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
July 8, 2022

BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street, Fort MUMBAI - 400 001. **Script Code: 522287**	**National Stock Exchange of India Ltd.** 'Exchange Plaza', C-1, Block 'G', Bandra-Kurla Complex Bandra (E) MUMBAI – 400 051. **Script Code : KALPATPOWR**

Sub.: Integrated Annual Report for the FY 2021-22 along with Notice of 41st Annual General Meeting of the Company

Respected Sir(s) / Madam,

In continuation of our letter dated July 5, 2022, this is to inform you that the 41st Annual General Meeting ("**AGM**") of the Company will be held on **Thursday, August 4, 2022 at 11:00 A.M. IST** through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities & Exchange Board of India from time to time.

In compliance with Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we do hereby submit the following:

(i) Integrated Annual Report of the Company for the financial year 2021-22; and
(ii) the Notice calling 41st AGM of the Company.

Further, above documents are being sent through electronic mode to all the shareholders whose e-mail address are registered with the Depositories/ Company/ Registrar and Share Transfer Agent. The Integrated Annual Report and Notice of AGM are also available on the website of the Company at www.kalpatarupower.com.

Kindly take the same on records.

Thanking you,

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

Krunal Shah
Compliance Officer

KALPATARU POWER TRANSMISSION LTD. G'NAGAR INDIA

Encl. a/a

KALPA-TARU
POWER TRANSMISSION LIMITED

INTEGRATED ANNUAL REPORT | **2021-22**

EXCITING **TIMES** PRAGMATIC **APPROACH** INTEGRATED **STRENGTH**

ACROSS THE PAGES

For more investor related information
Scan this QR code
Please find our online version at:
https://kalpatarupower.com/financials/

Investor Information

Market Capitalisation as at 31 March, 2022	**₹ 5,460 Crores**
CIN	**L40100GJ1981PLC004281**
BSE Code	**522287**
NSE Symbol	**KALPATPOWR**
Bloomberg Code	**KPP. IN**
AGM Date	**4 August, 2022**

Disclaimer: This document contains statements about expected future events and financials of Kalpataru Power Transmission Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

EXCITING **TIMES**
PRAGMATIC **APPROACH**
INTEGRATED **STRENGTH**

At KPTL, we firmly believe that execution is the key. Bound by ethics and safe working conditions, we nurture productivity and development within a conducive work environment. Our robust capabilities provide us the competency to consistently march towards progress. Thereby, leading us to 'exciting times' through a 'pragmatic approach', backed by 'integrated strength'.

Amid several socioeconomic and geopolitical challenges and uncertainties, our optimal outlook and proficiency aided us in implementing our action plan with persistence. Altogether, paving our way towards 'exciting times' and a progressive tomorrow.

We foster nation-building by catering to the infrastructure development requirements of India as well as other developing economies through a 'pragmatic approach' driven by actionable steps, timeliness, and quality.

Our four decades of industry experience, values, passion and capabilities give us the impetus to consistently move ahead. Hence, 'integrating our strengths' to pursue success.

PREPARED FOR THE EXCITING TIMES

Over the years, we have walked on the principles of persistence and perseverance to attain success. Each of our strategic decisions, big or small, is aligned with our broader vision of value creation. With this mindset, we have been solidifying our base for the last few years to contribute to the nation's progress through our proven expertise.

The last two years have subjected KPTL to one of the most volatile market dynamics since our inception. With the critically fluctuating cost of commodities, freight, interest rates and other related materials, it became imperative for us to chalk out a pragmatic plan to counter the unpredictability and safeguard our performance.

Customer Centricity has always been at the core of all our operations, hence realignment of expectations with our stakeholder was our first agenda. Through comprehensive communication with all our clients, we re-hashed our delivery timelines along with reconciliation of resource availability and deployment requirements across projects. This enabled our teams at sites to optimally

Stakeholder Communication

Long-Term Client Relationships

Refocused Order Book Strategy

Cost Optimisation

utilise their resources and honor commitments. These conversations also helped us realise potential claims on account of cost overruns during the pandemic. Amid all the instability, we continued to deliver our critical projects even with adverse margin impact to ensure timely deliveries and develop strong and sustained relationships with our clients.

We repositioned our order-book building strategy to further counter the market volatility. We increased our focus on larger and international projects, and projects with variability clauses or longer gestation period to help us neutralise the impact of varying input costs over a longer duration.

As we consciously worked towards driving top-line growth, all our support teams worked towards tapping every possible avenue of safeguarding our margins. We worked towards optimal resource mobilisation across projects while re-evaluating our procurement processes to optimise costs. Our production facilities implemented measures to improve productivity and our finance team relooked at improving hedging practices. While margin preservation was paramount, we continued to support all our employees and workers and followed the best standards of health and safety practices.

All our efforts and initiatives helped us navigate the volatile environment while diligently managing our cash flows, optimising our cost and improving our working capital cycle that helped us achieve unprecedented low levels of debt. We saw broad-based topline growth led by strong execution in B&F, Water, Railways and international T&D projects despite challenges.

To develop a strong brand proposition and even stronger execution capabilities, 2021-22 ended with the board approved merger of our subsidiary JMC Projects (India) Limited with KPTL. This event has started reaping benefits seen in higher order intake and added strengths in delivering solutions to complex solutions swiftly. Our rich knowledge clubbed with experience, local geographical background, stakeholder relationships and operational expertise are helping us prove our capabilities across regions and sectors. We are optimistic about the future as global governments are increasingly spending money on infrastructure to uplift economic disruptions. As the emphasis on clean energy, public access to clean water, better connectivity and overall infrastructure development increases, we believe that we are well placed to leverage these opportunities and drive long-term growth.

OUR PROVEN PRAGMATIC APPROACH

Uniquely positioned to offer our clients comprehensive solutions for a broad range of complex projects, we are parallelly creating value for our shareholders. Over the years, we have been diligently strengthening our balance sheet while focusing on a profitable top-line growth.

In line with our strategy to reduce debt and invest in our future growth plans while focusing on our core competencies and expanding our international presence, we took a major step towards divesting our non-core business. This step has allowed us to realign our resources with the long-term strategy and priorities of the Company. During the year, we concluded divestment of Kohima-Mariani transmission. This marked a complete divestment of all T&D BOOT assets. Additionally, post prolonged close monitoring of our road assets, we exited the Kurukshetra Expressway asset while restructuring of other road assets is underway.

- Exiting non-core
- Commercial closure of projects
- Investing for future
- Building strong teams
- Tapping new growth opportunities

We consciously chased commercial closure of projects, which helped us achieve closure of several projects during the fiscal. This helped us streamline our financial and other resources to ensure optimal utilisation.

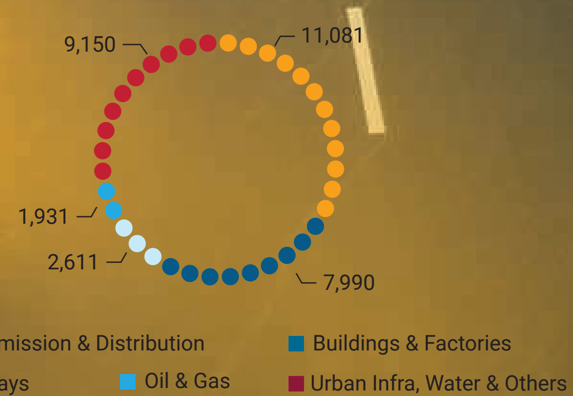
This continuing momentum in divestment of long-term assets and non-core businesses while optimising all Company resources, has enabled us execute strategy in pursuit of growth. We continued our focus on strengthening our capabilities through investments in capital expansion, technology and innovation, productivity improvement and team building.

We incurred capital expenditure of about ₹ 300 Crores during the fiscal for enhancing our capabilities to drive future growth. Our production teams rolled out initiatives like Total Productivity Management, Lean Transformation, Green Energy Alternatives, Technology Upgrades and multiple Kaizens to ensure that our facilities are operating at the highest standards and are future ready. We have created a Company backed by a strong and comprehensive digital backbone supporting all our functions and employees across levels. We have consistently invested in building strong teams across departments and business units to support our growth ambitions and enable us to achieve defined goals faster.

We have developed the entire ecosystem to drive our growth engine and have consciously taken measured steps towards tapping more growth opportunities. On these lines, 2021-22 witnessed the international expansion of our non-T&D business with the initial green shoots being visible already.

These initiatives enable us to maximise the intrinsic value of significant investments made over the last decade and further enhance our foray in a competitive business arena. We continued to deliver robust performance while securing record consolidated order inflows. All our clearly thought out steps are underpinning our efforts to allocate significant capital for investments in our core business verticals. Our selective approach in project selection has awarded us with quality orders with healthy margins and lower execution risks.

Consolidated Orderbook (₹ Crores)



BUILDING AND LEVERAGING INTEGRATED STRENGTH

Our strong track-record of successful performance is a result of our belief that we must perform for both the present and the future. To inspire the next wave of business growth, we stay true to our core values and ensure making sound investments by keeping our employees sage and delivering outstanding value for our clients, shareholders, and communities while pursing consistent progress.

- Widespread Market Opportunity
- Delivery Excellence
- Technology-driven Processes
- Global Brand Identity
- Vision 2025

We face healthy competition across all our market segments and respond by being disciplined in our bidding, carefully managing risks, staying focused on the superior execution of our projects, providing our clients with outstanding value and adopting a conscientious approach to manage our impact on the environment and society. On the back of a strong business ethic, we have carved a niche for ourselves while performing successfully to remain at the forefront of the industry.

Heading into this new year, we are encouraged by the numerous opportunities the market holds, a growing infrastructure development landscape and the positioning our business has achieved on the back of all our efforts and strategic moves.

We are optimistic about the future possibilities driven by synergies of KPTL and JMC as it unlocks a spectrum of opportunities to prove our worth. The wider opportunity landscape of JMC and the robust balance sheet of KPTL are rightly positioned to act as a catalyst for both companies' growth. The efficiencies realised due to economies of scale and optimisation of procurement, resource deployment, banking facilities and project management, will help us further leverage on the integrated capabilities of the two companies. As we continue pursuing newer dimensions under diverse industries, the complementary capabilities position us well to enter large and more complex projects and become a comprehensive solutioning partner for our clients.

Our Group has always operated with very high regard for the society and we have always made conscious efforts to meaningfully contribute towards the betterment of the environment and upliftment of communities. With the combined strength and resources of the two companies, this merger will help us create a larger positive impact as we continue to enhance our efforts towards sustainability and providing better healthcare and education facilities to the less fortunate.

Our new identity will allow us to leverage the global brand reputation and goodwill while shaping a clear understanding of our reach and offerings among customers and partners. As multidisciplinary teams operate together and the cost synergies of the two companies kick-in, we are confident of achieving the ambitious targets we have set for the combined entity with the stipulated time frame.

ABOUT US

Established in 1981, KPTL is a leading global engineering, procurement and construction (EPC) Company with presence across 67 countries

Kalpataru Power Transmission Limited (KPTL), a part of the illustrious Kalpataru Group, is equipped with rich experience gained over the years across Power Transmission & Distribution, Buildings & Factories, Roads & Highways, Water & Irrigation, Railways & Metros and Oil & Gas.

4 Decades
Rich Experience

₹ 32,761
Order Book in Crores

₹ 14,777
Revenue in Crores

~ ₹ 5,460
Market Capitalisation on 31 March, 2022 in Crores

67
Countries

7,500+
Employees Worldwide

300+
Worksites

Performance at consolidated level for 2021-22

VISION

To be the foremost Global player in all the business verticals we operate in and we will achieve this by adhering to our values.

VALUES

At the heart of everything we do are the six KPTL values that guide our decisions and behaviours. We are proud to live by our values and expect the same of everyone who works with or for KPTL.

Business Ethics

We are committed to the highest ethical standards

- We are fair and transparent in our conduct
- We are forthright in discharging our responsibilities
- We are committed to the promise we make

Customer Centricity

We continually enhance customer values

- Our customer's best interest guide our efforts
- We design our products, policies and processes bearing in mind our customers changing needs
- We build meaningful long term relationships with our customers

Pride

We take pride in our work

- We cherish our sense of belonging
- Our work makes us feel important
- We take pride in talking about our Company with others

Quality

We excel in execution

- We strive to exceed standards and set new benchmarks
- We pursue excellence in our thoughts and actions
- We strive to exceed our customer's best expectations

Respect

We value our people and stakeholders

- We care and give due regards to people
- We treat everyone equally and embrace differences
- We appreciate the skills and abilities of others
- We are conscious of the wider impact of our actions

Team work

Together WE achieve more

- We cherish our sense of belonging
- Our work makes us feel important
- We take pride in talking about our Company with others

GEOGRAPHICAL **PRESENCE**

33%

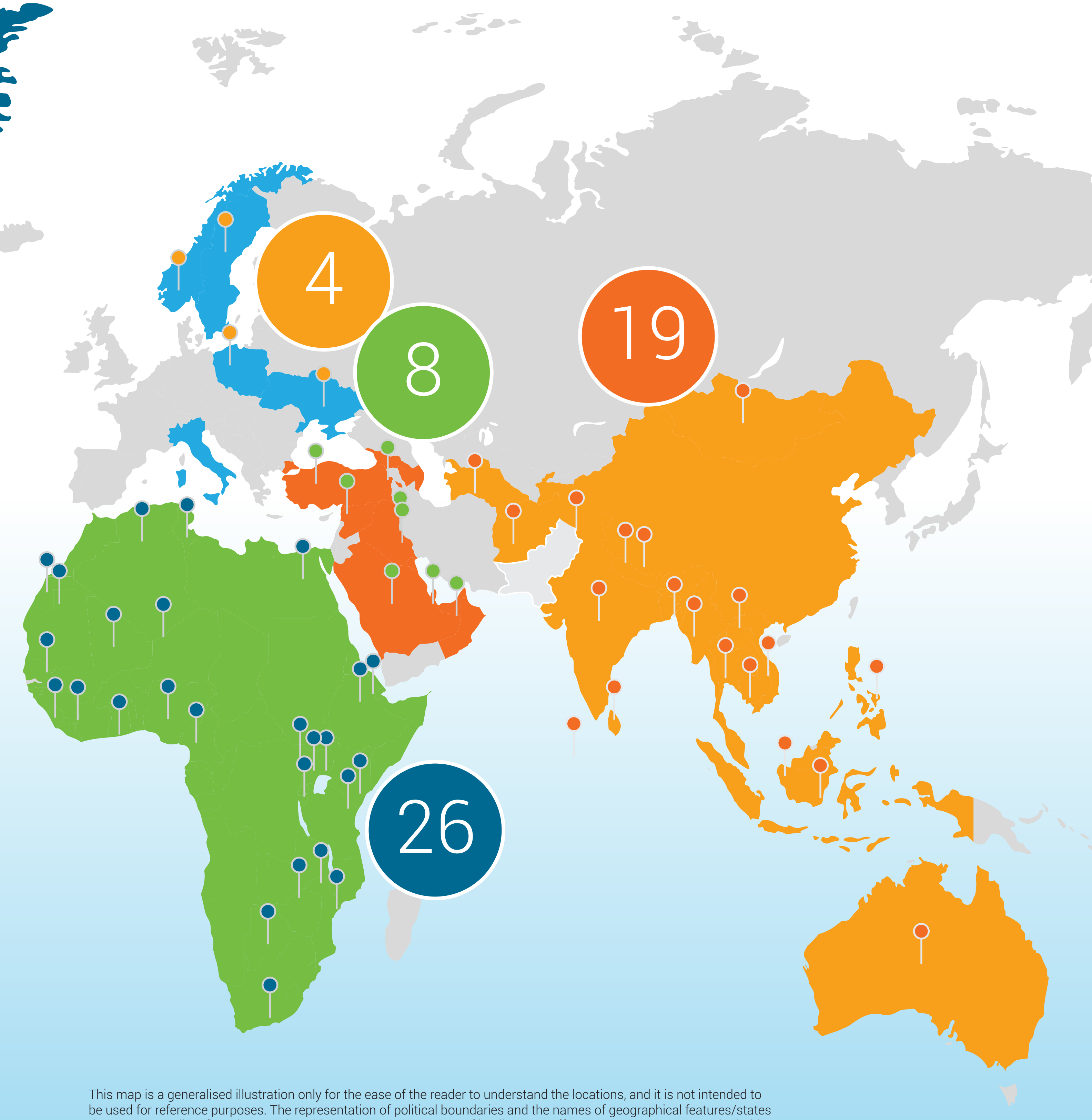
Revenue from Overseas market

67

Footprints in countries

Local Presence

in **Sweden** and **Brazil**



This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind of connection to its accuracy or completeness.

OUR DIVERSIFIED BUSINESS PORTFOLIO

POWER TRANSMISSION & DISTRIBUTION

With strong in-house capabilities, KPTL has emerged as a turnkey integrated EPC solution provider in the power transmission space. Strengthening our core with in-house capabilities for designing, testing, procurement, tower fabrication, construction, installing, commissioning and operation and maintenance (O&M) for power transmission lines (up to 1,200 KV) & substations (up to 765 KV AIS/GIS). We have completed transmission line contracts of around 30,000 KM length across the globe and delivered over 2.6 Million MT transmission towers globally to emerge as project experts over the years.

We have constructed two state-of-the-art tower fabrication facilities in India with installed capacity of 2,40,000 MT per annum and an ultra-modern tower testing facility. Supported by our in-house design team of over 100 engineers. Designing towers and sub-stations in accordance to varied specifications – geo-climatic conditions and voltage – our highly- trained experts have enabled us deliver projects that best suit clients' requirements while ensuring highest value proposition. Extending its executional prowess, KPTL has successfully positioned its high voltage substation business both in Air Insulated Substation (AIS) and Gas Insulated Substation (GIS) in domestic as well as international market. To further enhance its global presence, KPTL acquired Linjemontage, Sweden and Fasttel, Brazil over a last few years.

2,40,000 MT
Tower Fabrication Capacity per annum

5,310
Towers Erected in 2021-22

2,674 KMs
Stringing Done in 2021-22

RAILWAYS

With an expertise in executing large and complex infrastructure projects, KPTL offers multi-disciplinary services under its Railway arm. Leveraging its proven expertise in project management capabilities, engineering & construction experience combined with strong technical. KPTL has gained significant market to list among the leading players in overhead electrification, railway track laying, signalling & telecommunication (S&T), power systems and civil works associated with railway networks.

1,786 TKM
Electrified in 2021-22

1,170 + Route KM
Railway Electrification works executed in 2021-22

114 Route KMs
Tracks commissioned in 2021-22

18 %
Contribution to India's railway electrification drive in 2021-22

OIL & GAS

KPTL enjoys a set of well qualified and trained engineers, over and above a skillful design team responsible for overall execution. We have capabilities to execute cross-country Oil & Gas pipelines, processing facilities, refineries and fertiliser plants. The division has completed several plant projects of national importance on EPC basis and has till date laid around 6,650 KMs of pipelines along with associated works of more than 385 stations.

900 + KM
Pipeline laid in 2021-22

447 Nos
Horizontal Directional Drilling in 2021-22

BUILDINGS & FACTORIES

JMC Projects (India) Limited, a subsidiary of the Kalpataru Power Transmission Limited (KPTL), is engaged in the execution of civil and structural works for commercial, residential and institutional buildings, government infrastructure projects, power plant projects and industrial projects. JMC has end-to-end capabilities to execute civil works, design & build composite works, MEP, HVAC, structural works, finishing works, utilities, area development and more.

61

Ongoing projects in India

INFRASTRUCTURE

Having proved its expertise in civil sector, JMC has a strong track record in handling and delivering EPC services for the design and construction of Highways, Bridges & Flyovers, Metro Rail Corridors Stations, Transit Terminals & Hubs. Extending its prowess, JMC is also exploring opportunities in Metro Rail Underground Structures and High-Speed Rail Structures on EPC basis.

140 KM

Length of Highway / Road Projects Won in 2021-22 in Ghana and Ethiopia

WATER

JMC is one the fastest growing companies in the water infrastructure space with capabilities to undertake Treatment, Transmission and Distribution projects. Over the years, JMC's expertise in designing and building of Water Intake, Treatment, Storage, Supply, Distribution, and Operation & Maintenance Projects has transformed it to become a leading solution provider in the water sector.

31
Ongoing projects

₹3,200+ Crores
Projects awarded in 2021-22

AGRICULTURAL LOGISTICS

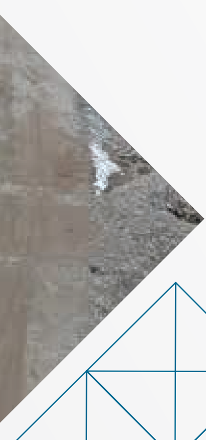
Shree Shubham Logistics Limited is one of the leading Warehousing companies in India providing end-to-end solutions for agriculture and non-agriculture commodities. Incorporated in 2007, SSL is a wholly - owned subsidiary of KPTL with a clear focus on building efficiency through our scientifically designed warehouses and state-of-the-art facilities for storage and preservation.

The Company has presence across Rajasthan, Gujarat, Madhya Pradesh, Maharashtra, Bihar, Haryana, Delhi, Uttar Pradesh, Karnataka

300+
Warehouses Managed

1.9MT
Storage Capacity

~11 Million sq. Feet
Storage Area



FINANCIAL HIGHLIGHTS

Standalone

Revenue
(₹ in Crore)

2021-22	7,062
2020-21	7,671
2019-20	7,904
2018-19	7,115
2017-18	5,799

Core EBITDA
(₹ in Crore)

2021-22	653
2020-21	808
2019-20	860
2018-19	778
2017-18	631

PBT
(₹ in Crore)

2021-22	722
2020-21	831
2019-20	666
2018-19	624
2017-18	499

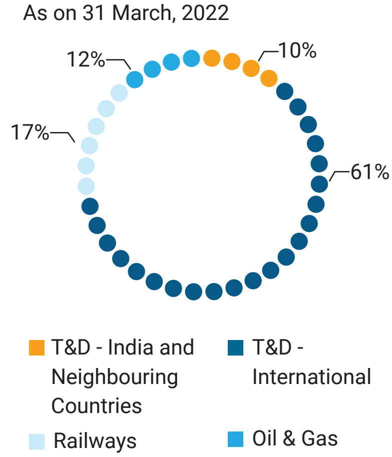
PAT
(₹ in Crore)

2021-22	515
2020-21	615
2019-20	463
2018-19	401
2017-18	322

Order Book
(₹ in Crore)

2021-22	15,759
2020-21	13,890
2019-20	13,288
2018-19	14,068
2017-18	12,404

Business-wise Order Book
As on 31 March, 2022



Consolidated

Revenue
(₹ in Crore)

14%
5-year CAGR

2021-22	14,777
2020-21	12,949
2019-20	12,676
2018-19	10,841
2017-18	8,742

PAT
(₹ in Crore)

18%
5-year CAGR

2021-22	535
2020-21	662
2019-20	390
2018-19	487
2017-18	278

Order Book
(₹ in Crore)

13%
5-year CAGR

2021-22	32,761
2020-21	27,900
2019-20	22,834
2018-19	24,030
2017-18	20,020

(₹ in Crore)

	2017-18	2018-19	2019-20	2020-21	2021-22	2021-22 (USD Million)[1]
Standalone						
Production in MTs*	196,768	168,634	173,094	156,214	1,48,253	1,48,253
Gross Revenue	5,779	7,115	7,904	7,671	7,062	932
Sales Growth (%)	15.3%	23.1%	11.1%	-3.0%	-7.9%	-7.9%
International Revenue	2,365	2,731	2,814	3,550	2,595	342
Total Expenditure (excluding depreciation and finance cost)	5,147	6,337	7,044	6,864	6,410	846
Operating Profit (Profit before tax, depreciation, Interest, other income)	631	778	884	975	869	115
Other Income	48	51	58	79	82	11
Finance Cost	103	119	166	109	124	16
Profit before Tax (PBT) after exceptional items	499	624	666	831	722	95
Depreciation	77	86	110	115	105	14
Profit before Interest & Tax (PBIT) after exceptional items	603	743	832	940	846	112
Profit before Tax & before exceptional items	499	624	642	663	505	67
Exceptional items- gain	-	-	24	168	217	29
Provision for Taxation (incl. Deferred Tax)	177	223	203	216	207	27
Profit after Tax (PAT)	322	401	463	615	515	68
Other Comprehensive Income (net of tax)	6	20	(24)	15	5	1
Equity Share Capital	31	31	31	30	30	4
Net Worth	2,770	3,152	3,536	3,863	4,361	575
Long-Term Borrowings#	525	493	456	478	467	62
Short-Term Borrowings	250	154	878	629	723	95
Total Borrowings#	774	647	1,334	1,107	1,190	157
Borrowings (Net of Cash and Bank balances)#	693	501	970	777	417	55
Net Debt to Equity Ratio	0.25:1	0.16:1	0.28:1	0.20:1	0.10:1	0.10:1
Return on Equity (%)	11.6%	12.7%	13.1%	15.9%	11.8%	11.8%
Return on Capital Employed (%)	18.8%	20.9%	20.4%	20.6%	18.0%	18.0%
Book Value per Equity Share (₹/USD)	181	206	229	259	293	4
Earnings per Equity Share (₹/USD)	21	26	30	41	35	0.5
Operating Profit (%)	10.9%	10.9%	11.2%	12.7%	12.3%	12.3%
Profit before Tax (%)	8.6%	8.8%	8.4%	10.8%	10.2%	10.2%
Profit after Tax (%)	5.5%	5.6%	5.9%	8.0%	7.3%	7.3%
Order Book at year end	12,404	14,068	13,288	13,890	15,759	2,079
Consolidated						
Gross Revenue	8,742	10,841	12,676	12,949	14,777	1,949
Profit before Interest & Tax (PBIT) (Normal)	839	1,162	1,169	1,381	1,093	144
Profit after Tax (PAT)	278	487	390	662	535	71
Earnings per Equity Share (₹/USD)	18	30	25	44	36	0.5
Consolidated Order Book at year end	20,020	24,030	22,834	27,900	32,761	4,322
Net Worth (Excl. rev reserve, attributable to owners)	2,673	3,120	3,358	3,739	4,279	564
Return on Equity (%)	10.5%	15.0%	11.6%	17.9%	12.6%	12.6%
Borrowings (Net of Cash and Bank balances)#	3,036	3,281	3,458	2,304	1,902	251
Return on Capital Employed (%)	15.3%	19.2%	17.6%	21.5%	17.9%	17.9%

* The quantity includes production, on jobwork basis and purchased from/got processed from third parties.

Excluding interest free loans from entities other than bank and financial institutions

[1] 1 USD = ₹ 75.8071

CHAIRMAN'S MESSAGE

Our priority is accelerating profitable growth and transforming KPTL to deliver sustainable stakeholder value.

Dear Stakeholders,

The financial year 2021-22 was characterised by severe second wave of Covid-19 pandemic, global geo-political conflicts, high inflation and unprecedented volatility in commodity prices along with broad disruptions in the global supply chain. Against this challenging backdrop, we have delivered a noteworthy financial performance driven by top-line growth, consistent profitability, successful management of cost and improved market leadership position. Combined with our execution excellence, compelling business portfolio, customer connect and cost focused approach, we have delivered a record performance year after year, demonstrating the strength of our resilient business model, which is designed to succeed in any operating environment.

Improved Business Performance - Strong Financial Position and Leading Business Portfolio

The financial year 2021-22 was a year of demand recovery and notable order booking for KPTL and JMC on account of strong impetus on infrastructure development by Government, revival of real estate sector, pick-up in industrial activity and rising adoption of renewables. We quickly identified and responded to the cost inflation challenge by successfully implementing cost reduction initiatives, effective hedging and improving operating efficiency to offset increased raw material and freight costs and, at the same time, continuing to provide efficient project delivery to our customers.

I am happy to report that we have achieved turnover of ₹ 14,777 Crores at consolidated level, with growth of 14% over the previous year. Our EBITDA margin remained healthy at 9% in 2021-22, which was lower than 2020-21 primarily due to cost inflation. Our consolidated PAT was ₹ 535 Crores with EPS of ₹ 36.3 for 2021-22.

We have consistently demonstrated our track record of strong cash generation and efficient working capital management as we have reduced our consolidated net debt by 17% from 2019-20 levels. Our net debt is at ₹ 1,902 Crores with a net debt to equity ratio of 0.43x. We continue to make considerable progress on our deleveraging journey with improvement in working capital days, record number of project closures and divestment of T&D BOOT portfolio.

> KPTL and JMC has a leading market position, with a sound strategy, as we have successfully navigated the pandemic and volatile operating environment. Simultaneously, we have also delivered a robust financial performance.

KPTL will continue with its deleveraging journey by actively looking to exit non-core businesses and improving its capital management.

We plan to complete restructuring on Wainganga Road Project and refinancing for Vindyachal Road Project in 2022-23. In case of Kurukshetra Road Project, we have issued notice of termination and handed over the asset in line with the provisions of the concession agreement. These steps will improve the operational viability of Road BOOT assets.

The Board of Directors clearly understands the importance of returns to shareholders and, as a result of the Company's strong financial profile and confidence in its strategy and growth outlook, have proposed a dividend of ₹ 6.5 per share, subject to approval of shareholders. KPTL continues to have a progressive dividend policy as we have consistently improved its dividend payout from 12% in 2019-20 to 25% in 2020-21 and 19% in 2021-22. Going forward, the Board aims to use the Company's free cash flow to fund its capex, invest in new growth opportunities in the core business, and make further returns to shareholders as appropriate.

Our consolidated order book is at all-time high of over ₹ 32,761 Crores and we have secured record new orders of ₹ 18,161 Crores in 2021-22. We have significantly improved our market position in T&D, Water, B&F and Urban Infra businesses during the year, as we have secured several high value projects and diversified our global presence to 67 countries with addition of four new countries in 2021-22. We are consistently, improving our competitive position and business mix with emphasis on segments and markets that have higher growth outlook & better margin profile.

In the T&D business, we have secured single largest order till date in our history of ₹ 3,276 Crores in the South American market. At the same time, we secured our first international order for the B&F business in Maldives and strengthened our Urban Infra business with two new road projects in Africa valuing over ₹ 2,200 Crores. In our Water business, we have achieved record order inflows of ₹ 3,286 Crores in 2021-22, significantly expanding its geographical reach within India.

We continue with our strategy to enter and expand new markets and generate new revenue streams beyond our traditional markets. This is very well depicted with the performance of our Sweden subsidiary; LMG has reported good growth in revenue and profitability since our acquisition in April 2019, as we have almost double the size of business. In Fasttel Brazil, we are strengthening the organisation alongside integrating their systems and process in-line with KPTL.

We continue to strengthen our market position through active business mix management as we plan to secure new business from the high-growth segments like Metro Rail, Airports, Data Centers and Heavy Civil Infrastructure. More than ever, we are strengthening our capabilities in civil, electrical, design and engineering areas for domestic and international markets as we continue to expand our leadership position in focused EPC business.

We remain committed to scale-up our EPC business by expediting our market reach, driving superior project delivery, balanced business portfolio across customers and markets, and augmenting local presence in key geographies.

We are convinced that our wide global presence, diverse business mix and strong execution capabilities provides us with competitive advantages, and adoption of digital Industry 4.0 technologies enables us to sustained cost and quality competitiveness. This will help us drive sustainable and profitable growth.

Strategic Enabler - KPTL-JMC Merger, Digital & Sustainability

In 2021-22, we have commenced a number of business transformation initiatives. The objective of these initiatives will be to help us drive growth in core business, improve profitability by optimising the portfolio and footprint, improving the overall cost base efficiency through operational and manufacturing excellence and implementing the sustainability agenda. These strategic initiatives are driven with an objective to build a future proof organisation with a targeted revenue goal of USD 3 Billion by 2025.

> Implementing the next phase of our strategic evolution will help us to better leverage our expertise and competence, specifically in our key focus areas, making KPTL more digital and sustainable.

One of the major step taken in this direction is the merger of JMC with KPTL. In February 2022, the Board of Directors of KPTL and JMC approved the scheme of amalgamation of JMC with KPTL. This is a significant milestone for both the companies to unleash their growth potential and drive the next phase of growth. We believe combining our two companies will create substantial long-term value for all our stakeholders. Moreover, the merged entity will benefit from operational & cost synergies arising from scale and size of the combined business. The merger will also enable us to bid for large size complex projects along with improved management bandwidth. The combined entity will have a strong balance sheet and financial flexibility to invest in core EPC business. The process of getting necessary approvals for the merger are underway and progressing as per schedule. The merger is expected to be completed in 2022-23.

Our investment in technology infrastructure and digital tools has allowed us to improve our project delivery, react to situations with speed and ensure we are focused on value creation. In 2021-22, we focused on higher adoption of digitalisation across the entire project ecosystem and driving project delivery through mechanisation and technology.

We are putting sustainability and ESG at the core of our strategy with clear ambition to improve our performance on parameters related to decarbonisation, occupational safety, diversity, social integration and corporate ethics. In doing so, we want to align our sustainable growth in-line with the larger society and communities. We want to promote measures that allow us to be more committed to the environment, strengthen our social function with greater safety, more diversity and better human resources, and continue to promote an ethically responsible business culture. You can read more about our sustainability outcomes in this integrated Annual Report.

> KPTL firmly believes, financial performance has to be in-line with social and environmental performance. The goal is to sustainably create value.

Outlook

Governments around the world are giving high impetus to infrastructure development in order to stimulate economic activity post the pandemic. Infrastructure spending on transport infrastructure, housing, social infrastructure and clean energy has begun to rebound and is expected to grow significantly over the coming decade. Moreover, India continues to remain attractive destinations for investment with heighten focus by Government on increasing public capital expenditure, infrastructure development and introducing favorable reforms and policies like Make in India, Digital India, Power for All, Smart Cities, Housing for All etc. Furthermore, surge in oil prices will improve prospects and economic recovery in Middle East economies, leading to higher capex and infrastructure development opportunities in Gulf countries. These structural developments offer tremendous growth potential for KPTL given its core competencies and strong global footprints in the EPC space.

Despite many macro uncertainties coupled with accelerating inflation, KPTL has a decisive strategy in place to mitigate the inflationary pressures and we feel confident about our ability to deliver consistent, long-term performance and sustainable value creation. Furthermore, the declining trend of commodity prices and stability in global supply chain will facilitate better project delivery.

On behalf of the Board of Directors, I would like to thank our customers, subcontractors, vendors, bankers and shareholders for their trust in KPTL and our employees for their hard work and commitment.

Best Regards,
Mofatraj P. Munot
Chairman

PROJECT HIGHLIGHTS

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1 Bokaro-Angul Pipeline Project, India

This project pertains to laying and construction of gas pipeline along with associated facilities for the Bokaro-Angul section of Jagdishpur-Haldia-Bokaro-Dhamra pipeline project.

The pipeline route passes through varied terrains of agricultural land, dense forests, marshy land and rocky region, hindering equipment mobilisation across the region.

Success Factors and Achievements:

KPTL deployed dedicated teams to engage with concerned authorities and landowners to ensure 'Right of Use' access. The team actively engaged with authorities, to obtain approvals for commencing work in the forest region.

As the project encountered severely rocky terrain, KPTL team undertook rock blasting and rock breaking for ~40 KM of the route. The blasting was executed all necessary approvals and with highest safety measures and also completed ~2.5 KMs of Horizontal Directional Drilling (HDD) across Railways routes, rivers and National Highways by mobilising 150 ton HDD rigs rock tools and well-trained technicians to complete the HDD faster.

2 Mehsana-Bhatinda Gas Pipeline, India

This project pertains to EPC work for 134 KM-long and 30 inch-wide Natural Gas pipeline between Nawalgarh and Ajitpura, along with associated station work facilities.

Located in Jhunjhunu & Churu District in Rajasthan, the pipeline traversed through long stretches of humongous sand dunes. A difficult terrain coupled with restricted 'Right of Use' access, extreme temperatures of almost 50 degrees celsius and supply chain constraints due to the Covid-19 pandemic presented a challenging ecosystem for successful completion of the project.

Success Factors and Achievements:

Extensive and advanced preparation enabled KPTL to commence work instantly after receiving the Project award. While the pandemic adversely impacted the Execution efforts, in the post-recovery phase, the KPTL team devoted additional efforts to recover lost progress by posting dedicated teams at vendor premises. During lockdown, safety and well-being of all deployed employees was ensured through dedicated programmes spearheaded by HR teams while following all Government protocols. This helped in successful completion of the project with having devoted 2.5 Million safe man-hours in the activities.

Impressed by KPTL's execution, the client specifically appreciated our quality and pace of engineering works,also setting it as a precedence for other contractors who were executing balance sections of the pipeline of approximate KM.

3 220 KV D/C-Koshi Corridor Transmission Line, Nepal

A prestigious project for Nepal & India, it pertains to construction of 220 KV DC Koshi corridor transmission line passing through the regions of Inarwa-Basantpur-Baneshwar-Tumlingtar.

The line aims at ensuring smooth power evacuation of 2000 MW from hydropower projects in the Arun & Tamor river basins of Nepal.

The project came with a wide set of challenges – hilly terrains, landslides, snow-covered regions, dense forests, and ROW issues. The pandemic further adversely hindered material mobilisation given the cross-country movement constraints.

Success Factors and Achievements:

Given the challenging terrain, KPTL deployed some of the most experienced personnel on the project to ensure comprehensive solutions, smoother coordination among stakeholders and timeliness of the project. Our design and engineering team provided unique solutions for minimising the benching needs in the snow-covered region through proper leg/body extensions & executed the work with minimum benching. With a prompt and collaborative approach between KPTL, the client, third-party consultants and custom officials, material delivery and logistics requirements were managed efficiently while also maintaining an optimum inventory level to avoid hindrance in case of sudden crisis. KPTL also deployed specialised resources to ensure adherence with proper environment, health and safety standards. This is the longest 220KV transmission line in Nepal, successfully completed by KPTL in record time period.

4 400 KV D/C Rasipalyam-Palavadi Transmission Line, India

The project scope included construction of 400 kV DC (Quad) Line from Rasipalyam to Palavadi along with two bay extensions at Palavadi substation on turnkey basis. It also involved improving system stability in the transmission network for the benefit of the State and to mitigate low voltage problems, for ensuring uninterrupted power supply and being able to cater to the growing power demand.

The transmission line traverses through five important districts of Tamil Nadu – two of the districts provide hilly and rocky terrain, while other three comprise of fertile and high-yield lands surrounded by industrial growth regions – making ROW access challenging.

Success Factors and Achievements:

While the Tamil Nadu Government and the client worked in coherently to resolve all ROW issues and address any objections that might arise. KPTL undertook some key measures to ensure fast-track solutions to such concerns, by ensuring:

- Regular meetings between the client, district administration and landowners, to highlight the significance of the Project and its benefits to the overall community for mitigating power crisis in the State
- Maintenance of resources and immediate deployment of manpower & resources in the slightest opportunity to carry out the works
- Project gets included under the Pragati Scheme, wherein the Central Government monitors the progress directly and initiated actions for addressing relevant problems, continuous follow-up with the Central Government, CEA and other Nodal Agencies to expedite the process

The Project successfully completed and is among the toughest projects to be completed in Tamil Nadu, amid several agitations and ROW issues.

5 765 KV Air Insulated Substation Project at Banaskantha, India

This project involves design, engineering, manufacturing, supply, erection, testing & commissioning of all equipment and associated facilities for a 765 kV Substation with 2-Line Bay, Switchable Reactor Bay & Associated Tie-Bay. This was KPTL's first 765 kV project in the Substation business unit. The unit was to be constructed in a live switchyard of an existing 765 kV substation. Hence, a major pre-requisite for this project was, to maintain highest standards of safety through relevant measures and precautions. Soon after the project initiation, the first wave of the pandemic set in leading to complete halt of movements and operations.

Success Factors and Achievements:

To counter the various challenges, KPTL team did micro-level planning – chalking out every activity, process, and resource requirement. Every aspect of the project was monitored and controlled closely on a daily-basis to avoid possible slippages. Continuous coordination with the client, workers, vendors and suppliers was maintained to ensure ease even under challenging circumstances. Highest standards of safety were implemented that helped in achieving Zero Fatalities LTI (Lost Time Injury) with 1,48,277 safe man working hours. We also set a benchmark for use of safety net in substation project work.

6 400/220/66 KV Gas Insulated Substation Project at Bhogat, India

Project pertained to design, engineering, manufacturing, supply, erection, testing and commissioning of 400/220/66kV GIS on turnkey basis, including civil works at Bhogat, near Dwarka in Gujarat.

There were numerous challenges involved in this project including heavy rainfalls, floods, pandemic-induced lockdowns, local disturbances, among others. During floods, the entire project site was submerged under water with broken boundary walls and no road connectivity. It was a herculean task to test the health of every equipment after they were impacted by the floods. Further, the pandemic-induced challenges lead to on-site manpower scarcity while the team also had to ensure 100% adherence to Government protocols to guarantee workmen safety.

Success Factors and Achievements:

KPTL's project management and execution skills were demonstrated in this project through detailed planning and immediate issue resolution. Great teamwork and coordination between among all helped us to mitigate various challenges. Timely execution was a big challenge as GIS equipment/works were badly affected due to the flood. However, our project team worked round-the-clock and achieved desired targets while closely coordinating with client to get the work done through the 'first time right' approach – keeping no space for deviation from the quality and safety standards.

7 Kenya Tanzania Power Interconnection Project (KTPIP)

KTPIP is among the most prestigious Project of East African Region for electricity transmission across the region. The total power transfer capacity of the project is 2000 MW. By this, power generated from the Nile river basin is transmitted to EAR. The ultimate objective is to improve the supply, reliability and affordability of electricity in EAR through cross-border exchanges of cheap and cleaner, surplus power.

The transmission line corridor traverses through many villages and hilly terrains, where KPTL faced safety challenges due to the pandemic and increasing cases of malaria. Given the remote regions, ROW was also a major challenge. Severe rainfall and high sulphur and acid content in certain areas urged for special measures for protecting project foundations.

Success Factors and Achievements:

KPTL's execution team ensured proper planning of critical activities and timely action on all arising issues, to deliver the project within deadline. Despite supply disruptions owing to the pandemic and diverse material requirement for leg extensions and body extensions, the team managed all construction needs comprehensively including adequate protection for the project foundations. Out of four contractors along the full length of project, KPTL was the first Company to complete the Project. Overall, the team did well in collaboration with consultant & client to complete the physical works of the project within the stipulated timeline.

8 225KV D/C Keur Par-Saint Louis Transmission Line Project, Africa

The project pertains to EPC work for a 225 kV, 74 KM-long transmission line between Saint Louis and Keur Pur along with a 225kV Substation at Saint Louis and One Bay Extension at Tobene Existing Substation. 50% of the line length traverses through swampy areas, that were available only for 4 months a year for civil activities, as the routes to these locations were completely submerged in water. Materials were transported by manual head-loading & tractor trolleys. Cascading activities, tower transportation to site & stringing works also faced similar challenges in this location.

Success Factors and Achievements:

KPTL team, in coordination with clients and consultants, planned meticulously as per need and availability, to avoid loss of time by waiting for next dry spell to continue work. Excellent coordination with client & other stakeholders, enabled setting up of clear timelines through the right formulation of plans. In collaboration with local farmers, access road track and water canals were modified and reinstated as per their requirement to avoid the concerned disruptions and enable smooth functioning of site activities. Thereby, showcasing excellent team work and planning, leading to successful completion of the project in line with client satisfaction.

9 Umdanagar - Mahabubnagar Railway Project, India

For doubling the Railway electrification between Umdanagar and Mahabubnagar stations of Secundcrabad-Mahabubnagar Section in Hyderabad Division of South Central Railway in Telangana, KPTL was awarded a composite project covering:

(1) Construction of road, major & minor bridges, track linking, and staff quarters

(2) Electrification, traction, signal & telecommunication works.

Being a large composite project, it came with various challenges. The first 25 KM of the route in vicinity of Hyderabad was 'No Mining Zone' due to GO-111 (project executed prior to April 2022). Further, KPTL had to tackle 500 m stretch of subjudice disputed land. We also had to undertake modifications to an existing major yard, Jadcherla and construction of a bridge located in a water reservoir.

Success Factors and Achievements:

A focused approach and diligent planning helped KPTL team deliver a world-class project within the stipulated timelines. To ensure completion of all works in a specific stretch we deployed resources and worked simultaneously across different jobs like cutting, blasting, rock chiseling, construction of drains, overhead electrification, ballasting and P-way for a period of 10 days while simultaneously coordinating with Railway authorities, local administration and all other concerned departments. We implemented new approaches to tackle tricky situations like using pre-cast segmental construction technique for construction of the bridge located in the reservoir duly making a bund around and shore strutting. The project was delivered on-time and was highly appreciated by the client and higher authorities. The Company's quality team also received an appreciation letter from the PMC for implementing best SOPs for all site activities.

10 Verna Thokur Railway Project, India

KPTL undertook this project in the Karwar region of Konkan Railway for design, supply, erection, testing and commissioning of 25 kV, 50 50hz Single phase, Traction Overhead equipment, Switching Stations, Traction Sub-stations along with SCADA work, civil construction and Signaling & Telecommunication. The project was between Verna -Thakur including Electrification of double line between Majorda-Madgaon (312.7 route KM out of 388 KM in total).

The entire section falls across difficult terrains passing through mountains and rivers. With extreme monsoons in the Konkan region, the approach roads were almost absent and we had to traverse 20 tunnels covering 25 KM of the project route.

Success Factors and Achievements:

Throughout the project, KPTL team relied heavily on mechanisation to tackle the challenges imposed. We deployed machinery like Batching Plant, Ajax Fiori, RRVs (Rail cum Road Vehicle) BOB CAT, and GAMZEN, among others to address the client requirements efficiently. Further, KPTL team deployed automatic wiring train to facilitate simultaneous working while also executing Spring-type Auto Tensioning Device to minimise space requirement and maintain constant tension.

Being the first Company to electrify any section of Konkan Railway Corporation Limited, our work was highly appreciated by the client and also received appreciation from the Honorable Prime Minister of India.

VALUE CREATION MODEL

Source → **Input**

Financial Capital

Financial resources required to fund our growth and expansion plans while creating value for all.

- ₹ **30 Crores** Equity share capital
- ₹ **275 Crores** Long term debt (excluding interest free loans)
- ₹ **914 Crores** Short term debt

Manufacturing Capital

Our strategically located and integrated plants are used to develop customised and one-of-its-kind solutions that comply with global standards and specifications.

- **2** Tower Fabrication Facilities
- **2.4 Lakh** MT Tower Fabrication Capacity per annum
- ₹ **2,950 Crores** Raw Material Consumption
- ₹ **74 Crores** CAPEX invested
- ₹ **597 Crores** Value of property plant and equipment
- Sizable Fleet of Equipment & Machinery

Intellectual Capital

We leverage our specialised capabilities, latest technologies, brand value, engineering excellence and R&D capabilities to fulfil our objectives.

- **4** Decades of experience and expertise
- **180+** Team of experts and innovators
- Tower testing Capability of up to **1,200 KV**
- **SAP S4 HANA ERP** backed system & processes

Human Capital

Fostering a safe work environment while cultivating capabilities and competencies of employees to further grow and expand our operations.

- **60+** Technical & soft skills online learning modules
- **10,177** Contractual employees
- **3,072** Permanent employees

Social and Relationship Capital

Our long-standing relationship with stakeholders and our zeal to contribute towards the upliftment of the society in which we operate enables us to create shared value for all.

- ₹ **7.9 Crore** Amount Spent on CSR activities
- **62,000+** Number of shareholders
- **12,000+** Number of suppliers

Natural Capital

Our commitment to reduce our environmental footprint through efficient utilisation of resources.

- **2** Biomass based power generation plants
- **~16MW** Total capacity of Biomass based power generation plants
- **4+ Lakh MT** of Non-Recycled Material consumed
- **10+ Lakh KL** of Freshwater Withdrawal
- **350 KW** Solar Panels and 4 Wind Mills

Business Activity

Vision

To be the foremost Global player in all the business verticals we operate in and we will achieve this by adhering to our values.

Our core business includes:

Power Transmission & Distribution

Provide end-to-end solutions in EPC as well as Turnkey format, catering to a diverse client base across America, Africa, Middle East, Europe and Asia Pacific.

Oil & Gas Infrastructure

Provide cross-country pipelines, terminals and gas gathering stations for the oil and gas sector.

Railway Infrastructure

Execute civil infrastructure, track laying, signalling and electrification projects for railways in India. Pioneers in the manufacturing of galvanised steel structures for Railway Projects.

The core businesses are supported by an able corporate leadership that drives:

- Strategic Outlook
- Culture and values
- People management
- Health, safety and well-being
- Process and performance enhancements
- Risk Management
- Governance

Output

₹ **7,062 Crore** Revenue from core operations
₹ **653 Crore** EBITDA (excluding exceptional items)
₹ **515 Crore** PAT
18% Return on Capital Employed

1,48,250+ MT Towers Manufactured across the globe
5,300+ Towers Erected
2,600+ KMs Stringing
1,780+ TKMs Railway Electrification
110+ KM Railway Track Commissioned
900+ KM Pipeline Laid

- Adopted analytics, digital dashboards, geo & aerial technologies, artificial intelligence (AI) and sensor-controlled Internet of Things (IoT)
- End-to-end Digitalisation of Business Processes
- Incorporating digital into entire project life cycle

83.16% Employee Satisfaction score in Engagement Survey
4,780+ Man Days of Training
400+ Training Programs organised
10,600+ courses completed on Learning Management System
100% Permanent & Sub-Contracted employees imparted safety trainings
0.30 Lost Time Injury Frequency Rate

20,000+ patients benefitted from Kalpa Seva Arogya Kendra
50,000+ beneficiaries impacted through CSR initiatives
AA/Stable Long-term credit rating by CRISIL & CARE

~14 Lakh units of electricity produced and **1,315** Ton of **CO_2** reduction through Solar plant and Wind Mills
6% contribution from Renewable Energy sources
5,783 GJ of Renewable Electricity consumed
9,500+ MT waste recycled / reused
20,000+ KL of water recycled / reused

OUR ESG **STRATEGY**

We have established the key strategic pillars that comprise the components of ESG relevant to the nature of our Company while designing this strategic framework. These pillars are the foundation of our ESG strategy, allowing us to focus on and respond to issues that are important to our Company. We have identified the primary emphasis areas that are crucial to our business through our strategic pillars. These strategic pillars assist us in developing and implementing key measures that can provide holistic value to us and our stakeholders.

SUSTAINABILITY VISION

To be world's leading EPCM organisation delivering sustainable solutions through continuous innovation.

SUSTAINABILITY MISSION

Integrating Ethical Sustainability today for a brighter tomorrow.

Our ESG strategy is built on the 3 vital pillars of Creating Positive Impact, Performing Responsibly and Engaging with Stakeholders.

CREATING POSITIVE IMPACT

This Strategic Pillar focuses on KPTL's efforts to efficiently use resources and manage our overall environmental footprint by adopting programs/initiatives relevant to the main areas of waste management, water stewardship and carbon emissions.

PERFORMING RESPONSIBLY

This Strategic Pillar highlights KPTL's efforts and pledges to the highest standards of ethical conduct and integrity, by executing initiatives for Responsible Business Practices, Responsible Portfolio and Responsible Sourcing.

ENGAGING WITH STAKEHOLDERS

This Strategic Pillar highlights KPTL's efforts to maintain employee health and wellbeing and develop strong relationships with neighbouring communities, suppliers, and customers. We focus on Health and Safety, Human Capital Management and Local Community Engagements.

STAKEHOLDER ENGAGEMENT

KPTL conducts business in a way that considers the best interests of all our stakeholders when making decisions. We feel that listening to our stakeholders is crucial to understanding their expectations and staying on track with our priorities to deliver consistent value. As a result, we engage in meaningful engagements with our stakeholders on a regular basis to identify and solve their concerns in a systematic manner. We intend to attain economic and ecological sustainability, as well as a future free of all foreseeable risks, through this endeavour.

Stakeholder Group	Engagement Methods	Material Matters	Impact on Capitals
EMPLOYEES	Engagement Surveys Newsletters & Notices Training and Development initiatives Town-halls, get-togethers, cultural events	Employee engagement Employee capability development Career progression Reward and Recognition Fair remuneration Effective performance management and recognition Diverse, inclusive, and enabling work culture Work-life balance	Human Capital, Intellectual Capital
INVESTORS AND SHAREHOLDERS	Quarterly Earnings Calls, Investor Conferences, Company Website, Investor Presentations, Press Releases and Annual Reports Communication of financial results via prominent newspapers Information pertaining to Dividends, Notices and AGM communicated via e-mail	Financial Performance Ethical, Anti-Bribery & Anti-Corruption practices Risk Modeling Protection of Rights of all stakeholders Robust Strategy for long-term value creation	Financial Capital, Manufactured Capital
CUSTOMERS	Client Meetings Periodic Project Review Meetings Performance Reports	Product pricing Innovation and IT deployment Customer privacy and data protection Customer service and claim settlement Ethical, Anti-Bribery & Anti-Corruption practices Customised solutions	Social and Relationship Capital, Manufactured Capital

SUPPLIERS	• Site visits and inspection • Supplier's visits • Regular interactions	• Ethical, Anti-Bribery & Anti-Corruption practices • Transparency • On-time settlement of invoices • Fair registration and procurement process • Sustained business opportunities	Social and Relationship Capital, Natural Capital, Manufactured Capital
COMMUNITIES	• Community projects • Employee volunteerism • Awareness workshops • Direct and mediated interactions	• Transparency • Advancing sustainability • Ethical, Anti-Bribery & Anti-Corruption practices • Contribution to community welfare • Healthier and safer societies	Social and Relationship Capital, Natural Capital
LENDERS AND BANKS	• Meetings and correspondence • Submission of project reports and presentations • Timely submission of financial reports/quarterly reports and stock statements	• Ethical, Anti-Bribery & Anti-Corruption practices • Corporate Governance • Transparency • Disclosures • Regulatory Compliance and Fair Business Practices	Financial Capital, Manufactured Capital, Social and Relationship Capital
GOVERNMENT AND REGULATORY AUTHORITIES	• Industry Association presentations • Responding to Government circulated whitepapers • Forums • Statutory Filings & Disclosures	• Disclosures • Corporate governance • Adequacy of solvency • Fair and transparent reporting • Timely compliances • Statutory and legal compliance • Support for government policy	Social and Relationship Capital, Financial Capital, Natural Capital, Manufactured Capital

MATERIALITY **ASSESSMENT**

Organisations must identify and respond to challenges that are vital to their business in order to remain resilient in today's fast changing world. Similarly, at KPTL, we recognise the importance of taking action to solve the critical issues facing our Company. In this regard, in 2021-22, we undertook a materiality evaluation and proactively engaged with the organisation's important external and internal stakeholders. We were able to identify the most important topics and respond to them because of the exercise. Our decision to engage stakeholders was based on five factors related to their relationship with KPTL, as outlined by the Global Reporting Initiative (GRI) guidelines:

Responsibility

Influence

Proximity

Dependency

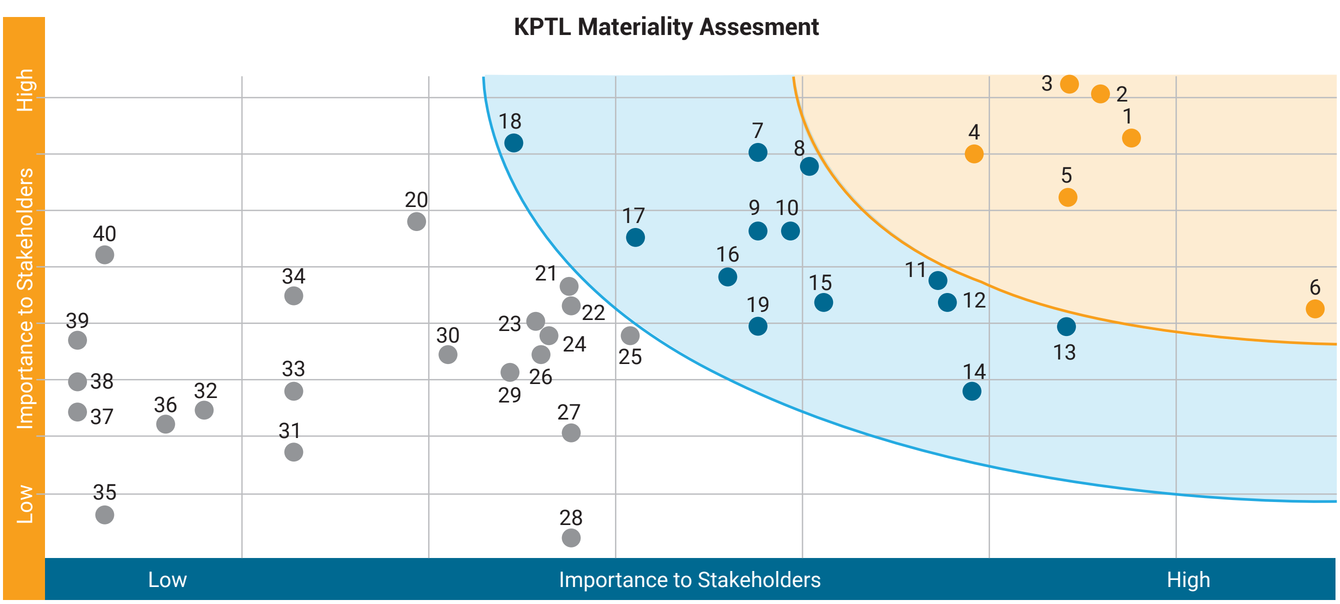
Representation

Customers, supply chain partners, industry groups, non-governmental organisations (NGOs), local community organisations, investors, regulators, the media, and research institutes were among the external stakeholders involved in this exercise. We interviewed and surveyed these stakeholders with the help of an independent consulting firm, supplemented by secondary research on our suppliers and distributors, as well as peer companies and competitors. Internally, we received feedback from a variety of sources, including strategic business unit leaders.

THE MATERIALITY MATRIX

KPTL's materiality matrix has three categories – low, medium, and high material issues. Our medium and high material concerns are depicted in this graphic. When mapped against growing relevance to the business and increasing importance to stakeholders, the concerns indicated above the orange curve are high priority, while those mentioned between the orange and blue curves are medium priority

Our material issues are aligned with the suitable Sustainable Development Goals (SDGs), established by the United Nations to achieve long-term growth and development.



High Priority Medium Priority

Refer to KPTL Sustainability Report 2020-21 for complete list of material issues

	Material Topics	UN SDGs
High Priority	Economic Performance	8 Decent Work and Economic Growth
	Energy and Emission Management	7 Affordable and Clean Energy; 9 Industry, Innovation and Infrastructure; 12 Responsible Consumption and Production; 13 Climate Action
	Employee Health and Safety	3 Good Health and Well-Being
	Human Rights	10 Reduced Inequalities
	Regulatory Compliance and Fair Business Practices	16 Peace, Justice and Strong Institutions
	Climate Change and Related Financial Risk	13 Climate Action
Medium Priority	Water Stewardship	6 Clean Water and Sanitation; 11 Sustainable Cities and Communities; 12 Responsible Consumption and Production
	Corporate Governance, Transparency and Disclosures	5 Gender Equality; 8 Decent Work and Economic Growth; 16 Peace, Justice and Strong Institutions
	Diversity, Inclusion and Non-discrimination	5 Gender Equality; 8 Decent Work and Economic Growth; 10 Reduced Inequalities
	Waste Generation and Recycling	11 Sustainable Cities and Communities; 12 Responsible Consumption and Production
	Market Presence and Customer Focus	8 Decent Work and Economic Growth
	Vendor management and development	8 Decent Work and Economic Growth
	Resilient Business and Long-Term Profitability	8 Decent Work and Economic Growth; 9 Industry, Innovation and Infrastructure
	Labour Relations	8 Decent Work and Economic Growth
	Supply Chain Sustainability and Traceability	5 Gender Equality; 8 Decent Work and Economic Growth
	Environmental Risk Management	12 Responsible Consumption and Production; 13 Climate Action
	Business Ethics and Anti-corruption	16 Peace, Justice and Strong Institutions
	Employee Wellbeing and Development	3 Good Health and Well-Being; 5 Gender Equality; 8 Decent Work and Economic Growth; 10 Reduced Inequalities
	Reliability of production process and Quality Control	12 Responsible Consumption and Production

Material Topics

- Economic Performance
- Resilient Business and Long-term Profitability

SDGs Covered

8 DECENT WORK AND ECONOMIC GROWTH

9 INDUSTRY, INNOVATION AND INFRASTRUCTURE

FINANCIAL CAPITAL

FINANCIAL CAPITAL

OUR STRONG FINANCIAL PERFORMANCE IS INDICATIVE OF A ROBUST BUSINESS MODEL, THE UNWAVERING COMMITMENT OF OUR STAKEHOLDERS TOWARDS VALUE CREATION, AND REPUTATIONAL CAPITAL BUILT OVER FIVE DECADES OF IMPECCABLE SERVICE.

Economic value creation is one of the essential functions of business organisations. A robust financial performance helps in creating values for all stakeholders through economic growth and development, and employment generation. We are cognizant of our responsibilities of economic value generation and fair and equitable distribution. We believe that a healthy financial performance is critical to achieving our long-term goals and objectives.

We aspire to become the world's largest EPCM organisation. In this endeavour we have continued to strengthen our financial performance and consolidate our market position. Our proposed merger as well, is a key step for the Company in this direction. Despite uncertainties and volatility in the external environment and the emergence of stiff competition, we have continuously grown and established ourselves as one of the leading players in the sector globally.

KEY HIGHLIGHTS

17%
Growth in Consolidated Order Book

14%
Increase in Consolidated Net Revenues

₹ 32,761 Crore
Order Book as of 31 March, 2022

₹ 14,777 Crore
Of Net Revenue in 2021-22

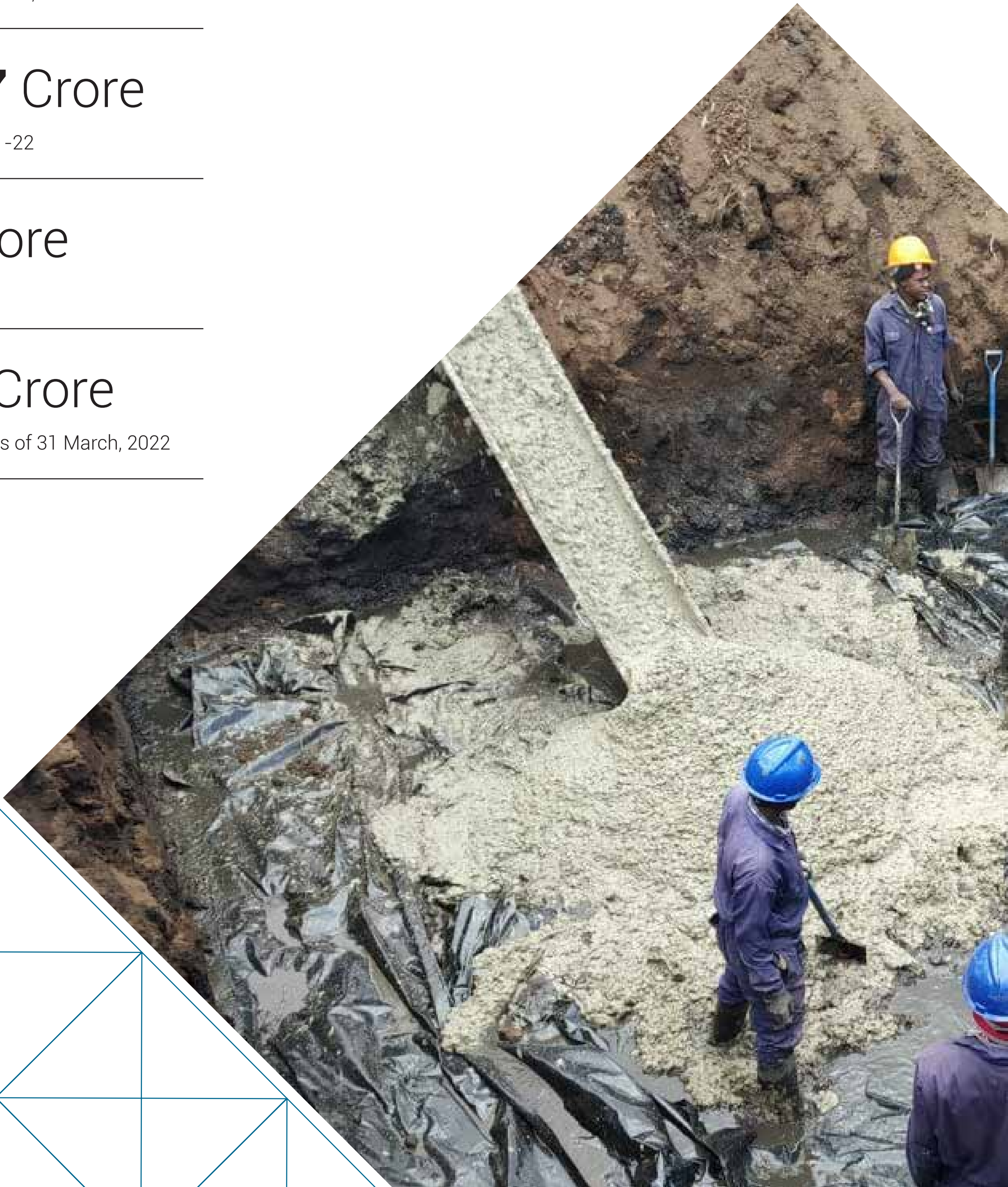
₹ 535 Crore
PAT in 2021-22

₹ 5,460 Crore
Market Capitalisation as of 31 March, 2022

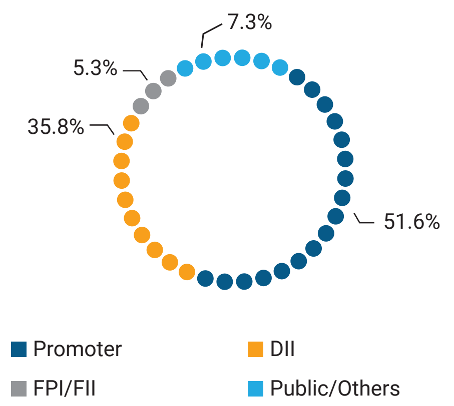
OUR CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

As of 31 March, 2022, the Consolidated Net Worth of KPTL was ₹ 4,279 Crore. Our net debt-to-equity ratio improved from 0.62 in 2020-21 to 0.43 in 2021-22. Based on our strong financial performance our net debt reduced by 17.4% from ₹ 2,304 Crore to ₹ 1,902 Crore over the past year.

As of 31 March, 2022, our Market Capitalisation was ₹ 5,460 Crore, which was 3% lower than that on 31 March, 2021. Our shareholding pattern as of 31 March, 2022 was as follows:



Shareholding (as on 31 March, 2022)



BUILDING INTO A GLOBAL EPC LEADER

KPTL has taken a revolutionary step towards the growth of the Company with a proposed merger of JMC Projects (India) Limited – one of our subsidiaries – into KPTL. The regulatory approvals for the merger is expected to be completed by the last quarter of 2022-23. With this merger, KPTL would become one of India's largest EPC and civil contracting Company with global footprint spanning across 67 countries.

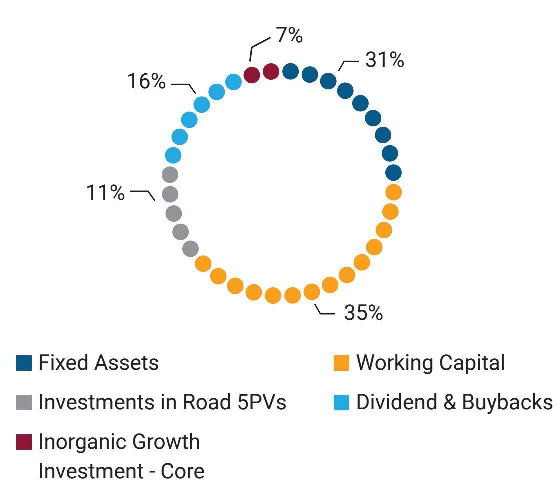
KPTL aims to maintain a diverse and complimentary portfolio. While keeping the core EPC business at the centre, we aim to add buildings & factories, water as well as urban infrastructure into our existing portfolio of Power Transmission and Distribution, Railways and Oil & Gas.

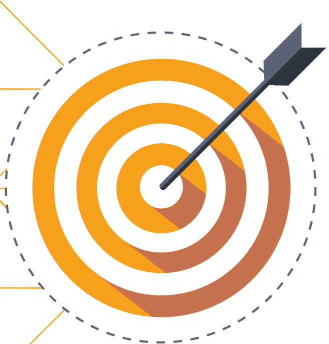
The merger is expected to help the consolidated entity achieve its VISION 2025.

CAPITAL ALLOCATION

Over the last many years, KPTL has consciously worked towards improving its capital allocation practices and strategies. Investing in our core EPC business while divesting all non-core assets has been at the forefront of all our strategic decisions. Since 2017-18, ~66% of our capital has been directed towards business and its organic growth (fixed asset and working capital). ~16%has been distributed to the shareholders through dividend and buyback and ~7% is allocated for inorganic growth of the core business.

Capital Allocation (2017-18 to 2021-22)





VISION- 2025

VISION 2025

Aspirational Targets

USD **3** Billion

Consolidates Revenue

22%+

ROCE

Best-in-class

ESG/ Sustainability Rankings

USD **6** Billion

Order book

100 Countries

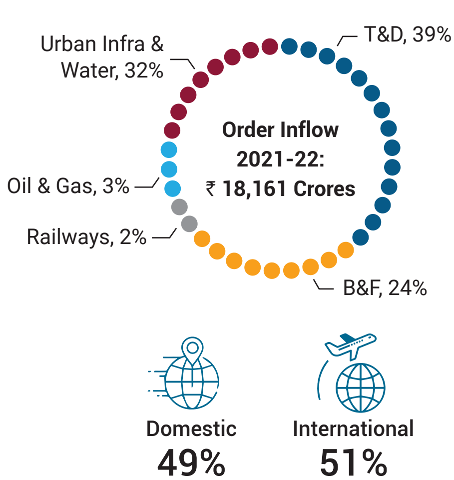
Global footprint

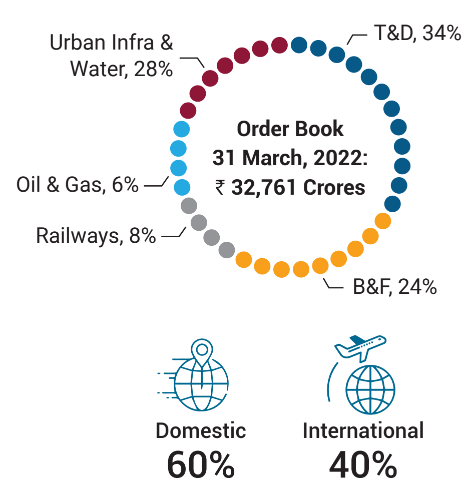
ECONOMIC VALUE GENERATION AND DISTRIBUTION

Our impeccable track record of delivering quality service and innovative solutions over the past four decades has helped us in building strong client relationships, consolidating into focus markets, and expanding into new geographies. Furthermore, our robust technical competencies and renowned execution capabilities have provided us sustained competitive advantage in the global markets.

Our strong credentials and value proposition have enabled us in growing our consolidated order book to a record high of ₹ 32,761 Crore. Our order book is well diversified across businesses and geographies.

KPTL Consolidated Order Inflow and Order Book





Landmark Project Win: Kalpataru Power Chile SpA – Expanding our Global Footprint

We are mindful of the emerging needs for infrastructure development in middle and lower-income countries. As one of the leading EPC companies, we strive to contribute to economic growth of such countries by supporting the development of quality and sustainable infrastructure.

We have secured strategic order of over ₹ 3,200 Crore in Chile for the design, engineering, supply, and construction of a HVDC power transmission line of 700 KM.

This is a testament of KPTL's superior technical and execution capabilities along with strong client relationships and deeper penetration into strategic markets.

To further leverage the emerging opportunities in the South American Region and ensure effective operations, we have incorporated a wholly owned subsidiary named Kalpataru Power Chile SpA with initial paid-up capital of USD 100,000 (₹ 76.3 Lakhs).

In the reporting period, our consolidated revenues increased by 14% y-o-y basis. Our CAGR over the past 10 years has been 10.8%. Though increasing commodity prices, high freight charges, and overall inflationary pressure have made the operating environment challenging, we continue to work towards protecting our margins through robust strategic planning, efficient and effective project execution, and technology adoption and innovation.

WAY FORWARD

The global economy has shown promising signs of recovery from the shocks of the Covid-19 pandemic. This is an exciting time for us as Infrastructure development is expected to continue to play a crucial role in economic growth and development across geographies. With an enhanced focus on sustainable and equitable growth and development, opportunities in urban and water infrastructure, sustainable electrical and oil & gas transmission, and railway connectivity are important emerging opportunities.

We strive to synergise our core competencies and complementary capabilities of subsidiaries to leverage market opportunities. We are targeting by 2024-25, a consolidated annual revenue of USD 3 Billion and order book value of USD 6 Billion. By 2025, we also aim towards expanding our global footprint in 100 countries with local presence in at least 5 countries. We aspire to maintain the rapid pace of growth and continue to create value for all our stakeholders.

	2020-21 (In ₹ Crore)	**2021-22 (In ₹ Crore)**
Revenue from Operations	12,949	14,777
Revenue from Other Sources	67	89
Total Economic Value Generated	**13,016**	**14,866**
Operating Cost	10,398	12,194
Employee Wages and Benefits	1,042	1,299
Finance Cost	436	396
Taxes	283	161
Dividend Distributed	127	38
Total Economic Value Distributed	**12,286**	**14,088**
Retained Earnings	2,473	2,969

Material Topics

- Resilient Business and Long-Term Profitability
- Reliability of production process and Quality Control

SDGs Covered

- 7 AFFORDABLE AND CLEAN ENERGY
- 8 DECENT WORK AND ECONOMIC GROWTH
- 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE
- 11 SUSTAINABLE CITIES AND COMMUNITIES
- 12 RESPONSIBLE CONSUMPTION AND PRODUCTION
- 13 CLIMATE ACTION

MANUFACTURED CAPITAL

MANUFACTURED CAPITAL

OVER THREE DECADES OF PROVEN KNOWLEDGE AND EXPERTISE IN EPC SECTOR

KPTL offers end-to-end design, testing, fabrication, erection, construction and maintenance solutions for transmission lines, oil and gas, and railway infrastructure. The Company caters to both domestic and international markets through two state-of-the-art factories situated at Gandhinagar (Gujarat) and Raipur (Chhattisgarh). KPTL also has a test bed located near Gandhinagar used for tower prototype testing.

Apart from the two manufacturing units, the Company also operates two biomass-based power plants in Uniara (Tonk, Rajasthan) and Padampur (Ganganagar, Rajasthan) – a sustainability initiative by KPTL.

At KPTL, we consciously evaluate every business process of the Company to identify avenues of improvement while making opportune investments in furthering our value of Quality. Continuous Innovation and deploying best-in-class digital solutions have strengthened our capabilities in Manufacturing, Testing and Supply Chain Management.

KEY HIGHLIGHTS

₹ 1,620+ Crores

Total value of property, plant & equipment

₹ 300+ Crores

Investment in CAPEX

₹ 6,420+ Crores

Material consumption

67 countries

Presence

1,48,253 Metric ton

Transmission line towers/structures manufactured

5,300+

Transmission Towers Erected in 2021-22

2,600+ KMs

T&D Stringing in 2021-22

110+ KM

Railway Track Commissioned in 2021-22

1,780+ TKMs

Railway Electrification in 2021-22

900+ KM

Oil & Gas Pipeline Laid in 2021-22

KPTL

Power Transmission & Distribution

- Design & Engineering
- Manufacturing
- Tower Testing and R&D Center
- Substation

Infrastructure EPC

- Oil & Gas Infrastructure
- Railway Infrastructure

Asset Creation

- Biomass Plants
- Major Operating Subsidiaries

TOWER MANUFACTURING

Being a leading EPC services player in the T&D space, in both the domestic and international markets, possessing in-house tower manufacturing and testing capabilities provides the Company a competitive edge to better cater to our clients. Spread across two location in India, KPTL has a tower fabrication capacity of 2,40,000 MT per annum and the Company incurred over ₹ 300 Crores during 2021-22 in capital expenditure across the 2 plants and other project sites.

Gandhinagar, Gujarat

Capacity: 96,000 MTPA

2021-22 Production: 52,140 MT

Raipur, Chhattisgarh

Capacity: 1,44,000 MTPA

2021-22 Production: 84,093 MT

BIOMASS PLANTS

The Company owns and manages two cutting-edge biomass facilities in Rajasthan's Ganganagar and Tonk districts with a combined capacity of 16 MW and best-in-class PLA. These plants generate revenue for residents while using agricultural waste and crop leftovers as fuel. Both facilities have received gold-standard accreditation. Additionally, the plants recycle 100 % of the water it uses, whether in the process or through rainwater gathering.

200,000 MT

Approximate annual biomass utilisation

16 MW

Amount of energy generated

TOWER TESTING CENTRE

KPTL has one of the largest State of The Art Tower Testing Station in the world, capable of testing 1200 KV towers as well as multi circuit towers with base width up to 37 x 37 square meter. To save on tower erection time, it also has a second auxiliary bed for second test tower erection.

The test station is equipped with latest control panels with digital display system. A touch screen control panel is used for loading of towers in all three directions, while electrical load cells are used for measuring tower load. For observation of critical stressed members of the tower, the station has close circuit cameras which are installed at different location for recording live tests.

Over the last 24 years of its operations, the facility has tested more than 500 towers varying from 33 KV to 1,200 KV – both guyed as well as multi circuit towers.

Tallest Tower:

400 KV M/C Tower with a height of 84 meter, weighing ~96 MT with a base width around 26 meter. (With 58 loading points)

Heaviest Tower:

400 KV D/C Tower of 68 Meter Height weighing ~128 MT with base width around 26.2 meter

OIL & GAS INFRASTRUCTURE EPC

KPTL has highly qualified execution teams that deliver the end-to-end support for as well as fast project completion. It operates pipelines, terminals, and gas collection stations in various locations in the country. Until now, this division has installed over 6,650 kilometers of pipes, as well as associated activities at over 385 intermediates stations.

RAILWAY INFRASTRUCTURE EPC

The Company provides services for implementing civil infrastructure, track laying, signalling and telecommunication, and over-head electrification projects for railways in India with established capabilities of engineering, construction, and project management expertise. KPTL's in-house engineering team can meet the demands of Metro Rail and the Dedicated Freight Corridor (DFC).

