



KALPATARU PROJECTS INTERNATIONAL LIMITED
(Formerly Kalpataru Power Transmission Limited)

KPIL/24-25
20th February, 2025

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
-----------------------------------------------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”)

Respected Sir/Madam,

In terms of Regulation 30 of the LODR Regulations, we hereby enclose herewith Postal Ballot Notice dated 13th February, 2025 seeking the approval of members, by way of remote e-voting process, for re-appointment of Mr. Manish Mohnot (DIN: 01229696) as the Managing Director & CEO of the Company.

Postal Ballot Notice is being sent only through electronic mode to those members whose names are recorded in the Register of Members of the Company/Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Friday, 14th February, 2025 (“Cut-off date”) and whose e-mail addresses are registered with the Company/Depositories.

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

The e-voting period commences from 09:00 a.m. (IST) on Monday, 24th February, 2025 and ends at 05:00 p.m. (IST) on Tuesday, 25th March, 2025.

The Postal Ballot Notice is also available on the Company’s website at www.kalpataruprojects.com.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Kalpataru Projects International Limited

Shweta Girotra
Company Secretary

Enclosed: As Above



KALPATARU PROJECTS INTERNATIONAL LIMITED (Formerly 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 2321 4000

Email: cs@kalpataruprojects.com

CIN: L40100GJ1981PLC004281

Web: www.kalpataruprojects.com

POSTAL BALLOT NOTICE

TO THE MEMBERS OF THE COMPANY

Notice pursuant to Section(s) 108 and 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 108 and 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 April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and other applicable 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, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) that the special business set out below is proposed to be passed by the Members of Kalpataru Projects International 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 setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Rules, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and MCA circulars issued from time to time, 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 Tuesday, March 25, 2025 (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 Scrutinizer 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 Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result will be announced within two working days from the conclusion of the e-voting period i.e., on or before Thursday, March 27, 2025. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

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 at www.kalpataruprojects.com and on the website of CDSL at <https://www.evotingindia.com/>

SPECIAL BUSINESS:

Item No. 1: Re-appointment of Mr. Manish Mohnot (DIN: 01229696) as the Managing Director & CEO of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, (**“Act”**), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors (hereinafter referred to as the **“Board”** which term shall include any Committee of the Board), approval of members of the Company be and is hereby accorded to re-appoint Mr. Manish Mohnot (DIN: 01229696) as the Managing Director & CEO of the Company for a period of 3 (three) years commencing from April 01, 2025 upto March 31, 2028 (both days inclusive), on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Postal Ballot notice with liberty to the Board to alter and vary the terms and conditions of said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Manish Mohnot, subject to the same not exceeding the limits specified under Schedule V of the Act or any statutory modification or re-enactment thereof.”

“RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year during the tenure of Mr. Manish Mohnot, if the Company has no profits or its profits

are inadequate, the Company may subject to receipt of the requisite approvals pay the above remuneration as the minimum remuneration by way of salary, perquisites, Variable pay / Commission, other allowances and benefits as specified in the Explanatory Statement annexed to this Postal Ballot notice and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in computation of the ceiling on remuneration specified in Section II and Section III of Part II of Schedule V of the Act.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

By Order of the Board
For **Kalpataru Projects International Limited**

Date: February 13, 2025
Place: Mumbai

Shweta Girotra
Company Secretary

Registered Office:

Plot No. 101, Part-III, GIDC Estate,
Sector-28, Gandhinagar – 382 028.
CIN: L40100GJ1981PLC004281
Email: cs@kalpataruprojects.com
Website: www.kalpataruprojects.com
Tel.: +91 79 2321 4000

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102(1) 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 Regulations and SS-2, in respect of the Managing Director & CEO seeking re-appointment is annexed hereto.
2. In accordance with the MCA circulars and SEBI Listing Regulations, 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, February 14, 2025**, (‘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 and SEBI Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only. In case any Member is desirous of obtaining physical copy of the Notice, he/she/they may send a request to the Company by writing at cs@kalpataruprojects.com mentioning their Folio No./DP ID and Client ID.
3. 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.
4. The Postal Ballot Notice has also been placed on the website of the Company i.e., www.kalpataruprojects.com, websites of the Stock Exchanges, i.e., BSE and NSE at www.bseindia.com and www.nseindia.com respectively and website of the Depository i.e., CDSL i.e., <https://www.evotingindia.com/>
5. **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.

