



KALPATARU PROJECTS INTERNATIONAL LIMITED
(Formerly Kalpataru Power Transmission Limited)

KPIL/23-24
18th July, 2023

BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai - 400 001 <u>Scrip Code: 522287</u>	National Stock Exchange of India Ltd. 'Exchange Plaza', C-1, Block 'G', Bandra-Kurla Complex Bandra (E) Mumbai – 400 051 <u>Scrip Code: KPIL</u>
--	---

Sub.: Details of voting results of the 42nd Annual General Meeting of the Company under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”)

Respected Sir(s),

We are pleased to enclose herewith as **Annexure A**, details of voting results of the business transacted at the 42nd Annual General Meeting (“AGM”) of the members of the Company held on Monday, 17th July, 2023 at 11:00 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) pursuant to Regulation 44(3) of the LODR Regulations.

Report of the Scrutinizer is also enclosed herewith as **Annexure B**.

All the resolutions as set forth in the 42nd AGM Notice were passed with requisite majority.

You are requested to take the same on records.

Thanking you,

Yours faithfully,

For **Kalpataru Projects International Limited**

Shweta Girotra
Company Secretary and Compliance Officer

Encl. a/a



KALPA-TARU®

KALPATARU PROJECTS INTERNATIONAL LIMITED
(Formerly Kalpataru Power Transmission Limited)

ANNEXURE-A

DETAILS OF VOTING RESULTS OF 42nd ANNUAL GENERAL MEETING HELD ON 17th JULY, 2023

Date of AGM/EGM	17 th July, 2023
Total number of shareholders on record date	67,277 (As on Cut-off date i.e. 10 th July, 2023)
No. of shareholders present in the meeting either in person or through proxy	
(a) Promoters and Promoters Group	Not Applicable
(b) Public	Not Applicable
No. of Shareholders attended the meeting through video conferencing	
(a) Promoters and Promoters Group	11
(b) Public	90

Kalpataru Projects International Limited

Resolution Required : (Ordinary)

1 - To receive, consider and adopt:
(a) the Audited Financial Statements of the Company for the financial year ended March 31, 2023, the Reports of the Board of Directors and Auditors thereon; and
(b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	66732094	66715094	99.9745	66715094	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66715094	99.9745	66715094	0	100.0000	0.0000	0
Public Institutions	E-Voting	82122801	73087209	88.9975	73087209	0	100.0000	0.0000	814
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		73087209	88.9975	73087209	0	100.0000	0.0000	814
Public Non Institutions	E-Voting	13591257	65929	0.4851	65929	0	100.0000	0.0000	0
	Poll		93	0.0007	93	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66022	0.4858	66022	0	100.0000	0.0000	0
Total		162446152	139868325	86.1013	139868325	0	100.0000	0.0000	814

Kalpataru Projects International Limited

Resolution Required : (Ordinary)

2 - To declare final dividend on equity shares at the rate of ₹ 7/- per equity share for the financial year ended March 31, 2023.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes against	No. of votes
			polled	on outstanding shares	Votes – in favour	Votes –Against	favour on votes polled	on votes polled	Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	66732094	66715094	99.9745	66715094	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66715094	99.9745	66715094	0	100.0000	0.0000	0
Public Institutions	E-Voting	82122801	73768360	89.8269	73768360	0	100.0000	0.0000	814
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		73768360	89.8269	73768360	0	100.0000	0.0000	814
Public Non Institutions	E-Voting	13591257	65951	0.4852	65901	50	99.9242	0.0758	0
	Poll		93	0.0007	93	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66044	0.4859	65994	50	99.9243	0.0757	0
Total		162446152	140549498	86.5207	140549448	50	100.0000	0.0000	814

Kalpataru Projects International Limited

Resolution Required : (Ordinary)			3 - To appoint a Director in place of Mr. Sanjay Dalmia (DIN: 03469908), who retires by rotation and being eligible offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	66732094	66715094	99.9745	66715094	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66715094	99.9745	66715094	0	100.0000	0.0000	0
Public Institutions	E-Voting	82122801	73768360	89.8269	67582713	6185647	91.6148	8.3852	814
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		73768360	89.8269	67582713	6185647	91.6148	8.3852	814
Public Non Institutions	E-Voting	13591257	65929	0.4851	64927	1002	98.4802	1.5198	0
	Poll		93	0.0007	93	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66022	0.4858	65020	1002	98.4823	1.5177	0
Total		162446152	140549476	86.5207	134362827	6186649	95.5982	4.4018	814

Kalpataru Projects International Limited

Resolution Required : (Ordinary)			4 - Re-appointment of Statutory Auditors of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	66732094	66715094	99.9745	66715094	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66715094	99.9745	66715094	0	100.0000	0.0000	0
Public Institutions	E-Voting	82122801	73768360	89.8269	71747544	2020816	97.2606	2.7394	814
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		73768360	89.8269	71747544	2020816	97.2606	2.7394	814
Public Non Institutions	E-Voting	13591257	65929	0.4851	64902	1027	98.4423	1.5577	0
	Poll		93	0.0007	93	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66022	0.4858	64995	1027	98.4445	1.5555	0
Total		162446152	140549476	86.5207	138527633	2021843	98.5615	1.4385	814