Excellence and Efficiency Enhancements at KPTL

Total Productive Maintenance (TPM)

- TPM is a holistic approach to equipment maintenance that strives to achieve perfect production through (1) No Breakdowns (2) No Small Stops or Slow Running and (3) No Defects. Additionally it values a safe working environment and hence targets (4) No Accidents.
- KPTL rolled-out an organisation wide TPM initiative in 2021-22 to ensure implementation of best-in-class production and construction practices.

Lean Transformation in Manufacturing

- Conducted Value Stream Mapping workshops to identify the inherent waste and losses within the manufacturing operations.
- The identified wasteful process are then either removed or optimised.
- Optimised the Plate Module, Online & Offline Bending Module and Galvanising & Finishing Module across both plants.

Technology Enhancement

- Installed zone-wise energy monitoring systems across the Raipur plant to track and optimise consumption.
- Developed and deployed material handling equipment to manage material throughout the manufacturing process (1) Mini Goliath and Transfer Trolley for RM and FG Handling (2) Loading table, Rotating Arm, Flip type unloading table for CNC machines.

Quality Enhancement in the T&D – India & SAARC business

Quality is one of the six core values of KPTL. With the target to uplift the quality practices of the Company's T&D business across India and SAARC, in 2017 the business unit constituted a dedicated team of specialists and subject matter experts (SMEs) to study historical and ongoing projects (achievements and issues) and identify avenues of improvement through detailed root cause analysis, customer feedback, industry benchmarking etc.

Since 2017, the team has grown to be 100+ member strong consisting of highly technical and competent Masters of Science in Quality Assurance (MSQAs) and have implemented 62 initiatives to improve processes across Storage, Foundation, Erection, Stringing etc. with the objective of First Time Right / Zero Defect. The team has introduced 21 quality process parameters to evaluate and score each project of the BU and deploy improvement initiatives wherever necessary.

This has helped the unit achieve a substantial Monthly Quality Performance Report (MQPR) score and realised monetary benefits to the tune of ~₹ 11 Crores over the last few years. The MQPR score has also been incorporated across leadership Key Responsibility Areas.

WAY FORWARD

Moving forward KPTL's aim is to become the industry leader in the field of sustainability practices and to emerge as a Company that is focused on making a positive impact and growing with a purpose. KPTL intends to accomplish this by regularly analysing and updating its sustainability strategies, as well as implementing best practices and industry standards. KPTL's goal is to develop and construct assets that not only benefit the bottom line but also contribute to the long-term development and preservation of our planet's delicate ecosystem. Furthermore, KPTL's management places a high value on creating wealth for its shareholders and ensuring client pleasure, which it tries to do through good governance procedures.

Material Topics

- Resilient Business and Long-Term Profitability
- Market Presence and Customer Focus

SDGs Covered

9 INDUSTRY, INNOVATION AND INFRASTRUCTURE

INTELLECTUAL CAPITAL

WE STRIVE FOR CONSTANT EXCELLENCE IN OUR SERVICES WITH ENHANCED QUALITY, TECHNOLOGICAL ADVANCEMENTS, SKILLSET DEVELOPMENT AND INNOVATIVE APPROACH TOWARDS EVER EVOLVING MARKETS.

Digital interventions and technology adoption have become key tenets in driving the growth of any business at present. The importance and need for technological excellence and innovation was further highlighted during the Covid-19 pandemic, for managing and monitoring business operations and progress remotely.

At KPTL, we believe in adapting to the evolving industry trends and technological advancements to better cater for the needs of our customers. This enables us to ensure efficient monitoring and diligent management of processes. We provide superior solutions and higher quality outputs. We have established a world-class project monitoring system giving real-time operational and financial updates across all our locations of organisational activities. Our extensive industry expertise, intrinsic technology adoption, and strong internal teams are fundamental to building such a system.

KEY HIGHLIGHTS

182

design specialists and engineers

₹ 16+ Crore

Spent in R&D in 2021-22

OUR TALENT POOL AND SPECIALISTS - DESIGN AND ENGINEERING

KPTL operates within a critical industry where it is essential to work with the best-in-class standards of Design and Engineering. We have a talent pool of 182 design specialists and engineers across business units, with an average experience of 14 years. Backed by our industry experience of over 40 years, and latest design tools accessible at one's fingertips, we provide superior quality products and services to our clients.

INNOVATION AND DIGITISATION

Due to the complex nature of our projects, distributed across several regions, the EPC and Manufacturing sector faces numerous internal and external business challenges. Capital and labour-intensive projects in different business verticals – Transmission & Distribution, Oil and Gas, Railways – located in difficult and remote locations across 67 geographies, makes it necessary to have an integrated and Centralised Project Management (CPM) system – covering aspects of engineering, procurement, and construction.

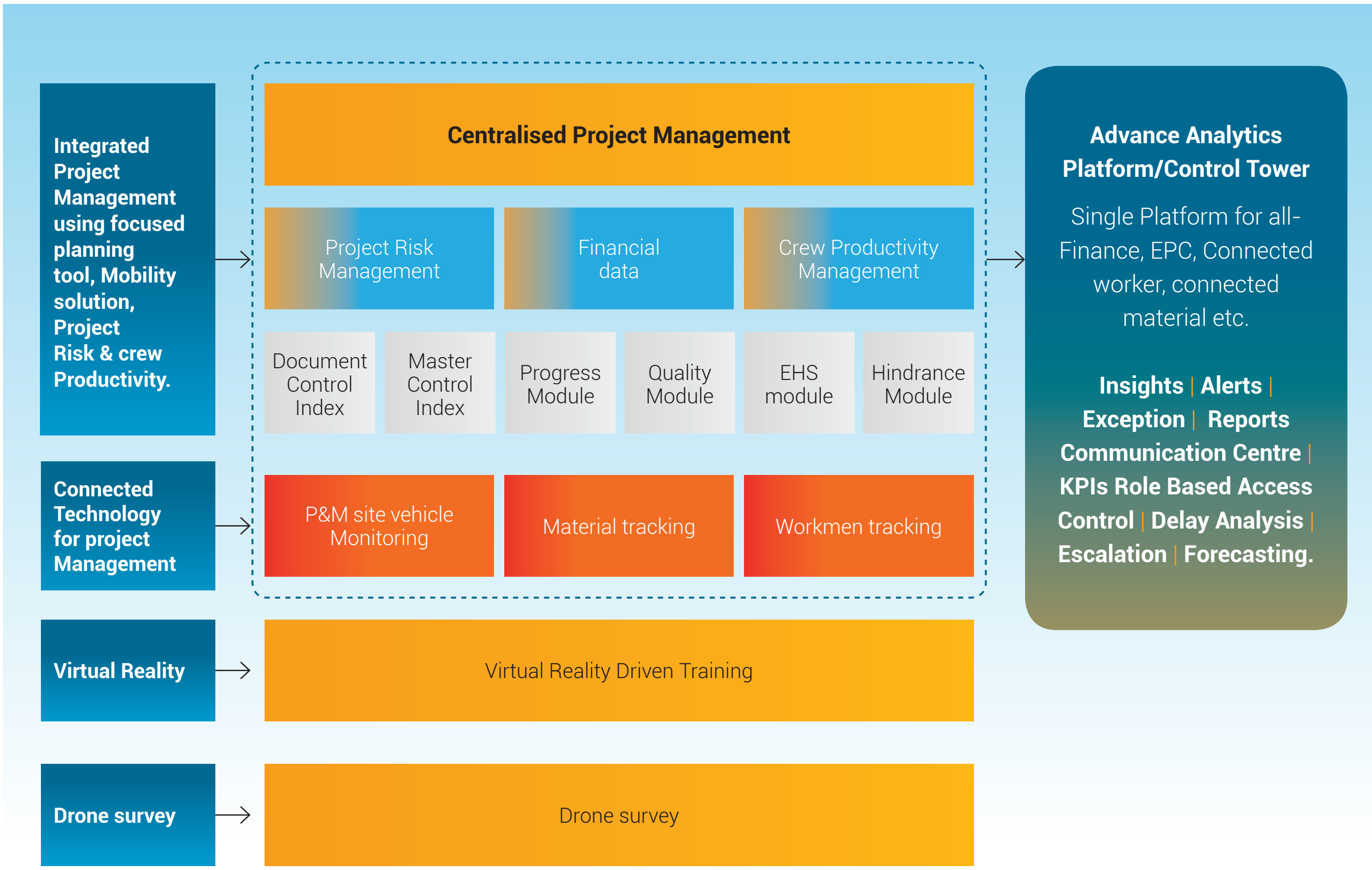
Based on a detailed study undertaken by KPTL in partnership with an external agency, key areas of impact were identified to aid us in improving and bringing ease in doing operations and bringing higher efficiency.

The following figures shows the 6 technological advancements that KPTL implemented as a pilot across all the business units in the quest for excellence.

Centralised Project Management (CPM) system

KPTL has established Central Project Monitoring as a core component of "Innovation & Digitalisation" to improve productivity and deliver ahead of time by leveraging the latest technologies such as Industrial IoT, drones, and virtual reality; and an advanced analytics platform connecting the following areas in our pursuit of excellence.

- Focused planning tool
- Enterprise mobility solution including Risk management & Crew productivity management.
- Connected workmen through AI base face recognition system
- Connected Materials
- IoT based sensors to track plant and machinery


Integrated Project Management using focused planning tool, Mobility solution, Project Risk & crew Productivity.
Centralised Project Management
Project Risk Management
Financial data
Crew Productivity Management
Document Control Index
Master Control Index
Progress Module
Quality Module
EHS module
Hindrance Module
Connected Technology for project Management
P&M site vehicle Monitoring
Material tracking
Workmen tracking
Advance Analytics Platform/Control Tower
Single Platform for all-Finance, EPC, Connected worker, connected material etc.
Insights | Alerts | Exception | Reports Communication Centre | KPIs Role Based Access Control | Delay Analysis | Escalation | Forecasting.
Virtual Reality
Virtual Reality Driven Training
Drone survey
Drone survey

Plant & Machinery and Site Vehicle Monitoring

We have installed IoT based sensors to track P&M utilisation, productivity, fuel consumption and equipment health. We also regularly monitor and analyze the captured data for improved P&M uptime and optimised fuel consumption. With these initiatives we aim at reducing P&M hiring costs, downtime as well as fuel pilferage.

Workmen Tracking

Our operations are extremely workforce extensive and for us to deliver on time, it requires proper time utilisation of our workmen. We have implemented RFID based solution for workers at plants and substation project sites as well as GPS/ mobile based facial recognition solution for linear projects. This has helped us improve the labour availability, save time and costs eventually leading to increased productivity.

Material Tracking

Material tracking is another crucial component for us to achieve operational excellence. With initiatives to automatic reconciliation of materials at the sites, we were able to improve planning and traceability along with optimised inventory management.

Virtual Reality Driven Training

We are creating virtual reality-based training modules on safe work methods in vernacular languages for our site workers. This VR training would enhance learning and development of employees by leveraging technology and aid into building a better and safe organisation to work for the labours.

Drone based site Surveys

KPTL with an objective to standardise the process for drone operations, is developing SOP for site surveys and faster and safer stringing in difficult terrain sites. This will improve the visibility of the project progress as well as reduce emissions in the long run.

We have built a Strong & Comprehensive Digital Ecosystem

PARTNERS

- E-auction
- Online vendor management
- Centralised procurement management

CORPORATE LOCATION

- VR driven training
- Live monitoring platforms and data analytics
- Centralised project management (CPM) tools
- Latest design tools

SITE LOCATION

- Workflow-based approvals using phones
- Biometrics attendance & video/ geo-fencing based Monitoring
- Fuel sensors, RFID, & other Technology for productivity Improvement
- Online DPR (Daily Progress Reports) & robust monitoring of Quality and EHS
- Plant Automation & integration, adoption of IT tools for material tracking
- Drone for site surveys & monitoring

SAP/ Analytics as technology Backbone Transition to cloud services with enhanced cyber & network security

WAY FORWARD

We are continuously implementing automation, digital initiatives, and advancements in R&D to further capture growth in the market and support initiatives involving sustainability. KPTL has a very clearly defined digital transformation path that involves establishing a robust central project-monitoring unit, mechanisation, leveraging data technologies and live interactive dashboards. Our disruptive ideas, backed by cutting-edge technology, enable us to produce best-in-class projects throughout our businesses and set industry benchmarks consistently.

With a single-minded focus on digitisation, mindset development, and our culture of innovation, we will chart our future course. We believe that our digital transformation initiative will enable us to perform effectively and efficiently, thereby allowing us to become a digitally smart and technologically advanced organisation.

Material Topics

- Employee Health and Safety
- Diversity, Inclusion and Non-discrimination
- Employee Well-being and Development
- Employee satisfaction
- Human Rights
- Labour Relations

SDGs Covered

- 3 GOOD HEALTH AND WELL-BEING
- 5 GENDER EQUALITY
- 8 DECENT WORK AND ECONOMIC GROWTH
- 10 REDUCED INEQUALITIES
- 16 PEACE, JUSTICE AND STRONG INSTITUTIONS

HUMAN CAPITAL

HUMAN CAPITAL

WORKING TOGETHER TO ACHIEVE HOLISTIC GROWTH

Irrespective of the industry, effective management of a Company's Human Capital is crucial to its long-term success. At KPTL, we focus on people management to attract, retain and develop future leaders through widespread, targeted and individual interventions. We also strive to create a motivating and energising workplace for all employees to contribute towards their development and foster an environment of trust, openness and excellence. We have adopted measures to provide a safe and conducive workplace to everyone who engages with us in business.

KEY HIGHLIGHTS

83.16%

Employee Satisfaction score in Engagement Survey

4,780+

Man Days of Training

480+

Training Programs organised

10,600+

Courses completed on Learning Management System

100%

Permanent & Sub-Contracted employees imparted safety trainings

0.30

Lost Time Injury Frequency Rate

EMPLOYEE LEARNING AND DEVELOPMENT

KPTL understand that its employees must be equipped with the latest technologies and skillsets. KPTL provides different technical and non-technical programs for the overall development of their employees

Learning & organisational development

- **Leadership development**
- **Soft skills development**
- **Technical Training**

Average Training Hours	2020-21 Male	2020-21 Female	2021-22 Male	2021-22 Female
Top Management	13.31	0	7.64	0
Senior Management	11.53	7	11.68	9.87
Middle Management	14.35	11.33	13.65	22.52
Junior Management	13.87	13.27	10.06	10.93
Staff	9.74	8.3	6.20	7.32
Trainees	15.15	10.00	46.15	4.14

TECHNICAL TRAINING

Business Unit

KPTL has curated specialised courses for imparting technical knowledge to its employees deployed across project sites. Specifically designed as per the Company's sectoral presence and expertise, the various modules provide training on technical, operational, health and safety, quality and other prudent aspects of projects.

KPTL has designed multiple modules using virtual reality to increase effectiveness of the Company's training endeavours.

KPTL LAUNCHED AN **ANDROID-BASED MOBILE APPLICATION** TO MAKE THE TRAINING EASY FOR EMPLOYEES ENABLING THEM TO MANAGE THEIR LEARNING JOURNEY ANYTIME AND FROM ANYWHERE.

TECHNICAL SESSIONS CONDUCTED

309
Internal Faculty

98
External Faculty

Learning Management System (LMS) course library

Transmission Lines
8 courses

Substation
1 courses

Railways
6 courses

Oil & Gas
16 courses

Civil
4 courses

KPTL LMS had **11,800+** hits and **10,600+** completed courses during the fiscal.

FUNCTIONAL

KPTL designs training programs – both in-house and in partnership with external agencies – to empower employees with specific tools and techniques suited for their functional requirements.

Project Management

Series of trainings for project managers addressing areas like Design Thinking, Critical Thinking, Leading a Project through Crisis, Budget & Cost Management, Contracts & Claims management. Internal Subject Matter Experts and External Faculties collaborated to organise these sessions.

5 batches

Covering 400+ project managers

Special **36-hour**

Seminar for 80+ key performers

Strategy

A specific virtual series to promote 'Strategic Thinking' in employees. Topics like Building Blocks of Strategy, aligning with Company strategy, Decision Making covered.

300+

Employees covered

Quality and other domains

Sessions for First Time Right, 7-Quality Control Tools, Cost of Quality, Construction Management, Material, Stores & Inventory Management, Role & Responsibilities of Site Engineers, Contract & Claims Management among others.

3,000+ participants

Covered in 80+ programs.

SOFT SKILLS DEVELOPMENT

For the long-term success of employees, it is vital to impart required behavioural training along with developing their technical skills. Depending on the various training needs identified, we provide specially curated training modules through our LMS as well as schedule sessions with specialists to address unique training needs.

Learning Management System (LMS) course library

Functional
6 courses

Soft Skills
12 courses

English Communication
5 courses

Mandatory (COC, ABAC)
3 courses

LEADERSHIP DEVELOPMENT

KPTL believes in grooming its employees to prepare them for larger responsibilities in the future. While the L&OD team organises leadership focused sessions for all employees, KPTL also has a very well structured Leadership Development programs focusing on the Company's High-Potential employees.

KPTL has structured its Leadership Development journey across three separate levels:

1. ELEVATE: Early Leadership Excellence, Visioning and Talent Engagement Program

- 9-month journey designed for high-potential employees across entry to mid-management levels. It aims to help employees transition from:
  - Leading self to leading others
  - Leading others to leading managers
- Program facilitated in collaboration with Development Dimension International (DDI) and Right Management.
- Combination of classroom sessions at periodic intervals, practical implementation of learning, group coaching and talent review.
- 80 employees covered in 2021-22

2. LEAP: Leadership Excellence and Pride

- 9-month journey designed for high-potential employees across mid to senior-management levels. It aims to help employees transition from:
  - Leading Managers to Leading Functions
  - Leading Functions to Leading Business
- Program facilitated in collaboration with Jombay.
- The program helps bring together classroom learning, peer learning and self-paced virtual learning through the iDEV app offered by Jombay. Group coaching sessions further enhance practical application of learning along with Group Action Learning Projects, reviewed by top management.
- 30 employees covered in 2021-22

3. EEP: Executive Education Program

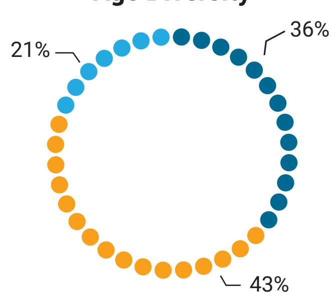
- Designed in partnership with the Indian Institute of Management, Ahmedabad for Senior Leaders.
- Helps enhance key competencies amongst high-potential leaders. The on-campus sessions aim at helping leaders gain insight into critical leadership and managerial capabilities under the tutelage of expert faculty.
- This program focuses on Strategic Orientation, Relationship Building, Trust Building, Change Management, People Management and External Stakeholder Management.
- 35 senior leaders from KPTL and JMC covered in 2021-22.

DIVERSITY AND INCLUSION

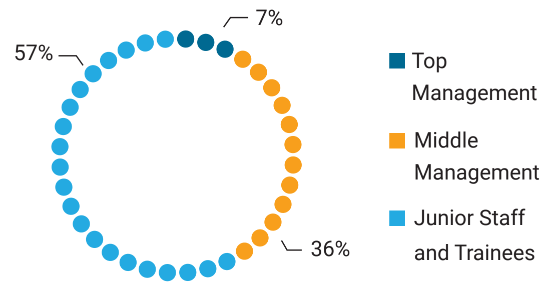
At KPTL, we believe that a talent-driven Company is a diverse one. Our focus is on providing equal opportunities to all in our work culture of collaboration, that directly strengthens our ability to develop our people and maintain an engaged workforce.

We strive to develop insights into the concerns, challenges, and successes around attracting, retaining, and developing members of underrepresented groups within the communities irrespective of their gender, caste, creed, and religion. KPTL currently has employed 11 differently abled individuals and we ensure that utmost care and attention is provided to them.

Age Diversity



Company Pyramid



Our objective is to encourage and develop a truly diverse work force by establishing pragmatic goals and a focused action plan. We strive to provide a work environment nurturing for all our employees, driven by calibre and free from any biases.

NEW HIRES AND ATTRITION

From freshers to experienced professionals, KPTL is focused on attracting and hiring outstanding individuals in all positions and career levels. The Company has long focused on increasing access to education, certifications, and real-world work experiences that set young professionals on a long-term growth trajectory. Every year we invest significantly on hiring the right talent (both freshers and experienced professionals) and providing them specialised training to enhance their capability and skill set.

New Hires	2019-20		2020-21		2021-22	
	Male	Female	Male	Female	Male	Female
Age <= 30 years	301	10	85	4	128	13
Age between 30-50 years	398	7	166	5	249	13
Age >= 50 years	47	0	18	0	26	0
Total	**746**	**17**	**269**	**9**	**403**	**26**

Attrition Rate

	2019-20	2020-21	2021-22
Attrition Percent	9.52%	6.68%	13.60%

Note: Voluntary Attrition

LABOR RELATIONS

We believe in maintaining healthy relationships with our employees and workers and strive towards implementing effective methods and techniques that are beneficial for the workers as well as the Company.

We have registered two unions for contract workmen of the company and conduct collective negotiations of their demands and requirements. All settlements on wage hikes and other issues are made in accordance with the law. The Industrial Disputes Act of 1947 is obeyed to the letter and in spirit.

A Kalpataru Welfare Trust was founded in 2006 to support our internal stakeholders – employees, workers, and labourers. The trust helps them with their education, health, and in the event of their death (for contractor workers).

EMPLOYEE SATISFACTION

Happy employees make a happy organisation resulting in superior work quality and customer satisfaction. It is our consistent endeavour to provide a nurturing environment to our employees for them to learn, grow and deliver. We have developed an in-house satisfaction survey for our employees to evaluate our Company culture and policies on 10 parameters.

Employee Care	Role Clarity
People Policies	Owernship
Values	Meritocracy
Loyalty & Trust	Manager & HOD
Infrastructure	Team

An elaborate exercise – the Company conducts the survey once every two years and has conducted it twice until now – in 2018 and 2020 respectively. In 2020, of the total permanent workforce 92% participated in the survey and 83.16% employees expressed higher levels of satisfaction – an improvement of ~200 basis points compared to 2018. Detailed action plans were identified to improve policies and practices under the low scoring parameters.

EMPLOYEE HEALTH AND SAFETY (EHS)

KPTL has established a Company-wide practice of reinforcing and maintaining the highest level of Health and Safety standards with a dedicated approach and strong demonstrative commitment.

HSE issues	2019-20	2020-21	2021-22
LTIFR	0.29	0.08	0.30
Lost time incidents	14 nos.	4 nos.	18 nos.
First aid cases	1,651 nos.	874 nos.	861 nos.
Number of occupational diseases	0 nos.	0 nos.	0 nos.

We believe that comprehensive safety requires active employee participation across all levels. Hence, we empower our employees so that:

- No employee works at a job that he or she believes is unsafe.
- No employee is discriminated against for raising safety concerns with the management.
- Each employee is responsible for supporting the Company's safety program and performing all tasks in a way that ensures his or her own personal safety as well as the safety of others.

To achieve our organisational goal of **ZERO harm,** the Company aims to integrate safety in every aspect of construction work procedure. As part of the Company's ESG effort, we have taken quantitative Health & Safety targets to ensure a safe working ecosystem for our employees.

WORKING TOWARDS EHS EXCELLENCE

KPTL is committed to creating a safe working environment for all our employees, contractors, suppliers, and other stakeholders. Our robust health and safety culture and performance have been recognised over the years.

Our Safety Management System covers all our business activities and complies with our Health and Safety Management System as well as ISO standards. The QHSE team routinely meets and exceeds its KPIs, ensuring that our Company's health and safety practices are continually improved.

The EHS-way of life

- Comprehensive polices and sops
- Linkage of EHS KRA at all level
- Detailed EHS Risk assessments
- Empowerment letter to BU/RO/ site from MD/EHS head
- Integrations of EHS in planning & designing stage of every new project
- KPTL TOLL FREE number (1800 833 7979) for convenient reporting of unsafe act/conditions.

Monitoring & Measurements

Monitoring:

- Daily: project-wise EHS data collation and review.
- Monthly: Rapid Quantitive EHS assessment of each site
- Quarterly: Team Assessments and EHS updates to chairman / board of director

Measurement:

- Detailed dashboard with Company-level consolidates view and site-level issues drill down.
- 3-layer cross entity audits

Training & Development

- Detailed training during induction
- Regular workshops and on-the-job training for contractors & project mangers
- Behavioural based safety-cultural transformation
- Emergency Drill
- Safety Passport
- EHS Awards & Disciplinary Policy

In-Depth Incident investigation

- Fast track incident call tree
- WHY-WHY Analysis
- Knowledge Management system: Sharing of lessons learnt from incidents to prevent Recurrence

Material Topics

- Community Engagement
- Customer Satisfaction
- Supply Chain Sustainability and Traceability
- Sourcing Responsibly
- Vendor management and development

SDGs Covered

1 NO POVERTY

2 ZERO HUNGER

3 GOOD HEALTH AND WELL-BEING

4 QUALITY EDUCATION

8 DECENT WORK AND ECONOMIC GROWTH

10 REDUCED INEQUALITIES

11 SUSTAINABLE CITIES AND COMMUNITIES

SOCIAL AND RELATIONSHIP CAPITAL

SOCIAL AND RELATIONSHIP CAPITAL

ADDING VALUE TO ALL STAKEHOLDERS BY EMPOWERING AND CATALYSING CHANGE THROUGH INNOVATIVE AND SUSTAINABLE SOLUTIONS.

Kalpataru Power Transmission Limited has always been at the forefront of community development and responsible business. Our deep-rooted relationship with our stakeholders that includes the community, suppliers and our customers contribute to our success by building a sense of shared values and mutual respect. We further strengthen our connections by engaging and partnering with our key stakeholders on a regular basis to better understand their needs and identify areas for improvement, all with the goal of delivering long-term, sustainable value for all. We aim towards developing exceptional strategies towards building stronger bonds of trust and empathy with our community, suppliers, and customers.

KEY HIGHLIGHTS

₹ 7.9 Crores

Spent on CSR initiatives

~ 50,000

Lives impacted

12,000+

Suppliers

300+

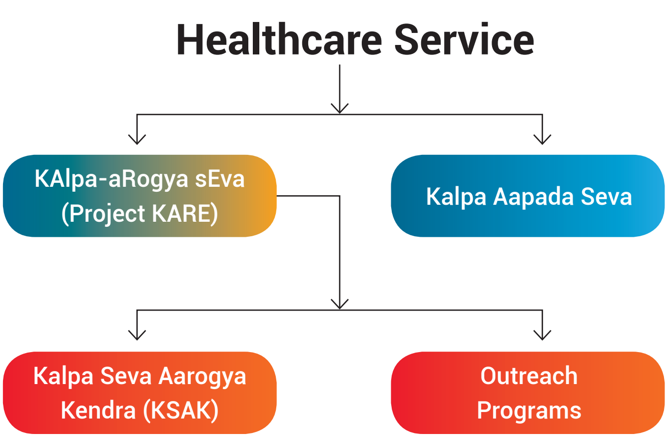
Worksites

LOCAL COMMUNITY ENGAGEMENT

KPTL works extensively with the local communities by understanding their sentiments, issues, and aspirations. We have carved a lot of initiatives to work in various areas of the community development like healthcare, education, rural development, and animal rights. We believe that for the long-term and sustained benefit of the society, providing quality healthcare and education is vital. Through its two arms – Kalpataru Foundation (KF) and Kalpataru Welfare Trust (KWT) – the Company runs various programs under the Healthcare and Education umbrellas.

Healthcare

KPTL provides Healthcare services to the disadvantaged population through the following programs:



KALPA-AROGYA SEVA (PROJECT KARE):

This program aims towards providing primary healthcare services in and around the geographies we operate in. The activities focus on promotive, preventive and curative healthcare under its project Kalpa Seva Aarogya Kendra (KSAK) and Outreach programs.

1. Kalpa Seva Aarogya Kendra (KSAK)

Under the KSAK initiative, KPTL is striving to establish multi-speciality subsidised dispensaries around its offices and sites. The Gandhinagar factory location was the first to set up a state-of-the-art medical dispensary providing basic medication and treatment to the poor communities in and around the city. A multi-speciality set-up with high-end medical equipment like X- Ray, Sonography, etc., the facility is visited by a panel of distinguished specialist doctors of Gandhinagar medical community on a weekly / fortnightly basis. The centre has visiting specialists from the fields of Dermatology, Gynaecology, Paediatrics, Psychiatry, Dentistry, etc. The facility also houses a pathology with the finest equipment, addressing all necessary testing requirements of the beneficiaries at subsidised rates. With a daily footfall of 140 patients, the facility catered to over 20,000 patients during 2021-22. Over the years, KSAK has emerged as a replicable model for setting up low-cost and affordable healthcare services for the underprivileged. Kalpataru Foundation is in the process of setting up another centre in a village in Raipur near the Company's manufacturing facility. The centre is expected to get operationalised in 2022-23.

MRI MACHINE INSTALLATION AT KSAK, GANDHINAGAR

With a vision to constantly upgrade KSAK's facilities, a world-class MRI machine was installed at the centre this year that benefitted 2,398 patients.

While running the KSAK Gandhinagar, it was realised that there is lack of low-cost MRI scanning centres in the district. Patients had to travel to Ahmedabad for these tests. To scale up the outreach and extend our medical services, a 96 Channel equipped, digital, A.I. based 1.5 Tesla MRI machine was set up at the centre. With its high-end features, the machine enhances automised scanning and helps save 30% power while taking care of the ecological footprints. Like other testing facilities at the centre, the imaging services are provided at subsidised rates. The MRI machine facility is led by prominent radiologists and witnesses a daily footfall of 8 to 10 patients.

2. Outreach Programs

750

Free Cataract Surgeries

135

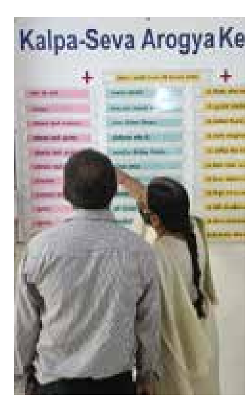
Parkinson's treatment and Rehabilitation support

10

Early cancer diagnosis in pediatric cases

Under our outreach program, KPTL has established partnership with various credible not-for-profit organisations to support the community in the cure of many diseases that demands expensive treatment and surgeries. The beneficiaries are shortlisted after closely monitoring and analysing the need.

For 2021- 22, with the partnership of Vision Foundation of India we could successfully complete 750 cataract surgeries for the needy. We extended our support towards 135 Parkinson's patients by partnering with Parkinson's disease and movement disorder Society. We support and care the children of the community very deeply, and thus ensuring that every child deserves a decent healthcare we have partnered with TATA Memorial Centre to detect early cancer symptoms in the children to provide support for the same.



KALPA AAPADA SEVA (OUR COVID-19 RESPONSE)

A large-scale initiative for battling and containing Covid-19 is run under the Kalpa Aapada Seva Project. Under this program, KPTL aim towards providing disaster relief support to the local community. The pandemic – a black swan event – has put humanity through a great test and we at KPTL recognise its adverse implications and impact on the society. Cooperation became critical in protecting and empowering impacted communities with essentials, as well as strengthening the medical infrastructure, to combat the pandemic.

Following are the initiatives undertaken by KPTL under the extended support to fight the battle of Covid-19 pandemic. These initiatives were only possible due to the continuous support of our field volunteering team and the vision and compassion of our leadership team.

Well-equipped **16** bedded

Children's ward constructed with oxygen generation plant and mobile X-ray machine, air-conditioning, in Pipar, Rajasthan

More than **3000**

Beneficiaries administered Covid-19 vaccine doses in Mumbai

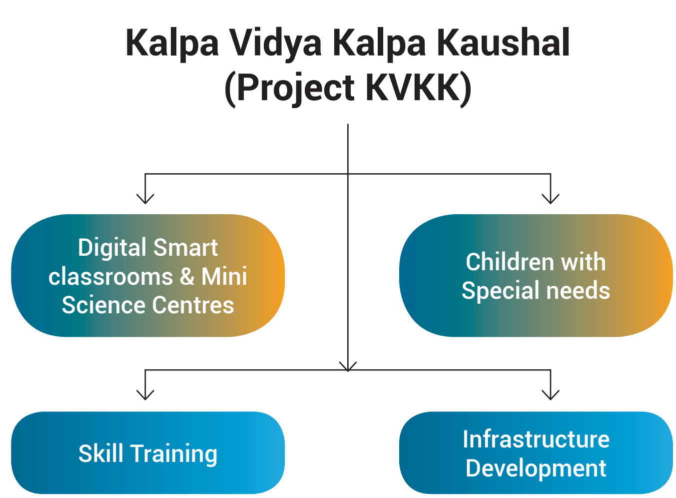
Dry ration kits to **100** families

from Murtikaar community of Pen, Maharashtra

EDUCATION

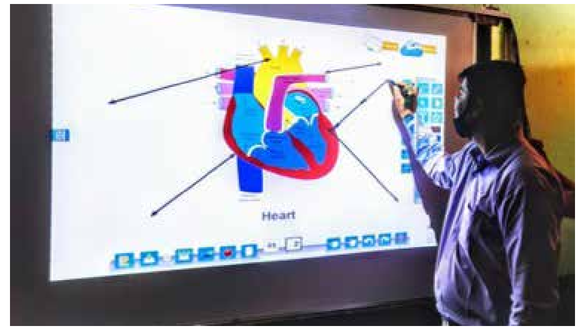
Kalpa Vidhya Kalpa Kaushal (Project KVKK)

KPTL recognises the need for providing high quality education to children and youth of the country by way of providing right infrastructure, that will enable the learning process. The Company's project KVKK focuses on innovative and inclusive education with a special attention on building employable skills.



Digital Smart classrooms & Mini Science Centres

KPTL provided Digital Smart classroom solutions and Mini Science Centres to 20 schools impacting more than 8000 children near Raipur plant & several site locations. While Digital smart classes provide continuity in learning for children with an interactive way of teaching, mini science centres enhance STEM education.



Support for children with special needs

We constructed soundproof audiometry room, provided FM loops, Brailler and other assistive learning devices to auditory challenged students and visually challenged student beneficiaries for enhanced learning outcomes.

More than 840 special children (visually challenged, deaf, and mute, mentally challenged and physically challenged) students benefitted through provision of educational materials like Daisy Player, Brailler, Loop Induction system, Sports equipment, Audiometer, FM cordless loop, Colour Printer, etc.

Skill Training

Through the Kalpataru Foundation, the Company runs centres that support technical skill training for young men and women to make them self-reliant. With an objective of bridging the gap between demand and supply of skilled workforce, KPTL directly supports apprentices under NAPS (National Apprentices Promotion Scheme) program.

Located near our Gandhinagar and Raipur plants, the centres focus on employment linked training programs like Welding, Data Entry Operators, General Duty Assistants and Retail and impacted over 300 young men and women. Post training, these beneficiaries are provided placement opportunities.

Infrastructure Development

To provide improved infrastructure and promote education for children in remote parts of the country, KPTL built Sugni Devi Pukhraj Munot Government Senior Secondary School in Pipar City, Jodhpur, Rajasthan. The Company has completely transformed the School's landscape by providing extra classrooms, separate sanitation facilities for girls and boys while supporting the school in refurbishment of the existing building. This infrastructural boost has helped the school in curbing the dropout ratio. The additional construction and refurbishment have benefitted more than 800 children and 30 teachers from marginalised communities.

KPTL also constructed additional classrooms in a remote village near the Company's Padampur Power Plant. These additional classes have helped the administration in extending the school from 8th to 10th standard.

COMMUNITY DEVELOPMENT

Kalpa Gramodaya

Majority of KPTL project sites pass through remote rural areas with varying needs. Kalpa Gramodaya focuses on need based rural transformation interventions.

- **Water:** Water projects have special focus on rural schools, where water filters are installed, and drinking water stations and hand-washing stations are built or refurbished. These interventions in schools ensure that children will adopt better hygiene practices.
- **Dasgatra Sheds:** Constructed three Dasgatra (Burial) Sheds for the rural community in Khorpa, Raipur and refurbished a cremation ground in Padampur, Rajasthan near our plants. This intervention is expected to benefit 4000-5000 villagers around the Plant location.
- **Support for the old age facility:** KPTL supported infrastructure enhancement to an elderly care home near Gandhinagar plant. This home provides food and shelter to the destitute elderly. We have partly supported in the construction of kitchen and additional rooms which has provided shelter and other basic needs to more than 90 elderly.

SAVe our envIrOnment save oUR animals (Project "SAVIOUR")

At KPTL, we strongly believe that animals too, have the right to life, liberty, and happiness, just like humans. KPTL undertakes several CSR projects to prevent animal cruelty and ensure animal welfare. Through the Kalpataru Foundation, KPTL supported welfare project of farmed animals that entailed investigating ground realities, seeking information based on which cases were filed and thereby resulting in improving the conditions of large ruminants, small animals, hens, and fishes. This year, we also combated a fish disease outbreak in Bihar as well as completed aquaculture baseline survey in Bihar and Andhra Pradesh.

CUSTOMER CENTRICITY

Customer Centricity is one of the six core values at KPTL, and it is our constant endeavour to address our clients' stated and latent needs while adhering to the highest standards of Quality and Business Ethics. At KPTL, we have established system to keep our clients informed about our operations, goods, and how we handle their complaints in the most efficient way possible.

We at KPTL have established both formal governance frameworks as well as informal connects with our clients to facilitate an open channel of dialogue to further strengthen our relationships and deliver the best solutions. This allows us to enhance our products, services, and approach, resulting in higher customer satisfaction and the development of long-term relationships that benefit our business and drive future growth.

Delivering Excellence

- Incorporating experience based learnings and all Customer Requirements at the Planning and Designing Phase
- Daily Progress Reports from Site Manager to central PMG team and Client POC
- Monthly Client Meetings with President and Client's senior leadership
- Detailed feedback post completion of project in a Structured format

We understand the importance of our clients' investments and hence follow the approach of 'FIRST TIME RIGHT' across all our projects. With our extensive experience, we can deliver the best solutions to our clients in an efficient manner. Through our robust review processes, we ensure consistent connect with client to undertake timely course correction, in case needed.

RESPONSIBLE SOURCING

Procurement and supply chain play a critical role in the completion of projects as an EPC player. They are critical in guaranteeing business continuity by supplying goods and services for both our core and non-core operations. We foster a climate of shared prosperity and long-term stability by interacting with our stakeholders in a fair and transparent manner on a regular basis. As a result, we aim to establish long-term relationships that benefit both our Company and our suppliers.

We have extended our Whistle Blower Policy to include our vendors as one of the stakeholders, with an attempt to establish a vigil mechanism for directors and other stakeholders; to report concerns about unethical behaviour, actual or suspected fraud or violation of the KPTL's Ethics and Code of Conduct. This policy develops a culture to safely raise concerns and enables our suppliers to demand for added transparency and fair business practices from the Company. In 2021-22, there were no whistle blower incidents raised by our wide base of suppliers all around the world.

Supply Chain Sustainability and Traceability

With presence spread across distinct industries, our businesses generate diverse procurement requirements. To comprehensively cater to all the procurement requirements, we have developed a 2-tier structure:

- **Centralised Team:** manages all common resource procurement (commodities and basic construction materials) and capital expenditure requirements.
- **Business Unit wise:** each BU houses individual teams to manage business and project specific procurement requirements.

We have developed business unit wise Procurement Policies and Standard Operating Procedures (SOPs) tailor-made to every BUs requirement. However, all policies and processes are designed to uphold the value system of KPTL and focus on requirement consolidation, reduction in material waste, inventory optimisation, equipment efficiency maximisation, life cycle cost management of procured items and sustainable sourcing.

Majority of the sourcing is done from reputable and client-approved vendors who are evaluated on a regular basis. Vendor development is a continuous activity, with efforts made to cultivate long-term commercial relationships with vendors. E-Auction is used in transportation to ensure transparent and competitive bidding. This has fostered a culture of building, maintaining, and preserving long-term relationships with reputable and reliable vendors.

Vendor Management and Development

Kalpataru have a well-defined Supplier Code of Conduct at the group level, which incorporates different areas of what is expected of Kalpataru suppliers in accordance with the Group Values. It comprehensively covers anti-bribery laws, security, health, and safety rules, environmental laws, and employment practices. As part of the on-boarding process, all new suppliers must sign a declaration agreeing to follow this Code of Conduct and adhere to our anti-bribery and anti-corruption standards.

Supporting local and small suppliers

While a significant portion of our sourcing is done through large and reputable vendors, we also engage with local and small producers around our work sites for a variety of project-specific and plant-specific materials. KPTL conducts stringent assessment to ensure the quality standards are met. KPTL promotes small fabricators to work inside the plant under supervision of its engineers. Regular audits are also conducted to ensure sustenance and meeting product quality standards. To stimulate the growth of local community around our project sites, KPTL:

- Encourages local and small vendors to participate in the bidding process
- Hires local labour, local contractors, and their equipment as needed by the project
- Helps MSME vendors with quality and process improvements, as per KPTL QC standards, to minimise rejections
- Guides MSME technology upgrades and productivity enhancement initiatives

Repeat purchases, rate contract finalisation, visits to supplier sites, review meetings to discuss product specifications, and prompt payments all assist local and small vendors develop capacity and capability.

WAY FORWARD

KPTL is committed towards developing and serving the community and its stakeholders with utmost efforts, genuine intensions, and clear vision. Impact assessment of various CSR programmes will help us towards building more robust initiatives for the community. Our suppliers are the lifeline of our operations and thus we intend to inculcate ESG aspects as part of the supplier assessments pre and post on-boarding. We aim at strengthening our supplier network by conducting regular supplier audits and robust compliance mechanism. KPTL is committed towards customer happiness and strives towards providing them with a delightful experience. Going forward, we would continue to add exceptional value to our clients and all other stakeholders.

Material Topics

- Energy and Emission Management
- Climate Change and Related Financial Risk
- Water Stewardship
- Waste Generation and Recycling
- Environmental Risk Management

SDGs Covered

NATURAL CAPITAL

CONTRIBUTING POSITIVELY TO THE ENVIRONMENT AND SURROUNDING COMMUNITIES

KPTL considers environmental sustainability as its priority and recognises the importance of taking proactive actions to reduce its environmental footprint. It strives to instil a culture of sustainability to foster multifaceted growth in its business. We strongly believe in resource efficiency and promotes sustainable growth through focused strategies and environmental initiatives.

KPTL has implemented Environment Management System (ISO 14001:2015) across both its manufacturing units (Gandhinagar and Raipur) and its International T&D and Oil & Gas business units to measure and mitigate environmental impacts from its system outputs. Our EHS policy and business code of conduct encourage the Company to adhere to regulatory requirements and improve environmental performance by developing and implementing necessary procedures and practices in our operations.

The statements/calculations made in the natural capital of the integrated report by the Company are based on the workings carried out by internal teams and assume no obligation to update or revise to reflect new events or circumstances unless otherwise required by a regulatory body.

KEY HIGHLIGHTS

2 Manufacturing units

(Gandhinagar and Raipur) and Oil & Gas and International T&D business units **ISO 14001** certified

6%

Contribution from Renewable Energy sources

5,783 GJ

Of Renewable Electricity consumed

5,800+ MT

Recycled Material used

20,000+ KL

Of water recycled / reused

ENERGY AND EMISSION MANAGEMENT

Being an EPC player, KPTL is conscious of its heavy dependence on energy resources. Hence, we take the onus to ensure optimal utilisation of energy by implementing energy-efficient initiatives and programs. KPTL has undertaken initiatives across sites and corporate offices to manage our emissions and optimise energy consumption

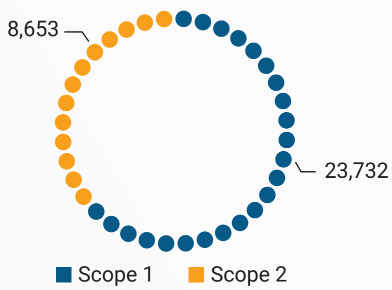
- **Green Energy Alternatives:** KPTL has installed a 350 KW rooftop solar plant at a factory situated in Gandhinagar which generates 2.9 Lakh units which are equivalent to about 238 Ton of CO2 reduction in 2021-22. For the captive consumption, KPTL has installed four windmills for renewable energy generation, which generates 11 Lakh units which are equivalent to 1,077 Ton of reduction of CO2 in 2021-22. To reduce the emissions, we have replaced the Light Diesel Oil (LDO) with LPG and has undertaken the task of electrification of their fossil fuel combustion-based operations.
- **Energy Efficient Equipment:** KPTL is continually replacing conventional light fittings with energy-saving and motion-sensing lighting to improve energy efficiency across all offices and production facilities. KPTL's Oil & Gas division has replaced 80 conventional welding machines with inverter-based welding machines (IGBT), which consume 50% less energy and result in daily energy savings of 4,136 kWh.
- **Process Improvements:** KPTL combined the raw material and finished goods yards for process improvement, which resulted in fewer mobile cranes and transportation trailers being used for material handling. KPTL employs a Gasoline Management System that includes RFID tags in fuel tanks to prevent leakage during refilling and to automatically record refill data in the system for better monitoring and management across sites. We are also very careful of the air conditioning energy consumption and thus, all our offices and sites are required to maintain optimum temperature across premises to reduce air conditioning energy consumption.

Though conventional fuels currently account for the bulk of our overall energy usage, KPTL is aiming to diversify its energy sources by raising the renewable energy contribution from its current 6%.

Measures	Unit	2021-22
Non-Renewable Electricity	GJ	37,991
Renewable Electricity	GJ	5,783
Total Electricity Consumption	**GJ**	**43,774**

KPTL is committed to reducing and mitigating emissions generated by its operations. All our business units are promoters of GHG emission reduction and endeavor to ensure that their projects are sustainable. They also examine the results from environmental impact assessment studies conducted during the project route selection to identify and mitigate environmental impacts during project execution and operations.

GHG Emissions for 2021-22 (TCO2 eq)



Air Emission Data		
SOx	MT/Year	47.07
NOx	MT/Year	33.24
Particulate Matter	MT/Year	73.37

POWER GENERATION USING BIOMASS AS FUEL

Approach:

As a Company focusing on developing environment and society friendly practices and policies to gain our license to operate, we identified the need of developing replicable business model, which can provide multiple benefits across various strata of society.

Before the biomass plants were set-up, the primary mode of electricity generation in the region was through the thermal (coal) power plants. Mustard Crop Residue (MCR), which is the key input for the biomass plants, was earlier burnt and disposed-off by the farmers, thereby leading to loss of opportunity and high emission footprint. Furthermore, the percentage of farmers involved in mustard farming was low as they were only dependent on the income generated by sale of the crop. As a Company that focuses on environment-friendly practices, we understood the need to implement measures to cut down the emissions caused using coal and burning of MCR.

Understanding this need, KPTL set up two Biomass power plants in the state of Rajasthan with a combined capacity of 15.8 MW (7.8 MW and 8.0 MW) using the Direct Combustion Boiler technology. These plants comprise of Boiler, Electrostatic Precipitator, Turbine, Water Treatment Plant and Fuel Handling System. The projects were installed to utilise Biomass as a fuel in a medium pressure steam boiler (Modified Rankine cycle with regenerative feed water heating and water-cooled condensation), thereby reducing the GHG emissions. These plants utilise MCR as a primary biomass source due to the high calorific nature of the crop.

The plant has promoted farmers to adopt Mustard farming, which provides them with dual source of income. As a result, the percentage of farmers involved in the practice has increased significantly since the installation. Through this infrastructure, KPTL can procure, process, and use 1,50,000 MT of Biomass in a year. The Company has also installed the required transmission lines to transmit power to the power grid in Rajasthan. Furthermore, these plants generate zero waste, and the ash (fly ash and boiler bed ash) generated as by-products are utilised by cement plants, in construction activities, as fertilisers or for landfilling work. Both the plants have been awarded Gold Standard.

Impact:

Promoting Renewable Power Generation: (PPP+UPP) = 103.1 Million Units Export of Power from Both the projects in the year 2021-22. It is assessed based on Net Power Export from the Power Projects to the State Grid.

Societal Impact: The two plants put together work with a network of over 2,800 farmers who supply the MCR supply. Since the setting up of these plants, the value of every MT of MCR has gone up by over 450%. Hence enabling farmers to establish an alternate source of income from the farming waste.

Environmental Impact – Reduction in Carbon Emissions: The Projects results in the reduction of Carbon Emission under the Clean Development Mechanism.

- PPP (2003-2013) = 339756 tCo2
- UPP (2006-2019) = 466695 tCo2

Location: Rajasthan

WATER CONSERVATION: INITIATIVES ARE UNDERTAKEN BY THE COMPANY

- **Water Consumption:** At the two locations in the Gandhinagar plant, we have successfully installed a groundwater consumption monitoring system. Scrubbing acid water is reused in the pickling process during galvanisation to reduce water consumption, resulting in a 4 KL reduction in water use.

- **Water Recycling:** Sewage Treatment Plant (STP) for sewage water management and Effluent Treatment Plant (ETP) for neutralising diluted acid, a by-product of the manufacturing process, have been installed at our manufacturing facilities and biomass plants. The recycled water from STP and ETP are used for gardening, washing rooms, ash quenching, and dust suppression.

  We have created artificial ponds along with several Rain Water Harvesting (RWH) structures like tubes and pits to conserve rainwater across our plants. The overall water holding capacity is at ~1,00,000 litres, which helps us harvest ~15,000 litres of water per hour during rainy season.

Parameter	Unit	2021-22
Water Withdrawn	KL	10,65,888
Water Recycled/Reused	KL	20,862

WASTE MANAGEMENT

KPTL's operations are guided by the 3R principle: Reduce, Reuse, and Recycle to successfully manage hazardous and non-hazardous waste. We make every effort to ensure that its operations generate minimum amount of waste. We ensure that statutory criteria for waste management are met and attempts to follow the circular economy principle. We believe that it is our responsibility to proactively implement waste management practices throughout our value chain, beginning with waste reduction activities within our own operations.

Reduce: KPTL has reduced the wastage of raw materials such as steel, zinc, and copper through continuous improvement in the yield production process. In Oil & Gas projects, we introduced the use of Computed Radiography (CR) / Digital X-Ray technology for weld joint radiography. The technology makes use of reusable imaging plates, leading to less waste generation. In terms of operations, the procedure shortens the Non-Destructive Test (NDT) cycle time while saving money.

Steel wires are reused to reduce material consumption for in-process consumables. Molten Zinc Recovery Plants are used to recover zinc from hazardous waste because Zinc Oxide results in a higher zinc output with less hazardous waste.

Reuse: Metal scrap generated at the production site is recycled by an approved vendor. Zinc ash/dross is transported to a licensed recycler for further processing. The Bed Ash and Fly Ash generated by burning agricultural waste at a biomass power station are utilised in the fields as manure additives, for landfills, and in the cement industry, respectively.

Parameter	Unit	2021-22
Waste Generated	MT	15,953
Waste Recycled/Reused	MT	9,777
Waste Disposed (Landfill, Incineration)	MT	4,596

Parameter	Unit	2021-22
Non-Recycled Material Consumed	MT	4,25,796
Recycled Material Consumed	MT	5,879

WAY FORWARD

KPTL has always focused towards contributing positively towards the surrounding environments and ensure that our operations cause minimum harm to the ecosystem. We are well versed with the importance of climate change and we are hopeful towards mitigating any and every climate related risks for the betterment of the Company as well as mother earth.

KPTL aspires to increase its energy consumption from renewable energy sources. We aim at reducing our emissions, water consumption, and waste sent to landfills and augment water recycling efforts. We also aspire to adopt ISO 50001 certification for majority of our locations. Further, we also have plans to increase the capacity of rainwater harvesting in the coming years.

AWARD AND **RECOGNITIONS**

KPTL – Raipur plant has received the **''Golden award for Manufacturing excellence''** from Hansei Kaizen, a global organisation recognising the efforts of manufacturing excellence by companies

KPTL Railway Division has received prestigious **"Achievement in Electrification in Railways"** Award from Rail Analysis Innovation & Excellent Summit 2022

KPTL's 18 Supervisors got felicitated in Construction Industry Development Council (CIDC) **Vishwakarma Award** – 2022

KPTL received following awards from **National Safety Council of India**

- 765 KV D/C Vindhyachal – Varanasi T/L project – **Bronze Trophy**
- Manufacturing Unit, Gandhinagar - **Bronze Trophy**

KPTL's Transmission Line Project won **CII – SR EHS Excellence Award** – Bronze Award

KPTL won special award for **"Best Presentation: Holding the Gains"** in CII National competition.

KPTL won **Platinum Awards** at the 45th International Convention on Quality concepts at Dhaka, Bangladesh by Bangladesh Society Of Total Quality Management

KPTL's Raipur Manufacturing Plant won **Best Hazardous management company award** from CII - SR (Confederation of Indian industry).

KPTL's following overseas projects received
RoSPA Health & Safety Awards 2021 – UK

- 220 KV Sub-station Works, Burundi - **Silver Award**
- 220 KV Geita-Nyakanazi - Transmission Line, Tanzania – **Bronze Award**

KPTL's Raipur Plant was conferred with **Runners Up position for excellence in Safety, Health & environment** (SHE) practices at the CII Chhattisgarh SHE Awards 2020-21

KPTL was recognised by Confederation of Indian Industries (CII) - South Region for its 765 KV D/C Virudhunagar – Coimbatore Transmission Line Project as 3 Star rated project in appreciation of its EHS practices

KPTL's Manufacturing Plant become **Platinum Winner** in **CII National competition on Lean** (Category – Deployment of Lean in Operations / Plant)

BOARD OF DIRECTORS

Mofatraj P. Munot

Chairman

He is the founder of the Kalpataru Group of Companies and a first-generation entrepreneur with a vision to create defining infrastructure landmarks contributing to the larger cause of nation building. Starting with Real Estate, he has piloted the group's interests to Power Transmission and Infrastructure EPC, Civil Contracting, Property and Facility Management, and, Logistics and Warehousing Services, successfully leading Kalpataru to new avenues, within India and globally. Under his leadership and strategic direction, the group has grown to become ~US$ 2 Billion infrastructure conglomerate with a footprint spanning over 65 different nations along with establishing local presence in Europe and Latin America, qualitatively impacting the lives of thousands of employees and their families, several partners and millions of citizens in the communities served by its products, services and interventions. The Kalpataru Foundation and The Munot Foundation, of which he is a trustee, serves several initiatives across the country, in the areas of education, healthcare and skilling, reaching out to society's least privileged.

Parag M. Munot

Director

He is the Managing Director of Kalpataru Limited, the flagship real estate arm of the Group. He is responsible for Group's Real Estate and Property Development business. At Group level, he provides strategic support and drives new business initiatives. He is a graduate in Commerce and holds an MBA from Carnegie Mellon University, USA.

Sajjanraj Mehta

Independent Director

He is a renowned senior professional and expert in the field of Accounting, Tax and Corporate Law. He has over 45 years of experience and serves as consultant in the field of Foreign Exchange, Taxation and Corporate laws to renowned companies. He is a Chartered Accountant by profession and has an independent consultancy firm.

Vimal Bhandari

Independent Director

He has over 30 years of experience in financial services industry. Presently he is associated as the Executive Vice Chairman and CEO of Arka Fincap Limited (formerly known as Kirloskar Capital Limited), a Non-Banking Finance Company engaged in providing debt capital to Indian corporates and real estate developers. He is an Independent Director in many of the Indian companies. For six years, till April 2017, he was the Managing Director and CEO of IndoStar Capital Finance Limited He is a Commerce Graduate from Mumbai University and a Chartered Accountant by qualification.

Narayan K. Seshadri

Independent Director

He has over 40 years of consulting experience in the field of finance, accounts, tax and business strategy. He was KPMG India's Managing Partner heading Business Advisory practice. He is the founder of Tranzmute Capital & Management Private Limited, which provides new ideas, management and capital to first generation entrepreneurs and family businesses. He is also on the Board of many prominent Indian companies. He is a Science Graduate and a Chartered Accountant.

Anjali Seth

Independent Director

She has over 30 years of experience in advising top banks, financial institutions and corporates on a range of matters including M&A, PE Investments, industrial and employee relations, corporate governance, real estate negotiation, legal matters, statutory issues and litigations. She has been associated in various positions with International Finance Corporation, ANZ Grindlays Bank, Standard Chartered Bank, Emmar Properties (UAE) and Swadhaar FinServe Limited. She holds bachelor's degree in Law.

Dr. Shailendra Raj Mehta

Independent Director

Dr. Mehta has done his Bachelor's and Master's degrees from Delhi University, M.Phil from Balliol College, Oxford, and Ph.D. from Harvard. He is currently the President, Director and Distinguished Professor for Innovation and Entrepreneurship at MICA, Ahmedabad. After a sixteen year stint at Purdue University, he returned to India in 2006-07 to head the collaboration between Duke CE (Duke University's Corporate Education Arm) and IIM-Ahmedabad as its head for India, West Asia and the Middle East and simultaneously as Visiting Professor of Business Policy at IIM-Ahmedabad. He has done extensive research in the areas of Entrepreneurship, Industrial Organisation, Information Economics and Experimental Economics.

Manish Mohnot

Managing Director and CEO

Mr. Manish Mohnot has been with the Company for more than 15 years now and has played a key role in phenomenal business growth during this period. He has more than 25 years of experience in areas related to Infrastructure with focus on EPC contracting for sectors including power, oil and gas, roads, railways, factories & building and other related sectors. He serves on the Boards of JMC Projects (India) Limited and Shree Shubham Logistics Limited. He is a qualified Chartered Accountant and a Cost Accountant. He has also done an advanced management program from Harvard University, U.S.

Sanjay Dalmia

Executive Director

He has over three decades of experience in areas related to power, infrastructure, textiles, mining and business development. He has earlier worked in diverse geographies such as Far East, Africa, C.I.S. and Middle East and has experience of working with multicultural people. He is a qualified Chartered Accountant and Company Secretary.

CORPORATE MANAGEMENT **TEAM**

MR. MANISH MOHNOT
Managing Director & CEO

MR. SANJAY DALMIA
Executive Director

MR. RAM PATODIA
Chief Financial Officer

MR. AMIT UPLENCHWAR
Director – Group Strategy & Subsidiaries

MR. K K JAIN
Director – Integrity & Chief Ethics Officer

MR. RAJEEV DALELA
President – T&D Business (India & SAARC)

MR. GYAN PRAKASH
President & CEO – Oil & Gas Business

MR. M A BARAIYA
President – HR & Admin

MR. RAMESH BHOOTRA
President – Commercial (International Business)

MR. HITENDRA POONIWALA
President –T&D Business (International)

MR. JITENDRA KUMAR JAIN
Deputy President – Railway Business

MR. KUMARADEVAN SRINIVASAN
President – Manufacturing

MR. N K KAUSHAL
President – Business Development

MR. G L GUPTA
President – Group Procurement & SCM

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC OVERVIEW

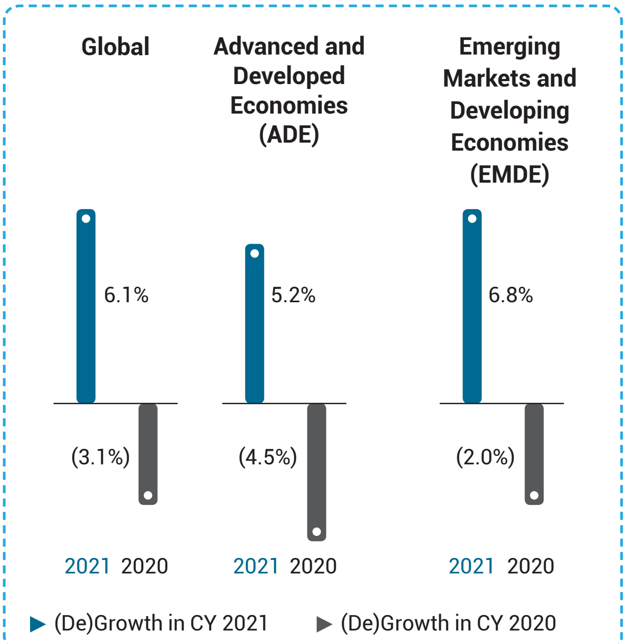
GLOBAL ECONOMY

The last couple of years have been very difficult for the world as a whole. The repeated waves of infections of Covid-19, and the resultant supply chain disruptions, rising energy & commodity prices, challenges in logistics and even rising inflation levels, have created challenging scenarios for governments across the world. CY2021 has been a mixed bag though. The first half of CY2021 witnessed mass vaccination drives, easing of restrictions and opening of economies to reverse economic losses. It was further underpinned by quantitative easing methods adopted by the governments, follow-up support packages, and initiatives towards revival of the economies to bounce back and reach pre-Covid-19 levels. However, the second half was marred by the third wave of the pandemic which had domino effect on the economic outputs of nations.

As per the World Economic Outlook (WEO) Report published by the International Monetary Fund (IMF) in April 2022, the rebound, continued at a slower pace than anticipated. The global economy is estimated to have grown by 6.1% in CY 2021, as against a contraction of 3.1% registered in CY 2020.

The current WEO estimates are lower than the estimates shared in January 2022, owing to the impeding economic and geopolitical crisis as a result of the Russia-Ukraine war. The war-induced commodity price increases and energy price pressures have led to a surge in the inflation projections for both the ADEs and EMDEs.

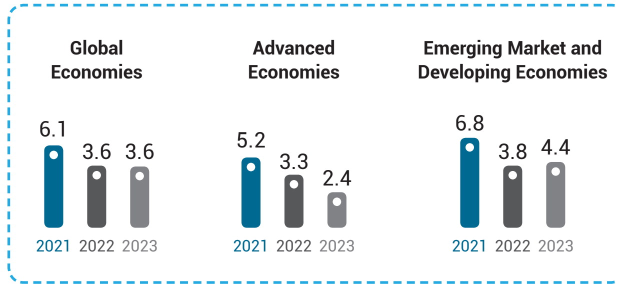
ECONOMIC GROWTH



OUTLOOK

The outlook for the global economy remains cautious, with elevated inflation expected to persist, ongoing supply chain disruptions and high energy prices likely to continue. The WEO Report further states that the inflation is likely to pick up during the year, on the back of supply-demand imbalances. Much is also dependent on the broader geopolitical tensions, the ongoing climate emergencies and any disruptions arising from the pandemic. Overall, the higher broad-based inflation, are likely to have a profound impact on the projections for the developed nations as well as the EMDEs, going forward. In line with these, the global economy is expected to grow by 3.8% and 4.4%, respectively, in CY 2022 and CY 2023, respectively.

GROWTH PROJECTIONS FOR THE GLOBAL ECONOMY[1]

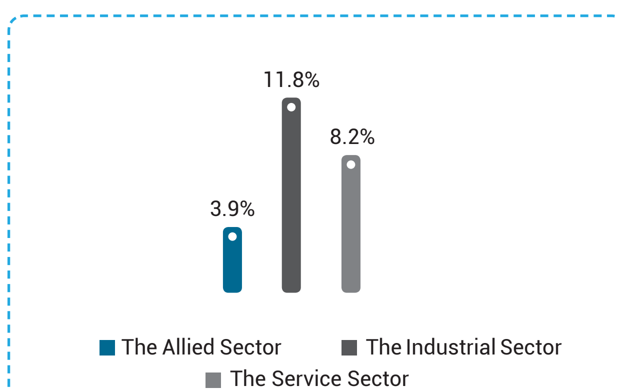


INDIAN ECONOMY

As per the Economic Survey published in January 2022, the Indian GDP is estimated to have expanded by 9.2% in real terms in 2021-22. The latest figures released as per the WEO Report by the IMF, in April 2022, however, peg the GDP growth for the same year at 8.2% owing to the adverse impact of the Ukraine-Russia war having started in March 2022. Despite these differing statistics, the Indian Economy is expected to remain buoyant, being tagged as the fastest-growing major economy in the world.

The growth of the economy seems to have been led by the agriculture and the allied sector, estimated to have grown by 3.9% in the fiscal, having had the least impact owing to the pandemic. The growth was led by the strong government impetus and stimulus packages in addition to a reasonable monsoon.

The industrial sector witnessed a sharp rebound during the fiscal, witnessing an estimated expansion of about 11.8%. The sub-sectors of manufacturing, construction and mining too witnessed a similar surge, even when the national lockdowns were imposed. However, the service sector was the hardest hit by the pandemic, having grown by an estimated 8.2% during the corresponding fiscal.



[1] *World Economic Outlook, April 2022, published by IMF*

The country has witnessed a consumption boom during 2021-22 led by the government consumption. Private consumption has also witnessed a strong recovery, owing to the aggressive inoculation drives by the Government and earlier-than-expected normalisation of the economic activities. The same has lent an added impetus through higher capex spends and investment outlays to provide a strong push to infrastructure building. This is also expected to aid growth from the medium to long term perspective. A recent surge in prices of energy, non-food commodities, input processes, freight costs and disruption of global supply chains, owing to the Ukraine-Russia war have created challenging times for policy-making as a whole. Hence, the Central Government has taken a cautiously optimistic approach to build enough cushion to bear the impact from these issues, through additional stimulus and policy support.

OUTLOOK

India's GDP growth in 2022-23 is likely be supported by the widespread vaccine coverage, gains from the supply-side reforms, easing of regulations, robust export growth and availability of fiscal space to ramp up capital sending. The growth projection as provided in the Economic Survey 2022, expects that the growth shall not have major implications on account of pandemic related stress.

India's nominal GDP is forecast to rise to USD 8.4 Trillion by 2030 from USD 2.7 Trillion in 2021, making it the third-largest economy in the world. These projections are likely to continue to project India as the fastest growing major economy in the world till 2026.[2]

POWER TRANSMISSION AND DISTRIBUTION INDUSTRY

The demand for power has increased worldwide including India. Rising power demand as well as commitment towards utilising Renewable sources of energy have led to widespread electrification initiatives across countries. This augers well for transmission capacity additions. The increase in renewable energy installations will expand the need for new transmission lines to deliver power to demand centres while infrastructure development projects will boost demand for increased grid connectivity in developing countries. However, the lack of strong policy mandates, political instability, and the lack of investment from utilities due to cash constraints are expected to challenge the growth. The market is expected to overcome these challenges as most governments are accelerating investments in the transmission network development.

The worldwide power and distribution market is expected to increase in medium-term horizon, owing to advances in the US, China, and India. The combined market value of these nations is expected to account for 42.4% and 44.8% of worldwide electricity transmission and distribution markets, respectively, in 2024.[3]

[2] *Economic Survey 2022*

[3] *pib.gov.in*

GLOBAL ELECTRIC POWER GENERATION, TRANSMISSION AND DISTRIBUTION MARKET-[4]

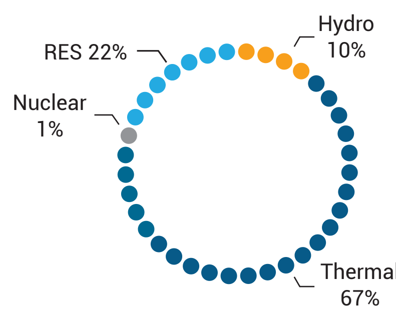
INDIA

Rising electricity demand from urban areas, increased demand from the industrial segments and incremental use of renewable energy, has led to a surge in development of new generation facilities. Initiatives aimed at enhancing and improving grid reliability, managing climate change, and the need for infrastructure upgradation are all expected to drive the growth of the Indian transmission and distribution market.

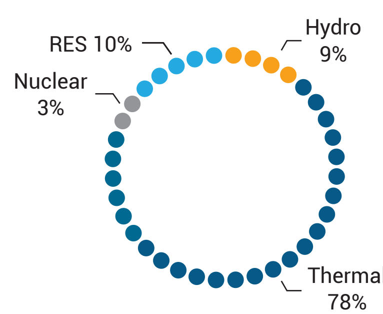
Following a greater than 2% fall in power demand in India in 2020 due to the Covid-19 epidemic, 2021 saw a comeback with an expected 10% increase. The government of India initiatives under the 'Make in India' policy, which promotes domestic manufacturing, is expected to further drive the country's industrial power demand. So much so, that the demand for electricity in India is anticipated to overshadow the demand from other economies by 2030. While coal-fired plants still account for the largest portion of power generation in India, in 2021 and 2022, new records for renewable capacity increase are predicted, primarily driven by wind and solar. As a result, renewables powered electricity accounted for 35% of the incremental demand last year, while nuclear accounted for the remainder. Renewable power is predicted to expand by 30% by 2024 compared to 2021, owing to state and national auctions, as well as a target of 500 GW of installed renewable capacity.[5]

SOURCE OF INSTALLED CAPACITY AND ELECTRICITY GENERATION IN 2020-21[5]

Installed capacity



Electricity generation



India has witnessed the fastest growth rate in terms of installation of renewable power generation capacities in the last few years. India has also set a target of 175 GW of renewable energy by 2022 and 500 GW by 2030. With this, India is aiming to achieve self-sufficiency to reach an expected 15,820 TWh by 2040. India's renewable energy sector is planning to investment ~USD 80 Billion in the next four years.[5]

[4] *www.power-technology.com, www.ibef.org, The Economic Survey 2021*
[5] *www.globenewswire.com*

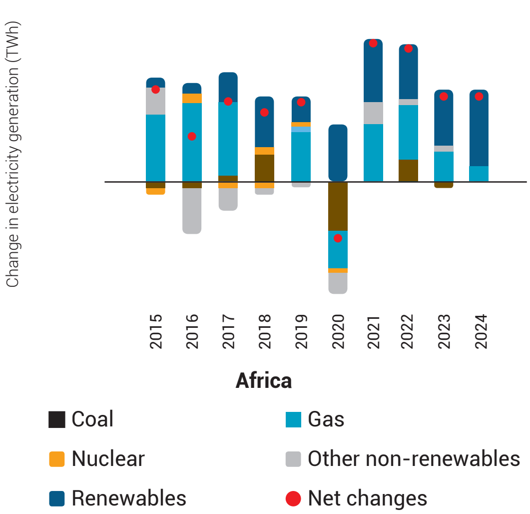
REGIONAL FOCUS

AFRICA

Africa's power sector investment plans are directed towards both, being a direct source of economic development and an enabler of future growth. The continent is still suffering from lack of electricity generation and it is the most fundamental goal of the power sector in sub-Saharan Africa. Approximately, with 600 Million Africans without access to electricity, the present momentum behind policy and investment plans is unlikely to fulfil the whole energy needs of Africa's population. Despite the electrification rate having improved over the past decade, the penetration remains at 29% for rural areas and 84% for urban areas.

The continent is aiming to enable better access to electricity by adding 60 Million new connections and 30 GW of cleaner, and more efficient generation capacity by 2030. Besides, the World Bank's 'Lighting Africa' initiatives seek to provide access to 250 Million people through off-grid connections by 2030. Till 2024 the results in an additional 50 TWh of electricity from renewables, reaching a 26% share of total generation, up from 23% in 2021 and achieving a similar level to coal-fired generation (declining from 28% in 2021 to 26% in 2024). The renewables sources are set to supply the net demand of growth between 2022-24 at 60%.

CHANGE IN ELECTRICITY GENERATION, 2015-24[6]



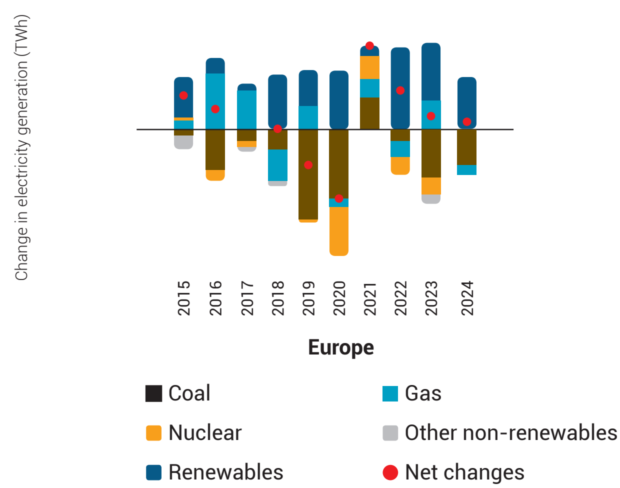
[6] *IEA: Electricity Market Report, January 2022*

EUROPE

After demand for electricity in Europe fell by 1.3% in 2019 and 4% in 2020, it increased by more than 4% in 2021 to about the pre-pandemic level of 2019. Two factors that were the main drivers of the rebound, (1) The region's economy grew strongly, headed by the industrial sector; (2) Colder temperatures raised heating demand. However, in 2022 the demand is expected to grow at a slower pace of 1.7% owning to the recovery pace of the economy.

The most notable development on the supply side in 2021 was the strong growth of coal-fired generation, increasing by more than 11% after a 20% decline in 2020. This was the first increase in coal-fired generation since 2012. The main reasons for this rebound of coal are the strong growth in demand coupled with relatively low growth in renewables generation in 2021 (up 1%, caused by exceptionally low wind speeds As a result, on year-on-year basis, Europe's emissions surged by 8% in 2021 (4% higher emissions intensity). we expect a fall of 24% by 2024 compared with the pre-pandemic level of 2019 (emissions intensity down 27%).

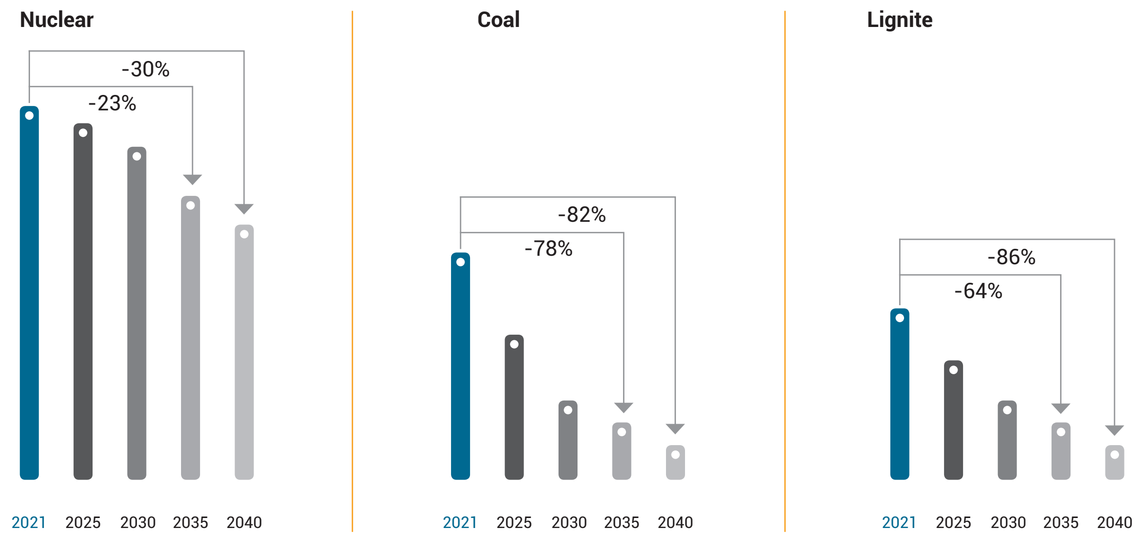
CHANGE IN ELECTRICITY GENERATION, 2015-24



Going forward, the European power market is expected to undergo tremendous transformation. With the region's ambitious emissions targets, rapidly falling costs for clean technologies and the promise of widespread electrification place renewable power generation at the heart of the European energy transition. Europe uses wind and solar to generate a high amount of energy that keeps systems stable and reliable.

A LARGE DROP IN DISPATCHABLE GENERATION ASSETS IS EXPECTED IN EUROPE, CAUSED BY PHASEOUTS OF COAL USE AND THE DECOMMISSIONING OF NUCLEAR PLANTS.[7]

Capacity in main EU markets, gigawatts



EU countries have committed to invest € 1.037 Billion in five cross-border infrastructure projects under the Connecting Europe Facility (CEF). The CEF will fund four construction projects and one research initiative. The Euro Asia interconnector project (€ 657 Million) will receive the most financing to support the first electrical connectivity between Cyprus and the European grid.[8]

SOUTHEAST ASIA

Southeast Asia is expected to have the world's fastest coal power capacity increase. Coal has a key role in Southeast Asia's power generation sector due to plentiful regional supply, particularly in Indonesia, and comparatively inexpensive pricing.

Indonesia, Vietnam, and the Philippines have the highest number of coal plants in Southeast Asia, between operational, under construction, and planned phases. With the predicted power demand growth of ~5% between 2022 – 2024 the electricity supply in Southeast Asia continues to be led by coal (around 43%), followed by gas (31%) and then renewables (25%). With the strong emphasis on Global emission targets, there is a strong rhetoric for the Southeast Asian countries to ensure the transition to greener, more sustainable energy sources.[9]

In line with the above, by 2025, the ASEAN countries aim to achieve 23% of its primary energy needs through renewable sources. The new generation of renewable energy sources, such as solar and wind energy, have gained a significant place in countries' energy mix. The upper target for solar and wind energy output in the 8th Power Development Plan for 2021-2030, which also contains a vision for 2045, is 18.6 GW and 18 GW, respectively.

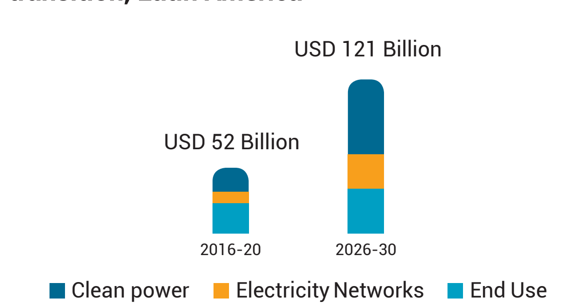
[7]*https://mck.co/3xVA5kb*
[8]*www.mckinsey.com*
[9]*www.researchgate.net*

LATIN AMERICA

Latin America is a vast market with significant development potential that is becoming increasingly relevant to the global economy. Economic openness, along with significant infrastructural expenditures and an increasing middle class, is generating enormous economic prospects throughout the area. Rising inflationary pressures, ranging from rising commodity prices to high shipping rates is expected to cause consumers and companies in Latin America to limit their spending plans as borrowing costs rise in an existing inflationary climate. Higher commodity prices is further expected to boost export profits.

