

**KALPA-TARU®****KALPATARU POWER TRANSMISSION LIMITED**Factory & Registered Office :
Plot No. 101, Part-III, G.I.D.C. Estate, Sector-28,
Gandhinagar-382 028, Gujarat. India.

Tel. : +91 79 232 14000

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

E-mail : mktg@kalpatarupower.com

CIN : L40100GJ1981PLC004281

KPTL/22-23
17th March, 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: KALPATPOWR</u>
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Sub.: Outcome of the Postal Ballot voting results of the Company under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir(s),

This is in reference to our letter dated 13th February, 2023 regarding submission of Postal Ballot Notice. We are pleased to enclose herewith as **Annexure A**, details of voting results of the business transacted through Postal Ballot pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

The resolutions proposed through Postal Ballot were passed with requisite majority.

You are requested to take the same on records.

Thanking you,

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

Shweta Girotra
Company Secretary & Compliance Officer

Encl. a/a

ISO 9001 CERTIFIED COMPANYCorporate 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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ANNEXURE A**DETAILS OF VOTING RESULTS**

Date of AGM/EGM	Not Applicable (Resolutions passed through Postal Ballot on 16 th March, 2023)
Total number of shareholders on record date	82,173 (As on Cut-off date i.e. 01 st February, 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	Not Applicable
(b) Public	Not Applicable

ISO 9001 CERTIFIED COMPANY

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Kalpataru Power Transmission Limited

Resolution Required : (Special)			1 - Appointment of and remuneration payable to Mr. Shailendra Kumar Tripathi as Dy. Managing Director of the Company for a period commencing from 4th January, 2023 upto 21st October, 2025.						
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	76732094	76622094	99.8566	76622094	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		76622094	99.8566	76622094	0	100.0000	0.0000	0
Public Institutions	E-Voting	72110285	66808739	92.6480	61207891	5600848	91.6166	8.3834	923
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66808739	92.6480	61207891	5600848	91.6166	8.3834	923
Public Non Institutions	E-Voting	13603773	953646	7.0102	948918	4728	99.5042	0.4958	70
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		953646	7.0102	948918	4728	99.5042	0.4958	70
Total		162446152	144384479	88.8814	138778903	5605576	96.1176	3.8824	993

Kalpataru Power Transmission Limited

Resolution Required : (Special)			2 - Combining monetary limits sanctioned by Shareholders of the Company and JMC Projects (India) Limited (now Amalgamated with the Company) under the provisions of Section 180(1)(a) of the Companies Act, 2013.						
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	76732094	76622094	99.8566	76622094	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		76622094	99.8566	76622094	0	100.0000	0.0000	0
Public Institutions	E-Voting	72110285	66808739	92.6480	62914245	3894494	94.1707	5.8293	923
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66808739	92.6480	62914245	3894494	94.1707	5.8293	923
Public Non Institutions	E-Voting	13603773	953646	7.0102	951646	2000	99.7903	0.2097	70
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		953646	7.0102	951646	2000	99.7903	0.2097	70
Total		162446152	144384479	88.8814	140487985	3896494	97.3013	2.6987	993

Kalpataru Power Transmission Limited

Resolution Required : (Ordinary)			3 - Entering into the Intellectual Property Licence Agreement with Kalpataru Business Solutions Private Limited being a related party transaction under the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes						
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	76732094	76622094	99.8566	76622094	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		76622094	99.8566	76622094	0	100.0000	0.0000	0
Public Institutions	E-Voting	72110285	66808739	92.6480	48188143	18620596	72.1285	27.8715	923
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66808739	92.6480	48188143	18620596	72.1285	27.8715	923
Public Non Institutions	E-Voting	13603773	953206	7.0069	951077	2129	99.7766	0.2234	70
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		953206	7.0069	951077	2129	99.7766	0.2234	70
Total		162446152	144384039	88.8812	125761314	18622725	87.1020	12.8980	993



Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman
Kalpataru Power Transmission Limited
Plot 101, Part - III,
GIDC Estate, Sector - 28,
Gandhinagar,
Gujarat- 382028.

