

30th May, 2023

National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.
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Ref.: Disclosures pursuant to Regulation 31(2) of Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('SEBI Takeover Regulations') – Release and Creation of Pledge.

Dear Madam/ Sir,

Pursuant to the SEBI Circular No. SEBI/HO/CFD/DCR-3/P/CIR/2022/27 dated 07th March, 2022 effective from 01st July, 2022, regarding automation of disclosure requirement under SEBI Takeover Regulations, the depositories are required to provide information directly to the stock exchange for transactions recorded in the depository system and stock exchange are required to disseminate such information on their respective website as per the format specified by SEBI and therefore, intimation under Regulation 31(2) of SEBI Takeover Regulations is not required to be provided by the Company.

However, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 7, 2019 ('Circular') with respect to disclosure of reasons for encumbrance by promoter of listed companies, please find attached herewith disclosure for reasons of encumbrance in the format as specified by SEBI

Kindly take the above on record.

Thank you.

Yours faithfully,

For KALPATARU CONSTRUCTIONS PRIVATE LIMITED

**AMIT SHAH
AUTHORISED SIGNATORY**

Encl: As above

Annexure - II
Format for disclosure of reasons for encumbrance
(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)*

Name of listed company	KALAPTARU POWER TRANSMISSION LIMITED
Name of the recognized stock exchanges where the shares of the company are listed	National Stock Exchange of India Limited (NSE) BSE Limited (BSE)
Name of the promoter(s) / PACs whose shares have been encumbered	1. Kalpataru Constructions Pvt Ltd 2. K C Holdings Pvt Ltd
Total promoter shareholding in the listed company	No. of shares - 6,67,32,094* % of total share capital - 41.08%*
Encumbered shares as a % of promoter shareholding	56.16%*
Whether encumbered share is 50% or more of promoter shareholding	YES/ NO
Whether encumbered share is 20% or more of total share capital	YES / NO (23.07%) #