6. In light of the MCA Circulars, Members holding shares

in physical mode, who have not registered their email address are requested to register the same with the Company/ Registrar and Share Transfer Agent (“RTA”) at the earliest by submitting Form ISR-1 (available on the website of the Company at www.kalpataruprojects.com and RTA at www.in.mpms.mufg.com) duly filled and signed along with requisite supporting documents to the RTA i.e., M/s. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), 506-508, Amarnath Business Centre -1, Beside Gala Business Centre, Near St. Xavier’s College Corner, Off C. G. Road, Ellisbridge, Ahmedabad – 380 006, Gujarat, India, Email: ahmedabad@in.mpms.mufg.com, Tel. & Fax: 91 79 26465179, Website: www.in.mpms.mufg.com

Members are requested to register their e-mail address with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form.

The Members holding securities in physical form are requested to furnish/update PAN, choice of Nomination, Contact details including mobile no., Bank A/c details and Specimen signature for their corresponding folio numbers to the RTA of the Company. For any clarification, RTA can be contacted as per above mentioned details.

7. 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 SEBI Listing Regulations 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 CDSL. The instructions for E-voting are annexed to this Notice.
8. The resolution, 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., Tuesday, March 25, 2025, and shall be deemed to have been passed as if it has been passed at a general meeting of the Members convened in that behalf.
9. All the material documents and other relevant documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Such documents will also be available electronically for inspection by the members until the last date for receipt of votes by e-voting. Members seeking to inspect such documents can send an email to cs@kalpataruprojects.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

10. The instructions for E-voting are as under:

i. Remote e-voting timeline:

Commencement of e-voting	09:00 a.m. (IST) on Monday, February 24, 2025
Conclusion of e-voting	05:00 p.m. (IST) on Tuesday, March 25, 2025

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

- ii. In terms of SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended 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., Friday, February 14, 2025.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:

- A) Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- B) Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The e-voting has been enabled to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with E-Voting Service Provider – ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-voting facility.

A) Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode

In terms of SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended 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 email Id in their demat accounts in order to access e-Voting facility.

Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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. You will have to enter your 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, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

1. After successfully logging by following above process, Members will be able to see EVSN of all companies in which they hold shares and whose voting cycle is active.
2. Click on the EVSN for “**Kalpataru Projects International Limited**” on which you choose to vote.
3. On the voting page, you 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 you assent to the Resolution and option NO implies that you dissent to the Resolution.
4. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
5. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
6. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
7. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

B) Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

Login method for remote e-voting for physical shareholders and shareholders other than individual shareholders holding shares in demat form.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. 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 Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>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.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</p>

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now 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 that company opts for e-voting 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.

9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
10. Click on the EVSN for **Kalpataru Projects International Limited** on which you choose to vote.
11. On the voting page, you 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 you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload Board Resolution/Power of Attorney (POA) if any uploaded, which will be made available to scrutinizer for verification.

ADDITIONAL FACILITY FOR NON-INDIVIDUAL MEMBERS AND CUSTODIANS

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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 emailed 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 will be mapped

automatically & can be delink in case of any wrong mapping.

- It is mandatory that, a scanned copy of the valid 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 scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter / Power of Attorney etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer on csurmilved@gmail.com and to the Company on cs@kalpataruprojects.com, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES

- a. In respect of electronic holdings with the Depository through their concerned Depository Participants.

For Individual Demat Members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory for e-Voting through Depository.

- b. Members who hold shares in physical form are requested to register their e-mail ID/Mobile No. with the Company's RTA by submitting Form ISR-1 (available on the website of the Company at www.kalpataruprojects.com and RTA at www.in.mpms.mufg.com) duly filled and signed along with requisite supporting documents.

In case you have any queries or issues regarding e-voting from CDSL e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT

STATEMENT PURSUANT TO SECTION 102(1) AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (“ACT”), SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS PROPOSED IN THIS NOTICE (“EXPLANATORY STATEMENT”)

Item No. 1

Mr. Manish Mohnot (DIN: 01229696) was appointed as Jt. Managing Director of the Company w.e.f April 01, 2015 and was elevated to the position of Managing Director w.e.f June 01, 2015. Further, considering the roles and functions performed by Mr. Manish Mohnot, the Board of Directors at its meeting held on March 28, 2017 had re-designated him as Managing Director & CEO. The Tenure of Mr. Manish Mohnot as Managing Director & CEO expired on March 31, 2020.

