company shall pay membership fees of one club at Mumbai.</p> <p>(iii) Personal Accident Insurance</p> <p>Premium for Group Personal Accident Insurance.</p> <p><b>PART- B:</b></p> <p>Telephone at residence shall be provided for business related use at Company's expense. Personal outstation calls shall be on personal account.</p> <p>Working hours / days and leaves (including leave encashment) would be as per Company's rules.</p> <p><b>III. Profit Linked Incentive / Commission:</b></p> <p>Mr. Tripathi will be entitled to Profit Linked Incentive / Commission in addition to the basic salary, allowances, perquisites, calculated with reference to the net profits in a particular financial year, as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors within the limit stipulated under Section 197 and schedule V of the Act including any statutory modifications or re-enactment thereof.</p> <p>In terms of the Scheme, all employees of JMC has become employees of the Company, without any interruption in service and (on the basis of continuity of service), on terms and conditions no less favourable than those on which they were engaged by JMC. Accordingly, Mr. Tripathi will also be paid Profit Linked Incentive / Commission from the Company for the period of 1<sup>st</sup> April, 2022 till the dissolution of JMC, as the same was forming part of his service at JMC as approved by the Board/Shareholders of JMC.</p>
<b>Minimum Remuneration</b>	In the event of loss or inadequacy of profits in any Financial Year, Mr. Tripathi shall subject to requisite approvals, if any be paid remuneration by way of Salary, Perquisites, performance pay, other allowances and benefits as specified above subject to the limits, if any, set out in Schedule V of the Act from time to time.
<b>Notice period</b>	The appointment of Dy. Managing Director may be terminated by either party giving to the other 6 months' notice in writing. However, the appointment may be terminated by giving less than 6 months' notice by mutual agreement between the parties. In case of termination, the applicable cost of salary and allowances, if any, in lieu of notice period shall be borne by the party who is responsible for non-observance of agreed notice period.

The Brief profile of Mr. Shailendra Kumar Tripathi, 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 information is annexed to this Explanatory Statement.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing to appoint Mr. Shailendra Kumar Tripathi as Dy. Managing Director of the Company.

Pursuant to the provisions of Section 196 and all other applicable provisions of the Act, terms and conditions of appointment and the remuneration payable to Mr. Shailendra Kumar Tripathi as Dy. Managing Director is now being placed before the members for their approval by way of a Special Resolution.

Mr. Shailendra Kumar Tripathi satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The terms and conditions of appointment of Mr. Shailendra Kumar Tripathi 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 a Special Resolution.

Mr. Shailendra Kumar Tripathi is interested in the resolution set out at Item No. 1 of the Notice. The relatives of Mr. Shailendra Kumar Tripathi 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 these resolution.

#### **ITEM NO. 2:**

As per Section 180 (1) (a) of the Companies Act, 2013 (the Act), the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, only with the consent of the shareholders by a special resolution.

The Company creates charges on its various assets, both present and future, by way of hypothecation or mortgage or otherwise. Accordingly, the Shareholders of the Company at its meeting held on 30<sup>th</sup> July, 2019 authorized the Board of Directors to create charge on various assets of the Company for an amount not exceeding Rs. 12,000/- Crores over and above its paid-up capital, free reserves and securities premium under the provisions of Section 180(1)(a) of the Act. The effective limit based on such proposition currently comes to about Rs. 16,000/- Crores.

The Hon'ble National Company Law Tribunal, Ahmedabad Bench ("Tribunal") vide its order dated 21<sup>st</sup> December, 2022 ("Order") has sanctioned the Scheme of Amalgamation of JMC Projects (India) Limited ("JMC or Transferor Company") with Kalpataru Power Transmission Limited ("Company") and their respective shareholders ("Scheme"), under Sections 230 to 232 and other applicable provisions of the Act.

The shareholders of JMC, at its meeting held on 29<sup>th</sup> July, 2019, under the provisions of Section 180(1)(a) of the Act authorized the Board of Directors to create charge on various assets of JMC for an amount not exceeding Rs. 9,000 Crores.