Details of all the existing events/ agreements pertaining to encumbrance

Particulars	Encumbrance 2	Encumbrance 4	Encumbrance 6	Encumbrance 7	Encumbrance 8	Encumbrance 10	Encumbrance 11	Encumbrance 12	Encumbrance 13	Encumbrance 14	Encumbrance 15	Encumbrance 16	
	(Date of creation of encumbrance: 27th October, 2020) (Refer relevant Notes) Date of Pledge Agreement: 31/07/2019	(Date of creation of encumbrance: 25th February, 2021) (Refer relevant Notes) Date of Pledge Agreement: 25/02/2021	(Date of creation of encumbrance: 25th June, 2021) (Refer relevant Notes) Date of Pledge Agreement: 25/06/2021	(Date of creation of encumbrance: 25th June, 2021) (Refer relevant Notes) Date of Pledge Agreement: 25/06/2021	(Date of creation of encumbrance: 9th December, 2021) (Refer relevant Notes) Date of Pledge Agreement: 09/12/2021	(Date of creation of encumbrance: 9th March, 2022) (Refer relevant Notes) Date of Pledge Agreement: 04/03/2022	(Date of creation of encumbrance: 15th March, 2022) (Refer relevant Notes) Date of Pledge Agreement: 15/03/2022	(Date of creation of encumbrance: 28th July, 2022) (Refer relevant Notes) Date of Pledge Agreement: 27/07/2022	(Date of creation of encumbrance: 28th July, 2022) (Refer relevant Notes) Date of Pledge Agreement: 27/07/2022	(Date of creation of encumbrance: 28th September, 2022) (Refer relevant Notes) Date of Pledge Agreement: 23/09/2022	(Date of creation of encumbrance: 3rd November, 2022) (Refer relevant Notes) Date of Pledge Agreement: 29/10/2022	(Date of creation of encumbrance: 08th March, 2023) (Refer relevant Notes) Date of Pledge Agreement: 27/02/2023	
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	
No. and % of shares encumbered (Refer relevant Notes)	11,58,554 0.71%	8,82,194 0.54%	16,77,500 1.03%	15,94,400 0.96%	35,62,000 2.19%	15,00,000 0.92%	21,12,500 1.30%	4,54,000 0.28%	20,65,000 1.27%	24,52,132 1.51%	26,94,457 1.66%	7,99,000 0.49%	
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X) NBFC Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity. Names of all other entities in the agreement Security Provider----> Lender----> Borrower----> Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	STCI FINANCE LIMITED NBFC Listed company and its group companies (if any) - 1 Other entities (if any) - Kalpataru Constructions Private Limited.	STCI FINANCE LIMITED NBFC Listed company and its group companies (if any) - 1 Other entities (if any) - Kalpataru Constructions Private Limited.	STCI FINANCE LIMITED NBFC Listed company and its group companies (if any) - 1 Other entities (if any) - Kalpataru Constructions Private Limited.	STCI FINANCE LIMITED NBFC Listed company and its group companies (if any) - 1 Other entities (if any) - Kalpataru Constructions Private Limited.	CATALYST TRUSTEESHIP LIMITED ON BEHALF OF CENTRUM CREDIT OPPORTUNITIES FUND Financing & Real Estate Business Listed company and its group companies (if any) - 1 Other entities (if any) - Kalpataru Constructions Private Limited, K. C. Holdings Pvt Ltd	INFINITE BUILDCON PRIVATE LIMITED NBFC Listed company and its group companies (if any) - 1 Other entities (if any) - K. C. Holdings Private Limited, Kalpataru Constructions Private Limited	STCI FINANCE LIMITED NBFC Listed company and its group companies (if any) - 1 Other entities (if any) - K. C. Holdings Private Limited, Kalpataru Constructions Private Limited	IIFL Wealth Prime Limited NBFC Listed company and its group companies (if any) - 1 Other entities (if any) - K. C. Holdings Private Limited, Kalpataru Constructions Private Limited	IIFL Wealth Prime Limited NBFC Listed company and its group companies (if any) - 1 Other entities (if any) - K. C. Holdings Private Limited, Kalpataru Constructions Private Limited	IIFL Wealth Prime Limited NBFC Listed company and its group companies (if any) - 1 Other entities (if any) - K. C. Holdings Private Limited, Kalpataru Constructions Private Limited	TATA CAPITAL FINANCIAL SERVICES LIMITED NBFC Listed company and its group companies (if any) - 1 Other entities (if any) - Kalpataru Constructions Private Limited, K. C. Holdings Private Limited	IIFL Wealth Prime Limited NBFC Listed company and its group companies (if any) - 1 Other entities (if any) - Kalpataru Constructions Private Limited, K. C. Holdings Private Limited
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A) Amount involved (against which shares have been encumbered) (B) Ratio of A / B	₹ 75,95,25,000 ₹ 17,81,00,000 4.26	₹ 44,66,98,932 ₹ 21,00,00,000 2.13	₹ 84,94,02,125 ₹ 40,00,00,000 2.12	₹ 80,73,24,440 ₹ 38,00,00,000 2.12	₹ 1,80,36,18,700 ₹ 70,00,00,000 2.58	₹ 75,95,25,000 ₹ 35,00,00,000 2.17	₹ 1,06,96,64,375 ₹ 30,00,00,000 2.14	₹ 22,98,82,900 ₹ 45,00,00,000 0.77	₹ 1,04,56,12,750 ₹ 50,00,00,000 2.32	₹ 1,24,16,37,038 ₹ 65,00,00,000 2.48	₹ 1,36,43,38,302 ₹ 40,00,00,000 2.10	₹ 40,45,73,650 ₹ 40,00,00,000 1.01
End use of money	Borrowed amount to be utilized for what purpose												
	(a) Personal use by promoters and PACs												
	(b) For the benefit of listed company												
	Provide details including amount, purpose of raising money by listed company, schedule of utilization of amount, repayment schedule etc.												
	(a) Any other reason (please specify)	Advances to related / associate entities of the Borrower for their respective business purposes	Repayment of Loans and advances taken from group companies and general Corporate purpose	General Corporate purpose including repayment of loans, and advances to related / associate entities of the Borrower for their respective business purposes	General Corporate purpose including repayment of loans, and advances to related / associate entities of the Borrower for their respective business purposes	Repayment of Debt and Working Capital Purpose	General Corporate purpose	Repayment of loans and advances taken from group companies and other permitted corporate purpose	General Corporate Purpose	General Corporate Purpose	General Corporate Purpose	General Corporate Purpose	

*Pursuant to the SEBI Circular No. SEBIHQ/CFD/DCR-3/P/2022/27 dated 07th March, 2022 effective from 01st July, 2022, regarding automation of disclosure requirement under SEBI Takeover Regulations, Intimation under Regulation 31(2) of SEBI Takeover Regulations is not required to be provided by the Company.

