

**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/23-24
13thApril, 2023

BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai - 400 001 Scrip Code: 522287	National Stock Exchange of India Ltd. 'Exchange Plaza', C-1, Block 'G', Bandra-Kurla Complex Bandra (E) Mumbai – 400 051 Scrip Code: KALPATPOWR
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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 change of name of the Company from Kalpataru Power Transmission Limited to Kalpataru Projects International Limited and consequential alteration of the Memorandum of Association and Articles of Association of the Company.

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. Tuesday, 11th April, 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.

The e-voting period commences from 9.00 a.m. (IST) on Saturday, 15th April, 2023 and ends at 5.00 p.m. (IST) on Sunday, 14th May, 2023.

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**

Shweta Girotra

Company Secretary & Compliance Officer

Encl.: a/a

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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 2321 4000 Fax: +91 79 2321 1966
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, 3/2022 dated 5th May, 2022, 11/2022 dated 28th 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 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 resolution 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 Sunday, 14th May, 2023, (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 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 Tuesday, 16th May, 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 and on the website of Central Depository Services (India) Limited (CDSL) <https://www.evotingindia.com/>

SPECIAL BUSINESS:

ITEM NO. 1: Approval for change of name of the Company from Kalpataru Power Transmission Limited to Kalpataru Projects International Limited and consequential alteration of the Memorandum of Association and Articles of Association of the Company.

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**: -

“RESOLVED THAT pursuant to provisions of Section 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulations 44 and 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”) as applicable, provisions of the Memorandum of Association

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 Central Government / Ministry of Corporate Affairs / Stock Exchange(s) / appropriate regulatory and other authorities, 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, which may be agreed to by the Board of Directors of the Company (the “**Board**”), and subject to all other necessary approvals, consents, permissions and sanctions as may be required under any other law, rules and regulations, the consent of the members of the Company be and is hereby accorded for changing the name of the Company from “Kalpataru Power Transmission Limited” to “Kalpataru Projects International Limited” and consequent alteration in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT Clause I i.e. Name Clause of the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

“1. The name of the Company is Kalpataru Projects International Limited”.

RESOLVED FURTHER THAT the name Kalpataru Power Transmission Limited wherever it appears in the Memorandum of Association and Articles of Association be substituted with the new name “Kalpataru Projects International Limited” and be deemed substituted in all other necessary documents including agreements and contracts entered into by the Company, name boards, letter heads and at all other places wherever appearing.

RESOLVED FURTHER THAT any of the Director of the Company or the Company Secretary of the Company be and are hereby severally authorized to make, sign, execute and file necessary applications, e-forms, returns, and documents as may be considered necessary or expedient including appointing attorney(s) or authorized representatives under appropriate Letter(s) of Authority, to appear before the Central Government, Ministry of Corporate Affairs, Stock Exchanges where shares of the Company are listed, and such other Regulatory or Statutory Authorities, as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to this resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit.”

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

Date: 10th April, 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
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.
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 Tuesday, 11th April, 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, website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and website of the Depository i.e. CDSL i.e. 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. 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 16th March, 2023 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 Central Depository Services (India) Limited (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. Sunday, 14th May, 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 from their registered e-mail addresses mentioning their names, folio numbers, 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:**

Commencement of e-voting	09:00 a.m. (IST) on Saturday, 15 th April, 2023
Conclusion of e-voting	05:00 p.m. (IST) on Sunday, 14 th May, 2023

During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on Tuesday, 11th April, 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 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., Tuesday, 11th April, 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. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.
 - 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.
 - 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 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.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 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 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 toll free no.1800 22 55 33
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 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 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"> 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.

- 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/her 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. There is also an optional provision to upload BR/ POA, if any uploaded, which will be made available to scrutinizer for verification.

For the attention of Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e., other than individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the 'Corporates' module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non-individual shareholders are required mandatory 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 (self-attested scanned copy) by e-mail to the RTA at 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, 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 toll free no.1800 22 55 33.

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 Company was incorporated on April 23, 1981 under the provisions of the Companies Act, 1956 and is engaged in the business of power transmission and infrastructure EPC space executing projects that deliver complete solutions covering design, testing, manufacturing, fabrication, erection and construction of transmission lines, oil and gas infrastructure and railways projects on a turnkey basis. The Company is also engaged in high voltage substation business both in air insulated (AIS) and gas insulated (GIS) segment in domestic as well as international markets. The Company has also set up two biomass power generation plants in Rajasthan.

The National Company Law Tribunal (NCLT), Ahmedabad Bench vide its order dated 21st December, 2022 has sanctioned the Scheme of Amalgamation of JMC Projects (India) Limited ("JMC") with the Company and their respective shareholders ("Scheme"). Pursuant to the Scheme, entire business of JMC viz. EPC business of infrastructure (highways, flyovers, elevated corridors, metros, railways, bridges, water supply

& irrigation projects), construction of buildings (high-rise, integrated township, residential, commercial, information technology parks, institutional, hospital, sports complex, tourism projects), factories, industrial plants & power projects among others, got amalgamated with the Company. The Appointed Date under the Scheme was 1st April, 2022. The Scheme was made effective on 4th January, 2023.

Pursuant to the Scheme, the entire business of JMC got transferred and vested in the Company. Accordingly, as an integral part of the Scheme, the Memorandum of Association of the Company was altered by including the main objects pursued by JMC under its Memorandum of Association.