Kalpataru Projects International Limited

Resolution Required : (Ordinary)			5 - Ratifying remuneration of Cost Auditor for the Financial Year 2023-24.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	66732094	66715094	99.9745	66715094	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66715094	99.9745	66715094	0	100.0000	0.0000	0
Public Institutions	E-Voting	82122801	73768360	89.8269	73768360	0	100.0000	0.0000	814
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		73768360	89.8269	73768360	0	100.0000	0.0000	814
Public Non Institutions	E-Voting	13591257	65929	0.4851	64901	1028	98.4407	1.5593	0
	Poll		93	0.0007	93	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66022	0.4858	64994	1028	98.4429	1.5571	0
Total		162446152	140549476	86.5207	140548448	1028	99.9993	0.0007	814



Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman of 42nd Annual General Meeting of the Equity Shareholders of **Kalpataru Projects International Limited** (formerly known as Kalpataru Power Transmission Limited) held on Monday, 17 July 2023 at 11:00 a.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Dear Sir,

I, Urmil Ved, Company Secretary in Practice have been appointed as the Scrutinizer by the Board of Directors of Kalpataru Projects International Limited ("**the Company**") for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolutions contained in the notice dated 8 May 2023 ("**Notice**") issued in accordance with various Circulars including Circular No. 10/22 dated 28 December 2022 issued by Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**") and Circular dated 12 May 2020, 15 January 2021, 13 May 2022 and 5 January 2023 issued by Securities and Exchange Board of India (hereinafter referred to as "**SEBI Circulars**") calling the 42nd Annual General Meeting of its Equity Shareholders ("**the Meeting**")/"**AGM**") through VC/OAVM. The AGM was convened on Monday, 17 July 2023 at 11:00 a.m. IST through VC/OAVM.

The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("**remote e-voting**") and (ii) process of e-voting at AGM ("**e-voting at AGM**").

The Company has availed services of Central Depository Services (India) Limited ("**CDSL**") as the Service Provider for the purpose of extending the facility of remote e-voting and for voting electronically at the AGM to the members of the Company.

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder, (ii) the MCA Circulars (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR**") and (iv) SEBI Circulars relating to e-voting on the resolutions contained in the notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as the Scrutinizer for e-voting process (i.e. remote e-voting and e-voting at AGM) is restricted to scrutinize the e-voting process in a fair and transparent manner and to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice, based on the reports generated from the e-voting system provided by CDSL, the Service Provider.

The AGM notice dated 8 May 2023 as confirmed by the Company was sent to the shareholders through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories. An intimation of holding AGM was published in Economic Times (English Newspaper) and in Jai Hind (Gujarati Newspaper) on 16 June 2023 and Notice was published in Economic Times (English Newspaper) and in Jai Hind (Gujarati Newspaper) on 22 June 2023 specifying the date & time of the AGM, availability of the notice on the Company's website and website of Stock Exchanges, manner of registration of email ids by the shareholders (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.





Voting rights were reckoned as on Monday, 10 July 2023 being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

The remote e-voting commenced on Thursday, 13 July 2023 at 9.00 a.m. (IST) and concluded on Sunday, 16 July 2023 at 5.00 p.m. (IST) and thereafter the CDSL e-voting platform was blocked and then reopened during the AGM.

The Chairman at the 42nd AGM held on Monday, 17 July 2023 through two way Video Conferencing announced to the members that who have not exercised their votes through remote e-voting, if they wish so, exercise their votes through electronic voting system of CDSL which is opened during the AGM.

The votes cast were unblocked on Monday, 17 July 2023 after the conclusion of AGM and was witnessed by two witnesses, who are not in the employment of the Company.

Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com>. Based on the report generated by CDSL and relied upon by me, data regarding the e-voting was scrutinized.

I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting at AGM, based on the reports generated by CDSL and relied upon by me as under:

Resolution 1: Ordinary Resolution

To receive, consider and adopt:

- (a) the Audited Financial Statements of the Company for the financial year ended 31 March 2023, the Reports of the Board of Directors and Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2023 and the report of Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
398	13,98,68,325	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	814





Resolution 2: Ordinary Resolution

To declare final dividend on equity shares at the rate of ₹ 7/- per equity share for the financial year ended 31 March, 2023.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
400	14,05,49,448	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	50	0.00

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	814

Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr. Sanjay Dalmia (DIN: 03469908), who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
316	13,43,62,827	95.60

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
84	61,86,649	4.40

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	814





Resolution 4: Ordinary Resolution

Re-appointment of Statutory Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
378	13,85,27,633	98.56

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
24	20,21,843	1.44

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	814

Resolution 5: Ordinary Resolution

Ratifying remuneration of Cost Auditor for the financial year 2023-24.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
395	14,05,48,448	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	1028	0.00

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	814





The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Chairman/Officer Authorized by Chairman, for preserving safely after the Chairman considers, approves and signs the Minutes of the AGM.

This report has been issued at the request of the Company for (i) submission to the Stock Exchanges, (ii) placing on website of the Company and (iii) website of CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You,

Urmil Ved
Practicing Company Secretary
FCS: 8094, COP: 2521



ICSI UDIN: F008094E000628406
ICSI Unique Code: I1996GJ080100
Peer Review Certificate No.: 597/2019
18 July, 2023 | Gandhinagar



Countersigned by:
For Kalpataru Projects International Limited

Shweta Girotra
Company Secretary