The Board of Directors at its meeting held on March 04, 2020, had re-appointed Mr. Manish Mohnot as the Managing Director & CEO for a period of five years with effect from April 01, 2020 to March 31, 2025. Subsequently, at the Annual General Meeting of the Company held on August 12, 2020, the Members had approved the re-appointment and terms of remuneration of Mr. Manish Mohnot as the Managing Director & CEO of the Company.

Mr. Manish Mohnot has been with the Company for about 19 years and has played a key role in the business growth. The Company has outperformed during his tenure as Managing Director & CEO of the Company and has grown many folds including successful integration of JMC Projects (India) Limited with the Company. Considering overall performance of the Company during his tenure, the Board of Directors at its meeting held on February 13, 2025, after taking into account the performance evaluation of Mr. Manish Mohnot considering his knowledge, acumen, expertise, experience, and substantial contribution, and based on the recommendation of Nomination and Remuneration Committee and subject to the approval of the Members, re-appointed Mr. Manish Mohnot, as the Managing Director & CEO, liable to retire by rotation for a period of three years, with effect from April 01, 2025 to March 31, 2028 (both days inclusive) on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

The main terms and conditions of appointment and remuneration of Mr. Manish Mohnot as the Managing Director & CEO are given below:

Main terms and conditions	Details
Tenure of Appointment	Mr. Manish Mohnot is proposed to be re-appointed as a Managing Director & CEO for a period of 3 years w.e.f. April 1, 2025 to March 31, 2028 (both days inclusive).

Main terms and conditions	Details										
Nature of Duties	<p>Mr. Manish Mohnot shall report to the Board of Directors and Chairman of the Company. Mr. Manish Mohnot shall perform all duties and responsibilities related / incidental to position of Managing Director & CEO of the Company as may be assigned to him by the Board of Directors from time to time.</p> <p>He shall give his wholetime attention to managing affairs of the Company subject to the supervision, control and direction of the Board of Directors of the Company. He shall use his best endeavors and efforts that would have an impact on the revenues, profits, customers, brand equity, corporate governance / ethics, corporate social responsibility and overall growth of the Company. He shall in all respects diligently and faithfully carry out his duties in relation to the conduct of the business of the Company and shall not divulge any confidential information or dealings relating to the Company. He shall devote his full working time, attention, energies, best efforts, knowledge, expertise and experience in discharging his duties and responsibilities.</p> <p>He shall subject to the overall directions of the Board of Directors, be responsible for all day-to-day affairs and management of the Company except such matters which are specifically required to be approved by the Board due to any statutory and / or regulatory requirements.</p>										
Remuneration	<p>Mr. Manish Mohnot will be paid monthly salary, allowances, perquisites and amenities in the following manner subject to overall ceiling laid down under Section 197 and Schedule V of the Act:</p> <table border="1"> <thead> <tr> <th colspan="2">I. Salary & Allowances (as decided in the Board meeting held on February 13, 2025):</th> </tr> </thead> <tbody> <tr> <td>Basic Salary</td> <td>: ₹ 17,50,000/- per month (Rupees Seventeen Lakhs Fifty Thousand only)</td> </tr> <tr> <td>Allowances</td> <td>: ₹ 30,40,000/- per month (Rupees Thirty Lakhs Forty Thousand only)</td> </tr> <tr> <td>Contribution to PF</td> <td>: ₹ 2,10,000/- per month (Rupees Two Lakhs Ten Thousand only)</td> </tr> <tr> <td>Total</td> <td>: ₹ 50,00,000/- per month (Rupees Fifty Lakhs only)</td> </tr> </tbody> </table> <p>The Managing Director & CEO shall be entitled to such increments in addition to the above remunerations every year as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.</p>	I. Salary & Allowances (as decided in the Board meeting held on February 13, 2025):		Basic Salary	: ₹ 17,50,000/- per month (Rupees Seventeen Lakhs Fifty Thousand only)	Allowances	: ₹ 30,40,000/- per month (Rupees Thirty Lakhs Forty Thousand only)	Contribution to PF	: ₹ 2,10,000/- per month (Rupees Two Lakhs Ten Thousand only)	Total	: ₹ 50,00,000/- per month (Rupees Fifty Lakhs only)
I. Salary & Allowances (as decided in the Board meeting held on February 13, 2025):											
Basic Salary	: ₹ 17,50,000/- per month (Rupees Seventeen Lakhs Fifty Thousand only)										
Allowances	: ₹ 30,40,000/- per month (Rupees Thirty Lakhs Forty Thousand only)										
Contribution to PF	: ₹ 2,10,000/- per month (Rupees Two Lakhs Ten Thousand only)										
Total	: ₹ 50,00,000/- per month (Rupees Fifty Lakhs only)										