In 2022, the power and renewables industry is setting a stronger year. ~18 GW of wind, solar and storage is expected to come online at a 9% year-on-year growth. The Latin American power market is expected to grow at a CAGR OF 7% during the period of 2021-2027. According to data published by the International Renewable Energy Agency, Latin America's renewable energy (RE) capacity increased by a cumulative 33% (65 GW) to reach 261 GW in the last year of that era (IRENA). In Latin America the growth has helped the region area to dramatically increase the amount of renewables in its power mix, with the sector accounting for 83% of Latin America's total power producing capacity.[10]

Current versus future spend in the energy transition, Latin America



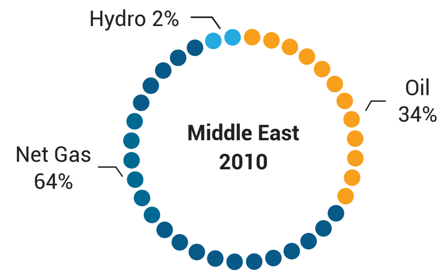
[10] *www.woodmac.com, www2.deloitte.com*

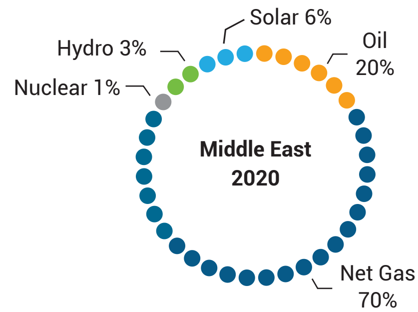
MENA

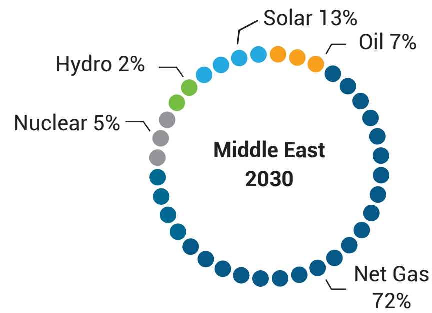
With an annual capital expenditure of almost USD 30 Billion, the power sector in the MENA region is a major source of investment prospects. The rise in population, as well as rising energy consumption from the predicted expansion of the oil and petrochemical sectors, are expected to drive MENA's power demand and consequently generating capacity to new heights. The installed power generation in 2019 was 406 GW, and it will need to rise by 40% by 2030 to fulfil the anticipated demand. By 2030, the region is expected to continue to shift away from oil-based electricity generation and toward natural gas-based energy generation.

Taking advantage of their abundant natural gas reserves, Saudi Arabia and Kuwait are leading the charge to replace oil-fired turbines with more efficient and less polluting gas turbines. Other countries in the region, on the other hand, do not have enough domestic gas to meet their electricity needs. MENA countries are looking at renewables, nuclear, and even coal power to increase generation security when gas is not economical or readily accessible, despite the predicted growth in gas-fired generating capacity. Dubai has established a goal of achieving 75% sustainable energy by 2050.

By 2030, the majority of nations in the region have set renewable energy targets ranging from anywhere from 13 to 52% of installed capacity. A total of 98 GW of new generation capacity is planned, with another 39 GW likely to be added to the planning pipeline by 2025. Integrating renewable energy into power systems necessitates policy changes and new legislation on the regulatory front. This entails assuring grid flexibility and stability, incorporating new technologies like battery storage and electric vehicles, and developing financially viable business models.[11]







[11] *Power Industry Trends in the Middle East and North Africa (MENA) Region (aveva.com)*

CONSTRUCTION & INFRASTRUCTURE

India is on its way to become the third-largest construction country globally by 2022. In the 2022 year's budget, the central government boosted the infrastructure investment through programmes at a larger scale including the National Infrastructure Pipeline (NIP) which entails an outlay of about ₹ 111 Lakh Crores for 2020-25. Then there are programmes like the PM Gati Shakti, which has seven engines that drive it including the development of roads, railroads, Airports, ports, public transaction, waterway, and logistics infrastructure. Programmes like these and others are leading to an increase in demands for the core industries like steel and cement. Besides, infrastructure creation also leads to creation of employment opportunities. As a result, leading to the holistic growth for the nation. In terms of the size, the construction sector is expected to grow by 10.7% in 2021-22 due to an increased focus on infrastructure projects and the smart recovery of demand in the aftermath of the Covid-19-induced economic slowdowns.

In addition to the other infrastructure related investments, the government has also initiated massive development and infrastructure programmes, one of which involves ₹ 48,000 Crores budgeted under the PM Awas Yojana for construction of 80 Lakhs affordable homes in rural and urban areas. In line with these developments, the government has also provided focus towards construction and infrastructure keeping in mind the long-term prospects for the country's development and sustainability at its Crores.[12]

OUTLOOK

With such high investments being made in the infrastructure and construction section from fiscal year 2020 to 2025 sector such as Energy (24%), Roads (19%), Urban (16%) and Railways(13%) are expected to amount to around 70% of India's anticipated infrastructure capital expenditure.[13]

RAILWAYS INDUSTRY

Indian railway is the second-largest rail network in Asia with a route length of around 67,956 KM. In the Union budget, railway sector was allocated the highest capital expenditure of $32 Billion in 2022-23. Indian Railways is planning to launch 400 new trains in the next 3 years along with 100 greenfield multimodal cargo terminals. Hence the government is focussed on developing investor-friendly policies to drive investments in the in railway infrastructure development.

2022-23 budget announcement regarding the Railway industry

- 100 PM-GatiShakti Cargo Terminals for multimodal logistics facilities will be developed over the next three years.
- 400 new-generation Vande Bharat trains will be manufactured over the next three years.
- 'One Station-One Product' concept will be popularised to help local businesses and supply chains.
- The Vision 2024 is a sub set of the National Rail Plan, but since it is also the first leap forward it is most critical as its success or failure will impact the targets of 2030 and beyond.[14]

OUTLOOK

By 2030, ₹ 50 Lakh Crores ($ 715.41 Billion) is expected to be invested on rail infrastructure. The Indian railway market will be the third biggest in the next five years, accounting for 10% of the world market. The Indian Railway launched the Vision 2024 National Rail Plan in order to advance the execution of critical projects such as multi-track routes, aims to achieve 100% electrification, increase speed to 160 KMPH on the Delhi-Howrah and Delhi-Mumbai routes and to 130 KMPH on all other golden quadrilateral-golden diagonal (GQ/GD) routes, and completely remove all level crossings on the GQ/GD route by 2024.[15]

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[12] *www.constructionplacements.com*

[13] *www.mordorintelligence.com*

[14] *prsindia.org*

[15] *ibef.org*

SIGNALING AND TELECOMMUNICATION

- With the rail network under increasing strain to meet capacity demands, adjustments are being made to the country's outdated signaling systems
- Automated signaling systems such as computer and relay-based interlocking solutions are being proposed with an overall outlay of ~ ₹ 55,000 Crores in the modernisation of the systems.[18]

STATION REDEVELOPMENT

- GoI launched the 'Railway Station Redevelopment Programme' to redevelop 400 railway stations across the country
- Estimated investment of ₹ 1 Lakh Crores using a public-private partnership approach.

DEDICATED FREIGHT CORRIDOR (DFC)

- The Dedicated Freight Corridor Corporation of India (DFCCIL), a special purpose vehicle, was formed under Ministry of Railways to design and develop DFCs.
- Work on two DFCs is underway while three new were announced in the 2021-22 budget.[19]

RAILWAY ELECTRIFICATION

- ₹ 10,000 Crores allocated in 2022-23 in Union Budget which will take the electrification upto 7,000 track KM.
- Focus on 'Mission 100% Electrification – Moving to Net Zero Carbon Emission'.[16]

SEMI-SPEED & HIGH-SPEED RAIL

- An ambitious National Rail Plan, announced in 2021, envisages all major cities in north, west and south India to be connected by high-speed rail. • India enlisted the help of Japanese technology, engineers and finance to assist in the construction of its first line, a 508-kilometer link between Mumbai and Ahmedabad in western India.
- The National High-Speed Rail Corporation Limited (NHSRCL), set up to finance, construct and manage India's bullet train projects, has also gained approval for eight new lines.[17]

METRO RAIL

- Advanced technology and digitisation are expected to be the game-changers in India, as they will usher in a highly modernised and efficient Metro-Rail system
- The Union Budget 2022 has allocated an estimated outlay of ₹ 23,875 Crores for metro projects in the country.
- With Tier-2 cities in focus, the New metro rail works have begun in cities such as Indore, Surat, Bhopal, Kanpur, and Patna amongst others.
- Two new technologies, `MetroLite' and `MetroNeo' will be deployed to deliver metro rail systems at reduced rates while maintaining the same experience, convenience, and safety in Tier-2 cities and Tier-1 cities.[16]

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[16] *www.news18.com*

[17] *www.cnbctv18.com*

[18] *www.deccanherald.com*

[19] *ibef.org, www.gidb.org*

OIL AND GAS INFRASTRUCTURE

India's economic growth is related to its energy demand, making the industry appealing for investment. The country is the third largest energy and oil consumer in the world after China and the US. The oil and gas sector is also one of the core sectors of the economy. To meet the rising demands of the oil and gas infrastructure, the government has implemented several initiatives. It has authorised 100% FDI in numerous sectors, including natural gas, petroleum products, and refineries, just to name a few. During the forecast period of 2022-27, the oil and gas pipeline market is predicted to grow at a CAGR of more than 6.5%. On the next five years, the government intends to invest 7.5 Trillion in building oil and gas infrastructure.[20]

OUTLOOK

India's Energy demand is expected to double to 1,516 Mtoe by 2023. Crude oil demand is expected to grow at a CAGR of 4.66% to 500 MMTPA by 2040. India's oil demand is expected to climb at the world's highest rate, reaching 10 Million barrels per day by 2030, up from 4.9 Million barrels per day in 2021. Natural gas consumption is expected to rise at a 12.2% CAGR to 550 MCMPD by 2030, up from 174 MCMPD in 2021. All these demands are the indicators that shall also lead to the need for building Oil and Gas Infrastructure.[21]

LOGISTICS AND WAREHOUSING

India's logistics and warehousing sector had borne the brunt of the Covid-19-related impacts. Despite this, the sector has shown great promise with recognition of its role as a crucial link between the manufacturer and the end consumer. In today's highly competitive environment, the management of logistics and warehousing is a key determinant of the success of businesses.

With a vast population having a high consumption base, the sector has portrayed opportunities for institutions to get into this space, making it a compelling investment proposition. As a result, the demand growth for the warehousing space has witnessed a steep growth of 44% between 2017-20 on a compounded annual basis. Despite the drop in the sector owing to the pandemic, the long-term demand potential is expected to remain strong.[22]

The top logistics and warehousing market drivers in India include increased trade and allied activities; higher quantum of import and export cargo; demands from the traditional growth driving sectors like agriculture and manufacturing; government impetus like the new proposed warehousing policy which may be created on a PPP model; organised and modern retail development and a significant portion of investments in warehousing towards free trade warehousing zones and logistics parks amongst others.

For these variety of reasons, the warehousing business has risen dramatically in recent years. The 'Make in India' programme, which encouraged companies to make their goods in India, was well-received across the country. India's exports have risen dramatically to 18.8% to $ 20 Billion so far, meaning that the number of commodities produced and stored in the country has risen as well.[23]

OUTLOOK

The warehouse market is estimated to have touched ₹ 1,113 Billion in value in CY 2021, as per a report by IMARC Group. The same is expected to be clock a multi-fold growth to touch ₹ 2,069.6 Billion by CY 2027.

As per a report published by Statista, the Indian logistics market is valued at around $ 250 Billion in 2020-21, with expectations to rise upto $ 380 Billion by 2024-25, clocking a CAGR of 10-12%. At current rate, the logistics cost as a percentage of the GDP is pegged at 14%, compared to an average of 11% for the BRICS nations, following similar demographic structures and profiles.

The growth in the logistics and warehousing is seen to become more mechanised, with the increasing market demand throughout the forecast periods. Warehouse automation technologies including cloud technologies, robotics, conveyor belts, truck loading automation, and energy management are likely to see investments going ahead. As a result, in the near future, there will be an increasing number of possibilities in storage and logistics in India.[23]

[20] *www.businesstoday.in*

[21] *ibef.org*

[22] *Knight Frank Warehousing Market Report 2021*

[23] *www.okcredit.in*

COMPANY OVERVIEW

With four decades of experience and presence in 67 countries, Kalpataru Power Transmission Limited (KPTL) is among the largest players in the global power transmission & distribution, railways, oil & gas and civil infrastructure space. The Company offers comprehensive solutions encompassing design, testing, fabrication, erection and construction of transmission lines, oil and gas infrastructure and railway projects on a turnkey basis. Through its subsidiary, JMC Projects (India) Limited (JMC), KPTL also provide civil contracting services for Buildings & Factories, Water Infrastructure, Highways and Metro construction. KPTL is also present in the agri-commodity warehousing sector through its subsidiary Shree Shubham Logistics Limited

As a diversified conglomerate, KPTL combines its technical prowess and excellent execution strategies to deliver exceptional service to its varied clientele. The Company is also involved in development of assets and has a portfolio of infrastructure along with two Manufacturing facilities in Gandhinagar, Gujarat and Raipur, Chhattisgarh, as well as two Biomass based power plants in Rajasthan, India.

STRATEGIC UPDATE

KPTL has actively been working towards focusing on its core businesses while evaluating all non-core assets for divestment. During the financial year, the Company completed the divestment of the Kohima-Mariani Transmission Limited (KMTL) and received the sale consideration in the third quarter of the fiscal. This marked the divestment of all Transmission BOOT assets of the Company. The Company also made significant progress on the sale of its Indore Real Estate project, selling 60% of the units by end of 2021-22.

The two acquired companies of KPTL performed well during the financial year. Revenue of Linjemontage, Sweden grew 12% year on year to ₹ 1,191 Crores with improved profitability and ended the year with an order book of ~₹ 1,300 Crores. Fasttel, Brazil ended the year with a revenue of ₹ 548 Crores and an order book of ~₹ 509 Crores.

In the last quarter of the fiscal 2021-22, the KPTL and JMC Board of Directors approved the scheme of amalgamation of the two companies. The merger of the two companies will come into effect post receiving all required regulatory and statutory approvals. This merger brings together two leading organisations with unique sets of capabilities and complementary businesses in the EPC markets. The merger is expected to accelerate growth and enhance value creation for all stakeholders.

GEOGRAPHICAL UPDATE

Geographically, the consolidated revenue of the Company can be divided into two different segments – domestic and international. Revenue from the domestic segment was ₹ 9,829 Crores (66.5%) and the international segment recorded revenue of ₹ 4,949 Crores (33.5%) in 2021-22.

The Company has been making headway in their objective of increasing its global footprint. KPTL added 4 new countries in its geographical footprint during the fiscal. New projects won by KPTL in Suriname, Niger and Guinea and by JMC in Ghana have added to the Company's incremental footprint. The Company continues to strengthen its position in the domestic and international EPC segment and is proactively working to increase its presence in high-growth markets of SAARC, Africa, Latin America, Europe and South East Asia.

MANUFACTURING UPDATE

During 2021-22, production (including outsourced) and dispatches of transmission line towers/structures were 1,48,253 MT and 1,52,580 MT respectively, as compared to 1,56,214 MT and 1,57,095 MT in 2020-21. In 2021-22, the Company of transmission towers at various locations domestically and internationally and executed about 2,674 ckm of stringing. For the 2021-22, on a consolidated basis, the EPC segment has received new orders of approximately ₹ 18,161 Crores. The aggregate value of orders on hand is ₹ 32,761 Crores. Net Debt is appropriately ₹ 1,902 Crores.

Note : Net Debt is inclusive of current maturities and excludes interest free loans from entities other than bank and financial institutions as on 31 March, 2022

ENGINEERING, PROCUREMENT AND CONSTRUCTION (EPC) UPDATE

EPC is the largest business segment of KPTL, with 97.7% share in consolidated revenue for 2021-22 versus 96.0% 2020-21. The revenue of EPC Segment is ₹ 14,443 Crores in 2021-22, compared to ₹ 12,426 Crores in 2020-21.

TRANSMISSION AND DISTRIBUTION BUSINESS (T&D)

Numerous transmission line and substation orders in international and domestic markets totaling approx. ₹ 7,071 Crores (incl subsidiaries) has been secured by KPTL. In India, the Company secured orders from Power Grid Corporation Limited (PGCIL), State Electricity Boards (SEBs) and private clients.

OIL & GAS

During 2021-22, the Company secured several orders of ₹ 569 Crores from various oil & gas marketing companies in India.

RAILWAYS

The Company's Railway business has garnered orders worth ₹ 519 Crores related to gauge conversion, railway electrification and associated works in 2021-22.

CIVIL CONSTRUCTION:

Our subsidiary, JMC Projects (India) Limited received orders of approximately ₹ 10,139 Crores in 2021-22 with the majority of order 42% - from B&F business.

FINANCIAL REVIEW

On a standalone basis, the Company achieved revenue from operations of ₹ 7,062 Crores in 2021-22 as against ₹ 7,671 Crores in 2020-21, a decline of 8%. Both domestic and international opportunities were adversely impacted by the pandemic leading to investment and project delays. The Company ended the year with an order book of ₹ 15,759 Crores versus ₹ 13,890 Crores as on end of 2020-21. The overall orderbook was split between T&D, Oil & Gas and Railways as 60%, 12% and 17% respectively.

With the prevailing commodity cost challenges and volatile freight cost coupled with recent spikes in the fuel prices, Company's margins were impacted negatively. Full year PAT was down by 16% to ₹ 515 Crores from ₹ 615 Crores in 2020-21. Net property, plant and equipment (including capital work in progress) and Intangible assets, at the end of 2021-22 stood at ₹ 618 Crores as against ₹ 662 Crores in the previous year. During the year under review, depreciation was at ₹ 89 Crores and net addition in the property, plant and equipment (including capital work in progress) is ₹ 69 Crores. Net current assets increased to ₹ 3,082 Crores (Includes ₹ 490 Crores of current assets pertaining to Assets held for Sale) as against ₹ 2,169 Crores in the previous year due to higher working capital.

KPTL undertook rigorous monitoring and controls to ensure maintenance of low levels of debt. Borrowing levels of the Company are ₹ 1,187 Crores in 2021-22 as against ₹ 1,105 Crores in 2020-21. The net debt is ₹ 414 Crores against ₹ 776 Crores in the previous year. The Borrowing levels remain at a comfortable level with net debt/ equity ratio of 0.09:1. The finance cost was around 1.8% of the revenue during 2021-22 as against around 1.4% of the revenue during 2020-21. The Company enjoys A1+ and AA Stable rating for its short-term and long-term borrowing from both CRISIL and CARE. The Company has sufficient working capital to support its growth plan.

Consolidated revenue of the Company grew by 14%, with revenue of ₹ 14,777 Crores in 2021-22 as compared to ₹ 12,949 Crores during 2020-21. Consolidated Net debt stood at ₹ 1,902 Crores as against ₹ 2,304 Crores in the previous year. The consolidated order book of the Company is approximately ₹ 32,761 Crores as on 31 March, 2022.

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018, the Company is required to provide details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations.

The key financial ratios are given below:

	Standalone		Consolidated	
	2020-21	**2021-22**	**2020-21**	**2021-22**
Debtor's Turnover (No. of Days)	178	183	141	123
Inventory Turnover (No. of Days)	87	74	87	61
Interest Coverage Ratio	7.69	5.82	3.35	3.19
Current Ratio	1.42	1.6	1.36	1.35
Debt Equity Ratio	0.33	0.38	0.84	0.87
Operating Profit Margin (%)	10.5	9.2	11.4	7.9
Net Profit Margin (%)	8.0	7.3	5.1	3.6

At consolidated level, there has been decrease in Operating profit margin and net profit on account of lower profits mainly due to increased input costs and provisioning for loans in subsidiary Company. Inventory turnover days have improved by more than 25% on account of increased turnover.

RISK MANAGEMENT

Key Risks	Explanation	Mitigation Strategies
PANDEMIC	The pandemic has been one of the key risks impacting the operations of the Company. The impact on economic and financial condition of counterparties in India or elsewhere may lead to delays in booking new orders or timely release of funds for the projects under execution	The Company has quickly responded by implementing safety measures such as temperature screening, sanitisation, and enforcing safe distancing norms and mandatory masks in private offices and project sites to ensure resumption of work. The Company also stepped up its employee health welfare initiatives and established well-equipped quarantine facilities to take care of the illness / recovery process. To mitigate the risk of disruption in operation due to lockdown, the Company has paid full wages, provided food and shelter facilities to workers during the lockdown period to retain the labour. The Company took steps to ensure liquidity was preserved to withstand any adverse developments. Credit-worthiness of counterparties is being continuously monitored to lessen the impact of adverse working capital resulting from customer delays in settlement of receivables.
OPERATING RISK	The Company is involved in the EPC business and exposed to various operational risks that may lead to unplanned interruptions of operational processes, delaying execution of projects, affecting the Company's topline and bottom line.	The Company has set policy and procedures to minimise the risk associated with projects. Projects are analysed within the operational risk spectrum, adopting best practices to ensure timely execution and maximum value creation for all stakeholders.
CYBER SECURITY RISK	The Company is undergoing digital transformation and cybersecurity has become a key concern for the continuity of business. Cyber-attacks and threats may impact the security of IT infrastructure and critical IT assets of the Company.	Cyber security practices are being implemented under the guidance of Risk Management Committee of the Company. These Practices are grouped into people, process and technology control areas under the Company-wide Cyber Security Assurance Framework. Employee awareness on cybersecurity is being enhanced through initiatives such as online cyber security awareness campaign on phishing and e-mail securities. Network devices, server operating system and hardware are upgraded periodically. The Company also actively monitors security logs to detect any malicious attempt and takes the necessary to mitigate the risk. Adequate data safety is ensured during its creation, storage, transit and retrieval.

Key Risks	Explanation	Mitigation Strategies
GEOPOLITICAL AND REGULATORY RISK	The Company operates in numerous geographies and faces risks on account of protectionist policies, political dynamics, trade barriers, sanctions, and geopolitical conflicts. With operations in multiple geographies, the Company is exposed to risks related to various statutes, laws and regulations.	The Company monitors such risks and develops suitable mitigation strategies addressing the feasibility of operating in the country, strategic sourcing options, and regularly monitors international sanctions and funding to cover its exposure in the local markets. The Company takes steps to adhere all laws and monitor the changes and compliances thereof are also taken care by the internal teams within the Company. The Company also employs the services of country specific legal advisors and subject matter experts to offer advice on legal matters and compliances.
FINANCIAL RISK	Interest Rate Risk, Exchange Rate Risk and Liquidity Risk are the major Financial Risks. Exchange rates and Interest rate fluctuations impact the Company's finances as changes in interest rate affects the profitability of the Company's debt.	The Company dynamically manages interest rate risks through a mix of fund-raising products across maturity profiles. For mitigating currency risk, it has a strategy of mixing its domestic and foreign order books spread across various geographies. It also uses currency forward contracts to mitigate foreign exchange related risk exposure. The Company constantly monitors its liquidity levels, economic and capital market conditions and maintains access to sources of liquidity through banking lines, trade finance and capital markets.
PEOPLE RISK	Risk of maintaining employee relations, attracting and retaining talent, and creating an engaged set of employees have become important in an environment where talent is becoming scarce.	The Company takes active steps to constantly engage with the employees and understand their aspirations, needs and any issues they may have. Policies, practices, compensation and developmental conversations are modified based on constant feedback from employees. The Company has a systematic employee hiring policy and to attract the best talents in the industry. The Company regularly conducts Periodic training and mentoring to develop future leaders within the organisation.
COMMODITY PRICE VARIATION AND CURRENCY FLUCTUATIONS	The Company deals with various commodities, such as steel, zinc, copper, aluminum, cement and insulators. Prices and supply of these may vary due to global economic conditions, supply demand mismatch, competition, production levels, and taxes. Fixed price contracts can have a negative impact on the Company's profits if input costs rise without proper hedging mechanisms. Additionally, with operations in several countries, adverse movement in any currency can negatively impact financials.	The Company manages such risk through a mix of back to back sourcing of materials and further it believes in keeping its commodity and currency exposures hedged to optimum levels and further it carries out periodic reviews of these risks at appropriate levels.

INTERNAL CONTROLS

The Company maintains adequate internal controls, appropriate to the nature and size of the business, and commensurate with the scale and complexity of its operations. The Company has implemented robust policies and procedures, which inter alia, ensure integrity in conducting its business, safeguarding of its assets, timely preparation of reliable financial information, accuracy and completeness in maintaining accounting records and prevention and detection of frauds and errors. The Company uses a state-of-the-art enterprise resource planning system S/4 HANA that connect all parts of the organisation, to record data for accounting, consolidation and management information purposes. It has continued its efforts to align all its processes and controls with global best practices. The Company has aligned its internal controls with the requirements of Companies Act, 2013. BSR & Co LLP, the statutory auditors of the Company have audited the financial statements included in this annual report and have issued an attestation report on the Company's internal control over financial reporting (as defined in section 143 of the Companies Act, 2013). The Board of Directors and management at all levels of the Company demonstrate through their directives, actions and behaviors the importance of integrity and ethical values to support the functioning of the system of internal control. The same is demonstrated through various means including, but not Limited to Code of Conduct together with the Whistle Blower Policy and Anti Bribery & Anti Corruption Policy for raising concerns about unethical behavior, improper practice, any misconduct, any violation of legal or regulatory requirements, actual or suspected fraud by any official of the Company without fear of punishment or unfair treatment, appraising Senior Management and the Audit Committee of the Board periodically on the internal processes of the Company with respect to Internal Controls, Statutory Compliances and Assurance etc. The Corporate Policy on internal controls serves as the foundation for sound internal controls. The internal control teams at the corporate and business levels assist the executive management, who are responsible for establishing, operating and upgrading the internal controls system. The corporate team shares best practices across the organisation, reviews and assesses the processes, formulates and updates the policies, guidance notes and advisories. The Audit Committee of the Board reviews the annual internal audit plan prepared by the Corporate Audit Services department, covering core business operations, corporate departments as well as support functions. Corporate Audit Services conducts independent internal audits and the significant audit observations are presented to the Audit Committee every quarter along with update on implementation of recommended remedial measures and agreed actions by the management. The effectiveness of internal controls was tested during the year by the Statutory Auditors as well as by the Corporate Audit Services team and no reportable material weaknesses either in their design or operations were observed. The evaluation included documentation review, enquiries, testing and other procedures considered to be appropriate in the circumstances. The Company also has an institutionalised mechanism of dealing with complaints of sexual harassment through a formal committee constituted in line with the Company's Policy on the 'Anti Sexual Harassment Policy'.

ENVIRONMENT, HEALTH AND SAFETY (EHS)

KPTL has initiated to establish a Company-wide practice of reinforcing and maintaining the highest level of EHS standard with a dedicated approach and strong demonstrative commitment.

We are committed to promote a safe working environment by incorporating the international EHS practices into our business operations with proactive monitoring, resulting in the prevention of injuries and illness of our employees, contractors & visitors.

We have set the benchmark of our EOHS performance through adopting the best practice with committed to compliance of all applicable legal rules and regulation of law of the land.

KPTL consistently encourages their employees to practice & integrate EHS in all levels of leadership of organisation and motivate them to lead with ownership in to all facets of construction with aim to achieve the organisational goal of ZERO harm

To achieve the organisational goal of ZERO harm, the Company aims to integrate safety in construction work procedures. Moreover, KPTL is committed to promote a safe working environment by adopting safe working in day-to-day operations to prevent injury and illness to employees, contractors & visitors and continuing compliance with corporate, state and local statutory obligations governing the business.

As part of continuously improving our ESG performance and in alignment with our peers and upcoming requirements and good practices we have taken ESG targets. These ESG targets are also in lines with our organisational ESG Framework & Strategy.

In 2021-22, KPTL inculcated safety drives and delegated safety ownership to line management, employees and contractors for prevention and mitigation of incidents, with a focused approach on the following areas:

COVID-19 PRECAUTION DRIVE:

- Design of Covid-19 tracker for reporting, tracking and daily checklist as per Corporate EHS guidelines and rolled out it for implementation at projects for taking appropriate control measure to curb Covid-19 spread in compliance with guidelines issued by local authorities, Ministry of Health & Family Welfare, Government of India and countries where in we operate our businesses.
- Consistent follow-up & monitoring on daily basis for effective implementation of Covid-19 preventive measures.
- Weekly circulation of Covid-19 dashboard to top management of Kalpataru group.
- Periodical health check-ups of workers and staff for health monitoring and prevent from Covid-19.
- Daily Training /Awareness session / Encouragement program for workers involvement during lockdown period.
- Weekly video conference with BU/ RO / Project / Country head to examine the Covid-19 prevention drive.

PROCESS DRIVEN APPROACH:

- Developing digital Reporting Tool for Observations, Incidents, work permit, inspection, MIS, audit & SCOUT.
- Effective & constant Daily Safety reporting from all sites.
- EHS Dashboard to reflect and monitor EHS performance of each project closely at Site level.
- EHS enforcement & work stoppage guideline for Work stoppage notice during any activities that may cause high potential incident.
- EHS reward and recognition policy to encourage the employee whose EHS performance either individually or through team.
- EHS induction movie - Shoot actual work activity with complete safety measures at project site to make an effective understanding of safety practices.
- Empowerment letter to BU / Site EHS head to empower with various duties and responsibilities applicable to them project.
- EHS Disciplinary Policy to maintain the effective discipline and increase the productivity
- EHS Journal – to handle the emergency crisis and also to establish collaborative effort towards positive EHS culture and spread the awareness across the organisation

ROBUST REVIEW MECHANISM:

- Formation of EHS steering committee at BU / RO / Site level to Robust & effective EHS review mechanism: formed EHS steering committee meeting along with detailed guidelines at BU, RO & site level.
- Monthly EHS Snapshot: BU wise monthly EHS updates circulated to all leadership team to adopt the focused approach across the KPTL projects/sites.
- EHS Walk round of Project Site: Walk thru round by BU Head / RO Head /project site line management team around the sites to makes more approachable to resolve the EHS issues and encourage the staff towards EHS.
- Fortnightly EHS review: Fortnightly Telecon / VC with BU / RO EHS head to review the status of initiatives / ongoing EHS performance
- Fire safety audits to major business buildings of kalpataru to avoid any untoward fire incident.
- EHS council meet for all BU / RO EHS head to review the site EHS status and prepared the Road Map for upcoming quarter.

ENGINEERING CONTROL MECHANISM:

- Innovative fall protection mechanism through vertical and horizontal lifeline, fall arrest System.
- Provision and use of safety net being passive fall control measures during erection of transmission tower
- Provision of CCTV Camera System at tower location to monitor the safe work practices.
- TPI of Lifting Tools inspection at site
- Trench box installation to trench which adjacent to highways during working in trench (where sloping is not possible due to space constraints) in O&G BU.
- Implementation of Snake Guard Stick (Snakes are kept away due its vibration) for project sites.
- Use of Helmet Mounted Induction Tester and voltage detector during work near in live lines.

MORE FOCUS ON TRAINING

- Organised different job specific webinar session for all levels of employees – Total training Man-hours – 2300 Hrs.
- Organised Job specific class room session - 18342 Hrs.
- Virtual Reality (VR) simulation used for the various type of EHS training to easily understand the training content.
- Organised different house safety webinar all levels of employees and their Families – Total training Man-hours – 400 Hrs.

- Daily motivation and encouragement program for workers during lockdown period.

The Company has been consistently transcending EHS compliance across all project sites with high standards of safety in the organisation with robust health and safety systems, processes, safer equipment and trainings. This has helped it to achieve various Awards and appreciation in 2021-22.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As a socially responsible corporate citizen, KPTL has always been inclined towards bringing a positive difference in the lives of communities and society at large. Through the Corporate Social Responsibility activities, KPTL has defined a structured approach towards implementing need based social interventions. This is implemented through the implementing organisations – Kalpataru Foundation and Kalpataru Welfare Trust.

KPTL focuses not just on developing the communities around our Plant locations but also the various sites that are in remote locations across the country, thereby leaving social footprints behind.

Our focus areas are Healthcare, Education, Skilling/ livelihood, disaster relief and Community Development that includes Animal Welfare, WaSH and other need based interventions.

KALPA-AROGYA SEVA (KARE)

Kalpa-Arogya Seva focuses on preventive, promotive and curative healthcare interventions by way of running Kalpa-Seva Arogya Kendra (KSAK) (Medical dispensaries) in Gandhinagar, Mumbai and recently launched Raipur location. At Gandhinagar we run state-of-the-art medical dispensary that provides high quality healthcare services to the lesser privileged communities. With a vision to provide the best medical infrastructure, latest 96 Channel equipped, fully digital, A.I. based 1.5 Tesla MRI machine was set up in the Gandhinagar KSAK. These services are provided at a subsidised cost to the needy patients.

Benefitted more than
24,000
Patients till 2021-22

2,300
Patients who benefitted from the newly set up MRI centre

To strengthen the healthcare infrastructure, upgradation of healthcare facility in Janki Kund Chikitsalaya was supported. The General Ward with 200 beds is being constructed to cater to more and more rural patients in the vicinity of Satna, Madhya Pradesh.

Through the community outreach program, multidisciplinary services were conducted for Patients with Parkinson's (PwPs). Project provided services like Technology based rehabilitative therapy, Group rehabilitative therapy, educational initiatives and disseminated resource materials to PwPs and their caregivers.

Benefitted more than
160
PwPs and their caregivers were trained

The Surgeries were conducted across rural and semi-urban areas of Bihar, Gujarat and Uttar Pradesh through Vision Foundation of India. These surgeries were supported under the Project – Rashtriya Netra Yagna.

750
Free Cataract Surgeries

Company also supported medical intervention of early diagnosis of cancer in pediatric cases at Tata Memorial Centre in Mumbai. These are children from less privileged strata of society who cannot afford the early diagnosis tests. This support ensured early diagnosis of cancer, thereby expediting the treatment process.

KPTL allocated about 26% of CSR allocations towards healthcare interventions.

Benefitted more than
25,000
Direct Beneficiaries

KALPA VIDHYA KALP KAUSHAL

Under this project, KPTL has focused on improving the educational infrastructure for schools in rural and semi-urban areas by aligning some of its interventions to the National Education Policy, 2021 (NEP).

KPTL has undertaken the development of Smt. Sugni Devi Pukhraj Munot Govt. Sr. Sec. School at Pipar city, Jodhpur, Rajasthan. With a focus to create an 'Adarsh School', construction of additional classrooms, Anganwadi, Mid-day meal kitchen and better sanitation facilities are being provided for the school. Additional classrooms were constructed in a rural school near the Biomass Plant in Padampur. This will enable the school to enroll more children. Support was provided to Chinmaya Mission Trust in their ongoing project of construction of a college for lesser privileged students in Kerala.

In line with the NEP, to enhance experiential learning, Mini Science centres were set up in 10 schools near our Plant and site locations in remote areas. This intervention will promote STEM in rural schools. Digital Smart classrooms were also set up in 10 schools to ensure continuity and enhance interactive mode of learning for students who do not have access to the same.

Benefitted more than
7,800
Children

To ensure continuity of education, needy students were provided with scholarships for their higher education and competitive exams like JEE, NEET, etc.

The Company, in this financial year focused on providing better educational infrastructure for Special Children that included those who are visually challenged, with hearing impairment and physically challenged. Institutions and schools like Netraheen Vikas Sansthan, Nakoda Muk Badhir School were supported to procure educational equipment like Braille, Loop induction system, FM loop systems, constructing Sound proof rooms, etc. This will ensure holistic learning experience for the special students.

Benefitted more than
830
Special Children

As a part of the project, Skill trainings were conducted in industry specific and need-based employability linked vocational skills.

Benefitted more than
200
Youth & Women

Youth and women were trained in General Duty assistants, Data entry Operators, welders (MMAWs & SMAWs) and retail trade in Gandhinagar and Raipur locations. Company also supported the National Apprenticeship Promotion Scheme of Government of India. 105 Apprentices from trades like Rigger, Welder, electricians are being covered under CSR. The project is ensuring economic empowerment and employability skills to the needy beneficiaries.

Benefitted more than
9,000
Direct Beneficiaries

KALPA AAPADA SEVA

During the second phase of Covid-19 pandemic, as a preparatory measure, 16 bedded children's ward was constructed with well-equipped air conditioner, oxygen generation plant and mobile X-ray machine in Pipar, Rajasthan. While the third phase did not see much spike in cases, the infrastructure is being brought to use by the hospital as a pediatric ward.

Vaccination drives conducted in Mumbai

Benefitted more than
3,000+
First & Second Dose

Murtikar communities were hugely affected during the lockdown in the Covid-19 pandemic. Their source of income was based on sculpting idols during the various festivals. During the second lockdown they had no alternate income.

Donated Dry Ration
100
Murtikar Families in Pen District of Maharashtra

Benefitted more than
3,100
Direct Beneficiaries

KALPA GRAMODAYA

As a part of rural development project, construction of three Dasgatara sheds were completed this year. Renovation of a crematorium was taken up in the village of Padampur near our Plant location.

At Infrastructure enhancement, Benefitted more than

3,000+

Rural Beneficiaries

PROJECT SAVIOUR (SAVE OUR ENVIRONMENT SAVE OUR ANIMALS)

KPTL is supporting the work on welfare of farmed animals. This is being done through investigating ground realities, seeking information, filing cases and improving the condition of large ruminants, small animals, hens and fish. KPTL is supporting data collection pertaining to farmed animals in Dairy and Aquaculture in the states of Rajasthan, Uttar Pradesh, Andhra Pradesh and Bihar. Project is also supporting the grassroot organisation in filing litigations against cruelty of animals. For this partner NGO is FIAPO (Federation of Indian Animal Protection Organisations).

OTHER NEED BASED INTERVENTIONS

KPTL supported construction of additional rooms for an elderly care home near the Gandhinagar Plant. The infrastructure support will help the organisation to reach out to more elderly in need and provide them with food, shelter and care. The capacity of intake will increase to atleast 100 to 110 elderly.

Benefitted more than

97

Elderly

HUMAN RESOURCES (HR)

We are evolving from the efforts put in to mitigate the risks of the pandemic, to facilitating meaningful change across KPTL in the year 2021-22 and building significantly on the various key initiatives launched earlier.

Our focus remains on being nimble, adaptive and progressive with a pragmatic outlook on all aspects of our business.

The year 2021-22 has been characterised by initiatives conceptualised to help our teams grow and to assist the organisation in its journey.

- **Employee Wellbeing:** With an objective of ensuring overall wellness of employees and our continued efforts, various sessions were arranged on Emotional Intelligence, Nutrition and wellbeing, Mind-Body nutrition, stress management etc.
- **Employee Wellness:** In addition, to help employees create immunity against Covid-19, Homeopahty & Ayurvedic medicines as prescribed by Ministry of AYUSH, Government of India were distributed to employees.
- **Talent Development & Review Council:** Continuing our efforts to develop a homegrown leadership talent pool, the **KPTL Talent Development and Review Council (TDRC)** operates at Business level and at Organisation Level.

As a key feature of the TDRC process, the participants have engaged in Career Conversation with their Managers – giving them an opportunity to discuss career aspiration in a structured manner and the number of employees have been covered under the format of TDRC and it is ongoing process.

Employees

138

Under The Formats of TDRC

- **Leadership Development:**
  a) Leadership Development Program is an Executive Education Program (EEP) in partnership with Indian Institute of Management Ahmedabad for our select Senior Leaders (GM & Above). 25 senior leaders from KPTL have participated in the LDP aimed at helping our teams gain insight into critical leadership and managerial capabilities under the tutelage of expert faculty. The LDP focused on key competencies; Strategic Orientation, Relationship, Change Management, People Management and External Stakeholder Management.

  b) 80 high potential employees have undergone the second batch of ELEVATE – Early Leadership Excellence, Visioning and Talent Engagement Program. ELEVATE is a long-term leadership development journey for high potential employees in early leadership stage. This journey is a combination of classroom sessions at periodic intervals, practical implementation of learning, Group Coaching and talent review.

This aims at Transitioning 2 passages of leadership pipeline i.e.

1. Leading self to leading others and
2. Leading others to leading managers

c) 30 high potential employees at middle level leadership roles have undergone LEAP - Leadership Excellence and Pride. LEAP is also a long-term leadership development journey.

It aims in Transitioning 2 passages of leadership pipeline i.e.

1. Leading Managers to Leading Function and
2. Leading Function to Leading Business

- **Talent Retention and Development Program (TRDP):** The TRDP aims at retaining and rewarding consistent performers who display critical leadership qualities in their roles and the ability to become future leaders at KPTL. 48 qualifying individuals have been enrolled under the TRDP.

- **L&D Initiatives:** Through our structured virtual learning interventions, we have been able to address key learning needs of our teams across all levels. This year, we have launched various Learning Series like Project Management Series, Leadership Series, Strategy Series, and Project Management Certification for Key Performers etc. In addition to these, we have facilitated First Time Managers, Making Winning a Habit (PIP focus), First Time Right and emotional & mental wellbeing programs for our team.

  We were able to bring back live learning sessions for our project teams through the Monsoon Training Drive covering soft skills and functional/technical topics.

  Learning Management System: The KPTL LMS has ensured that we can take learning to the fingertips of our teams.

  1. Total 10000+ courses completed and 95% employees have completed 1 or more course.
  2. 60+ technical & soft skills courses are live & functional
  3. 10 Technical/Functional modules were upgraded.

- **Swagat Orientation Program:** The virtual Corporate Swagat Orientation Program has been helpful in bringing together new joiners from across the organisation. It covers important aspects like introduction with Sr. Leaders, important Policies & Practices; ABAC & KCOC policies were covered.

- **Anti-Bribery – Anti Corruption Management System:** In addition to the yearly recertification drive under ABMS, this year to mark the International Anti-Corruption Day, a weeklong celebration was arranged where Management and Business Leadership from across KPTL have addressed employees on various aspects of ethical business practices. Quiz, poster making and slogan writing competitions were also organised. 37 employees were recognised as Ethics Champions.

- **Reward & Recognition (R&R):**

  KPTL has always believed in encouraging and recognising the contributions and efforts put in by its employees. Reward & Recognition programs are run across divisions. This year a dedicated R&R week was celebrated to recognise employees under Long Service Awards, Long Service Certificates, Kalpa-Gaurav, Appreciation certificates and Best employee of the year. 346 employees were recognised with Kalpa-Gaurav awards.

- **Town Hall:** Town hall meetings are an opportunity for Leadership to directly meet and brief employees about the accomplishment and challenges of business. This platform is also an opportunity for Leadership to share goals and targets of business as well as to receive feedback from employees. It is a platform to promote two-way communication. This year 23 Town Hall meetings were conducted, covering all the Divisions and Support functions. It has served as an effective mode of communication and enhanced employee experience during Pandemic.

CAUTIONARY STATEMENT

This report comprises the facts and figures along with assumptions, strategy, goal, and intentions of the Company which may be "forward-looking". The Company's actual results, performance may differ considerably from those presented herein. The Company's performance is dependent upon global and national economic conditions, the price of commodities, business risk, change of Government's rules and regulations, etc

BOARD'S REPORT

DEAR MEMBERS,

Your Directors are pleased to present the **41st ANNUAL REPORT** of **Kalpataru Power Transmission Limited** ("the Company") together with the Audited Financial Statements (standalone and consolidated) for the financial year ended 31 March, 2022.

FINANCIAL HIGHLIGHTS

(₹ in Crores)

Particulars	Consolidated		Standalone	
	2021-22	**2020-21**	**2021-22**	**2020-21**
Revenue from Operations	14,777.38	12,949.44	7,061.80	7,670.70
Profit before Depreciation, Tax and amortisation expense	882.15	1,141.27	609.31	777.57
Less: Depreciation and amortisation expenses	350.78	373.45	104.75	114.60
Profit before Tax and Exceptional Items	**531.37**	**767.82**	**504.56**	**662.97**
Exceptional items	184.93	209.64	217.41	168.35
Share of Profit / (Loss) from Joint Venture	(19.89)	(32.21)	-	-
Tax Expense	161.35	283.21	206.61	216.10
Profit for the period	**535.06**	**662.04**	**515.36**	**615.22**
Other Comprehensive Income (net of tax)				
Items that will be reclassified subsequently to Profit or Loss	43.39	8.89	5.06	15.50
Items that will not be reclassified subsequently to Profit or Loss	0.53	0.70	0.43	(0.07)
Total Comprehensive Income for the period	**578.98**	**671.63**	**520.85**	**630.65**
Retained Earnings – Opening balance	**2,473.55**	**1,943.35**	**2,678.49**	**2,201.00**
Add: Profit for the period	540.30*	671.02*	515.36	615.22
Less: Dividends	34.45	0.63	22.34	-
Less: Interim Dividend	-	126.57	-	126.57
Less: Transfer to General Reserve	10.00	12.25	10.00	10.00
Less: Transfer to Capital Redemption Reserve	-	1.16	-	1.16
Less: Transfer to other reserves	0.20	0.21	-	-
Retained Earnings – Closing balance	**2,969.20**	**2,473.55**	**3,161.51**	**2,678.49**

** Profit for the year attributable to Owners of the Company*

OUR RESPONSE TO COVID-19

The world has learnt to live with COVID-19. With remarkable vaccination drive, the second and third wave of COVID-19 was appropriately mitigated in India and the Indian Economy has shown significant improvement in the last year.

First few months of 2021-22 were under the second wave of COVID-19, during which, India as well as the world, was devastated with the loss of lives. Your Company promptly reacted by providing the required support to its employees, community and the clients. Our people are our biggest strength and protecting their health and well being is crucial to us. In the last week of November, 2021, the emergence of Omicron a new variant of SARS CoV2, brought third wave of COVID-19 in India.

Under its Kalpa Aapda Seva Project, your Company activated its CSR interventions to join hands with government machinery to combat and contain the impact of COVID-19. It carried out various CSR Programs like construction of well equipped 16 bedded children's ward combined with an imported oxygen generation plant and mobile x-ray machine, vaccination drives, distribution of dry ration kits to the needy and poor murtikars of Mumbai etc. The Company also distributed oxygen concentrators to the government hospitals during the 2nd wave as well as before the onset of 3rd wave to equip the public administration to combat with COVID-19. For our partners - vendors, suppliers and subcontractors who have been most exposed to the crisis, we shorten the lead time for payments with systematic immediate payments. Your Company have ensured that all our subcontractor workers

BOARD'S REPORT

were retained at site with required hygiene standards at labour camps with daily needs as per government guidelines.

OPERATIONAL HIGHLIGHTS

First quarter of the financial year was mostly under lockdown imposed for containment of novel Corona virus (COVID-19). However, your Company continued with its robust performance during the year.

During 2021-22, the Standalone revenue of your Company decreased by about 7.94 % to ₹ 7,061.80 Crores as against ₹ 7,670.70 Crores in the previous financial year. Total Export revenue (including overseas projects) was ₹ 2,594.65 Crores or approx. 36.74% of revenues.

The Standalone net profit for the year decreased by 16.23% to ₹ 515.36 Crores as against ₹ 615.22 Crores in the previous financial year.

Your Company has supplied 1,52,580 MTs of Transmission Line Towers during the year under review.

Your company has a standalone order book (including Linjemontage I Grastorp AB and Fasttel Engenharia S.A.) of more than ₹ 15,750 Crores. Your Company has received Orders in excess of ₹ 8150 Crores [including orders received by LinjemontageI Grastorp AB (₹ 985 Crores) and Fasttel Engenharia S.A. (₹ 283 Crores)] in the current FY 2021-22.

The consolidated revenue of your Company increased by about 14.12% to ₹ 14,777.38 Crores as against ₹ 12,949.44 Crores in the previous financial year.

The consolidated net profit for the year decreased by about 19.18% to ₹ 535.06 Crores as against ₹ 662.04 Crores in the previous financial year.

Your Company's business continuity plan and technology backed systems & processes have helped your Company to ensure execution across all projects amidst 2nd and 3rd wave of COVID-19 and therefore, there was no material adverse impact of COVID-19 on operations or finances of the Company during the FY 2021-22.

AMALGAMATION OF JMC PROJECTS (INDIA) LIMITED WITH THE COMPANY

The Board of Directors of the Company and JMC Projects (India) Limited (JMC) in their respective meetings held on 19 February, 2022 approved the scheme of amalgamation which inter-alia provides for the merger of JMC with the Company (Scheme). The Scheme is subject to receipt of necessary approvals from the Hon'ble National Company Law Tribunal, stock exchanges, the Securities and Exchange Board of India, shareholders, creditors and such other authorities, as may be required. This merger brings together two leading organisations with unique sets of capabilities and complementary businesses in the current attractive EPC markets. The merger will accelerate growth and enhance value creation for all stakeholders. Pursuant to the Scheme, JMC's shareholders (other than the Company itself) will be allotted one share of the Company against every four shares held by them in JMC. The merger of the Company and JMC is a significant milestone, as both the entities come together to drive the next phase of growth and value creation. The combined businesses present a significant opportunity to increase scale and relevance both in India and international EPC market.

AWARDS & RECOGNITION

Your Company has been honoured with various Awards, accolades and recognitions during the year under review, some of which are elaborated hereunder:

- Your Company's manufacturing facility at Raipur has received Gold Award for manufacturing excellence at imeXi – 2021 by Kaizen Hansei in appreciation of its efforts towards building a sustainable improvement based culture of operational excellence.
- Your Company's Raipur Plant Team was conferred with Meritorious Award in the category "Involving People through Quality concepts to make India Global Leader" by Quality Circle Forum of India (QCFI) at National Convention on Quality Concepts, 2021.
- Your Company's Raipur plant won **Gold Category Award** in Kaizen competition theme "Cycle Time Reduction Through Low Cost Automation" at event organised by Convention Quality Circle Forum of India Bhilai Chapter (CCQC - 2021) by Virtual Platform.
- About 18 Supervisors of your Company got felicitated in Construction Industry Development Council (CIDC) - Vishwakarma Award, 2022.
- Your Company's Raipur manufacturing plant has won Best Hazardous management Company award by CII - SR

BOARD'S REPORT

(Confederation of Indian industry). Further, similar award was conferred for domestic Transmission Line Project - 400 kV Quad Line from YTPS to Kalaburgi SS. This award has been conferred for maintaining and attaining high standard of Hazardous Waste Management in the plant. KPTL has been included in the list of organisations which have been sustaining high level of standard for the compliance of Hazardous Waste Management system.

- Your Company's Gandhinagar manufacturing plant was declared Platinum Winner at 5th CII National competition on Lean (Category – Deployment of Lean in Operations / Plant).
- Your Company's Gandhinagar plant won 'Silver Certificate of Merit' at Indian Manufacturing Excellence Award-2021. The assessment was conducted by Frost & Sullivan across all manufacturing & related functions.
- Silver Trophy was conferred to the Company's Gandhinagar manufacturing plant at the NSC India Award, 2021 by the National Safety Council set up by the Ministry of Labour, Govt. of India.
- Your Company's Padampur power plant received Appreciation Award from Boiler Department of Government of Rajasthan towards safe practices under medium scale industry in Mar-22. It also received Gaurav Samman from Government of Rajasthan towards excellent service during COVID - 19.
- Your Company received appreciation letter from one of its Client for remarkable performance in execution of NEGG Project Part – A of Guwahati – Numaligarh Pipeline Project as the pipeline traverses through difficult terrains and execution entails work amidst adverse climate conditions. KPTL achieved a remarkable milestone of about 174 welding joints (2168 mtr.) in a day which was appreciated by Client as extraordinary performance amongst all contractors.
- The British Safety Council appreciated the Company's Morogoro-Makutupora 220 kV Project at Tanzania for best safety practices at British Safety Council award.
- The Royal Society for the Prevention of Accidents at RoSPA –UK Health & Safety Awards 2021 granted

  a) Silver Award to the Company's 500 kV Transmission line work at Tajikistan Project;

  b) Silver Award to the Company's 225 kV D/C Sikasso-Bougouni-Sanankoroba-Kodialani-Dialakorobougou Transmission Line work at Mali Project;

  c) Silver Award to the Company's 220 kV Sub-station works at Burundi Project and

  d) Bronze Award to the Company's 220 kV Transmission Line works at Tanzania Project.

- Your Company was conferred with the Special Appreciation Award for "Achievement in Electrification in Railways" at 3rd Rail Analysis Innovation & Excellence Summit, 2022.
- The project management consultant of our client in one of the Railway Project issued appreciation letter for implementing best SOPs for all the site activities and for adhering to Zero Rework Policy, by which KPTL's execution Team have saved time of rework.
- Various Clients of your Company recognised its ESG practices and provided below certificates of appreciation.

  - GAIL (India) Limited granted Certificate of Appreciation to your Company for observing excellence in safety standard practices during construction and laying of 226.6 km * 24" Steel Gas Pipeline Mumbai – Nagpur Pipeline Project.
  - Engineers India Limited appreciated on achieving 2 Million safe man hours without any Loss Time Accident between May, 2018 to July 2021 during the execution of Kochi – Salem LPG Pipeline Project.
  - Bharat Gas Resources appreciated on achieving 1 Million safe man hours between January, 2021 to February, 2022 during pipeline laying and Associated works in Ahmednagar and Aurangabad district of Maharashtra State.
  - Mecon Limited working as consultant on GAIL Project appreciated on achieving 3.5 Million safe man hours without any LTI between April, 2018 to March, 2022 during the execution of Bokaro – Angul – JHBDPL Pipeline Project.
  - Tractebel Engineering issued certificate of appreciation for maintaining High Standard of Environmental & Social Compliances at 220 kV

BOARD'S REPORT

GEITA-NYAKANZAI Transmission Line Project at Tanzania.

- Ministry of Environment and Sustainable development, Senegal, as well as CIMA International recognised KPTL's efforts in the monitoring, control and supervision of construction work in St. Louis and Tobene transmission line and substation works and maintaining and following the high standard of Environmental & Social Compliances.
- The Passage Home of Saint Augustin for the Children in the Street Situation appreciated KPTL for its social intervention during execution of Burundi Project by carrying out various community development initiatives.

MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF YOUR COMPANY

There are no material changes and commitments, affecting the financial position of your Company which has occurred between end of financial year 2021-22 and the date of Directors' Report.

DIVIDEND

Your Directors are also pleased to recommend dividend for the year ended 31 March, 2022 @ ₹ 6.50 (325%) per equity share of ₹ 2 each in line with Dividend Distribution Policy of the Company.

TRANSFER TO RESERVES

Your Company has transferred following amounts to various reserves during the financial year ended 31 March, 2022:

Amount transferred to	Amount in ₹ Crores
General Reserve	10

PERFORMANCE AND FINANCIAL POSITION OF EACH SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

A statement containing the salient features of financial statements of the subsidiary, associates and joint venture companies in terms of provisions of Section 129(3) of the Companies Act, 2013 in the prescribed Form AOC-1 is annexed to Consolidated Financial Statements and hence not repeated here for the sake of brevity.

The brief details of the activities carried out by key / new subsidiaries of your Company is provided below.

- **JMC Projects (India) Limited ("JMC Projects" or "JMC")**

  JMC Projects (India) Limited ("JMC Projects" or "JMC") is a leading construction company in India, with over INR 5,350 Crores revenue, having presence in South Asia, East Asia, East Africa and West Africa. It is certified under Quality Management System (QMS) confirming to ISO 9001:2015, Environmental Management System (EMS) conforming to ISO 14001:2015 and Occupational Health & Safety Management system (OHSMS) conforming to ISO 45001:2018 at all offices and projects.

  The Company's presence spans across residential complexes and townships, hospitals, hotels, commercial complexes, institutions, factories and buildings, water supply and irrigation projects, roads and highways, airports, flyovers and elevated corridors, metro rail and other urban infrastructure projects, industrial units and power plants. JMC's integrated capabilities span the spectrum of 'EPC' solutions with Safety, Quality and On-time delivery as the 3 pillars.

  Over three decades of a strong, customer-focused approach and a sharp focus on world-class quality have enabled JMC to maintain a leadership position in its major lines of business. Characterised by professionalism, high standards of corporate governance and sustainability, JMC continues to evolve, seeking better ways of engineering to meet emerging challenges leveraging the power of People- Processes-Technology (PPT).

  For the 2021-22, JMC has received new contracts of more than ₹ 10,000 Crore including projects in Maldives, Ethiopia and Ghana. As of 31 March, 2022, the aggregate value of orders on hand of JMC stands at approx. ₹ 17,100 Crore. Your Company's shareholding in JMC stands at 67.75% during the year under review.

- **Shree Shubham Logistics Limited ("SSLL"):**

  SSLL provides agri-storage infrastructure along with a wide range of value-added services like preservation, maintenance & security (PMS), testing & certification, collateral management & pest control activities. It manages and operates warehouses (Owned, Hired, Third Parties and Public Private Partnership (PPP) model)

BOARD'S REPORT

across 7 Indian states including Rajasthan, Gujarat, Madhya Pradesh, Maharashtra, Haryana,Uttar Pradesh & Karnataka. During the year under review, SSLL has been appointed as Service Provider by:

a) Madhya Pradesh State Warehousing and Logistics Corporation (MPWLC) for Preservation, Maintenance and Security (PMS) of food grain stocks in 34 CAPS (Cover and Plinth) locations in 9 different districts of Hosangabad (Narmda Puram) and Sagar region in the state of Madhya Pradesh.

b) Haryana State Co-operative & Marketing Federation Limited (HAFED) for Preservation, Maintenance and Security (PMS) of food grain stocks in 9 locations (Cover and Plinth) in 5 districts in the state of Haryana.

c) Haryana State Warehousing Corporation (HSWC) for Preservation, Maintenance and Security (PMS) of food grain stocks in 2 Clusters at 11 locations in the state of Haryana.

In aggregate, SSLL is managing more than 450 warehouses with a cumulative storage capacity exceeding 13 Million SFT. SSLL is a wholly owned subsidiary of the your Company.

- **Linjemontage I Grastorp AB ("LMG"):**

  LMG, a Swedish EPC company headquartered in Grastorp, Sweden along with its two wholly owned subsidiaries, were acquired (85% equity stake) by the Company's wholly owned subsidiary in Sweden namely Kalpataru Power Transmission Sweden AB in April 2019. During the year under review, LMG along with its two subsidiaries has bagged Orders of approx. ₹ 985 Crores and has an Order Book of approx. ₹ 1293 Crores as on 31 March, 2022. This year the performance of the Company has been exceptional in terms of overall growth and profitability of the Company. Whilst on one side it has further strengthened its position in the Swedish market and achieved a significant growth in revenue, it has continued to observe an exceptional growth in profit. This is result of continued operational efficiency, better procurement and ability to deliver projects better than planned. LMG continues to add more capabilities like entry into 400 kV transmission lines business, underground cabling, expanding its presence to many regions in Sweden including North of Sweden and adding new services. The team size at LMG has also been scaled up and it has emerged as one of the top suppliers in terms of quality of service and safety.

- **Fasttel Engenharia S.A. ("Fasttel"):**

  Fasttel Engenharia S.A. is an established EPC player with more than 35 years of presence bringing energy and development to the extremes of Brazil, having footprints in more than 20 Brazilian states. It has delivered more than 2,000 kilometers of transmission lines, upto 750kV and more than 50 substations up to 500 kV Voltage level. Fasttel is a team of more than 2,000 professionals spread across Brazil. The organisation combines a proven record of accomplishment and professional skills, woven together with a culture of trust & caring. Fasttel is working with various reputed customer/ developers across the Brazil like ABB, WEG, GE, SIEMENS, Alupar, CEEE, COPEL, ISA CTEEP, CEMIG, CPFL, Eletrobrás, FURNAS, TAESA, etc. Your Company holds 51% equity shares in Fasttel Engenharia S.A., through its wholly owned subsidiary namely Kalpataru Power DO Brasil Participacoes Ltda.

- **Kalpataru IBN Omairah Contracting Company Limited ("KIOCL")**

  KIOCL is a joint venture of the Company with IBN Omairah Contracting Company Limited in the Kingdom of Saudi Arabia wherein the Company is holding 65% equity shares of KIOCL. During the year under review, KIOCL has been awarded Project for construction of one 380 kV Double Circuit overhead transmission line, vertical configuration, latticed steel towers from existing Yanbu City (YCNT) 380/110Kv Substation to the existing Umlujj North (UMN) 380/132Kv BSP Substation. The Project is progressing well and is expected to be commissioned within contractual timeline.

- **Kalpataru Power Transmission Chile SpA ("KPCSA"):**

  During the year under review, KPCSA, was incorporated in the Republic of Chile as a wholly owned subsidiary of the Company to foray into similar business as that of the Company in the LATAM market.

During the year under review, one new Company namely KPCSA was incorporated as Wholly Owned Subsidiary of your

BOARD'S REPORT

Company. Further, Fasttel became 51% step-down subsidiary of the Company w.e.f. 07 April, 2021.

Accordingly, as on the date of this Report your Company has 27 direct and indirect subsidiaries and 1 joint venture Company.

Pursuant to provisions of Section 129 of the Companies Act, 2013, your Company shall place Consolidated Financial statements before the members for its approval. Further, pursuant to provisions of Section 136 of the Companies Act, 2013, your Company will make available the Annual Accounts of the Subsidiary Companies and the related information to any Members of the Company who may be interested in obtaining the same. The Annual Accounts of the Subsidiary Companies are also uploaded on the website of the Company i.e. **www.kalpatarupower.com** and will also be kept open for inspection at the Registered Office of your Company and that of the respective Subsidiary Company.

CONSOLIDATED FINANCIAL STATEMENTS

Your Directors have pleasure in attaching the Audited Consolidated Financial Statements for the year under review pursuant to Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Consolidated Financial Statements presented by your Company have been prepared as per Ind AS and include the financial results of its Subsidiary Companies, Associates and Joint Venture Companies.

DIVESTMENT / MONETISATION OF TRANSMISSION LINE SPV's

During the year under review, your Company and Techno Electric and Engineering Company Limited (Techno) completed the sale and transfer of ~49% of the total equity shares of Kohima-Mariani Transmission Limited (23% by the Company and 26% by the Techno) with an agreement to sell the balance 51% after obtaining requisite regulatory and other approvals and in a manner consistent with Transmission Service Agreement to Apraava Energy Private Limited (formerly known as CLP India Private Limited).

NON-CONVERTIBLE DEBENTURES

During the year under review, your Company raised ₹ 200 Crores by way of issuance of Non-Convertible Debentures.

DIRECTORS

At the 40th Annual General Meeting held on 15 July, 2021, the shareholders approved the re-appointment of and remuneration payable to, Mr. Sanjay Dalmia (DIN: 01229696) as an Executive Director of the Company.

During the year under review, Mr. Imtiaz Kanga (DIN: 00136272), Non-Executive Non-Independent Director of the Company resigned from the Board w.e.f. 19 April, 2021 due to personal reasons driven by some family commitments.

Further, during the year under review, the Company appointed Dr. Shailendra Raj Mehta (DIN: 02132246) as an Additional Independent Director of the Company for a period of 5 years commencing from 03 August, 2021 subject to approval of the shareholders. In this regards, the shareholders pursuant to the postal ballot notice dated 11 February, 2022, approved the appointment of Dr. Shailendra Raj Mehta.

The Company issued postal ballot notice dated 11 February, 2022 for appointment of Mr. Mofatraj P. Munot as a Non-Executive Director, not liable to retire by rotation. Subsequently, Mr. Mofatraj P. Munot vide letter dated 22 March, 2022 informed the Company that he was not inclined to be appointed as a Non-Executive Director of the Company for an indefinite period and consequently, he withdrew his consent to be appointed on such terms. Accordingly, the resolution proposed at item no. 2 of the above stated postal ballot notice became infructuous. Therefore, the tenure of Mr. Mofatraj P. Munot as an Executive Chairman of the Company expired on 31 March, 2022 and he ceased to be Director of the Company from the closing hours of 31 March, 2022.

Mr. Mofatraj P. Munot vide the said letter also expressed his willingness to be appointed as Non-Executive Chairman of the Company for a period not exceeding five years, as may be recommended by the Nomination and remuneration Committee and the Board of Directors of the Company. At the recommendation of Nomination and remuneration Committee, the Board of Directors at its meeting held on 22 March, 2022 approved his appointment as Non-Executive Chairman of the Company for a period of 5 years subject to approval of shareholders to be obtained by means of special resolution passed through postal ballot. The shareholders of the Company, pursuant to the postal ballot notice dated 22 March, 2022 approved his appointment as Non-Executive Chairman for a period of 5 years w.e.f 2 May, 2022.

BOARD'S REPORT

Your Board is of the opinion that the Independent Director appointed during the year possess integrity, requisite expertise, experience and proficiency and the same is given in the Corporate Governance Report.

Your Company has received declarations from all the Independent Directors confirming that they meet with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they have registered their names in the Independent Director's Databank. Further, pursuant to Section 164(2) of the Companies Act, 2013, all the Directors have provided declarations in Form DIR- 8 that they have not been disqualified to act as a Director.

In terms of Section 152 of the Companies Act, 2013, Mr. Manish Mohnot (DIN: 01229696), being the longest in the office, shall retire by rotation at the ensuing AGM and being eligible, offers himself for reappointment. The Board of Directors of the Company at the recommendation of Nomination and Remuneration Committee has recommended for his reappointment.

A brief resume of Mr. Manish Mohnot, being re-appointed as a Director liable to retire by rotation along with the nature of his expertise, his shareholding in your Company and other details as stipulated under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is appended as an annexure to the Notice of the ensuing Annual General Meeting.

BOARD MEETINGS

During the year under review, the Board met 8 times on 11 May, 2021, 15 July, 2021, 03 August , 2021, 30 October, 2021, 11 February, 2022, 19 February, 2022, 02 March, 2022 and 22 March , 2022.

The number of Meetings of the Board that each Director attended is provided in the Report on Corporate Governance, appended to, and forming part of, this Report.

COMMITTEES

In order to adhere to the best corporate governance practices, to effectively discharge its functions and responsibilities and in compliance with the requirements of applicable laws, your Board has constituted several Committees including the following:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee
- Share Transfer Committee
- Executive Committee

The details with respect to the compositions, powers, roles, terms of reference etc. of relevant Committees are given in detail in the 'Report on Corporate Governance' of your Company which forms part of this Report. The dates on which Meeting of Board Committees were held during the financial year under review and the number of Meetings of the Board Committees that each Director attended is provided in the 'Report on Corporate Governance'. The minutes of the Meetings of all Committees are circulated to the Board for discussion and noting.

During the year, all recommendation of the committees were approved by the Board.

KEY MANAGERIAL PERSONNEL (KMP)

Mr. Manish Mohnot, Managing Director & CEO, Mr. Ram Patodia, Chief Financial Officer and Mr. Rajeev Kumar, Company Secretary are the Key Managerial Personnel (KMPs) as per provisions of Companies Act, 2013. There has been no change in KMP during the year under review.

Mr. Rajeev Kumar tendered his resignation as Company Secretary and Compliance Officer w.e.f close of working hours of 31 May, 2022. The Board appointed Mr. Krunal Shah, Sr. Manager (F&A) and a member of the Institute of Company Secretaries of India as an Interim Compliance Officer w.e.f 1 June, 2022

CORPORATE GOVERNANCE

Your Company believes that robust Corporate Governance practices are critical for enhancing and retaining stakeholder's trust and confidence. Your Company always ensures that its performance goals and targets are achieved in compliance with its sound corporate governance practices. The efforts of your Company are always focused on long-term value creation. Inherent to such an objective is to continuously engage and deliver value to all its stakeholders including members, customers, partners, employees, lenders and the society at large.

BOARD'S REPORT

The Report on Corporate Governance, as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached. The Report on Corporate Governance also contains certain disclosures required under Companies Act, 2013 for the year under review.

A certificate from M/s. B S R & Co. LLP, Statutory Auditors of the Company confirming compliance to the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to Report on Corporate Governance.

MANAGEMENT DISCUSSION AND ANALYSIS

As per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Management Discussion and Analysis Report outlining the business of your Company forms part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

Your Company has always been at the forefront of philanthropic activities way before the provisions of Companies Act, 2013 made it a compulsory requirement. The Company carried out CSR activities either directly or through the Kalpataru Foundation & Kalpataru Welfare Trust. Our CSR vision is to enhance the quality of life of people from marginalised and vulnerable sections of society in the communities we operate in. Through innovative, need-based and sustainable projects, we strive towards empowering the communities. Since our Site locations are in remote locations, we give special focus while selecting projects that will have long term impact in that area. We ensure that we leave social footprints in whichever location we work in. The Company cherishes the Kalpataru Spirit of maximising societal value for needy and this is evident with our impactful projects being run near our office and Plant locations in Mumbai, Raipur & Gandhinagar.

Your Company has formed the CSR Committee as per the requirement of the Companies Act, 2013. On recommendation of CSR Committee, the Board of Directors' of your Company has approved the CSR Policy which is available on the website of your Company at **www.kalpatarupower.com.** The brief outline of the Corporate Social Responsibility (CSR) Policy of your Company and the initiatives undertaken by your Company on CSR activities during the year are set out in ***Annexure A*** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended from time to time).

BUSINESS RESPONSIBILITY REPORT

As stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Business Responsibility Report (BRR) describing the initiatives taken by the Company from an environmental, social and governance perspective forms part of this Annual Report.

VIGIL MECHANISM

The details of Vigil mechanism **("Whistle Blower Policy")** of the Company are given in the 'Report on Corporate Governance', appended to, and forming part of, this Report.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal Financial Controls are an integrated part of the risk management process, addressing financial risks and financial reporting risks. The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

Assurance on the effectiveness of internal financial controls is obtained through management reviews, continuous monitoring by functional experts and testing of the internal financial control systems by the internal auditors during the course of their audits. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively considering the nature of our industry and are operating as intended.

STATUTORY AUDITORS AND AUDITORS' REPORT

M/s. B S R & Co. LLP (Firm Registration No. 101248W/W-100022), Chartered Accountants, have been appointed as Statutory Auditor's of the Company at the 37th Annual General Meeting held on August 7, 2018 to hold office from the conclusion of 37th Annual General Meeting (AGM) till the conclusion of the 42nd Annual General Meeting of the Company, subject to compliance of the various provisions of Companies Act, 2013.

BOARD'S REPORT

The Statutory Auditors of the Company has issued Audit Reports on the Standalone and Consolidated Annual Financial Statement of the Company with unmodified opinion. There were no qualifications, reservation or adverse remark or disclaimer made by Statutory Auditor in their reports on the Standalone Annual Financial Statement.

The explanations of your Board of Directors in relation to remarks appearing in para (xxi) of Annexure A to Independent Auditor's Report under Companies (Auditor's Report) Order, 2020 (CARO) issued by Statutory Auditors of the Company on consolidated financial statements as a result of remarks by respective statutory auditors of Kurukshetra Expressway Private Limited ("**KEPL**" or "**Concessionaire**"), a joint venture of JMC Projects (India) Ltd. ("**JMC**", a subsidiary of the Company) and Wainganga Expressway Private Limited ("**WEPL**"), a wholly owned subsidiary of JMC, are as under:

Name of the Company	Clause no. of CARO	Remarks appearing in the consolidated CARO	Explanation
KEPL	Clause (ix)(a)	*According to the information and explanations given to us and as per the books of accounts and records examined by us, read with the fact that the project has been terminated and there are no operations, in our opinion, the company has defaulted in the repayment of loans and payment of interest thereon to its lenders as and when the same were due and hence the facilities granted by the banks / NBFC have been classified as Non-Performing Assets (NPA). The details w.r.t. the amount of borrowing and interest overdue may be referred to at Note No. 11 of the accompanying financial statements.*	KEPL, a joint venture (49.57%) of JMC Projects (India) Ltd ("JMC"), served a notice of termination of Concession Agreement ("CA") vide letter dated 7 October, 2021 to the National Highways Authority of India ("NHAI") on account of continuous disruption and blockade of traffic at National Highway-71 due to farmer agitation with stoppage of toll collection that resulted into cash losses. The provisions of Concession Agreement provide for termination where events which are not in control of KEPL, and obliges NHAI paying KEPL for repayment of Debt Due along with Adjusted Equity after necessary adjustments. Pending receipt of final termination payment from NHAI, KEPL could not pay the loan and interest to its lenders in October 2021 and consequently the outstanding amount of loan and interest was classified as NPA (Non-performing asset) by the lenders.
	Clause (xvii)	*The company has incurred cash losses of ₹ 3,857.11 Lacs & ₹ 5,652.68 Lacs respectively in the current as well as the immediately preceding previous year.*	Upon receipt of termination payment and other claims filed against NHAI, KEPL believes that it will be able to meet its liabilities. KEPL has received a copy of the letter dated 3 February, 2022 from an Independent Engineer ("IE") appointed by NHAI in which the IE has sought to limit the amount payable (net of other deductions) as "Termination Payment". KEPL do not agree to it. Although, JMC and other promoter of KEPL have, jointly and severally given 'shortfall undertakings' to the Senior Lenders in case there is any shortfall between amounts received from NHAI and that payable by KEPL to its lenders, however, upon receipt of termination payment and other claims filed against NHAI and based on management's assessment and legal advise, KEPL believes that it will be able to meet its liabilities. JMC has made provision for impairment of its entire Equity investment in KEPL, expected credit loss against the entire amount of loan given (including amount paid on behalf of other promoter) to KEPL and potential shortfall, if any. JMC has made above impairment / provisions without prejudice to its and KEPL legal rights and claims against NHAI and will continue to pursue these amounts against KEPL. Further, it will seek KEPL to pursue their claims and termination payment against NHAI notwithstanding the above recognition.
	Clause (xix)	*On the basis of the financial ratios, ageing and expected dates of realisation of assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions indicate that a material uncertainty exists as on the date of the audit report indicating that the company may not be able to meet its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. However, as represented to us, the company is reasonably sure of receiving the amount of claims and shall be able to meet the liabilities, though with some delay.*	

BOARD'S REPORT

WEPL	*Clause (ix)(a)*	*According to the information and explanations given to us and as per the books of accounts and records examined by us, in our opinion, the company has defaulted in the repayment of loans and payment of interest thereon to its lenders as and when the same were due, there were delay of 90 days during the year. As at the reporting date the aggregate amount of default pertaining to interest and principal aggregated to ₹ 772.80 Lacs and ₹ 1222.60 Lacs respectively for which the details may be referred to at Note No. 9(a) of the accompanying financial statements.*	WEPL, a wholly owned subsidiary of JMC has been incurring losses due to development of alternate routes, changes in rules /regulations/ policies by the Government and NHAI. WEPL has initiated arbitration proceedings against NHAI as per the provisions of the Concession Agreement (executed with NHAI) for losses suffered by it on account of aforesaid reasons (including breach of contractual obligations) and sought reliefs in relation to waiver of premium payment, compensation for future shortfall etc. As the matter is currently sub-judice and losses suffered due to aforesaid reasons, there have been delay in payments to lenders. Having said that, while there have been substantial reduction in toll revenue due to traffic diversion to alternate routes, economic slowdown etc., WEPL has been paying its debt obligations through its accruals which is further supplemented by infusion of funds from internal accruals by JMC to maintain the loan account of the lenders as Standard, as per the RBI Guidelines.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013, your Company had appointed Mr. Urmil Ved, Practicing Company Secretary, Gandhinagar, as its Secretarial Auditor to conduct the Secretarial Audit of your Company for FY 2021-22. The Report of the Secretarial Auditor for the FY 2021-22 is annexed to this report as ***Annexure B***.

There were no qualifications, reservation or adverse remark or disclaimer made by Secretarial Auditor in its report.

COST AUDITOR

The Company has maintained cost records as specified by Central Government under section 148(1) of Companies Act, 2013 and such records have been audited by the Cost Auditor pursuant to Companies (Cost Records and Audit) Rules, 2014.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the cost records in respect of Electricity and Steel products of the Company need to be audited. In compliance to the above, the Board of Directors upon the recommendation of the Audit Committee, appointed M/s. K. G. Goyal & Associates, Cost Accountants, as the Cost Auditor of your Company for the 2021-22.

RISK MANAGEMENT FRAMEWORK

Your Company has an elaborate Risk Management Framework, which is designed to enable risks to be identified, assessed and mitigated appropriately. Your Company monitors, manages and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. Your Company's SOPs, Organisational structure, management systems, code of conduct, policies and Values together govern how your Company conducts its business and manage associated risks. Your Company also has a separate Bribery Risk assessment framework which also defines the key mitigation actions.

The Risk Management framework enables the management to understand the risk environment and assess the specific risks and potential exposure to the Company, determine how to deal with these risks to manage overall potential exposure, monitor and seek assurance of the effectiveness of the management of these risks and intervene for improvement where necessary and report throughout the management chain upto the Risk Management Committee on a periodic basis about how risks are being monitored, managed, assured and improvements are made.

PARTICULARS OF REMUNERATION

A. The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of Section 197(12), of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, are forming part of this report as ***Annexure C1.***

BOARD'S REPORT

B. In terms of the provisions of Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of the top ten employees in terms of remuneration drawn and names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of this Report.

Having regard to the provisions of the second proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said Annexure is open for inspection at the Registered office of your Company. Any member interested in obtaining copy of the same may write to Company Secretary/Compliance Officer.

PERFORMANCE EVALUATION

The criteria for performance evaluation and the statement indicating the manner in which formal annual evaluation of the Board, its Committee and of individual Directors has been made are given in the **"Report on Corporate Governance"**, which forms part of this Report.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR

Your Company's policy on remuneration for the Directors', Key Managerial Personnel and other employees is placed on website of the Company at **https://kalpatarupower.com/corporate-governance/**. This Policy is directed towards establishing reasonable and sufficient level of remuneration to attract, retain and motivate Directors & employees of the quality required to run the Company successfully. This Policy is in consonance with existing industry practice. There has been no change in the said Policy during the year under review. The sitting fees for the meetings of the Board and its various Committees thereof has been amended by the Board at its meeting held on 14 May, 2022.

Your Company's policy on Directors' appointment including criteria for determining qualifications, positive attributes, independence of a director is placed on website of the Company at **https://kalpatarupower.com/corporate_governance/**. This Policy sets out the guiding principles for the Nomination and Remuneration Committee to identify persons who are eligible to be appointed as Directors and to determine the independence of a candidate at the time of considering his/her appointment as an Independent Director of the Company. The Policy also provides for the criteria and qualification in evaluating the suitability for appointment as Director & in Senior Management that are relevant for the Company's operations. There has been no change in the said Policy during the year under review.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE INFLOW & OUTFLOW

Information required to be disclosed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed hereto as ***Annexure D*** and forms part of this Report.

DIVIDEND DISTRIBUTION POLICY

In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016, your Company has formulated Dividend Distribution Policy and the same is also available on the website of the Company i.e.**https://kalpatarupower.com/corporate-governance/**.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient are provided in the standalone financial statement (Please refer to Note No. 37 to the Standalone Financial Statements).

ANNUAL RETURN

The Annual Return of the Company as on 31 March, 2022 is available on the website of Company i.e. **www.kalpatarupower.com**

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in

BOARD'S REPORT

its ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions or which is required to be reported in Form No. AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

The policy on materiality of Related Party Transactions is uploaded on the website of your Company and the link for the same is provided in the **'Report on Corporate Governance'.** There were no materially significant related party transactions which could have potential conflict with interest of the Company at large.

Attention of Members is drawn to the disclosure of transactions with related parties set out in Note No. 41 of Standalone Financial Statements, forming part of the Annual Report.