In terms of Clause 13 of the Scheme, the resolutions passed by JMC, as the case may be, as considered necessary by the Board of the Company, shall continue to be valid and subsisting and be considered as resolutions passed by the Company and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the aggregate of the said limits (i.e. combined of JMC and the Company) will apply.

The Board of Directors of the Company at its meeting held on 29<sup>th</sup> December, 2022 decided to continue said resolution passed by the shareholders of JMC and accordingly, by virtue of said Clause in the Scheme, the combined limit for creation of charge on assets of the Company, after effectiveness of Scheme shall be Rs. 25,000 Crores.

The Board of Directors, however, as a matter of good governance practice, directed to obtain the approval of shareholders for combining such limit.

The merged entity will require this limits to achieve revenue growth with such a healthy order book. Further, looking to substantial Order inflows, the Company shall be required to avail incremental non-fund based borrowings in the form of Bank Guarantees (for performance guarantees, advance money guarantees and other purposes), Letter of Credit etc. to meet with the business requirement apart from other Long Term and Short Term borrowings and such Borrowings would be required to be secured against assets of the Company.

No approval of shareholders is ought to be sought for combining limits under Section 180(1)(c) of the Act as the standalone limit approved by the shareholders of the Company in the year 2014 will suffice the borrowing requirements of the merged entity.

The Board recommends the resolution set out at Item No. 2 of the Notice for your approval by way of passing a Special Resolution.

None of the Directors or key managerial personnel of the Company or any of their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

#### **ITEM NO. 3:**

The Trademark for the word "Kalpataru" (word per se) as well as the "Tree Logo" and related artwork, forms, signs,

symbols, style, colors etc. (hereinafter collectively referred as “**Trademark**”) is legally and beneficially owned and held by Kalpataru Business Solutions Private Limited (“**KBSPL**”) as a registered proprietor. The Trademark was originated and owned by Kalpataru Properties Private Limited (“**KPPL**”) and was subsequently assigned by KPPL to KBSPL.

The Trademark has been used by the Promoters of your company since about 1960. The Trademark was registered as a trademark since 1980s in respect of various goods and services. Since 1993, the Promoters of the Company have permitted the Company to use the Trademark as a part of the corporate name and as a trademark in connection with the course of various business segments of the Company. As a registered proprietor of the Trademark, KBSPL has made significant efforts to secure registrations across various classes of trademarks and service marks and has defended the Trademark against any infringement to ensure the benefit of sustained goodwill and reputation gained by the businesses operated under the Trademark. In 2011, the Hon’ble Bombay High Court was pleased to declare the Trademark as a “**Well known Trademark**”.

KBSPL is controlled by the Promoters of the Company viz. Mr. Mofatraj Pukhraj Munot and Mr. Parag Mofatraj Munot and their relatives.

Since 1993, the Company was permitted to use the Trademark as a part of its corporate name and trademark for its goods and services without any formal agreement. Since 1993, the Company has not paid any licence fee or royalty for the same.

Recently, on 21<sup>st</sup> December 2022, the Hon’ble Ahmedabad Bench of the National Company Law Tribunal approved the Scheme of Amalgamation of JMC Projects (India) Limited (“**JMC**”) with the Company and their respective shareholders (“**Scheme**”), under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. Pursuant to the approval of the Scheme, the entire business of JMC has been transferred to and vested in the Company in accordance with the terms and conditions of the Scheme. As an integral part of the Scheme, the Memorandum of Association of the Company has been altered to the extent of inclusion of the main objects pursued by JMC as per its Memorandum of Association. Given the diversified businesses of the combined entity, and to pursue accelerated growth, the Company will continue using the said Trademark as part of corporate name and as a trademark for various strategic and operational reasons.