Main terms and conditions	Details								
	<p>II. Perquisites :</p> <p>PART-A:</p> <table border="1"> <tr> <td>i. Medical Expenses</td> <td>: Reimbursement of medical expenses upto ₹ 15,000/- per annum and premium on medical and/ or health insurance policy (whether in India and/ or abroad), for self and family as approved by the Board from time to time.</td> </tr> <tr> <td>ii. Club Fee</td> <td>: The Company shall pay membership fees of one club at Mumbai and one club at Ahmedabad.</td> </tr> <tr> <td>iii. Books/ Periodicals</td> <td>: Reimbursement upto ₹ 10,000/- per annum.</td> </tr> <tr> <td>iv. Fees of Professional Bodies</td> <td>: Reimbursement upto ₹ 10,000/- per annum.</td> </tr> </table> <p>PART- B:</p> <p>(i) Gratuity will be payable as per Payment of Gratuity Act, 1972</p> <p>PART- C:</p> <p>(i) Company's chauffeur driven car will be provided for use of company's business.</p> <p>(ii) Communication Facilities at residence shall be provided for business related use at Company's expenses. Personal outstation calls shall be on personal account.</p> <p>(iii) Working hours/days and leaves (including leave encashment) would be as per Company's rules.</p> <p>III. Variable Pay / Commission:</p> <p>Mr. Manish Mohnot will be entitled to Variable Pay / Commission in accordance with the Company's performance in addition to the basic salary, allowances, perquisites, calculated with reference to the net profits in a particular financial year, as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors within the limit stipulated under Section 197 and schedule V of the Act including any statutory modifications or re-enactment thereof.</p>	i. Medical Expenses	: Reimbursement of medical expenses upto ₹ 15,000/- per annum and premium on medical and/ or health insurance policy (whether in India and/ or abroad), for self and family as approved by the Board from time to time.	ii. Club Fee	: The Company shall pay membership fees of one club at Mumbai and one club at Ahmedabad.	iii. Books/ Periodicals	: Reimbursement upto ₹ 10,000/- per annum.	iv. Fees of Professional Bodies	: Reimbursement upto ₹ 10,000/- per annum.
i. Medical Expenses	: Reimbursement of medical expenses upto ₹ 15,000/- per annum and premium on medical and/ or health insurance policy (whether in India and/ or abroad), for self and family as approved by the Board from time to time.								
ii. Club Fee	: The Company shall pay membership fees of one club at Mumbai and one club at Ahmedabad.								
iii. Books/ Periodicals	: Reimbursement upto ₹ 10,000/- per annum.								
iv. Fees of Professional Bodies	: Reimbursement upto ₹ 10,000/- per annum.								
Minimum Remuneration	In the event of loss or inadequacy of profits in any Financial Year, the Managing Director & CEO shall subject to requisite approvals, if any, be paid remuneration by way of Salary, Perquisites, Variable pay/ Commission, other allowances and benefits as specified above subject to the limits, if any, set out in Schedule V of the Act, from time to time.								

