



KALPA-TARU®

KALPATARU POWER TRANSMISSION LIMITED

Factory & Registered Office :

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

Tel. : +91 79 232 14000

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

E-mail : mktg@kalpatarupower.com

CIN : L40100GJ1981PLC004281

KPTL/21-22
30th March, 2022

BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street, Fort MUMBAI - 400 001. <u>Script Code: 522287</u>	National Stock Exchange of India Ltd. 'Exchange Plaza', C-1, Block 'G', Bandra-Kurla Complex Bandra (E) MUMBAI – 400 051. <u>Script Code: KALPATPOWR</u>
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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 Mr. Mofatraj P. Munot (DIN: 00046905) as a Non-Executive Chairman for a period of 5 years.

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. Friday, 25th March, 2022 (“Cut-off date”).

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

The e-voting period commences from 9.00 a.m. (IST) on Friday, 1st April, 2022 and ends at 5.00 p.m. (IST) on Saturday, 30th April, 2022.



ISO 9001 CERTIFIED COMPANY

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

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



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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


Rajeav Kumar
Company Secretary



Encl.: a/a

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POWER TRANSMISSION LIMITED

KALPATARU POWER TRANSMISSION LIMITED

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

POSTAL BALLOT NOTICE

TO THE MEMBERS OF THE COMPANY

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

NOTICE IS HEREBY given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), read with the Companies (Management and Administration) Rules, 2014, (‘Rules’), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as ‘the MCA Circulars’), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the following **Special 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 Saturday, 30th April, 2022, (the last day to cast vote electronically) to be eligible to be considered.

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

The Scrutiniser will submit his report to the Chairman or any authorised person of the Company and the results of the Postal Ballot will be announced on or before 4th May, 2022. The said results would be displayed at

the Registered Office of the Company and intimated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website www.kalpatarupower.com and on the website of Central Depository Services (India) Limited (CDSL) <https://www.evotingindia.com/> and National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com/>

SPECIAL BUSINESS:

ITEM NO. 1 – To consider appointment of Mr. Mofatraj P. Munot (DIN: 00046905) as a Non-Executive Chairman for a period of 5 years

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

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of members of the Company be and is hereby accorded for appointment of Mr. Mofatraj P. Munot (DIN: 00046905), who has already attained the age of seventy seven years and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature to the office of Director, as Non-Executive Chairman of the Company, for a period of five years commencing from the date of receipt of voting results of this resolution.”

By order of the Board

For **Kalpataru Power Transmission Limited**

Date: 22nd March, 2022
Place: Mumbai

Rajeev Kumar
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:

- An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') setting out the material facts relating to the business to be transacted is annexed hereto. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking appointment is annexed hereto.
- 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 Friday, 25th March, 2022 (cut-off date) and who have registered their e-mail addresses with the Company/Depositories. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA Circulars.
- 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.
- The Postal Ballot Notice has also been placed on the websites of the Company i.e www.kalpatarupower.com, websites 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 websites of the Depositories i.e CDSL & NSDL i.e <https://www.evotingindia.com/> and <https://www.evoting.nsdl.com/> respectively.
- 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.

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

voting for this Postal Ballot. In case of any queries, Members may write to ahmedabad@linkintime.co.in

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

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

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

- 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.
- The resolutions, if passed with requisite majority by the Members through Postal Ballot shall be deemed to be passed on the last date of the voting period i.e. on 30th April, 2022 and shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.
- Relevant documents referred to in the Postal Ballot Notice and the Statement under Section 102 of the Act are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 1:00 p.m. on all working days (Monday – Friday except public holidays) till the last date for E-voting. Members seeking inspection may send an e-mail to cs@kalpatarupower.com
- The instructions for E-voting are as under:
 - Remote e-voting timeline:**

Commencement of e-voting	09:00 a.m. (IST) on Friday, 1 st April, 2022
Conclusion of e-voting	05:00 p.m. (IST) on Saturday, 30 th April, 2022

During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on Friday, 25th March, 2022 may cast their votes electronically. The E-voting module shall be disabled by CDSL for voting thereafter.

- ii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 on E-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access the E-voting facility
- iii. Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again
- iv. A Member cannot exercise his/her vote through proxy on Postal Ballot.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., 25th March, 2022.
- vi. **The manner of voting by-**
 - (A) individual shareholders holding securities in demat mode with CDSL;
 - (B) individual shareholders holding securities in demat mode with NSDL;
 - (C) Login through Depository Participants for Individual Shareholders;
 - (D) Login method for e-voting for members holding shares in physical mode and members other than individuals holding shares in demat mode; and
 - (E) Shareholders whose e-mail address/mobile number is not registered with the Company/depositories, is explained in the instructions given hereinbelow:
 - A. Individual shareholders holding securities in demat mode with CDSL**
 - I. For those shareholders who have opted for CDSL Easi / Easiest facility, they can login using your existing user ID and password. The URL to login to Easi / Easiest is <https://web.cdslindia.com/myeasi/home/login>. Alternatively, such shareholders can visit <https://www.cdslindia.com> and click on Login icon and select New System Myeasi.
 - II. After successful login, such shareholder will be able to see the E-voting option for companies for which the E-voting is in progress, as per the information provided by the respective company. On clicking the E-voting option, he 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 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 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 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 User ID and Password. After successful authentication, he will be able to see E-voting services. Click on 'Access to E-voting' under E-voting services and he 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 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 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 will be redirected to NSDL Depository site wherein he can see E-voting page. By Clicking on '**Kalpataru Power Transmission**
- 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 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 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.