The Company’s vision 2025 embarks on a consolidated annual revenue of USD 3 billion, order book of USD 6 billion, footprint in 100 countries with local presence in 5 countries, and to be the best in class in ESG ratings. In order to achieve the vision of 2025, it is imperative that the Company reaps the benefit of continued use of the corporate name “Kalpataru” and the Trademark. As a consequence of the amalgamation of JMC with the Company, the Company as a combined / merged entity will have a significant presence in India and overseas with offerings in well-diversified areas of power transmission

and distribution, construction of buildings and factories, other major infrastructure service provider in water, railways, oil and gas sectors as well as heavy civil infrastructure. Vision 2025 proposes that the Company aspires to venture into new geographies worldwide when the reputation and goodwill of the corporate name Kalpataru and the Trademark will play a very crucial role. Some of the benefits and advantages of the use of the Trademark are:

- The brand “Kalpataru” is well established in domestic and overseas /regions and earned an impeccable reputation, goodwill and trust amongst customers/markets.
- “Kalpataru” is a well-recognized, well-reputed and well-known brand in the EPC sector which makes it operationally smooth for the Company to deal with new customers and establish credentials without going through a very lengthy and time-consuming process. The Trademark has established a sense of belongingness, care, trust and family culture that helps in retaining talent.
- The Company has evolved as the “EPC contractor of Choice” across competitive markets which enables the pathway to attract and open gateways for contractors/ sub-contractors, suppliers, vendors, service providers specifically in remote areas.
- “Kalpataru” is also well-known name in banking sector and based on the Company’s experience, the arrangement with banks and financial institutions in relation to various financing facilities and credit lines for the business more specifically in overseas markets has been smooth and sound in form.

The Company is of the view that the combined entity and the diversified business will have infringement-related risks which shall be required to be dealt with appropriate measures, and brand strategies, namely registration of the Trademark in foreign jurisdictions as may be considered appropriate by KBSPL, and safeguarding the Trademark at the global level. These protective measures and brand strategies would facilitate the integrated businesses of the combined entity providing a consistent flow of desired quality and quantity of services without interruptions.

The Company proposes to continue using the Trademark “Kalpataru” in connection with all its businesses and pay a licence fee to KBSPL on a going-forward basis. It is imperative for the Company to retain the use of a Trademark in its corporate name especially when it is expanding its business and aspiring to achieve a consolidated revenue of USD 3 billion, an order book of USD 6 billion, International presence in 100 countries and local presence in 5 countries by 2025.

Towards accomplishing the Company’s Vision 2025, the use of the Trademark will play a very crucial role from the perspective of the unique position gained by it, by virtue of its reputation, quality and governance standards, health & safety standards, project execution pace, etc.

The proposed Intellectual Property Licence Agreement (“**IP Agreement**”) formalizes an informal bona fide arrangement between the Promoters and the Company, a permissive use of the Trademark that the Company has immensely benefitted from for more than 30 years. It also ensures that KBSPL as a registered proprietor of the Trademark will continue to preserve, protect and augment intellectual property law protection. Over a period of the next few years, KBSPL will consider registration of the Trademark in new geographies where the Company wants to venture and continue to offer the best protection against potential infringers and business competition.

Since 1993, the Company has not paid any licence fee for the use of the Trademark or corporate name while the Company has significantly benefitted from the use of the Trademark and corporate name. Under the IP Agreement, the Company proposes to pay a fixed sum of INR 10 crore per year for an initial period of 5 years for the use of the corporate name and Trademark by the Company. The IP Agreement provides for a renewal of the licence on such terms and conditions as may be mutually agreed between the Company and KBSPL, provided however that the IP Licence Fee payable by the Company shall be evaluated and shall be at arm’s length for any financial year and in no event shall exceed 0.25% of the consolidated annual turnover of the Company.

KBSPL is a ‘related party’ with reference to the Company under the applicable law and regulations and accordingly the IP Agreement proposed to be executed by the Company with KBSPL constitutes a ‘related party transaction’. Accordingly, it requires prior approval of the Audit Committee.

In terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), a transaction with related party involving payments made to a related party with respect to brand usage or royalty shall be considered material, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year, exceeds 5% of the annual consolidated turnover of the listed company as per the last audited financial statements. Further, SEBI LODR Regulations provide that all material related party transactions shall require prior approval of the shareholders through resolution, and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

In terms of provisions of Section 177 of the Companies Act, 2013 and Regulation 23 of SEBI LODR Regulations, all related party transactions require prior approval of the Audit Committee and the related party transactions which are not material related party transactions are not required to be approved by the members of the Company. With reference to the nature of the proposed transaction, and to determine the arm’s length price in relation to the IP Licence Fee to be paid by the Company to KBSPL, the Company obtained a report from M/s Ernst and Young LLP, independent Chartered Accountants, on benchmarking of the IP Licence Fee payable by the Company under the proposed IP Agreement. After considering various approaches and peer comparison, Ernst & Young LLP have confirmed that the consideration of INR 10 crores per year proposed to be paid by the Company to KBSPL for the use of the corporate name and trademark as annual fixed IP Licence Fee for the initial period of 5 years is at arm’s length. Considering the consolidated annual turnover of the Company for FY 2021-22, the proposed annual IP Licence Fee payable by the Company constitutes only 0.07% of the consolidated annual turnover of the Company.

The members may note that considering the proposed terms and conditions of the IP Agreement, the proposed transaction is neither a material related party transaction in terms of Regulation 23 of SEBI LODR Regulations nor pursuant to the provisions of Section 188 of the Companies Act, 2013 or Rules made thereunder. Accordingly, the execution of the proposed IP Agreement does not require any approval of the members of the Company.

Further, M/s. Khaitan & Co., Advocates & Solicitors, advised the Audit Committee and provided their Independent Opinion to the Audit Committee on the fairness of the terms and conditions also provided in the draft IP Agreement. M/s. Ernst and Young LLP also provided their Independent Report to the Audit Committee confirming the arm’s length nature of the IP Licence Fee proposed to be paid under the transaction.

Based on above opinions and discussions, the Audit Committee and Board of Directors approved execution of IP Agreement with KBSPL and recommended the same for the approval of Shareholders of the Company.

Such approval would be obtained by way of an Ordinary Resolution and all the members shall be entitled to vote on such resolution in accordance with applicable law.

**DETAILS OF THE PROPOSED TRANSACTION AND OTHER PARTICULARS THEREOF AS PER RULE 15 OF THE COMPANIES (MEETINGS OF BOARD AND ITS POWERS) RULES, 2014 READ WITH SECTION 188 THE ACT, AS AMENDED TILL DATE AND SEBI CIRCULAR NO. SEBI/ HO/CFD/CMD1/CIR/P/2021/662 DATED NOVEMBER 22, 2021 IS AS UNDER:**