Main terms and conditions	Details										
	<p>The additional information as required under Schedule V of the Act is given below:</p> <p>I. General Information:</p> <p>1) Nature of Industry:</p> <p>The Company, inter alia, provides engineering, procurement and construction services across six verticals i.e., power transmission and distribution, buildings and factories, water supply and irrigation, oil and gas, urban infrastructure and railways.</p> <p>2) Date or expected date of commencement of commercial production:</p> <p>The Company was incorporated on April 23, 1981 and started the operations in the year 1982.</p> <p>3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:</p> <p>Not Applicable.</p> <p>4) Financial performance based on given indicators – as per audited financial results for the year ended March 31, 2024:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>₹ in crores</th> </tr> </thead> <tbody> <tr> <td>Gross Turnover & Income</td> <td>16,873.11</td> </tr> <tr> <td>Net Profit as per Statement of Profit & Loss (After Tax)</td> <td>533.00</td> </tr> <tr> <td>Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013</td> <td>776.32</td> </tr> <tr> <td>Net Worth</td> <td>5,750.04</td> </tr> </tbody> </table> <p>5) Foreign investments or collaborators, if any:</p> <p>Not Applicable.</p> <p>II. Information about the appointee:</p> <p>1) Background details: Refer Annexure to the Explanatory Statement of this Notice.</p> <p>2) Past remuneration: Refer Annexure to the Explanatory Statement of this Notice.</p>	Particulars	₹ in crores	Gross Turnover & Income	16,873.11	Net Profit as per Statement of Profit & Loss (After Tax)	533.00	Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013	776.32	Net Worth	5,750.04
Particulars	₹ in crores										
Gross Turnover & Income	16,873.11										
Net Profit as per Statement of Profit & Loss (After Tax)	533.00										
Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013	776.32										
Net Worth	5,750.04										

Main terms and conditions	Details
	<p>3) Recognition or awards: Refer Annexure to the Explanatory Statement of this Notice.</p> <p>4) Job Profile and his suitability: Refer Annexure to the Explanatory Statement of this Notice.</p> <p>5) Remuneration proposed: As stated above.</p> <p>6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile of Mr. Manish Mohnot and his instrumental role in the growth and multi-fold rise in business with dominant presence in power transmission and distribution, civil construction, urban mobility, water and oil & gas business and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.</p> <p>7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any: Besides the remuneration proposed to be paid to him, Mr. Manish Mohnot does not have any other pecuniary relationship with the Company or the managerial personnel or other director.</p> <p>III. Other Information:</p> <p>1) Reasons of loss or inadequate profits: Not applicable, as the Company has posted net profit after tax of ₹ 533 crores during the year ended March 31, 2024.</p> <p>2) Steps taken or proposed to be taken for improvement: Not applicable as the Company has adequate profits.</p> <p>3) Expected increase in productivity and profits in measurable terms: Not applicable as the Company has adequate profits.</p>

Main terms and conditions	Details
	<p>IV. Disclosures:</p> <p>All the information and disclosures with respect to the remuneration of all the Directors were provided in the Corporate Governance Report forming part of the Annual Report for FY. 2023-24 under the Heading “Director’s Remuneration” as per the requirement of Section II of Part II of Schedule V of the Act.</p> <p>Considering that the re-appointment of Mr. Manish Mohnot as the Managing Director & CEO is effective from April 01, 2025, the information and disclosures of the revised remuneration of Mr. Mohnot will be provided in the Corporate Governance Report forming part of the Annual Report for FY. 2025-26 onwards, as applicable.</p>
Notice period	The appointment of the Managing Director & CEO may be terminated by either party giving notice of six (6) months in writing. However, the appointment may be terminated by giving less than six (6) months notice by mutual agreement between the parties.

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

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing re-appointment of Mr. Manish Mohnot as the Managing Director & CEO of the Company.

Pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions of the Act, terms and conditions of re-appointment and the remuneration payable to Mr. Manish Mohnot as the Managing Director & CEO is now being placed before the members for their approval by way of a Special Resolution.

Mr. Manish Mohnot satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. Manish Mohnot is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India or any other authority and has given all the necessary declarations and confirmation including his consent to be re-

appointed as the Managing Director & CEO of the Company. Mr. Manish Mohnot has not received any remuneration or commission from any of the subsidiaries of the Company.

The Explanatory Statement and Resolution at Item no. 1 may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Manish Mohnot as the Managing Director & CEO of the Company in terms of Section 190 of the Act.

The terms and conditions of re-appointment of Mr. Manish Mohnot shall be open for inspection by the Members at the Registered Office of the Company during office hours on all working days.

The Board recommends the resolution set out at Item No. 1 of the Notice for your approval by way of passing a Special Resolution.

Mr. Manish Mohnot is interested in the resolution set out at Item No. 1 of the Notice as the same relates to his re-appointment and remuneration payable to him. The relatives

of Mr. Manish Mohnot 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 are, in any way, concerned or interested, financially or otherwise, in the resolution.