This figure shows net impact of pledge created and released by all the Promoters together.

*The Company, K.C. Holdings Pvt. Ltd. & Kalpataru Constructions Pvt. Ltd. has held 10,00,000, 36,57,16, 73,24,284 and 13,10,000 Equity Shares held by each of them respectively on the date of this disclosure. In 30th May, 2023 on the floor of stock exchange, for which requisite/applicable disclosures will be made in compliance of applicable provisions.

Note 1: For all other pledge, value has been taken based on the current market price of the equity shares as on the date of event.

Note 2: Pursuant to the merger of JMC Projects Limited with the Target Company, the Percentage of the Total share capital has been computed accordingly, which is based on the outstanding no. of shares as on 16-Jan-2023.

Note 3: Shares which were earlier pledged / encumbered against the Loan facility which has been repaid in full, does not form part of this Annexure.

Note 4: The total NCDs is Rs. 70 crores issued to Centrum Credit Opportunity Fund (Catalyst Trusteeship Limited) with respect to encumbrance 8 and against which 35,62,000 shares have been pledged by the Company and 1,20,000 Shares have been pledged by K C Holdings Private Limited.

Note 5: The total facility is Rs. 30 crores from IIFL Wealth Prime Limited with respect to encumbrance 12 against which 2,54,000 shares were pledged by the Company and also 9,32,000 Shares were pledged by K C Holdings Private Limited. Further, for said facility, 2,00,000 shares held by the Company are being pledged on 29th May, 2023.

Note 6: The total facility is Rs. 45 crores from IIFL Wealth Prime Limited with respect to encumbrance 13 against which 1,715,000 shares were pledged by the Company and 1,32,000 Shares were pledged by K.C. Holdings Private Limited. Further, for the said facility, 3,50,000 shares held by the Company are pledged on 29th May, 2023.

Note 7: The total facility is Rs. 50 crores from IIFL Wealth Prime Limited with respect to encumbrance 14 against which 2,102,132 shares were already pledged by the Company. Further, for the said facility, 3,50,000 shares held by the Company are pledged on 29th May, 2023.

Note 8: The total facility is Rs. 95 crores from Tata Capital Financial Services Limited with respect to encumbrance 15, against which 2,694,457 shares have been pledged by the Company and 2,00,000 shares have been pledged by K.C. Holdings Private Limited.

Note 9: Encumbrance 1, 3, 5 and 9 are not presented herein as these facilities are duly repaid in its entirety.

Note 10: With respect to total facility of Rs. 40 crores from IIFL Wealth Prime Limited to Kalpataru Urbanscape LLP with respect to encumbrance 16, Company had created pledge on 10,39,000 Equity Shares on 08.03.2023 and for the same facility, K. C. Holdings Private Limited had created pledge over total 9,15,000 Equity Shares.

However, on 06.04.2023, 2,40,000 shares pledged by the Company were released by IIFL Wealth Prime Limited and 1,32,000 shares pledged by K. C. Holdings Private Limited were also released by IIFL Wealth Prime Limited and therefore now total no of shares pledged by the Company are 7,99,000 and by K.C. Holdings Private Limited are 7,83,000, as on date

Note 11: Encumbrance 4 with respect to Total Facility of Rs. 21 Crores from STCI Finance Limited against which the Company had already pledged 10,07,194 Equity Shares. On 26th May, 2023, Pledge over 1,25,000 Equity Shares was released by STCI Finance Limited

Note 12: Encumbrance 6 with respect to Total Facility of Rs. 40 Crores from STCI Finance Limited against which the Company had already pledged 1,922,500 Equity Shares. On 26th May, 2023, Pledge over 2,45,000 Equity Shares was released by STCI Finance Limited

Note 13: Encumbrance 7 with respect to Total Facility of Rs. 38 Crores from STCI Finance Limited against which the Company had already pledged 1,824,400 Equity Shares. On 26th May, 2023, Pledge over 2,30,000 Equity Shares was released by STCI Finance Limited

Note 14: Encumbrance 11 with respect to Total Facility of Rs. 50 Crores from STCI Finance Limited against which the Company had already pledged 2,412,500 Equity Shares. On 26th May, 2023, Pledge over 3,00,000 Equity Shares was released by STCI Finance Limited For Kalpataru Constructions Private Limited

Amit Shah
Authorised Signatory
Place: Mumbai
Date: 30th May, 2023