



KALPATARU PROJECTS INTERNATIONAL LIMITED
(Formerly Kalpataru Power Transmission Limited)

KPIL/24-25
24th January, 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
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Sub.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Update on Plan of merger of step down wholly-owned subsidiary

Respected Sir(s),

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in furtherance to our earlier intimation dated 29th July, 2024 submitted to the stock exchanges, this is to further update that the merger of Linjemontage Service Nordic AB, (2nd level) step-down wholly owned subsidiary with its Holding Company, Linjemontage i Grästorps Aktiefbolag, (1st level) step-down wholly owned subsidiary of the Company was approved by Bolagsverket (Swedish Companies Registration Office) on 28th November, 2024 being the merger date. Consequently, the Board of Directors of Linjemontage i Grästorps Aktiefbolag, at its meeting held on 24th January, 2025 approved the transfer of assets and liabilities as on the merger date.

The above intimation was received by the Company at 06:19 p.m. (IST) on 24th January, 2025. The earlier disclosure dated 29th July, 2024, is also enclosed herewith for ready reference.

We request you to take the same on record.

Thanking you,

Yours faithfully,
For **Kalpataru Projects International Limited**

Shweta Girotra
Company Secretary

Encl.: As above



KALPATARU PROJECTS INTERNATIONAL LIMITED
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KPIL/24-25
29th July, 2024

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
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Sub.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) - Plan of merger of step down wholly-owned subsidiary

Respected Sir(s),

Pursuant to Regulation 30 of the LODR Regulations, we wish to inform that a Plan for merger of Linjemontage Service Nordic AB, (2nd level) step-down wholly owned subsidiary with its Holding Company, Linjemontage i Grästorps Aktiebolag, (1st level) step-down wholly owned subsidiary of the Company, has been approved by the board of directors of respective companies on Monday, July 29, 2024.

The intimation of the same was received by the Company at 11:45 a.m. (IST) on Monday, July 29, 2024.

The merger is subject to regulatory & other approvals in Sweden and is expected to be completed by end of FY 2024-25.

The details as required under Regulation 30 of the LODR Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 are provided in 'Annexure A'.

We request you to take the same on record.

Thanking you,

Yours faithfully,
For **Kalpataru Projects International Limited**

SHWETA
GIROTRA
Shweta Girotra
Company Secretary

Digitally signed by
SHWETA GIROTRA
Date: 2024.07.29
20:03:06 +05'30'

Encl.: As above

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Annexure A

SN	Particulars	Details
a.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p>Linjemontage Service Nordic AB (“LMG Service”)</p> <ul style="list-style-type: none"> ➤ Gross Revenue from operations for FY ended 31-03-2024: approx. INR 184.99 Crores (equivalent to Swedish Krona) (“SEK”) approx. 236.65 million, which is about 0.94% of consolidated revenue of the Company ➤ Profit after Tax for FY ended 31-03-2024: approx. INR 10.03 Crores (equivalent to SEK approx. 12.83 million) ➤ Net worth as on 31-03-2024: approx. INR 29.11 Crores (equivalent to SEK approx. 37.18 million), which is about 0.57% of consolidated Net worth of the Company <p>Linjemontage i Grästorp Aktiebolag (“LMG AB”)</p> <ul style="list-style-type: none"> ➤ Gross Revenue from operations for FY ended 31-03-2024: approx. INR 849.22 Crores (equivalent to SEK approx. 1086.37 million), which is about 4.33% of consolidated revenue of the Company ➤ Profit after Tax for FY ended 31-03-2024: approx. INR 19.29 Crores (equivalent to SEK approx. 24.67 million) ➤ Net worth as on 31-03-2024: approx. INR 139.51 Crores (equivalent to SEK approx. 178.22 million), which is about 2.72% of consolidated Net worth of the Company <p>Note: The above numbers are as included in the consolidated financial statements of the Company, which are in accordance with Indian Accounting Standards.</p>
b.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	<p>Yes.</p> <p>The transaction is between two step-down wholly owned subsidiaries of the Company and hence is exempted under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
c.	Area of business of the entity(ies)	Both the companies are in the same line of business as that of the Company i.e. EPC Companies engaged in Power Transmission & Distribution and Sub-station.
d.	Rationale for amalgamation/merger	<p>a) Simplifying administration processes: Since both the companies are based in Sweden, such merger will simplify administration processes, potentially gaining efficiency and saving cost.</p> <p>b) Strengthening the financial position: The merger of LMG Service to LMG AB will lead to one company with a strong financial position attracting varied stakeholders improving the possibility to gain larger projects.</p>
e.	In case of cash consideration – amount or otherwise share exchange ratio	LMG Service is wholly owned subsidiary of LMG AB and hence there will be no cash consideration or issue of new shares.



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f.	brief details of change in shareholding pattern (if any) of listed entity	There will be no change in shareholding pattern of the Company. LMG Service which is today 100% owned by LMG AB will get merged in LMG AB. There will be no change in shareholding pattern of LMG AB and it will continue to be step down wholly owned subsidiary of the Company.
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