Scrutinizer's Report on postal ballot voting by way of remote voting by electronic means in respect of passing of the resolutions set-out in the notice dated 10th February, 2023

Dear Sir,

I, Urmit Ved, Company Secretary in Practice have been appointed as Scrutinizer by the Board of Directors of Kalpataru Power Transmission Limited ("**the Company**") for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("**e-voting**") in a fair and transparent manner on the resolutions contained in the postal ballot notice dated 10th February, 2023 ("**Notice**") issued in accordance with General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 read with other relevant circulars including 03/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022, issued by Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "**MCA Circulars**").

The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.

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 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; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect of the resolutions contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by CDSL, the Service Provider.

The Notice dated 10th February, 2023 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories.

The Members of the Company as on the "cut-off" date as set out in the Notice i.e. Wednesday, 1st February, 2023 were entitled to vote on the resolutions set out in the Notice.



The remote e-voting period remained open from Wednesday, 15th February, 2023 at 9:00 a.m. (IST) to Thursday, 16th March, 2023 at 5:00 p.m. (IST).

The votes cast during the remote e-voting were unblocked on Thursday, 16th March, 2023 after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, who are not in the employment of the Company and/or CDSL.

Thereafter, the details containing, inter alia, the list of Members who voted "in favour" or "against" on the resolution were generated from the remote 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 remote e-voting was scrutinized on test check basis.

I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated by CDSL and relied upon by me as under:

Resolution 1: Special Resolution

Appointment of and remuneration payable to Mr. Shailendra Kumar Tripathi as Dy. Managing Director of the Company for a period commencing from 4th January, 2023 upto 21st October, 2025

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them (Shares)	% of total number of valid votes cast
397	13,87,78,903	96.12

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them (Shares)	% of total number of valid votes cast
97	56,05,576	3.88

(iii) Invalid Votes:

Number of members Whose votes were declared invalid	Number of invalid votes cast by them (Shares)
2	993

Aforesaid resolution contained in the Notice is passed with requisite majority by the Members of the Company as specified under the Companies Act, 2013.



Resolution 2: Special Resolution

Combining monetary limits sanctioned by Shareholders of the Company and JMC Projects (India) Limited (now Amalgamated with the Company) under the provisions of Section 180(1)(a) of the Companies Act, 2013

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them (Shares)	% of total number of valid votes cast
427	14,04,87,985	97.30

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them (Shares)	% of total number of valid votes cast
69	38,96,494	2.70

(iii) Invalid Votes:

Number of members Whose votes were declared invalid	Number of invalid votes cast by them (Shares)
2	993

Aforesaid resolution contained in the Notice is passed with requisite majority by the Members of the Company as specified under the Companies Act, 2013.

Resolution 3: Ordinary Resolution

Entering into the Intellectual Property Licence Agreement with Kalpataru Business Solutions Private Limited being a related party transaction under the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them (Shares)	% of total number of valid votes cast
397	12,57,61,314	87.10

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them (Shares)	% of total number of valid votes cast
97	1,86,22,725	12.90

(iii) Invalid Votes:

Number of members Whose votes were declared invalid	Number of invalid votes cast by them (Shares)
2	993

Aforesaid resolution contained in the Notice is passed with requisite majority by the Members of the Company as specified under the Companies Act, 2013.



The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to the Chairman/Person authorized by him, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) placing on 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 Digitally signed by
DHIRAJLAL VED URMIL DHIRAJLAL
VED Date: 2023.03.17
16:52:35 +05'30'

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

ICSI UDIN: F008094D003285632
ICSI Unique Code: I1996GJ080100
Peer Review Certificate No.: 597/2019
17th March 2023 | Gandhinagar

Countersigned by:
For Kalpataru Power Transmission Limited

SHWETA Digitally signed by
GIROTRA SHWETA GIROTRA
Date: 2023.03.17
19:31:29 +05'30'

Chairman/Person Authorised by Chairman