DISCLOSURE UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has zero tolerance towards any action of any executive which may fall under the ambit of 'Sexual Harassment' at workplace and is fully committed to uphold and maintain the dignity of every women working in your Company. The Anti Sexual Harassment Policy provides for protection against sexual harassment of women at workplace and for prevention and redressal of such complaints.

Your company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There were no complaints pending as on the beginning of the financial year and no new complaints were received during the financial year under review.

ANTI-BRIBERY MANAGEMENT SYSTEM

As an organisation, your Company places a great importance in the way business is conducted and the way each employee performs his/her duties. Your Company encourages transparency in all its operations, responsibility for delivery of results, accountability for the outcomes of actions, participation in ethical business practices and being responsive to the needs of our people and society. Towards this end, your Company has laid down a Kalpataru Code of Conduct ("KCoC") applicable to all the employees of your Company. The Code provides for the matters related to governance, compliance, ethics and other matters. Your Company has adopted strong anti-bribery anti-corruption policy and practices and has also been certified with ISO-37001 for establishing Anti Bribery Management System across the organisation.

STATEMENT OF DIRECTORS' RESPONSIBILITY

Pursuant to requirement under Section 134(3)(c) of the Companies Act, 2013 (Act), your Directors' confirm that:

(a) in the preparation of the annual accounts for the year ended on 31 March, 2022, the applicable accounting standards read with requirement set out under Schedule III to the Act, have been followed and there are no material departures from the same;

(b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31 March, 2022 and of the profit of the Company for the year ended on that date;

(c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) they had prepared the annual accounts on a going concern basis;

(e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and;

(f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants, including audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2021-22.

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

SECRETARIAL STANDARDS

The Company has followed the applicable Secretarial Standards i.e. SS-1 and SS-2, relating to 'Meetings of Board of Directors' and 'General Meetings' respectively.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these matters during the year under review:

- Details relating to deposits covered under Chapter V of the Companies Act, 2013.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme or any stock options scheme.
- Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- No fraud has been reported by the Auditors to the Audit Committee or the Board.
- There has been no change in the nature of business of the Company.
- There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.
- There was no instance of onetime settlement with any Bank or Financial Institution.

ACKNOWLEDGEMENT

Your Directors regret the loss of lives due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked his/her life and safety to fight this pandemic.

Your Directors also take this opportunity to thank all the Government and Regulatory Authorities, Financial Institutions, Banks, Debenture holders and Debenture Trustee, JV Partners, Consortium Partners', Customers, Vendors, Suppliers, Sub-Contractors and Members and all other stakeholders for their valuable continuous support.

The Board of Directors wish to place on record their sincere appreciation for the committed services by the Company's executives, staff and workers. Your Directors also appreciate and acknowledge the confidence reposed in them by members of the Company.

On behalf of the Board of Directors

Place: Mumbai
Date: 14 May, 2022

Mofatraj P. Munot
Chairman
DIN: 00046905

ANNEXURE A
to Board's Report

THE ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR policy

Kalpataru Power Transmission Limited's CSR Policy

Kalpataru Power Transmission Limited ("KPTL") has always been at forefront of Voluntary CSR. The provisions of the Companies Act, 2013 have made it imperative to institutionalise the CSR activities. The objective of your Company's CSR policy is to lay down the guiding principles for proper functioning of CSR activities to attain sustainable development of the society around the area of operations of the Company. Your Company's social responsibility policy focuses on using the capabilities of business to improve lives and contribute to sustainable living, through contributions to local communities and society at large.

The Company undertook various activities during the year under review in line with its CSR Policy and as prescribed in Schedule VII to the Companies Act, 2013. Apart from long term ongoing projects, the Company has supported and implemented projects under its CSR Policy in the field of Healthcare (including Preventive, Promotive & Curative), Promoting Education, Skill training, Rural development amongst others. Further, the Company, undertook relief activities specifically to combat and contain Novel Corona Virus (CoVID-19).

CSR Policy of the Company is available on the Company's website (weblink https://www.kalpatarupower.com/)

2. Composition of the CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Sajjanraj Mehta	Chairman / Independent Director	3	3
2.	Mr. Mofatraj P. Munot*	Member / Non-Executive – Promoter	3	3
3.	Mr. Parag M. Munot	Member / Non-Executive – Promoter	3	3
4.	Mr. Manish Mohnot	Member / Managing Director & CEO	3	3

**Mr. Mofatraj P. Munot ceased to be member of the Committee w.e.f closing hours of 31 March, 2022. Further, he was inducted as member of the Committee w.e.f 14 May, 2022.*

3. Weblink where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:

www.kalpatarupower.com/CSR

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl. No	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be setoff for the financial year, if any (in ₹)
Not Applicable			

6. Average Net Profit of the Company as per section 135(5): ₹ 39,175.07 Lakhs

7. (a) Two percent of average net profit of the Company as per section 135(5): ₹ 783.50 Lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(c) Amount required to be set off for the financial year: Nil

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 783.50 Lakhs

ANNEXURE A
to Board's Report

8 (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the financial year. (in ₹ Lakhs)	Amount Unspent (in ₹ Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
550.60	237.27	29 April, 2022		N.A.	

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	
SN.	Name of Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the Project 1. District 2. State	Project Duration	Amount allocated for the project (in ₹ Lakhs)	Amount spent in the current financial Year (in ₹ Lakhs)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹ Lakhs)	Mode of Implementation Direct (Yes/No)	Mode of Implementation – Through Implementing Agency	
										Name	CSR Reg. No.
1.	KAlpa-aRogya sEva ("KARE")	Promoting health care including preventive health care	Yes	Raipur, Chhattisgarh	3 Years	14.60	-	14.60	No	Kalpataru Foundation	CSR00001842
2.	Kalpa Vidhya Kalpa Kaushal	Promoting education among children	Yes	Noida, Uttar Pradesh & Jodhpur, Rajasthan	3 Years	23.52	10.42	13.10	No	Kalpataru Foundation	CSR00001842
3.	Kalpa Gramodaya	Providing clean drinking water/rural development	Yes	24 Parganas, West Bengal	3 Years	11.46	-	11.46	No	Kalpataru Foundation	CSR00001842
4.	Kalpa Vidhya Kalpa Kaushal (NAPS)	Skill Development	Yes	Ranchi, Jharkhand Purba Mednipur, West Bengal; Bhadrak & Bhubaneswar, Odisha; Aurangabad & Ahmednagar, Maharashtra; Sehore, Madhya Pradesh; Ernakulam, Kerala; Sonitpur & Darrang, Assam.	3 Years	241.30	43.19	198.11	Yes	-	-
	TOTAL					290.88	53.61	237.27			

ANNEXURE A
to Board's Report

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1) SN.	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act.	(4) Local area (Yes/ No)	(5) Location of the project 1. State 2. District	(6) Amt. spent for the project (in ₹ Lakhs)	(7) Mode of implementation Direct (Yes/ No)	(8) Mode of implementation – Through implementing agency: Name	(8) Mode of implementation – Through implementing agency: CSR Registration Number
1	**KAlpa-aRogya sEva ("KARE")**	Promoting health care including preventive health care for people including differently abled	Yes	Gandhinagar, Gujarat	73.07	No	Kalpataru Welfare Trust	CSR00004358
				Rajkot, Gujarat; Aurangabad, Bihar; Varanasi, Uttar Pradesh; Satna, Madhya Pradesh; Panjim, Goa; Mumbai, Maharashtra	130.20	No	Kalpataru Foundation	CSR00001842
2	**Kalpa Gramodaya**	Promoting sanitation, making available safe drinking water and rural development projects	Yes	Sri Ganganagar Rajasthan	6.19	No	Kalpataru Foundation	CSR00001842
3	**Kalpa Vidhya Kalpa Kaushal**	Promoting education for children along with employment enhancing vocational skills	Yes	Gandhinagar, Sabarkantha, Gujarat; Sriganganagar, Jodhpur, Sikar & Bikaner, Rajasthan; Raipur, Chhattisgarh; Thane, Aurangabad, Maharashtra; Mednipur, West Bengal; Hamirpur,Unnao, Uttar Pradesh; Hoshiarpur & Patiala Punjab; Sehore, Madhya Pradesh; Ernakulam, Kerala.	145.37	No	Kalpataru Foundation	CSR00001842
4	**SAVe our envIrOnment save oUR animals (Project "SAVIOUR")**	Support for Animal Welfare activities	Yes	East Champaran, West Champaran, Samastipur & Muzaffarpur, Bihar; Krishna, West Godavari, East Godavari, Andhra Pradesh	10.50	No	Kalpataru Foundation	CSR00001842

ANNEXURE A
to Board's Report

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	
SN.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No)	Location of the project 1. State 2. District	Amt. spent for the project (in ₹ Lakhs)	Mode of implementation Direct (Yes/ No)	Mode of implementation – Through implementing agency	
							Name	CSR Registration Number
5	Kalpa Aapda Seva	Disaster management, including relief, rehabilitation and reconstruction activities	Yes	Mumbai & Pen Maharashtra; Jodhpur, Rajasthan	67.08	Yes	-	-
					50.47	No	Kalpataru Foundation	CSR00001842
6	Infrastructure Development at Kailashdham Vrudhasram	Setting up old age homes	Yes	Gandhinagar, Gujarat	12.60	No	Kalpataru Foundation	CSR00001842
	TOTAL				495.48			

(d) Amount spent in Administrative Overheads: ₹ 1.52 Lakhs

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Details of CSR Spent during the financial year, if any (8b+8c+8d+8e): ₹ 550.60 Lakhs

(g) Excess amount for set off, if any:

Sl. No.	Particular	Amount (in ₹ Lakhs)
(i)	Two percent of average net profit of the Company as per section 135(5)	783.50
(ii)	Total amount spent for the financial year	787.87
(iii)	Excess amount spent for the financial year [(ii)-(i)]	4.37
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	4.37

9 (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding financial year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹ Lakhs)	Amount spent in the reporting financial year (in ₹ Lakhs)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹ Lakhs)
				Name of the Fund	Amount (in ₹ Lakhs)	Date of transfer	
1	2020-21	610	517.81	-	-	-	92.19

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial year in which the project commenced	Project Duration	Total amount allocated for the project (in ₹ Lakhs)	Amount spent on the project in the reporting financial year (in ₹ Lakhs)	Cumulative amount spent at the end of reporting financial year (in ₹ Lakhs)	Status of the project - Completed/ Ongoing
1	FY31.03.2021_1	KAlpa-aRogya sEva ("KARE")	2020-21	3 Years*	629.83	444.85	571.36	Ongoing

ANNEXURE A
to Board's Report

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	**Project ID**	**Name of the Project**	**Financial year in which the project commenced**	**Project Duration**	**Total amount allocated for the project (in ₹ Lakhs)**	**Amount spent on the project in the reporting financial year (in ₹ Lakhs)**	**Cumulative amount spent at the end of reporting financial year (in ₹ Lakhs)**	**Status of the project - Completed/ Ongoing**
2	FY31.03.2021_2	Kalp Vidhya Kalp Kaushal	2020-21	3 Years*	91.90	50.29	58.19	Ongoing
3	FY31.03.2021_3	Kalp Gramodaya	2020-21	2 Years	25.00	22.67	25.00	Completed

**The project duration has been increased from 2 years to 3 years during the year under review.*

10 In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details) – Not Applicable

(a) Date of creation or acquisition of the capital asset(s):

(b) Amount of CSR spent for creation or acquisition of capital asset:

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reasons, in case, the Company has failed to spend two per cent of the average net profit as per section 135(5):
The Company is executing certain multiyear Ongoing Projects. Due to such Ongoing projects and plan of spending funds in multi years, the Company was not able to spend two per cent of the average net profit as per section 135(5) in the current financial year. In respect of Unspent CSR funds, the Company has deposited the balance amount in the separate Bank account.

Manish Mohnot
Managing Director and CEO
(DIN: 01229696)

Sajjanraj Mehta
Chairman CSR Committee
(DIN: 00051497)

Date : 14 May, 2022
Place: Mumbai

ANNEXURE B
to Board's Report

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Kalpataru Power Transmission Limited,
CIN: L40100GJ1981PLC004281
Plot 101, Part - III,
GIDC Estate, Sector - 28,
Gandhinagar,
Gujarat- 382028.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Kalpataru Power Transmission Limited** (hereinafter called the Company) for the financial year ended on 31 March, 2022. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit; I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March, 2022 (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March, 2022 and made available to me, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (during the year under review not applicable to the Company);

d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (up to 12 August, 2021) and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (with effect from 13 August, 2021) (during the year under review not applicable to the Company).

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (up to 15 August, 2021) and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (w.e.f. 16 August, 2021).

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;(during the year under review not applicable to the Company);

ANNEXURE B
to Board's Report

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (up to 9 June, 2021) and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (with effect from 10 June, 2021) (during the year under review not applicable to the Company)

h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (during the year under review not applicable to the Company); and

i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India; and

(ii) Listing Agreements entered into by the Company with BSE Limited and the National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

The management has identified and confirmed the following laws as being specifically applicable to the Company:

(a) The Electricity Act, 2003, the Central Electricity Authority Regulations and the Rajasthan Electricity Regulatory Commission Regulations.

(b) The Indian Boilers Act, 1923 and rules framed there under.

I further report that, having regard to the compliance system prevailing in the Company and on the examination of relevant documents and records on test check basis the Company has complied with above mentioned specific laws and regulations.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors including a Woman Independent Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the board were unanimous and no dissenting views have been recorded.

I further report that, based on review of compliance mechanism established by the Company and on the basis of Compliance Certificates issued by the Managing Director & CEO and Company Secretary of the Company and taken on record by the Board of Directors at their meetings, I am of the opinion that the management has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the audit period the Company had the following specific event/action having major bearing on the Company's affairs in pursuance to above referred laws, rules, regulations, guidelines, standards, etc.:

(i) Company has redeemed due portion to the extent of 33.33% of, 8.45% Listed Rated Unsecured Redeemable Taxable Non-Convertible Debentures amounting to ₹ 33.33 Crore.

(ii) Company has redeemed due portion to the extent of 50% of, 8.11% Listed Rated Unsecured Redeemable Taxable Non-Convertible Debentures amounting to ₹ 50 Crore.

(iii) Company has redeemed due portion to the extent of 50% of, Zero Coupon Listed Rated Unsecured Redeemable Taxable Non-Convertible Debentures Series A amounting to ₹ 50 Crore.

(iv) Company has allotted 6.15% Rated Listed Unsecured Redeemable Non-Convertible Debentures amounting to ₹ 200 Crore.

(v) The Board of Directors of the Company at their Meeting held on 19 February, 2022 has approved the Draft Scheme of Amalgamation of JMC Projects (India) Limited with the Company.

Urmil Ved
Practicing Company Secretary
(ICSI Unique Code I1996GJ080100)
FCS No. 8094, COP No. 2521
Peer Review Cert. No.: 597/2019 Date: 14 May, 2022
ICSI UDIN: F008094D000320879 Place: Gandhinagar

Note: This report is to be read with my letter of even date which is annexed as Annexure-A and forms an integral part of this report.

Annexure-A

To,
The Members,
Kalpataru Power Transmission Limited,
CIN: L40100GJ1981PLC004281
Plot 101, Part - III,
GIDC Estate, Sector - 28,
Gandhinagar,
Gujarat - 382028.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record, device proper systems to ensure compliance with the provisions of all applicable laws, rules and regulations and to ensure that the systems are adequate and operate effectively is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test check basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test check basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Urmil Ved
Practicing Company Secretary
(ICSI Unique Code I1996GJ080100)
FCS No. 8094, COP No. 2521
Peer Review Cert. No.: 597/2019
ICSI UDIN: F008094D000320879

Date: 14 May, 2022
Place: Gandhinagar

ANNEXURE C1
to Board's Report

INFORMATION PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2021-22 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22 are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director / KMP for financial year 2021-22 (₹ in Crore)	% change in Remuneration in the financial year 2021-22	Ratio of remuneration of each Director to median remuneration of employees
1	Mr. Mofatraj P. Munot (Executive Chairman upto 31 March, 2022)*	11.38	-30.61	138.11
2	Mr. Parag M. Munot Promoter Director	2.30	3.60	27.91
3	Mr. Sajjanraj Mehta Independent Director	0.85	18.06	10.32
4	Mr. Vimal Bhandari Independent Director	0.69	23.21	8.37
5	Mr. Narayan K Seshadri Independent Director	0.68	19.30	8.25
6	Dr. Shailendra Raj Mehta Independent Director	0.14	+	+
7	Ms. Anjali Seth Independent Director	0.30	11.11	3.64
8	Mr. Manish Mohnot Managing Director & CEO	13.92	-5.37	168.93
9	Mr. Sanjay Dalmia Executive Director	5.20	-6.64	63.11
10	Mr. Ram Patodia Chief Financial Officer	1.84	1.66	N.A
11	Mr. Rajeev Kumar Company Secretary	0.83	15.28	N.A

**Mr. Mofatraj P. Munot has been appointed as Non-Executive Chairman for a period of 5 years w.e.f 02 May, 2022*

+Details not stated as Dr.Shailendra Raj Mehta, Independent Director was appointed as an Independent Director w.e.f 03 August, 2021.

ii) The median remuneration of employees of the Company during the financial year under review was ₹ 8.24 Lakhs.

iii) In the financial year under review, there was an increase of 7.15% in the median remuneration of employees.

iv) There were 3,072 permanent employees on the rolls of Company as on 31 March, 2022.

v) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2021-22 was 7.31%, whereas, the salaries of Managerial Personnel decreased by 16.85%.

(vi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.

On behalf of the Board of Directors

Place: Mumbai
Date: 14 May, 2022

Mofatraj P. Munot
Chairman
DIN: 00046905

ANNEXURE D

to Board's Report

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE INFLOW & OUTFLOW

(A) CONSERVATION OF ENERGY-

(i) the steps taken or impact on conservation of energy :

1. At Raipur Plant, integrated system for flux, heating & quenching water cooling, using single pump with Variable Frequency Drives, has resulted into reduction in 5.5kw pump, consuming 30,195 units per annum.

2. Last year at Gandhinagar manufacturing plant, the Company introduced energy monitoring system, in which consumption is being recorded and consumption pattern is constantly observed. With continuous monitoring, it helped in reduction of energy losses. During the year under review, similar monitoring system has been implemented at Raipur Plant.

3. At Raipur Plant, post revamping of 50 CMD Sewage Treatment Plant, the Company is able to utilise about 30KL of water for gardening on daily basis.

4. At Raipur Plant, your Company has installed transfer trolleys for material handling from Galvanizing zone to finishing and bundling zone instead of mobile crane which has led to reduction in diesel consumption by about 10,810 litres per annum.

5. Plantation drives have been carried out by the Company to increase green cover near the Plant locations of the Company. Further, about 15 recharge well were installed at Gandhinagar Plant for rain water harvesting and increasing water levels.

6. At Oil & Gas division, your Company replaced old conventional welding machine to inverter (IGBT) based welding machine. The IGBT based welding inverter consumes about 50% less energy compared to conventional welding machine. Your Company has achieved savings of about 4136 KWH per day by replacing such 80 nos. of conventional welding machine.

7. At Padampur power plant, your Company has replaced CT-2 DOL starters with VFD starters. This has resulted in annual saving of approximately 20, 130 units per annum. Further, your Company has replaced conventional ACW pump with energy efficient Pump. This has resulted in annual saving of approximately 15,000 units per annum.

8. At T&D sites, by installing water sensors, the Company has continued its efforts to conserve water resources by reducing its water consumption as well as controlling water losses in all the Project Locations, Stores and office locations at Gandhinagar.

9. It is company's continuous endeavour to use energy efficient lights and therefore, the Company keeps on replacing the conventional CFL fittings lights with LED Lights from time to time as per requirement and usage cycle. Below are the replacement details of FY 2021-22

   - At Raipur Plant, replaced approx. 25 nos. of conventional Lights having electrical load of 111 Kw with energy efficient LED lights having electrical load of 60 Kw which resulted into reduction in energy consumption by about 15,500 Units per annum

   - At Gandhinagar Plant, replaced approx. 10 nos. of conventional Lights with energy efficient LED lights which resulted into reduction in energy consumption by about 7300 Units per annum

   - At Uniara Power Plant, replaced approx. 21 nos. of conventional Lights having electrical load of 6900 Kw with energy efficient LED lights having electrical load of 1850 Kw which resulted into reduction in energy consumption by about 18,500 Units per annum

(ii) the steps taken by the Company for utilising alternate sources of energy :

- At Raipur plant, for Plate bending operation, your Company switched to Natural Gas as against Light Diesel Oil (LDO), which has led to reduction in carbon emission.

ANNEXURE D
to Board's Report

- The Company is in process of installing 1.3 MW Solar Roof Top Plant at Raipur for captive consumption. It is a renewable form of energy, often referred to as clean energy, which comes from natural sources or processes that are constantly replenished.
- At T&D project sites, the Company has switched to Solar energy in day to day usage and therefore, have installed Solar lamps, Solar powered CCTV cameras, and specific provisioning for usage of natural daylight in stores.
- Your Company has used apart from the main biomass fuel-Mustard Crop Residue-other alternative biomass fuels for its Biomass Power Plants in order to ensure the availability of biomass in various seasons throughout the year.

(iii) the capital investment on energy conservation equipment:

The Company made capital investment of ₹ 3.71 Crores on energy conservation equipment during 2021-22 (including cost towards Solar Roof Top Plant at Raipur).

(B) TECHNOLOGY ABSORPTION-

(i) the efforts made towards technology absorption and the benefits derived;

- **TILOS Planning Tool –** To improve the operational efficiency during Project execution, a new planning software was introduced for planning all construction activities including resources and hindrance for all linear projects. This has enabled the planners to visualise the work front & optimise resources.
- **Mobility Tool for Capturing Project Progress –** To capture the real time-near time data for all construction activities, "mobile application" was introduced which captures Daily Activity Progress, Associated resources, EHS, Quality and Hindrance data along with geo-tagged photographs from the site location. It is integrated with system for real time data flow which helps in fully digitised project monitoring for better visibility, improved control and early action.
- Your Company introduced Industry Specific Software in Substation business to achieve accurate results which helps in preparing accurate estimates and execution. Below software(s) were introduced:
  - **Kubla Cubed –** For generating accurate earthwork volume and in visualisation of finished platform in 3D.
  - **Autodesk Revit –** For 3D Architecture, structure drawing preparation and walkthrough simulation.
  - **STAAD Advanced Concrete Design (RCDC) –** For Analysis and Design of Reinforced Concrete framed structures that delivers complete detailing, estimation and reporting.
- At Gandhinagar Plant, your Company has initiated Trial start of robotic welding and additional X-Y axis carriage for improved welding. Robotic welding helps for more consistent, higher-quality welds, reduced wastage and Faster.
- In T&D business, the Company has started usage of Air conditioned helmets which are very effective. It helps the worker from Heat exhaustion and heat stress, which results in effectiveness in work execution.
- At Oil & Gas division, your Company has started using Digital X-Ray as against conventional X-ray as NDT Technique for welded joints. Digital X Ray uses reusable imaging plates (IPs0 for NDT). It is widely used in refinery and plant jobs and in Gulf regions for cross country pipelines. This system will reduce our NDT cycle time, environment friendly, reduced operational cost in addition to immediate digital storage of weld joint radiography.
- At Oil & Gas division, your Company has adopted and implemented Facial Recognition Attendance Monitoring System (FRAMS) at project sites. The application is used to capture the facial scans of the workers on a fixed interval basis, that too when present only within the geo fence area, which is then deemed to confirm the presence or absence

ANNEXURE D

to Board's Report

of an individual on the site. The Application can also set up virtual Geo-Fences which will be used to demarcate the work front and the attendance taken only within the geofence will be taken as the valid attendance. By analysing the data captured at different intervals of the day, presence of the workman on site can be confirmed.

- At Padampur power plant, your Company has started utilisation of Soil Separator to separate the soil from the biomass which has resulted into 1.53% reduction in fuel consumption compared to previous year.

- Every agro waste/ forestry waste has a different chemical composition and reacts differentially in the controlled atmosphere of the Boiler. Different new agro wastes, forestry wastes were mixed and matched with the Mustard Crop Residue (Main fuel) to have optimum Electricity Generation and the Plant Efficiency at Biomass Plants.

  Other than the main fuel i.e. Mustard Crop Residue (MCR), at Uniara and Padampur Biomass Power Plants, your Company have used about 21% alternate fuels during the year under review.

- **Research and Development:**

  The Company has been continuously putting effort to develop new transmission towers with different challenges. The Company is doing many research activities in the areas of material weight reduction, reduce material handling through practicing Lean methodology, alternate material in consumables, process design, process improvement, inhouse development of material handling equipment's etc.

(ii) the benefits derived:

- **Benefits derived as a result of R & D:**

(a) Market expansion and improved competitive position through significantly improved products for new markets.

(b) Improved competency for designing process & products for customers.

(c) Up-gradation of technical skill of employees for higher productivity & more consistent quality.

(d) Reduction on Operational cost.

- **Future Plan of Action:**

  R&D is a continuous activity instead of one-time activity. Therefore, your Company is looking to adapt new and upgraded technologies in order to stay ahead of its competitors. Future R&D efforts will continue along similar lines, as at present, but with more focus, thrust and endeavours. To achieve continuous improvement, your Company is emphasising on Plant driven "Kaizen", "Cross functional teams", "Lean", "TPM" etc. initiatives to adopt new and upgraded process as well as technologies in order to stay ahead of its competitors. Further, at oil & gas division, your Company is also analysing the use of Submerged Arc Welding in cross country pipeline project. Such welding has the advantage of reducing the filler and capping time of high wall thickness pipes by at least 40% as compared to Manual welding and cost wise also. By this, your Company would be reducing the total on-site welding time by at least 30% with good quality results.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

Details of technology imported	Year of Import	Whether the technology been fully absorbed	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof
NIL			

ANNEXURE D
to Board's Report

(iv) the expenditure incurred on Research and Development:

(₹ in Crores)

Particulars	2021-22
Capital Expenditure	0.75
Revenue Expenditure	15.59
Total	**16.34**
Total R&D expenditure as a percentage of total turnover	0.23%

(C) THE FOREIGN EXCHANGE EARNED IN TERMS OF ACTUAL IN-FLOWS DURING THE YEAR AND THE FOREIGN EXCHANGE OUTGO DURING THE YEAR IN TERMS OF ACTUAL OUTFLOWS

(₹ in Crores)

Foreign Exchange Earnings	1330.04
Foreign Exchange Outgo	481.84

On behalf of the Board of Directors

Place: Mumbai
Date: 14 May, 2022

Mofatraj P. Munot
Chairman
DIN: 00046905

Report on Corporate Governance

I. Company's philosophy on Corporate Governance

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the report contains the details of Corporate Governance systems and processes at Kalpataru Power Transmission Limited (KPTL or the Company).

KPTL's philosophy on Corporate Governance is built on strong foundation of transparency, compliance, ethics, accountability, responsibility, values and trust. We consider stakeholders as partners in our achievements and remain committed to maximising stakeholders' value, be it Society at large, Local Communities, Customers, Employees, Suppliers, Trade Unions, NGOs, Investors, Shareholders and Government & Regulatory Authorities.

The epitome of Corporate Governance lies in cherishing and upholding integrity, transparency and accountability in the management's higher stratums. At KPTL, we work towards building an environment of Trust, Transparency and Accountability focusing on the long-term and supporting more inclusive societies. KPTL's essential character revolves around its strong set of core values i.e. Business Ethics, Customer Centricity and Quality. We believe that Corporate Governance is a voluntary and self-discipline code which means not only ensuring compliance with regulatory requirements but also being responsive to our stakeholders expectations.

The Company has put in place an internal governance structure with defined roles and responsibilities of every constituent of the system. The Company's shareholders appoint the Board of Directors, which in turn governs the Company. The Board has established various Committees to discharge its responsibilities in an effective manner.

Towards achievement of this philosophy, KPTL's management systems are certified with ISO 37001:2016. It is a benchmark for corporate compliance program with focus on anti-bribery and anti-corruption practices and is the new international standard designed to help organisations implement an anti-bribery management system.

II. Board of Directors

A. Composition of the Board

As on closing of 31 March, 2022, the Board of Directors of the Company had 8 Directors, comprising of 6 Non-Executive Directors, 1 Executive Director and 1 Managing Director & CEO. Out of 6 Non-Executive Directors, 5 are Independent Directors including 1 Woman Director. No Directors are related to each other. The Board structure is in compliance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The shareholders of the Company at Annual General Meeting (AGM) held on 15 July, 2021 approved the re-appointment of, and remuneration payable to, Mr. Sanjay Dalmia, as Executive Director of the Company for a period of 3 years w.e.f. 08 August, 2021. Further, the shareholders of the Company vide ordinary resolution passed through postal ballot pursuant to notice dated 11 March, 2022 approved the appointment of Dr. Shailendra Raj Mehta as an Independent Director w.e.f 03 August, 2021.

Further, the shareholders of the Company vide special resolution passed through postal ballot pursuant to notice dated 22 March, 2022 approved the appointment of Mr. Mofatraj P. Munot as Non-Executive Chairman effective from 02 May, 2022 for a period of 5 years. Consequently, as on date of this report, the Board of Directors of the Company had 9 Directors, comprising of 7 Non-Executive Directors, 1 Executive Director and 1 Managing Director & CEO. Consequently, as on date of this report, none of the Directors are related to each other except Mr. Mofatraj P. Munot and Mr. Parag M. Munot, who are related as Father and Son respectively.

None of the Directors of the Company is on the Board of more than 7 Indian listed Companies including as an Independent Director. Further, none of the Directors of the Company is acting as a Whole Time Director / Managing Director of any listed Company as well as Independent Director in more than 3 Indian listed Companies. None of the

Report on Corporate Governance

Director of the Company is a Member of more than 10 Committees and no Director is the Chairperson of more than 5 Committees across all the public limited Indian Companies in which he/she is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors. For the purpose of determination of limit, Chairpersonship and Membership of the Audit Committee and the Stakeholders' Relationship Committee alone have been considered.

B. Meetings of Board of Directors

During the year ended 31 March, 2022, the Board met 8 times on 11 May, 2021, 15 July, 2021, 03 August, 2021, 30 October, 2021, 11 February, 2022, 19 February, 2022, 02 March, 2022 and 22 March, 2022. The maximum time gap between any two meetings was 103 days. All Information as required under Regulation 17 (7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was placed before the Board of Directors. The Company has complied with the provisions of Secretarial Standards on Board Meetings (SS-1) issued by the Institute of Company Secretaries of India with respect to convening of Board Meetings during the year.

C. Directorship held and Directors' attendance

The names of the other listed Indian entities where Directors of the Company hold Directorships and the category of directorship held in such listed entity as on 31 March, 2022 are as under:

Name of the Directors	Name of other Listed Entity where Director of KPTL is a Director	Category of Directorship held in such Listed entity
Mr. Mofatraj P. Munot@	NIL	-
Mr. Parag M. Munot	NIL	-
Mr. Sajjanraj Mehta	NIL	-
Mr. Vimal Bhandari	(1) DCM Shriram Limited	Independent Director
	(2) JK Tyre & Industries Limited	Independent Director
	(3) Bharat Forge Limited	Independent Director
	(4) RBL Bank Limited	Non-Executive Non-Independent Director
Mr. Narayan K. Seshadri	(1) Astrazeneca Pharma India Limited	Independent Director
	(2) PI Industries Limited	Independent Director
	(3) SBI Life Insurance Company Limited	Independent Director
Ms. Anjali Seth	(1) JMC Projects (India) Limited	Independent Director
	(2) Endurance Technologies Limited	Independent Director
	(3) Centrum Capital Limited	Independent Director
	(4) Nirlon Limited	Independent Director
Dr. Shailendra Raj Mehta*	(1) JMC Projects (India) Limited	Independent Director
	(2) Poly Medicure Limited	Independent Director
Mr. Manish Mohnot	(1) JMC Projects (India) Limited	Non-Executive - Non Independent Director
Mr. Sanjay Dalmia	NIL	-

@ Mr. Mofatraj P. Munot ceased to be Director from the closing hours of 31 March, 2022. Thereafter, he was appointed as Non-Executive Chairman of the Company w.e.f May 2, 2022.

**Dr. Shailendra Raj Mehta was appointed w.e.f 03 August, 2021.*

Report on Corporate Governance

The name and category of Directors on the Board of KPTL, their attendance at the Board meetings held during the year and also at the last Annual General Meeting, the number of Directorships and Committee positions held by them in other Indian Companies as on 31 March, 2022 are given below:

Name of the Directors	Category	Attendance at		No. of		
		Board Meetings	Last AGM	Other Directorship#	Other Committee Chairpersonship*	Other Committee Membership*
Mr. Mofatraj P. Munot@	Executive Chairman (Promoter)	8	Yes	@	@	@
Mr. Parag M. Munot	Non – Executive (Promoter)	6	Yes	15	-	1
Mr. Sajjanraj Mehta	Independent Director	8	Yes	2	-	-
Mr. Vimal Bhandari	Independent Director	8	Yes	7	1	3
Mr. Narayan K. Seshadri	Independent Director	8	Yes	14	4	6
Ms. Anjali Seth	Independent Woman Director	6	Yes	6	3	7
Dr. Shailendra Raj Mehta%	Independent Director	5	NA	6	-	2
Mr. Manish Mohnot	Managing Director & CEO	8	Yes	6	-	1
Mr. Sanjay Dalmia	Executive Director	6	Yes	-	-	-

@Details not provided as Mr. Mofatraj P. Munot ceased to be Director from the closing hours of 31 March, 2022. Thereafter, he was appointed as Non-Executive Chairman of the Company w.e.f 02 May, 2022.

#Including Private Limited Companies.

**Represents Memberships/Chairpersonships of Audit Committee & Stakeholders' Relationship Committee of public limited companies only.*

%Dr. Shailendra Raj Mehta was appointed w.e.f 03 August, 2021

D. Separate meeting of Independent Directors

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder and Regulation 25 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Independent Directors of the Company met once during a year, without the attendance of Non-Independent Directors and Members of the Management.

The Independent Directors reviewed performance of Non-Independent Directors, Chairman of the Company and the performance of the Board as a whole. The Independent Directors also discussed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The feedback of the Meeting was shared with the Chairman of the Company.

E. Confirmation of Independence

In the opinion of the Board of Directors, the Independent Directors fulfil the conditions specified in SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and are independent of the management.

The Company has received declarations from all the Independent Directors of the Company confirming that:

a) they meet the criteria of independence prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015; and

b) they have registered their names in the Independent Directors' Databank.

F. Directors' Profile

In case of appointment or re-appointment of Director(s), a brief resume of Director(s), nature of their expertise in specific functional areas and company names in which they hold Directorships, Memberships/ Chairmanships of Board Committees, and shareholding in the Company are provided in the Notice of the Annual General Meeting annexed to this Annual Report.

Report on Corporate Governance

G. Code of Conduct

The Board has laid down code of conduct for all Board Members and Senior Managerial Personnel of the Company. The Code of Conduct is available on the website of the Company at www.kalpatarupower.com.

All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct and a declaration to this effect signed by the Managing Director & CEO confirming the compliance of the Code of Conduct as required under Regulation 17 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been obtained and is given below:

DECLARATION

All Board Members and Senior Management Personnel have, for the year ended 31 March, 2022 affirmed compliance with the Code of Conduct laid down by the Board of Directors in terms of Regulation 17 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Kalpataru Power Transmission Limited

Place: Mumbai
Date : 14 May, 2022

Manish Mohnot
Managing Director & CEO

III. Audit Committee:

As on 31 March, 2022, the Audit Committee comprised of 3 Directors all of which are Independent Directors including the Chairman. Thereafter, Mr. Mofatraj Munot, Non-Executive Chairman was appointed as a member of Audit Committee effective from 14 May, 2022. Consequently, as on date of this report, Audit Committee comprises of 4 Directors.

The Company is in compliance of the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to composition of Audit Committee.

The Audit Committee has the power to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, as it considers necessary.

The role and responsibilities of the Committee include the perusal and review of information specified in Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter-alia including the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by them;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of section 134 of the Companies Act, 2013
  - Changes, if any, in accounting policies and practices & reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - modified opinion (s) in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue

Report on Corporate Governance

etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings & follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower Mechanism;
- Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Reviewing the utilisation of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Additionally, the Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor
- Statement of deviations:
  a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  b. annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The Committee met 8 times during the year on 11 May, 2021, 3 August, 2021, 30 October, 2021, 02 December, 2021, 11 February, 2022, 19 February, 2022, 02 March, 2022 and 22 March, 2022. The attendance of Members at the Meetings were as follows:

Name of Member	Category	Status	No. of Meetings attended /held
Mr. Sajjanraj Mehta	Independent Director	Chairman	8/8
Mr. Mofatraj P. Munot*	Executive-Chairman (upto 31 March, 2022)	Member	8/8
Mr. Vimal Bhandari	Independent Director	Member	8/8
Mr. Narayan K. Seshadri	Independent Director	Member	8/8

**Mr. Mofatraj P. Munot ceased to be Director from the closing hours of 31 March, 2022 and consequently ceased to be a member of the Audit Committee. Thereafter, he was appointed as Non-Executive Chairman of the Company w.e.f 02 May, 2022 and was appointed as a member of Audit Committee effective from 14 May, 2022.*

The Managing Director & CEO, Chief Financial Officer, representatives of Statutory Auditors and Internal Auditor are the regular invitees to the Committee Meetings. The Internal Audit department directly reports to the Audit Committee. Other Directors and executives including Business Unit Heads are invited as and when required. The Cost Auditor is invited to attend the Audit Committee meeting where cost audit report is discussed. Mr. Rajeev Kumar, Company Secretary of the Company is the Secretary of the Committee.

The Audit Committee has reviewed management discussion and analysis of financial condition and results of operations, statement of significant related party transactions as submitted by the management, and other information as mentioned in Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 15 July, 2021.

IV. Nomination and Remuneration Committee:

Consequent to cessation of Mr. Mofatraj P. Munot as a member of Nomination and Remuneration Committee, Mr. Parag Munot was appointed as a member, w.e.f. 01 April, 2022. Accordingly, the Nomination and Remuneration Committee comprised of 3 Directors out of which 2 are Independent Directors and 1 is Non-Executive Director. The Chairman of the Committee is an Independent Director.

The composition of the Committee adheres to the requirements of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The role of the Nomination and Remuneration Committee as specified in Part D of the Schedule II, inter-alia includes following:

1. To formulate criteria for determining qualification, positive attributes & Independence of director and recommend to board a policy relating to remuneration for the Directors, KMP and other employees;

2. For every appointment of an independent director, evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director.

   For the purpose of identifying suitable candidates, the Committee may:

   - use the services of an external agencies, if required;
   - consider candidates from a wide range of backgrounds, having due regard to diversity; and
   - consider the time commitments of the candidates.

3. To formulate criteria for evaluation of performance of Independent Directors and Board.

4. To devise a policy on diversity of Board of Directors;

5. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.

6. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors

7. Recommend to the board, all remuneration, in whatever form, payable to senior management.

8. To perform any other functions as may be assigned to Committee by the Board from time to time.

Report on Corporate Governance

The Committee met 5 times during the year on 11 May, 2021, 03 August, 2021, 30 October, 2021, 11 February, 2022 and 22 March, 2022. The attendance of Members at the Meeting is as follows:

Name of Member	Category	Status	No. of Meetings attended /held
Mr. Vimal Bhandari	Independent Director	Chairman	5/5
Mr. Mofatraj P. Munot*	Executive Chairman (upto 31 March, 2022)	Member	5/5
Mr. Sajjanraj Mehta	Independent Director	Member	5/5
Mr. Parag Munot	Non-Executive Director	Member	-

**Mr. Mofatraj P. Munot ceased to be Director from the closing hours of 31 March, 2022 and consequently ceased to be a member of the Nomination and Remuneration Committee. Consequent to such cessation, Mr. Parag Munot was appointed as a member, w.e.f. 01 April, 2022.*

A. Performance Evaluation

The Board has prepared performance evaluation policy for evaluating performance of Individual Directors including Chairman of the Company, Board as a whole and its Committees thereof. The criteria of the Board evaluation includes Board composition, talent, experience and knowledge, presentations and discussions at the Board Meeting, frequency of the Board Meeting, feedback and suggestion given to the management, participation in the discussion etc.

The performance of Non-Independent Directors including Chairman of the Company and the Board as a whole, after taking views of the Executive and Non-Executive Directors were evaluated by the Independent Directors at their Meeting held on 14 May, 2022.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own, the Non-Independent and Independent Directors individually as well as the evaluation of the working of various Committees at their Meetings held on 14 May, 2022 in the manner prescribed in the Performance Evaluation Policy.

The evaluation of the Independent Directors were made on the basis of attendance at the Meeting of the Board, Committee and General Meeting, knowledge about the latest developments, contribution in the Board development processes, participation in the Meetings and events outside Board Meetings, expression of views in best interest of the Company, assistance given in protecting the legitimate interests of the Company, employees and investors, extending individual proficiency and experience for effective functioning and operation of the Company etc.

B. Succession Planning

The Company believes that sound succession plans for the senior leadership are very critical for a robust future of the Company. The Nomination and Remuneration Committee and the Board of Directors of the Company on a periodic basis reviews the structured succession plan for senior leadership.

C. Director's Remuneration

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employee is available on the website of the Company www.kalpatarupower.com. There has been no change in the policy since last financial year. The Remuneration Policy is in consonance with the existing industry practice.

Remuneration paid or payable to Executive Chairman, Managing Director & CEO and Executive Director for the FY 2021-22 is as under:

(₹ in Crores)

Name of Director	Salary and allowances	Perquisites	Contribution to PF	Commission / Incentive	Total	Stock Options
Mr. Mofatraj P. Munot	4.73	-	-	6.65	**11.38**	None
Mr. Manish Mohnot	3.73	0.01	0.18	10.00	**13.92**	None
Mr. Sanjay Dalmia	2.04	0.01	0.10	3.05	**5.20**	None

Report on Corporate Governance

The contractual agreement with Mr. Manish Mohnot, Managing Director & CEO and Mr. Sanjay Dalmia, Executive Director can be terminated by either party giving 6 months' prior notice. None of the managerial personnel is entitled for any severance pay.

In terms of agreement/re-appointment terms approved by members, commission / incentive to Mr. Mofatraj P. Munot, Executive Chairman (upto 31 March, 2022), Mr. Manish Mohnot, Managing Director & CEO and Mr. Sanjay Dalmia, Executive Director, is decided annually by Board of Directors on recommendation of Nomination and Remuneration Committee.

Sitting Fees and Commission on net profit paid or payable to Non-Executive Directors for the financial year 2021-22 is as under:

(₹ in Crores)

Name of Director	Sitting Fees	Commission	Total
Mr. Parag M. Munot	0.05	2.25	**2.30**
Mr. Sajjanraj Mehta	0.10	0.75	**0.85**
Mr. Vimal Bhandari	0.09	0.60	**0.69**
Mr. Narayan K. Seshadri	0.08	0.60	**0.68**
Ms. Anjali Seth	0.05	0.25	**0.30**
Dr. Shailendra Raj Mehta*	0.04	0.10	**0.14**

**Dr. Shailendra Raj Mehta was appointed w.e.f 03 August, 2021.*

Commission is paid to the Non-Executive Directors on the basis of qualifications, experience, attendance at the Meetings, Directorship in other companies, time spent on strategic matters and contribution to the Company, financial performance and net worth of the Company, Order book position, track record of operational performance, performance evaluation of Board etc.

The Board of Directors of the Company approved payment of commission during the year to the Director(s) who were not in Whole-Time employment of the Company in recognition of their performance during FY 2021-22 not exceeding in aggregate 1% of net profits for the 2021-22, calculated under Section 198 of the Companies Act, 2013.

Information of Directors as on 31 March, 2022 is as under:

Name	Age	Designation	Date of initial appointment	Shares held
Mr. Mofatraj P. Munot	77	Executive Chairman (upto 31 March, 2022)	27 June, 1989	1,63,43,218
Mr. Parag M. Munot	52	Director	30 September, 1991	79,63,615
Mr. Sajjanraj Mehta	70	Director	25 July, 1998	10,000
Mr. Vimal Bhandari	63	Director	28 June, 2002	Nil
Mr. Narayan K. Seshadri	64	Director	29 January, 2007	Nil
Ms. Anjali Seth	63	Director	28 March, 2015	Nil
Dr. Shailendra Raj Mehta	62	Director	03 August, 2021	Nil
Mr. Manish Mohnot	49	Managing Director & CEO	01 November, 2006	Nil
Mr. Sanjay Dalmia	59	Executive Director	08 August, 2018	16,100

There is no pecuniary relationship or transaction of the Company with any Non-Executive Director other than the payment of sitting fees and remuneration, including commission, as given here above. The Company has not granted any stock options to its Non-executive Directors. All related party transactions are disclosed in notes to accounts.

Report on Corporate Governance

V. Stakeholders' Relationship Committee:

The Stakeholders Relationship Committee is chaired by an Independent Director and comprises of 3 Directors out of which 1 is Independent Director, 1 is Non-Executive Director and 1 is Managing Director and CEO. The Committee comprises of Ms. Anjali Seth, Mr. Parag M. Munot and Mr. Manish Mohnot. This composition of the Committee is in conformity with the requirements of Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The role of the committee inter-alia includes the following:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

The Committee met one time during the year on 30 October, 2021 and the attendance of members at the Meeting were as follows:

Name of Member	Category	Status	No. of Meetings attended / held
Ms. Anjali Seth	Independent Director	Chairperson	1/1
Mr. Manish Mohnot	Managing Director & CEO	Member	1/1
Mr. Parag M. Munot	Non-Executive –Director	Member	1/1

Mr. Rajeev Kumar, Company Secretary is the Compliance Officer of the Company.

Investor Complaints at the beginning of the year	NIL
Investor Complaints received during the year	5
Investor Complaints resolved during the year	5
Investor Complaints pending at the end of the year	NIL

The Board has delegated the powers to attend various requests of shareholders including issuance of entitlement letters, transfers, transmission, duplicate, issue of share certificates after split/ consolidation/renewal, to a Share Transfer Committee which is comprising of Mr. Parag Munot, Mr. Manish Mohnot and Mr. Ram Patodia. The Committee met 6 times during the year. No request for transfer/transmission of shares was pending as on 31 March, 2022.

VI. Corporate Social Responsibility (CSR) Committee:

As on 31 March, 2022, the CSR Committee comprised of 3 Directors out of which Chairman is an Independent Director. Thereafter, Mr. Mofatraj Munot, Non-Executive Chairman was appointed as a member of CSR Committee effective from 14 May, 2022. Consequently, as on date of this report, CSR Committee comprises of 4 Directors.

The terms of reference of Committee broadly comprises following:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which includes the activities to be undertaken by the Company, in areas or subject, specified in Schedule VII;
- Recommend the amount of expenditure to be incurred on the CSR activities
- Monitor the CSR Policy of the Company from time to time.
- Institute a transparent monitoring mechanism for implementation of the CSR Projects or Programs or activities undertaken by the Company.

Report on Corporate Governance

The Committee met 3 times during the year on 11 May, 2021, 30 October, 2021 and 11 February, 2022. The composition of the CSR Committee and the attendance of Members at the Meeting were as follows:

Name of Member	Category	Status	No. of Meetings attended / held
Mr. Sajjanraj Mehta	Independent Director	Chairman	3/3
Mr. Mofatraj P. Munot*	Executive Chairman (upto 31 March, 2022)	Member	3/3
Mr. Parag M. Munot	Non-Executive – Promoter	Member	3/3
Mr. Manish Mohnot	Managing Director & CEO	Member	3/3

**Mr. Mofatraj P. Munot ceased to be Director from the closing hours of 31 March, 2022 and consequently ceased to be a member of the CSR Committee. Thereafter, he was appointed as Non-Executive Chairman of the Company w.e.f 02 May, 2022 and was appointed as a member of CSR Committee effective from 14 May, 2022.*

VII. Risk Management Committee

The Company has constituted Risk Management Committee in compliance with Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee comprises of 5 members including 3 Directors. Further, the Chairman of Risk Management Committee is an Independent Director.

The Role and Responsibilities of Risk Management Committee are as under:

- To formulate a detailed risk management policy which shall include:
  - a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - b) Measures for risk mitigation including systems and processes for internal control of identified risks.
  - c) Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
- To coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

The Committee met 2 times during the year on 13 May, 2021 and 30 October, 2021. The composition of the Risk Management Committee and the attendance of Members at the Meeting were as follows:

Name of Member	Category	Status	No. of Meetings attended / held
Mr. Narayan Seshadri	Independent Director	Chairman	2/2
Mr. Manish Mohnot	Managing Director & CEO	Member	2/2
Mr. Sanjay Dalmia	Executive Director	Member	2/2
Mr. Ram Patodia	CFO	Member	2/2
Mr. Kamal Kishore Jain	Director – Integrity & Chief Ethics Officer	Member	2/2

Report on Corporate Governance

VIII. Subsidiary Companies:

As on 31 March, 2022, the Company had 27 Direct and Indirect subsidiaries and 1 Associate Company.

The List of Subsidiary and Associate Companies of the Company, is available on the website i.e. **www.kalpatarupower.com**

Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 defines a "material subsidiary" to mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

JMC Projects (India) Limited, a listed company, is a material subsidiary company. There is no other subsidiary which qualifies the test of material subsidiary. Accordingly, the requirement of having an independent director of the Company on the Board of unlisted material subsidiary company did not attract during the year under review.

There is no material unlisted subsidiary of the Company and hence the Company is not required to annex Secretarial audit report of unlisted subsidiaries.

The minutes of Board Meetings of unlisted subsidiary companies are being placed before the Board of Directors of the Company from time to time. All significant transactions and arrangements entered into by the unlisted subsidiaries of the Company are also placed for consideration of the Audit Committee. The Audit Committee also reviews the financial statements and in particular, the investments, if any, made by unlisted subsidiaries of the Company. Further, the Company management makes regular presentations to the Board on business performance of major subsidiaries of the Company. The other requirements of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to Corporate Governance requirements for Subsidiary Companies have been complied with.

The Company has formulated a policy for determining 'material' subsidiaries, such policy has been disclosed on the Company's website **http://kalpatarupower.com/corporate-governance/**

IX. General Body Meeting / Postal Ballot(s):

a. The details of last 3 Annual General Meetings (AGMs) of the Company and special resolution(s) passed thereat, are as follows:

Financial Year	Date	Time	Venue	Special Resolution(s) passed
2020-21	15 July, 2021	2:00 p.m.	AGM was held through Video Conferencing pursuant to the MCA circulars	(i) Re-appointment of, and remuneration payable to, Mr. Sanjay Dalmia (DIN: 01229696) as an Executive Director of the Company
2019-20	12 August, 2020	2:00 p.m.	AGM was held through Video Conferencing pursuant to the MCA circulars	(i) Re-appointment of Mr. Manish Mohnot (DIN: 01229696) as Managing Director & CEO of the Company (ii) Re-appointment of Ms. Anjali Seth (DIN: 05234352) as an Independent Director
2018-19	30 July, 2019	4:00 p.m.	Kalpa - Vriksha Learning Centre, A-1 & A-2, GIDC Electronic Estate Sector-25, Gandhinagar - 382016, Gujarat.	(i) Appointment of Mr. Sanjay Dalmia (DIN: 03469908) as an Executive Director of the Company (ii) Re-appointment of Mr. Sajjanraj Mehta (DIN: 00051497) as an Independent Director (iii) Re-appointment of Mr. Vimal Bhandari (DIN: 00001318) as an Independent Director (iv) Re-appointment of Mr. Narayan K. Seshadri (DIN: 00053563) as an Independent Director (v) Re-appointment of Mr. K. V. Mani (DIN: 00533148) as an Independent Director

Report on Corporate Governance

Financial Year	Date	Time	Venue	Special Resolution(s) passed
				(vi) Authority for creation of charge, security etc. for an amount not exceeding in aggregate ₹12,000 Crores (Rupees Twelve Thousand Crores) (vii) Issue of 12,54,900 Equity Shares on a preferential basis to Tano India Private Equity Fund II ("Tano") for consideration other than cash i.e. in consideration of 1,46,45,499 equity shares held by Tano in Shree Shubham Logistics Limited

b. Details of resolutions passed through postal ballot during financial year 2021-22 and details of the voting pattern

During the year under review, the Company sought approval of shareholders through postal ballot twice as under:

Date of Postal Ballot Notice: 11 February, 2022	**Voting Period: 24 February, 2022 to 25 March, 2022**
Date of declaration of result: 28 March, 2022	**Date of approval: 25 March, 2022**

Resolution	No. of Votes polled	No. of votes cast in favour	No. of votes cast against	% of votes cast in favour	% of votes cast against
Appointment of Dr. Shailendra Raj Mehta (DIN: 02132246) as an Independent Director of the Company for a period of 5 years commencing from 03 August, 2021 (Ordinary Resolution)	12,78,75,309	11,34,61,165	1,44,14,144	88.73%	11.27%
Appointment of Mr. Mofatraj P. Munot (DIN: 00046905) as a Non-Executive Director of the Company w.e.f 01 April, 2022 (Special Resolution)	*Mr. Mofatraj P. Munot vide letter dated 22 March, 2022 informed the Company that he was not inclined to be appointed as a Non-Executive Director of the Company for an indefinite period and consequently, withdrew his consent to be appointed on such terms. Consequently, the resolution proposed at item no. 2 of the postal ballot notice dated 11 February, 2022 stood infructuous. Hence, the result of remote e-voting for the same was not provided.*				

Date of Postal Ballot Notice: 22 March, 2022	**Voting Period: 01 April, 2022 to 30 April, 2022**
Date of declaration of result: 02 May, 2022	**Date of approval: 30 April, 2022**

Resolution	No. of Votes polled	No. of votes cast in favour	No. of votes cast against	% of votes cast in favour	% of votes cast against
Appointment of Mr. Mofatraj P. Munot (DIN: 00046905) as a Non-Executive Chairman for a period of 5 years (Special Resolution)	13,39,05,024	13,03,96,722	35,08,302	97.38%	2.62%

Mr. Urmil Ved, Practising Company Secretary was appointed as Scrutiniser to scrutinise remote e-voting process in a fair and transparent manner for both of the above postal ballots.

Procedure for Postal Ballot

The postal ballot was conducted in accordance with the provisions contained in Section 110 and other applicable provisions, if any, of the Companies Act, 2013, 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.

In view of the COVID-19 pandemic, the MCA permitted companies to transact items through postal ballot as per the

Report on Corporate Governance

framework set out in General Circular Nos. 14/2020 dated 08 April, 2020, 17/2020 dated 13 April, 2020, 10/2021 dated 23 June, 2021, 20/2021 dated 08 December, 2021 and other relevant circulars and notifications issued in this regards. In accordance with the aforementioned circulars, e-voting facility was provided to all the shareholders to cast their votes only through the remote e-voting process. The postal ballot notice was sent to shareholders as per the permitted mode. The Company also published notice in the newspapers in accordance with the requirements under the Companies Act, 2013.

Shareholders holding equity shares as on the cut-off date casted their votes through e-voting during the voting period fixed for this purpose. After completion of scrutiny of votes, the scrutiniser submitted his report to the Chairman or person authorised by him and the results of voting by postal ballot were announced within 2 working days of conclusion of the voting period. The results were displayed on the website of the Company (**www.kalpatarupower.com**), and communicated to the Stock Exchanges, Depositories, and Registrar and Share Transfer Agents. The resolutions, that were passed by the requisite majority, were deemed to have been passed on the last date of e-voting.

Future Proposal

There is no immediate proposal for passing any resolution through postal ballot.

X. Disclosures:

a) Management Discussion and Analysis

Annual Report has a detailed chapter on Management Discussion and Analysis.

b) Related Party Transaction

The Company's major related party transactions are generally with its subsidiaries and associates. All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in its ordinary course of business and on arm's length basis.

During the year, the Company had not entered into any contract / arrangement / transaction with related parties, which could be considered material in accordance with the policy of the Company on materiality of related party transactions or which could have potential conflict with the interests of Company at large.

The Company has received declarations from Senior Management Personnel that there was no material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large.

The Company has formulated a policy on dealing with Related Party Transactions, such policy has been disclosed of the Company's website **http://www.kalpatarupower.com/corporate-governance/**.

c) Accounting treatment

The Company has followed accounting treatment as prescribed in Indian Accounting Standard applicable to the Company.

d) Compliance

There have been no non-compliance by the Company with respect to any matter related to capital markets nor any penalty or stricture was imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

e) Whistle Blower Policy (Vigil Mechanism)

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a vigil mechanism (whistle-blower policy) under which the employees, vendors and persons having business dealing with the Company are free to report violations of applicable laws and regulations and the Code of Conduct of the Company. The reportable matters may be disclosed to the Chief Ethics Officer and Anti Bribery Management System Committee which operates under the supervision of the Audit Committee. Further, the functioning of the vigil mechanism is being monitored by the Audit Committee from time to time. The whistle blower may also report violations to the Chairman of the Audit Committee in exceptional cases. During the year, no employee/person was denied access to the Audit Committee.

Report on Corporate Governance

The Whistle Blower Policy has been disclosed on the Company's website http://kalpatarupower.com/corporate-governance/.

f) Familiarisation programme for Independent Directors

The Company has familiarised its Independent Director's regarding the Company, and its policies, their roles, rights and responsibilities etc. Presentations are made by senior personnel of the Company to the Independent Directors covering nature of Industry, business model, business performance and operations, challenges & opportunities available etc. Certain programmes are merged with the Board/Committee meetings for the convenience of the directors. Separate programs are conducted for them as per their requirement. Over and above specific Familiarisation Programmes, presentations were made at the Board meetings by MD & CEO / CFO covering performance of peers, Operational review of major operating subsidiaries, forex and commodity exposure, updates on capital expenditure, strategic and operational risks and its mitigation plan, business performance, operations, working capital management, major litigations, major achievements etc.

Further, the Directors are encouraged to attend the training programmes being organised by various regulators/bodies/institutions. The details of Familiarisation programme for Independent Directors has been disclosed on the Company's website http://kalpatarupower.com/corporate-governance/.

g) Foreign Exchange Risk and Hedging Activities

The Company's activities exposes it to the risk of fluctuations in foreign currency exchange rate. Company has in place a robust risk management framework for monitoring and mitigation of the risk of fluctuations in the currency exchange rates. Such risks are monitored regularly and necessary actions are taken to mitigate them in line with the Risk Management Policy of the Company. The Company enters into forward foreign exchange contracts to hedge the exchange rate risk. Company does not enter into any derivative instruments for trading or speculative purposes. The details of foreign exchange exposures as on 31 March, 2022 are disclosed in Note No. 43 in Notes to the standalone financial statements.

h) Commodity Price Risk and Hedging Activities

The details regarding exposure of the Company to commodity and commodity risks faced throughout the year in terms of SEBI Circular Ref. No. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated 15 November, 2018 is as under:

1. Risk management policy of the Company with respect to commodities including through hedging

As a part of broader Risk Management Policy, the Company has a dedicated framework to manage commodity risk. The Company's business is significantly dependent on availability, cost and quality of raw materials and fuels for the construction and development of projects undertaken. Commodity items used in the manufacturing and project execution mainly includes steel, zinc, aluminum conductors, copper etc. Prices of these are varied due to global economic conditions, supply demand mismatch, competition, production levels, and taxes etc. The Company currently manages such risk through the price escalation clause in some of the Contracts whereby the fluctuation in the input cost is passed on to the Client. In case of firm price contracts, the Company enters into a Commodity Forward Contract to hedge its price risk or pass on back-to-back firm price contract to its vendor/contractor. The Company addresses the risk of fluctuation in commodities which cannot be hedged by building adequate contingencies based on market trends. The Company manages such risk as per its Risk Management Policy and Procedures

Report on Corporate Governance

2. **Exposure of the Company to commodity and commodity risks faced by the entity throughout the year**

   A. **Total exposure of the Company to commodities in ₹: ~ 1,72,895 Lakhs (only for material commodities)**

   B. **Exposure of the Company to various commodities:**

Commodity Name (material commodity)	Exposure in towards the particular commodity (in Lakhs)	Exposure in Quantity terms towards the particular commodity	% of such exposure hedged through commodity derivatives				Total
			Domestic market		International market		
			OTC	Exchange	OTC	Exchange	
Steel	~ 56,865	MT 97,607	-	-	-	-	-
Aluminum	~ 83,516	MT 31,450	-	-	8%	-	8%
Zinc	~ 20,368	MT 6,307	-	-	-	-	-
Copper	~ 12,146	MT 1,550	-	-	10%	-	10%

** Above Exposure does not include the Exposure of Variable Price Contracts wherein the fluctuation in the input cost is passed to the Client*

   C. **Commodity risks faced by the Company during the year and how they have been managed:**

   Commodities are a significant part of the Direct cost incurred by the Company for its business activities including fabrication of towers and erection of the transmission lines and substation. Material commodities for the Company are Steel, Aluminum, Zinc and Copper. Thus, movement in the prices of these commodities exposes the Company towards the risks of fluctuations on its profitability. The Company has a robust mechanism to monitor such risks and ensure that the risk of major fluctuations are mitigated. Risk Management Committee of the Company based on the exposure of the Company and Risk Management Policy recommends the procurement/treasury team for the hedging strategy. The Company uses the future commodities contracts for hedging the prices or passes on back to back firm price contract to its vendors. Further, the Company also addresses the risk of fluctuation in prices by building adequate contingencies based on market trends and including for commodities which cannot be hedged (viz. steel).

i) **Matrix containing skills/expertise/competence of the board of directors**

The list of core skills/expertise/competencies identified by the board of directors as required in the context of KPTL's business(es) and sector(s) for KPTL to function effectively and those actually available with the board are as under:

Skills/expertise/competence	Whether available with the Board or not?	Mofatraj P. Munot	Parag M. Munot	Sajjanraj Mehta	Vimal Bhandari	Narayan Seshadri	Anjali Seth	Dr. Shailendra Raj Mehta	Manish Mohnot	Sanjay Dalmia
Industry knowledge / experience (EPC Industry)										
Experience	Yes	Yes	Yes	Yes	Yes	Yes	Yes		Yes	Yes
Industry knowledge	Yes	Yes	Yes	Yes	Yes	Yes	Yes		Yes	Yes
Understanding of relevant laws, rules, regulation and policy	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
International Experience	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Contract management	Yes	Yes	Yes	Yes	Yes	Yes	Yes		Yes	Yes
Technical skills/experience										
Accounting and finance	Yes		Yes	Yes	Yes	Yes			Yes	Yes
Marketing	Yes	Yes	Yes						Yes	Yes

Skills/expertise/competence	Whether available with the Board or not?	Mofatraj P. Munot	Parag M. Munot	Sajjanraj Mehta	Vimal Bhandari	Narayan Seshadri	Anjali Seth	Dr. Shailendra Raj Mehta	Manish Mohnot	Sanjay Dalmia
Information Technology	Yes					Yes			Yes	
Talent Management	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Leadership	Yes	Yes	Yes	Yes	Yes	Yes	Yes		Yes	Yes
Compliance and risk	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Legal	Yes	Yes	Yes	Yes	Yes	Yes	Yes		Yes	Yes
Business Strategy	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Behavioural competencies										
Integrity and ethical standards	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mentoring abilities	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Interpersonal relations	Yes	Yes	Yes	Yes	Yes	Yes	Yes		Yes	Yes

J) **Credit ratings**

Instrument/Facilities	Ratings	
	CRISIL	**CARE Ratings**
Long term facilities	AA/Stable	AA; Stable
Short term facilities	A1+	A1+

There have been no revisions in the Credit ratings for all debt instruments of the Company during the year under review.

k) **Certificate from a Company Secretary in practice**

The Company has obtained a certificate from Mr. Urmil Ved, Practicing Company Secretary that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C Clause 10(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Kalpataru Power Transmission Limited,
CIN: L40100GJ1981PLC004281
Plot 101, Part - III, GIDC Estate, Sector – 28,
Gandhinagar, Gujarat- 382028.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Kalpataru Power Transmission Limited** having CIN:L40100GJ1981PLC004281 and having registered office at Plot 101, Part - III, GIDC Estate, Sector – 28, Gandhinagar, Gujarat- 382028 (hereinafter referred to as 'the Company') produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31 March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Report on Corporate Governance

Sr. No.	Name of Director	DIN	Date of Appointment	Date of Cessation
1.	Mr. Mofatraj Pukhraj Munot	00046905	27 June, 1989	31 March, 2022
2.	Mr. Parag Mofatraj Munot	00136337	30 September, 1991	-
3.	Mr. Sajjanraj Mehta	00051497	25 July, 1998	-
4.	Mr. Vimal Bhandari	00001318	28 June, 2002	-
5.	Mr. Manish Dashrathmal Mohnot	01229696	01 November, 2006	-
6.	Mr. Narayan Keelveedhi Seshadri	00053563	29 January, 2007	-
7.	Ms. Anjali Karamnarayan Seth	05234352	28 March, 2015	-
8.	Mr. Imtiaz Ismail Kanga	00136272	08 March, 2016	19 April, 2021
9.	Mr. Sanjay Shivratan Dalmia	03469908	08 August, 2018	-
10.	Mr. Shailendra Raj Mehta	02132246	03 August, 2021	-

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Urmil Ved
Practicing Company Secretary
(ICSI Unique Code I1996GJ080100)
FCS No. 8094, COP No. 2521
Peer Review Cert. No.: 597/2019
ICSI UDIN: F008094D000320912

Date: 14 May, 2022
Place: Gandhinagar

l) Fees paid to Statutory Auditors and network firm/entities

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to B S R & Co. LLP, Statutory Auditors and all entities in the network firm/network entity of which the statutory auditor is a part is as under:

(₹ in Crores)

Fees paid to	Amount
B S R & Co. LLP (includes Audit fee, certification fees and reimbursement of expenses)	3.60
Other network entities	-

m) Disclosure in relation to Sexual Harassment

The disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as under:

Number of complaints filed during the financial year	Nil
Number of complaints disposed of during the financial year	Nil
Number of complaints pending as on end of the financial year	Nil

n) The Company has not issued any shares through preferential allotment or QIP and hence, details of utilisation of funds as specified under Regulations 32 of SEBI (LODR) Regulations, 2015 is not applicable.

o) Disclosure of Loans and advances in the nature of Loans

Neither the Company nor any of its subsidiaries have granted any Loans or advances in the nature of Loans to firms/ companies in which directors are interested in terms of provisions of Section 184 of the Companies Act, 2013.

Report on Corporate Governance

XI. Means of Communication:

a. Financial Results

The Company has furnished Financial Results on a quarterly basis to the Stock Exchanges in the format and within the time period prescribed under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company generally publishes its Quarterly Results in Economic Times – English & Gujarati, Jay Hind-Gujarati and Gandhinagar Samachar - Gujarati.

The results of the Company were displayed on its website **www.kalpatarupower.com.** The official news releases are being placed on Company's website and simultaneously sent to Stock Exchanges where the shares of the Company are listed.

b. News, Release, Presentations etc.

Official news, Press releases, Analyst / Investor presentation, conference call transcript etc. are displayed on the website of the Company **www.kalpatarupower.com**

c. Compliance

The Company has regularly submitted its quarterly compliance report to the Stock Exchanges for compliance of requirements of corporate governance under Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has complied with all the applicable mandatory requirements under various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has obtained a certificate from its Statutory Auditors M/s. B S R & Co. LLP, Chartered Accountants to this effect and the same is annexed to this Report. The Company has also complied with certain non-mandatory requirements prescribed in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 such that the Company has moved to a regime of financial statements with unmodified opinion including Financial Statements for the year ended 31 March, 2022, separate posts of Chairperson and the Managing Director & CEO, Chairperson to be a Non-Executive Director, direct reporting of Internal Auditor to the Audit Committee etc.

d. Website

The Company maintains a website **www.kalpatarupower.com** which depicts detailed information about the business activities of the Company. It contains a separate dedicated section namely "Investors" where all information relevant to members is made available. The achievements and important events taking place in the Company like receipt of major orders are announced through electronic media and posted on the Company's website also. The Company's other press coverage and Analyst / Investor / Corporate presentation is also made available on the website. All the submissions made by the Company to Stock Exchanges are also disclosed on the website of the Company. The Annual Report of the Company is also available on the website of the Company **www.kalpatarupower.com** in a downloadable form.

XII. General Shareholder Information:

- **Annual General Meeting and Record Date**

Date, time and venue of Annual General Meeting	: 04 August, 2022 at 11:00 a.m. IST The Company is conducting meeting through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) pursuant to the MCA circular dated 05 May, 2020, as extended and as such there is no requirement to have a venue for the AGM. For details, please refer to the Notice of this AGM.
Record Date	: 28 July, 2022
Dividend Payment Date	: On or before 02 September, 2022

- **Financial Calendar**

Financial Year	:01 April to 31 March

- **Financial Results:**

First Quarter Results	:by 14 August, 2022
Half Year Results	:by 14 November, 2022
Third Quarter Results	:by 14 February, 2023
Annual Results	:by 30 May, 2023

Report on Corporate Governance

- **Listing**

At present, the equity shares of the Company are listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The Non-Convertible Debentures issued by the Company are listed on BSE Limited.

Name of Stock Exchange	Stock Code	Address
BSE Limited	522287	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001, Maharashtra, India
National Stock Exchange of India Limited	KALPATPOWR	'Exchange Plaza', C-1, Block 'G', Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051, Maharashtra, India

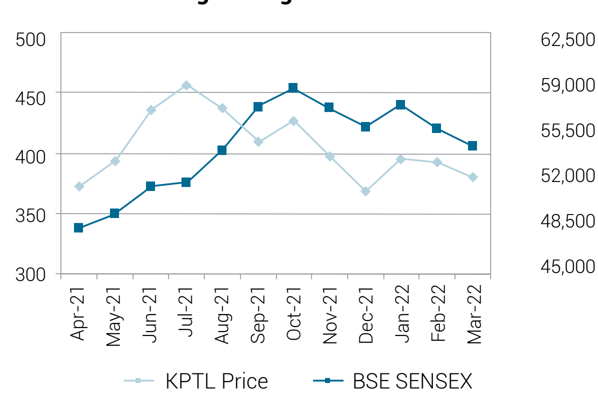
The Company has already paid the listing fees for the year 2022-23 to both the Stock Exchanges.

- **Stock Market Data**

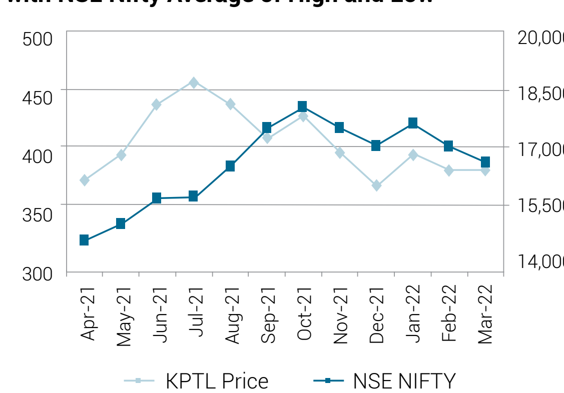
Monthly High and Low price of the Company's shares with a face value of ₹ 2 each for financial year 2021-22 on BSE and NSE are as under:

Month	BSE Limited				National Stock Exchange of India Limited			
	High Share Price ₹	Low Share Price ₹	S&P BSE Sensex during the Month		High Share Price ₹	Low Share Price ₹	Nifty 50 during the Month	
			High	Low			High	Low
Apr-21	406.80	338.00	50,375.77	47,204.50	407.00	336.95	15,044.35	14,151.40
May-21	438.05	348.55	52,013.22	48,028.07	438.60	348.70	15,606.35	14,416.25
Jun-21	460.60	411.65	53,126.73	51,450.58	461.00	411.05	15,915.65	15,450.90
Jul-21	494.10	418.60	53,290.81	51,802.73	494.50	418.50	15,962.25	15,513.45
Aug-21	495.95	379.50	57,625.26	52,804.08	496.00	379.00	17,153.50	15,834.65
Sep-21	433.00	386.00	60,412.32	57,263.90	429.50	386.00	17,947.65	17,055.05
Oct-21	451.95	402.50	62,245.43	58,551.14	452.65	402.00	18,604.45	17,452.90
Nov-21	429.75	365.15	61,036.56	56,382.93	430.00	361.25	18,210.15	16,782.40
Dec-21	396.00	341.80	59,203.37	55,132.68	392.00	342.40	17,639.50	16,410.20
Jan-22	422.00	368.00	61,475.15	56,409.63	417.50	369.25	18,350.95	16,836.80
Feb-22	415.10	370.10	59,618.51	54,383.20	414.95	345.00	17,794.60	16,203.25
Mar-22	403.70	356.05	58,890.92	52,260.82	399.90	360.35	17,559.80	15,671.45

KPTL's Average of High and Low Price Comparison with BSE Sensex Average of High and Low



KPTL's Average of High and Low Price Comparison with NSE Nifty Average of High and Low



Report on Corporate Governance

- **Registrar & Transfer Agent (RTA)**

  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,
  Navrangpura, Ahmedabad – 380009,
  Gujarat, India
  Email: ahmedabad@linkintime.co.in
  Tel. & Fax: 91 79 26465179

- **Share Transfer System**

  As per direction of Securities and Exchange Board of India, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository. This measure has come into effect from 01 April, 2019.

The Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities as per the requirement of Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These certificates have been submitted to the Stock Exchanges.

A Company Secretary-in-Practice carried out an Audit, on quarterly basis, to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited and the total issued & listed capital. The Audit confirms that the total issued / paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form. Such reconciliation of share capital audit report was submitted to Stock Exchanges on quarterly basis.

- **Distribution of Shareholding as on 31 March, 2022**

No. of Shares of ₹ 2 each	Members		No. of Shares Held	
	Number	% of Total	Number	% of Total
Upto 500	60,054	94.78	39,05,517	2.62
501 – 1,000	1,946	3.07	16,32,606	1.10
1,001 – 2,000	642	1.01	9,75,187	0.65
2,001 – 3,000	195	0.31	4,95,650	0.33
3,001 – 4,000	107	0.17	3,97,387	0.27
4,001 – 5,000	73	0.12	3,44,947	0.23
5,001 – 10,000	129	0.20	9,43,208	0.63
10,001 and Above	215	0.34	14,02,14,706	94.17
Total	**63,361**	**100.00**	**14,89,09,208**	**100.00**

- **Shareholding Pattern as on 31 March, 2022**

Sr. No.	Category	No. of Shares held	% of Shares held
A	**Promoter & Promoter Group Holding :**		
1	Promoter	2,43,06,833	16.33
2	Promoter Group	5,24,99,030	35.25
B	**Non Promoters' Holding :**		
1	**Institutions**		
	Mutual Funds	5,09,99,806	34.25
	Alternate Investment Funds	56,734	0.04
	Foreign Portfolio Investor	79,11,123	5.31
	Insurance Companies	22,38,375	1.50
2	**Non-Institutions**		
	Individuals	86,65,569	5.82
	Bodies Corporate	5,79,875	0.39
	NRIs	10,64,801	0.72
	Others	5,87,062	0.39
	Total	**14,89,09,208**	**100%**

**Out of above, Promoters & Promoter group have pledged 3,98,14,470 Equity Shares constituting 51.84% of their holding in the Company and 26.74% of total equity of the Company.*

Report on Corporate Governance

- **Unclaimed Shares**

  There are no unclaimed shares lying with the Company in Demat Suspense account / Unclaimed Suspense account.

- **Dematerialisation of Shares and Liquidity**

  99.73% Shares are in demat form as on 31 March, 2022.

  ISIN No. (For Dematerialised Shares) INE220B01022.

  The shares of the Company are frequently traded on both the stock exchanges and hence the shares of the Company are liquid.

- **Outstanding GDRs/ADRs/Warrants/Convertible Instruments**

  The Company has no GDRs/ADRs/Warrants/ Convertible Instruments outstanding as on 31 March, 2022.

- **Transfer of Unpaid / Unclaimed amounts to Investor Education and Protection Fund (IEPF)**

  Pursuant to provisions of Companies Act, 2013, dividends which remain unclaimed / unpaid over a period of seven years are required to be transferred by the Company to the IEPF constituted by the Central Government.

Following are the details of Dividends paid by the Company and their respective due dates of transfer to the IEPF if they remain unclaimed by the Members.

Dividend for the year	Date of Declaration of Dividend	Last date upto which members are entitled to claim the dividend
2014-15	29 September, 2015	02 November, 2022
Interim Dividend 2015-16	14 March, 2016	14 April, 2023
2016-17	11 August, 2017	13 September, 2024
2017-18	07 August , 2018	08 September, 2025
2018-19	30 July, 2019	29 August, 2026
Interim Dividend 2019-20	04 March, 2020	03 April, 2027
Interim Dividend 2020-21	13 February, 2021	14 March, 2028
2020-21	15 July, 2021	16 August, 2028

During the year under review, the Company has credited unclaimed/unpaid dividend for the year 2013-14 amounting to ₹ 5.15 Lakhs to the Investor Education and Protection Fund (IEPF) pursuant to applicable provisions of Companies Act, 2013.

During the year under review, in accordance with the provisions of Companies Act, 2013 the Company has transferred 15,034 equity shares of ₹ 2/- each, to the credit of IEPF Authority, in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more.

The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31 March, 2022 on the Company's website (**www.kalpatarupower.com**), as also on the website of IEPF Authority (**www.iepf.gov.in**).

