



KALPATARU PROJECTS INTERNATIONAL LIMITED
(Formerly Kalpataru Power Transmission Limited)

KPIL/24-25
28th October, 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.: Outcome of Board meeting pursuant to provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”)

Respected Sir/Madam,

In accordance with Regulation 30 and other applicable provisions of the LODR Regulations, as amended from time to time and in continuation of our intimation dated 23rd October, 2024, we wish to inform you that the Board of Directors (the "**Board**") of Kalpataru Projects International Limited (the "**Company**") at its meeting held today, i.e., 28th October, 2024 has *inter alia*-

- i) Approved raising of funds by issue of such number of equity shares of the Company of face value Re. 2/- each, for an aggregate amount not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores only), through Qualified Institutions Placement ("**QIP**") in one or more tranches by way of private placement to the qualified institutional buyer(s) in accordance with the applicable laws and subject to the necessary approval(s) including approval of the members of the Company by way of a special resolution.

For giving effect to the proposed issuance of equity shares, the Board has authorized the QIP Committee of the Company to inter-alia take necessary steps including deciding the price, timing, terms and conditions of the QIP.

Upon commencement of dispatch of the notice of the Postal Ballot ("Notice") to the members of the Company, to seek their approval for issue of equity shares through QIP, the Company shall intimate the same to the stock exchanges and submit a copy of the Notice.

The details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 are provided in '**Annexure A**'.

- ii) Approved the amendment(s) to the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as "Code"), under the provisions of Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The copy of the Code is enclosed herewith as '**Annexure B**' and is being made available at the website of the Company at <https://kalpataruprojects.com/investors/corporate-governance/policies-guidelines>.

The meeting of Board of Directors commenced at 02:00 p.m. IST and concluded at 05:45 p.m. IST.



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We request you to take the same on record.

Thanking you,

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

Shweta Girotra
Company Secretary

Enclosed: As Above



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Annexure A

Sr. No.	Particulars	Details
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.);	Equity Shares
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR /GDR), qualified institutions placement, preferential allotment etc.);	Qualified Institutions Placement
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	For an aggregate amount of upto ₹ 1,000 Crores
4.	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):	Not Applicable
5.	In case of bonus issue the listed entity shall disclose the following additional details to the stock exchange(s):	
6.	In case of issuance of depository receipts (ADR/GDR) or FCCB the listed entity shall disclose following additional details to the stock exchange(s):	
7.	In case of issuance of debt securities or other non-convertible securities the listed entity shall disclose following additional details to the stock exchange(s):	
8.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	



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Kalpataru Projects International Limited

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION (“CODE”)

(Effective from 15th May, 2015)

(First Amendment effective from 1st April, 2019)

(Second Amendment effective from 28th October, 2024)

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➤ INTRODUCTION

With a view to govern the conduct of insiders relating to insider trading, the Securities and Exchange Board of India (“SEBI”) had formulated SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”) as amended from time to time under power conferred to on it under the SEBI Act, 1992.

Pursuant to provisions of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective from 1st April, 2019, the Code was amended by the Board of Directors at its meeting held on 22nd March, 2019 and the amended Code became effective from 1st April, 2019. The second amendment to the Code was approved by the Board of Directors at its meeting held on 28th October, 2024 and the amended Code became effective from 28th October, 2024.

➤ OBJECTIVES

In compliance with the above requirements and Regulations, Kalpataru Projects International Limited (“KPIL”) (Formerly Kalpataru Power Transmission Limited) (“**the Company**”) has adopted this code based on Schedule A of the said Regulations. The Company endeavors to ensure timely and adequate disclosure of price sensitive information.

➤ DEFINITIONS

“**Generally Available Information**” means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.

“**Unpublished Price Sensitive Information**” or “**UPS**” means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon being generally available, is likely to materially affect the price of securities of Company and shall, ordinarily including but not restricted to, information relating to the following:

- a. financial results;
- b. dividends;
- c. change in capital structure;
- d. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- e. changes in key managerial personnel.

Words and expressions used but not defined in this Code shall have the same meaning as contained in the SEBI PIT Regulations, SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Securities and Exchange Board of India Act, 1992 (“**Act**”), the Securities Contracts (Regulation) Act, 1956 (“**SCRA**”), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”), the Depositories Act, 1996 or the Companies Act, 2013 or any other relevant legislation/law applicable to the Company and the rules and regulations made thereunder, as amended from time to time.

➤ **CODE**

The code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (“Code”) for adhering each of the principles is set out below:

1. The Company shall promptly make public disclosure of Unpublished Price Sensitive Information (“**UPS**I”) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information Generally Available Information.
2. The Company shall disseminate Unpublished Price Sensitive Information on uniform and universal basis to avoid selective disclosure.
3. The senior officer as may be reporting to Managing Director & CEO will act as a Chief Investor Relations Officer to deal with the dissemination of information and disclosure of UPSI.
4. The Company shall promptly disseminate Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall give appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
7. The Company shall place transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website.
8. All Unpublished Price Sensitive Information shall be handled on a need-to-know basis.

➤ **POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES**

In terms of the SEBI PIT Regulations, the term “legitimate purpose” is clarified to include sharing of UPSI in the ordinary course of business by an insider with Company’s partners,

collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations.

SEBI PIT Regulations provide that no insider shall communicate, provide or allow access to any UPSI, or no person shall procure or cause communication by any insider of UPSI relating to the Company or securities of the Company listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Inducement and procurement of UPSI not in furtherance of one's legitimate duties and discharge of obligations would be illegal.

The objective of this Policy is to provide Guidance for identification of "Legitimate Purposes" for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring or providing of UPSI.

The UPSI shall be shared by concerned person(s) only in furtherance of legitimate purpose(s) which shall include the following;

- (i) Sharing of UPSI in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- (ii) Sharing of UPSI where such communication is in furtherance of performance of duty (ies).
- (iii) Sharing of UPSI for discharge of legal obligation(s).
- (iv) Sharing of UPSI for any other purpose as may be prescribed under the Regulations or any other law for the time being in force, in this behalf, as may be amended from time to time.

An action shall not be considered to be undertaken for a "legitimate purpose" if such action leads to "market abuse" and result into personal benefit of any Insider.

Any person who is in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 and Company Code in this regards.

The Board of Directors of the Company is required to ensure that a structured digital database is maintained containing the nature of UPSI, the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number ("**PAN**") or any other identifier authorized by law, where PAN is not available. Such database shall not be outsourced and shall be maintained internally with adequate

internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Accordingly, the Senior Management Personnel of the Company shall consult Compliance Officer of the Company to ascertain whether any UPSI can be shared for Legitimate purpose to any external party in case if any confusion persists. The respective Senior Management Personnel of the Company shall be responsible for providing information to Compliance Officer about such persons or entities with which UPSI is shared for legitimate purpose with respect to his Department and Business Unit. The Compliance Officer thereafter shall maintain the required structured digital database. Further the Compliance Officer shall provide notice to such persons or entities to maintain confidentiality of UPSI.

➤ **CLARIFICATIONS, AMENDMENTS ETC.**

This Code may be reviewed, amended or substituted by the Board as it thinks fit. In the event of any conflict between the provisions of this Code and of the SEBI PIT Regulations or any other statutory enactments, rules, the provisions of SEBI PIT Regulations or statutory enactments, rules shall prevail over this Code. Any subsequent amendment / modification in the Act, SEBI PIT Regulations and/or applicable laws in this regard shall automatically apply to this Code.