

KPIL/23-24
11th July, 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: KPIL
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Sub.: Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Acquisition of balance 49% equity stake in Fasttel Engenharia S.A.

Dear Sir / Madam,

This has reference to our intimations dated 5th February, 2021 and 8th April, 2021 regarding acquisition of 51% stake in Fasttel Engenharia S.A., Brazil ('Fasttel') along with management control by Kalpataru Power Do Brasil Participações Ltda. ('KPBPL'), Brazil, a Wholly Owned Subsidiary ("WOS") of the Company.

We are pleased to further inform that KPBPL has on 10th July, 2023 has acquired balance 49% equity stake in Fasttel. Accordingly, Fasttel has now become WOS of KPBPL.

Disclosure of information as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

SN	Particulars	Details
a.	Name of the target entity, details in brief such as size, turnover etc.	Fasttel Engenharia S.A. ("Fasttel"), Brazil Gross Turnover for FY ended 31-03-2023: Approx. Brazilian Real ("BRL") 308 Million (~USD 59.8 Million) Profit/(Loss) after Tax for FY ended 31-03-2023: Approx. BRL (28) Million [~USD (5.4) Million] Net worth as on 31-03-2023: Approx. BRL (19.3) Million [~USD (3.7) Million] It has over 1700 employees currently. The order book of Fasttel as on 31-03-2023 is BRL 603 Million (USD 117 million).
b.	Whether the acquisition would fall within related party transaction(s) and whether	49% equity shares of the step down subsidiary are being acquired from existing shareholders

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	the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	of Fasttel who are not related to the acquirer i.e KPBPL or the Company. The acquisition does not fall within related party transaction(s) and promoter/promoter group/group companies does not have any interest in the Target entity except that the WOS of the Company namely KPBPL already holds 51% equity stake in the Target Company and it is acquiring remaining 49% stake from an unrelated party.
c.	Industry to which the entity being acquired belongs	The entity being acquired is in same line of business as that of the Company i.e. EPC Company engaged in Power Transmission & Distribution and Sub-station.
d.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The equity stake of KPBPL in Fasttel will increase from 51% to 100%. Consequent thereto, Fasttel will become a WOS of KPBPL and also a step-down WOS of the Company. The acquisition will further strengthen KPIL’s position in the Brazilian and Latin American market. Brazil and Latin America are very attractive markets for T&D infrastructure since a lot of projects are being launched in said markets. The Company shall gain from the increased investments and upcoming auctions in the local market.
e.	Brief details of any governmental or regulatory approvals required for the acquisition	No significant specific governmental or regulatory approval is required for the acquisition.
f.	Indicative time period for completion of the acquisition	10 th July, 2023
g.	Nature of consideration	Cash – payment through banking channels
h.	Cost of acquisition or the price at which the shares are acquired	The Company through KPBPL has acquired balance 49% equity shares at consideration of BRL 9710.90.
i.	Percentage of shareholding/control acquired and/or number of shares acquired	The Company through KPBPL has acquired in aggregate 971,090 equity shares which represent 49% of share capital of Fasttel.
j.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in	Fasttel was incorporated on 8 th February, 1988 in Curitiba city in the state of Parana in southern part of Brazil.

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<p>which the acquired entity has presence and any other significant information</p>	<p>It is an established EPC player with more than 3 decades of presence, having footprints in almost all Brazilian states. It has developed thousands of kilometers of transmission lines up to 750 kV and substations up to 500 kV Voltage level. Fasttel is working with various reputed customers/developers across the Brazil. Fasttel is well positioned for actively participating in studies and solutions for the various upcoming projects including the auctions announced by Agência Nacional de Energia Elétrica, Brazil (“ANEEL”).</p> <p>Last 3 years Turnover of Fasttel is as under:</p> <table border="1" data-bbox="824 695 1433 968"> <thead> <tr> <th>Year</th> <th>Approx. Gross Turnover (BRL Million)</th> <th>Approx. Gross Turnover (USD Million)*</th> </tr> </thead> <tbody> <tr> <td>FY 23</td> <td>308</td> <td>59.8</td> </tr> <tr> <td>FY 22</td> <td>428</td> <td>80.2</td> </tr> <tr> <td>FY 21</td> <td>235</td> <td>43.5</td> </tr> </tbody> </table> <p><i>*Conversion rates BRL/USD have been taken based on average monthly closing rate.</i></p>	Year	Approx. Gross Turnover (BRL Million)	Approx. Gross Turnover (USD Million)*	FY 23	308	59.8	FY 22	428	80.2	FY 21	235	43.5
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FY 23	308	59.8											
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Kindly take the same on your records and oblige.

Thanking you,

Yours faithfully,

For **Kalpataru Projects International Limited**

Shweta Girotra
Company Secretary and Compliance Officer