- **Debenture Trustees**

8.45% Unsecured Redeemable NCDs of ₹ 33.34 Crores and **8.11% Unsecured Redeemable NCDs of ₹ 50 Crores**	**Zero Coupon Unsecured Taxable Rated Redeemable Non-Convertible Debenture of ₹ 50 Crores**	**6.15% Unsecured, Redeemable, Non-Convertible Debentures of ₹ 200 Crores**
Vistra ITCL (India) Limited The IL&FS Financial Centre, Plot C-22, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051 Tel : + 91 22 2659 3535 Fax : + 91 22 2653 3297 Website: www.vistraitcl.com	Axis Trustee Services Limited The Ruby, 2nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai – 400028 Tel No : +91-22-62260054 Fax : +91-22-43253000 Website: www.axistrustee.com	Beacon Trusteeship Limited 4C & D, Siddhivinayak Chambers, Gandhi Nagar, Opp. MIG Cricket Club, Bandra (East), Mumbai- 400 051 Tel No : +91 9324724944 Website:www.beacontrustee.co.in

Report on Corporate Governance

- **Plant Location**

Main Plant
Plot No.101, Part III, G.I.D.C. Estate,
Sector – 28, Gandhinagar – 382 028
Gujarat, India
Tel. : 079 – 23214000
Fax : 079 – 23211966

2nd Plant at Gandhinagar
Plot No. A-4/1, A-4/2, A-5,
G.I.D.C. Electronic Estate,
Sector – 25,
Gandhinagar – 382 025
Gujarat, India
Tel. : 079–23214400
Fax : 079–23287215

Raipur Plant
Khasra No.1778, 1779
Old Dhamtari Road
Village : Khorpa
Tehsil : Abhanpur
Dist : Raipur – 493 661, Chhattisgarh, India
Tel. : 0771–2772700
Fax : 0771–2446988

Biomass Energy Division (Power Plant)

27BB, Tehsil Padampur
Dist. Sri Ganganagar – 335 041 Rajasthan, India
Tel. : 0154 – 2473725
Fax : 0154 –2473724

Near Village Khatoli
Tehsil Uniara, Dist. Tonk –304 024
Rajasthan, India
Tel.: 01436 – 260665
Fax : 01436 – 260666

R&D Tower Drawing & Design Centre
Plot No.101, Part III,
G.I.D.C. Estate, Sector – 28
GANDHINAGAR – 382 028
Gujarat, India
Tel : 079 – 23214000
Fax : 079 – 23211966

R & D Proto Tower Development & Validation Centre
At Punadara Village – 387610
Near Talod Dam
Taluka – Prantij
Dist. Sabarkatha – 387 610
Gujarat, India
Tel : 02770 – 255414

Registered Office
(Address for Correspondence)
Plot No.101, Part III,
G.I.D.C. Estate, Sector – 28
GANDHINAGAR – 382 028
Gujarat, India
Tel : 079 – 23214000
Fax : 079 – 23211966

Corporate Office
Kalpataru Synergy
7th Floor, Opp. Grand Hyatt Hotel,
Vakola, Santa Cruz (East),
Mumbai – 400 055,
Maharashtra, India
Tel.: 022 – 30645000
Fax: 022 – 30643131

On behalf of the Board of Directors

Mofatraj P. Munot
Chairman
DIN: 00046905

Place: Mumbai
Date : 14 May, 2022

CEO/CFO CERTIFICATE

Board of Directors

Kalpataru Power Transmission Limited

We, Manish Mohnot, Managing Director & CEO and Ram Patodia, Chief Financial Officer, to the best of our knowledge and belief, hereby certify that:

(a) We have reviewed financial statements and the cash flow statement for the year ended 31 March, 2022 and that to the best of our knowledge and belief:

   (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

(b) To the best of our knowledge and belief, no transaction entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the Auditors and the Audit Committee:

   (i) That there is no significant changes in internal control over financial reporting during the year;

   (ii) That there is no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   (iii) That there is no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date : 14 May, 2022

Manish Mohnot
Managing Director & CEO

Ram Patodia
Chief Financial Officer

Independent Auditor's Certificate on Corporate Governance

To the Members of Kalpataru Power Transmission Limited

1. This Certificate is issued in accordance with the terms of our engagement letter dated 21 June 2019 and addendum to the engagement letter dated 12 March 2021.

2. We have examined the compliance of conditions of Corporate Governance by Kalpataru Power Transmission Limited ('the Company'), for the year ended on 31 March 2022, as stipulated in regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), pursuant to the Listing Agreement of the Company with Stock exchanges.

Management's Responsibility for compliance with the conditions of Listing Regulations

3. The compliance of conditions of Corporate Governance as stipulated under Listing Regulation is the responsibility of the management of the Company, including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedure to ensure the compliance with conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2022.

6. We conducted our examination of the above corporate governance compliance by the company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("the ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagement

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Vikas R Kasat
Membership No: 105317
ICAI UDIN: 22105317AIZMGH2165

Place: Mumbai
Date : 14 May, 2022

Business Responsibility Report

Kalpataru Power Transmission Limited ("KPTL" or "the Company") views sustainability as being socially responsible and believes in inclusive growth of all sections of the society. Foundations of economic growth can be strengthened only if the entire society is a part of the growth story. Sustainable growth is embedded in and inseparable part of our culture.

This Business Responsibility Report has been prepared in accordance with Regulation 34(2)(f) of the Securities Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations 2015 and the National Voluntary Guidelines on Social, Environmental & Economic Responsibilities of Business (NVGs) released by Ministry of Corporate Affairs, Government of India. This Report provides a broad overview of the activities carried out by the Company against the nine principles outlined in the NVG.

Section A: General Information about the Company

1. Corporate Identity Number (CIN)	:	L40100GJ1981PLC004281
2. Name of the Company	:	Kalpataru Power Transmission Limited
3. Registered Address	:	Plot No. 101, Part – III, G.I.D.C. Estate, Sector – 28, Gandhinagar – 382028, Gujarat, India
4. Website	:	www.kalpatarupower.com
5. Email ID	:	cs@kalpatarupower.com
6. Financial year reported	:	01 April, 2021 to 31 March, 2022

7. Sector(s) that the Company is engaged in (industrial activity code-wise):

Kalpataru Power Transmission Limited (KPTL) is engaged in the business of power transmission and infrastructure EPC space executing projects that deliver complete solutions covering design, testing, manufacturing, fabrication, erection and construction of transmission lines, oil and gas infrastructure and railways projects on a turnkey basis. The Company is also engaged in High voltage substation business both in air insulated (AIS) and gas insulated (GIS) segment in domestic as well as international markets. The Company has also set up two Biomass power generation plant in Rajasthan.

Industrial Group	Description
251	Manufacture of structural metal products, tanks, reservoirs and steam generators
421	Construction of roads and railways
422	Construction of utility projects
351	Electricity Power Generation, Transmission and Distribution

As per National Industrial Classification – The Ministry of Statistics and Programme Implementation

8. List three key products/services that the Company manufactures/provides (as in balance sheet):

1. Design, Testing, Fabrication and Manufacturing of Transmission Line Towers and erection, procurement and construction of transmission lines and sub-station on a turnkey basis.
2. Railways EPC services for executing civil infrastructure, Bridges, new track laying, Track rehabilitation, Gauge conversion, signaling & telecommunication, over-head electrification, traction sub-station projects for Railways and manufacturing of Railway Structures.
3. EPC contracting services for cross-country pipelines, terminals and gas gathering stations across diverse territories.

9. Total number of locations where business activity is undertaken by the Company:

(a) Number of International Locations (Provide details of major 5)

KPTL is undertaking business activity in about 67 international locations. The major locations include Turkmenistan, Dubai, Saudi, Tanzania & Tajikistan.

Business Responsibility Report

(b) Number of National Locations

KPTL is undertaking business activity in about 150 national locations. The Company's manufacturing plants are situated at Gandhinagar and Raipur.

10. Markets served by the Company: Local/State/National/International: All

Section B: Financial Details of the Company

1.	**Paid up capital (INR)**	:	₹ 29.78 Crores
2.	**Total turnover (INR)**	:	₹ 7,061.80 Crores
3.	**Total profit after taxes (INR)**	:	₹ 515.36 Crores
4.	**Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax:**	:	1.53% (including amount deposited in a separate bank account for incurring on multi year projects)

5. List of activities in which expenditure in 4 above has been incurred:

The Company undertook various activities during the year under review in line with its CSR Policy and as prescribed in Schedule VII to the Companies Act, 2013. It has various long term multiyear as well as short term projects and programs under its CSR Policy. KPTL focuses not just on developing the communities around Plant locations but also the various sites that are in remote locations across the country, thereby leaving social footprints behind. Our focus areas are Healthcare, Education, Skilling/livelihood, disaster relief and Community Development that includes Animal Welfare, WaSH and other need based interventions.

For detailed information regarding CSR Activities of the Company, you may refer ***Annexure A*** to Directors' Report.

Section C: Other Details

1. Does the Company have any subsidiary company/companies?

Yes, the Company has 27 subsidiary companies (including step-down subsidiaries) in India and abroad as on 31 March, 2022.

2. Do the subsidiary company/companies participate in the Business Responsibility (BR) initiatives of the parent Company? If yes, then indicate the number of such subsidiary company(s).

The subsidiaries have their own BR initiatives which are influenced by the Company. The Company encourages all its subsidiary companies to participate in group wide BR initiatives to the extent that they are material in relation to the business activities of the subsidiaries. In addition, JMC Projects (India) Limited, Listed subsidiary of the Company has its own Business Responsibility initiatives which are reported in its Business Responsibility Report as a part of Annual Report.

3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]

Yes. KPTL engages with relevant Stakeholders for sustainability initiatives. The suppliers, contractors and Vendors are sensitised on Sustainability through various KPTL Policies and Programs. KPTL actively engages with several stakeholders' like local communities, government and other entities in the value chain and promote BR initiatives in its value chain. At present, the number of entities, which directly participate in the BR initiatives, would be less than 30%. With respect to ethical and non-corrupt practices, almost all of KPTL's vendors and contractors confirm to the adoption of KPTL principles.

Business Responsibility Report

Section D: BR Information

1. Details of Director/Directors responsible for BR:

a) Details of the Director/Directors responsible for implementation of the BR policy/ policies:

DIN Number	: 01229696
Name	: Mr. Manish Mohnot
Designation	: Managing Director & CEO

b) Details of the BR head:

Name	: Mr. Ram Patodia
Designation	: Chief Financial Officer
Telephone Number	+91 22 3064 5000
Email ID	: ram.patodia@kalpatarupower.com

2. Principle-wise (as per NVGs) BR Policy/policies

(a) Details of Compliance (Reply in Y/N)

Sr. No.	Questions	Ethics, Transparency and Accountability	Sustainable & safe Goods and Services	Well-being of all employees	Interests of disadvantaged and marginalised Stakeholders	Promote human rights	Protection of Environment	Policy Advocacy	Inclusive growth and equitable development	Provide value to their customers and consumers
		P1	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**
1	Do you have policy/policies for....	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national/ international standards? If yes, specify?	All the policies are compliant of respective principles of NVG guidelines, the Companies Act, 2013 and confirm to International standards of ISO 9001, ISO 14001, ISO 45001 and ISO 37001 as applicable to respective policies.								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/CEO/appropriate Board Director?	Y	-	Y	Y	Y	-	Y	Y	-
5	Does the Company have a specified committee of the Board/Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	All the policies except HR Policies can be viewed at www.kalpatarupower.com. HR Policies are restricted to employees of the Company and uploaded on the Company's Intranet								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies have been communicated to key internal Stakeholders. Further, respective policies, as applicable has also been communicated to external stakeholders. The communication is an ongoing process to cover all internal and external stakeholders.								

Business Responsibility Report

Sr. No.	Questions	Ethics, Transparency and Accountability	Sustainable & safe Goods and Services	Well-being of all employees	Interests of disadvantaged and marginalised Stakeholders	Promote human rights	Protection of Environment	Policy Advocacy	Inclusive growth and equitable development	Provide value to their customers and consumers
		P1	P2	P3	P4	P5	P6	P7	P8	P9
8	Does the Company have in-house structure to implement the policy/policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	-	Y	-	Y	Y

(b) If answer to Sr. No. 1 against any principle, is 'No', please explain why : (Tick up to 2 options)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The Company has not understood the principle	Not Applicable								
2	The Company is not at stage where it finds itself in a position to formulate and implement the policies on specified principle									
3	The Company does not have financial or manpower resources available for the task									
4	It is planned to be done within next six month									
5	It is planned to be done within next one year									
6	Any other reason (please specify)									

3. **Governance related to BR:**

(i) **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.**

The Company's Business Responsibility performance is assessed annually.

(ii) **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

KPTL published a separate Sustainability report for the financial year FY 2020-21 published during Q4 (January – March) of FY 2021-22. This report comprises the Company's 6th Business Responsibility Report as per the NVGs and as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is published as a part of Annual Report. The Company publishes BR Report annually.

This report also includes an Integrated Annual Report, to showcase company performance under Environmental, Social and Governance initiatives using the <IR> framework.

Business Responsibility Report

The Hyperlink for viewing this report is www.kalpatarupower.com.

Section E: Principle-wise Performance

Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability

1. **Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/No. Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/ Others?**

   At KPTL, a value system has been built that serves as a moral compass which guides the Company and its stakeholders in their business practices. It is the KPTL's Policy to conduct all its business activities with honesty, integrity and highest ethical standards. KPTL has adopted Code of Conduct ("KCoC") and framed Anti Bribery and Anti Corruption policy to remain consistently vigilant and ensure ethical conduct of its operations. KPTL is an ISO 37001:2016 certified organisation. ISO 37001:2016 specifies requirements and provides guidance for establishing, implementing, maintaining, reviewing and improving an anti-bribery management system. It is a benchmark for corporate compliance program with focus on anti-bribery and anti-corruption practices and is the new international standard designed to help organisations implement an anti-bribery management system.

   The Anti Bribery and Anti Corruption Policy is extended to the KPTL workforce, subsidiaries, joint ventures, Suppliers, Contractors and NGO's working with KPTL and all other individuals or entities with which KPTL deals or enters into Transactions in India or abroad.

2. **How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

   The Company strongly emphasises on adherence of Business Ethics by all its stakeholders and during the year under review, the Company received five complaints from its investors and shareholders and all of them were satisfactorily resolved. Further, a vigilance mechanism is in place for Directors, employees and third parties to report their concerns about actual or suspected fraud, unethical behavior or violation of the Company's ethics and Code of Conduct. This is ensured through the Whistle-Blower policy. During the year under review, no complaint was received under Whistle-Blower policy.

Principle 2: Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. **List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities. For each such product, provide the following details in respect of resource use (energy, water, raw material etc) per unit of product (optional):**

   I. Reduction during sourcing/production/distribution achieved since the previous year through the value chain?

   II. Reduction during usage by consumers (energy, water) achieved since the previous year?

   At KPTL, its management ensures that environment, health and safety aspects are taken into consideration at the inception stage itself, while manufacturing products or providing services to customers.

   The state-of-the-art manufacturing facilities deploy leading manufacturing practices to ensure continuous reduction in consumption of energy and resources. A new project was implemented this fiscal to re-design the raw material and finished goods yard layout by combining them to reduce the movement of the mobile cranes and transportation trailers being used for material handling. Further KPTL employed a Gasoline Management System that includes RFID tags in fuel tanks to prevent leakage during refilling and to automatically record refill data in the system for better monitoring and management across sites. The Company has introduced individual oil chillers & oil coolers for CNC machines against old cooling towers, which will enhance Hydraulic Oil life with less machine maintenance and also save litres of water every day. At Raipur Plant, KPTL introduced Encapsulated Pickling rooms to reduce energy consumption. Earlier electrical load of Scrubber with Open area was 110 Kw which after installation of Encapsulated pickling rooms reduced to 75 Kw. The Company has replaced mechanical loading and unloading governor in air compressors with Electrical pressure switch. This

Business Responsibility Report

will save electrical energy of compressor motor in no load condition and reduce carbon emission. For angle bending operation, KPTL switched to Induction heating as against Light Diesel Oil (LDO). Induction heating is fast, precise, clean and energy efficient. The Company introduced Drying/preheating oven with indirect hot air heating through thermal recovery from galvanising furnace flue gas which leads to reduced energy consumption during galvanising process. The Company is continuously working for improving energy efficiency either through improved operations or through adoption of better technologies.

KPTL executes Transmission Line Projects globally on EPC basis which requires the Company to carry out range of Project execution activities like Bush clearing and Construction of Access Roads, Soil investigation, Foundation work including Pile, Earthing, Erection of Tower, Stringing of Conductor & OPGW etc. Transportation of materials for the above is done across the Globe. Hence, it becomes imperative on part of the Company to ensure protection of environmental, biophysical, cultural archaeological and socio-economic values within the project area as well as in the Manufacturing Units. To achieve this, on a case to case basis, the Company adheres to a Generic as well as detailed site specific Environmental and Social Management Plan to avoid, minimise and mitigate any construction/Manufacturing effects on the environment and surrounding communities. Through this plan, KPTL monitors to maintain Air Quality, Water Quality, Soils Disturbance, Terrestrial Vegetation, Avian Wild Life, Noise level, Quality of Life of surrounding community including Flora and Fauna etc. Construction/Manufacturing waste are disposed-off in accordance with the approved environment plan for the project. Furthermore, in addition to Environment & Social Impact Assessment (ESIA) Study carried out by Clients, KPTL also carries out the same as per requirement. As an EPC contractor, during the project execution, KPTL ensures strict compliances to ESIA guidelines as per the norms.

The Company is also engaged in the business of EPC contracting services for laying Oil and Gas pipelines. Cross-country Pipeline Engineering incorporates both social & environmental concerns while designing the yield/tensile strength, depth/cover and wall thickness of pipes. The potential environmental and social risks related to project execution are identified through ESIA conducted before commencing onsite work. Pipeline route selection also incorporates both social as well as environmental concerns to ensure that local population gets employment opportunities while safe distance is maintained and necessary equipment & techniques are used to minimise dust and noise pollution during construction. We use a recycling unit while Horizontal Directional Drilling (HDD) to reduce consumption and wastage of bentonite mud, hence ensuring less environmental impact on land. Despite approvals for open-cut methodology, we adopt the trenchless method while crossing roads during pipeline installation. This minimises social impact by avoiding road damage and traffic diversions. We promote minimal usage of corrosion inhibitor chemical during hydrotest activity to reduce environmental impact during discharge.

Rail electrification is an important part for De-carbonization. Electric trains generally perform better than equivalent diesel vehicles and contribute in pollution free atmosphere and reduced noise and air pollution. In FY 2021-22, KPTL has done electrification work for almost 1,800 track km helping Indian Railways get rid from Fossil Fuel use.

The Company also has two dedicated Biomass power generation plants of 7.8 and 8.0 MW respectively which generate carbon neutral renewable form of energy which in its entirety contribute positively to a greener environment by converting waste materials into clean energy and Carbon Emission reductions. This plants use agriculture waste and crop residues as inputs and generate power. Both the plants are registered with UNFCCC and have achieved Gold Standard Certification. At both the plants, our activities are aimed towards minimum Auxiliary Consumption, Minimum Water Consumption and minimum raw material consumption per unit of power generation.

2. **Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**

Business Responsibility Report

The Company has laid adequate emphasis on sustainable sourcing practices such as consolidation of requirement, coordination with planning team to reduce material wastage, optimise inventory, maximise equipment efficiency and manage the life cycle cost of procured items. These steps are reinforced in the supply chain processes right from requirement gathering, vendor development, RFQ management, value engineering, awarding of the order, successful order execution, and a periodic vendor evaluation mechanism. The Company also conforms to responsible sourcing with respect to emissions, safety, human rights and ethics, apart from the economic considerations as part of the sourcing procedure. The major suppliers of the Company have obtained national and international certifications with respect to environment management systems etc. Conformance to labour principles and related laws are mandatory qualification requirements for all supply and services.

3. **Has the Company undertaken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve the capacity and capability of local and small vendors?**

Yes, a number of items for projects and Plant are sourced from local and small producers surrounding the place of work. KPTL's ambition is to create more societal value through creating more and more opportunities – directly and indirectly for local and small producers.

At manufacturing plants, MSME vendors are supported with business volume, are assisted on Quality and process improvement set up by our QC team to minimise rejections, are encouraged and guided to upgrade technology and productivity for scope enhancement, and are supported with timely payment thereby making them real partners in our growth journey. KPTL promotes small fabricators to work inside the plant under supervision of its engineers. Regular audits are also conducted to ensure sustenance of product quality standards. We also employ people from surrounding communities to improve their skills, livelihood & involvement in nation building. We focus on working in collaboration with local communities by respecting their customs and traditions. Our holistic stakeholder engagements result in unlocking synergies with the local communities and administration.

With similar mindset. across our project sites, special emphasis is given to employ people from surrounding communities, including Project Affected Persons (PAPs), in project construction activities. Regular trainings are imparted to the locally hired personnel to make them self-sufficient for future projects and operations & maintenance. We also conduct periodical Health Check-ups and various awareness programs on Health, Safety and Environment to educate the locals. Furthermore, various equipment's, transportation vehicles etc. are hired locally to ensure income generation opportunities for surrounding communities. At pipeline projects, KPTL engages with local markets to cater its non-critical requirements viz. structural steel, wood, consumables, office set up, yard set up etc. It engages with small vendors for various works of field viz. HDD and boring works for small crossings, concrete coating, civil work, painting work etc. wherein they can invest in small equipment, earn a livelihood and poise for growth in upcoming projects in near vicinity or surrounding states of their geography. For Civil and Erection work in Railway projects, we are developing new vendors focussed at establishing a good competitive market while also creating new employment opportunities.

The Biomass power generation plants procure the bio waste from surrounding Farmers, thereby leading to economic upliftment of local community. Further, a lot number of local workers get employment benefit in relation to logistics of the Biomass. More than 3,700 farmers and more than 12,000 logistics workers were benefitted from additional income, created by Biomass power generation plants by purchasing their bio wastes every year.

Being an EPC Company, project procurement involves Technology Oriented supplies which have to be sourced from client approved vendors, majority of which are not located near place of work of the Company. However, KPTL keeps venturing with new Vendors, taking their services while also representing them for client approval, thereby enabling them to participate in the nation's growth journey.

Business Responsibility Report

4. Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste? (Separately as < 5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

Reduce, Reuse and Recycle is the way to drive optimal resource efficiently. The Company has a "Focus" strategy for continual reduction of natural resources usage, recycling the waste and ensure embedding sustainability across the value chain.

a) STP Plant has been setup for treating sewage water and using it in gardening.

b) ETP Plant has been setup with neutralising process to Treat diluted acid and use it for Gardening.

c) Fumes generated post processes discharged through properly monitored extracting and scrubbing system to ensure minimal environmental impact while ensuring adherence with all statutory norms.

d) The Company recycles 100 percent of the water used as either a process or rainwater harvesting and does not discharge any water.

e) Further waste water generated at Biomass plants is treated in ETP and then re-used in ash quenching and dust suppression.

f) In-process consumables, majorly steel wire is reused before it loses its strength; hence minimising the material consumption.

g) Molten Zinc recovery plant used for recovering the zinc from the hazardous waste as Zinc Oxide resulting into improving the yield of Zinc & reduce the quantity of hazardous waste.

h) The Metal scrap from the manufacturing plants sold to authorise vendor to recycle the waste to use again as raw material.

i) Zinc Ash/Dross sent to authorised recycler for further use in their processes.

j) Lean Manufacturing:

   a. Continuous improvement in Yield resulting into reduction in wastages of Natural Resources like Steel/Zinc/Copper.

k) Re-layout to reduce minimum transportation of material in manufacturing.Bed Ash and Fly Ash generated from burning Agriculture waste at Biomass power plant is used for manure additives in the fields & for land filling and in Cement industries respectively.

Our products are 'engineered to order' based on specific customer requirements, limiting the scope for material recycling. The Company complies with all applicable regulatory requirements pertaining to waste disposal as prescribed by the regulatory agencies.

Principle 3: Business should promote the wellbeing of all employees

1. Please indicate total number of employees:

The Company has a total of 3,072 employees as on 31 March, 2022.

2. Please indicate total number of employees hired on temporary/contractual/casual basis:

The Company has a total of 10,177 employees hired on temporary/contractual/casual basis as on 31 March, 2022.

3. Please indicate the number of permanent women employees:

The Company has 95 permanent women employees as on 31 March, 2022.

4. Please indicate the number of permanent employees with disabilities:

The Company has 11 permanent employees with disabilities as on 31 March, 2022.

5. Do you have an employee association that is recognised by the Management?

No, there is no employee association which is recognised by the management of the Company.

6. What percentage of permanent employees are members of this recognised employee association?

Not Applicable

Business Responsibility Report

7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and those pending as on the end of the financial year.

Sr. No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1.	Child labor/forced labor/involuntary labor	0	0
2.	Sexual harassment	0	0
3.	Discriminatory employment	0	0

8. What percentage of under mentioned employees were given safety and skill up-gradation training in the last year?

(a) Permanent employees

(b) Permanent women employees

(c) Causal/subcontracted employees

(d) Employees with disabilities.

KPTL's in house Learning Centre **"Kalpa-Vriksha Learning Centre"** with state-of-the-art facilities has been our lighthouse in skilling and preparing our teams for future requirements. With the launch of various leadership development and functional/technical skill building initiatives, KPTL is continuously preparing for the future in addition to nominating senior leaders and key role holders to leadership development programs at IIM, ISB, Harvard etc.

To provide learning platform to employees on their desk **("LMS")**, an e-learning platform is created and made available. Various new Technical & Behavioural modules have been added to the well-stocked repository of tools already available on LMS. Further LMS learning is extended through mobile Application, where employee can learn and avail benefits of various training programs uploaded in LMS through Mobile, TAB and PAD.

Please refer to the Human Capital section on page 56 of this report.

The employees and labourers of the Company were also imparted various types of Safety awareness trainings like:

- Safety while working with earth moving equipment
- Behavior based safety
- Work at Height & Fall protection
- Environment Aspect and Impact Studies
- Excavation safety
- Fire Prevention and Fire Fighting Training
- Defensive driving
- Material handling
- Emergency Preparedness/Disaster Management
- Railway track Safety
- OHE Work Safety
- Transmission line Erection safety
- Transmission line Stringing Safety
- Hot work safety (Welding work/Gas cutting work Grinding Work)
- Electrical safety
- First Aid
- Risk Management and Control at Workplace

KPTL has also setup a safety park for their employees and workers. It is conceptually designed to suit the safe work culture and its global approach towards occupational, Health and safety to develop the aspirants who could translate their potential power of knowledge into actual practice.

During FY 2021-22, 100% of permanent employees including permanent women employees and employees with disabilities and 100% of Casual/Subcontracted employees were imparted safety trainings on continuous basis.

The efforts of the Company towards skill upgradation of its employees and overall safety culture was recognised and Company was conferred upon with various Awards in this regards, details of which are provided in Director's Report.

Business Responsibility Report

Principle 4: Business should respect the interest of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised

1. Has the Company mapped its internal and external stakeholders? Yes/No

Yes, the Company had already mapped its internal and external stakeholders along with vulnerable, marginalised and disadvantaged stakeholders. In order to further engage more effectively with such stakeholders, during the year under review, the Company has deepen the engagement through One to One discussion/Online survey to obtain feedback on their expectations from the Company. This enables KPTL to understand that its stakeholder's comprise a large and mixed community with varied expectations and KPTL always strives to match their expectations to foster strong relationships with them. We conduct business professionally to create value for all stakeholders ensuring that we are a responsible partner that serves the wider interests of society.

For details regarding the key categories of stakeholders and the medium through which KPTL engages with them, please refer to the Stakeholder Engagement section on page 32 of this report.

2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalised stakeholders?

Yes. The Company acknowledges that it is very important to engage proactively with marginalised stakeholders to demonstrate a sincere commitment as it can take a long time to build trust with these stakeholders. The Company runs specific programs under Corporate Social Responsibility (CSR) umbrella focused on benefitting the disadvantaged, vulnerable and marginalised communities.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders? If so, provide details thereof, in about 50 words or so

Yes, the CSR initiatives of our Company are aimed towards socially and economically empowering the lesser privileged sections of the society. Few such activities are listed below:

Disadvantaged, marginalised and lesser privileged Beneficiaries	Initiatives/Projects
Lesser privileged sections of society (both at urban and rural locations)	- State-of-the-art MRI machine is set up for catering to lesser privileged communities in Gandhinagar, Gujarat on a subsidised rate Running of dispensary (Kalpa Seva Aarogya Kendra) with visiting Specialists. - Expansion of existing hospital infrastructure - Providing Free Cataract surgeries; Early detection of Cancer in children - Interventions to combat COVID-19, by way of conducting vaccination programs, setting up of COVID facility for children, distribution of dry ration to the needy
Youth and women from less privileged sections	Employment linked and industry specific trainings like General Duty Assistants, Retail, Data Entry Operators, Welders, Electricians, etc.
Local Communities in rural areas	Construction and renovation of burial grounds and Dasgatra Sheds
Elderly Care	Support towards construction of additional rooms in elderly care home
Children with Special Needs	Providing Equipment and other infrastructure support towards the uplifment of these institutes
Patients' suffering from Parkinsons	Rehabilitation sessions conducted for caregivers and patients' suffering from Parkinsons

An Annual Report on such activities carried out by the Company for well-being of community at large is annexed as ***Annexure A*** to the Director's Report.

Business Responsibility Report

Principle 5: Business should respect and promote human rights

1. **Does the Company's policy on human rights cover only the Company or extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/others?**

   KPTL is committed for 'Protection of Human Rights' across its value chain including of its employees, workers, and other key stakeholders involved in its operations and has established system and practices for maintaining transparency, fairness and equity. KPTL's Corporate Human Rights Policy specifies guidelines, which the parties should observe while doing business with KPTL like comply and adhere to all the applicable human rights laws and national laws, avoid human rights abuses, respect the rights of people in communities impacted by the business activities, Treat everyone fairly and without discrimination etc. The Corporate Human Rights Policy extends to subsidiaries and Joint Ventures of KPTL and Suppliers, Vendors, Contractors etc. of KPTL.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the Management?**

   The Company has not received any stakeholder complaints in the past financial year.

Principle 6: Business should respect, protect, and make effort to restore the environment

1. **Does the policy pertaining to this Principle cover only the Company or extends to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/others?**

   KPTL, Environmental, Occupational Health & Safety (EOHS) Policy is a testimony to the utmost commitment towards Environment, Health & Safety concerns throughout the organisation operations and processes. KPTL is committed towards improving its environmental footprint through conservation of natural resources, proactive environmental initiatives and minimising potential harmful environmental effects resulting from its manufacturing and construction activities. KPTL EOHS policy is committed to protect our environment and prevention of injury & ill occupational health of all employees, workers and their representative, including but not limited to, contractor and its staff. The EOHS Policy guides the Company to consolidate and improve environmental performance through formulation and implementation of environment protection procedures and practices in its Operations. Environment protection and the conservation of natural resources are part of KPTL's business philosophy. A separate Code of Conduct has been extended to vendors and service providers, which covers the need for compliance with environmental regulations, health and safety.

2. **Does the Company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.**

   Yes, as a responsible Company, KPTL tracks and carries out initiatives to address global long-term challenges such as climate change and diminishing resources in a socially, ecologically and economically responsible manner. The Company has and is further developing internal capabilities to track of all the developments in national and global Environmental, Social and Governance (ESG) and aims to align with the global best practices.

   The Company is monitoring its Carbon emissions and is planning and implementing mitigation measures to reduce its Scope 1 & Scope 2 emissions. The Company is continuously improving its energy mix through increasing its renewable energy consumption. The Company's automation drive embodies environmental issues in its considerations. KPTL has reduced carbon emission by reduction in Diesel consumption through strategic re-location of raw material yard at one place and reduced material handling of Mobile crane and Transportation of trailers. The Company invested and deployed special fuel-efficient excavators, which consume about 20% less fuel than conventional excavators. We have replaced Light Diesel Oil (LDO) with alternate fuel LPG and are also undertaking electrification of our fossil fuel combustion based operations.

   The Company is maximising its rainwater harvesting to reduce the consumption of fresh water in its operation. We have created artificial ponds along with several rainwater harvesting structures like tubes and pits to conserve rainwater during rainy period across our plants. The water holding capacity of the ponds and

Business Responsibility Report

have now reached approx.1,00,000 liters. This will help us harvest about 15,000 liters of water per hour during rainy season.

Waste water is managed with Effluent Treatment Plants and Sewage treatment plants and the treated water is used for plantation, gardening, toilet flushing purposes. Waste management at our plants is taken care by minimising waste the optimal material use and process honing. The recyclable waste generated is recycled to the maximum extent and efforts are underway to recycle the municipal waste generated through composting for using at our plantations and thus avoiding landfilling.

The management system of all our manufacturing plants are ISO 14001:2015 certified which provides reasonable assurance that the outputs from the system will have minimal negative environmental impact and improved environmental performance due to resource efficiency, reduction in wastage and assurance that environmental impact is measured and mitigated appropriately.

Further, in order to contribute to sustainable development and renewable energy, the Company has two Biomass power generation plants and both the plants have been registered with UNFCC under the Clean Development mechanism and both the projects has contributed to a great extent over years in reducing carbon intensity of emissions and have earned Gold Standard Certifications.

Please refer to the Natural Capital section on page 74 of this report.

3. Does the Company identify and assess potential environmental risks? Y/N

Yes, the Company, in its different businesses, does identify and assess potential environmental risks and adopts a formal approach to mitigate and minimise any potential damage to the environment viz. in Transmission Line business funded by multilateral funding agencies and export credit agencies, Environment & Social Impact Assessment (ESIA) Study is carried out by KPTL clients prior to floating tenders. The scope of ESIA is to identify, evaluate & report the environmental and socio-economic effects of the project. The process includes identification of mitigative measures, that will be used to reduce or eliminate potential adverse effects, where appropriate. KPTL ensures that Mitigative measures are implemented during the course of project construction under the supervision of competent authority from the government. The authority provides required certification for operation of the project, upon satisfactory implementation & compliances of mitigative measures. In certain contracts, KPTL itself conducts ESIA study.

4. Does the Company have any project related to Clean Development Mechanism (CDM)? If so provide details thereof, in about 50 words or so. Also, If Yes, whether any environmental compliance report is filed?

Yes, the Company has two projects registered as Clean Development Mechanism (CDM) projects under United Nations Framework Convention on Climate Change (UNFCCC), the details of which are as under:

(a) Biomass Power Generation Project at Ganganagar, Rajasthan registered under fixed crediting period (10 Years) from 01 August, 2003 to 31 July, 2013. The project Registration Number is 0058. The link of the project at UNFCCC is **https://cdm.unfccc.int/Projects/DB/TUEV-SUED1112801052.32/view**. The total number of Carbon Emission Reductions approved by UNFCCC during aforesaid 10 years' period were 339755/t CERs. Further, since the fixed crediting period has expired, the Company is exploring other avenues for offsetting Carbon credits generated at Ganganagar plant in the International market.

(b) Biomass Plant Project at Tonk registered under renewable crediting period (7 years x 3). First crediting period was 07 October, 2008 to 06 October, 2015. The project registration number is 1774. The second crediting period is 07 October, 2015 to 06 October, 2022. The link of the project at UNFCCC is https://cdm.unfccc.int/Projects/DB/TUEV-SUED1207570579.37/view The total number of Carbon Emission Reductions approved by UNFCCC during said first 7 years period were 276281/t CERs. In the Second Crediting Period the number of Carbon Emission Reduction approved by UNFCCC during 07 October, 2015 to 31 March, 2017 were 57229/t CERs. For the period of 01 April, 2017 to 30 September, 2018, Gold Standard

Business Responsibility Report

Organisation labeled the 68627/t CERs. For the next period of 01October, 2018 to 31 December, 2019, the number of Carbon Emission Reduction approved by UNFCCC were 63157/t CERs. The verification process for 54975/t CERs for the period 01 January, 2020 to 31 December, 2020 is under process.

Both the above projects have achieved Gold Standard Certification. Gold Standard is the only premium quality standard for carbon emission reduction projects with added sustainable development benefits and guaranteed environmental integrity.

Periodical Compliance Reports, as applicable are submitted to CPCB and SPCB from time to time.

5. **Has the Company undertaken any other initiatives on - clean technology, energy efficiency, renewable energy etc.? Y/N. If yes, provide hyperlink to web page etc.**

The Company has a 350 KW roof top solar plant at Gandhinagar factory (Main Plant) which has generated ~2.9 lakh units equivalent to CO2 reduction of about 238 Ton in FY 2021-22. The Company also has four windmills installed to generate renewable energy for captive consumption. In FY 2021-22, the four windmills generated renewable energy of more than 11 Lakhs units, which has led to reduction in Co2 emissions of about 1,077 Ton in FY 2021-22. The Company is continuously working for improving energy efficiency either through improved operations or through adoption of better technologies.

The Company is focused on maximising energy-efficiency and reducing greenhouse gas (GHG) emission intensity. At various office locations and manufacturing locations, the Company on continuous basis is replacing conventional light fittings with energy efficient LED Lights. We have also replaced Light Diesel Oil (LDO) with alternate fuel LPG. Company is also undertaking electrification of its fossil fuel combustion based operations.

Please refer ***Annexure D*** to Director's Report and Natural Capital section on page 128 and 74 respectively, for further details of steps taken by the Company for Conservation of energy.

6. **Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

Yes, the emissions/waste generated are within the permissible limits given by CPCB/SPCB.

7. **Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as of end of financial year.**

There are no show cause/legal notices received from CPCB/SPCB which are pending as of end of financial year.

Principle 7: Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. **Is your Company a member of any trade and chambers of association? If yes, name only those major ones that your business deals with.**

Yes, the Company is a member of the following key associations:

- Confederation of Indian Industry
- Federation of Indian Chamber of Commerce and Industry
- The Associated Chambers of Commerce and Industry of India
- Indian Electrical & Electronics Manufacturers' Association (IEEMA)
- Gujarat Chamber of Commerce and Industry
- Project Exports Promotion Council of India
- EEPC India
- International Pipeline & Offshore Contractors Association
- Cable and Conductors Manufacturers Association of India
- Central Board of Irrigation & Power (CBIP)

2. **Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; If yes specify the broad areas (Governance and Administration, Economic Reform, Inclusive Development Polices, Energy security, Water, Food Security, Sustainable Business Principles, Others):**

Business Responsibility Report

KPTL doesn't engage in any form of lobbying activities. However, it actively works for improvement of public good and therefore engages with business forums and trade associations. KPTL's Senior executives are active members of industry bodies that participate in the development of public policy that addresses issues affecting industry, business and clients. Advocacy policy is in place to ensure that advocacy positions are consistent with the principles and core elements contained in "Our Values" of the Company and various policies of the Company, which enhances business responsibility and transparency.

KPTL is broadly involved in Governance and Administration, Economic Reform and Energy security areas for advocating public good.

Principle 8: Business should support inclusive growth and equitable development

1. Does the Company have specified programme/initiatives/ projects in pursuit of the policy related to principle 8? If yes details thereof.

Yes, currently the Company runs below CSR Projects under its Corporate Social Responsibility Policy.

CSR PROJECT NAME	PROJECT ACTIVITIES
Kalpa-aRogya SEva (KARE)	The project aims towards providing services to the needy poor in the area of preventive, promotive and curative healthcare. Three dispensaries are run for the urban and rural needy patients. It includes running a state-of-the-art MRI centre with specialised doctors visiting it daily. The outreach camps and rehabilitation centres supported cater to people suffering from Parkinsons and cataract. The project also supports early detection of cancer in pediatric cases.
Kalpa Aapada Seva	As the name suggests, the project focuses on providing relief and rehabilitation though multitude of activities during any disaster. The past two years have witnessed the impact of COVID-19 pandemic on the lives of the lesser privileged. The project focused on providing preventive healthcare initiatives besides helping the needy communities through distribution of dry ration.
Kalpa Vidhya Kalpa Kaushal (KVKK)	With better education in the formative years to providing the right kind of skills that are linked to employability is the focus of this project. A better infrastructure by creating additional rooms, setting up of innovative learning models like Mini Science Labs and Digital solutions in classrooms have helped the children in government schools to bridge the learning gaps as a result of the pandemic. Special interventions are planned for children with special needs by way of creating infrastructure and donating equipment for better learning outcomes. The Skilling initiative focuses on giving youth and women an opportunity to become socially and economically empowered. The project focuses on supporting Apprentices training as well as vocational skills.
Kalpa Gramodaya	The project focuses on providing need based rural interventions focusing on creating infrastructure for the community. This entails refurbishment of burial grounds, constructing community halls amongst others. The project also focuses on promoting health and hygiene practices amongst school children with a focus on providing water filters, refurbishing handwash stations and drinking water stations.
SAVe our envIrOnment save oUR animals (Project SAVIOUR)	Animals are an integral part of our society. Just like humans, animals do need support and protection. As a part of this project, special interventions are supported by KPTL for protection of animals and their rights. This is done through providing support towards shelter and other welfare activities
Other Projects	Need based interventions are taken up near the Plant locations. This year the focus was on enhancing and providing additional infrastructure for the elderly. The additional construction in an elderly care home will help providing for safe shelter to the needy population.

Business Responsibility Report

2. **Are the programmes/projects undertaken through in-house team/own foundation/external NGO/Govt. structure/any other organisation?**

   The Company believes in a partnership approach thereby leading to impactful work and larger outreach. Majorly the CSR activities are implemented through Kalpataru Foundation and Kalpataru Welfare Trust. These are not-for-profit organisations established by KPTL. There are certain projects that are undertaken by the Company directly.

3. **Have you done any impact assessment of your initiative?**

   The Company receives project outcome reports for the initiatives that are supported through not-for-profit organisations. There is a continuous assessment of on ground activities through regular monitoring visits and mechanisms.

4. **What is the Company's direct monetary contribution to community development projects - Amount in INR and the details of projects undertaken?**

   The Company's direct monetary contribution to community development projects in FY 2021-22 was ₹ 787.87 Lakhs (including funds parked for Ongoing projects). An Annual Report on details of projects undertaken as CSR activities is annexed as ***Annexure A*** to the Director's Report.

5. **Have you taken steps to ensure that community development initiative is successfully adopted by the community? Please explain in 50 words or so.**

   The Company believes that involving the community in any social project is the key to attaining long term impact sustainable impact. The projects are selected through a bottoms-up approach. This results in larger community engagement, participation and better utilisation of resources being deployed. The involvement of community is sought in every stage of project implementation. This ensures high participation and ownership of the project. This participatory process has helped us build and co-create some replicable project models. Most of the projects that are implemented on ground are through Non-government/not-for-profit organisations that have several years of experience of working in the communities with different kind of stakeholders.

Principle 9: Business should engage with and provide value to their customers and consumers in a responsible manner

1. **What Percentage of customer complaints/consumer cases are pending as on the end of financial year FY 2021-22?**

   There are no customer complaints/consumer cases pending as of end of financial year FY 2021-22. Also, the Company is not providing/selling its services/products to end consumers. The product and services supplied/provided by KPTL are generally industrial inputs which are used for commercial purposes and not by end consumers.

2. **Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks (additional information)**

   The Towers manufactured by KPTL carry adequate labelling and codes thereby providing adequate information to Clients. The Company also displays Client specified information viz. Client name, project name for which the Tower is being supplied etc.

3. **Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as of end of Financial year? If so, provide details thereof, in about 50 words or so**

   There are no cases filed against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years.

4. **Did your company carry out any consumer survey/ consumer satisfaction trends?**

   Customer Centricity and Quality are the core values of KPTL, which are integrated into DNA of KPTL. KPTL is committed to provide products and services which consistently comply with agreed specifications and contractual requirements and in a manner that results in high degree of customer satisfaction. Various Clients and customers of the Company has repeatedly recognised satisfactory professional performance of KPTL, quality

Business Responsibility Report

of work, Project Execution skills and ethical business dealings. KPTL's unremitting effort is to deliver project completion ahead of time with best quality in each of our business.

KPTL seeks feedback from its Clients on completion of project.

In EPC business, Customer satisfaction is noted at "Project Completion Certificate" and various clients across all businesses have issued satisfactory Project Completion Certificates during FY 2021-22.

Furthermore, below appreciations/certificates were received by KPTL from its client during FY 2021-22:

- KPTL received appreciation letter from one of its Client for remarkable performance in execution of NEGG Project Part – A of Guwahati – Numaligarh Pipeline Project as the pipeline traverses through difficult terrains and execution entails work amidst adverse climate conditions. KPTL achieved a remarkable milestone of about 174 welding joints (2168 mtr.) in a day which was appreciated by Client as extraordinary performance amongst all contractors.
- The project management consultant of our client in one of the Railway Project issued appreciation letter for implementing best SOPs for all the site activities and for adhering to Zero Rework Policy, by which KPTL's execution Team have saved time of rework.
- Various Clients of KPTL recognised its ESG practices and provided below certificates of appreciation
  - GAIL (India) Limited granted Certificate of Appreciation to KPTL for observing excellence in safety standard pratices during construction and laying of 226.6 km * 24" Steel Gas Pipeline Mumbai – Nagpur Pipeline Project.
  - Engineers India Limited appreciated KPTL on achieving 2 Million safe man hours without any Loss Time Accident between May, 2018 to July 2021 during the execution of Kochi – Salem LPG Pipeline Project.
  - Bharat Gas Resources appreciated KPTL on achieving 1 Million safe man hours between January, 2021 to 04 February, 2022 during pipeline laying and Associated works in Ahmednagar and Aurangabad district of Maharashtra State.
  - Mecon Limited working as consultant on GAIL Project appreciated KPTL on achieving 3.5 Million safe man hours without any LTI between April, 2018 to March, 2022 during the execution of Bokaro – Angul – JHBDPL Pipeline Project.
  - Tractebel Engineering issued certificate of appreciation for maintaining High Standard of Environmental & Social Compliances at 220 kV GEITA-NYAKANZAI Transmission Line Project at Tanzania
  - Ministry of Environment and Sustainable development, Senegal, as well as CIMA International recognised KPTL's efforts in the monitoring, control and supervision of construction work in St. Louis and Tobene transmission line and substation works and maintaining and following the high standard of Environmental & Social Compliances.
  - The Passage Home of Saint Augustin for the Children in the Street Situation appreciated KPTL for its social intervention during execution of Burundi Project by carrying out various community development initiatives.

KPTL have also won various other accolades from its clientele at both domestic and international front for execution of well-planned strategy and deftly laid out business processes. This clearly depicts the satisfaction trends amongst the customers of KPTL.

On behalf of the Board of Directors

Mofatraj P. Munot
Chairman
DIN: 00046905

Place: Mumbai
Date: 14 May, 2022

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STANDALONE FINANCIALS

INDEPENDENT AUDITOR'S REPORT

To the Members of Kalpataru Power Transmission Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the standalone financial statements of Kalpataru Power Transmission Limited (the "Company") and its joint operation, which comprise the standalone balance sheet as at 31 March, 2022, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information in which are included the financial statements for the year ended on that date audited by the other auditor of the Company's joint operation.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditor on financial statements of such joint operation as were audited by the other auditor, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2022, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in **the Auditor's Responsibilities for the Audit of the Standalone Financial Statements** section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditor referred to in paragraph of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

Sr. No.	The key audit matter	How the matter was addressed in our audit
1	**Recognition of contract revenue and margin:** The Company enters into Engineering Procurement and Construction (EPC) contracts, which are complex in nature and span over a number of reporting periods. Ind AS 115, Revenue from Contracts with Customers, requires an entity to select a single measurement method for the relevant performance obligation which depicts the entity's performance in transferring goods or services. In case of onerous contract, present obligations are recognised and measured as provisions. The Company is recognising contract revenue and margin for these contracts based on input method, in accordance with the requirement of the standard. It relies on management's estimates of the final outcome of each contract, and involves management judgement, particularly in forecasting the cost to complete a contract, valuing contract variations, claims and liquidated damages.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: ● We selected a sample of contracts to test, using a risk based criteria which included individual contracts with: - Significant revenue recognised during the year; - Significant unbilled work in progress (WIP) balances held at the year-end; or - Low profit margins. ● Obtained an understanding of management's process for analysing long term contracts, the risk associated with the contract and any key judgements. ● Evaluating the design and implementation of key internal controls over the contract revenue and cost estimation process through the combination of procedures involving inquiry, observations, re-performance and inspection of evidence.

INDEPENDENT AUDITOR'S REPORT (Contd.)

	We identified contract accounting as a key audit matter because the estimation of total revenue and total cost to complete the contract is inherently subjective, complex and require significant management judgement. The same may get subsequently changed due to change in prevailing circumstances, assumptions, contract variations etc., and could result in significant variance in the revenue and profit or loss from contract for the reporting period. Refer note 22 to the standalone Financial Statements.	• Verified underlying documents such as contract, and its amendments, key contract terms and milestones, etc. for verifying the estimation of contract revenue and costs and / or any change in such estimation. • Evaluating retrospective results for contracts completed during the current year. Comparing the final outcome of the contracts with previous estimates made for these contracts to assess the reliability of management forecasting process. • Considered the adequacy of the disclosures in note 22 to the standalone financial statements.
2	**Recoverability of carrying value of loans and investment** The assessment of recoverable value of the Company's investment in and loans receivable from certain subsidiaries involves significant judgement. These include assumptions such as discount rates, current work in hand, future contract wins / future business plan, recoverability of its receivables and growth rate. We focused on this area as a key audit matter due to judgement involved in forecasting future cash flows and the selection of assumptions. Refer note 6 and 8 to the standalone Financial Statements.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: • Evaluated the design and implementation and testing operating effectiveness of controls over the management's process impairment assessment. • Evaluated net worth and past performance of the Company to whom loans given or investment made. • Challenged the significant assumptions and judgements used in impairment analysis, such as forecast revenue, margins, terminal growth and discount rates with the assistance of our valuations specialist. • Comparing the previous forecast to actual results to assess the Company's ability to forecast accuracy. • Performing sensitivity analysis on Key assumptions including discount rates and estimated future growth, as applicable. • Evaluated accuracy of disclosures in the standalone financial statements.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit / loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each entity for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy

INDEPENDENT AUDITOR'S REPORT (Contd.)

and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the respective Management and Board of Directors are responsible for assessing the ability of each entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors are also responsible for overseeing the financial reporting process of each entity.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of joint operation of the Company to express an opinion on the standalone financial statements. For the joint operation included in the standalone financial statements, which have been audited by other auditor, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may

INDEPENDENT AUDITOR'S REPORT (Contd.)

reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of one joint operation included in the standalone financial statements of the Company whose financial statements reflect total assets (before consolidation adjustments) of ₹ 99.88 Crores as at 31 March, 2022, total revenue (before consolidation adjustments) of ₹ 88.18 Crores and net cash outflows (before consolidation adjustments) amounting to ₹ 4.58 Crores for the year ended on that date, as considered in the standalone financial statements. The financial statements of these joint operation has been audited by the other auditor whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of joint operation, is based solely on the reports of such other auditor.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) As required by Section 143(3) of the Act, we report that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

    c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

    d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

    e) On the basis of the written representations received from the directors as on 31 March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.

    f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

    a) The Company has disclosed the impact of pending litigations as at 31 March, 2022 on its financial position in its standalone financial statements - Refer Note 29 to the standalone financial statements.

    b) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note 32 and 43 to the standalone financial statements.

    c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

    d) (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share

INDEPENDENT AUDITOR'S REPORT (Contd.)

premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.

e) The dividend declared or paid during the year by the Company is in compliance with Section 123 of the Act.

(C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W / W-100022

Vikas R Kasat
Partner
Membership No: 105317
UDIN: 22105317AIZLPZ9669

Mumbai
14 May, 2022

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March, 2022, we report the following:

(i) a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

a) (B) The Company has maintained proper records showing full particulars of intangible assets.

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) as disclosed in Note 5(i) to the standalone financial statements are held in the name of the Company.

Immovable properties of land and buildings whose title deeds have been pledged as security for loans are held in the name of the Company based on the confirmations directly received by us from lenders.

d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.

e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments, provided guarantee, granted unsecured loans to companies and other parties in respect of which the requisite information is provided in clause (a) to (f) as below to the extent applicable. Further the Company has not given any security, granted advances in nature of loans to companies, Limited liability partnership and other parties and accordingly reporting on same is not applicable.

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT (Contd.)

a) Based on the audit procedures carried out by us and as per the information and explanations given to us the Company has provided loans and guarantee, as below:

(₹ in Crores)

Particulars	Guarantees	Loans
Aggregate amount granted during the year		
- Subsidiaries* #	305.16	488.68
- Others#	-	50.00
Balance outstanding as at balance sheet date		
- Subsidiaries*	851.53	432.09
- Others	-	50.27

**As per the Companies Act, 2013*

 # Also include the loan renewed / extended during the year of ₹ 512.36 Crores also reported under clause iii(e)

b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made, guarantees provided during the year and the terms and conditions of the grant of loans and guarantees provided during the year are, prima facie, not prejudicial to the interest of the Company.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular except for the following cases where there is no stipulation of schedule of either repayment of principal or payment of interest and accordingly we are unable to comment on the regularity of repayment of principal and payment of interest:

(₹ in Crores)

Sr. No.	Name of the entity	Amount	Remarks
1	Kalpataru Power Transmission (Mauritius) Limited*	4.68	There is no stipulation of schedule of repayment of principal and payment of interest.
2	Adeshwar Infrabuild Limited*	0.24	There is no stipulation of schedule of repayment of principal and payment of interest.
3	Kalpataru Power Transmission Sweden AB*	3.23	Loan (Conditional Shareholding Contribution) is repayable at borrower disposal pursuant to the rules of the Swedish Companies Act. There is no stipulation of payment of interest.

** Wholly owned subsidiary*

Further, the Company has not given any advance in the nature of loan to any party during the year.

d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days except in case of loans given to following companies either the schedule for repayment of principal or payment of interest have not been stipulated and accordingly we are unable to comment on the amount overdue for more than ninety days.

(₹ in Crores)

Sr. No.	Name of the entity	Amount	Remarks
1	Kalpataru Power Transmission (Mauritius) Limited*	4.68	There is no stipulation of schedule of repayment of principal and payment of interest.
2	Adeshwar Infrabuild Limited*	0.24	There is no stipulation of schedule of repayment of principal and payment of interest.
3	Kalpataru Power Transmission Sweden AB*	3.23	Loan (Conditional Shareholding Contribution) is repayable at borrower disposal pursuant to the rules of the Swedish Companies Act. There is no stipulation of payment of interest.

** Wholly owned subsidiary*

Further, the Company has not given any advance in the nature of loan to any party during the year.

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT (Contd.)

e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion following instances of loans falling due during the year were renewed or extended or settled by fresh loans:

(₹ in Crores)

Name of the parties	Aggregate amount dues renewed or extended or settled by fresh loans	Percentage of the aggregate to the total loans or advances in the nature of loans granted during the year
Crest Ventures Limited	50.00	9.28%
Saicharan Properties Limited	237.59	44.11%
Shree Shubham Logistics Limited	117.64	21.84%
Kalpataru Power Transmission Sweden AB	107.13	19.89%

f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment during the year to its Promoters and related parties as defined in Clause (76) of Section 2 of the Companies Act, 2013 ("the Act").

(iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans, guarantees and security given by the Company, the provisions of section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act, in respect of its manufactured goods and services provided by it and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.

(vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears as at 31 March, 2022 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT (Contd.)

(₹ in Crores)

Name of Statute	Nature of Dues	Amount*	Period to which it relates	Forum where dispute is pending	Amount paid under protest / refund withheld by department
Income Tax Act, 1961	Income Tax	1.82	2017-18	Tribunal	0.46
Income Tax Act, 1961	Income Tax	1.64	2016-17	Tribunal	-
Income Tax Act, 1961	Income Tax	5.13	2017-18	Tribunal	-
Income Tax Act, 1961	Income Tax	1.48	2014-15 and 2016-17	Tribunal	-
Algerian Tax Laws	I.B.S., I.R.G., T.A.P. and T.V.A.	22.44	2008 to 2009	Ministry of Finance, General Directorate of Taxes, Algeria	7.21
Kuwait Tax Laws	Income Tax	10.86	2015-16 and 2016-17	Tax Appeal Committee	-
Central Goods and Services Tax Act, 2017	Goods and Services Tax	8.20	2017 – 18 and 2018 – 19	Joint Commissioner (Appeals)	0.64
		2.09	2019 – 20 & 2020 – 21	Deputy Commissioner (Appeals)	0.23
Sales Tax and Value Added Tax Laws	Sales Tax and Value Added Tax	0.00	2012 – 13	Additional Commissioner of Commercial Tax	0.78
		31.14	Various year from 2007-08 to 2014-15	Deputy Commissioner (Appeals)	0.69
		9.20	Various year from 2005-06 to 2013-14	High Court	1.68
		3.29	Various years from 2011-12 to 2014-15	Joint Commissioner (Appeals)	2.67
		1.57	Various years from 2005-06 to 2014-15	Tribunal	7.19
The Customs Act, 1962	Customs Duty	0.23	Various years from 2010-11 to 2014-15	Tribunal	0.14
The Finance Act, 1994	Service Tax	68.79	Various years from 2003-04 to 2014-15	Tribunal	4.67
The Madhya Pradesh Sthaniya Kshetra Me Mal Ke Pravesh Par Kar Adhiniyam, 1976	Entry Tax	0.17	2011-12	Commercial Tax Appellate Board	1.10
The Odisha Entry Tax Act, 1999	Entry Tax	0.17	2009-10 to 2013-14	Tribunal	0.01
Rajasthan Entry Tax Act, 1999	Entry Tax	0.24	Various years from 2011-12 to 2014-15	High Court	-
The Central Excise Act, 1994	Excise Duty	4.93	2015-16 & 2016-17	Tribunal	-
The Central Excise Act, 1994	Excise Duty	0.39	2011-12 to 2015-16	Commissioner (Appeals)	-

net of amount paid under protest / refund withheld by department

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT (Contd.)

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

e) According to the information and explanations given to us and on an overall examination of the Standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint ventures as defined under Act.

f) According to the information and explanations given to us and procedures performed by us, we report that the Company has raised loans during the year on the pledge of securities held in its subsidiary as per details below:

Nature of loan taken	**Name of lender**	**Amount of loan (₹ in Crores)**	**Name of the subsidiary, joint venture, associate companies ***	**Relationship**	**Details of security pledged**	**Remarks**
Interest free loan	Apraava Energy Private Limited	346.70	Kohima – Mariani Transmission Limited	Subsidiary Company	3,73,92,893 Equity shares of the Company	-

**As per the Companies Act, 2013*

Further the Company has not defaulted in repayment of such loans raised.

(x) a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian accounting standards.

(xiv) a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT (Contd.)

explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.

b) In our opinion and according to the information and explanations given to us, in respect of ongoing projects, the Company has transferred the unspent amount to a Special Account within a period of 30 days from the end of the financial year in compliance with Section 135(6) of the said Act.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W / W-100022

Vikas R Kasat
Partner
Membership No: 105317
UDIN: 22105317AIZLPZ9669

Mumbai
14 May, 2022

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

on the standalone financial statements of Kalpataru Power Transmission Limited for the year ended 31 March, 2022.

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' Section of our report of even date)

Opinion

We have audited the internal financial controls with reference to standalone financial statements of Kalpataru Power Transmission Limited (the "Company") as of 31 March, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March, 2022, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as the "Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W / W-100022

Vikas R Kasat
Partner
Membership No: 105317
UDIN: 22105317AIZLPZ9669

Mumbai
14 May, 2022

STANDALONE BALANCE SHEET

AS AT 31 MARCH, 2022

(₹ in Crores)

Particulars	Note	As at 31 March, 2022	As at 31 March, 2021
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipments	5 (i)	597.42	642.19
(b) Capital Work in Progress	47	3.87	14.39
(c) Right of Use Assets	36	33.58	26.35
(d) Intangible Assets	5 (ii)	16.38	5.95
(e) Financial Assets			
(i) Investments	6	913.64	885.98
(ii) Trade Receivables	7 (i)	117.53	114.57
(iii) Loans	8 (i)	224.78	453.49
(iv) Others	9 (i)	74.29	67.28
(f) Deferred Tax Assets (net)	10	-	23.36
(g) Other Non-Current Assets	11 (i)	64.95	63.43
		2,046.44	**2,296.99**
Current Assets			
(a) Inventories	12	610.92	598.32
(b) Financial Assets			
(i) Trade Receivables	7 (ii)	3,122.93	3,731.92
(ii) Cash and Cash Equivalents	13	744.20	309.41
(iii) Bank Balances other than (ii) above	14	2.88	2.66
(iv) Loans	8 (ii)	249.42	86.29
(v) Others	9 (ii)	156.00	131.11
(c) Current Tax Assets (net)	15	63.94	39.33
(d) Other Current Assets	11 (ii)	2,812.62	2,091.89
		7,762.91	**6,990.93**
Assets classified as held for sale	6.2	489.57	370.06
TOTAL ASSETS		**10,298.92**	**9,657.98**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	16	29.78	29.78
(b) Other Equity		4,331.53	3,833.02
		4,361.31	**3,862.80**
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17 (i)	488.95	352.21
(ia) Lease Liabilities	36	16.86	14.96
(ii) Trade Payables	18 (i)		
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		173.32	189.65
(iii) Other financial Liabilities	19 (i)	-	13.14
(b) Provisions	21 (i)	19.14	29.58
(c) Deferred Tax Liabilities (net)	10	64.42	-
(d) Other Non-Current Liabilities	20 (i)	4.08	3.68
		766.77	**603.22**
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17 (ii)	1,188.05	933.09
(ia) Lease Liabilities	36	13.10	8.45
(ii) Trade Payables	18 (ii)		
(a) total outstanding dues of micro enterprises and small enterprises		33.62	103.84
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		2,232.80	2,191.76
(iii) Other Financial Liabilities	19 (ii)	246.44	286.36
(b) Other Current Liabilities	20 (ii)	1,070.88	1,162.06
(c) Provisions	21 (ii)	385.95	483.17
(d) Current Tax Liabilities (net)	15	-	23.23
		5,170.84	**5,191.96**
TOTAL EQUITY AND LIABILITIES		**10,298.92**	**9,657.98**
Significant Accounting Policies and Notes forming part of the Standalone Financial Statements	1 to 61		

In terms of our report attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No : 101248W / W-100022

Vikas R Kasat
Partner
Membership No : 105317
Mumbai : 14 May, 2022

Ram Patodia
Chief Financial Officer

Rajeev Kumar
Company Secretary

For and on behalf of the Board of Directors

Manish Mohnot
Managing Director & CEO
DIN : 01229696

Sanjay Dalmia
Executive Director
DIN : 03469908
Mumbai : 14 May, 2022

STANDALONE STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31 MARCH, 2022

(₹ in Crores)

Particulars	Note	2021-22	2020-21
Revenue from Operations	22	7,061.80	7,670.70
Other Income	23	81.50	79.19
TOTAL INCOME		**7,143.30**	**7,749.89**
EXPENSES			
Cost of Materials Consumed	24	2,949.63	2,775.26
Changes in Inventories of Finished goods and Work in progress	25	20.09	18.47
Erection, Sub-Contracting and other Project Expenses	34	2,314.22	2,795.83
Employee Benefits Expenses	26	514.37	550.80
Finance Costs	27	123.95	108.57
Depreciation and Amortisation Expenses	5 & 36	104.75	114.60
Other Expenses	28	611.73	723.39
TOTAL EXPENSES		**6,638.74**	**7,086.92**
Profit Before Exceptional Items and Tax		**504.56**	**662.97**
Exceptional Items -gain	55	217.41	168.35
Profit Before Tax		**721.97**	**831.32**
Tax Expenses			
Current Tax		120.67	249.76
Deferred Tax		85.94	(33.66)
Profit for the year		**515.36**	**615.22**
Other Comprehensive Income			
Items that will not be reclassified subsequently to Profit or Loss			
Actuarial Gain / (Loss) on Defined Plan Liability		0.57	(0.09)
Income tax on Actuarial Gain / (Loss)		(0.14)	0.02
		0.43	**(0.07)**
Items that will be reclassified subsequently to Profit or Loss			
Exchange differences in translating foreign operation		(1.21)	(36.50)
Gain / (Loss) on hedging instruments		7.97	57.22
Income tax on above items		(1.70)	(5.22)
		5.06	**15.50**
Total Comprehensive Income for the year		**520.85**	**630.65**
Earnings per Equity Share (of ₹ 2 each)			
Basic and Diluted (₹)	33	34.61	40.57
Significant Accounting Policies and			
Notes forming part of the Standalone Financial Statements	1 to 61		

In terms of our report attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No : 101248W / W-100022

Vikas R Kasat
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DIN : 03469908
Mumbai : 14 May, 2022

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH, 2022

A : EQUITY SHARE CAPITAL

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Balance as at beginning of the year	29.78	30.94
Shares Extinguished due to buyback (Refer Note 16.3)	-	1.16
Balance at the end of the year	**29.78**	**29.78**

B : OTHER EQUITY

(₹ in Crores)

Particulars	Reserves & Surplus					Other Comprehensive Income / (Loss)			Total
	Debentures Redemption Reserve	Securities Premium	General Reserve	Capital Redemption Reserve	Retained Earnings	Effective portion of Cash Flow Hedges	Exchange differences of foreign operations	Actuarial gain / (Loss) on Defined Plan Liability	
Balance as at 01 April, 2020	**100.00**	**843.83**	**373.09**	**-**	**2,201.00**	**(22.50)**	**7.56**	**1.67**	**3,504.65**
Profit for the year 2020 - 21	-	-	-	-	615.22	-	-	-	615.22
Buyback of Equity shares (Refer Note 16.3)	-	(175.71)	-	1.16	(1.16)	-	-	-	(175.71)
Other Comprehensive income for the year (net of tax)	-	-	-	-	-	42.82	(27.32)	(0.07)	15.43
Dividends Paid including tax thereon	-	-	-	-	(126.57)	-	-	-	(126.57)
Transfer to General Reserve from Retained Earnings	-	-	10.00	-	(10.00)	-	-	-	-
Transfer from Debenture Redemption Reserve to General Reserve	(33.33)	-	33.33	-	-	-	-	-	-
Balance as at 31 March, 2021	**66.67**	**668.12**	**416.42**	**1.16**	**2,678.49**	**20.32**	**(19.76)**	**1.60**	**3,833.02**
Profit for the year 2021 - 22	-	-	-	-	515.36	-	-	-	515.36
Dividends Paid	-	-	-	-	(22.34)	-	-	-	(22.34)
Other Comprehensive income for the year (net of tax)	-	-	-	-	-	5.96	(0.90)	0.43	5.49
Transfer from Debenture Redemption Reserve to General Reserve	(33.33)	-	33.33	-	-	-	-	-	-
Transfer to General Reserve From Retained Earnings	-	-	10.00	-	(10.00)	-	-	-	-
Balance as at 31 March, 2022	**33.34**	**668.12**	**459.75**	**1.16**	**3,161.51**	**26.28**	**(20.66)**	**2.03**	**4,331.53**

(i) Securities premium is used to record the premium on issue of shares. This can be utilised in accordance with the provisions of the Companies Act, 2013.

(ii) Debenture Redemption Reserve is created as required under the provisions of the Companies Act, 2013 and rules framed thereunder.

(iii) The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. General Reserve is created by the transfer from one component of equity to another and is not an item of other comprehensive income. This can be utilised in accordance with the provisions of Companies Act, 2013.

(iv) Capital Redemption Reserve is in accordance with section 69 of the Indian Companies Act, 2013.The Company creates capital redemption reserve equal to the nominal value of the shares bought back as an appropriation from free reserve.

Also refer Significant Accounting Policies and Notes forming part of the Standalone Financial Statements

In terms of our report attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No : 101248W / W-100022

Vikas R Kasat
Partner
Membership No : 105317
Mumbai : 14 May, 2022

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For and on behalf of the Board of Directors

Manish Mohnot
Managing Director & CEO
DIN : 01229696

Sanjay Dalmia
Executive Director
DIN : 03469908
Mumbai : 14 May, 2022

STANDALONE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH, 2022

(₹ in Crores)

Particulars	2021-22	2020-21
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit for the year	**515.36**	**615.22**
Adjustments for :		
Tax Expenses	206.61	216.10
Depreciation and Amortisation Expenses	104.75	114.60
Finance Costs	123.95	108.57
Dividend Income	(10.84)	(27.15)
Interest Income	(38.52)	(42.82)
Profit on sale of Property, Plant and Equipment (net)	(22.64)	(3.78)
Impairment of Investment	45.00	-
Profit on sale of subsidiary and JV including Fair value gain (Net)	(262.41)	(168.35)
Provision for Allowance for Expected Credit Losses	0.84	9.48
Unrealised Foreign Exchange(gain) / Loss (net)	(27.32)	45.35
Net gain arising on financial assets	(0.30)	(0.27)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**634.48**	**866.95**
Adjustments for:		
Trade and other Receivables	(105.53)	(321.85)
Inventories	(12.60)	140.94
Trade and other Payables	(321.10)	(276.46)
CASH GENERATED FROM OPERATIONS	195.25	409.57
Income Tax Paid	(149.52)	(211.69)
NET CASH GENERATED FROM OPERATING ACTIVITIES	**45.73**	**197.88**
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Capital expenditure on property, plant and equipment &intangible assets (after adjustment of increase / decrease in capital work-in-progress and advances for capital expenditure)	(73.70)	(119.39)
Proceeds from disposal of Property, Plant and Equipment	35.20	14.32
Proceeds from sale of subsidiary / Joint Venture (Net)	137.22	227.03
Proceeds from sale of Mutual Fund (Net)	-	0.50
Investment in Subsidiaries and Joint Ventures	(71.24)	(2.65)
Loans given to Subsidiaries, Joint Ventures and others	(38.88)	(153.95)
Repayment of loans by Subsidiaries, Joint Ventures and others	102.58	168.84
Interest Received	33.45	43.05
Dividend Received	10.84	27.15
Deposits with Banks (Net)	(9.38)	41.11
CASH GENERATED FROM INVESTING ACTIVITIES	**126.09**	**246.01**
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Buyback of Equity shares including Transaction cost	-	(176.87)
Proceeds from Current / Non Current Borrowings	346.73	411.32
Proceeds from Issue of Non-Convertible Redeemable Debentures	200.00	-
Redemption of Non Convertible Debentures	(133.33)	(133.33)
Repayment of Current / Non Current Borrowings	(79.00)	(46.01)
Net increase / (decrease) in short-term borrowings	90.94	(249.52)
Payment of Lease Liabilities	(15.42)	(14.95)
Finance Costs Paid	(124.35)	(100.07)
Dividends Paid including tax thereon	(22.34)	(126.57)
CASH GENERATED FROM / (USED IN) FINANCING ACTIVITIES	**263.23**	**(436.00)**
Effect of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies	(0.26)	(0.13)
D. NET INCREASE IN CASH AND CASH EQUIVALENTS	434.79	7.76
E. Reduction in Cash and Cash Equivalents under assets transfer arrangement	-	(1.74)
F. Opening Cash and Cash Equivalents	309.41	303.39
G. Closing Cash and Cash Equivalents	**744.20**	**309.41**

STANDALONE STATEMENT OF CASH FLOWS (CONTD.)
FOR THE YEAR ENDED 31 MARCH, 2022

NOTES :

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(i) Cash and Cash Equivalents at the end of the year comprises:		
(a) Cash on hand	1.85	1.16
(b) Balances with Banks		
(i) In current accounts	742.33	304.60
(ii) In fixed deposit accounts	-	3.65
(iii) Cheques in hand	0.02	-
Cash and Cash Equivalents as per Statement of Cash flows	**744.20**	**309.41**

(ii) Reconciliation of liabilities arising from financing activities:

Particulars	As at 01 April, 2021	Cash Flow	Non-Cash Changes	As at 31 March, 2022
Borrowings	1,285.30	425.34	33.64	1,677.00

(iii) Cash Outflow for CSR activity is ₹ 5.51 Crores (Previous year ₹ 4.04 Crores).

(iv) The Statement of Cash Flows has been prepared under the "Indirect method" as set out in Indian Accounting Standard 7- Statement of Cash Flows.

Also refer Significant Accounting Policies and Notes forming part of the Standalone Financial Statements

In terms of our report attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No : 101248W / W-100022

Vikas R Kasat
Partner
Membership No : 105317
Mumbai : 14 May, 2022

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For and on behalf of the Board of Directors

Manish Mohnot
Managing Director & CEO
DIN : 01229696

Sanjay Dalmia
Executive Director
DIN : 03469908
Mumbai : 14 May, 2022

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT

FOR THE YEAR ENDED 31 MARCH, 2022

1. Corporate Information

Kalpataru Power Transmission Limited (referred to as the "Company") is a global EPC player with diversified interest in power transmission and distribution, oil and gas pipeline, railways and biomass based power generation.

The Company is public limited company incorporated and domiciled in India having its registered office at Plot No. 101, Part-III, GIDC Estate, Sector -28, Gandhinagar 382028, Gujarat, India.

2. Basis of preparation of Financial Statement

The Standalone or Separate financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

These Standalone Ind AS financial statements are presented in Indian Rupees (INR), which is Company's presentation currency. All amounts have been rounded-off to the nearest Crores, unless otherwise stated.

These standalone or separate financial statements were approved by the Company's Board of Directors and authorised for issue on 14 May, 2022.

The financial statements have been prepared on historical cost basis, except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in accounting policies below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3. Use of Estimates

The preparation of the financial statements in conformity with recognition and measurement principles of Ind AS requires the Management to make estimates and assumptions that affect the reported balance of assets and liabilities, disclosure relating to contingent liabilities as at the date of the financial statements and the reported amount of income and expense for the period. Estimates and underlying assumptions are reviewed on ongoing basis. Revision of accounting estimates are recognised in the period in which the estimates are revised and future period affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in the following notes:

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods. Policy for the same has been explained under Note 4(P).

Impairment of Investments

The Company reviews its carrying value of investments carried at cost, annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note 4(F).

4. Significant Accounting Policies

A. Revenue Recognition

(i) Revenue from construction contracts

Performance obligations with reference to construction contracts are satisfied over the

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

period of time, and accordingly, Revenue from such contracts is recognised based on progress of performance determined using input method with reference to the cost incurred on contract and their estimated total costs. Revenue is adjusted towards liquidated damages, time value of money and price variations / escalation, wherever, applicable. Variation in contract work and other claims are included to the extent that the amount can be measured reliably and it is agreed with customer.

Estimates of revenue and costs are reviewed periodically and revised, wherever circumstances change, resulting increases or decreases in revenue determination, is recognised in the period in which estimates are revised.

The Company evaluates whether each contract consists of a single performance obligation or multiple performance obligations. Where the Company enters into multiple contracts with the same customer, the Company evaluates whether the contract is to be combined or not by evaluating various factors.

(ii) Revenue from other contracts

Revenue from sale of goods is recognised at the point in time when control of the goods is transferred to the customer, which generally coincides with the delivery of goods to customers. Revenue from services are recognised when services are rendered.

(iii) Others

Revenue from Bio Mass division is recognised on supply of electricity generated to the customer.

Dividends are recognised when right to receive payment is established. Interest income is recognised on time proportion basis.

Export benefits are accounted as revenue on accrual basis as and when export of goods take place.

B. Onerous contract

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Company has a contract under which unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

C. Operating cycle

Operating cycle for the business activities of the Company related to long term contracts [i.e. supply or construction contracts] covers the duration of the specific project / contract including the defect liability period, wherever applicable and extends up to the realisation of receivables (including retention monies) within the agreed credit period normally applicable to the respective project / contract.

Assets and liabilities other than those relating to long-term contracts are classified as current if it is expected to realise or settle within 12 months after the balance sheet date.

D. Lease

The Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition the Company assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company.
- the Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract.
- the Company has the right to direct the use of the identified asset throughout the period of use. The Company assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist. At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate.

The Company has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. The right-of-use assets and lease liabilities include these options when it is reasonably certain that the option will be exercised.

E. Foreign Currency

In preparing the financial statements, transaction in foreign currencies i.e. other than the Company's functional currency are recognised at rate of exchange prevailing for the month, on the dates of the transactions.

Foreign currency monetary assets and liabilities, remaining unsettled at the reporting date are translated at the exchange rate prevailing at reporting date and differences are recognised in statement of profit and loss. Foreign currency non-monetary assets and liabilities, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated in to presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of reporting
- income and expenses at the exchange rate prevailing on the date of transaction
- resulting exchange difference are recognised in other comprehensive income.

F. Income taxes

Income tax expense comprises Current tax and deferred tax. Current and deferred tax are recognised in the statement of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Current income taxes

Tax on income for the current period is determined on the basis of estimated taxable income and tax credit computed in accordance with the provisions of the Income Tax Act, 1961.

Deferred income taxes

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

G. Inventories

Raw materials, fuel, semi-finished goods, finished goods, scraps, construction work in progress, construction materials and other stores and spares, tools are stated at lower of cost and net realisable value. Cost of purchased material is determined on the weighted average basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Scrap is valued at net realisable value.

Cost of work-in-progress and finished goods includes material cost, labour cost, and manufacturing overheads absorbed on the basis of normal capacity of production.

H. Cash and cash equivalents

For the purpose of presentation in statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with Banks / financial institutions, with original maturities of 3 months or less that are readily convertible to known amount of cash and which are subject to an insignificant risk of change in value.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

I. Employee Benefits

a) Defined benefit plan

Gratuity liability is provided under a defined benefit plan and covered by payment thereof to gratuity fund under Group Gratuity Cash Accumulation Scheme of IRDA approved insurer under an irrevocable trust. The Company's liability towards gratuity is determined on the basis of actuarial valuation done by an independent actuary, taking effect of actuarial gains and losses which is recognised in Other Comprehensive Income.

b) Defined contribution plan

Contribution to Provident Fund, a defined contribution plan is charged to the Statement of Profit and Loss.

c) Compensated absence

Provision for compensated absences is made on actuarial valuation as at the Balance Sheet date.

d) Short-term employee benefits

Short-term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered.

J. Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. The determination of fair value net of cost to sell includes use of management estimates and assumptions.

K. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets.

Interest income earned on the temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised as expense in the period in which they are incurred.

L. Provisions and Contingent Asset / Liabilities

Provisions are recognised when there is present obligation (legal or constructive) as a result of a past event, it is probable that company will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as expenses for legal claims, service warranties and other obligations are the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

A disclosure for a **contingent liability** is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no disclosure is made.

Contingent Assets are not recognised but are disclosed in the notes to Financial Statements when economic inflow is probable.

M. Interests in Joint Operations

A joint operation is a Jointly controlled arrangement whereby the parties have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. When an entity undertakes its activities under joint operations, the Company as a joint operator recognises for the assets, liabilities, revenues, and expenses relating to its interest in a joint operation in accordance with the Ind AS applicable to the particular assets.

Transactions with the Joint operation by Company are recognised in the financial statements only to the extent of other parties' interests in the joint operation.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

N. Financial instruments

Financial instrument is a contract that give rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Classification

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial asset.

All financial liabilities are classified as subsequently measured at amortised cost except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives, are subsequently measured at fair value, with any gains or losses arising on re-measurement recognised in profit or loss.

Initial recognition and measurement

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial asset and liabilities at fair value through profit & loss) are added to or deducted from the fair value measured on initial recognition of the financial assets or financial liabilities.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using effective interest rate method, if:

(a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and

(b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial asset at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business whose objective is achieved by both collecting contractual cash flow and selling asset financial asset and the contractual terms of financial asset give rise on specific dates to cash flows that are solely payment of principal and interest on principal amount outstanding.

Financial asset at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or fair value through other comprehensive income. Financial assets under this category are measured initially as well as at each reporting period at fair value with all changes recognised in the statement of profit and loss.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

Financial liabilities and equity instruments

Classification as debt or equity

Financial instruments are classified as a liability or equity according to the substance of the contractual arrangement and not its legal form.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a company are recognised at the proceeds received, net of issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost. Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in profit or loss.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Derivative Contracts

The Company enters into derivative financial instruments to hedge foreign currency / price risk on unexecuted firm commitments and highly probable forecast transactions.