Considering the altered object clause and diversified business areas of the combined entity, the members of the Company may note that the Board of Directors of the Company on 29th December, 2022 had approved the proposal for change of name of the Company from “Kalpataru Power Transmission Limited” to “Kalpataru Projects International Limited”, in order to judiciously reflect its aggregate business activities in the name of the Company, subject to the approval of Ministry of Corporate Affairs (‘MCA’), the members of the Company and other relevant Statutory and Regulatory authorities.

Government of India, Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre, Gurgaon has given its no objection in the availability of the changed name “Kalpataru Projects International Limited” on 1st April, 2023.

Accordingly, the Board of Directors vide resolution passed on 10th April 2023, adopted the new name and approved change of name of the Company, subject to necessary approvals.

During the last five years, there has been no change in the name and registered office of the Company. The equity shares of the Company are listed on the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”). The non-convertible debentures issued by the Company are listed on BSE.

The proposed change of name of the Company as aforesaid would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members/

stakeholders and would be subject to approval of Ministry of Corporate Affairs. As per the provisions of Companies Act, 2013 (“the Act”), approval of the shareholders is required for changing the name of the Company and consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

The Company is in compliance with the conditions provided under Regulation 45(1) of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), with respect to change of name of the listed entity, to the extent they are applicable. A Certificate obtained from Harshil Patel & Co., Chartered Accountants (Firm registration number 148237W) dated 17th March, 2023 to this effect is annexed hereto and forms part of this Notice and explanatory statement.

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.

None of the Directors / Key Managerial Personnel of the Company and/or their relatives is / are, in any way, concerned or interested in the said resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends passing of this resolution as a Special Resolution, through Postal Ballot.

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

Date: 10th April, 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
website: www.kalpatarupower.com
Tel.: +91 79 232 14000

ANNEXURE: CERTIFICATE OBTAINED FROM HARSHIL PATEL & CO., CHARTERED ACCOUNTANTS

REF: HPC/KPTL/FY2022-23/MARCH-6

To,

The Board of Directors

Kalpataru Power Transmission Limited (hereinafter referred to as the “Company”)

Plot no. 101, Part-III, G.I.D.C. Estate,

Sector-28, Gandhinagar-382028,

Gujarat, India.

INDEPENDENT PRACTITIONER'S REPORT PURSUANT TO REGULATION 45(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. This report is issued in accordance with the terms of the engagement letter dated 13 December 2021.
2. The accompanying Statement contains the details required to comply pursuant to Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR, 2015”) for the proposed name change of the Company from Kalpataru Power Transmission Limited to Kalpataru Projects International Limited (referred to as the “Statement”) sought by the Company for submission to the shareholders of the Company as well as Securities and Exchange Board of India (“SEBI”), BSE Limited (“BSE”), the National Stock Exchange of India Limited (“NSE”), Registrar of Companies, Ministry of Corporate Affairs (“MCA”) and other regulatory authorities, prepared by the management of the Company, which I have initialed for identification purposes only.

Management's Responsibility

3. The preparation of the Statement is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management of the Company is also responsible for ensuring that the Company complies with the requirements of the SEBI LODR, 2015 and provides all relevant information.

Practitioner's Responsibility

5. My responsibility, for this report, is to obtain reasonable assurance that (a) a period of at least one year has elapsed from the last name change, and (b) more than fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name.
6. I have conducted my examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India (“ICAI”). The Guidance Note requires that I comply with the ethical requirements of the Code of Ethics issued by ICAI.
7. I have complied with the relevant applicable requirements of the Standard on Quality Control (“SQC”) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on my examination, as above, and according to the information and explanations provided to me by the management of the Company, I report that:
 - (a) a time period of at least one year has elapsed from the last name change, and
 - (b) more than fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name.

Restriction on Use

9. This report is provided solely to enable compliance with the requirements of the SEBI LODR, 2015 for submission to the shareholders of the Company as well as SEBI, BSE, NSE, MCA and other regulatory authorities and should not be used by

any other person or for any other purpose, other than during the regulatory process for change of name of the Company. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or whose hands it may come without my prior consent in writing.

FOR HARSHIL PATEL & CO.
Chartered Accountants
(Firm Registration No: 148237W)

(Sd/-)

Place: Ahmedabad
Date: 17 March 2023

HARSHIL PATEL
Proprietor (Membership No.: 143444)
(UDIN: 23143444BGPLPD1545)

DETAILS TO COMPLY WITH THE PROPOSED NAME CHANGE PURSUANT TO REGULATION 45(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

	Existing Name	Proposed Name
	Kalpataru Power Transmission Limited	Kalpataru Projects International Limited

##	Particulars	Remarks
	Conditions of Regulation 45(1) of SEBI LODR 2015	
(a)	A time period of at least one year has elapsed from the last name change.	Yes – Refer to Note (1) below.
(b)	at least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name, or	Yes - Refer to Note (2) below.

Notes:

1. The name of the Company was last changed on 4 January 1994. There were no changes in name of the Company after 4 January 1994.
2. Pursuant to the amalgamation of JMC Projects (India) Limited (“JMC”) with the Company having an Appointed Date of 1 April 2022, and Effective Date of 4 January 2023, the combined entity is executing Projects, in the domestic market as well as International market. Accordingly, the condition of at least fifty percent of the total revenue in the preceding one-year period to be accounted for by the new activity suggested by the new name is duly met by the combined entity.