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

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

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

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

- i. Log on to the CDSL's E-voting website 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 existing password is to be used.
- vi. If a shareholder is a first-time user, he is requested to follow the steps given below:

	For Shareholders holding shares in demat form other than individuals and those holding shares in physical form
PAN	<ol style="list-style-type: none"> I. Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) II. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank details OR Date of Birth (DOB)	<ol style="list-style-type: none"> I. Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. II. If both the details are not recorded with the Depository or the Company, please enter the Member ID/folio number in the Dividend Bank details field as mentioned in section D above.

- vii. After entering these details, click on 'Submit'.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen and shareholders holding shares in demat form will reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided such

company opts for Evoting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

For the attention of Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e., other than individuals and HUF) and Custodians are required to log on to www.evotingindia.com and register themselves in the 'Corporates' module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance User should be created, using the admin login and password. The Compliance User would be able to

link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be e-mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutiniser to verify the same.
- Non-individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by email to csurmilved@gmail.com

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

- 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.
- 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 022- 23058542/43 during working hours on all working days.

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

ITEM NO. 1:

At its meeting held on 11th February, 2022, based on recommendation of Nomination and Remuneration Committee, the Board had approved the appointment of Mr. Mofatraj P. Munot as Non-Executive Director of the Company effective from 1st April, 2022, subject however to the approval by shareholders by passing a Special Resolution in

line with requirements of Regulation 17(1)(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, as approved by the Board, the postal ballot notice dated 11th February, 2022 along with Explanatory Statement seeking approval of shareholders for the aforesaid item by way of Special Resolution was issued to all those members of the Company who were eligible to receive the same.

After the issue of postal ballot notice, the Company received a letter dated 22nd March 2022 from Mr. Mofatraj P. Munot (DIN: 00046905), currently the Executive Chairman of the Company, informing the Company that he was not inclined to be appointed as a Non-Executive Director of the Company for an indefinite period and consequently, has withdrawn his consent to be appointed on such terms. By the same letter, he has given his consent to be appointed as the Non-Executive Chairman of the Company for a period not exceeding 5 years, as may be recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company.

Thereafter, the aforementioned letter was placed before the Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on 22nd March, 2022 and the same was acceded to in deference to Mr. Mofatraj P. Munot's wishes. Consequently, the resolution proposed at item no. 2 of the postal ballot notice dated 11th February, 2022 became infructuous and Mr. Mofatraj P. Munot shall cease to be a Director of the Company w.e.f. closing hours of 31st March 2022.

Furthermore, at the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 22nd March 2022, after reviewing the letter received from Mr. Mofatraj P. Munot, and given the significant contribution made by Mr. Mofatraj P. Munot over the last few decades and considering that his continued guidance and involvement in the Company would be in the best interest of the Company, approved his appointment as the Non-Executive Chairman for a period of five years subject to the approval of the shareholders of the Company to be obtained by means of Special resolution passed through postal ballot.

Further, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. Considering that Mr. Mofatraj P. Munot has attained age of 77 years and hence, the Resolution at Item No. 1 is being proposed for the approval of the Members of the Company as a Special Resolution and his appointment as

a Non-Executive Chairman of the Company will be effective from the date of receipt of voting results of the Resolution at Item No. 1.

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

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

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member proposing the appointment of Mr. Mofatraj P. Munot for the office of Non-Executive Chairman of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

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

Mr. Mofatraj P. Munot is interested in the resolution set out at Item No. 1 of the Notice, as the same relates to his appointment. Mr. Parag Munot, Director, being son of Mr. Mofatraj P. Munot, shall be interested in the resolution set out at Item No. 1 of the Notice. The relatives of Mr. Mofatraj P. Munot 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 is, in any way, concerned or interested, financially or otherwise, in this resolution.

By order of the Board

For **Kalpataru Power Transmission Limited**

Date: 22nd March, 2022
Place: Mumbai

Rajeev Kumar
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 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. Mofatraj P. Munot

Name	Mr. Mofatraj P. Munot					
Age	77 years					
Date of first appointment on the Board	27 th June, 1989					
Brief resume/ Qualification/ Expertise in specific functional area/Experience	Mr. Mofatraj P. Munot has a vast industry experience of more than five decades in Real Estate and Property Development, Civil Contracting and EPC across the industry spectrum. He founded the Kalpataru Group in 1969 and has been the guiding force behind the Group's stellar success. He received lifetime achievement award at the CNBC Real Estate Awards in 2018. The Company has achieved phenomenal growth under his leadership. His pioneering role in guiding the Company through more than three decades of journey has led the Company to emerge as a one of the largest players in EPC industry. He also serves as Non-Executive Chairman of Kalpataru Limited, the flagship real estate arm of the Kalpataru Group.					
No. of shares held in the Company including shareholding as a beneficial owner	Mr. Mofatraj P. Munot holds 1,63,43,218 equity shares aggregating to 10.98% of the total paid up equity share capital of the Company. Beneficial Ownership: In terms of provisions of Section 90 of the Companies Act, 2013 read with the Companies (Significant Beneficial Owners) Rules, 2018, as amended from time to time, Mr. Mofatraj P. Munot holds significant beneficial interest of ~ 11.87% in the equity share capital of the Company.					
Relationship with other Directors and Key Managerial Personnel	Mr. Mofatraj P. Munot and Mr. Parag M Munot, Directors are related to each other as Father and son					
Listed entities from which Mr. Mofatraj P. Munot has resigned in the past three years	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Date of resignation</th> </tr> </thead> <tbody> <tr> <td>Caprihans India Limited</td> <td>20th September, 2019</td> </tr> </tbody> </table>		Name of the Company	Date of resignation	Caprihans India Limited	20 th September, 2019
Name of the Company	Date of resignation					
Caprihans India Limited	20 th September, 2019					

List of directorship of other listed entities	Chairmanship / Membership of Committees of the Board in such companies
Nil	Nil

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