Such derivatives financial instruments are initially recognised at fair value on the date on which the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the statement of profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedging relationship and the nature of the hedged item.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by a Company entity are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

O. Property, Plant and Equipment & Intangible assets

Property, Plant and Equipment are stated at cost of acquisition / construction net of recoverable taxes and include amounts added on revaluation, less accumulated depreciation / amortisation and impairment loss, if any. All costs, including finance costs and adjustment arising from exchange rate variations attributable to Property, Plant and Equipment till assets are put to use, are capitalised.

P. Depreciation and Amortisation

Depreciation is provided on all depreciable property, plant and equipment over the useful life prescribed under schedule II to the Companies Act, 2013 except that:

a) Depreciation on plant and machinery of bio-mass energy plants is provided considering the useful life of plant as 20 years, as specified in Central Electricity Regulatory Commission and Rajasthan Electricity Regulatory Commission Regulations.

b) Depreciation on assets of overseas projects is provided at the rates and methods as per the best estimates of the management which is also in accordance with requirement of laws of respective foreign countries as detailed below:

Plant & Machineries	:	10% - 25%
Furniture & Fixtures, Office Equipment	:	10 % - 33%
Computers	:	10% - 50%
Vehicles	:	15% - 38%

c) Depreciation on Furniture & Fixtures and certain plant and machinery at construction sites is provided considering the useful life of 3 years and 5 years respectively based on past experience.

Depreciation is provided on Straight Line Method (SLM) except on assets pertaining to Research and Development Centre and one Unit (erstwhile Export Oriented Unit) which are provided on the basis of written down value method.

Intangible assets are amortised over a period of five years on straight line basis.

Q. Impairment

a) Financial asset

Company applies as per Ind AS 109 expected credit loss model for recognising impairment loss

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

on trade receivables, other contractual rights to receive cash or other financial asset.

b) Non-Financial asset

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the higher of the fair value less cost of disposal and their value in use. Value in use is arrived at by discounting the future cash flows to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the asset for which the estimates of future cash flows have not been adjusted. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss.

R. Earnings Per share

Basic earnings per share are computed by dividing profit or loss for the period of the Company by dividing weighted average number of equity shares outstanding during the period. The Company did not have dilutive potential equity shares in any period presented.

S. The Ministry of Corporate Affairs (MCA), on 23 March, 2022 notified amendments to existing Ind AS through Companies (Indian Accounting Standards) Amendment Rule, 2022. The new standard is effective for accounting periods beginning on or after 1 April, 2022. Key Amendments relating to the same whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

1. Ind AS 16 Property, Plant and Equipment – For items produced during testing/trail phase, clarification added that revenue generated out of the same shall not be recognised in SOPL and considered as part of cost of PPE.
2. Ind AS 37 Provisions, Contingent Liabilities & Contingent Assets – Guidance on what constitutes cost of fulfilling contracts (to determine whether the contract is onerous or not) is included.
3. Ind AS 41 Agriculture– This aligns the fair value measurement in Ind AS 41 with the requirements of Ind AS 113 Fair Value Measurement to use internally consistent cash flows and discount rates and enables preparers to determine whether to use pre-tax or post-tax cash flows and discount rates for the most appropriate fair value measurement.
4. Ind AS 101 – First time Adoption of Ind AS – Measurement of Foreign Currency Translation Difference in case of subsidiary/associate/ JV's date of transition to Ind AS is subsequent to that of Parent – FCTR in the books of subsidiary/associate/JV can be measured based Consolidated Financial Statements.
5. Ind AS 103 – Business Combination – Reference to revised Conceptual Framework. For contingent liabilities / levies, clarification is added on how to apply the principles for recognition of contingent liabilities from Ind AS 37. Recognition of contingent assets is not allowed.
6. Ind AS 109 Financial Instruments – The amendment clarifies which fees an entity includes when it applies the '10 per cent' test in assessing whether to derecognise a financial liability.

   The Company is evaluating the impact of the amendments on the financial statement.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

5. PROPERTY, PLANT, EQUIPMENT AND INTANGIBLE ASSETS.

FINANCIAL YEAR 2021-22

(₹ in Crores)

Particulars	GROSS BLOCK					DEPRECIATION / AMORTISATION					NET BLOCK
	As at 01 April, 2021	Additions	Deductions	Foreign Currency Translation Reserve	As at 31 March, 2022	As at 01 April, 2021	For the Year	Deductions	Foreign Currency Translation Reserve	As at 31 March, 2022	As at 31 March, 2022
(i) Property, Plant and Equipment											
Leasehold Land	35.35	-	-	-	35.35	-	-	-	-	-	35.35
Freehold Land	46.88	-	-	-	46.88	-	-	-	-	-	46.88
Buildings	199.79	1.16	7.99	-	192.96	39.81	7.61	2.10	-	45.32	147.64
Plant and Equipment	624.17	40.38	20.60	(1.41)	642.54	304.39	52.76	17.24	0.05	339.96	302.58
Electrical Installation	11.73	0.07	0.15	-	11.65	4.85	1.02	0.12	-	5.75	5.90
Furniture and Fixtures	16.12	0.28	1.23	(0.03)	15.14	9.33	1.27	1.02	(0.03)	9.55	5.59
Office Equipments	41.83	4.15	1.19	(0.13)	44.66	28.11	6.12	1.03	(0.08)	33.12	11.54
Vehicles	97.26	7.20	12.54	1.25	93.17	52.19	14.18	9.73	1.65	58.29	34.88
Research & Development Assets											
Leasehold Land	0.46	-	-	-	0.46	-	-	-	-	-	0.46
Buildings	0.66	-	-	-	0.66	0.19	0.03	-	-	0.22	0.44
Plant and Equipment	11.26	0.45	-	-	11.71	4.88	1.17	-	-	6.05	5.66
Electrical Installation	0.15	-	-	-	0.15	0.09	0.01	-	-	0.10	0.05
Furniture and Fixtures	0.29	-	-	-	0.29	0.19	0.03	-	-	0.22	0.07
Office Equipments	0.66	0.04	-	-	0.70	0.59	0.05	-	-	0.64	0.06
Vehicle	0.39	0.27	0.24	-	0.42	0.19	0.06	0.15	-	0.10	0.32
Total (i)	**1,087.00**	**54.00**	**43.94**	**(0.32)**	**1,096.74**	**444.81**	**84.31**	**31.39**	**1.59**	**499.32**	**597.42**
(ii) Intangible Assets											
Software											
(Other than internally generated)											
R&D Assets	0.04	-	-	-	0.04	0.04	-	-	-	0.04	-
Others	19.02	14.72	0.36	-	33.38	13.07	4.29	0.36	-	17.00	16.38
Total (ii)	**19.06**	**14.72**	**0.36**	**-**	**33.42**	**13.11**	**4.29**	**0.36**	**-**	**17.04**	**16.38**
Total (i) + (ii)	**1,106.06**	**68.72**	**44.30**	**(0.32)**	**1,130.16**	**457.92**	**88.60**	**31.75**	**1.59**	**516.36**	**613.80**

FINANCIAL YEAR 2020-21

(₹ in Crores)

Particulars	GROSS BLOCK					DEPRECIATION / AMORTISATION					NET BLOCK
	As at 01 April, 2020	Additions	Deductions	Foreign Currency Translation Reserve	As at 31 March, 2021	As at 01 April, 2020	For the Year	Deductions	Foreign Currency Translation Reserve	As at 31 March, 2021	As at 31 March, 2021
(i) Property, Plant and Equipment											
Leasehold Land	35.35	-	-	-	35.35	-	-	-	-	-	35.35
Freehold Land	46.88	-	-	-	46.88	-	-	-	-	-	46.88
Buildings	163.51	40.50	4.22	-	199.79	32.25	7.80	0.24	-	39.81	159.98
Plant and Equipment	539.58	104.10	15.56	(3.95)	624.17	259.43	59.28	12.06	(2.26)	304.39	319.78
Electrical Installation	9.56	2.35	0.18	-	11.73	4.10	0.88	0.13	-	4.85	6.88
Furniture and Fixtures	16.12	0.22	0.20	(0.02)	16.12	8.12	1.41	0.18	(0.02)	9.33	6.79
Office Equipments	38.41	4.10	0.53	(0.15)	41.83	21.99	6.63	0.43	(0.08)	28.11	13.72
Vehicles	93.86	10.80	7.13	(0.27)	97.26	41.80	14.82	4.25	(0.18)	52.19	45.07
Research & Development Assets											
Leasehold Land	0.46	-	-	-	0.46	-	-	-	-	-	0.46
Buildings	0.66	-	-	-	0.66	0.16	0.03	-	-	0.19	0.47
Plant and Equipment	11.26	-	-	-	11.26	3.52	1.36	-	-	4.88	6.38
Electrical Installation	0.15	-	-	-	0.15	0.07	0.02	-	-	0.09	0.06
Furniture and Fixtures	0.29	-	-	-	0.29	0.15	0.04	-	-	0.19	0.10
Office Equipments	0.64	0.02	-	-	0.66	0.53	0.06	-	-	0.59	0.07
Vehicle	0.39	-	-	-	0.39	0.14	0.05	-	-	0.19	0.20
Total (i)	**957.12**	**162.09**	**27.82**	**(4.39)**	**1,087.00**	**372.26**	**92.38**	**17.29**	**(2.54)**	**444.81**	**642.19**
(ii) Intangible Assets											
Software											
(Other than internally generated)											
R&D Assets	0.04	-	-	-	0.04	0.04	-	-	-	0.04	-
Others	18.97	0.05	-	-	19.02	9.92	3.15	-	-	13.07	5.95
Total (ii)	**19.01**	**0.05**	**-**	**-**	**19.06**	**9.96**	**3.15**	**-**	**-**	**13.11**	**5.95**
Total (i) + (ii)	**976.13**	**162.14**	**27.82**	**(4.39)**	**1,106.06**	**382.22**	**95.53**	**17.29**	**(2.54)**	**457.92**	**648.14**

Notes : Refer note 52 for security created on property plant and equipment.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

6. INVESTMENTS-NON CURRENT

(₹ in Crores)

Particulars		Face Value		No. of Shares / Units		Amount	
		Currency	Per Share/ Unit	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2022	As at 31 March, 2021
A.	**Investments - Carried at cost**						
(a)	**In Equity Instruments of Subsidiaries**						
	Quoted,						
	JMC Projects (India) Limited [Refer note 6.1 (a) and (f)]	INR	2	11,37,57,395	11,37,57,395	324.28	324.28
	Unquoted,						
	Shree Shubham Logistics Limited [Refer note 6.1(b)]	INR	10	10,40,60,036	10,40,60,036	287.69	287.69
	Energylink (India) Limited	INR	10	15,39,59,607	15,39,59,607	153.96	153.96
	Amber Real Estate Limited	INR	10	9,90,000	9,90,000	0.99	0.99
	Adeshwar Infrabuild Limited	INR	10	50,000	50,000	0.05	0.05
	Kalpataru Metfab Private Limited	INR	10	3,00,10,000	3,00,10,000	26.05	26.05
	Kalpataru Power Transmission (Mauritius) Limited	USD	1	5,75,000	5,75,000	2.90	2.90
	Kalpataru Power Transmission USA, Inc.	USD	1	5,00,000	5,00,000	2.28	2.28
	Kalpataru Power Senegal SARL	XOF	10000	1,35,331	1,35,217	18.43	18.41
	Kalpataru Power Chile SpA	CLP	-	-	-	-	-
	LLC Kalpataru Power Transmission Ukraine	UAH	1	3,99,650	3,99,650	0.27	0.27
	Kalpataru Power Transmission Sweden AB	SEK	50	14,06,635	14,06,635	52.49	52.49
	Kalpataru IBN Omairah Company Limited	SAR	1000	325	325	0.55	0.55
	Kalpataru Power Do Brasil Participações Ltda	BRL	1	5,39,95,795	6,51,317	72.15	0.87
	Less: Provision for diminution in the value of Investments in Kalpataru Metfab Private Limited and Energylink (India) Limited					(55.93)	(10.93)
	Total of Unquoted Investments in Subsidiaries					**561.88**	**535.58**
	Total of Investments in Equity of Subsidiaries					**886.16**	**859.86**
(b)	**In Equity Instruments of Joint Venture, Unquoted,**						
	Kohima-Mariani Transmission Limited [Refer Note 6.2 (ii), 6.1 (e)]	INR	10	-	5,42,56,353	-	-
	Total of Investments in Equity of Joint Venture					-	-
	Total of Investments in Equity instruments carried at cost					**886.16**	**859.86**
B.	**Investment - Carried at amortised cost**						
	Unquoted,						
	Investments in Non-Convertible Preference Shares of a Subsidiary,						
	Shree Shubham Logistics Limited	INR	10	1,58,80,000	1,58,80,000	17.92	16.94
	Total of Investments Carried at amortised cost					**17.92**	**16.94**
C.	**Investment - Carried at fair value through profit or loss (FVTPL)**						
	Quoted,						
	Equity instruments,						
	Power Grid Corporation of India Limited	INR	10	64,488	48,366	1.40	1.04
	Unquoted,						
	Equity instruments,						
	Alipurduar Transmission Limited [Refer Note 6.2 (i), 6.1 (d)]	INR	10	2,83,71,824	2,83,71,824	-	-
	Kohima-Mariani Transmission Limited [Refer Note 6.2 (ii)]	INR	10	3,73,92,893	-	-	-
	Total of Investments Carried at fair value through profit or loss (FVTPL)					**1.40**	**1.04**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

(₹ in Crores)

Particulars	Face Value		No. of Shares / Units		Amount	
	Currency	Per Share/ Unit	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2022	As at 31 March, 2021
D. Interest Free Loans to Subsidiaries in the nature of Equity Support carried at cost					8.16	8.14
Grand Total					**913.64**	**885.98**
Aggregate carrying amount of Quoted Investments					325.68	325.32
Market Value of Quoted Investments					913.16	855.36
Aggregate amount of Unquoted Investments					587.96	560.66

6.1 (a) Investment in equity instrument in JMC Projects (India) Limited includes ₹ 0.85 Crores arising on initial recognition of financial guarantee, given by the Company on behalf of JMC Projects (India) Limited, at fair value.

(b) Investment in equity instrument of Shree Shubham Logistics Limited includes ₹ 6.26 Crores arising on initial recognition of investment in 4% redeemable preference shares at fair value and ₹ 4.21 Crores arising on initial recognition of financial guarantee, given by the Company on behalf of Shree Shubham Logistics Limited, at fair value.

(c) 2,83,71,824 (Previous Year - 2,83,71,824) Equity shares of Alipurduar Transmission Limited (ATL) and 3,73,92,893 (Previous Year - 2,76,70,740) shares of Kohima-Mariani Transmission Limited are pledged.

(d) Alipurduar Transmission Limited ceased to be subsidiary of the Company w.e.f 25 November, 2020 in accordance with IndAS 110 "Consolidated Financial Statements". However, based on company's equity stake it continues to be subsidiary in terms of section 2 (87) of the Companies Act, 2013.

(e) Kohima-Mariani Transmission Limited ceased to be Joint Venture of the Company w.e.f 20 December, 2021 in accordance with IndAS 28 "Investments in Associates and Joint Ventures". However, based on company's equity stake it is subsidiary in terms of section 2 (87) of the Companies Act, 2013.

(f) The Board of directors of the Company in their meeting held on 19 February, 2022 have approved a Scheme of amalgamation of JMC Projects (India) Limited with the Company. The appointed date under the Scheme is 01 April, 2022 and will become effective upon receipt of requisite approval / orders from the competent authorities and Hon'ble National Company Law Tribunal.

6.2 Assets classified as held for sale

(₹ in Crores)

Particulars	Amount	
	As at 31 March, 2022	As at 31 March, 2021
In Equity Instruments [Note (i) and (ii)]	489.57	370.06
Total of Asset classified as held for sale	**489.57**	**370.06**

Notes

(i) During the previous year, the Company has completed the transfer of 49% stake along with the transfer of control of Alipurduar Transmission Limited (ATL) to the Buyer with effect from 26 November, 2020 and balance 51% stake will be transferred after obtaining requisite approvals. Investment in Equity Instruments of Subsidiaries amounting to ₹ 187.11 Crores (Previous year ₹180.18 Crores) represents fair value of retained 51% equity stake in ATL.

(ii) The Company was holding 74% equity stake in Kohima Mariani Transmission Limited (KMTL), a joint venture between the Company and Techno Electric & Engineering Company Limited (TEECL). The Company and TEECL have entered into a Share Purchase and Shareholders Agreement dated 03 July, 2019 ("the Agreement") with Apraava Energy Private Limited (formerly known as CLP India Private Limited – "the Buyer") to sell their respective equity stake in KMTL. Pursuant to the Agreement, the Company has sold 23% stake and transferred the control of KMTL to the Buyer on 20 December, 2021 and balance 51% stake will be transferred after obtaining requisite approvals. Investment in Equity instrument amounting to ₹ 302.46 Crores represents fair value of retained 51% equity stake in KMTL. During previous year, investment amounting to ₹ 189.88 Crores represents cost of equity instruments in KMTL.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

7. TRADE RECEIVABLES*

(Unsecured, Considered good)

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(i) Non-Current	121.68	124.28
Less : Allowance for expected credit loss	(4.15)	(9.71)
TOTAL	**117.53**	**114.57**
(ii) Current	3,168.01	3,768.89
Less : Allowance for expected credit loss	(45.08)	(36.97)
TOTAL	**3,122.93**	**3,731.92**

*Refer Note 43 for Trade receivables ageing

8. LOANS

(Unsecured, Considered good)

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(i) Non-Current		
Loans to related parties (Refer Note 41)		
to Subsidiaries	224.78	453.49
TOTAL	**224.78**	**453.49**
(ii) Current		
Loans to related parties (Refer Note 41)		
to Subsidiaries	199.15	-
to Joint Venture Companies	-	36.06
Loans to Others	50.27	50.23
TOTAL	**249.42**	**86.29**

9. OTHER FINANCIAL ASSETS

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(i) Non-Current		
Interest on Fixed Deposit	0.06	0.10
Security Deposits	70.83	66.63
Fixed Deposit with Banks *	3.40	0.55
TOTAL	**74.29**	**67.28**
* Held as margin money and towards other commitments.		
(ii) Current		
Accrued Income	11.45	9.50
Fixed Deposit with Banks **	22.47	16.45
Security Deposits	15.02	23.88
Others^	107.06	81.28
TOTAL	**156.00**	**131.11**

** Includes ₹ 15.82 Crores (Previous Year ₹ 13.47 Crores) held as margin money and towards other commitments.

^ Others mainly include Mark to market on derivative contracts and other receivables from customers.

9.1 Pursuant to the requirement of amendment to Schedule III dated 24 March, 2021,Security deposit has been reclassified from Loans to Other Financial Assets.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

10. DEFERRED TAX ASSET / LIABILITIES (NET)

(₹ in Crores)

Particulars	As at 01 April, 2021	Recognised in profit or loss	Recognised in other comprehensive income	As at 31 March, 2022
2021-22				
Deferred tax assets / (liabilities) in relation to:				
Property, Plant and Equipment and on intangible assets	(7.44)	(7.08)	-	(14.52)
Expenses deductible / income taxable in other tax accounting period and change in fair value	19.11	(79.07)	(1.70)	(61.66)
Provision for Expected Credit Loss	12.24	0.21	-	12.45
Employee benefits	(0.55)	-	(0.14)	(0.69)
Others	-	-	-	-
TOTAL	**23.36**	**(85.94)**	**(1.84)**	**(64.42)**

(₹ in Crores)

Particulars	As at 01 April, 2020	Recognised in profit or loss	Recognised in other comprehensive income	As at 31 March, 2021
2020-21				
Deferred tax assets / (liabilities) in relation to:				
Property, Plant and Equipment	(8.54)	1.10	-	(7.44)
Expenses deductible / income taxable in other tax accounting period and change in fair value	(5.85)	30.18	(5.22)	19.11
Provision for Expected Credit Loss	9.86	2.38		12.24
Employee benefits	(0.57)	-	0.02	(0.55)
Total	**(5.10)**	**33.66**	**(5.20)**	**23.36**

11. OTHER ASSETS

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(i) Non-Current		
Capital Advances	34.07	33.17
Prepaid Expenses	4.75	3.98
VAT Credit and WCT Receivable	26.13	26.28
TOTAL	**64.95**	**63.43**
(ii) Current		
Taxes and duties Recoverable	82.75	44.32
VAT Credit and WCT Receivable	47.38	56.89
GST Receivable	312.00	259.22
Export Benefits Receivable	10.94	9.74
Taxes Paid Under Protest	7.05	6.18
Advance to Suppliers	188.40	113.72
Prepaid Expenses	34.12	39.04
Amount Due from Customers under Construction and other Contracts (Contract assets)	2,129.98	1,562.78
TOTAL	**2,812.62**	**2,091.89**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

11.1 Amount due from / (to) Customers under Construction Contracts in progress at the end of the reporting period

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Recognised as amounts due:		
from Customers under Construction Contracts	2,130.23	1,564.74
to Customers under Construction Contracts (Refer Note 20)	(162.64)	(237.92)
Less: Allowance for expected credit loss	(0.25)	(1.96)
	1,967.34	**1,324.86**

11.2 The contract assets represents amount due from customer, primarily relate to the Company's rights to consideration for work executed but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional, that is when invoice is raised on achievement of contractual milestones. This usually occurs when the Company issues an invoice to the customer. The contract liabilities represents amount due to customer, primarily relate to invoice raised on customer on achievement of milestones for which revenue to be recognised over the period of time.

11.3 Increase in contract assets is mainly due to increase in business activities and in certain contracts on account of contractual milestones not achieved. During the year ended 31 March, 2022, ₹ 1534.38 Crores (Previous year ₹ 1426.84 Crores) of contract assets as of 01 April, 2021 has been reclassified to Trade receivables upon billing to customers on completion of milestones.

11.4 In case of EPC contracts, amount in the range of 10-20% of the contract value is paid as an advance and 10-20% amount released at the end of project and balance amount is paid progressively based on the agreed milestones in the contract.

11.5 Revenue recognised for the current year includes ₹ 237.92 Crores (Previous year ₹ 340.92 Crores), that was classified as amount due to customers at the beginning of the year.

12. INVENTORIES

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Raw Materials and Components (including goods in transit ₹ 2.99 Crores) (Previous Year ₹ 3.81 Crores)	188.14	163.64
Work-in-progress	33.13	39.56
Finished goods	110.73	126.44
Store, Spares, Construction Materials and Tools	272.90	264.71
Scrap	6.02	3.97
TOTAL	**610.92**	**598.32**

12.1 Refer accounting policy 4 G for valuation of inventories.

13. CASH AND CASH EQUIVALENTS

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Balances With Banks		
In Bank Accounts	742.33	304.60
In Fixed Deposit Accounts (with original maturity of less than 3 months)	-	3.65
Cheques on hand	0.02	-
Cash on Hand	1.85	1.16
TOTAL	**744.20**	**309.41**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

14. OTHER BALANCES WITH BANKS

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Unpaid Dividend Accounts	0.49	0.39
Deposits with original maturity more than 3 months but less than 12 months**	2.39	2.27
TOTAL	**2.88**	**2.66**

**held as margin money and towards other commitments.

15. CURRENT TAX

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Net current tax assets / (liability)	63.94	16.11
Comprising of:		
Current Tax Assets	63.94	39.33
Current Tax Liability	-	23.23

16. EQUITY SHARE CAPITAL

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
AUTHORISED :		
17,50,00,000 (Previous year 17,50,00,000) Equity Shares of ₹ 2 each	35.00	35.00
TOTAL	**35.00**	**35.00**
ISSUED, SUBSCRIBED and PAID-UP.		
14,89,09,208 (Previous year 14,89,09,208) Equity Shares of ₹ 2 each fully paid up	29.78	29.78
TOTAL	**29.78**	**29.78**

16.1 Reconciliation of the Equity shares outstanding at the beginning and at the end of the reporting period

Equity Shares	As at 31 March, 2022		As at 31 March, 2021	
	No. of Shares	(₹ in Crores)	No. of Shares	(₹ in Crores)
Shares outstanding at the beginning of the year	14,89,09,208	29.78	15,47,15,470	30.94
Less: Shares extinguished on buyback	-	-	58,06,262	1.16
Shares outstanding at the end of the year	14,89,09,208	29.78	14,89,09,208	29.78

16.2 The Company has only one class of Equity Shares having par value of ₹ 2 per share. Each holder of Equity Shares is entitled to one vote per share. The dividend is declared and paid on being proposed by the Board of Directors after the approval of the Shareholders in the ensuing Annual General Meeting, except in case of Interim dividend.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all liabilities. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

16.3 During pervious year, the Company has bought back 58,06,262 Equity Shares from the open Market through Stock Exchanges (NSE and BSE).

16.4 During the financial year 2019-2020, the Company has acquired 19.94% stake in Shree Shubham Logistics Limited (SSL) for a consideration of ₹ 64.66 Crores. The consideration is paid through a non-cash equity swap transaction, in which 12,54,900 equity shares of the Company issued at the value of ₹ 515.25 per share.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

16.5 Shareholding of Promoters

Promoter Name	As at 31 March, 2022		As at 31 March, 2021		% Change during the year
	No. of Shares held	% of total shares	No. of Shares held	% of total shares	
Mr. Mofatraj Pukharaj Munot	1,63,43,218	10.98%	1,00,05,822	6.72%	4.26%
Mr. Parag Mofatraj Munot	79,63,615	5.35%	79,63,615	5.35%	-

16.6 Details of shareholders holding more than 5% shares in the Company.

Name of Shareholder	As at 31 March, 2022		As at 31 March, 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Mofatraj Pukharaj Munot	1,63,43,218	10.98	1,00,05,822	6.72
Mr. Parag Mofatraj Munot	79,63,615	5.35	79,63,615	5.35
Kalpataru Construction Private Limited	2,33,50,000	15.68	2,33,50,000	15.68
K. C. Holdings Private Limited	2,11,42,600	14.20	2,11,42,600	14.20
Kalpataru Properties Private Limited	-	-	1,36,46,196	9.16
HDFC Trustee Company Limited	1,42,73,822	9.59	1,42,73,822	9.59
ICICI Prudential Value Discovery Fund	1,36,83,153	9.19	41,46,165	2.78
SBI Small Cap Fund	1,07,96,419	7.25	22,64,735	1.52

17(i) NON-CURRENT BORROWINGS

(₹ in Crores)

Particulars	As at 31 March, 2022		As at 31 March, 2021	
	Non-Current	Current	Non-Current	Current
Secured - At amortised cost				
Term Loans				
From Banks	75.24	58.02	143.85	67.42
From others	215.85	273.72	76.41	103.77
Unsecured - At amortised cost				
Non-Convertible Redeemable Debentures	200.00	133.34	133.34	133.33
Amount disclosed under the head "Current Borrowings" [Refer Note 17 (ii)]	-	(465.08)	-	(304.52)
Less : Unamortised Transaction Cost of Borrowings	(2.14)	-	(1.39)	-
TOTAL	**488.95**	**-**	**352.21**	**-**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

17.1 Details of Unsecured Non-Convertible Redeemable Debentures :

(₹ in Crores)

Redemption Profile	As at 31 March, 2022	As at 31 March, 2021	Interest rate	Date of Allotment
Redeemable at premium on 12 September, 2022 (with yield 9%)	50.00	50.00	Zero	12 September, 2018
Redeemable at premium on 11 March, 2022 (with yield 9%)	-	50.00	Zero	12 September, 2018
Redeemable at face value in 2 equal annual instalments starting from 27 September, 2021	50.00	100.00	8.11% p.a.	27 September, 2017
Redeemable at face value in 3 equal annual instalments starting from 25 May, 2020	33.34	66.67	8.45% p.a.	25 May, 2017
Redeemable at face value in 2 equal annual instalments starting from 12 January, 2024	200.00	-	6.15% p.a.	12 January, 2022

17.2 Term Loans from Banks and Other Loans

(a) ₹ 0.76 Crores (Previous Year ₹ 2.27 Crores) carries interest in range of 7.4% - 9.25% p.a. and is repayable in range of 1 to 38 equal monthly instalments along with interest. The Loan is secured by hypothecation of specific Vehicles.

(b) Other Loans of ₹ 489.57 Crores (Previous Year ₹ 180.18 Crores) are interest free and secured by pledge of Equity shares of Alipurduar Transmission Limited and Kohima Mariani Transmission Limited. The loans are repayable in 1 to 5 years.

(c) ₹ 132.50 Crores (Previous Year ₹ 209.00 Crores) carries interest of 7.10% p.a, secured by pari passu charges on movable and immovable fixed assets of transmission & distribution and infrastructure division of the Company to the extent of 1.25 times of outstanding facility. It is repayable in 16 quarterly instalments ending on 01 June, 2024.

17. (ii) CURRENT BORROWINGS

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Secured		
Working Capital Facilities from Banks	722.97	628.57
Current maturities of long term debt (Refer Note 17 (i))	331.74	171.19
Unsecured		
Current maturities of long term debt (Refer Note 17 (i))	133.34	133.33
TOTAL	**1,188.05**	**933.09**

Working Capital Facilities from Banks are secured in favour of consortium of bankers by hypothecation of stocks, stores and spares, book debts, bills receivable and all other movable assets on pari passu basis and also secured by movable and immovable fixed assets (including land and building situated at Gandhinagar, Gujarat) of transmission and distribution division and infrastructure division of Company. Working Capital Facilities carries interest in range of 2% to 10%.

18. TRADE PAYABLE*

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(i) Non-Current		
Others	173.32	189.65
TOTAL	**173.32**	**189.65**
(ii) Current		
Total outstanding dues of Micro and Small enterprises (Refer Note 53)	33.62	103.84
Others	2,232.80	2,191.76
TOTAL	**2,266.42**	**2,295.60**

*Refer Note 45 for Trade payables ageing

All Trade payables are non interest bearing and current Trade payable are to be settled within normal operating cycle of the Company.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

19. OTHER FINANCIAL LIABILITIES

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(i) Non-Current		
Interest accrued but not due	-	13.14
TOTAL	**-**	**13.14**
(ii) Current		
Creditors for capital expenditure	12.93	23.04
Deposit from Vendors	103.22	97.18
Interest accrued but not due	29.97	24.01
Unpaid Dividend	0.49	0.39
Others	99.83	141.74
TOTAL	**246.44**	**286.36**

20. OTHER LIABILITIES

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(i) Non-Current		
Deposit from Customer	0.31	0.31
Other Payables	3.77	3.37
TOTAL	**4.08**	**3.68**
(ii) Current		
Amount Due to Customers under Construction Contracts (Contract liabilities) (Refer Note 11.1 & 11.2)	162.64	237.92
Advance from Customers	846.97	857.52
Statutory Liabilities	60.55	65.41
Deferred Income	0.72	1.21
TOTAL	**1,070.88**	**1,162.06**

21. PROVISIONS

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(i) Non-Current		
Employee benefits (Refer Note 39)	11.10	12.29
Performance Warranties (Refer Note 32)	8.04	17.29
TOTAL	**19.14**	**29.58**
(ii) Current		
Employee benefits (Refer Note 39)	6.33	6.84
Performance Warranties (Refer Note 32)	234.94	301.02
Expected Loss on Long Term Contracts (Refer Note 32)	118.29	148.84
Others (Refer Note 32)	26.39	26.47
TOTAL	**385.95**	**483.17**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

22. REVENUE FROM OPERATIONS

(₹ in Crores)

Particulars	2021-22	2020-21
Revenue from Contracts with Customers		
Sale of Products		
Tower Parts & Components	588.63	407.09
Others	84.76	87.34
Income from EPC contracts	6,245.44	7,070.35
Other Operating Income		
Sale of Scrap	127.61	76.65
Certified Emission Reduction Receipts	1.66	2.02
Export Benefits	13.70	27.25
TOTAL	**7,061.80**	**7,670.70**

Revenue as per geographical segment is disclosed in Note 54

23. OTHER INCOME

(₹ in Crores)

Particulars	2021-22	2020-21
Interest Income		
On financial assets carried at amortised cost		
On Loans	32.83	34.64
On Fixed deposits	0.21	2.06
Others	5.48	6.12
Dividend Income		
Dividend from investment in subsidiaries	10.74	26.89
Dividend from investment measured at FVTPL	0.10	0.26
Other non operating income		
Rent Income	1.53	1.45
Grant Received	0.18	-
Insurance Claims	5.13	2.22
Liabilities Written Back	1.13	0.05
Miscellaneous Income	0.58	0.90
Other Gains and Losses		
Gain / (Loss) on Investments designated at FVTPL	0.30	0.27
Gain / (Loss) on disposal of Property Plant & Equipment (net)	22.64	3.78
Others	0.65	0.55
TOTAL	**81.50**	**79.19**

24. COST OF MATERIAL CONSUMED

(₹ in Crores)

Particulars	2021-22	2020-21
Raw Materials		
Steel	775.84	653.76
Zinc	135.18	117.39
Components & Accessories, etc	1,996.29	1,969.34
Agricultural Residues	42.32	34.77
TOTAL	**2,949.63**	**2,775.26**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

25. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

(₹ in Crores)

Particulars	2021-22	2020-21
STOCK AT BEGINNING OF THE YEAR		
Finished Goods	126.44	137.36
Work-in-progress	39.56	46.29
Scrap	3.97	4.79
	169.97	**188.44**
STOCK AT CLOSE OF THE YEAR		
Finished Goods	110.73	126.44
Work-in-progress	33.13	39.56
Scrap	6.02	3.97
	149.88	**169.97**
TOTAL	**20.09**	**18.47**

26. EMPLOYEE BENEFITS EXPENSES

(₹ in Crores)

Particulars	2021-22	2020-21
Salaries, Wages and Bonus	483.46	522.23
Contributions to Provident and Other Funds	24.41	21.12
Employees' Welfare Expenses	6.50	7.45
TOTAL	**514.37**	**550.80**

27. FINANCE COSTS

(₹ in Crores)

Particulars	2021-22	2020-21
Interest Expense	111.58	109.81
Other Borrowing Costs	5.59	5.81
Exchange Rate variation	6.78	(7.05)
TOTAL	**123.95**	**108.57**

28. OTHER EXPENSES

(₹ in Crores)

Particulars	2021-22	2020-21
Job Charges	46.49	64.06
Power and Fuel	22.70	18.97
Repairs and Maintenance:		
Plant and Machinery	4.33	2.98
Buildings	1.98	3.43
Others	0.57	0.51
Freight and Forwarding Expenses	232.82	258.34
Stores, Spares and Tools Consumed	17.57	14.10
Vehicle / Equipment Running and Hire Charges	3.17	2.69
Testing Expenses	1.05	4.84
Pollution Control Expenses	2.16	2.13
Insurance	37.71	41.07
Rent	36.33	36.10

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

28. OTHER EXPENSES (Contd.)

(₹ in Crores)

Particulars	2021-22	2020-21
Rates, Taxes and Duties	39.47	40.89
Stationery, Printing and Drawing Expenses	6.69	8.41
Telecommunication Expenses	3.21	4.04
Travelling Expenses	34.77	31.35
Legal and Professional Expenses	36.27	39.44
Payment to Auditors		
Audit Fees	1.46	1.09
Other Services & Reports	0.19	0.34
Reimbursement of Expenses	0.03	0.03
Bank Commission and Charges (including ECGC Premium)	61.76	62.45
Allowance for Expected Credit Losses	0.84	9.48
Loss / (Gain) on Exchange Rate Variation	(41.01)	16.22
Sitting Fees & Commission to Non-Executive Directors	5.42	4.72
Corporate Social Responsibility Expenses (Refer Note 31)	7.88	10.19
Carbon Credit Expenses	0.28	0.21
Miscellaneous Expenses	47.59	45.31
TOTAL	**611.73**	**723.39**

29. CONTINGENT LIABILITIES IN RESPECT OF

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(a) Bank guarantees given by the Company	0.96	1.91
(b) Claims against Company not acknowledged as debt	24.95	20.32
(c) Demands by Tax / Stamp Duty / Revenue / Other Statutory authorities, disputed by the Company	91.31	84.80
(d) Corporate Guarantee / Letter of Comfort given for loan to subsidiaries	336.69	365.00
(e) Bank Guarantee given on behalf of subsidiaries	370.78	90.80
(f) Deed of Indemnity given on behalf of a subsidiary	144.06	150.22

30. CAPITAL & OTHER COMMITMENTS

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Estimated amount of contracts remaining to be executed for Tangible capital Assets and not provided for (Net of advances)	38.70	14.86

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

31. CSR EXPENDITURE

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(a) Gross amount required to be spent by the Company during the year		
Opening balance as at 01 April, 2021		
With Company		
In Separate CSR Unspent A/c	6.10	-
Amount required to be spent during the year*	7.84	10.07
Amount spent during the year		
From Company's bank A/c	5.51	4.04
From Separate CSR Unspent A/c	5.18	-
Closing balance as at 31 March, 2022		
With Company		-
In Separate CSR Unspent A/c FY 20-21	0.92	6.10
In Separate CSR Unspent A/c# FY 21-22	2.37	-
*Approved by CSR Committee and Board of Directors		
#Transferred to CSR unspent account on 29 April, 2022		
(b) Amount spent on purposes other than construction / acquisition of any assets		
Eradicating Hunger, Promoting Healthcare	7.66	3.20
Promoting Education, Sanitation	1.82	0.23
Environment, technology and others	1.21	0.61
	10.69	**4.04**
(c) Refer note 41 for related party disclosures		

32. THE DISCLOSURE AS REGARDS TO PROVISION AS PER IND AS 37 "PROVISIONS, CONTINGENT LIABILITY AND CONTINGENT ASSETS"

(₹ in Crores)

	As at 31 March, 2022	As at 31 March, 2021
a DISCLOSURE AS REGARDS TO PROVISION FOR PERFORMANCE WARRANTIES		
Carrying amount at the beginning of the year	318.31	291.70
Add: Provision / Expenses during the year	81.09	81.43
Less : Reversal / Utilisation during the year	156.42	54.83
Carrying amount at the end of the year	**242.98**	**318.31**
b PROVISION FOR EXPECTED LOSS ON LONG TERM CONTRACT		
Carrying amount at the beginning of the year	148.84	40.52
Add: Provision / Expenses during the year (Net)	75.29	152.81
Less : Reversal / Utilisation during the year	105.84	44.49
Carrying amount at the end of the year	**118.29**	**148.84**
c OTHER PROVISIONS		
Carrying amount at the beginning of the year	26.47	27.70
Add: Provision / Expenses during the year	(0.08)	(1.23)
Carrying amount at the end of the year	**26.39**	**26.47**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

33. EARNINGS PER SHARE

Particulars	As at 31 March, 2022	As at 31 March, 2021
No. of Equity Shares at the beginning of the year	14,89,09,208	15,47,15,470
Shares extinguished on buyback (Nos)	-	58,06,262
No. of Equity Shares at the end of the year	14,89,09,208	14,89,09,208
Weighted Average No. of Equity Shares	14,89,09,208	15,16,53,331
Profit for calculation of EPS (₹ in Crores)	515.36	615.22
Basic and Diluted Earnings Per Share (₹)	34.61	40.57
Nominal value of Equity Share (₹)	2.00	2.00

34. ERECTION, SUBCONTRACTING AND OTHER PROJECT EXPENSES COMPRISES OF

(₹ in Crores)

Particulars	2021-22	2020-21
Subcontracting expenses	1,414.56	1,674.86
Construction material, stores and spares consumed	447.62	428.50
Power and fuel	97.12	86.95
Freight and Forwarding Expenses	36.08	53.48
Vehicle and Equipment Hire Charges	162.93	179.56
Custom Duty, Clearing & Handling Charges	20.52	54.38
Others	135.39	318.10
Total	**2,314.22**	**2,795.83**

During the year, the Company has reclassified warranty expense from other expenses to Erection and Sub-contracting expenses to appropriately reflect economic substance and nature of transaction and accordingly the comparative amounts for previous year of ₹ 44.66 Crore has also been reclassified.

35. RESEARCH AND DEVELOPMENT EXPENSES

(₹ in Crores)

Particulars	2021-22	2020-21
(a) Research and Development Income and Expenses included in the Statement of Profit and Loss under various heads are given below:		
(i) Revenue from Operations		
Income from Design validation and Sale of scrap	9.56	8.56
(ii) Revenue Expenditure		
Cost of Materials Consumed	5.41	2.71
Employee Benefits Expenses	5.99	6.00
Depreciation	1.35	1.55
GST	0.97	0.49
Other Expenses	1.87	1.56
(b) Capital Expenditure	0.75	0.02

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

36. LEASES

1 The Company's significant leasing/ licensing arrangements are mainly in respect of residential / office premises. Leases generally have a lease term ranging from 14 months to 108 months. Most of the leases are renewable by mutual consent on mutually agreeable terms.

2 **Right-of-use assets by class of assets is as follows.**

Financial Year 2021-22

(₹ in Crores)

Particulars	GROSS BLOCK				AMORTISATION				NET BLOCK
	As at 01 April, 2021	Additions	Deductions	As at 31 March, 2022	As at 01 April, 2021	For the Year	Deductions	As at 31 March, 2022	As at 31 March, 2022
TANGIBLE ASSETS									
Land	0.54	0.17	0.35	0.36	0.05	0.08	-	0.13	0.23
Buildings	44.09	24.42	9.39	59.12	18.23	16.06	8.49	25.80	33.32
Furniture and Fixture	-	0.04	-	0.04	-	0.01	-	0.01	0.03
Total	**44.63**	**24.63**	**9.74**	**59.52**	**18.28**	**16.15**	**8.49**	**25.94**	**33.58**

Financial Year 2020-21

(₹ in Crores)

Particulars	GROSS BLOCK				AMORTISATION				NET BLOCK
	As at 01 April, 2020	Additions	Deductions	As at 31 March, 2021	As at 01 April, 2020	For the Year	Deductions	As at 31 March, 2021	As at 31 March, 2021
TANGIBLE ASSETS									
Land	0.58	0.18	0.22	0.54	0.22	0.05	0.22	0.05	0.49
Buildings	54.54	5.41	15.86	44.09	15.08	19.02	15.87	18.23	25.86
Total	**55.12**	**5.59**	**16.08**	**44.63**	**15.30**	**19.07**	**16.09**	**18.28**	**26.35**

3 Finance costs includes interest expense amounting to ₹ 3.10 Crores (Previous Year ₹ 2.71 Crores) for the year ended 31 March, 2022 on lease liability accounted in accordance with Ind AS 116 "Leases".

4. Rent expense in Note No. 28 Represents lease charges for short term leases.

5. **Lease liabilities**

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Maturity analysis - Undiscounted cash flows		
Less than one year	13.10	8.45
More than one year	20.61	19.16
Total undiscounted lease liabilities	**33.71**	**27.61**
Lease liabilities included in financial position		
Current	13.10	8.45
Non current	16.86	14.96

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

37. Disclosure under Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 186(4) of the Companies Act, 2013.

37.1 Details of loans given :

(₹ in Crores)

Particulars	As at 31 March, 2022	Maximum Balance during the year 2021-22	As at 31 March, 2021	Maximum Balance during the year 2020-21
Shree Shubham Logistics Limited	117.64	117.64	109.61	109.61
Amber Real Estate Limited	-	-	-	0.47
Kalpataru Power Transmission (Mauritius) Limited	4.68	4.68	4.54	6.13
Adeshwar Infrabuild Limited	0.25	0.25	0.24	0.24
Kalpataru Power Transmission Sweden AB	110.37	115.39	109.65	109.65
Saicharan Properties Limited	199.15	237.59	237.59	237.59
Alipurduar Transmission Limited	-	-	-	149.74
Kohima Mariani Transmission Limited	-	48.13	36.06	43.93
Crest Ventures Limited	50.27	50.27	50.23	50.23
	482.36		**547.92**	

37.2 Investment by below entities in their Subsidiaries :

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Shree Shubham Logistics Limited	19.88	19.88
Energy Link (India) Limited	151.15	151.15
Kalpataru Power Transmission (Mauritius) Limited	1.39	1.39
Kalpataru Power Transmission Sweden AB	146.12	146.12

37.3 Details of Investments made by the Company are given in Note 6 .Details of guarantees provided are given in Note 29.

37.4 All loans given and guarantees provided are for the purposes of the business.

38. During the financial year 2021-22, UNFCCC has issued 53,876 CER's(Net of Adoption Fund) for the period 01 January, 2020 to 31 December, 2020 on account of generation of electricity from agricultural residues like mustard crop residue and other agricultural crop residue at Tonk Power Plant under the Clean Development Mechanism (CDM) of Kyoto Protocol for preventing environmental degradation. The Gold Standard Organisation also labelled the 53,876 CERs. The payment of Euro 188,566 received in September 2021.

39. DISCLOSURES PURSUANT TO IND AS 19 EMPLOYEE BENEFITS

(a) Defined contribution Plans

The Company made contributions towards provident fund, a defined contribution retirement benefit plan for qualifying employees. The provident fund plan is operated by the Regional Provident Fund Commissioner. The Company recognised ₹ 15.28 Crores (Previous Year ₹ 12.99 Crores) for provident fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the scheme.

The Company makes contribution towards Employees State Insurance scheme operated by ESIC Corporation. The Company recognised ₹ 0.15 Crores (Previous Year ₹ 0.14 Crores) for ESIC contribution in the statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the scheme.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

39. DISCLOSURES PURSUANT TO IND AS 19 EMPLOYEE BENEFITS (Contd.)

(b) Defined benefit plans

The Company offers the following employee benefit schemes to its employees.

(i) Gratuity

The Company made annual contributions to the Employee's Group Gratuity cash accumulation scheme's of IRDA approved agencies, a funded defined benefit plan for qualifying employees. The Scheme provides for payment to vested employees at retirement / death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service as per the provisions of the Gratuity Act, 1972.

(ii) Compensated absences

The Scheme is non-funded.

(c) The following tables summarises the components of net benefit expense recognised in the statement of profit or loss and the amounts recognised in the balance sheet in respect of Gratuity.

(₹ in Crores)

Particulars	2021-22	2020-21
(i) Expenses recognised during the year		
In Statement of Profit & Loss	4.91	4.50
In Other Comprehensive Income	(0.57)	0.09
Total	**4.34**	**4.59**
(ii) Expenses recognised in the Statement of Profit & Loss		
Current Service Cost	4.76	4.41
Net Interest Cost	0.15	0.08
Total	**4.91**	**4.49**
(iii) Expenses recognised in other comprehensive income		
Actuarial (gains) / losses on account of		
change in demographic assumptions	-	-
change in financial assumptions	(0.48)	0.64
experience adjustments	(0.23)	(0.44)
Return on plan assets	0.14	(0.11)
Total	**(0.57)**	**0.09**
(iv) Net Liability recognised in the Balance Sheet		
Present value of obligation	33.94	30.92
Closing Fair value of plan assets	29.60	26.34
Assets / (Liability) Recognised in Balance Sheet	**(4.34)**	**(4.59)**
(v) Changes in Present Value of Obligations		
Present value of obligation at the beginning of the year	30.92	27.29
Current service cost	4.77	4.41
Interest cost	1.88	1.73
Actuarial (gains) / losses arising from:		-
changes in financial assumptions	(0.48)	0.64
changes in demographic assumptions	-	-
changes in experience assumptions	(0.23)	(0.44)
Benefits paid	(2.92)	(2.71)
Present value of obligation at the end of the year	**33.94**	**30.92**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

39. DISCLOSURES PURSUANT TO IND AS 19 EMPLOYEE BENEFITS (Contd.)

(₹ in Crores)

Particulars	As at 31 March, 2021	As at 31 March, 2021
(vi) Changes in Fair Value of Plan Assets		
Fair value of Plan Assets at the beginning of the year	26.34	24.01
Interest Income	1.73	1.65
Return on plan assets	(0.14)	0.11
Contributions by Employer	4.59	3.28
Benefits paid	(2.92)	(2.71)
Fair Value of Plan assets at the end of the year	**29.60**	**26.34**
(vii) Bifurcation of present value of obligations into current and non-current		
Current Assets / (Liability)	(4.34)	(4.59)
(viii) Actuarial assumptions used in determining the obligation are		
Discount rate	6.80%	6.60%
Salary Escalation Rate	6.00%	6.00%
Mortality Rate	As per Indian Assured Lives Mortality (2012-14) Table	
Withdrawal Rate	2% to 11%	2% to 11%
Retirement Age	58 years	58 years
Expected Return on Plan Assets	6.80%	6.90%
(ix) Maturity Profile of Defined benefit obligation		
1 year	4.98	4.90
2 year	3.28	2.48
3 year	3.34	2.85
4 year	3.55	3.08
5 year	2.77	2.97
after 5 years	14.77	12.76
(x) Quantitative sensitivity analysis for significant assumptions		
Defined Benefits Obligation (Base) (₹ in Crores)	33.94	30.92
Impact of change in discount rate		
Revised obligation at the end of the year		
due to increase of 0.50%	32.79	29.86
due to decrease of 0.50%	35.17	32.05
Impact of change in salary increase		
Revised obligation at the end of the year		
due to increase of 0.50%	34.95	31.90
due to decrease of 0.50%	32.93	29.96

Sensitivities due to mortality and rate of withdrawals are insignificant and therefore, ignored.

(d) Characteristics of defined benefit plans and risks associated with them:

Valuations of defined benefit plan are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary over time. Thus, the Company is exposed to various risks in providing the above benefit plans which are as follows:

(i) Interest Rate risk: The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (i.e. value of defined benefit obligation).

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

(ii) Salary Escalation Risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

(iii) Demographic Risk: The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

(iv) Investment Risk : The Company has funded with well established Govt. of India undertaking & other IRDA approved agency and therefore, there is no material investment risk.

40. The Company has entered in to arrangement with Afcon Infrastructure Limited which is in the nature of Joint Operation as defined in Ind AS 111 "Joint Arrangement". The participation interest of the Company in the joint arrangement is 49%.

41. RELATED PARTY DISCLOSURES AS REQUIRED BY IND AS 24 ARE GIVEN BELOW

List of Related Parties

(a)	**Subsidiaries**
	JMC Projects (India) Limited
	Shree Shubham Logistics Limited
	Energy Link (India) Limited
	Amber Real Estate Limited
	Kalpataru Power Transmission (Mauritius) Limited
	Kalpataru Power Transmission USA Inc
	Adeshwar Infrabuild Limited
	LLC Kalpataru Power Transmission Ukraine
	Kalpataru Metfab Private Limited
	Kalpataru IBN Omairah Company Limited
	Alipurduar Transmission Limited (Up to 25 November, 2020)
	Kalpataru Power Transmission Sweden AB
	Kalpataru Power Senegal SARL (w.e.f. 10 August, 2020)
	Kalpataru Power DO Brasil Participacoes Ltda (w.e.f. 27 January, 2021)
	Kalpataru Power Chile SpA (w.e.f. 28 February, 2022)^
^Kalpataru Power Chile SpA registered in the Commercial Registry of Santiago on 04 March, 2022 and was published in Official Gazette by Ministry of Interior and Public Security on 07 March, 2022.	
(b)	**Indirect Subsidiaries**
	JMC Mining and Quarries Limited
	Saicharan Properties Limited
	Brij Bhoomi Expressway Private Limited
	Wainganga Expressway Private Limited
	Vindhyachal Expressway Private Limited
	Punarvasu Financial Services Private Limited
	Kalpataru Power DMCC
	Linjemontage i Grästorp Aktiebolag
	Linjemontage Service Nordic AB
	Linjemontage AS
	Fasttel Engenharia S.A (w.e.f 07 April, 2021)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

41. RELATED PARTY DISCLOSURES AS REQUIRED BY IND AS 24 ARE GIVEN BELOW (Contd.)

(c)	Enterprises under significant influence, which are having transaction with the Company	
	Kalpataru Properties Private Limited	
	Kalpataru Retail Ventures Private Limited	
	Gurukrupa Developers	
	Property Solution (India) Private Limited	
	Kalpataru Limited	
	Kalpataru Construction Private Limited	
	K C Holdings Private Limited	
	Kalpataru Viniyog LLP	
	Kalpataru Holdings Private Limited	
	Argos Arkaya Power Solutions LLP	
	Kalpataru Foundation	
	Klassik Vinyl Products LLP	
(d)	Key Management Personnel:	
	Mofatraj P. Munot	Promoter Director & Executive Chairman
	Manish Mohnot	Managing Director and CEO
(e)	Individuals having significant influence and their relatives:	
	Parag Munot	Promoter Director
	Sunita Choraria	Relative of Promoter Director
	Sudha Golechha	Relative of Promoter Director
(f)	Joint Ventures :	
	Jhajjar KT Transco Private Limited (Upto 27 September, 2020)	
	Kohima-Mariani Transmission Limited (Upto 20 December, 2021)*	

*Refer Note 55

Transactions with Related Parties in ordinary course of business are:

(₹ in Crores)

	Particulars	Relationship	2021-22	2020-21
1	**Investment in Equity and Preference Shares**			
	Kalpataru Power Senegal SARL	Subsidiary	0.02	18.41
	Jhajjar KT Transco Private Limited*	Joint Venture	-	1.78
	Kalpataru Power Do Brasil Participações Ltda	Subsidiary	71.28	0.87
	* Equity shares acquired from Klassik Vinyl Products LLP			
2	**Net Loans and advances given / (returned)**			
	Amber Real Estate Limited	Subsidiary	-	(0.47)
	Alipurduar Transmission Limited	Subsidiary	-	(121.39)
	Kalpataru Power Transmission (Mauritius) Limited	Subsidiary	-	(1.45)
	Adeshwar Infrabuild Limited	Subsidiary	0.01	-
	Kalpataru Power Transmission Sweden AB	Subsidiary	0.32	2.70
	Kohima-Mariani Transmission Limited	Joint Venture	(36.06)	3.45
	Jhajjar KT Transco Private Limited	Joint Venture	-	(4.25)
	Saicharan Properties Limited	Indirect Subsidiary	(50.00)	33.00

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

41. RELATED PARTY DISCLOSURES AS REQUIRED BY IND AS 24 ARE GIVEN BELOW (Contd.)

(₹ in Crores)

	Particulars	Relationship	2021-22	2020-21
3	**Advance For Capex given / (adjusted)**			
	Gurukrupa Developers	Enterprises having significant influence	-	(8.71)
4	**Revenue from Operations**			
	JMC Projects (India) Limited	Subsidiary	7.59	-
	Kalpataru IBN Omairah Company Limited	Subsidiary	0.99	-
	Jhajjar KT Transco Private Limited	Joint Venture	-	0.72
	Alipurduar Transmission Limited	Subsidiary	-	6.35
	Kohima-Mariani Transmission Limited	Joint Venture	64.59	49.37
	Linjemontage i Grästorp Aktiebolag	Indirect Subsidiary	4.48	26.09
5	**Other Income**			
	Amber Real Estate Limited	Subsidiary	2.77	2.88
	Shree Shubham Logistics Limited	Subsidiary	9.35	9.85
	JMC Projects (India) Limited	Subsidiary	10.19	9.91
	Kalpataru Limited*	Enterprises having significant influence	0.08	-
	Saicharan Properties Limited	Indirect Subsidiary	12.84	12.13
	Jhajjar KT Transco Private Limited	Joint Venture	-	16.24
	Alipurduar Transmission Limited	Subsidiary	-	5.21
	Kohima-Mariani Transmission Limited	Joint Venture	2.76	3.21
	Kalpataru IBN Omairah Company Limited	Subsidiary	0.66	-
	Kalpataru Power Do Brasil Participações Ltda	Subsidiary	0.03	-
	Kalpataru Power Transmission Sweden AB	Subsidiary	3.78	3.69
	LLC Kalpataru Power Transmission, Ukraine	Subsidiary	0.03	0.02
	*During the previous year units of Kalpataru Retail Ventures Private Limited merged with Kalpataru Limited			
6	**Reimbursement of Expenses (Receivable)**			
	Kalpataru IBN Omairah Company Limited	Subsidiary	3.91	-
	Shree Shubham Logistics Limited	Subsidiary	0.02	0.01
	JMC Projects (India) Limited	Subsidiary	0.40	0.08
	Kohima-Mariani Transmission Limited	Joint Venture	3.70	34.28
	Kalpataru Power Do Brasil Participações Ltda	Subsidiary	0.39	-
	Fasttel Engenharia S.A.	Indirect Subsidiary	0.10	-
	Kalpataru Power Senegal SARL	Subsidiary	0.13	-
7	**Rent Expenses**			
	Kalpataru Retail Ventures Private Limited*	Enterprises having significant influence	-	4.99
	Kalpataru Metfab Private Limited	Subsidiary	0.06	-
	Kalpataru Limited*	Enterprises having significant influence	10.83	6.27
	JMC Projects (India) Limited	Subsidiary	1.09	1.06
	*During the previous year units of Kalpataru Retail Ventures Private Limited merged with Kalpataru Limited			
8	**Service Charges**			
	Kalpataru Power Transmission USA Inc.	Subsidiary	2.44	2.52
	Argos Arkaya Power Solutions LLP	Enterprises having significant influence	0.03	0.01
	Property Solutions (India) Private Limited	Enterprises having significant influence	2.35	2.11
9	**Equipment Hire Charges**			
	Energy Link (India) Limited	Subsidiary	0.24	0.24
	JMC Projects (India) Limited	Subsidiary	0.46	2.48

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

41. RELATED PARTY DISCLOSURES AS REQUIRED BY IND AS 24 ARE GIVEN BELOW (Contd.)

(₹ in Crores)

	Particulars	Relationship	2021-22	2020-21
10	**Reimbursement of Expenses (Payable)**			
	Kalpataru Retail Ventures Private Limited*	Enterprises having significant influence	-	0.15
	Kalpataru Limited*	Enterprises having significant influence	0.44	0.27
	Linjemontage i Grästorp Aktiebolag	Indirect Subsidiary	4.73	-
	Kalpataru Metfeb Private Limited	Subsidiary	0.02	-
	JMC Projects (India) Limited	Subsidiary	0.74	-
	Jhajjar KT Transco Private Limited	Joint Venture	-	0.02
	*During the previous year units of Kalpataru Retail Ventures Private Limited merged with Kalpataru Limited			
11	**Sale of Property, Plant and Equipments**			
	Kalpataru IBN Omairah Company Limited	Subsidiary	2.68	-
	Fasttel Engenharia S.A.	Indirect Subsidiary	0.15	-
	Kalpataru Power Senegal SARL	Subsidiary	0.90	-
12	**Purchase of Property, Plant and Equipments**			
	Kalpataru Limited	Enterprises having significant influence	-	9.33
	Gurukrupa Developers	Enterprises having significant influence	-	8.71
13	**Corporate Social Responsibility**			
	Kalpataru Foundation	Enterprises having significant influence	4.59	1.86
14	**Salary & Commission***			
	Mr. Mofatraj Pukhraj Munot	Promoter Director & Executive Chairman	11.38	16.40
	Mr. Manish Mohnot	Key Management Personnel	13.92	14.71
	Mr. Parag Mofatraj Munot	Promoter Director	2.25	2.17
	* Break up of compensations to key management personnel			
	-Short term employment benefits is ₹ 25.30 Crores (Previous year ₹ 31.11 Crores)			
15	**Dividend Paid**			
	Kalpataru Properties Private Limited	Enterprises having significant influence	1.61	11.60
	Kalpataru Construction Private Limited	Enterprises having significant influence	3.50	19.85
	Kalpataru Holdings Private Limited	Enterprises having significant influence	0.05	0.28
	Kalpataru Viniyog LLP	Enterprises having significant influence	0.20	1.12
	K C Holdings Private Limited	Enterprises having significant influence	3.17	17.97
	Mr. Mofatraj Pukhraj Munot	Promoter Director & Executive Chairman	1.50	8.50
	Mr. Parag Mofatraj Munot	Promoter Director	1.19	6.77
	Ms. Sudha Golechha	Relative of Promoter Director	0.13	0.74
	Ms. Sunita Choraria	Relative of Promoter Director	0.13	0.74
16	**Advance from Customers received / (adjusted) (net)**			
	Kohima-Mariani Transmission Limited	Joint Venture	-	(2.93)
	Linjemontage i Grästorp Aktiebolag	Indirect Subsidiary	2.61	(17.38)

Balance with Related Parties

(₹ in Crores)

	Particulars	Relationship	As at 31 March, 2022	As at 31 March, 2021
1	**Loans Given**			
	Shree Shubham Logistics Limited	Subsidiary	117.64	109.61
	Adeshwar Infrabuild Limited	Subsidiary	0.25	0.24
	Kalpataru Power Transmission (Mauritius) Limited	Subsidiary	4.68	4.54

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

41. RELATED PARTY DISCLOSURES AS REQUIRED BY IND AS 24 ARE GIVEN BELOW (Contd.)

(₹ in Crores)

Particulars		Relationship	As at 31 March, 2022	As at 31 March, 2021
	Kalpataru Power Transmission Sweden AB	Subsidiary	110.37	109.65
	Kohima Mariani Transmission Limited	Joint Venture	-	36.06
	Saicharan Properties Limited	Indirect Subsidiary	199.15	237.59
2	**Trade and Other Receivable**			
	JMC Projects (India) Limited	Subsidiary	15.82	7.94
	LLC Kalpataru Power Transmission Ukraine	Subsidiary	0.07	0.03
	Kalpataru IBN Omairah Company Limited	Subsidiary	8.25	-
	Shree Shubham Logistics Limited	Subsidiary	0.23	0.44
	Kalpataru Power Transmission Sweden AB	Subsidiary	0.43	1.12
	Kalpataru Power Senegal SARL	Indirect Subsidiary	30.15	31.23
	Kalpataru Power Do Brasil Participações Ltda	Subsidiary	0.42	-
	Fasttel Engenharia S.A.	Indirect Subsidiary	0.25	-
	Linjemontage i Grästorp Aktiebolag	Indirect Subsidiary	-	3.39
	Kohima Mariani Transmission Limited	Joint Venture	-	66.30
3	**Advances given**			
	Gurukrupa Developers	Enterprises having significant influence	0.01	0.01
	Kalpataru Properties Private Limited	Enterprises having significant influence	32.31	32.31
	LLC Kalpataru Power Transmission Ukraine	Subsidiary	2.67	2.69
4	**Security Deposit Given**			
	Kalpataru Limited*	Enterprises having significant influence	63.52	63.52
	*During the previous year units of Kalpataru Retail Ventures Private Limited merged with Kalpataru Limited			
5	**Security Deposit Received**			
	JMC Projects (India) Limited	Subsidiary	0.20	0.20
6	**Advances From Customers**			
	Linjemontage i Grästorp Aktiebolag	Indirect Subsidiary	3.80	1.19
7	**Trade and Other Payable**			
	Kalpataru Power Transmission USA Inc.	Subsidiary	2.90	3.73
	Energylink (India) Limited	Subsidiary	-	0.02
	Kalpataru Metfab Private Limited	Subsidiary	0.01	-
	Kalpataru Retail Ventures Private Limited*	Enterprises having significant influence	0.05	-
	Property Solutions (India) Private Limited	Enterprises having significant influence	0.42	0.28
	Kalpataru Limited*	Enterprises having significant influence	0.56	0.25
	Mr. Manish Mohnot	Key Management Personnel	10.15	11.12
	Mr. Mofatraj Pukhraj Munot	Promoter Director & Executive Chairman	6.90	12.23
	Mr. Parag Munot	Promoter Director	2.25	2.17
	*During the previous year units of Kalpataru Retail Ventures Private Limited merged with Kalpataru Limited			

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

41. RELATED PARTY DISCLOSURES AS REQUIRED BY IND AS 24 ARE GIVEN BELOW (Contd.)

(₹ in Crores)

Particulars	Relationship	As at 31 March, 2022	As at 31 March, 2021
8 Guarantee / Letter of Comforts Outstanding / Deed of indemnity			
Shree Shubham Logistics Limited	Subsidiary	197.25	240.00
Kalpataru IBN Omairah Company Limited	Subsidiary	288.99	34.39
Kalpataru Power Do Brasil Participações Ltda	Subsidiary	39.84	-
Linjemontage i Grästorp Aktiebolag	Indirect Subsidiary	144.06	158.63
JMC Projects (India) Limited	Subsidiary	181.40	181.40
Kalpataru Foundation	Enterprises having significant influence	0.01	0.01

Formation of subsidiary for execution of projects and correspondingly transfer of the projects related asset and liabilities.

During the previous year, the Company transferred assets and liabilities to its wholly owned subsidiary 'Kalpataru Power Senegal SARL' with effect from 01 September, 2020 through a business transfer agreement, a summary thereof is as under:

(₹ in Crores)

Particulars	As at 31 March, 2022
Assets	122.26
Liabilities	(103.86)
Net Assets	18.40
Excess of Assets over Liabilities (Equity shares of Kalpataru Power Senegal SARL)	18.40

Notes :

Transactions with the related parties are at Arm's length prices.

The amount outstanding are unsecured and will be settled in cash.

Guarantee given on behalf of subsidiaries are disclosed in Note 29.

No expenses has been recognised in the current year or previous year for bad or doubtful debts in respect of the amount owed by related parties.

42. RECONCILIATION OF INCOME TAX EXPENSES WITH THE ACCOUNTING PROFIT

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Profit before tax	721.97	831.32
Income tax calculated at 25.17% (Previous Year 25.17%)	181.72	209.24
Differential tax of overseas operation	29.00	24.75
Tax effect of adjustment to reconcile reported income tax expenses		
Income exempt from taxation	(2.74)	(14.19)
Tax Impact of Permanent allowances / disallowances / Others	5.05	(3.12)
Deferred tax not recognised on Impairment Loss	11.33	-
Difference of Tax at special rate	(17.75)	(15.66)
Impact of Prior period foreign income tax	-	15.08
Income tax expenses recognised in the statement of profit and loss	**206.61**	**216.10**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

43. FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

Capital Management

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

(₹ in Crores)

Gearing ratio	As at 31 March, 2022	As at 31 March, 2021
Debt*	1,679.14	1,286.69
Cash and cash equivalents	(744.20)	(309.41)
Net debt	**934.94**	**977.28**
Total Equity	**4,361.31**	**3,862.80**
Net debt to equity ratio	**0.21**	**0.25**

* Debt is defined as aggregate of Non-Current borrowings, Current borrowings and current maturities of long term debt.

Financial Instrument by category

The following table shows the carrying amounts and fair values of financial assets and financial liabilities. The Company consider that the carrying values of financial assets and financial liabilities recognised in the financial statements approximate their fair value.

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Financial assets		
Measured at Fair Value through Profit and Loss		
Investments - (Level-I)	1.40	1.04
Investments under held for sale- (Level-II)	489.57	180.18
Measured at Amortised Cost		
Investments	17.92	16.94
Measured At Cost		
Investments	894.32	868.00
Investments under held for sale	-	189.88
Measured at Amortised Cost		
(i) Trade receivables	3,240.46	3,846.49
(ii) Loans	474.20	539.78
(iii) Cash and cash equivalents	744.20	309.41
(iv) Other balances with Bank	2.88	2.66
(v) Others	230.29	198.39
Financial liabilities		
Measured at Amortised Cost		
(i) Borrowings	1,677.00	1,285.30
(ii) Trade payables	2,439.74	2,485.25
(iii) Other financial liabilities	276.40	322.91

Financial Risk Management

Financial Risk factors

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. The primary market risk to the Company is foreign exchange risk. The Company uses derivative financial instruments to mitigate foreign exchange related risk exposures.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

43. FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (Contd.)

Market Risk

The Company operates internationally and a major portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales and services and purchases from overseas suppliers in various foreign currencies. The Company holds derivative financial instruments such as foreign exchange forward and commodity contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The exchange rate between the rupees and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Company's operations are affected as the rupee appreciates / depreciates against these currencies.

The following table analyses foreign currency risk from financial instruments as of 31 March, 2022

(₹ in Crores)

Particulars	USD	Euro	Others	Total
Loan	4.68	107.14	3.23	115.05
Cash & Cash Equivalents	1.09	-	0.63	1.72
Trade Receivable	1,226.37	37.16	281.81	1,545.34
Other Financials Assets	28.18	4.56	40.27	73.01
Total Asset	**1,260.32**	**148.86**	**325.94**	**1,735.12**
Borrowing	18.10	-	3.32	21.42
Trade Payable	691.38	26.18	290.39	1,007.95
Other Financials Liabilities	2.45	2.86	4.04	9.35
Total Liabilities	**711.93**	**29.04**	**297.75**	**1,038.72**
Net Assets / (Liabilities)	**548.39**	**119.82**	**28.19**	**696.40**

The following table analyses foreign currency risk from financial instruments as of 31 March, 2021

(₹ in Crores)

Particulars	USD	Euro	Others	Total
Loan	4.54	106.28	3.37	114.19
Cash & Cash Equivalents	0.15	-	0.87	1.01
Trade Receivables	1,703.38	5.28	250.83	1,959.49
Other Financials Assets	9.29	6.38	32.89	48.56
Total Asset	**1,717.36**	**117.94**	**287.96**	**2,123.25**
Borrowing	120.74	1.76	1.97	124.46
Trade Payables	1,011.64	75.46	223.70	1,310.80
Other Financials Liabilities	16.56	0.84	7.19	24.60
Total Liabilities	**1,148.94**	**78.06**	**232.86**	**1,459.86**
Net Assets / (Liabilities)	**568.42**	**39.88**	**55.10**	**663.39**

Note : The Companyis mainly exposed to USD and Euro. Other currencies comprises of 30-35 currencies. Sensitivity analysis of unhedged USD and Euro is given below:

Sensitivity Analysis

For the year ended 31 March, 2022 and 31 March, 2021, increase / decrease of 5% in the exchange rate between the Indian rupee and USD / EURO would impact company's profit before tax by approximately 2.15% and 1.55% respectively.

Sensitivity rate of 5% is used while reporting foreign currency risk internally to key management personnel and represent management's assessment of the reasonably possible change in foreign exchange rate.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

43. FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (Contd.)

Derivative Financial Instruments

The Company holds derivative financial instruments such as foreign currency forward contracts and commodity future contracts to mitigate the risk of changes in exchange rates on foreign currency exposures and changes in price of commodities. The counter party for these contracts is generally a multinational banks, financial institution or exchange. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace. Mark to Market gain or loss on derivative instruments is part of other current financial assets or liabilities.

As at 31 March, 2022

Outstanding Contracts	Average Exchange Rate (In equivalent ₹)	Amount in Foreign currency (In Crores)	Nominal Amount (₹ in Crores)	MTM Value (₹ in Crores)
Cash Flow Hedges (Routed through OCI)				
Sell USD Buy INR				
Maturing less than 3 months	77.21	USD 1.00	77.51	0.90
Maturing in 3 months to 6 months	79.36	USD 0.40	32.14	0.87
Maturing in 6 months to 9 months	79.08	USD 2.20	173.74	2.83
Maturing in 9 months to 12 months	79.75	USD 1.44	115.18	1.69
Maturing more than 12 months	82.20	USD 7.57	623.16	6.46
Total / Average	**80.89**	**USD 12.62**	**1,021.73**	**12.75**
Sell USD Buy SEK				
Maturing less than 3 months	7.84	SEK 6.80	53.35	2.14
Total / Average	**7.84**	**SEK 6.80**	**53.35**	**2.14**
Other Hedges (Routed through Profit & Loss)				
Sell USD Buy INR				
Maturing less than 3 months	77.46	USD 1.37	106.46	1.74
Maturing in 3 months to 6 months	77.43	USD 1.30	100.27	0.76
Maturing in 6 months to 9 months	79.39	USD 1.98	157.22	3.01
Maturing in 9 months to 12 months	80.12	USD 0.66	52.53	1.21
More than 12 Months	79.64	USD 0.98	78.39	0.02
Total / Average	**78.68**	**USD 6.29**	**494.87**	**6.74**
Sell EUR Buy USD				
Maturing less than 3 months	86.04	EUR 0.15	13.17	0.26
Total / Average	**86.04**	**EUR 0.15**	**13.17**	**0.26**
Buy USD Sell INR				
Maturing less than 3 months	75.77	USD 0.02	1.44	0.00
Maturing in 3 months to 6 months	77.20	USD 1.91	147.62	(0.15)
Maturing in 9 months to 12 months	78.63	USD 0.96	75.75	(0.21)
Total / Average	**77.67**	**USD 2.89**	**224.81**	**(0.36)**
Sell EURO Buy INR				
More than 12 Months	94.23	EUR 0.93	87.63	8.41
Total / Average	**94.23**	**EUR 0.93**	**87.63**	**8.41**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

43. FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (Contd.)

As at 31 March, 2021

Outstanding Contracts	Average Exchange Rate (In equivalent ₹)	Amount in Foreign currency (In Crores)	Nominal Amount (₹ in Crores)	MTM Value (₹ in Crores)
Cash Flow Hedges (Routed through OCI)				
Sell USD Buy INR				
Maturing less than 3 months	74.93	USD 0.34	25.14	0.36
Maturing in 3 months to 6 months	75.24	USD 0.25	18.77	0.12
Maturing in 6 months to 9 months	77.40	USD 1.94	150.09	3.73
Maturing in 9 months to 12 months	79.84	USD 1.70	135.72	5.84
Maturing more than 12 months	79.63	USD 2.88	228.97	1.88
Total / Average	**78.69**	**USD 7.11**	**558.69**	**11.93**
Sell EUR Buy USD				
Maturing less than 12 months	84.21	EUR 0.10	8.42	(0.28)
Total / Average	**84.21**	**EUR 0.10**	**8.42**	**(0.28)**
Sell USD Buy BRL				
Maturing less than 3 months	12.86	BRL 3.10	39.86	0.55
Total/Average	**12.86**	**BRL 3.10**	**39.86**	**0.55**
Other Hedges (Routed through Profit & Loss)				
Sell USD Buy INR				
Maturing less than 3 months	75.53	USD 2.46	185.59	4.44
Maturing in 3 months to 6 months	76.04	USD 2.86	217.46	4.13
Maturing in 6 months to 9 months	76.86	USD 0.30	22.86	0.45
Maturing in 9 months to 12 months	76.07	USD 1.10	83.83	(0.32)
More than 12 Months	78.97	USD 0.02	1.93	0.01
Total / Average	**75.91**	**USD 6.74**	**511.67**	**8.71**
Sell EUR Buy USD				
Maturing less than 3 months	87.36	EUR 0.21	18.70	0.22
Total / Average	**87.36**	**EUR 0.21**	**18.70**	**0.22**
Buy USD Sell INR				
Maturing in 3 months to 6 months	76.11	USD 2.71	206.62	(3.63)
Maturing in 9 months to 12 months	76.58	USD 1.12	85.57	(0.15)
Total / Average	**76.25**	**USD 3.83**	**292.19**	**(3.78)**
Sell EURO Buy INR				
More than 12 Months	93.47	EUR 0.94	87.63	2.18
Total / Average	**93.47**	**EUR 0.94**	**87.63**	**2.18**

Reconciliation of Hedge Reserve

The following table provides the reconciliation of cash flow hedge reserve for the year ended 31 March, 2022 and 31 March, 2021:

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Balance at the beginning of the year	26.93	(30.29)
Gain / (Loss) recognised in OCI during the year (net)	7.97	57.22
Tax impact on above	8.62	6.61
Balance at the end of the year (Gross)	34.90	26.93
Balance at the end of the year (Net of Tax)	26.28	20.32

Loan and Borrowings: Financial Covenants

The Company is required to comply with the few financial covenants as per terms of respective sanctions. In case of breach of financial covenants, there can be adverse impact.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, investment securities and other receivables. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments. Credit risk in respect of other receivables mainly comprises of loan to components which are managed by the Company, by way of assessing financial condition, current economic trends and ageing of other receivables. The Company considers the probability of default and whether there has been a significant increase in the credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk, the Company compares the risk of default occurring on financial assets as on the reporting date.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

(₹ in Crores)

Particulars	Undisputed Trade receivable considered good		Disputed Trade receivable considered good	
	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2022	As at 31 March, 2021
Not Due	2,194.39	2,346.90	-	-
Less than 6 months	663.01	1,171.76	-	-
6 months to 1 year	60.98	109.65	-	-
From 1 year to 2 years	157.24	97.55	-	34.51
From 2 year to 3 years	75.83	22.47	34.96	9.36
Above 3 years	31.04	38.31	72.24	62.66
	3,182.49	**3,786.64**	**107.20**	**106.53**

Trade receivable does not contain any trade receivable which has significant increase on credit risk.

Expected credit loss assessment for customers

Most of customers are PSU and as per past experience, there has been no credit loss on account of customer's inability to pay i.e. there has been no material bad debts in past and therefore, no provision is generally made on this account. Provision is made for expected delay in realisation of trade receivables beyond contractual terms. The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables on a provision matrix. The expected credit loss on the aging of the days the receivables are due and the rates as given in the provision matrix.

On the above basis, the Company estimates the following provision matrix at the reporting date:

Particulars	Expected Credit Loss %	
	31 March, 2022	31 March, 2021
From 181 days to 1 year	6.24%	6.24%
Above 1 year	Ranging 12 % to 26%	Ranging 12 % to 26%

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows:

(₹ in Crores)

Particulars	2021-22	2021-22
	Trade receivable	Contract Assets
Balance as at 31 March, 2021	**46.68**	**1.96**
Impairment loss / (income) recognised (net)	2.55	(1.71)
Balance as at 31 March, 2022	**49.23**	**0.25**

Credit risk on derivative financial instruments is limited because the counterparties are banks with high credit rating assigned by rating agencies.

In addition, company is also exposed to credit risk in relation to corporate guarantee / letter of comfort (LOC) given to banks by the Company. The Company's exposure in this respect has been disclosed in Note 29.

Liquidity Risk

The Table below provides details regarding the contractual maturities of significant financial liabilities.

(₹ in Crores)

Particulars	As at 31 March, 2022		
	Less than 1 year	More than 1 year	Total
Financial Liabilities			
(i) Trade Payable	2,266.42	173.32	2,439.74
(ii) Borrowings	1,188.05	491.09	1,679.14
(iii) Other financial liabilities	259.54	16.86	276.40
Total			**4,395.28**

(₹ in Crores)

Particulars	As at 31 March, 2021		
	Less than 1 year	More than 1 year	Total
Financial Liabilities			
(i) Trade Payable	2,295.60	189.65	2,485.25
(ii) Borrowings	933.09	353.60	1,286.69
(iii) Other financial liabilities	294.81	28.10	322.91
Total			**4,094.85**

The above table does not include liability on account of future interest obligation.

The Company had undrawn borrowing facilities from banks amounting to ₹ 311.70 Crores (Previous year ₹ 298.37 Crores), which may be drawn at any time.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

Interest Rate Sensitivity Analysis

For the year ended 31 March, 2022 and 31 March, 2021, a 100 basis point increase / decrease in interest rate on floating rate liabilities would impact company's profit before tax by approximately 1.16 % and 1.01 % respectively.