Sr. No.	Description	Details
1.	<b>Details of Summary of information provided by the management to the Audit Committee</b>	
a)	<b>Type, material terms and particulars of the proposed transaction</b>	As detailed above and also covered in sub-clause (d) herewith.
b)	<b>Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);</b>	Kalpataru Business Solutions Private Limited ("KBSPL") is directly and indirectly owned and controlled by Promoters of the Company. Both companies are related parties as on date of this Notice.
c)	<b>Name of the director or key managerial personnel who is related, if any and nature of relationship</b>	Mr. Mofatraj Pukhraj Munot and Mr. Parag Mofatraj Munot, who are Non-Executive Directors of the Company are the Directors of KBSPL and also, directly or indirectly control KBSPL.
d)	<b>Nature, material terms, monetary value and particulars of contracts or arrangement</b>	This resolution involves entering into the transaction with KBSPL, related party of the Company, with respect to payment of lumpsum Intellectual Property Licence Fee at the rate of INR 10 crore, per annum, for the purpose of usage registered Trademark(s), on the terms and conditions of the IP Agreement that may be executed, for an initial period of 5 years.
e)	<b>Tenure of the proposed transaction</b>	The IP Agreement shall remain in force for a period of 5 (Five) years from the Effective Date. The IP Agreement may be renewed thereafter for further term on mutually agreed terms and conditions to be arrived at by and between the parties 6 months before expiry of the aforesaid 5 (Five) years. In case of renewal of the IP Licence Agreement, the IP Licence Fee shall be mutually agreed between the Company and KBSPL, provided however that the IP Licence Fee payable by the Company shall be evaluated and shall be at arm's length for any financial year and in no event shall exceed 0.25% of the consolidated annual turnover of the Company, subject to minimum License Fees of INR 10 Crores per annum.
f)	<b>Value of the proposed transaction</b>	INR 10 Crores, per annum for an initial period of 5 years
g)	<b>Percentage of annual consolidated turnover of the Company considering FY 2021-22 as the immediately preceding financial year, that is represented by the value of the proposed transaction</b>	0.07%
2.	<b>Justification for the transaction</b>	The detailed justification has been elucidated above.
3.	<b>A copy of the valuation or other external party report, if any such report has been relied upon</b>  <b>A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder</b>	Ernst & Young LLP provided their Independent Report to the Audit Committee conforming the arm's length nature of the proposed transaction.  The report is also available for inspection by the members of the Company. They may follow the process for inspection of document as mentioned in "Notes" section forming part of this Notice.
4.	<b>Any other information that may be relevant</b>	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act forming part of this Notice.

The physical copies of the documents mentioned in the notice & explanatory statement will be available at the Company's registered office for inspection during normal business hours on working days.

The Board recommends the resolution set out at Item No. 3 of the Notice for your approval by way of passing an Ordinary Resolution. All members of the Company are entitled to vote on said resolution in accordance with applicable law.

Mr. Mofatraj P. Munot and Mr. Parag Munot and their relatives are interested in above resolution. Except them, none of the Directors and Key Managerial Personnel or their relatives are interested in this resolution, except to the extent of their shareholding in the Company, if any.

By order of the Board

For **Kalpataru Power Transmission Limited**

Date: 10<sup>th</sup> February, 2023  
Place: Mumbai

**Shweta Girotra**  
Company Secretary

**Registered Office:**

Plot No.101, Part-III, GIDC Estate,  
Sector-28, Gandhinagar – 382028.  
CIN: L40100GJ1981PLC004281  
email: [cs@kalpatarupower.com](mailto:cs@kalpatarupower.com)  
website: [www.kalpatarupower.com](http://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. Mr. Shailendra Kumar Tripathi

Name	Mr. Shailendra Kumar Tripathi
Age	58 years
Date of first appointment on the Board	4 <sup>th</sup> January, 2023
Brief resume/ Qualification/ Expertise in specific functional area/Experience	Mr. Shailendra Kumar Tripathi is a Civil Engineer from Government Engineering College, Jabalpur, Madhya Pradesh. He has over three decades of experience in the field of project planning and execution of large size infrastructure projects involving roads and airports. His technical, strategic decisions and leadership skills coupled with his sound financial and business acumen has helped JMC Projects (India) Limited ("JMC") to build leading position in the infrastructure and civil construction business. He joined JMC in the year 2008 and was appointed as Managing Director of JMC w.e.f. 10 May, 2021.
Remuneration Last Drawn	Fresh appointment
Remuneration proposed to be paid	As per the resolution contained in Postal Ballot notice read with explanatory statement thereto
No. of shares held in the Company	Nil
Relationship with other Directors and Key Managerial Personnel	None
Other Companies in which he is a Director excluding Directorship in Private and Section 8 Companies	None
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Company	None
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of other Listed Companies in which he is a Director	None
Number of Meetings of the Board attended during the year	Not Applicable
Listed entities from which Mr. Shailendra Kumar Tripathi has resigned in the past three years	None

List of directorship of other listed entities	Chairmanship / Membership of Committees of the Board in such companies
None	None