By Order of the Board
For **Kalpataru Projects International Limited**

Date: February 13, 2025

Place: Mumbai

Registered Office:

Plot No. 101, Part-III, GIDC Estate,
Sector-28, Gandhinagar – 382 028.

CIN: L40100GJ1981PLC004281

Email: cs@kalpataruprojects.com

Website: www.kalpataruprojects.com

Tel.: +91 79 2321 4000

Shweta Girotra
Company Secretary

ANNEXURE TO THE EXPLANATORY STATEMENT

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2):



Mr. Manish Mohnot, Managing Director & CEO

Director Identification Number (DIN)	01229696
Age	52 years
Date of first appointment on the Board	November 01, 2006
Brief resume/ Qualification/ Expertise in specific functional area/Experience	<p>Mr. Manish Mohnot has close to three decades of experience in areas related to Energy, Infrastructure & Public Private Partnership (PPP) sector. He has been instrumental in transforming the Company into an international, asset-light, and focused Engineering, Procurement and Construction (EPC) organization. Under his leadership, the Company has successfully undertaken acquisitions of global entities in Sweden and Brazil, steering these acquisitions towards growth and profitability. His current goal is to transform Kalpataru into a multi billion dollar global, vertically integrated organization by leveraging cutting-edge technology, automation, and state-of-the-art project management practices. Under his leadership, the Company has grown multi folds in Revenue, while achieving exceptional profitability, at the same time, reducing leverage.</p> <p>He is Chartered Accountant, a Cost Accountant and AMP from Harvard Business School. Mr. Mohnot was awarded by the Institute of Chartered Accountants of India as CA Business Leader in Large Infrastructure corporates, in February, 2025. Mr. Mohnot also holds key positions in various industry associations and had chaired CII Transmission Line Committee.</p> <p>Mr. Mohnot began his career in banking at Standard Chartered Bank before transitioning to consulting. He led the energy practice at Arthur Andersen and later KPMG as Director. During this period, he authored several thought leadership papers and introduced innovative ideas to support the deregulation of the energy sector.</p> <p>Mr. Mohnot extensively travels around the globe, meeting clients and addressing their challenges while leveraging global best practices in the industry. Despite his demanding corporate schedule, he also makes it a priority to visit construction sites, ensuring timely deliverables with a focus on safety and quality.</p>
Terms and Conditions of re-appointment	As per the resolution contained in this Postal Ballot notice read with explanatory statement thereto

Remuneration last drawn	(₹ in Crores)						
	Name of Director	Salary and allowances	Perquisites	Contribution to PF & SA	Commission / Incentive	Total	Stock Options
	Mr. Manish Mohnot	4.82*	0.01	0.24	14.00	19.07	None
<i>* includes leave encashment</i>							
Remuneration proposed to be paid	As per the resolution contained in this Postal Ballot notice read with explanatory statement thereto						
Shareholding in the Company as on date of Notice (including shareholding as Beneficial Owner)	Nil						
Relationship with other Directors and Key Managerial Personnel	None						
Number of Board meetings attended during the year	Attended all five Board Meetings held from April 01, 2024 to February 13, 2025						
Directorship of other Boards as on date of Notice	<p>Unlisted Public Companies</p> <ol style="list-style-type: none"> Saicharan Properties Limited Shree Shubham Logistics Limited Amber Real Estate Limited <p>Section 8 Company</p> <ol style="list-style-type: none"> Kalpataru Foundation <p>Foreign Company</p> <ol style="list-style-type: none"> Kalpataru Power Transmission USA INC <p>Listed Companies</p> <p>None</p>						
Chairperson/Membership of the Statutory Committee(s) of the other Boards as on date of Notice	<p>Risk Management Committee</p> <ol style="list-style-type: none"> Shree Shubham Logistics Limited - Member 						
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of the Company	<ol style="list-style-type: none"> Risk Management Committee - Member Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee - Member 						
Listed Entities from which Mr. Manish Mohnot has resigned in past three years	None						

By Order of the Board
For **Kalpataru Projects International Limited**

Shweta Girotra
Company Secretary

Date: February 13, 2025
Place: Mumbai

Registered Office:

Plot No. 101, Part-III, GIDC Estate,
Sector-28, Gandhinagar – 382 028.
CIN: L40100GJ1981PLC004281
Email: cs@kalpataruprojects.com
Website: www.kalpataruprojects.com
Tel.: +91 79 2321 4000