Commodity Price Risk

The Company is affected by the price volatility of certain commodities like Steel, Zinc, Copper and Aluminium. Its operating activities require the on-going purchase or continuous supply of these materials. The Company holds derivative financial instruments such as commodity future contract to mitigate the risk of changes in Zinc, Copper and Aluminium prices.

The sensitivity analysis have been determined based on the exposure to changes in commodity prices. The analysis is prepared assuming the quantity of exposure outstanding at the end of the reporting period was outstanding for the whole year. A 5% increase or decrease is used when reporting commodity price risk internally to key management personnel and represents management's assessment of the reasonable possible changes in commodity prices and the impact of the possible change on the Company's profit before tax is 11.41% for FY 2021-22 and 7.36% for FY 2020-21.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

(₹ in Crores)

Commodity	Fixed / variable	Open Exposure	Value at Risk on price variation of 5 %	
			Increase	Decrease
Exposure as on 31 March, 2022				
Aluminium	Fixed Price Contracts	766.57	38.33	(38.33)
Zinc	Fixed Price Contracts	203.68	10.18	(10.18)
Steel	Fixed Price Contracts	568.65	28.43	(28.43)
Copper	Fixed Price Contracts	109.00	5.45	(5.45)
Total		**1,647.90**	**82.39**	**(82.39)**

(₹ in Crores)

Commodity	Fixed / variable	Open Exposure	Value at Risk on price variation of 5 %	
			Increase	Decrease
Exposure as on 31 March, 2021				
Aluminium	Fixed Price Contracts	330.58	16.53	(16.53)
Zinc	Fixed Price Contracts	121.80	6.09	(6.09)
Steel	Fixed Price Contracts	636.70	31.83	(31.83)
Copper	Fixed Price Contracts	134.34	6.72	(6.72)
Total		**1,223.42**	**61.17**	**(61.17)**

44. THE DETAILS OF THE DUE AMOUNT WHICH ARE EXPECTED BY COMPANY TO BE RECOVERED OR SETTLED AFTER TWELVE MONTHS IN RESPECT OF ASSETS AND LIABILITIES IN RELATION TO LONG TERM CONTRACTS WHICH ARE CLASSIFIED AS UNDER:

(₹ in Crores)

Particulars	Note	As at 31 March, 2022	As at 31 March, 2021
Trade Receivable	7	92.14	94.53

45. TRADE PAYABLES AGEING SCHEDULE

(₹ in Crores)

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
2021-22						
(i) MSME	26.20	5.00	0.21	0.22	-	31.63
(ii) Others	972.17	495.12	71.22	8.78	9.00	1,556.29
(iii) Disputed dues – MSME	1.64	0.34	0.01	-	-	1.99
(iv) Disputed dues - Others	0.61	-	-	-	0.36	0.97
(v) Unbilled	848.86	-	-	-	-	848.86
Total	**1,849.48**	**500.46**	**71.44**	**9.00**	**9.36**	**2,439.74**
2020-21						
(i) MSME	94.67	8.21	0.51	0.45	-	103.84
(ii) Others	719.26	580.10	100.98	42.33	51.18	1,493.85
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	0.05	0.10	0.96	0.68	0.83	2.62
(v) Unbilled	884.94	-	-	-	-	884.94
Total	**1,698.92**	**588.41**	**102.45**	**43.46**	**52.01**	**2,485.25**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

46. LOANS OR ADVANCES TO SPECIFIED PERSONS

(₹ in Crores)

Type of Borrower	As at 31 March, 2022		As at 31 March, 2021	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Subsidiaries - Interest free and repayable on demand	8.16	1.69%	8.14	1.49%

47. CAPITAL WORK IN PROGRESS AGEING SCHEDULE

(₹ in Crores)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
2021-22					
Projects in progress	3.43	0.44	-	-	3.87
Projects temporarily suspended	-	-	-	-	-
2020-21					
Projects in progress	13.33	1.06	-	-	14.39
Projects temporarily suspended	-	-	-	-	-

Capex expenditure of the Company is within the overall capex budget and are expected to be completed within the given timelines.

48. RATIOS

Particulars		2021-22	2020-21
Current Ratio	Times	1.60	1.42
Debt-Equity Ratio	Times	0.38	0.33
Debt Service Coverage Ratio	Times	2.06	2.76
Return on Equity Ratio (Annualised)	Percent	12.5%	16.6%
Inventory Turnover Ratio (Annualised)	Days	74.31	87.36
Trade Receivables Turnover Ratio (Annualised)	Days	183.15	177.59
Trade Payables Turnover Ratio (Annualised)	Days	152.45	139.58
Net Capital Turnover Ratio (Annualised)	Times	9.82	13.60
Net Profit Ratio	Percent	7.30%	8.02%
Return on Capital Employed (Annualised)	Percent	15.0%	18.8%
Return on Investment (Annualised)	Percent	8.1%	7.0%

There has been decrease in Debt Service Coverage Ratio, Return on Equity Ratio and Net Capital Turnover Ratio by more than 25% on account of lower profits mainly due to increased input cost.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

48. RATIOS (Contd.)

Formula:

Current Ratio = Current Assets / Current Liabilities

Debt-Equity Ratio = Total Debt / Shareholder's Equity

Debt Service Coverage Ratio = Earnings available for Debt Service / Debt Service

Return on Equity Ratio = Net Profit After Taxes / Average Shareholder's Equity

Inventory Turnover Ratio = Cost of Goods Sold / Average Inventory

Trade Receivables Turnover Ratio = Net Sales / Average Account Receivables

Trade Payables Turnover Ratio = Net Purchases / Average Trade Payable

Net Capital Turnover Ratio = Net Sales / Average Working Capital

Net Profit Ratio = Net Profit after Taxes / Net Sales

Return on Capital Employed = Earning Before Interest and Taxes / Average Capital Employed

Return on Investment = Dividend from Investment / Average Investments
(Investment includes Investment in Listed Equity Instruments measured at FVTPL)

49. UTILISATION OF BORROWED FUNDS OR SECURITIES PREMIUM OR OTHER SOURCES OF FUNDS

a) During the year, the Company has made investment in one of its subsidiary company namely Kalpataru Power Do Brasil Participações Ltda ('KPBPL') for further acquisition of 51% equity stake in Fasttel Engenharia S.A. ('Fasttel') Details are as under:

Particulars	Name of Entity	Date	Amount in Crores	Details of Entity	
				Relationship with the Company	Registration Number
Date and Amount of fund invested in Intermediary	KPBPL	05-Apr-21	57.06	Subsidiary Company	40.587.945/0001-76
Date and Amount of fund invested in Intermediary	KPBPL	01-Feb-22	6.92	Subsidiary Company	40.587.945/0001-76
Date and Amount of fund invested in Intermediary	KPBPL	23-Feb-22	7.29	Subsidiary Company	40.587.945/0001-76
Date and Amount of fund further invested by Intermediary to beneficiary	Fasttel	07-Apr-21	54.82	Step down Subsidiary Company	80.527.104/0001-98
Date and Amount of fund further invested by Intermediary to beneficiary	Fasttel	07-Feb-22	1.41	Step down Subsidiary Company	80.527.104/0001-98
Date and Amount of fund further invested by Intermediary to beneficiary	Fasttel	08-Feb-22	5.65	Step down Subsidiary Company	80.527.104/0001-98
Date and Amount of fund further invested by Intermediary to beneficiary	Fasttel	24-Feb-22	7.36	Step down Subsidiary Company	80.527.104/0001-98

The Company has complied with relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act 2013 and the transactions are not violative of the Prevention of Money-Laundering act, 2002 (15 of 2003).

b) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall :

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

50. The Company has following transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

(₹ in Crores)

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding		Relationship with the Struck off company, if any, to be disclosed
		As at 31 March, 2022	As at 31 March, 2021	
Lorshi Enterprises Private Limited	Payables	0.00	0.01	

51. Company has taken borrowings from banks on the basis of security of current assets and quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts.

52. DISCLOSURE IN RESPECT OF SECURITY CREATED ON ASSETS OF THE COMPANY AGAINST BORROWINGS.

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Property, Plant and Equipment's	467.05	509.23
Inventories	596.09	587.35
Financial Assets		
Trade Receivables	3,233.23	3,839.21
Loans	474.20	630.25
Cash & cash equivalents	740.96	309.40
Other Balances with Banks	2.88	1.13
Total	**5,514.41**	**5,876.57**

53. The amount outstanding to Micro, Small and Medium Enterprises is based on the information received and available with the Company.

(₹ in Crores)

Particulars	2021-22	2020-21
a) The Principal amount and interest due thereon remaining unpaid to supplier as at the end of accounting year	33.62	103.84
b) The interest due thereon remaining unpaid to supplier as at the end of accounting year	-	-
c) The amount of interest paid in terms of Section 16, along with the amounts of the payment made to the supplier beyond the appointed day during the year	-	-
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	-	-
e) The amount of interest accrued during the year and remaining unpaid at the end of the accounting year	0.15	0.03
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure.	0.18	-

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

54. The Company is primarily engaged in the business of Engineering, Procurement and Construction (EPC) relating to infrastructure comprising of power transmission & distribution, railway track laying & electrification, oil & gas pipelines laying, etc. Information reported to and evaluated regularly by the chief operating decision maker (CODM) for the purposes of resource allocation and assessing performance focuses on the business as a whole and accordingly, in the context of Operating Segment as defined under the Indian Accounting Standard 108 'Segment Information', there is no separate reportable segment.

Further, the Company operates in Geographical Segment-India (Country of Domicile) and Outside India.

Segment Information

(a) Revenue from Operations

(₹ in Crores)

Particulars	2021-22	2020-21
Within India	4,467.15	4,120.22
Outside India	2,594.65	3,550.48
Total	**7,061.80**	**7,670.70**

(b) Non Current Assets *

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Within India	626.42	644.25
Outside India	73.40	102.11
Total	**699.82**	**746.36**

* Excludes Intangible, Financial Assets and Deferred tax Asset.

54.1 Revenue from major customers - Public sector undertakings in India, is ₹ 2,026 Crores (Previous year ₹ 2,893 Crores). Revenue from other individual customer is less than 10% of total revenue.

55. Exceptional item includes:

(i) The Company was holding 74% equity stake in Kohima Mariani Transmission Limited (KMTL), a joint venture between the Company and Techno Electric & Engineering Company Limited (TEECL). The Company and TEECL have entered into a Share Purchase and Shareholders Agreement dated 03 July, 2019 ("the Agreement") with Apraava Energy Private Limited (formerly known as CLP India Private Limited – "the Buyer") to sell their respective equity stake in KMTL. Pursuant to the Agreement, the Company has sold 23% stake and transfer the control of KMTL on 20 December, 2021 and the balance 51% stake will be transferred after obtaining requisite approvals. In accordance with Ind AS 28 "Investments in Associates and Joint Ventures" and Ind AS 109 "Financial Instruments", the Company has recognised entire gain of ₹ 262.41 Crores (net of expenses) in relation to transfer of 23% equity stake and fair value gain on retained equity stake of 51% in KMTL.

(ii) During the year ended 31 March, 2022, the Company has made a provision of ₹ 45.00 Crores towards impairment in value of its investment in Energy link (India) Limited, a wholly owned subsidiary of the Company, and the same is presented as an exceptional item.

(iii) The exceptional items of ₹ 168.35 Crores for the year ended 31 March, 2021, represents gain on sale of stake in Alipurduar Transmission Limited and Jhajjar KT Transco Private Limited by the Company. Gain includes fair value gain on remaining stake to be transferred after obtaining requisite approval.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

56. Performance obligations unsatisfied or partially satisfied amounts to ₹ 13,957 Crores (Previous Year ₹ 12,820 Crores) as at 31 March, 2022 for which revenue is expected to be recognised in future over the period of 1 to 8 years.

57. NOTE ON SIGNIFICANT SUBSIDIARIES AND JOINT VENTURES

a. Particulars of Subsidiaries and Joint Ventures

Name of Subsidiaries	With Effect From	Country of Incorporation	% Voting power	
			As at 31 March, 2022	As at 31 March, 2021
Subsidiaries Held Directly				
Adeshwar Infrabuild Limited	11-Aug-09	India	100.00%	100.00%
Amber Real Estate Limited	16-May-08	India	100.00%	100.00%
Energy link India Limited	30-Jan-07	India	100.00%	100.00%
JMC Projects (India) Limited	06-Feb-07	India	67.75%	67.75%
Shree Shubham Logistics Limited	19-Mar-07	India	100.00%	100.00%
Kalpataru Metfab Private Limited	31-Mar-15	India	100.00%	100.00%
Alipurduar Transmission Limited (upto 25 November, 2020)	06-Jan-16	India	51.00%	51.00%
Kalpataru Power Transmission (Mauritius) Limited	08-Jan-09	Mauritius	100.00%	100.00%
Kalpataru Power Transmission - USA, Inc	11-Sep-09	USA	100.00%	100.00%
LLC Kalpataru Power Transmission Ukraine	06-Nov-12	Ukraine	100.00%	100.00%
Kalpataru IBN Omairah Company Limited	01-Jun-15	Saudi Arabia	65.00%	65.00%
Kalpataru Power Transmission Sweden AB	28-Jan-19	Sweden	100.00%	100.00%
Kalpataru Power Senegal SARL	10-Aug-20	Senegal	100.00%	100.00%
Kalpataru Power do Brasil Participações Ltda	27- Jan-21	Brazil	100.00%	100.00%
Kalpataru Power Chile SpA	28-Feb-22	Chile	100.00%	0.00%
Subsidiaries Held Indirectly				
Brij Bhoomi Expressway Private Limited	06-Dec-10	India	67.75%	67.75%
JMC Mining and Quarries Limited	06-Feb-07	India	67.75%	67.75%
Saicharan Properties Limited	30-Jun-09	India	100.00%	100.00%
Vindhyachal Expressway Private Limited	16-Jan-12	India	67.75%	67.75%
Wainganga Expressway Private Limited	02-Jun-11	India	67.75%	67.75%
Kalpataru Power DMCC	03-Aug-11	UAE	100.00%	100.00%
Punarvasu Financial Services Private Limited	31-Dec-14	India	100.00%	100.00%
Linjemontage i Grästorp Aktiebolag	29-Apr-19	Sweden	85.00%	85.00%
Linjemontage Service Nordic AB	29-Apr-19	Sweden	85.00%	85.00%
Linjemontage AS	29-Apr-19	Norway	85.00%	85.00%
Fasttel Engenharia S.A.	07-Apr-21	Brazil	51.00%	0.00%

b. Particulars of Joint Venture Entities included in Consolidation

Name of Joint Ventures	With Effect From	Country of Incorporation	% Voting power	
			As at 31 March, 2022	As at 31 March, 2021
Kohima-Mariani Transmission Limited (Upto 20 December, 2021)	02-May-18	India	51.00%	74.00%
Kurukshetra Expressway Private Limited	29-Mar-10	India	49.57%	33.59%

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

58. Advance taxes paid, including tax deducted at sources are shown as assets net of provision of tax including foreign tax. Provision for tax (including foreign tax) is made after considering depreciation, deductions and allowances as per applicable tax statutes and regulations there under.

59. The Company is executing projects in Afghanistan, which are currently on hold due to Force Majeure event. The Company is closely monitoring the situation and expect to resume work once the geopolitical environment in Afghanistan is resolved. The Company does not expect any material financial impact due to this event as the projects are funded by multilateral funding agencies and the company has covered the exposure of credit risk through insurance cover. Further, the bank guarantee issued for the aforesaid ongoing projects cannot be enforced as per the terms and conditions of the underlying contracts.

60. The Board of Directors have recommended a dividend of ₹ 6.50 per equity share for the financial year 2021-22, subject to approval by shareholders at the Annual General Meeting and if approved, would result in cash outflow of ₹ 96.79 Crores, which has not been included as liability in these standalone financial statements.

61. The figures for the previous periods have been regrouped / rearranged wherever necessary to conform to the current periods classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013 effective 01 April, 2021.

In terms of our report attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No : 101248W / W-100022

Vikas R Kasat
Partner
Membership No : 105317
Mumbai : 14 May, 2022

Ram Patodia
Chief Financial Officer

Rajeev Kumar
Company Secretary

For and on behalf of the Board of Directors

Manish Mohnot
Managing Director & CEO
DIN : 01229696

Sanjay Dalmia
Executive Director
DIN : 03469908
Mumbai : 14 May, 2022

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CONSOLIDATED FINANCIALS

INDEPENDENT AUDITOR'S REPORT

To the Members of Kalpataru Power Transmission Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the consolidated financial statements of Kalpataru Power Transmission Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its joint ventures and joint operation, which comprise the consolidated balance sheet as at 31 March, 2022, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information in which are included the Returns for the year ended on that date audited by the branch auditors of the Subsidiary Company's branches at Ethiopia, Sri Lanka, Mongolia, Maldives and Ghana (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the branch auditors on financial statements of such branches as were audited by the branch auditors and reports of other auditors on separate / consolidated financial statements of such subsidiaries, joint ventures and joint operations as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, joint ventures and joint operation as at 31 March, 2022, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group, joint ventures and joint operation in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the branch auditors and other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of branch auditors and other auditors on separate / consolidated financial statements of components audited by them, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

Sr. No.	The key audit matter	How the matter was addressed in our audit
1	**Recognition of contract revenue and margin:** The Group enters into Engineering Procurement and Construction (EPC) contracts, which are complex in nature and span over a number of reporting periods. Ind AS 115, Revenue from Contracts with Customers, requires an entity to select a single measurement method for the relevant performance obligation which depicts the entity's performance in transferring goods or services. In case of onerous contract, present obligations are recognised and measured as provisions.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: ● Assessed compliance of the Group policies in respect of revenue recognition with the applicable accounting standards. ● We selected a sample of contracts to test, using a risk-based criteria which included individual contracts with: - Significant revenue recognised during the year; - Significant unbilled work in progress (WIP) balances held at the year-end; or

INDEPENDENT AUDITOR'S REPORT (Contd.)

	The Group is recognising contract revenue and margin for these contracts based on input method, in accordance with the requirement of the standard. It relies on management's estimates of the final outcome of each contract, and involves management judgement, particularly in forecasting the cost to complete a contract, valuing contract variations, claims and liquidated damages. We identified contract accounting as a key audit matter because the estimation of total revenue and total cost to complete the contract is inherently subjective, complex and require significant management judgement. The same may get subsequently changed due to change in prevailing circumstances, assumptions, contract variations etc., and could result in significant variance in the revenue and profit or loss from contract for the reporting period. Refer note 23 to the consolidated Financial Statements.	- Low profit margins. ● Obtained an understanding of management's process for analyzing long term contracts, the risk associated with the contract and any key judgements. ● Evaluating the design and implementation of key internal controls over the contract revenue and cost estimation process through the combination of procedures involving inquiry, observations, re-performance and inspection of evidence. ● Verified underlying documents such as contract, and its amendments, key contract terms and milestones, etc. for verifying the estimation of contract revenue and costs and / or any change in such estimation. ● Evaluating retrospective results for contracts completed during the current year. Comparing the final outcome of the contracts with previous estimates made for these contracts to assess the reliability of management forecasting process. ● Considered the adequacy of the disclosures in note 23 to the consolidated financial statements.
2	**Income from toll collection** The Group is also into a business of toll collection under service concession agreement, which is complex in nature and span over a number of reporting periods. The right to collect toll is based on the number of vehicles passed from the toll assets. The process of identifying the usage charges is system driven based on the type / class of vehicles, distance etc. These are charged / billed by using complex IT software and hardware. This is a key audit matter considering the nature and volume of transaction; and reliance on information technology systems for the related automated and IT dependent controls. Refer note 23 to the Consolidated Financial Statements.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: ● Understand the process and controls placed for toll collection. Tested the key controls around such processes for the operating effectiveness. ● Tested Information Technology General Controls (ITGCs) which assisted the integrity of the tolling system operation, including access, operations and change management controls; ● Verified the reconciliation of toll collection as per transaction report (generated from toll system) with cash deposited in the designated bank account and revenue was as per the financial statements. Further, on sample basis verified the previous images and examined that the charges which were based on vehicle classification. ● Verified the exemptions and other dispensations allowed, as well as analysis of data for unusual transactions and examined the same. ● Performed the cut off procedures in relation to revenue to test the completeness of revenue.
3	**Impairment Testing for Intangible Assets - Toll Collection Rights** The Group has toll collection rights as intangible assets pursuant to the concession agreement. The carrying value of these rights acquired under BOT basis is being compared to the recoverable value (which is value in use in the instant case) thereof to ascertain if there is any impairment.	In view of the significance of the matter the auditor of the subsidiary has reported the following audit procedures in this area which were applied, among others to obtain sufficient appropriate audit evidence: ● Evaluating design and implementation and testing operating effectiveness of key internal controls placed around the impairment assessment process of Intangible Assets.

INDEPENDENT AUDITOR'S REPORT (Contd.)

	The process involves estimating the value in use of the asset which is determined by forecasting and discounting future cash flows. The same is sensitive to changes in discount rate, traffic growth rates, toll growth rates etc. The determination of the recoverable amount of the toll collection right involves significant judgement due to inherent uncertainty in the assumptions of the recoverable amount of these rights. Accordingly, the evaluation of impairment of toll collection rights has been determined a key audit matter. Refer note 5(ii) to the Consolidated Financial Statements.	• Verified the accuracy of the valuation methodology used in determining the recoverable amount. Further, evaluated the objectivity, independence and competence of specialists involved; • Verified the assumptions used for the major components of the cash flow forecasts, discount rates, cost of capital, etc.; • Assessed the key assumptions of independent valuation obtained by the Company on toll collection rights. • Evaluated the suitability of inputs and assumptions used in cash flow forecasts by comparing the potential changes to previous year or actual performance; • Performed sensitivity analysis of key assumptions used in valuation; and • Checked the arithmetical accuracy of the valuation model.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done / audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit / loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its joint ventures and joint operation in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of its joint ventures and joint operation are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its joint ventures and joint operation are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its joint ventures and joint operation are responsible for overseeing the financial reporting process of each company.

INDEPENDENT AUDITOR'S REPORT (Contd.)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint ventures and joint operation to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of such entities or business activities within the Group and its joint ventures and joint operation to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure

INDEPENDENT AUDITOR'S REPORT (Contd.)

about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

(a) We did not audit the financial statements of 5 branches and 8 unincorporated joint ventures and 1 joint operation, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 1,609.61 Crores as at 31 March, 2022, total revenues (before consolidation adjustments) of ₹ 1,439.59 Crores and net cash inflows (before consolidation adjustments) amounting to ₹ 12.11 Crore for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by branch auditors and other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these branches, unincorporated joint ventures and joint operation and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid branches, unincorporated joint venture and joint operation is based solely on the reports of the branch auditors and other auditors.

(b) We did not audit the financial statements of 19 subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 2,733.65 Crore as at 31 March, 2022, total revenues (before consolidation adjustments) of ₹ 1,466.13 Crore and net cash inflows (before consolidation adjustments) amounting to ₹ 122.17 Crore for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit loss (and other comprehensive loss) of ₹ 19.89 Crore for the year ended 31 March, 2022, in respect of one joint venture, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint venture is based solely on the reports of the other auditors.

Certain of these branches and subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by branch auditors and other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such branches and subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such branches and subsidiaries located outside India is based on the reports of branch auditors and other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

(c) The financial statements of 4 subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 651.48 Crores as at 31 March, 2022, total revenues (before consolidation adjustments) of ₹ 815.20 Crores and net cash inflows (before consolidation adjustments) amounting to ₹ 14.68 Crores for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditors. The consolidated financial statements also include the Group's share of net profit (and other comprehensive income) of ₹ NIL for the year ended 31 March, 2022, as considered in the consolidated financial statements, in respect of one joint venture, whose financial statements have not been audited by us or by other auditors. These unaudited financial statements have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint ventures, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries and joint venture, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is

INDEPENDENT AUDITOR'S REPORT (Contd.)

not modified in respect of the above matters with respect to our reliance on the work done and the reports of the branch auditors and other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate / consolidated financial statements of such subsidiaries, joint ventures and joint operation as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c) The reports on the accounts of the branch offices of the Subsidiary Company audited under Section 143(8) of the Act by the branch auditors have been sent to us and have been properly dealt with by us in preparing this report.

   d) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   e) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

   f) On the basis of the written representations received from the directors of the Holding Company as on 31 March, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and joint venture companies incorporated in India, none of the directors of the Group companies and joint venture companies incorporated in India is disqualified as on 31 March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.

   g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies and joint venture companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate / consolidated financial statements of the subsidiaries and joint ventures and joint operation, as noted in the "Other Matters" paragraph:

   a) The consolidated financial statements disclose the impact of pending litigations as at 31 March, 2022 on the consolidated financial position of the Group, its joint ventures and joint operation. Refer Note 34 to the consolidated financial statements.

   b) Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, on long-term contracts including derivative contracts. Refer Note 32 and 36 to the consolidated financial statements in respect of such items as it relates to the Group, its joint ventures and joint operation.

   c) There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies and joint venture

INDEPENDENT AUDITOR'S REPORT (Contd.)

companies incorporated in India during the year ended 31 March, 2022.

d) (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies, associate companies and joint venture companies incorporated in India to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary companies, associate companies and joint venture companies and joint operation companies incorporated in India or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies and joint venture companies incorporated in India from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies and joint venture companies incorporated in India shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.

e) The dividend declared or paid during the year by the Holding Company and its subsidiary companies and joint venture companies incorporated in India is in compliance with Section 123 of the Act.

(C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies and joint venture companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies and joint venture companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies joint venture companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W / W-100022

Vikas R Kasat
Partner
Membership No: 105317
UDIN: 22105317AIZLML8495

Mumbai
14 May, 2022

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the consolidated financial statements for the year ended 31 March, 2022, we report the following:

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, has adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Subsidiary / Joint Ventures	Clause number of the CARO report which is Adverse remarks
1	Kurukshetra Expressway Private Limited	U45400HR2010PTC040303	Joint venture	Clause (ix) (a) Clause (xvii) Clause (xix)
2	Wainganga Expressway Private Limited	U45203MH2011PTC264642	Subsidiary	Clause (ix)(a)

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W / W-100022

Vikas R Kasat
Partner
Membership No: 105317
UDIN: 22105317AIZLML8495

Mumbai
14 May, 2022

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

on the consolidated financial statements of Kalpataru Power Transmission Limited for the year ended 31 March, 2022

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph A. (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March, 2022, we have audited the internal financial controls with reference to consolidated financial statements of Kalpataru Power Transmission Limited (hereinafter referred to as "the Holding Company") and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies and its joint venture companies, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies and joint venture companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March, 2022, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as the "Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies and joint venture companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT (Contd.)

reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial control with reference to consolidated financial statements in so far as it relates to 10 subsidiary companies, 1 joint venture company and 8 unincorporated joint ventures, which are companies incorporated in India and 5 overseas branches, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W / W-100022

Vikas R Kasat
Partner
Membership No: 105317
UDIN: 22105317AIZLML8495

Mumbai
14 May, 2022

CONSOLIDATED BALANCE SHEET

AS AT 31 MARCH, 2022

(₹ in Crores)

Particulars	Note	As at 31 March, 2022	As at 31 March, 2021
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipments	5(i)	1,626.61	1,622.03
(b) Capital Work in Progress		19.91	29.49
(c) Right of Use Assets	44	133.70	109.79
(d) Investment Property	51	0.82	0.82
(e) Goodwill	47	184.21	114.76
(f) Other Intangible Assets	5(ii)	1,613.23	1,624.94
(g) Intangible Assets Under Development		4.72	4.54
(h) Financial Assets			
(i) Investments	6	1.49	1.13
(ii) Trade Receivables	7(i)	215.17	187.85
(iii) Others	9(i)	160.50	132.06
(i) Deferred Tax Assets (net)	10	198.02	129.94
(j) Non-Current Tax Assets (net)	15(i)	7.18	3.17
(k) Other Non-Current Assets	11(i)	133.54	72.39
		4,299.10	**4,032.91**
Current Assets			
(a) Inventories	12	1,096.03	1,071.08
(b) Financial Assets			
(i) Investments	6.2	3.20	-
(ii) Trade Receivables	7(ii)	4,577.42	5,016.82
(iii) Cash and Cash Equivalents	13	1,061.76	537.53
(iv) Bank Balances Other than (iii) above	14	132.26	54.33
(v) Loans	8(i)	151.34	383.31
(vi) Others	9(ii)	271.75	199.63
(c) Current Tax Assets (net)	15(ii)	122.20	67.06
(d) Other Current Assets	11(ii)	4,979.58	3,615.53
		12,395.54	**10,945.29**
Asset classified as held for sale	6.3	516.87	375.33
TOTAL ASSETS		**17,211.51**	**15,353.53**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	16	29.78	29.78
(b) Other Equity		4,248.79	3,708.72
Equity Attributable to Owners of the Company		**4,278.57**	**3,738.50**
(c) Non-Controlling Interests	17	138.90	120.44
		4,417.47	**3,858.94**
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18(i)	1,553.45	1,607.12
(ia) Lease Liabilities	44	74.31	63.81
(ii) Trade Payables	19(i)		
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		325.72	338.20
(iii) Other Financial Liabilities	20(i)	444.60	452.61
(b) Provisions	21 (i)	92.65	127.82
(c) Deferred Tax Liabilities (net)	10	95.71	32.51
(d) Other Non-Current Liabilities	22(i)	673.77	529.79
		3,260.21	**3,151.86**
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18(ii)	2,155.49	1,546.13
(ia) Lease Liabilities	44	54.53	42.47
(ii) Trade Payables	19(ii)		
(a) total outstanding dues of micro enterprises and small enterprises		159.09	175.24
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		4,094.24	3,563.90
(iii) Other Financial Liabilities	20(ii)	699.44	590.80
(b) Other Current Liabilities	22(ii)	1,908.85	1,769.95
(c) Provisions	21 (ii)	433.78	620.60
(d) Current Tax Liabilities (net)	15(iii)	28.41	33.64
		9,533.83	**8,342.73**
TOTAL EQUITY AND LIABILITIES		**17,211.51**	**15,353.53**
Significant Accounting Policies and Notes forming part of the Consolidated Financial Statements	1 to 60		

In terms of our report attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No : 101248W / W-100022

Vikas R Kasat
Partner
Membership No : 105317
Mumbai : 14 May, 2022

Ram Patodia
Chief Financial Officer

Rajeev Kumar
Company Secretary

For and on behalf of the Board of Directors
Manish Mohnot
Managing Director & CEO
DIN : 01229696

Sanjay Dalmia
Executive Director
DIN : 03469908
Mumbai : 14 May, 2022

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31 MARCH, 2022

(₹ in Crores)

Particulars	Note	2021-22	2020-21
Revenue from Operations	23	14,777.38	12,949.44
Other Income	24	88.92	67.02
TOTAL INCOME		**14,866.30**	**13,016.46**
EXPENSES			
Cost of Materials Consumed	25	6,421.34	4,745.01
Changes in Inventories of Finished goods and Work in Progress	26	24.66	13.90
Erection, Sub-Contracting and Other Project Expenses	41	4,693.16	4,598.01
Employee Benefits Expenses	27	1,299.08	1,041.36
Finance Costs	28	396.33	435.73
Depreciation and Amortisation Expenses	5 & 44	350.78	373.45
Expected credit losses provision for loans and advances given to JV	32	95.26	-
Other Expenses	29	1,054.32	1,041.18
TOTAL EXPENSES		**14,334.93**	**12,248.64**
Profit Before share of profit / (loss) of Joint venture and Exceptional Item		**531.37**	**767.82**
Share of Profit / (Loss) from Joint Venture		(19.89)	(32.21)
Profit Before Exceptional Item and tax		**511.48**	**735.61**
Exceptional items - Gain / (loss) (net)	55	184.93	209.64
Profit Before Tax		**696.41**	**945.25**
Tax Expenses			
Current Tax		191.59	303.24
Deferred Tax		(30.24)	(20.03)
Profit for the year		**535.06**	**662.04**
Other Comprehensive Income			
Items that will not be reclassified subsequently to Profit or Loss			
Actuarial Loss on Defined Plan Liability		0.71	0.96
Income tax on Actuarial Gain / (Loss)		(0.18)	(0.26)
		0.53	0.70
Items that will be reclassified subsequently to Profit or Loss			
Exchange difference in translating foreign operations		36.13	(47.33)
Gain / (Loss) on hedging instruments		19.14	57.22
Income tax on above items		(11.88)	(1.00)
		43.39	8.89
Total Other Comprehensive Income		43.92	9.59
Total Comprehensive Income for the year		**578.98**	**671.63**
Profit for the year attributable to			
Owners of the Company		540.30	671.02
Non-controlling interests		(5.24)	(8.98)
Profit for the Year		**535.06**	**662.04**
Total Other Comprehensive Income attributable to			
Owners of the Company		34.22	13.13
Non-controlling interests		9.70	(3.54)
Total Other Comprehensive Income for the Year		**43.92**	**9.59**
Total Comprehensive Income for the year attributable to			
Owners of the Company		574.52	684.15
Non-controlling interests		4.46	(12.52)
Total Comprehensive Income for the year		**578.98**	**671.63**
Earnings per Share (EPS) of ₹ 2 each			
Basic and Diluted (₹)	37	36.28	44.25
Significant Accounting Policies and			
Notes forming part of the Consolidated Financial Statements	1 to 60		

In terms of our report attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No : 101248W / W-100022

Vikas R Kasat
Partner
Membership No : 105317
Mumbai : 14 May, 2022

Ram Patodia
Chief Financial Officer

Rajeev Kumar
Company Secretary

For and on behalf of the Board of Directors
Manish Mohnot
Managing Director & CEO
DIN : 01229696

Sanjay Dalmia
Executive Director
DIN : 03469908
Mumbai : 14 May, 2022

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH, 2022

A : EQUITY SHARE CAPITAL

(₹ in Crores)

Particulars	Amount
Balance as at 01 April, 2020	30.94
Shares Extinguished due to buyback (refer note 16.4)	1.16
Balance as at 31 March, 2021	**29.78**
Balance as at 31 March, 2022	**29.78**

B : OTHER EQUITY

(₹ in Crores)

Particulars	Reserve & Surplus							Other Comprehensive Income / (Loss)			Total Attributable to Owners of the Company	Non-Controlling Interest	Total other Equity
	Debenture Redemption Reserve	Securities Premium	General Reserve	Statutory Reserve	Capital Redemption reserve	Reserve Fund as per Section 45IC of RBI Act, 1934	Retained Earnings	Effective portion of Cash Flow Hedges	Exchange differences of foreign operation	Actuarial Loss on Defined Plan Liability			
Balance as at 01 April, 2020	**107.88**	**868.32**	**431.27**	**0.26**	**-**	**0.76**	**1,943.35**	**(22.50)**	**(0.54)**	**(1.32)**	**3,327.48**	**136.75**	**3,464.23**
Profit for the year 2020-21	-	-	-	-	-	-	671.02	-	-	-	671.02	(8.98)	662.04
Other Comprehensive income for the year (net of tax)	-	-	-	-	-	-	-	42.82	(30.13)	0.44	13.13	(3.54)	9.59
Dividends paid including tax thereon	-	-	-	-	-	-	(127.20)	-	-	-	(127.20)	(3.79)	(130.99)
Transfer to General Reserve / Reserve Fund from Retained Earnings	-	-	12.25	-	-	0.21	(12.46)	-	-	-	-	-	-
Transfer to General Reserve From Debenture Redemption Reserve	(33.33)	-	33.33	-	-	-	-	-	-	-	-	-	-
Buyback of Equity shares	-	(175.71)	-	-	-	-	-	-	-	-	(175.71)	-	(175.71)
Transfer to Capital Redemption Reserve from Retained Earnings	-	-	-	-	1.16	-	(1.16)	-	-	-	-	-	-
Balance as at 31 March, 2021	**74.55**	**692.61**	**476.85**	**0.26**	**1.16**	**0.97**	**2,473.55**	**20.32**	**(30.67)**	**(0.88)**	**3,708.72**	**120.44**	**3,829.16**
Profit for the year 2021-22	-	-	-	-	-	-	540.30	-	-	-	540.30	(5.24)	535.06
Other Comprehensive income for the year (net of tax)	-	-	-	-	-	-	-	11.63	22.10	0.49	34.22	9.70	43.92
Dividends paid	-	-	-	-	-	-	(34.45)	-	-	-	(34.45)	(3.79)	(38.24)
Transfer to General Reserve / Reserve Fund from Retained Earnings	-	-	10.00	-	-	0.20	(10.20)	-	-	-	-	-	-
Transfer to General Reserve From Debenture Redemption Reserve	(34.87)	-	34.87	-	-	-	-	-	-	-	-	-	-
Acquisition of non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	8.43	8.43
Non-controlling interest changes during the year	-	-	-	-	-	-	-	-	-	-	-	9.36	9.36
Balance as at 31 March, 2022	**39.68**	**692.61**	**521.72**	**0.26**	**1.16**	**1.17**	**2,969.20**	**31.95**	**(8.57)**	**(0.39)**	**4,248.79**	**138.90**	**4,387.69**

(i) Securities Premium is used to record the premium on issue of shares. This is utilised in accordance with the provisions of the Companies Act, 2013.

(ii) Debenture Redemption Reserve is created as required under the provisions of the Companies Act, 2013 and rules framed thereunder.

(iii) The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. General Reserve is created by the transfer from one component of equity to another and is not an items of other comprehensive income. This can be utilised in accordance with the provisions of the Companies Act, 2013.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Contd.)
FOR THE YEAR ENDED 31 MARCH, 2022

(iv) Statutory Reserve is created as required under article 176 of the regulations for Companies in Saudi Arabia. This reserve is not available for dividend distribution.

(v) Capital Redemption Reserve is in accordance with section 69 of the Indian Companies Act, 2013. The Company creates capital redemption reserve equal to the nominal value of the shares bought back as an appropriation from general reserve.

(vi) Reserve fund created on net profit in accordance with the section 45-IC of the Reserve Bank of India Act, 1934.

Also refer Significant Accounting Policies and Notes forming part of the Consolidated Financial Statements.

In terms of our report attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No : 101248W / W-100022

Vikas R Kasat
Partner
Membership No : 105317
Mumbai : 14 May, 2022

Ram Patodia
Chief Financial Officer

Rajeev Kumar
Company Secretary

For and on behalf of the Board of Directors
Manish Mohnot
Managing Director & CEO
DIN : 01229696

Sanjay Dalmia
Executive Director
DIN : 03469908
Mumbai : 14 May, 2022

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH, 2022

(₹ in Crores)

Particulars	2021-22	2020-21
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit for the year	**535.06**	**662.04**
Adjustments for :		
Tax Expenses	161.35	283.21
Share of Loss of Joint Venture	19.89	32.21
Depreciation and Amortisation Expenses	350.78	373.45
Finance Costs	396.33	435.73
Impairment loss on property plant and equipments	37.71	-
Gain on sale of subsidiary and joint venture (net)	(262.41)	(209.64)
Dividend Income	(0.10)	(16.32)
Interest Income	(35.28)	(30.13)
Gain on disposal of Property, Plant and Equipments (net)	(18.61)	(8.50)
Bad Debt written off	0.25	8.74
Liabilities Written Back	(21.67)	(4.40)
Allowance for Expected Credit Losses	39.26	26.77
Expected credit losses provision for loans given to JV and others	95.26	-
Impairment loss on asset held for sale	0.68	0.86
Unrealised Foreign Exchange (Gain) / Loss (net)	(29.27)	50.78
Net Gain arising on financial assets	(0.30)	(0.27)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**1,268.93**	**1,604.53**
Adjustments for :		
Trade and other Receivables	(950.18)	(615.85)
Inventories	13.50	137.47
Trade, other payables and provisions	644.87	51.10
CASH GENERATED FROM OPERATIONS	977.12	1,177.25
Income Tax Paid	(263.46)	(246.25)
NET CASH GENERATED FROM OPERATING ACTIVITIES	**713.66**	**931.00**
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Capital expenditure on property, plant and equipment & intangible assets (after adjustment of increase / decrease in capital work-in-progress and advances for capital expenditure)	(308.10)	(261.15)
Proceeds from disposal of Property, Plant and Equipment	46.68	26.41
Proceeds from sale of subsidiary and joint venture (net)	156.71	354.66
Investments in / Proceeds from sale Mutual Funds (net)	(3.26)	0.50
Loans (given to) / received back from Joint Ventures (net)	(17.43)	(41.98)
Loans (given to) / received back from others	22.26	(108.59)
Investment in Joint Venture	-	(1.78)
Interest received	35.28	32.08
Dividend Received	0.10	16.32
Payment for acquisition of subsidiary	(62.24)	-
Deposits with Banks (net)	(125.02)	(8.72)
CASH GENERATED FROM / (USED IN) INVESTING ACTIVITIES	**(255.02)**	**7.75**

CONSOLIDATED STATEMENT OF CASH FLOWS (Contd.)
FOR THE YEAR ENDED 31 MARCH, 2022

(₹ in Crores)

Particulars	2021-22	2020-21
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Buyback of Equity shares (including transaction cost)	-	(176.87)
Proceeds from Issue of shares to Minority Shareholders	8.00	-
Proceeds from Current / Non Current Borrowings	479.97	484.94
Proceeds from Issue of Non Convertible Debentures	200.00	-
Redemption of Non Convertible Debentures	(233.33)	(133.33)
Repayment of Current / Non Current Borrowings	(313.15)	(226.25)
Net increase / (decrease) in short-term borrowings	380.11	(236.80)
Payment of lease liability	(53.02)	(44.49)
Finance Costs Paid	(405.35)	(432.89)
Dividend Paid including tax thereon	(22.34)	(126.57)
Dividend Paid to Minority Shareholders	(15.90)	(4.42)
CASH GENERATED FROM / (USED IN) FINANCING ACTIVITIES	**24.99**	**(896.68)**
D. Effect of exchange rate changes on the balance of cash and cash Equivalents held in foreign currencies	-	0.74
E. NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C+D)	**483.63**	**42.81**
F. Cash and Cash Equivalents acquired in business combination	40.60	-
G. Reduction in cash and cash equivalents on loss of control of subsidiary	-	(14.06)
H. Opening Cash and Cash Equivalents	**537.53**	**508.78**
I. Closing Cash and Cash Equivalents (E+F+G+H)	**1,061.76**	**537.53**

NOTES :

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(i) Cash and Cash Equivalents at the end of the year comprises:		
(a) Cash on hand	2.41	2.01
(b) Cheques on hand	0.02	-
(c) Balance with Banks		
(i) In current accounts	995.68	450.58
(ii) In fixed deposit accounts	63.65	84.94
Cash and Cash Equivalents as per statement of cash flows	**1,061.76**	**537.53**
(ii) Reconciliation of liabilities arising from financing activities:		

Particulars	As at 01 April, 2021	Cash Flow	Non-Cash Changes	As at 31 March, 2022
Borrowings	3,153.25	513.60	42.09	3,708.94

(iii) The statement of cash flows has been prepared under the "Indirect method" as set out in Indian Accounting Standard 7- "Statement of Cash Flows".

Also refer Significant Accounting Policies and Notes forming part of the Consolidated Financial Statements

In terms of our report attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No : 101248W / W-100022

Vikas R Kasat
Partner
Membership No : 105317
Mumbai : 14 May, 2022

Ram Patodia
Chief Financial Officer

Rajeev Kumar
Company Secretary

For and on behalf of the Board of Directors
Manish Mohnot
Managing Director & CEO
DIN : 01229696

Sanjay Dalmia
Executive Director
DIN : 03469908
Mumbai : 14 May, 2022

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT

FOR THE YEAR ENDED 31 MARCH, 2022

1. CORPORATE INFORMATION

Kalpataru Power Transmission Limited (referred to as "The Company") is a global EPC player with diversified interest in power transmission and distribution, civil construction, railway track laying and electrification, oil & gas pipelines laying etc.

The Company is public limited company incorporated and domiciled in India having its registered office at Plot No. 101, Part-III, GIDC Estate, Sector -28, Gandhinagar 382028, Gujarat, India.

The Company together with its subsidiaries is herein after referred to as the 'Group'.

2.

(a) Basis of preparation of Financial Statement

The financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

The consolidated financial statements have been presented in India rupees (INR) which is also the functional currency of the Company. All amounts have been rounded-off to the nearest Crores, unless otherwise stated.

These consolidated financial statements were approved by the Company's Board of Directors and authorised for issue on 14 May, 2022.

The consolidated financial statements have been prepared on historical cost basis, except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in accounting policies below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

(b) Principles of Consolidation

The consolidated financial statements relate to the Kalpataru Power Transmission Limited ("The Company" / "The Holding Company"), its Subsidiary Companies and Joint Venture Entities. The consolidated financial statements have been prepared on the following basis;

(i) The financial statement of the Subsidiary Companies and Jointly Venture Entities used in the consolidation are drawn up to the same reporting date as of the parent.

(ii) The financial statements of the Company and its subsidiaries have been combined on line-by-line basis by adding together, the book value of like items of assets, liabilities, income and expenses after eliminating intra group balances, intra group transactions and unrealised profits or losses, unless cost cannot be recovered.

(iii) The excess of cost to the Company of its investments in subsidiary companies over its share of equity of the subsidiary companies at the dates on which the investments in the subsidiary companies were made, is recognised as "Goodwill" being an asset in the consolidated financial statements and is tested for impairment on annual basis.

(iv) Non-controlling interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the non-controlling shareholders at the date on which investments in the subsidiary companies were made and further movement in their share in the equity, subsequent to the dates of investments. Net profit / loss and other comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

(v) Interest in Joint Venture Entities are incorporated in these consolidated financial statements using the equity method of accounting. Under equity method of accounting, an investment in joint venture is initially recognised at cost and adjusted thereafter to recognise the group's share of profit or loss and other comprehensive income of the joint venture.

3. USE OF ESTIMATES

The preparation of the consolidated financial statements in conformity with recognition and measurement principles of Ind AS requires the Management to make estimates and assumptions that affect the reported balance of assets and liabilities, disclosure relating to contingent liabilities as at the date of the financial statements and the reported amount of income and expense for the period. Estimates and underlying assumptions are reviewed on ongoing basis. Revision of accounting estimates are recognised in the period in which the estimates are revised and future period affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in the following notes:

Useful lives of Property, Plant and Equipment

The Group reviews the useful life of Property, Plant and Equipment at the end of each reporting period. This reassessment may result in change in depreciation expense for current and future periods. Policy for the same has been explained under Note 4(Q).

Impairment of Investments

The Group reviews its carrying value of investments annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Valuation of deferred tax assets

The Group reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note 4(G).

4. SIGNIFICANT ACCOUNTING POLICIES

A. Revenue Recognition

(i) Revenue from construction contracts

Performance obligations with reference to construction contracts are satisfied over the period of time, and accordingly, Revenue from such contracts is recognised based on progress of performance determined using input method with reference to the cost incurred on contract and their estimated total costs. Revenue is adjusted towards liquidated damages, time value of money and price variations / escalation, wherever, applicable. Variation in contract work and other claims are included to the extent that the amount can be measured reliably and it is agreed with customer.

Estimates of revenue and costs are reviewed periodically and revised, wherever circumstances change, resulting increases or decreases in revenue determination, is recognised in the period in which estimates are revised.

The Company evaluates whether each contract consists of a single performance obligation or multiple performance obligations. Where the Company enters into multiple contracts with the same customer, the Company evaluates whether the contract is to be combined or not by evaluating various factors.

(ii) Revenue from other contracts

Revenue from sale of goods is recognised at the point in time when control of the goods is transferred to the customer, which generally coincides with the delivery of goods to customers. Revenue from services are recognised when services are rendered.

(iii) Service concession arrangement

Concession arrangements are recognised in accordance with Appendix C of Ind AS 115, Service Concession Arrangements. It is applicable to concession arrangements comprising a public service obligation and satisfying all of the following criteria:

- the concession grantor controls or regulates the services to be provided by the operator using the asset, the infrastructure, the beneficiaries of the services and prices applied;
- the grantor controls the significant residual interest in the infrastructure at the end of the term of the arrangement. As per Ind AS 115, such infrastructures are not recognised in assets of the operator as property, plant and equipment but in financial assets ("financial asset model") and / or intangible assets

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

("intangible asset model") depending on the remuneration commitments given by the grantor.

Construction or upgrade services provided under a service concession arrangement, recognised based on the stage of completion of the work performed, consistent with the Group's accounting policy on recognising revenue on construction contracts. Consideration under service concession arrangements is accounted on accrual basis in accordance with appendix C of Ind AS 115. Operation and maintenance revenue is recognised in the period in which the services are provided by the Group.

(iv) Warehousing

Revenues from warehousing facilities are recognised when services are rendered, which coincides with agreement entered with customers and other entities.

(v) Real Estate Development

The Group has evaluated the timing of revenue recognition on sale of completed units based on the rights and obligations given in the terms of contracts. The Group generally concluded that contracts relating to the completed units are recognised at a point in time when control transfers. For unconditional exchanges, control is generally expected to transfer to the customer together with the legal title. For conditional exchanges, this is expected to take place when all the significant conditions are satisfied.

With respect to the services provided to the lessees including Common Area Maintenance (CAM) services (Such as housekeeping, security services, etc) as part of the lease agreements entered by the Group, the Group has determined that the promise is the overall property management service and that the service performed each day is distinct and substantially the same. Therefore, the Group concluded that the services to lessees represent a series of daily services that are individually satisfied over time, using a time elapsed measure of progress, because lessees simultaneously receive and consume the benefits provided by the Group.

The sale of completed units constitutes a single performance obligation and it is satisfied at the point in time when control transfers, which generally occurs when legal title transfers to the customer.

(vi) Operation and maintenance Income

The Company recognises revenue from Operations and Maintenance services using the time-elapsed measure of progress i.e. input method on a straight line basis.

(vii) Others

Revenue from Bio Mass division is recognised on supply of electricity generated to the customer.

Dividend are recognised when right to receive payment is established. Interest income is recognised on time proportion basis.

Export benefits are accounted as revenue on accrual basis as and when export of goods take place.

Transmission Income is accounted on accrual basis for the period of operation of transmission system based on the Transmission service agreement (TSA) and Revenue sharing agreement (RSA) signed with the Long Term Transmission Customers & Central Transmission Utility.

B. Onerous contract

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

C. Business Combinations

Business combinations are accounted using the acquisition method under the provisions of Ind AS 103 'Business Combinations'. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition are recognised at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair value of the net assets and contingent liabilities, the excess is recognised as capital reserve.

Acquisition related cost are recognised in the statement of profit or loss as incurred.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

Business combinations arising from the transfer of interest in entities under common control are accounted at historical cost. The difference between the consideration given and the aggregate historical carrying amount of assets and liabilities of the acquired entity is recorded in shareholder's equity.

D. Operating cycle

(i) In case of long-term contracts executed by the Holding Company, Operating Cycle covers the duration of the specific project / contract including the defect liability period, wherever applicable and extend up to the realisation of receivables (including retention monies) within the agreed credit period.

(ii) Assets and Liabilities other than those relating to long-term contracts executed by the Holding Company are classified as current if it is expected to realise or settle within 12 months after the balance sheet date.

E. Lease

The Group considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group.
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract.
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist. At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate.

The Group has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. The right-of-use assets and lease liabilities include these options when it is reasonably certain that the option will be exercised.

F. Foreign Currency

Transactions in foreign currencies are recognised at rate of exchange prevailing for the month on the dates of the transactions.

Foreign currency monetary assets and liabilities, remaining unsettled at reporting date are translated at the exchange rate prevailing at the end of the year and differences are recognised in statement of Profit and Loss.

The results and financial position of foreign operations and foreign subsidiaries that have a functional currency different from the presentation currency are translated in to presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of reporting
- income and expenses at the exchange rate prevailing on the date of transaction
- resulting exchange difference for the period are recognised in other comprehensive income and accumulated in the foreign currency translation reserve in the statement of changes in equity.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

G. Income taxes

Income tax expense comprises current tax and deferred tax. Current and Deferred Tax are recognised in Profit or Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Current income taxes

Tax on income for the current period is determined on the basis of estimated taxable income and tax credit computed for each taxable entity in accordance with the tax rules applicable in respective tax jurisdictions.

Deferred income taxes

Deferred tax is recognised on temporary differences between the carrying amounts of Assets and Liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Minimum Alternate Tax (MAT) paid in accordance with tax laws, which give rise to future economic benefits in the form of adjustment of future tax liability, is recognised as an asset only when, based on convincing evidence, it is probable that the future economic benefits associated with it will flow to the Group and the assets can be measured reliably.

H. Inventories

Raw materials, fuel, semi-finished goods, finished goods, scraps, construction work in progress, construction materials and other stores and spares, tools are stated at lower of cost and net realisable value. Cost of purchased material is determined on the weighted average basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Scrap is valued at net realisable value.

Cost of work-in-progress and finished goods includes material cost, labour cost, and manufacturing overheads absorbed on the basis of normal capacity of production.

Finished goods of real estate inventories includes cost of land / development rights, construction costs, allocated borrowing costs and expenses incidental to the development.

I. Employee Benefits

a) Defined benefit plan

Gratuity liability is provided under a defined benefit plan and covered by payment thereof to gratuity fund under Group Gratuity Cash Accumulation Scheme of IRDA approved insurer under an irrevocable trust. The Group's liability towards gratuity is determined on the basis of actuarial valuation done by an independent actuary, taking effect of actuarial gains and losses which is recognised in Other Comprehensive Income.

b) Defined contribution plan

Contribution to Provident Fund, a defined contribution plan is charged to the Consolidated Statement of Profit and Loss.

c) Compensated absence

Provision for compensated absences is made on actuarial valuation as at the Balance Sheet date.

d) Short-term employee benefits

Short-term employee benefits are recognised as an expense at the undiscounted amount in the Consolidated Statement of Profit and Loss for the year in which the related service is rendered.

J. Non-current assets held for sale

Assets and Liabilities related to disposal group classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. The determination of fair value net of cost to sell includes use of management estimates and assumptions.

Assets and Liabilities related to disposal group are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

K. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets. All other borrowing costs are recognised as expense in the period in which they are incurred.

Interest Income earned on the temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

L. Provisions and Contingent Asset / Liabilities

Provisions are recognised when there is present obligation (legal or constructive) as a result of a past event, it is probable that group will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as expenses for legal claims, service warranties and other obligations are the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no disclosure is made.

Contingent Assets are not recognised but disclosed in the Consolidated Financial Statements when economic inflow is probable.

M. Government Grant

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

N. Joint Operations

A joint operation is a Jointly controlled arrangement whereby the parties have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. When a group entity undertakes its activities under joint operations, the Company as a joint operator recognises for the assets, liabilities, revenues, and expenses relating to its interest in a joint operation in accordance with the Ind AS applicable to the particular assets.

Transactions with the Joint operation by the Group are recognised in the consolidated financial statements only to the extent of other parties' interests in the joint operation.

O. Financial instruments

Financial instrument is a contract that give rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Classification:

The Group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial asset.

All financial liabilities are classified as subsequently measured at amortised cost except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives, are subsequently measured at fair value, with any gains or losses arising on re-measurement recognised in profit or loss.

Initial recognition and measurement

Financial Assets and Financial Liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than Financial asset and liabilities at fair value through profit & loss) are added to or deducted from the fair value measured on initial recognition of the financial assets or financial liabilities.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using effective interest rate method, if:

(a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and

(b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial asset at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business whose objective is achieved by both collecting contractual cash flow and selling asset financial asset and the contractual terms of financial asset give rise on specific dates to cash flows that are solely payment of principal and interest on principal amount outstanding.

Financial asset at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or fair value through other comprehensive income. Financial assets under this category are measured initially as well as at each reporting period at fair value with all changes recognised in the consolidated statement of profit and loss.

Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

Financial liabilities and equity instruments

Classification as debt or equity

Financial instruments are classified as a liability or equity according to the substance of the contractual arrangement and not its legal form.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a company are recognised at the proceeds received, net of issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost. Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in profit or loss.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Derivative Contracts

The Group enters into derivative financial instruments to hedge foreign currency / price risk on unexecuted firm commitments and highly probable forecast transactions.

Such derivatives financial instruments are initially recognised at fair value on the date on which the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the statement of profit or loss immediately

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedging relationship and the nature of the hedged item.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by a Group entity are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

P. Property, Plant and Equipment & Intangible Assets

Property, Plant and Equipment are stated at cost of acquisition / construction net of recoverable taxes and include amounts added on revaluation, less accumulated depreciation / amortisation and impairment loss, if any. All costs, including finance costs and adjustment arising from exchange rate variations attributable to fixed assets till assets are put to use, are capitalised.

Q. Depreciation and Amortisation

Depreciation is provided on all depreciable property, plant and equipment over the useful life prescribed under schedule II to the Companies Act, 2013 except that:

a) Depreciation on plant and machinery of bio-mass energy plants is provided considering the useful life of plant as 20 years, as specified in Central Electricity Regulatory Commission and Rajasthan Electricity Regulatory Commission.

b) Depreciation on assets of overseas projects is provided at the rates and methods as per the best estimates of the management which is also in accordance with requirement of laws of respective foreign countries as detailed below:

Plant & Machineries	:	10% - 25%
Furniture & Fixtures and Office Equipment	:	10 % - 33%
Computers	:	10% - 50%
Vehicles	:	15% - 38%
Building	:	2% - 7%

c) Depreciation on Plant & Machinery and Shuttering Materials of a subsidiary is provided taking useful life of 10 years and 3 years respectively based on technical evaluation.

d) Depreciation on Furniture & Fixtures and certain Plant & Machineries at construction sites of the Holding Company is provided considering the useful life of 3 years and 5 years respectively based on past experience.

e) Depreciation on fumigation covers and dunnages is provided taking useful life of 5 years and 3 years respectively

f) Depreciation on transmission line of one of the subsidiary is provided considering 40 years of useful life.

Depreciation is provided on Straight Line Method (SLM) except on assets pertaining to Research and Development Centre, one of the unit of the Group, Real Estate and mining activities is provided on the basis of written down value method.

Intangible Assets

a) Intangible assets with definite useful life is amortised using straight line method over the useful life.

b) Other Intangible assets are amortised over a period of three to five years on straight line basis.

R. Impairment

a) Financial asset

Group applies, as per Ind AS 109, expected credit loss model for recognising impairment loss on trade receivables, other contractual rights to receive cash or other financial asset.

b) Non-Financial asset

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount.

Intangible assets with indefinite life are tested for impairment at every period end. Impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount.

The recoverable amount is the higher of the fair value less cost of disposal and their value in use. Value in use is arrived at by discounting the future cash flows to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the asset for which the estimates of future cash flows have not been adjusted. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss.

S. Earnings Per share

Basic earnings per share are computed by dividing profit or loss of the Group attributable to the owners of the Company by weighted average number of equity shares outstanding during the period. The Group did not have any dilutive potential securities in the period presented.

T. Cash and Cash Equivalents

For the purpose of presentation in statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with Banks / financial institutions, with original maturities of 3 months or less that are readily convertible to known amount of cash and which are subject to an insignificant risk of change in value.

U. The Ministry of Corporate Affairs (MCA), on 23 March, 2022 notified amendments to existing Ind AS through Companies (Indian Accounting Standards) Amendment Rule, 2022. The new standard is effective for accounting periods beginning on or after 1 April, 2022. Key Amendments relating to the same whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

1. Ind AS 16 Property, Plant and Equipment – For items produced during testing / trail phase, clarification added that revenue generated out of the same shall not be recognised in SOPL and considered as part of cost of PPE.
2. Ind AS 37 Provisions, Contingent Liabilities & Contingent Assets – Guidance on what constitutes cost of fulfilling contracts (to determine whether the contract is onerous or not) is included.
3. Ind AS 41 Agriculture– This aligns the fair value measurement in Ind AS 41 with the requirements of Ind AS 113 Fair Value Measurement to use internally consistent cash flows and discount rates and enables preparers to determine whether to use pre-tax or post-tax cash flows and discount rates for the most appropriate fair value measurement.
4. Ind AS 101 – First time Adoption of Ind AS – Measurement of Foreign Currency Translation Difference in case of subsidiary / associate / JV's date of transition to Ind AS is subsequent to that of Parent – FCTR in the books of subsidiary / associate / JV can be measured based Consolidated Financial Statements.
5. Ind AS 103 – Business Combination – Reference to revised Conceptual Framework. For contingent liabilities / levies, clarification is added on how to apply the principles for recognition of contingent liabilities from Ind AS 37. Recognition of contingent assets is not allowed.
6. Ind AS 109 Financial Instruments – The amendment clarifies which fees an entity includes when it applies the '10 per cent' test in assessing whether to derecognise a financial liability.

The Company is evaluating the impact of the amendments on the financial statement.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

5. PROPERTY, PLANT AND EQUIPMENTS AND OTHER INTANGIBLE ASSETS

Financial year 2021-2022

(₹ in Crores)

Particulars	GROSS BLOCK						DEPRECIATION / AMORTISATION						NET BLOCK
	As at 01 April, 2021	Additions	Deductions/ Adjustments	Acquired under business combination	Foreign Currency Translation Reserve	As at 31 March, 2022	As at 01 April, 2021	For the Year	Deductions/ Adjustments	Acquired under business combination	Foreign Currency Translation Reserve	As at 31 March, 2022	As at 31 March, 2022
(i) Property, Plant and Equipments													
Leasehold Land	35.82	-	-	-	-	35.82	-	-	-	-	-	-	35.82
Freehold Land	145.79	-	10.90	-	-	134.89	6.37	-	-	-	-	6.37	128.52
Buildings	711.41	58.58	80.30	14.25	2.13	706.07	151.73	80.91	58.64	0.30	(0.12)	174.18	531.89
Plant and Equipment	1,376.65	191.97	56.17	12.03	(6.25)	1,518.23	599.58	134.86	39.40	4.20	(3.74)	695.50	822.73
Electrical Installation	15.48	0.62	0.19	-	-	15.91	6.56	1.30	0.16	-	0.01	7.71	8.20
Furniture and Fixtures	34.42	0.79	5.65	0.49	0.06	30.11	19.67	2.85	4.29	0.39	0.05	18.67	11.44
Office Equipment	73.50	12.97	2.63	0.63	(0.16)	84.31	50.78	11.13	2.36	0.31	(0.19)	59.67	24.64
Vehicles	131.66	17.81	16.80	12.18	0.25	145.10	68.01	20.60	13.26	5.61	0.77	81.73	63.37
Total (i)	**2,524.73**	**282.74**	**172.64**	**39.58**	**(3.97)**	**2,670.44**	**902.70**	**251.65**	**118.11**	**10.81**	**(3.22)**	**1,043.83**	**1,626.61**
(ii) Other Intangible Assets													
Toll Collection Rights	1,748.56	-	-	-	-	1,748.56	202.12	54.89	-	-	-	257.01	1,491.55
Copyright and Trade Mark	22.49	-	-	13.05	1.80	37.34	0.10	0.11	-	-	(0.01)	0.20	37.14
Customer relationship	55.24	-	-	29.69	3.91	88.84	10.62	16.77	-	-	0.92	28.31	60.53
Software (Other than internally generated)	40.55	17.79	0.84	0.18	0.02	57.70	29.06	7.17	0.80	0.17	0.02	35.62	22.08
Non-compete	-	-	-	1.99	0.41	2.40	-	0.41	-	-	0.06	0.47	1.93
Total (ii)	**1,866.84**	**17.79**	**0.84**	**44.91**	**6.14**	**1,934.84**	**241.90**	**79.35**	**0.80**	**0.17**	**0.99**	**321.61**	**1,613.23**
Total (i) + (ii)	**4,391.57**	**300.53**	**173.48**	**84.49**	**2.17**	**4,605.28**	**1,144.60**	**331.00**	**118.91**	**10.98**	**(2.23)**	**1,365.44**	**3,239.84**

Financial Year 2020-21

(₹ in Crores)

Particulars	GROSS BLOCK						DEPRECIATION / AMORTISATION						NET BLOCK
	As at 01 April, 2020	Additions	Deductions/ Adjustments	Acquired under business combination	Foreign Currency Translation Reserve	As at 31 March, 2021	As at 01 April, 2020	For the Year	Deductions/ Adjustments	Acquired under business combination	Foreign Currency Translation Reserve	As at 31 March, 2021	As at 31 March, 2021
(i) Property, Plant an Equipments													
Leasehold Land	35.82	-	-	-	-	35.82	-	-	-	-	-	-	35.82
Freehold Land	148.20	-	2.44	-	0.03	145.79	6.37	-	-	-	-	6.37	139.42
Buildings	619.44	98.00	6.21	-	0.18	711.41	95.98	56.48	0.95	-	0.22	151.73	559.68
Plant and Equipment	1,254.56	178.83	45.23	-	(11.51)	1,376.65	507.13	135.82	36.71	-	(6.66)	599.58	777.07
Electrical Installation	12.93	2.73	0.18	-	-	15.48	5.44	1.24	0.12	-	-	6.56	8.92
Furniture and Fixtures	34.47	0.49	0.45	-	(0.09)	34.42	16.86	3.24	0.36	-	(0.07)	19.67	14.75
Office Equipment	68.06	8.56	2.80	-	(0.32)	73.50	42.44	11.10	2.56	-	(0.20)	50.78	22.72
Vehicles	132.65	16.83	12.50	-	(5.32)	131.66	60.82	19.06	8.45	-	(3.42)	68.01	63.65
Total (i)	**2,306.13**	**305.44**	**69.81**	**-**	**(17.03)**	**2,524.73**	**735.04**	**226.94**	**49.15**	**-**	**(10.13)**	**902.70**	**1,622.03**
(ii) Other Intangible Assets													
Toll Collection Rights	1,748.56	-	-	-	-	1,748.56	164.06	38.06	-	-	-	202.12	1,546.44
Copyright and Trade Mark	19.89	0.55	-	-	2.05	22.49	0.10	-	-	-	-	0.10	22.39
Customer relationship	50.07	-	-	-	5.17	55.24	4.59	5.52	-	-	0.51	10.62	44.62
Software (Other than internally generated)	39.89	0.62	-	-	0.04	40.55	23.14	5.89	-	-	0.03	29.06	11.49
Total (ii)	**1,858.41**	**1.17**	**-**	**-**	**7.26**	**1,866.84**	**191.89**	**49.47**	**-**	**-**	**0.54**	**241.90**	**1,624.94**
Total (i) + (ii)	**4,164.54**	**306.61**	**69.81**	**-**	**(9.77)**	**4,391.57**	**926.93**	**276.41**	**49.15**	**-**	**(9.59)**	**1,144.60**	**3,246.97**

Notes :

(a) Refer note 33 for security created on property plant & equipment and other intangible assets.

(b) Deductions / adjustments for the year ended 31 March, 2022 includes assets reclassified to assets held for sale.

(c) Depreciation pertaining to assets held for sale is ₹ Nil Crores (Previous year ₹ 48.67 Crores).

(d) Depreciation / Amortisation includes impairment on plant and machineries, building and Toll Collection Rights amounting to ₹ 18.32 Crores (Previous year ₹ Nil), ₹ 3.96 Crores (Previous year ₹ Nil) and ₹ 15.43 Crores (Previous year ₹ 0.66 Crores) respectively.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

6. INVESTMENTS -NON CURRENT

(₹ in Crores)

Particulars	Face Value		No. of Shares / Units		Amount	
	Currency	Per Share/ Unit	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2022	As at 31 March, 2021
A. Investments - Carried at cost						
(a) In Equity Instruments of Joint Venture, Unquoted,						
Kurukshetra Expressway Private Limited	INR	10	5,16,82,990	5,16,82,990	-	-
Kohima-Mariani Transmission Limited [refer Note 6.1 (i)]	INR	10	-	5,42,56,353		
Total investment carried at cost					-	-
B. Investment - Carried at fair value through profit or loss (FVTPL)						
(i) Quoted,						
(a) In Equity instruments						
Power Grid Corporation of India Limited	INR	10	64,488	48,366	1.40	1.04
(ii) Unquoted,						
In Equity instruments						
Alipurduar Transmission Limited [refer Note 6.1 (i) and (ii)]	INR	10	2,83,71,824	2,83,71,824	-	-
Kohima-Mariani Transmission Limited [refer Note 6.1 (i) and (iii)]	INR	10	3,73,92,893	-	-	-
Agri Warehousing Service Providers (INDIA) Association	INR	10	90,000	90,000	0.09	0.09
Total investment carried at fair value through profit or loss					**1.49**	**1.13**
Total					**1.49**	**1.13**
Aggregate carrying amount of Quoted Investments					1.40	1.04
Market Value of Quoted Investments					1.40	1.04
Aggregate amount of Unquoted Investments					0.09	0.09

Note:

6.1 (i) 2,83,71,824 (Previous Year - 2,83,71,824) Equity shares of Alipurduar Transmission Limited (ATL) and 3,73,92,893 (Previous Year - 2,76,70,740) shares of Kohima-Mariani Transmission Limited are pledged.

(ii) Alipurduar Transmission Limited ceased to be a subsidiary of the Company w.e.f 25 November, 2020 in accordance with IndAS 110 "Consolidated Financial Statements". However, based on Company's Equity stake, it continues to be a subsidiary in terms of section 2(87) of the Companies Act, 2013.

(iii) Kohima-Mariani Transmisssion Limited ceased to be Joint Venture of the Company w.e.f 20 December, 2021 in accordance with IndAS 28 "Investments in Associates and Joint Ventures". However, based on company's equity stake it is subsidiary in terms of section 2 (87) of the Companies Act, 2013.

6.2 INVESTMENTS-CURRENT

(₹ in Crores)

Particulars	Face Value		No. of Shares / Units		Amount	
	Currency	Per Share/ Unit	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2022	As at 31 March, 2021
Investment- carried at fair value through profit or loss (FVTPL)						
Mutual Fund						
HDFC Liquid Fund - Growth	INR	4,149	7,713	-	3.20	-
					3.20	**-**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

6.3 Assets classified as held for sale

(₹ in Crores)

Particulars	Amount	
	As at 31 March, 2022	As at 31 March, 2021
In Equity Instruments [refer Note 6.3 (i) and (ii)]	489.57	370.06
Property, Plant and Equipment [refer Note 6.3 (iii)]	27.30	5.27
Total	**516.87**	**375.33**

Assets held for sale :

(i) During the previous year, the Company has completed the transfer of 49% stake along with the transfer of control of Alipurduar Transmission Limited (ATL) to the Buyer with effect from 26 November, 2020 and balance 51% stake will be transferred after obtaining requisite approvals. Investment in Equity Instruments of Subsidiaries amounting to ₹ 187.11 Crores (Previous year ₹ 180.18 Crores) represents fair value of retained 51% equity stake in ATL.

(ii) The Company was holding 74% equity stake in Kohima Mariani Transmission Limited (KMTL), a joint venture between the Company and Techno Electric & Engineering Company Limited (TEECL). The Company and TEECL have entered into a Share Purchase and Shareholders Agreement dated 3 July, 2019 ("the Agreement") with Apraava Energy Private Limited (formerly known as CLP India Private Limited – "the Buyer") to sell their respective equity stake in KMTL. Pursuant to the Agreement, the Company has sold 23% stake and transfer the control of KMTL to the Buyer on 20 December, 2021 and balance 51% stake will be transferred after obtaining requisite approvals. Equity Instrument amounting to ₹ 302.46 Crores represents fair value of retained 51% equity stake in KMTL. During previous year, investment amounting to ₹ 189.88 Crores represents cost of equity instruments in KMTL.

(iii) One of the Subsidiary Company has classified a parcel of freehold land and certain property, plant and equipments, under "held for sale", as it intends to dispose the same. The Subsidiary has recognised impairment loss of ₹ 22.95 Crores.

7. TRADE RECEIVABLES*

(Unsecured, Considered good)

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(i) Non Current	219.32	197.56
Less : Allowance for expected credit losses	(4.15)	(9.71)
TOTAL	**215.17**	**187.85**
(ii) Current	4,747.84	5,141.33
Less : Allowance for expected credit losses	(170.42)	(124.51)
TOTAL	**4,577.42**	**5,016.82**

*Refer Note 32 for Trade receivables ageing

8. LOANS

(Unsecured Considered good, unless otherwise stated)

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(i) Current		
Joint Venture Companies [JV] (refer note 40)	298.87	275.58
Others*	159.09	187.20
Less : Expected credit losses for loans to JV and others (refer note 32)	(306.62)	(79.47)
TOTAL	**151.34**	**383.31**

* Secured ₹ 7.85 Crores (Previous year ₹ 22.61 Crores)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

9. OTHER FINANCIAL ASSETS

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(i) Non Current		
Fixed Deposit with Banks*	65.39	34.74
Security Deposits	94.07	88.88
Interest accrued on Fixed Deposit	1.04	0.61
Subsidy Deposit	-	7.81
Others	-	0.02
TOTAL	**160.50**	**132.06**
* Includes ₹ 65.24 Crores (Previous year ₹ 34.67 Crores) held as margin money and towards other commitments.		
(ii) Current		
Fixed Deposit with Banks **	58.46	42.02
Accrued Income	27.01	27.17
Security Deposits	87.55	76.95
Subsidy Deposit ^	5.76	2.75
Others #	92.97	50.74
TOTAL	**271.75**	**199.63**

** Includes ₹ 51.45 Crores (Previous year ₹ 38.70 Crores) held as margin money and towards other commitments.

^ Subsidy deposit of ₹ 2.75 Crores have been received from National Bank for Agriculture and Rural Development (NABARD). However, the same has been recalled and kept on hold by NABARD at the bank due to some compliance issues. The Special Civil Application has been allowed by the Hon'ble High Court and NABARD has been directed to release final subsidy along with an interest of 6% p.a.

Others mainly include Mark to market on derivative contracts and other receivables from customers.

10. DEFERRED TAX ASSETS (NET) / DEFERRED TAX LIABILITIES (NET)

(₹ in Crores)

Particulars	As at 01 April, 2021	Recognised in profit or loss	Recognised in other comprehensive income	Acquired under business combination	Others	As at 31 March, 2022
Deferred tax (liabilities) / assets in relation to:						
a) Property, Plant and Equipment and on intangible assets	(44.20)	(11.90)	-	(20.79)	0.52	(76.37)
b) Expense deductible / income taxable in different tax accounting period and change in fair value	10.32	(73.99)	(4.51)	0.60	(1.11)	(68.69)
c) Allowance for expected credit losses	55.89	107.40	-	-	-	163.29
d) Carry Forward Tax Losses	52.88	14.85	-	-	-	67.73
e) Change in method of determining revenue	(20.49)	-	-	-	-	(20.49)
f) Other Tax effect	33.97	(6.12)	(0.19)	-	0.12	27.78
SUB-TOTAL	**88.37**	**30.24**	**(4.70)**	**(20.19)**	**(0.47)**	**93.25**
MAT Credit Entitlement	9.06	-	-	-	-	9.06
TOTAL	**97.43**	**30.24**	**(4.70)**	**(20.19)**	**(0.47)**	**102.31**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

10. DEFERRED TAX ASSETS (NET) / DEFERRED TAX LIABILITIES (NET) (Contd.)

(₹ in Crores)

Particulars	As at 1 April, 2020	Recognised in profit or loss*	Recognised in other comprehensive income	Acquired under business combination	Others	As at 31 March, 2021
Deferred tax (liabilities)/assets in relation to:						
a) Property, Plant and Equipment and on intangible assets	(85.97)	42.65	-	-	(0.88)	(44.20)
b) Expense deductible / income taxable in different tax accounting period and change in fair value	(10.83)	26.41	(5.22)	-	(0.04)	10.32
c) Allowance for expected credit losses	50.74	5.15	-	-	-	55.89
d) Carry Forward Tax Losses	90.12	(37.24)	-	-	-	52.88
e) Change in method of determining revenue	(20.49)	-	-	-	-	(20.49)
f) Other Tax effect	55.72	(21.00)	(0.27)	-	(0.48)	33.97
SUB-TOTAL	**79.29**	**15.97**	**(5.49)**	**-**	**(1.40)**	**88.37**
MAT Credit Entitlement	9.06	-	-	-	-	9.06
TOTAL	**88.35**	**15.97**	**(5.49)**	**-**	**(1.40)**	**97.43**

* Includes deferred tax assets of ₹ 4.06 Crores derecognised on sale of subsidiary.

The following is the analysis of deferred tax assets / (liabilities) presented in the consolidated balance sheet

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Deferred tax assets	198.02	129.94
Deferred tax liabilities	(95.71)	(32.51)
Net Deferred Tax Asset	**102.31**	**97.43**

11. OTHER ASSETS

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(i) Non Current		
Capital Advances	72.36	35.74
Prepaid Expenses	33.82	9.14
VAT Credit and WCT Receivable	26.13	26.28
Taxes Paid Under Protest	1.23	1.23
TOTAL	**133.54**	**72.39**
(ii) Current		
Taxes and duties Recoverable	87.54	45.43
VAT Credit and WCT Receivable	120.64	123.94
GST Receivable	498.85	352.73
Export Benefits Receivable	10.94	9.74
Taxes Paid Under Protest	7.27	6.18
Advance to Suppliers	370.65	205.81
Prepaid Expenses	67.38	55.42
Amount Due from Customers under Construction and other Contracts (Contract assets)	3,816.25	2,810.43
Others	0.06	5.85
TOTAL	**4,979.58**	**3,615.53**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

11.1 Amount due from / (to) Customers under Construction Contracts in progress at the end of the reporting period

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Recognised as amount due:		
from Customers under Construction Contract	3,842.95	2,838.22
to Customers under Construction Contract (refer note 22)	(370.28)	(493.11)
Less : Allowance for expected credit losses	(26.70)	(27.79)
	3,445.97	**2,317.32**

11.2 The contract assets represents amount due from customer, primarily relate to the Company's rights to consideration for work executed but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional, that is when invoice is raised on achievement of contractual milestones. This usually occurs when the Company issues an invoice to the customer. The contract liabilities represents amount due to customer, primarily relate to invoice raised on customer on achievement of milestones for which revenue to be recognised over the period of time.

11.3 Increase in contract assets is mainly due to increase in business activities and in certain contracts on account of contractual milestones not achieved. During the year ended 31 March, 2022 ₹ 1,886.10 Crores (Previous year ₹ 1,800.69 Crores) of contract assets as at the beginning of the year has been reclassified to Trade receivables upon billing to customers on completion of milestones.

11.4 Revenue recognised for the current period includes ₹ 417.89 Crores (Previous year ₹ 398.39 Crores), that was classified as amount due to customer at the beginning of the year.

11.5 In case of EPC contracts, amount in the range of 10-20% of the contract value is paid as an advance and 10-20% amount released at the end of project and balance amount is paid progressively based on the agreed milestones in the contract.

12. INVENTORIES

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Raw Materials and Components	203.20	211.76
(including goods in transit ₹ 2.99 Crores) (Previous Year ₹ 3.81 Crores)		
Work-in-progress Tower Parts	33.13	39.56
Finished goods Tower Parts	110.73	131.01
Store, Spares, Construction Materials and Tools	591.00	499.32
Scrap	6.02	3.97
Finished Goods of Real Estate Assets	78.79	133.29
Semi-finished Goods of Real Estate Assets	73.16	51.94
Packing Material & Consumables	-	0.23
TOTAL	**1,096.03**	**1,071.08**

12.1 Refer note 4 (H) for accounting policy related to valuation of inventories

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

13. CASH AND CASH EQUIVALENTS

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Balances With Banks		
In Current Accounts	995.68	450.58
In Fixed Deposit	63.65	84.94
(with original maturity of less than 3 months)		
Cheques on hand	0.02	-
Cash on hand	2.41	2.01
TOTAL	**1,061.76**	**537.53**

14. OTHER BALANCES WITH BANKS

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Unpaid Dividend Accounts	0.59	0.49
Deposits with original maturity more than 3 months but less than 12 months **	131.67	53.84
TOTAL	**132.26**	**54.33**

** Includes ₹ 126.75 Crores (Previous year ₹ 52.84 Crores) held as margin money and towards other commitments.

15. CURRENT TAX

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(i) Non-Current Tax Assets (net)		
Advance Income Tax and TDS (net of provisions)	7.18	3.17
TOTAL	**7.18**	**3.17**
(ii) Current Tax Assets (net)		
Advance Income Tax and TDS (net of provisions)	122.20	67.06
TOTAL	**122.20**	**67.06**
(iii) Current Tax Liabilities (net)		
Provisions for Tax (net of Advance Income Tax and TDS)	28.41	33.64
TOTAL	**28.41**	**33.64**

16. EQUITY SHARE CAPITAL

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
AUTHORISED :		
17,50,00,000 (Previous year 17,50,00,000) Equity Shares of ₹ 2 each	35.00	35.00
TOTAL	**35.00**	**35.00**
ISSUED, SUBSCRIBED and PAID-UP :		
14,89,09,208 (Previous year 14,89,09,208) Equity Shares of ₹ 2 each fully paid up	29.78	29.78
TOTAL	**29.78**	**29.78**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

16.1 Reconciliation of the Equity shares outstanding at the beginning and at the end of the reporting period

Equity Shares	As at 31 March, 2022		As at 31 March, 2021	
	Numbers	(₹ in Crores)	Numbers	(₹ in Crores)
Shares outstanding at the beginning of the year	14,89,09,208	29.78	15,47,15,470	30.94
Less: Shares extinguished on buyback	-	-	58,06,262	1.16
Shares outstanding at the end of the year	14,89,09,208	29.78	14,89,09,208	29.78

16.2 The Company has only one class of Equity Shares having par value of ₹ 2 per share. Each holder of Equity Shares is entitled to one vote per share. The dividend is declared and paid on being proposed by the Board of Directors after the approval of the Shareholders in the ensuing Annual General Meeting, except in case of Interim dividend.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all liabilities. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

16.3 During the financial year 2019-2020, the Company has acquired 19.94% stake in Shree Shubham Logistics Limited (SSL) for a consideration of ₹ 64.66 Crores. The consideration is paid through a non-cash equity swap transaction, in which 12,54,900 equity shares of the Company issued at the value of ₹ 515.25 per share.

16.4 During pervious year, the Company has bought back 58,06,262 Equity Shares from the open Market through Stock Exchanges (NSE and BSE).

16.5 Shareholding of promoters

Promoter Name	As at 31 March, 2022		As at 31 March, 2021		% Change during the year
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	
Mr. Mofatraj Pukharaj Munot	1,63,43,218	10.98	1,00,05,822	6.72	4.26
Mr. Parag Mofatraj Munot	79,63,615	5.35	79,63,615	5.35	-

16.6 Details of shareholders holding more than 5% shares in the Company.

Name of Shareholder	As at 31 March, 2022		As at 31 March, 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Mofatraj Pukharaj Munot	1,63,43,218	10.98	1,00,05,822	6.72
Mr. Parag Mofatraj Munot	79,63,615	5.35	79,63,615	5.35
Kalpataru Construction Private Limited	2,33,50,000	15.68	2,33,50,000	15.68
K. C. Holdings Private Limited	2,11,42,600	14.20	2,11,42,600	14.20
Kalpataru Properties Private Limited	-	-	1,36,46,196	9.16
HDFC Trustee Company Limited	1,42,73,822	9.59	1,42,73,822	9.59
ICICI Prudential Value Discovery Fund	1,36,83,153	9.19	41,46,165	2.78
SBI Small Cap Fund	1,07,96,419	7.25	22,64,735	1.52

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

17. NON CONTROLLING INTEREST

(₹ in Crores)

Particulars	Name of subsidiaries			
	JMC Projects (India) Limited	Fasttel Engenharia S.A. (Indirect Subsidiary)	Kalpataru IBN Omairah Company Limited	Total
Balance as at 01 April, 2020	136.22	-	0.53	136.75
Share of total comprehensive Income / (loss) for the year	(11.95)	-	(0.57)	(12.52)
Distribution of dividend	(3.79)	-	-	(3.79)
Balance as at 31 March, 2021	**120.48**	**-**	**(0.04)**	**120.44**
Share of total comprehensive Income / (loss) for the year	15.50	(2.64)	(8.40)	4.46
Acquired under business combination	-	8.43	-	8.43
Shares Issue during the year	-	8.00	-	8.00
Exchange difference		1.36		1.36
Distribution of dividend	(3.79)	-	-	(3.79)
Balance as at 31 March, 2022	**132.19**	**15.15**	**(8.44)**	**138.90**
Proportion of Interest				
As at 31 March, 2022	32.25%	20.00%	35.00%	
As at 31 March, 2021	32.25%	0.00%	35.00%	

17.1 Summarised financial information of major subsidiaries-

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations included in the Group's consolidated financial statement.

(a) JMC Projects (India) Limited

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Total Assets	6,159.13	5,534.98
Total Liabilities	5,632.36	5,045.03
Total Equity	**526.77**	**489.95**

(₹ in Crores)

Particulars	2021-22	2021-21
Revenue	5,518.82	3,844.46
Total comprehensive Income / (loss) for the year	48.58	(37.06)
Net cash inflow / (outflow)	(50.13)	120.22

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

18(i) NON CURRENT BORROWINGS

(₹ in Crores)

Particulars	As at 31 March, 2022		As at 31 March, 2021	
	Non-Current	Current	Non-Current	Current
Secured (at amortised cost)				
Non-Convertible Redeemable Debentures	75.00	45.00	120.00	30.00
Less : Unamortised Transaction Cost of Borrowings	(0.03)	(0.10)	(0.22)	-
Term Loans				
From Banks	764.18	280.81	929.61	300.49
From NBFC	201.94	47.64	249.43	60.32
Other Loans	215.85	273.72	76.41	103.77
Unsecured (at amortised cost)				
Non-Convertible Redeemable Debentures	299.00	233.34	233.34	133.33
Less : Unamortised Transaction Cost of Borrowings	(2.49)	(0.15)	(1.66)	-
Term Loans				
From Banks	-	-	-	22.51
Others	-	0.21	0.21	0.80
Amount disclosed under the head 'Other Current Financial Liabilities' (Refer Note 18(ii))		(880.47)		(651.22)
TOTAL	**1,553.45**	**-**	**1,607.12**	**-**

18.1 Details of Debentures:

(₹ in Crores)

Redemption Profile	As at 31 March, 2022	As at 31 March, 2021	Interest	Date of Allotment
(a) Secured Non-Convertible Redeemable Debentures of one of the Subsidiary Company :				
Series III NCDs redeemable on 28 August, 2023	75.00	75.00	9.95% p.a. payable annually	28 August, 2018
Series II NCDs redeemable on 27 August, 2022	45.00	45.00	9.95% p.a. payable annually	28 August, 2018
Series I NCDs redeemable on 27 August, 2021	-	30.00	9.95% p.a. payable annually	28 August, 2018
Security :				
NCDs secured against 5,916,820 equity shares constituting 26% of the paid up equity capital of one of indirect subsidiary.				
(b) Unsecured Non-Convertible Redeemable Debentures (NCD) :				
NCDs redeemable on 13 December, 2024	24.00	-	9.8% p.a. payable quarterly	15 December, 2021
NCDs redeemable on 14 June, 2024	25.00	-	9.8% p.a. payable quarterly	15 December, 2021
Redeemable at face value in 2 equal annual instalments starting from 12 January, 2024	200.00	-	6.15% p.a. payable annually	12 January, 2022
NCDs redeemable on 15 December, 2023	25.00	-	9.8% p.a. payable quarterly	15 December, 2021
NCDs redeemable on 15 June, 2023	25.00	-	9.8% p.a. payable quarterly	15 December, 2021
NCDs redeemable on 21 October, 2022	100.00	100.00	10.55% p.a. payable quarterly	23 October, 2019
Redeemable at premium on 12 September, 2022 (Yield 9%)	50.00	50.00	Zero	12 September, 2018
Redeemable at premium on 11 March, 2022 (Yield 9%)	-	50.00	Zero	12 September, 2018
Redeemable at face value in 2 equal annual instalments starting from 27 September, 2021	50.00	100.00	8.11% p.a. payable annually	27 September, 2017
Redeemable at face value in 3 equal annual instalments starting from 25 May, 2020	33.34	66.67	8.45% p.a. payable annually	25 May, 2017

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

18.2 Term Loans from Banks, NBFC and Other Loans :

(a) ₹ 405.91 Crores (Previous Year ₹ 466.43 Crores) carries interest base rate + Spread charged by bank from time to time, is secured by

i) first charge on all movable and immovable assets and receivables except the project assets and all the intangibles of one of the subsidiary company

ii) first charge by way of assignment or otherwise creation of security Interest in all the right, title, interest, benefits, claims and demands whatsoever of one of the subsidiary company in accordance with the provisions of the substitution agreement and the Concession Agreement and by way of assignment or creation of security interest of all the rights, title, interest, benefits, claims and demands whatsoever of one of the subsidiary company in the Project Documents.

iii) pledge of equity shares held by the Promoter aggregating to 51% (fifty one percent) of paid up and voting equity share capital of the Borrower. Repayable in quarterly unequal instalments ending on 31 January, 2028.

(b) ₹ 84.29 Crores (Previous Year ₹ 102.54 Crores) carries interest base rate + spread charged by bank from time to time, is secured by

i) first charge on all movable and immovable assets and receivables except the project assets and all the intangibles of one of the subsidiary company

ii) first charge by way of assignment or otherwise creation of security interest in all the right, title, interest, benefits, claims and demands whatsoever of one of the subsidiary company in accordance with the provisions of the substitution agreement and the concession agreement and by way of assignment or creation of security interest of all the rights, title, interest, benefits, claims and demands whatsoever of one of the subsidiary company in the Project Documents.

iii) pledge of equity shares held by the Promoter aggregating to 51% (fifty one percent) of paid up and voting equity share capital of the Borrower. Repayable in quarterly unequal instalments ending on 30 June, 2024.

(c) Term loan amounting to ₹ 256.00 Crores (Previous Year ₹ 291.38 Crores) carries interest base rate + spread charged by bank from time to time, is secured by first charge on all movable and immovable assets except the project assets of one of the subsidiary company. Repayable in quarterly unequal instalments ending on 31 December, 2026.

(d) Term loan from NBFC amounting to ₹ 12.48 Crores (Previous year ₹ 18.75 Crores) is secured by first pari passu charge on entire movable Property, plant and equipment, excluding assets charged exclusively to the Term Lenders, of one of the subsidiary company. Term loan is repayable in 16 equal quarterly instalments, 31 March, 2024 as a date of maturity and interest payable on monthly basis at varying interest rate linked to base rate of NBFC from time to time.

(e) Term loan from a bank amounting to ₹ 3.61 Crores (Previous year ₹ 4.11 Crores) is secured exclusively by first charge on movable Property, plant and equipment of one of the subsidiary company funded out of the said facility. Term loan is repayable in unequal quarterly instalments ending on July 2023 with varying interest rate linked to base rate of bank from time to time.

(f) Term loan from a bank amounting to ₹ Nil (Previous year ₹ 7.95 Crores) is secured exclusively by first charge on movable Property, plant and equipment of one of the subsidiary company funded out of the said facility. Term loan is repayable in unequal quarterly instalments ending on 30 September, 2021 with varying interest rate linked to base rate of bank from time to time.

(g) ₹ Nil (Previous Year ₹ 8.01 Crores & ₹ 15.62 Crores) is secured by first charge on movable fixed assets, excluding assets charged exclusively to other term lenders, of one of the subsidiary company. Term loan is repayable in balance 18 unequal & 16 equal quarterly installments December 2020 and March 2022, as a date of maturity and interest payable on monthly basis at varying interest rate.

(h) Term loan from a bank amounting to ₹ Nil (Previous year ₹ 0.06 Crores) is secured exclusively by first charge on movable Property, plant and equipment of one of the subsidiary company funded out of the said facility. Term loan is repayable in unequal quarterly instalments ending on July 2021 with varying interest rate linked to base rate of bank from time to time.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

(i) Term loan from a bank amounting to ₹ 39.88 Crores (Previous year ₹ 80.95 Crores) is secured by first pari passu charge on entire movable Property, plant and equipment, excluding assets charged exclusively to the Term Lenders, of one of the subsidiary company. Term loan is repayable in 16 unequal quarterly instalments to be paid at the end of each financial quarter 31 March, 2023, as a date of maturity and interest payable on monthly basis at varying interest rate linked to 1 year MCLR.

(j) ₹ 5.56 Crores (Previous year ₹ 10.48 Crores) is secured by hypothecation of Vehicles / equipments financed through loans and carrying varying interest rate linked to base rate. Loan is repayable in range of 1 to 38 equal monthly instalments along with interest.

(k) ₹ 177.50 Crores (Previous Year ₹ 212.30 Crores) is secured by the assets at warehouses, including land and building, in Rajasthan. Term loans are repayable in balance 12-24 structured installments with varying interest rate linked to base rate of banks.

(l) ₹ 132.50 Crores (Previous Year ₹ 209.00 Crores) carries interest of 7.10% p.a, secured by pari passu charges on movable and immovable fixed assets of transmission & distribution and infrastructure division of the Company to the extent of 1.25 times of outstanding facility. It is repayable in 13 equal quarterly instalments ending on 01 June, 2024.

(m) Term loan from a bank amounting to ₹ 164.40 Crores (Previous Year ₹ 93.51 Crores) is secured exclusively by first charge on movable Property, plant and equipment of one of the subsidiary company funded out of the said facility. Term loan is repayable in quarterly instalments with maturity dates ranging from June 2022 and ending on March 2026 and with varying interest rate linked to base rate of bank from time to time.

(n) Term loan from NBFC amounting to ₹ 12.44 Crores (Previous Year ₹ 18.75 Crores) is secured by first pari passu charge on entire movable Property, plant and equipment, excluding assets charged exclusively to the Term Lenders, of one of the subsidiary company. Term loan is repayable in 16 equal quarterly instalments, 30 June, 2024 as a date of maturity and interest payable on monthly basis at varying interest rate linked to base rate of NBFC from time to time.

(o) ₹ 489.57 Crores (Previous Year ₹ 180.18 Crores) interest free loan is secured by pledge of Equity shares of Alipurduar Transmission Limited and Kohima Mariani Transmission Limited. The loan is repayable in 1 to 5 years.

18(ii) CURRENT BORROWINGS

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Secured (at amortised cost)		
Working Capital Facilities from Banks	1,160.83	894.91
Current maturities of long term debt (Refer Note 18(i))	647.07	494.58
Unsecured (at amortised cost)		
Short Term Loans from Banks	0.25	-
Working Capital Facilities from Banks	113.94	-
Current maturities of long term debt (Refer Note 18(i))	233.40	156.64
TOTAL	**2,155.49**	**1,546.13**

(a) Working Capital Facilities of the holding company of ₹ 722.97 Crores (Previous year ₹ 628.57 Crores) from Banks are secured in favour of consortium of bankers by hypothecation of stocks, stores and spares, book debts, bills receivable and all other movable assets on pari passu basis and also secured by movable and immovable fixed assets (including land and building situated at Gandhinagar, Gujarat) of transmission and distribution division and infrastructure division of Company. Working Capital Facilities carries interest in range of 2% to 10%.

(b) Working capital facilities of one of the subsidiary of ₹ 421.95 Crores (Previous year ₹ 255.84 Crores) are secured in favour of consortium bankers, by way of :

   (a) First charge against hypothecation of stocks, work in progress, stores and spares, trade receivables, book debts, cash and cash equivalents and other current assets.

   (b) Second charge on all movable Property, plant and equipments of the Company.

   (c) First charge on the office premises of the Company.

(c) Working capital facilities of one of the Subsidiary of ₹ 15.92 Crores (Previous year ₹ 10.50 Crores) is secured by first charge on current assets and second charge on plant and equipments and immovable properties at Rajasthan and Gujarat of one of the Subsidiary Company.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

19. TRADE PAYABLES *

(₹ in Crores)

Particulars		As at 31 March, 2022	As at 31 March, 2021
(i)	**Non Current**		
	Others	325.72	338.20
	TOTAL	**325.72**	**338.20**
(ii)	**Current**		
	Total outstanding dues of micro enterprises and small enterprises	159.09	175.24
	Acceptances	175.10	195.08
	Others	3,919.14	3,368.82
	TOTAL	**4,253.33**	**3,739.14**

* Refer Note 56(i) for Trade payables ageing

All Trade payables are non interest bearing and current Trade payable are to be settled within normal operating cycle of the Company.

20. OTHER FINANCIAL LIABILITIES

(₹ in Crores)

Particulars		As at 31 March, 2022	As at 31 March, 2021
(i)	**Non Current**		
	Security Deposits	4.99	6.75
	Interest accrued but not due on borrowings	-	13.14
	Additional concession fees	410.57	378.70
	Liability for option to purchase Non controlling interest	29.04	54.02
	TOTAL	**444.60**	**452.61**
(ii)	**Current**		
	Interest accrued but not due on borrowings	39.63	34.66
	Interest Accrued and due on borrowings	7.73	8.58
	Unpaid Dividend	0.59	0.49
	Unclaimed matured deposits and interest accrued thereon	0.02	0.03
	Liability for option to purchase Non controlling interest	105.32	-
	Security Deposits	232.96	227.42
	Creditors for capital expenditure	94.54	58.59
	Additional concession fees	62.26	53.83
	Other Payable	156.39	207.20
	TOTAL	**699.44**	**590.80**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

21. PROVISIONS

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(i) Non Current		
Employee benefits (Refer Note 38)	39.84	40.34
Performance Warranties (Refer Note 36)	27.63	34.68
Major maintenance expense (Refer Note 36)	25.18	52.80
TOTAL	**92.65**	**127.82**
(ii) Current		
Employee benefits (Refer Note 38)	11.66	15.08
Performance Warranties (Refer Note 36)	252.86	316.83
Expected Loss on Long Term Contracts (Refer Note 36)	128.68	150.15
Major maintenance expense (Refer Note 36)	14.17	-
Loss of Joint Venture	-	112.01
Others	26.41	26.53
TOTAL	**433.78**	**620.60**

22. OTHER LIABILITIES

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(i) Non Current		
Advance from Customers	616.84	472.76
Deposit from Customers	0.31	0.31
Deferred Income	15.18	15.69
Others	41.44	41.03
TOTAL	**673.77**	**529.79**
(iii) Current		
Amount Due to Customers under Construction Contracts (Contract liabilities) (Refer Note 11.1 & 11.2)	370.28	493.11
Advance from Customers	1,291.56	1,114.04
Statutory Liabilities	244.13	156.88
Deferred Income	0.51	0.50
Others	2.37	5.42
TOTAL	**1,908.85**	**1,769.95**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

23. REVENUE FROM OPERATIONS

(₹ in Crores)

Particulars	2021 - 22	2020 - 21
Revenue from Contracts with Customers		
Sale of Products		
Tower Parts & Components	583.16	381.00
Agro Commodities	2.51	0.72
Others	131.58	169.92
Income from EPC Contracts	13,616.17	11,851.09
Income from Services	285.45	439.35
Other Operating Income		
Sale of Scrap	141.98	78.05
Certified Emission Reduction Receipts	1.66	2.02
Export Benefits	13.87	27.25
Others	1.00	0.04
TOTAL	**14,777.38**	**12,949.44**

Revenue as per geographical segment is disclosed in Note 48

24. OTHER INCOME

(₹ in Crores)

Particulars	2021 - 22	2020 - 21
Interest Income		
On financial assets carried at amortised cost		
On Fixed deposits	8.79	7.68
On loans	20.68	15.83
Others	5.81	6.62
Dividend Income		
Dividend from investment measured at FVTPL	0.10	16.32
Other non operating income		
Rent Income	4.71	2.48
Grant Received	0.18	0.51
Insurance Claims	5.26	2.42
Liabilities Written Back	21.67	4.40
Miscellaneous Income	1.90	1.62
Other Gains and Losses		
Gain / (Loss) on Investments designated at FVTPL	0.30	0.27
Gain / (Loss) on disposal of property, plant and equipments (net)	18.61	8.50
Other	0.91	0.37
TOTAL	**88.92**	**67.02**

25. COST OF MATERIALS CONSUMED

(₹ in Crores)

Particulars	2021 - 22	2020 - 21
Raw Materials		
Steel	775.84	653.76
Zinc	135.18	117.39
Components & Accessories, etc.	2,435.32	1,970.22
Agricultural Residues	42.32	34.77
Construction Materials	3,031.92	1,968.78
Others	0.76	0.09
TOTAL	**6,421.34**	**4,745.01**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

26. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

(₹ in Crores)

Particulars	2021 - 22	2020 - 21
STOCK AT BEGINNING OF THE YEAR		
Finished Goods	131.01	137.36
Semi-finished Goods	39.56	46.29
Scrap	3.97	4.79
	174.54	**188.44**
STOCK AT CLOSE OF THE YEAR		
Finished Goods	110.73	131.01
Semi-finished Goods	33.13	39.56
Scrap	6.02	3.97
	149.88	**174.54**
TOTAL	**24.66**	**13.90**

27. EMPLOYEE BENEFITS EXPENSES

(₹ in Crores)

Particulars	2021-22	2020-21
Salaries, Wages, Bonus	1,087.66	946.00
Contributions to Provident and Other Funds	130.14	72.65
Employees' Welfare Expenses	81.28	22.71
TOTAL	**1,299.08**	**1,041.36**

28. FINANCE COSTS

(₹ in Crores)

Particulars	2021 - 22	2020 - 21
Interest Expenses	384.44	434.43
Other Borrowing Costs	9.33	7.55
Exchange Rate variation	2.56	(6.25)
TOTAL	**396.33**	**435.73**

29. OTHER EXPENSES

(₹ in Crores)

Particulars	2021 - 22	2020 - 21
Job Charges	52.01	70.75
Power and Fuel	27.07	22.67
Repairs and Maintenance:		
Plant and Machinery	5.07	3.19
Buildings	11.88	20.04
Others	4.36	10.90
Freight and Forwarding Expenses	240.71	260.75
Stores, Spares and Tools Consumed	19.73	15.85
Vehicle / Equipment Running and Hire Charges	12.89	6.20
Testing Expenses	1.05	4.84
Pollution Control Expenses	2.16	2.13
Insurance	67.03	64.55
Rent	65.75	66.13

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

29. OTHER EXPENSES (Contd.)

(₹ in Crores)

Particulars	2021 - 22	2020 - 21
Rates, Taxes and Duties	74.89	94.08
Stationery, Printing and Drawing Expenses	9.58	10.83
Telecommunication Expenses	8.33	8.34
Travelling Expenses	73.77	54.14
Legal and Professional Expenses	113.24	90.01
Bank Commission and Charges (including ECGC Premium)	125.66	95.98
Allowance for Expected Credit Losses	39.26	26.77
Impairment loss on asset held for sale	0.68	0.86
Bad Debt Written Off	0.25	8.74
Loss on Material Damaged / Lost / Fire	-	2.23
Loss / (Gain) on Exchange Rate Variation	(62.83)	(12.33)
Sitting Fees and Commission to Non-Executive Directors	6.73	5.97
Corporate Social Responsibility Expenses	9.85	12.77
Carbon Credit Expenses	0.28	0.21
Fair Value changes of Financial Instrument	44.49	-
Miscellaneous Expenses	100.43	94.58
TOTAL	**1,054.32**	**1,041.18**

30. (a) PARTICULARS OF SUBSIDIARIES INCLUDED IN CONSOLIDATION

Name of Subsidiaries	with effect from	Country of Incorporation	% voting power	
			As at 31 March, 2022	As at 31 March, 2021
Subsidiaries Held Directly				
Adeshwar Infrabuild Limited	11 August, 2009	India	100.00%	100.00%
Amber Real Estate Limited	16 May, 2008	India	100.00%	100.00%
Energylink India Limited	30 January, 2007	India	100.00%	100.00%
JMC Projects (India) Limited	06 February, 2007	India	67.75%	67.75%
Shree Shubham Logistics Limited	19 March, 2007	India	100.00%	100.00%
Kalpataru Metfab Private Limited	31 March, 2015	India	100.00%	100.00%
Alipurduar Transmission Limited (upto 25 November, 2020)*	06 January, 2016	India	51.00%	51.00%
Kalpataru Power Transmission (Mauritius) Limited	08 January, 2009	Mauritius	100.00%	100.00%
Kalpataru Power Transmission - USA, Inc	11 September, 2009	USA	100.00%	100.00%
LLC Kalpataru Power Transmission Ukraine	06 November, 2012	Ukraine	100.00%	100.00%
Kalpataru IBN Omairah Company Limited	01 June, 2015	Saudi Arabia	65.00%	65.00%
Kalpataru Power Transmission Sweden AB	28 January, 2019	Sweden	100.00%	100.00%
Kalpataru Power Senegal SARL	10 August, 2020	Senegal	100.00%	100.00%
Kalpataru Power do Brasil Participações Ltda	27 January, 2021	Brazil	100.00%	100.00%
Kalpataru Power Chile SpA	28 February, 2022	Chile	100.00%	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

30. (a) PARTICULARS OF SUBSIDIARIES INCLUDED IN CONSOLIDATION (Contd.)

Name of Subsidiaries	with effect from	Country of Incorporation	% voting power	
			As at 31 March, 2022	As at 31 March, 2021
Subsidiaries Held Indirectly				
Brij Bhoomi Expressway Private Limited	06 December, 2010	India	67.75%	67.75%
JMC Mining and Quarries Limited	06 February, 2007	India	67.75%	67.75%
Saicharan Properties Limited	30 June, 2009	India	100.00%	100.00%
Vindhyachal Expressway Private Limited	16 January, 2012	India	67.75%	67.75%
Wainganga Expressway Private Limited	02 June, 2011	India	67.75%	67.75%
Kalpataru Power DMCC	03 August, 2011	UAE	100.00%	100.00%
Punarvasu Financial Services Private Limited	31 December, 2014	India	100.00%	100.00%
Linjemontage i Grästorp Aktiebolag	29 April, 2019	Sweden	85.00%	85.00%
Linjemontage Service Nordic AB	29 April, 2019	Sweden	85.00%	85.00%
Linjemontage AS	29 April, 2019	Norway	85.00%	85.00%
Fasttel Engenharia S.A.	07 April, 2021	Brazil	51.00%	-
* Refer note 6.1 (ii)				

(b) Particulars of Joint Venture Entities included in Consolidation

Name of Joint Ventures	with effect from	Country of Incorporation	% voting power	
			As at 31 March, 2022	As at 31 March, 2021
Kohima-Mariani Transmission Limited (upto 19 December, 2021)**	02 May, 2018	India	51.00%	74.00%
Kurukshetra Expressway Private Limited	29 March, 2010	India	33.59%	33.59%

** Refer note 6.1 (iii)

The above Joint Ventures have been accounted for in these consolidated financial statements using Equity Method and other applicable guidelines.

(c) Summarised financial information in respect of the Group's material joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with Ind AS.

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Non-current Assets	994.67	1,095.37
Current Assets	5.14	15.97
Non-current Liabilities	975.50	1,166.06
Current Liabilities	290.38	171.24
Net Assets	**(266.07)**	**(225.96)**
The above amounts of Assets and Liabilities include the following:		
Cash and Cash Equivalents	1.85	2.89
Current Financial Liabilities (excluding trade payables and provisions)	287.53	159.83
Non-current Financial Liabilities (excluding trade payables and provisions)	921.98	1,113.45
Contingent Liabilities	45.99	45.99

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

30. (a) PARTICULARS OF SUBSIDIARIES INCLUDED IN CONSOLIDATION (Contd.)

(₹ in Crores)

Particulars	2021-22	2020-21
Revenue	18.25	58.94
Profit / (Loss) for the year	(40.13)	(64.97)
Other Comprehensive Income	-	-
Total Comprehensive Income / (Loss) for the year	(40.13)	(64.97)
Dividends received from the Joint Ventures during the year	-	-
The above profit / (loss) for the year include the following :		
Depreciation and amortisation expenses	3.16	10.05
Interest income	0.06	0.42
Finance costs	47.72	96.56
Income tax expense (net)	(1.60)	(1.61)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the joint venture recognised in the consolidated financials statements :

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
carrying amount of the Group's interest in the Joint Venture*	-	-

* Provision for loss in joint venture in excess of investment has been disclosed under Provisions. Refer Note 32.

31. RECONCILIATION OF INCOME TAX EXPENSES WITH THE ACCOUNTING PROFIT

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Profit Before Tax	696.41	945.25
Income tax calculated at 25.168% (Previous year 25.168%)	175.27	237.90
Tax effect of adjustment to reconcile reported income tax expenses		
Tax incentives / concessions / disallowance	6.31	(12.49)
Deferred tax not recognised on unused tax losses	(31.77)	24.35
Difference in tax rates and others	11.54	33.45
Income tax expenses recognised in the statement of profit and loss	**161.35**	**283.21**

32. FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

Capital Management

The group manages its capital to ensure that it will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance.

(₹ in Crores)

Gearing ratio	As at 31 March, 2022	As at 31 March, 2021
Debt *	3,711.71	3,155.13
Cash and Cash Equivalents	(1,061.76)	(537.53)
Net debt	**2,649.95**	**2,617.60**
Total Equity	4,417.47	3,858.94
Net debt to equity ratio	**0.60**	**0.68**

* Debt is defined as long-term borrowings, short-term borrowings and current maturities of long term debt.

Financial Instruments by category

The following table shows the carrying amounts and fair values of financial assets and financial liabilities. The Group consider that the carrying values of financial assets and financial liabilities recognised in the financial statements approximate their fair value.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Financial Assets		
Measured at Fair Value through Profit and Loss		
(i) Investments - (Level I)	1.49	1.13
(ii) Investments under held for sale (Level II)	489.57	180.18
Measured at Cost		
(i) Investments	-	189.88
Measured at Amortised Cost		
(i) Trade receivables	4,792.59	5,204.67
(ii) Loans	151.34	383.31
(iii) Cash and cash equivalents	1,061.76	537.53
(iv) Other balances with Bank	132.26	54.33
(v) Others	432.25	331.69
	7,061.26	6,882.72
Financial Liabilities		
Measured at Amortised Cost		
(i) Borrowings	3,708.94	3,153.25
(ii) Trade payables	4,579.05	4,077.34
(iii) Other financial liabilities	1,272.88	1,149.69
	9,560.87	8,380.28

Financial Risk Management

Financial Risk factors

The group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The group's focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. The primary market risk to the group is foreign exchange risk. The group uses derivative financial instruments to mitigate foreign exchange related risk exposures.

Market Risk

The group operates internationally and a major portion of the business is transacted in several currencies and consequently the group is exposed to foreign exchange risk through its sales and services and purchases from overseas suppliers in various foreign currencies. The group holds derivative financial instruments such as foreign exchange forward and commodity contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The exchange rate between the rupees and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the group's operations are affected as the rupee appreciates / depreciates against these currencies.

The following table analyses foreign currency risk from financial instruments as at 31 March, 2022

(₹ in Crores)

Particulars	USD	Euro	Others	Total
Cash & Cash Equivalents	5.18	0.77	4.06	10.01
Trade Receivables	1,226.38	37.16	291.32	1,554.86
Other Financials Assets	28.18	4.56	10.49	43.23
Total Asset	**1,259.74**	**42.49**	**305.87**	**1,608.10**
Borrowings	18.10	-	3.32	21.42
Trade Payables	679.41	31.75	334.87	1,046.03
Other Financial Liabilities	2.45	2.86	11.12	16.43
Total Liabilities	**699.96**	**34.61**	**349.31**	**1,083.88**
Net Assets / (Liabilities)	**559.78**	**7.88**	**(43.44)**	**524.22**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

The following table analyses foreign currency risk from financial instruments as at 31 March, 2021

(₹ in Crores)

Particulars	USD	Euro	Others	Total
Cash & Cash Equivalents	0.15	-	0.87	1.02
Trade Receivables	1,703.38	5.28	253.33	1,961.99
Other Financials Assets	9.29	6.38	2.70	18.37
Total Asset	**1,712.82**	**11.66**	**256.90**	**1,981.38**
Borrowings	120.74	1.75	1.97	124.46
Trade Payables	1,013.42	89.06	231.47	1,333.95
Other Financials Liabilities	16.56	0.84	7.31	24.71
Total Liabilities	**1,150.72**	**91.65**	**240.75**	**1,483.12**
Net Assets / (Liabilities)	**562.10**	**(79.99)**	**16.15**	**498.26**

The group is mainly exposed to USD and Euro. Other currencies comprises of 30-35 currencies. Sensitivity analysis of unhedged USD and Euro is given below:

Sensitivity Analysis

For the year ended 31 March, 2022 and 31 March, 2021, increase / decrease of 5% in the exchange rate between the Indian rupee and USD / Euro would impact group's profit before tax by approximately 0.88% and 1.57% respectively. Sensitivity rate of 5% is used while reporting foreign currency risk internally to key management personnel and represent management's assessment of the reasonably possible change in foreign exchange rate.

Derivative Financial Instruments

The group holds derivative financial instruments such as foreign currency Forward contracts and commodity Future contracts to mitigate the risk of changes in exchange rates on foreign currency exposures and changes in price of commodities. The counter party for these contracts is generally a multinational bank, financial institution or exchange. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace. Mark to Market gain or loss on derivative instruments is part of other current financial assets or liabilities.

As at 31 March, 2022

Outstanding Contracts	Average Exchange Rate (in equivalent ₹)	Amount in Foreign currency (In Crores)	Nominal Amount (₹ in Crores)	Marked to Market (MTM) Value (₹ in Crores)
Cash Flow Hedges (Routed through OCI)				
Sell USD Buy INR				
Maturing less than 3 months	76.21	USD 2.47	188.00	1.62
Maturing in 3 months to 6 months	76.99	USD 1.42	109.55	1.56
Maturing in 6 months to 9 months	76.69	USD 5.74	440.07	4.54
Maturing in 9 months to 12 months	77.74	USD 2.98	231.86	3.32
Maturing more than 12 months	79.15	USD 13.88	1,098.44	12.89
Total / Average	**78.07**	**USD 26.49**	**2,067.92**	**23.93**
Sell USD Buy SEK				
Maturing less than 3 months	7.84	SEK 6.80	53.35	2.14
Total / Average	**7.84**	**SEK 6.80**	**53.35**	**2.14**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

As at 31 March, 2022 (Contd.)

Outstanding Contracts	Average Exchange Rate (in equivalent ₹)	Amount in Foreign currency (In Crores)	Nominal Amount (₹ in Crores)	Marked to Market (MTM) Value (₹ in Crores)
Other Hedges (Routed through Profit & Loss)				
Sell USD Buy INR				
Maturing less than 3 months	76.96	USD 1.83	141.17	1.75
Maturing in 3 months to 6 months	76.48	USD 2.01	153.35	0.98
Maturing in 6 months to 9 months	79.39	USD 1.98	157.22	3.01
Maturing in 9 months to 12 months	80.12	USD 0.66	52.53	1.21
More than 12 Months	79.64	USD 0.98	78.39	0.02
Total / Average	**78.11**	**USD 7.46**	**582.66**	**6.97**
Sell EUR Buy USD				
Maturing less than 3 months	86.04	EUR 0.15	13.17	0.26
Total / Average	**86.04**	**EUR 0.15**	**13.17**	**0.26**
Buy USD Sell INR				
Maturing less than 3 months	75.77	USD 0.02	1.44	0.00
Maturing in 3 months to 6 months	77.20	USD 1.91	147.62	(0.15)
Maturing in 9 months to 12 months	78.63	USD 0.96	75.75	(0.21)
Total / Average	**77.67**	**USD 2.89**	**224.81**	**(0.36)**
Sell EURO Buy INR				
More than 12 Months	94.23	EUR 0.93	87.63	8.41
Total / Average	**94.23**	**EUR 0.93**	**87.63**	**8.41**

As at 31 March, 2021

Outstanding Contracts	Average Exchange Rate (in equivalent ₹)	Amount in Foreign currency (In Crores)	Nominal Amount (₹ in Crores)	Marked to Market (MTM) Value
Cashflow Hedges (Routed through OCI)				
Sell USD Buy INR				
Maturing less than 3 months	74.93	USD 0.34	25.14	0.36
Maturing in 3 months to 6 months	75.24	USD 0.25	18.77	0.12
Maturing in 6 months to 9 months	77.40	USD 1.94	150.09	3.73
Maturing in 9 months to 12 months	79.84	USD 1.70	135.72	5.84
Maturing more than 12 Months	79.63	USD 2.89	228.97	1.88
Total / Average	**78.69**	**USD 7.12**	**558.69**	**11.93**
Sell EUR Buy USD				
Maturing less than 12 months	84.21	EUR 0.10	8.42	(0.28)
Total / Average	**84.21**	**EUR 0.10**	**8.42**	**(0.28)**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

As at 31 March, 2021 (Contd.)

Outstanding Contracts	Average Exchange Rate (in equivalent ₹)	Amount in Foreign currency (In Crores)	Nominal Amount (₹ in Crores)	Marked to Market (MTM) Value
Sell USD Buy BRL				
Maturing less than 3 months	12.86	BRL 3.10	39.86	0.55
Total/Average	**12.86**	**BRL 3.10**	**39.86**	**0.55**
Other Hedges (Routed through Profit & Loss)				
Sell USD Buy INR				
Maturing less than 3 months	75.53	USD 2.46	185.59	4.44
Maturing in 3 months to 6 months	76.04	USD 2.86	217.46	4.13
Maturing in 6 months to 9 months	76.86	USD 0.30	22.86	0.45
Maturing in 9 months to 12 months	76.07	USD 1.10	83.83	(0.32)
More than 12 Months	78.97	USD 0.02	1.93	0.01
Total/Average	**75.91**	**USD 6.74**	**511.67**	**8.71**
Sell EUR Buy USD				
Maturing less than 3 months	87.36	EUR 0.21	18.70	0.22
Total/Average	**87.36**	**EUR 0.21**	**18.70**	**0.22**
Buy USD Sell INR				
Maturing in 3 months to 6 months	76.11	USD 2.71	206.62	(3.63)
Maturing in 9 months to 12 months	76.58	USD 1.12	85.57	(0.15)
Total / Average	**76.25**	**USD 3.83**	**292.19**	**(3.78)**
Sell EUR Buy INR				
More than 12 Months	93.47	EUR 0.94	87.63	2.18
Total / Average	**93.47**	**EUR 0.94**	**87.63**	**2.18**

Reconciliation of Hedge Reserve

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Balance at the beginning of the year	26.93	(30.29)
Gain / (Loss) recognised in OCI during the year	19.14	57.22
Less: Tax impact on above	11.42	6.61
Less: Non Controlling Interest	2.70	-
Balance at the end of the year (Gross)	46.07	26.93
Balance at the end of the year (Net of Tax)	**31.95**	**20.32**

Loan and Borrowings: Financial Covenants

The group is required to comply with the few financial covenants as per terms of respective sanctions. In case of breach of financial covenants, there can be adverse impact.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers , investment securities and other receivables .

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

Trade receivables and other receivable

The group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business. The Group establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments. Credit risk in respect of other receivables mainly comprises of loan to components which are managed by the group, by way of assessing financial condition, current economic trends and ageing of other receivables . The group considers the probability of default and whether there has been a significant increase in the credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk, the group compares the risk of default occurring on financial assets as at the reporting date.

Summary of the group's exposure to credit risk by age of the outstanding from various customers is as follows:

(₹ in Crores)

Particulars	Undisputed Trade Receivable As at		Disputed Trade Receivable As at	
	31 March, 2022	31 March, 2021	31 March, 2022	31 March, 2021
Not Due	2,760.07	2,746.61	-	-
Less than 6 months	1,016.69	1,504.48	10.00	0.23
From 6 months to 1 year	348.76	480.67	5.18	4.08
From 1 year to 2 years	401.14	288.43	1.79	43.20
From 2 year to 3 years	166.58	62.76	49.06	18.51
Above 3 years*	101.15	111.80	106.74	78.12
	4,794.39	**5,194.75**	**172.77**	**144.14**

*Includes Trade receivable amounting to ₹ 12.85 Crores (Previous year ₹ 13.44 Crores) which have significant increase in credit risk.

Expected credit loss assessment for customers

The Group has used a practical expedient by computing the allowance for expected credit losses for trade receivables on a provision matrix.

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

(₹ in Crores)

Particulars	2021-22	2021-22
	Trade receivable	Contract Assets
Balance as at 01 April, 2021	**134.22**	**27.79**
Impairment loss recognised (net)	40.35	(1.09)
Balance as at 31 March, 2022	**174.57**	**26.70**

Credit risk on derivative financial instruments is limited because the counterparties are banks with high credit rating assigned by rating agencies.

In addition, group is also exposed to credit risk in relation to corporate guarantee / letter of comfort (LOC) given to banks by the group. The company's exposure in this respect has been disclosed in Note 34.

Loans, investments in group companies

The Group does not perceive any credit risk pertaining to loans given to subsidiaries except on the loan given to Kurukshetra Expressway Private Limited, Joint Venture of one of the Subsidiary Company. During the previous year, as required by Indian Accounting Standard 109 "Financial Instruments", Management had performed an impairment assessment of the recoverable amount based on discounted cash flows, which have been determined by external valuation experts. The determination of the discounted cash flows involves significant management judgement and estimates on the valuation methodology and various

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

assumptions including related to growth rates, discount rates, etc. Further, management believed that the above assessment based on value in use appropriately reflects the recoverable amount of loans. Based on this assessment and the valuation reports obtained from independent valuer, provision for expected credit loss had recognised in the statement of profit and loss of one of the Subsidiary Company amounted to ₹ 79.47 Crores as at 31 March, 2020 on the loans given to its joint venture.

Kurukshetra Expressway Private Limited ("KEPL" or "Concessionaire"), a joint venture (49.57%) of the subsidiary Company, issued a notice of termination of Concession Agreement ("CA") vide letter dated 07 October, 2021 to the National Highway Authority of India ("NHAI") on account of continuous disruption and blockade of traffic on National Highway-71 due to farmer agitation with stoppage of toll collection. The provisions of Concession Agreement provides for termination where events which are not in control of KEPL, and obliges NHAI paying KEPL for repayment of Debt Due along with Adjusted Equity after necessary adjustments. During the year, the subsidiary Company had recognised provision towards Expected credit loss of ₹ 48.96 Crores (adjusted for equity loss already recognised) against loans given to KEPL / others. Further, the Promoters of KEPL have, jointly and severally given 'shortfall undertakings' to the Senior Lenders, should there be any shortfall between amounts received from NHAI and that payable to KEPL's lenders, KEPL has received copy of the letter dated 3 February, 2022 sent by an independent Engineer ("IE") appointed by NHAI in which the IE has sought to limit the amount payable (net of other deductions) as "Termination Payment". Accordingly, in light of the above the subsidiary Company has made further provision for Expected Credit Loss of ₹ 46.30 Crores. The Subsidiary Company has also recognised ₹ 39.77 Crores towards their share (49.57%) being a potential shortfall, if any, which is disclosed as an exceptional item. The subsidiary Company has made above provisions without prejudice to it's and KEPL legal rights and claims against NHAI and will continue to pursue these amounts against KEPL. Further, it will seek KEPL to pursue their claims and termination payment against NHAI notwithstanding the above recognition.

Liquidity Risk

The Table below provides details regarding the contractual maturities of significant liabilities

(₹ in Crores)

Particulars	As at 31 March, 2022			As at 31 March, 2021		
	Less than 1 year	More than 1 year	Total	Less than 1 year	More than 1 year	Total
Financial Liabilities						
(i) Trade Payables	4,253.33	325.72	4,579.05	3,739.14	338.20	4,077.34
(ii) Borrowings	2,155.74	1,555.97	3,711.71	1,546.13	1,605.24	3,151.37
(iii) Other financial liabilities	753.97	518.91	1,272.88	633.27	516.42	1,149.69
Total			**9,563.64**			**8,378.40**

Note- The above table does not include liability on account of future interest obligation.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The group's exposure to the risk of changes in market interest rates relates primarily to the group's long-term debt obligations with floating interest rates.

Interest Rate Sensitivity Analysis

For the year ended 31 March, 2022 and 31 March, 2021, a 100 basis point increase / decrease in interest rate on floating rate liabilities would impact group's profit before tax by approximately 3.69% and 2.60 % respectively.

Commodity Price Risk

The group is affected by the price volatility of certain commodities like Steel, Zinc, Copper and Aluminum. Its operating activities require the on-going purchase or continuous supply of these materials. The group holds derivative financial instruments such as commodity future contract to mitigate the risk of changes in Zinc and Aluminum prices.

The sensitivity analysis have been determined based on the exposure to changes in commodity prices. The analysis is prepared assuming the quantity of exposure outstanding at the end of the reporting period was outstanding for the whole year. A 5% increase or decrease is used when reporting commodity price risk internally to key management personnel and represents management's assessment of the reasonable possible changes in commodity prices and the impact of the possible change on the group's profit before tax is 11.83 % for FY 2021-22 and 6.47 % for FY 2020-21.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

Exposure As at 31 March, 2022

(₹ in Crores)

Commodity	Fixed / Variable	Open Exposure	Value at Risk on price variation of 5 %	
			Increase	Decrease
Aluminum	Fixed Price Contracts	766.57	38.33	(38.33)
Zinc	Fixed Price Contracts	203.68	10.18	(10.18)
Steel	Fixed Price Contracts	568.65	28.43	(28.43)
Copper	Fixed Price Contracts	109.00	5.45	(5.45)
Total		**1,647.90**	**82.39**	**(82.39)**

Exposure As at 31 March, 2021

(₹ in Crores)

Commodity	Fixed / Variable	Open Exposure	Value at Risk on price variation of 5 %	
			Increase	Decrease
Aluminum	Fixed Price Contracts	330.58	16.53	(16.53)
Zinc	Fixed Price Contracts	121.80	6.09	(6.09)
Steel	Fixed Price Contracts	636.70	31.84	(31.84)
Copper	Fixed Price Contracts	134.34	6.72	(6.72)
Total		**1,223.42**	**61.18**	**(61.18)**

33. DISCLOSURE IN RESPECT OF SECURITY CREATED ON ASSETS OF THE GROUP AGAINST BORROWINGS.

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Property, Plant and Equipments (including CWIP)	1,333.65	1,350.66
Intangible Assets	1,491.59	1,546.45
Inventories	906.49	820.32
Financial Assets (Non-current & current)		
Trade Receivables	4,274.00	4,913.87
Loans	50.27	178.61
Cash & Bank Balances	866.21	484.78
Other Balances with Banks	122.57	46.06
Other Assets	1,772.73	1,442.47
Total	**10,817.51**	**10,783.22**

34. CONTINGENT LIABILITIES IN RESPECT OF :

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(a) Bank guarantees	20.96	25.56
(b) Claims against the group not acknowledged as debt	50.99	47.37
(c) Demands by Service Tax / Excise / Income Tax and other tax / revenue authorities, under disputes	213.92	172.87
(d) Show cause notice issued by Service Tax Authorities	25.99	25.99
(e) Disputed Royalty demand under Tamilnadu Minor Mineral Concession Rules in appeal before High Court	0.40	0.40
(f) Guarantees given in respect of performance of contracts of joint ventures and unincorporated joint ventures in which Company is one of the member / holder of substantial equity	1,260.72	769.97

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

35. CAPITAL & OTHER COMMITMENTS

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Estimated amount of contracts remaining to be executed for tangible capital assets and not provided for (net of advances)	165.62	40.25

36. THE DISCLOSURE AS REGARDS TO PROVISION AS PER IND AS 37 "PROVISIONS, CONTINGENT LIABILITY AND CONTINGENT ASSETS"

(₹ in Crores)

Particulars	Major Maintenance		Performance Warranties	
	2021-22	2020-21	2021-22	2020-21
Carrying amount at the beginning of the year	52.80	55.55	351.51	325.92
Add: Provision / Expenses during the year (net)	(13.45)	5.42	88.68	48.35
Less : Utilisation / reversal during the year	-	8.17	159.81	22.76
Less : Discounting during the year	-	-	(0.11)	-
Carrying amount at the end of the year	**39.35**	**52.80**	**280.49**	**351.51**

(₹ in Crores)

Particulars	Others		Expected Loss on contracts	
	2021-22	2020-21	2021-22	2020-21
Carrying amount at the beginning of the year	26.47	27.70	150.15	40.52
Add: Provision / Expenses during the year	(0.08)	(1.23)	85.34	154.12
Less : Utilisation / Reversal of Provisions	-	-	106.81	44.49
Carrying amount at the end of the year	**26.39**	**26.47**	**128.68**	**150.15**

37. EARNING PER SHARE

Particulars	2021-22	2020-21
No. of Equity Shares at the beginning of the year	14,89,09,208	15,47,15,470
Less: Equity Shares extinguished on buyback	-	58,06,262
No. of Equity Shares at the end of the year	14,89,09,208	14,89,09,208
Weighted Average No. of Equity Shares	14,89,09,208	15,16,53,331
Profit for calculation of EPS (₹ in Crores)	540.30	671.02
Basic and Diluted Earnings Per Share (₹)	36.28	44.25
Nominal value of Equity Share (₹)	2.00	2.00

38. DISCLOSURES PURSUANT TO IND AS 19 EMPLOYEE BENEFITS

(a) Defined contribution Plans

The Group made contributions towards provident fund, a defined contribution retirement benefit plan for qualifying employees. The provident fund plan is operated by the Regional Provident Fund Commissioner. The Group recognised ₹ 32.59 Crores (Previous Year ₹ 27.11 Crores) for provident fund contributions and ₹ 0.28 Crores (Previous Year ₹ 0.29 Crores) for ESIC contribution in the statement of Profit and Loss. The contributions payable to these plans by the Group are at rates specified in the rules of the scheme.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

38. DISCLOSURES PURSUANT TO IND AS 19 EMPLOYEE BENEFITS (Contd.)

(b) Defined benefit plans

The Group offers the following employee benefit schemes to its employees

(i) Gratuity

The Group made annual contributions to the IRDA approved insurers towards funded defined benefit plan for qualifying employees. The Scheme provides for payment to vested employees at retirement / death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service as per the provisions of the Gratuity Act, 1972

(ii) Compensated absences

The Scheme is non-funded.

(c) The following tables summarises the components of net benefit expense recognised in the statement of profit or loss and the amounts recognised in the balance sheet in respect of Gratuity.

(₹ in Crores)

Particulars	2021-22	2020-21
(i) Expenses recognised during the year		
In the statement of Profit & Loss	9.55	9.23
In Other Comprehensive Income	(0.71)	(0.96)
	8.84	**8.27**
(ii) Expenses recognised in the statement of Profit & Loss		
Current Service Cost	8.01	7.95
Net Interest Cost	1.54	1.28
Total	**9.55**	**9.23**
(iii) Expenses recognised in other comprehensive income		
Actuarial (gains) / losses		
change in demographic assumptions	-	(0.30)
change in financial assumptions	(0.89)	1.12
experience variance	0.11	(1.48)
Return on plan assets	0.07	(0.30)
Total	**(0.71)**	**(0.96)**
(iv) Net Liability recognised in the Balance Sheet	**As at 31 March, 2022**	**As at 31 March, 2021**
Present value of obligation	60.09	54.99
Fair value of plan assets	35.16	28.40
Liability Recognised in Balance Sheet	**(24.93)**	**(26.59)**
(v) Changes in Present Value of Obligations		
Present value of obligation at the beginning of the year	54.99	49.51
Current Service Cost	8.01	7.95
Interest Cost (Gross)	3.11	2.99
Actuarial (gains) / losses arising from:		
changes in financial assumptions	(0.89)	1.12
change in demographic assumptions	-	(0.30)
changes in experience assumptions	0.11	(1.48)
Liability transferred	-	0.07
Benefits paid	(5.24)	(4.87)
Present value of obligation at the end of the year	**60.09**	**54.99**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

38. DISCLOSURES PURSUANT TO IND AS 19 EMPLOYEE BENEFITS (Contd.)

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
(vi) Changes in Fair Value of Plan Assets		
Fair value of Plan Assets at the beginning of the year	28.40	24.75
Interest Income	1.57	1.71
Return on Plan Assets	(0.07)	0.30
Contributions by Employer	10.50	6.51
Benefits paid	(5.24)	(4.87)
Fair Value of Plan assets at the end of the year	**35.16**	**28.40**
(vii) Bifurcation of present value of obligations into current and non-current		
Current Liability	5.40	8.56
Non-current Liability	19.53	18.03
(viii) Actuarial assumptions used in determining the obligation are		
Discount rate	5.60%-6.90%	5.60%-6.90%
Salary Escalation Rate	5.00%-8.00%	5.00%-8.00%
Mortality Rate	As per Indian Assured Lives Mortality (2012-14) Table	
Withdrawal Rate	2.00%-25.00%	2.00%-25.00%
Retirement Age	58 - 60 years	
Expected Return on Asset	5.60%-6.90%	5.60%-6.90%
(ix) Maturity Profile of Defined benefit obligation		
1 year	10.67	10.00
2 year	8.31	7.00
3 year	8.52	7.37
4 year	8.41	7.79
5 year	7.97	7.45
after 5 year	34.26	29.57
(x) Quantitative Sensitivity Analysis for Significant Assumptions		
Defined Benefits Obligation (Base) (₹ in Crores)	60.09	54.99
Impact of change in discount rate		
Revised obligation at the end of the year		
due to increase of 0.50%	58.24	53.24
due to decrease of 0.50%	61.62	56.38
Impact of change in salary increase		
Revised obligation at the end of the year		
Impact due to increase of 0.50%	61.32	56.15
Impact due to decrease of 0.50%	58.45	53.41

Sensitivities due to mortality & withdrawals are insignificant & hence ignored. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

38. DISCLOSURES PURSUANT TO IND AS 19 EMPLOYEE BENEFITS (Contd.)

(d) Characteristics of defined benefit plans and risks associated with them:

Valuations of defined benefit plan are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary over time. Thus, the Group is exposed to various risks in providing the above benefit plans which are as follows:

a. Interest Rate risk: The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (i.e. value of defined benefit obligation).

b. Salary Escalation Risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

c. Demographic Risk: The Group has used certain mortality and attrition assumptions in valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumption.

d. Investment Risk : The Company has funded with well established Govt. of India undertaking & other IRDA approved agency and therefore, there is no material investment risk.

39. Advance taxes paid, including tax deducted at sources are shown as assets net of provision of tax including foreign tax. Provision for tax (including foreign tax) is made after considering depreciation, deductions and allowances as per applicable tax statutes and regulations there under.

40. RELATED PARTY DISCLOSURE AS REQUIRED BY IND AS 24 IS AS BELOW :

List of Related Parties

a)	**Joint Ventures**	
	Jhajjar KT Transco Private Limited (upto 27 September, 2020)	
	Kurukshetra Expressway Private Limited	
	Kohima-Mariani Transmission Limited (upto 19 December, 2021)	
b)	**Key Management Personnel**	
	Mr. Mofatraj P. Munot	Promoter Director & Executive Chairman
	Mr. Manish Mohnot	Managing Director and CEO
c)	**Individuals having significant influence and their relatives:**	
	Mr. Parag Munot	Promoter Director
	Ms. Sudha Golechha	Relative of Promoter Director
	Ms. Sunita Choraria	Relative of Promoter Director
d)	**Enterprises having Significant influence and having transactions with the group**	
	Kalpataru Properties Private Limited	
	Property Solution (India) Private Limited	
	Kalpataru Limited	
	Kalpataru Construction Private Limited	
	K C Holdings Private Limited	
	Kalpataru Viniyog LLP	
	Kalpataru Holdings Private Limited	
	Kiyana Ventures LLP	
	Gurukrupa Developers	
	Kalpataru Retail Ventures Private Limited	
	Agile Real Estate Private Limited	
	Abacus Real Estate Private Limited	
	Argos Arkaya Power Solutions LLP	
	BGK Infrastructure Developers Private limited	
	Kalpataru Urbanscape LLP	
	Kalpataru Foundation	
	Dynacraft Machine Company Limited	
	Kalpataru Plus Sharyans	

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

40. RELATED PARTY DISCLOSURE AS REQUIRED BY IND AS 24 IS AS BELOW : (Contd.)

Transactions with Related Parties in ordinary course of business are:

(₹ in Crores)

	Particulars	Relationship	2021-22	2020-21
1	**Purchase / Construction of Property, Plant and Equipment**			
	Kalpataru Limited	Enterprises having significant influence	-	9.33
	Gurukrupa Developers	Enterprises having significant influence	-	8.71
2	**Advance For Capex given / (adjusted)**			
	Gurukrupa Developers	Enterprises having significant influence	-	(8.71)
3	**Net Loans and advances given / (repaid)**			
	Kohima-Mariani Transmission Limited	Joint Venture	(36.06)	3.45
	Jhajjar KT Transco Private Limited	Joint Venture	-	(4.25)
	Kurukshetra Expressway Private Limited	Joint Venture	40.10	40.10
4	**Other Expenses / Service Charges**			
	Agile Real Estate Private Limited	Enterprises having significant influence	0.93	0.05
	Kalpataru Limited	Enterprises having significant influence	0.27	0.24
	Argos Arkaya Power Solutions LLP	Enterprises having significant influence	0.03	0.01
	Kiyana Ventures LLP	Enterprises having significant influence	0.02	-
5	**Reimbursement of Expenses Payable / (Receivable)**			
	Jhajjar KT Transco Private Limited	Joint Venture	-	0.02
	Kohima-Mariani Transmission Limited	Joint Venture	(3.70)	(34.28)
	Property Solution (India) Private Limited	Enterprises having significant influence	2.35	2.15
	Kalpataru Retail Ventures Private Limited	Enterprises having significant influence	-	0.15
	Kalpataru Limited	Enterprises having significant influence	0.44	0.27
	BGK Infrastructure Developers Private limited	Enterprises having significant influence	-	0.01
6	**Rent Paid**			
	Kalpataru Retail Ventures Private Limited*	Enterprises having significant influence	-	4.99
	Kalpataru Limited*	Enterprises having significant influence	18.34	13.42
	BGK Infrastructure Developers Private limited	Enterprises having significant influence	0.56	0.51
	K C Holdings Private Limited	Enterprises having significant influence	0.06	0.06
	Dynacraft Machine Company Limited	Enterprises having significant influence	0.56	0.37
	*During Previous year units of Kalpataru Retail Ventures Private Limited merged with Kalpataru Limited			
7	**Revenue from Operations**			
	Jhajjar KT Transco Private Limited	Joint Venture	-	0.72
	Kohima-Mariani Transmission Limited	Joint Venture	64.59	49.37
	Kiyana Ventures LLP	Enterprises having significant influence	-	0.15
	Abacus Real Estate Private Limited	Enterprises having significant influence	0.99	3.54
	Agile Real Estate Private Limited	Enterprises having significant influence	31.02	11.20
	Kalpataru Urbanscape LLP	Enterprises having significant influence	28.27	6.13
	Kalpataru Plus Sharyans	Enterprises having significant influence	0.04	-
	Kalpataru Retail Ventures Private Limited	Enterprises having significant influence	0.13	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

40. RELATED PARTY DISCLOSURE AS REQUIRED BY IND AS 24 IS AS BELOW : (Contd.)

(₹ in Crores)

Particulars		Relationship	2021-22	2020-21
8	**Other Income**			
	Jhajjar KT Transco Private Limited	Joint Venture	-	16.24
	Kohima-Mariani Transmission Limited	Joint Venture	2.76	3.21
	Kalpataru Limited	Enterprises having significant influence	0.08	-
9	**Salary and Commission ***			
	Mr. Mofatraj P. Munot	Promoter Director & Executive Chairman	11.38	16.40
	Mr. Manish Mohnot	Key Management Personnel	13.92	14.71
	Mr. Parag Munot	Promoter Director	2.25	2.17
	* break up of Compensation to key managerial personnel			
	- Short term employment benefits is ₹ 25.30 Crores (Previous year ₹ 31.11 Crores)			
10	**Dividend Paid**			
	Kalpataru Properties Private Limited	Enterprises having significant influence	1.61	11.60
	Kalpataru Construction Private Limited	Enterprises having significant influence	3.50	19.85
	K C Holdings Private Limited	Enterprises having significant influence	3.17	17.97
	Kalpataru Viniyog LLP	Enterprises having significant influence	0.20	1.12
	Kalpataru Holdings Private Limited	Enterprises having significant influence	0.05	0.28
	Mr. Mofatraj P. Munot	Promoter Director & Executive Chairman	1.50	8.50
	Mr. Parag Munot	Promoter Director	1.19	6.77
	Ms. Sudha Golechha	Relative of Promoter Director	0.13	0.74
	Ms. Sunita Choraria	Relative of Promoter Director	0.13	0.74
11	**Security Deposit paid**			
	Dynacraft Machine Company Limited	Enterprises having significant influence	-	0.56
12	**Advance from Customers received / (adjusted) net**			
	Kohima-Mariani Transmission Limited	Joint Venture	-	(2.93)
	Kiyana Ventures LLP	Enterprises having significant influence	-	(0.04)
	Agile Real Estate Private Limited	Enterprises having significant influence	2.38	(1.03)
	Kalpataru Urbanscape LLP	Enterprises having significant influence	(4.34)	(1.85)
13	**Investment in Equity Shares**			
	Jhajjar KT Transco Private Limited *	Joint Venture	-	1.78
	* Equity shared acquired from Klassik Vinyl Products LLP			
14	**Corporate Social Responsibility**			
	Kalpataru Foundation	Enterprises having significant influence	6.46	1.91

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

40. RELATED PARTY DISCLOSURE AS REQUIRED BY IND AS 24 IS AS BELOW : (Contd.)

Balances with Related parties as at 31 March, 2022

(₹ in Crores)

Particulars		Relationship	As at 31 March, 2022	As at 31 March, 2021
1	**Advances Given**			
	Gurukrupa Developers	Enterprises having significant influence	0.01	0.01
	Kalpataru Properties Private Limited	Enterprises having significant influence	32.31	32.31
2	**Loans Given**			
	Kohima-Mariani Transmission Limited	Joint Venture	-	36.06
	Kurukshetra Expressway Private Limited^	Joint Venture	-	160.05
	^Net of provisions			
3	**Security Deposit Given**			
	Kalpataru Limited*	Enterprises having significant influence	94.20	94.20
	Dynacraft Machine Company Limited	Enterprises having significant influence	0.56	0.56
4	**Trade and Other Payable**			
	Kalpataru Limited	Enterprises having significant influence	14.79	6.04
	Agile Real Estate Private Limited	Enterprises having significant influence	0.97	0.06
	Kalpataru Retail Ventures Private Limited	Enterprises having significant influence	0.05	0.05
	Property Solution (India) Private Limited	Enterprises having significant influence	0.42	0.25
	BGK Infrastructure Developers Private limited	Enterprises having significant influence	0.03	0.05
	K C Holdings Private Limited	Enterprises having significant influence	-	0.01
	Mr. Mofatraj P. Munot	Promoter Director & Executive Chairman	6.90	12.23
	Mr. Manish Mohnot	Key Management Personnel	10.15	11.12
	Mr. Parag Munot	Promoter Director	2.25	2.17
5	**Trade and Other Receivables**			
	Kiyana Ventures LLP	Enterprises having significant influence	19.38	19.40
	Abacus Real Estate Private Limited	Enterprises having significant influence	1.06	2.72
	Agile Real Estate Private Limited	Enterprises having significant influence	43.50	47.53
	Kohima-Mariani Transmission Limited	Joint Venture	-	66.27
	Kalpataru Urbanscape LLP	Enterprises having significant influence	44.15	17.11
6	**Advances From Customers**			
	Kiyana Ventures LLP	Enterprises having significant influence	0.71	0.71
	Kalpataru Urbanscape LLP	Enterprises having significant influence	3.45	7.79
	Agile Real Estate Private Limited	Enterprises having significant influence	2.38	-
7	**Guarantee Commission Receivable**			
	Kohima-Mariani Transmission Limited	Joint Venture	-	0.04
8	**Guarantee Outstanding**			
	Kalpataru Foundation	Enterprises having significant influence	0.01	0.01

Note: Transactions with the related parties are at Arm's length prices. The amount outstanding are unsecured and will be settled in cash.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

41. ERECTION, SUBCONTRACTING AND OTHER PROJECT EXPENSES COMPRISES OF :

(₹ in Crores)

Particulars	2021-22	2020-21
Subcontracting expenses	3,596.28	3,334.86
Construction material, stores and spares consumed	463.52	445.53
Power and fuel	133.34	111.26
Freight and Forwarding Expenses	38.29	53.48
Vehicle and Equipment Hire Charges	273.11	255.54
Custom Duty, Clearing & Handling Charges	20.52	57.84
Others	168.10	339.50
Total	**4,693.16**	**4,598.01**

During the year, the Group has reclassified warranty expense from other expenses to Erection and Sub-contracting expenses to appropriately reflect economic substance and nature of transaction and accordingly the comparative amounts for previous year of ₹ 44.66 Crores has also been reclassified.

42. (a) One of the Subsidiary Company has filed a writ petition dated 06 May, 2009 before the Rajasthan High Court, Jaipur against the Board of Revenue, Revenue Appellate Authority, the Sub-Divisional Officer, Ramgarh and others, challenging their orders dated 01 April, 2009, 20 August, 2008 and 05 February, 2008, respectively, pursuant to which the revenue authorities had invalidated the transfer of land measuring 1.895 hectares situated at Ramgarh district Alwar, to the subsidiary Company, alleging contravention of the Rajasthan Land Revenue (Conversion of Agricultural land for Non- Agricultural Purposes in Rural Areas) Act, 1992. The subsidiary company has prayed inter-alia, for an order quashing the orders dated 01 April, 2009, 20 August, 2008, and 05 February, 2008, and declaring the entire proceedings initiated by the Sub-Divisional Officer as illegal, arbitrary and unconstitutional, or in the alternative, remanding the case to the Sub-Divisional Officer, on the grounds that the order was passed without providing an opportunity to be heard. The High Court through its interim order dated 11 May, 2009 granted an interim stay against the operation of the challenged orders. The value of the land and building, involved in the matter, at book value is ₹ 8.32 Crores. The matter is currently pending and the subsidiary Company does not expect any liability on account of the same. In the instant matter, the subsidiary company has been successful to obtain stay order form the Hon'ble High Court, Rajasthan, Bench Jaipur. The matter is pending for hearing at High Court.

(b) One of the Subsidiary Company received a letter from its term lender for projects in Rajasthan and Gujarat stating that the subsidy applied under Scheme of Development / Strengthening of Agriculture Marketing Infrastructure, Grading and Standardisation (AMIGS) for its Agri Logistics Parks has not been approved on technical grounds as stated in the Joint Monitoring Committee report and has recalled the advance subsidy of ₹ 2.25 Crores (Previous Year ₹ 2.25 Crores). The said advance capital subsidy received by subsidiary Company has credited to the relevant fixed assets of the subsidiary Company in the year of receipt. The subsidiary Company has represented the matter to National Bank for Agriculture and Rural Development (NABARD) and Directorate of Marketing & Inspection (DMI), Delhi. DMI has initiated the process for reviewing the same in the light of submissions made by the subsidiary Company. The subsidiary Company believes that the projects are well qualified under the said subsidy scheme and the same would be approved by the relevant sanctioning authorities. The empowered committee of India has observed that cold storage of Ramganj mandi (Rajasthan) and Deesa (Gujarat) are eligible for release of final subsidy ₹ 0.25 Crores each (Total ₹ 0.50 Crores). Both Rajasthan and Gujarat locations related subsidy matters are pending before the Hon'ble High Court Rajasthan, Bench Jaipur and Hon'ble Gujarat High Court, Ahmedabad, respectively. The Hon'ble High Courts of Rajasthan and Gujarat have already granted stay order in favour of the Subsidiary Company. Stay is continuing till the final disposal of the writ petitions. Gujarat High Court has decided Special Civil Application and directed NABARD to release balance subsidy amount along with 6% interest per annum. Once certified copy of the order / judgment is received, an early hearing application before Hon'ble Rajasthan High Court, Jaipur will be filed.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

43. (a) The Group has entered into service concession agreements with grantors viz: National Highways Authority of India (NHAI) and The Madhya Pradesh Road Development Corporation Limited(MPRDC) for construction and maintenance of the toll roads for a specified period (concession period) and has received a right to collect a fee for using the toll road during that agreed concession period. The Group has to pay a guaranteed minimum annual payment to the grantor for each year that the toll road in operation, as per agreement, for 2 toll roads. At the end of concession period, the ownership of the toll roads will vest with grantor. The service concession agreement does not contain a renewal option. In terms of para 17 of appendix C to Ind AS 115, cost on construction of roads has been recognised as "intangible assets" and being amortised over concession period.

(b) Financial summary of above concession agreements is given below.

(₹ in Crores)

Particulars	TOLL ROADS	
	2021-22	2020-21
Revenue accounted during the year	179.13	156.46
Loss before tax	(48.60)	(65.27)

44. LEASES

1 The Group's significant leasing / licensing arrangements are mainly in respect of residential / office premises and equipments. Leases generally have a lease term ranging from 14 months to 108 months. Most of the leases are renewable by mutual consent on mutually agreeable terms.

2 **Right-of-use assets by class of assets is as follows.**

FINANCIAL YEAR 2021-22

(₹ in Crores)

Particulars	GROSS BLOCK					AMORTISATION					NET BLOCK
	As at 01 April, 2021	Additions	Deductions	Foreign Currency Translation Reserve	As at 31 March, 2022	As at 01 April, 2021	For the Year	Deductions	Foreign Currency Translation Reserve	As at 31 March, 2022	As at 31 March, 2022
TANGIBLE ASSETS											
Land	2.44	1.28	0.35	-	3.37	0.17	0.19	-	-	0.36	3.01
Buildings	118.83	42.01	13.78	(0.73)	146.33	52.61	40.11	11.53	(0.52)	80.67	65.66
Plant & Equipments	26.79	37.50	0.20	(0.14)	63.95	2.70	10.56	0.18	(0.05)	13.03	50.92
Vehicles	25.68	4.36	2.24	(1.05)	26.75	8.47	6.62	1.76	(0.66)	12.67	14.08
Furniture and Fixture	-	0.04			0.04	-	0.01			0.01	0.03
Total	**173.74**	**85.19**	**16.57**	**(1.92)**	**240.44**	**63.95**	**57.49**	**13.47**	**(1.23)**	**106.74**	**133.70**

FINANCIAL YEAR 2020-21

(₹ in Crores)

Particulars	GROSS BLOCK					AMORTISATION					NET BLOCK
	As at 01 April, 2020	Additions	Deductions	Foreign Currency Translation Reserve	As at 31 March, 2021	As at 01 April, 2020	For the Year	Deductions	Foreign Currency Translation Reserve	As at 31 March, 2021	As at 31 March, 2021
TANGIBLE ASSETS											
Land	2.47	0.19	0.22	-	2.44	0.24	0.15	0.22	-	0.17	2.27
Buildings	109.95	28.47	20.67	1.08	118.83	26.79	41.89	16.32	0.25	52.61	66.22
Plant & Equipments	4.08	20.21	(2.48)	0.02	26.79	1.27	1.38	-	0.05	2.70	24.09
Vehicles	16.14	11.16	3.29	1.67	25.68	4.19	5.80	1.98	0.46	8.47	17.21
Total	**132.64**	**60.03**	**21.70**	**2.77**	**173.74**	**32.49**	**49.22**	**18.52**	**0.76**	**63.95**	**109.79**

3 Finance costs includes interest expense amounting to ₹ 8.57 Crores (Previous year ₹ 7.02 Crores) on lease liablity accounted in accordance with Ind AS 116 'Leases'.

4 Rent expense in Note No.29 represents lease charges for short term

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

5 Lease liabilities

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Maturity analysis - Undiscounted cash flows		
Less than one year	59.86	44.59
More than one year	83.95	69.17
Total undiscounted lease liabilities		
Lease liabilities included in financial position		
Current	54.53	42.47
Non current	74.31	63.81

45. Additional information as required by paragraph 2 of the general instruction for preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

Name of Enterprise	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit or (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % Net Asset	Amount (₹ in Crores)	As % Profit or (Loss)	Amount (₹ in Crores)	As % Profit or (Loss)	Amount (₹ in Crores)	As % Profit or (Loss)	Amount (₹ in Crores)
Parent								
Kalpataru Power Transmission Limited	101.83%	4,356.84	94.55%	510.88	16.04%	5.49	89.88%	516.37
Subsidiaries								
Indian								
Adeshwar Infrabuild Limited	0.00%	0.01	0.00%	-	0.00%	-	0.00%	-
Amber Real Estate Limited	0.07%	2.88	0.36%	1.97	0.00%	-	0.34%	1.97
Energylink India Limited	3.57%	152.78	-0.02%	(0.11)	0.00%	-	-0.02%	(0.11)
JMC Projects (India) Limited	20.56%	879.50	-29.15%	(157.52)	88.75%	30.37	-22.13%	(127.15)
Shree Shubham Logistics Limited	3.00%	128.43	-6.44%	(34.81)	-0.12%	(0.04)	-6.07%	(34.85)
Kalpataru Metfab Private Limited	0.34%	14.52	-0.04%	(0.19)	0.00%	-	-0.03%	(0.19)
Brij Bhoomi Expressway Private Limited	-0.73%	(31.05)	1.94%	10.49	0.03%	0.01	1.83%	10.50
JMC Mining and Quarries Limited	0.00%	0.01	-0.03%	(0.18)	0.00%	-	-0.03%	(0.18)
Saicharan Properties Limited	2.50%	107.11	-2.00%	(10.81)	0.00%	-	-1.88%	(10.81)
Vindhyachal Expressway Private Limited	-0.64%	(27.36)	-1.20%	(6.49)	0.00%	-	-1.13%	(6.49)
Wainganga Expressway Private Limited	-6.04%	(258.28)	-9.89%	(53.43)	0.03%	0.01	-9.30%	(53.42)
Punarvasu Financial Services Private Limited	0.50%	21.19	0.19%	1.00	0.00%	-	0.17%	1.00
Foreign								
Kalpataru Power Transmission (Mauritius) Limited	0.03%	1.48	-0.03%	(0.18)	0.03%	0.01	-0.03%	(0.17)
Kalpataru Power Transmission - USA, INC	0.07%	3.20	-0.08%	(0.44)	0.29%	0.10	-0.06%	(0.34)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

45. Additional information as required by paragraph 2 of the general instruction for preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013 (Contd.)

Name of Enterprise	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit or (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % Net Asset	Amount (₹ in Crores)	As % Profit or (Loss)	Amount (₹ in Crores)	As % Profit or (Loss)	Amount (₹ in Crores)	As % Profit or (Loss)	Amount (₹ in Crores)
LLC Kalpataru Power Transmission Ukraine	-0.04%	(1.51)	0.00%	-	0.12%	0.04	0.01%	0.04
Kalpataru Power DMCC, UAE	-0.07%	(2.92)	-0.18%	(0.95)	-0.23%	(0.08)	-0.18%	(1.03)
Kalpataru IBN Omairah Company Limited	-0.47%	(20.11)	-4.39%	(23.73)	-0.85%	(0.29)	-4.18%	(24.02)
Kalpataru Power Transmission Sweden AB	2.57%	109.76	11.18%	60.38	0.00%	-	10.51%	60.38
Linjemontage i Grästorp Aktiebolag	2.68%	114.56	19.22%	103.85	0.00%	-	18.08%	103.85
Linjemontage Service Nordic AB	0.35%	14.78	1.01%	5.47	0.00%	-	0.95%	5.47
Linjemontage AS	0.05%	2.02	-0.72%	(3.91)	0.00%	-	-0.68%	(3.91)
Kalpataru Power Senegal SARL	0.37%	15.77	-0.33%	(1.77)	-0.26%	(0.09)	-0.32%	(1.86)
Kalpataru Power DO Brasil Participacoes Ltda	1.93%	82.65	-1.08%	(5.81)	40.12%	13.73	1.38%	7.92
Fasttel Engenharia S.A.	0.00%	-	-4.77%	(25.78)	0.00%	-	-4.49%	(25.78)
Kalpataru Power Chile SpA	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Non Controlling interest in all subsidiaries	-3.25%	(138.90)	0.97%	5.24	-28.35%	(9.70)	-0.78%	(4.46)
Joint Venture (as per equity consolidation method)								
Kurukshetra Expressway Private Limited	0.00%	-	-3.68%	(19.89)	0.00%	-	-3.46%	(19.89)
Adjustment arising out of consolidation	-29.21%	(1,248.79)	34.61%	187.02	-15.60%	(5.34)	31.62%	181.68
Total	**100.00%**	**4,278.57**	**100.00%**	**540.30**	**100.00%**	**34.22**	**100.00%**	**574.52**

46. BUSINESS COMBINATION

During Current year, On 07 April, 2021, the Company's wholly owned Subsidiary Company, Kalpataru Power do Brasil Participações Ltda had acquired 51% stake in Fasttel Engenharia S.A. (Fasttel). The Company has paid ₹ 62.24 Crores (BRL 47 Million) to acquire 51% stake in Fasttel.

The Holding Company had accounted for transaction under Ind AS 103, "Business Combinations" and allocated the Purchase consideration paid for this acquisition as follows:

(₹ in Crores)

Particulars	2021-22
Net assets excluding deferred tax liabilities	(22.40)
Intangible assets	44.73
Goodwill	60.70
Deferred tax liabilities	(20.79)
Total Consideration paid	**62.24**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

47. GOODWILL AND INDEFINITE LIFE TRADEMARK

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable asset.

The useful life of trademark has been determined to be indefinite as the Company expects to generate future economic benefits indefinitely from the asset.

Goodwill and Trademark are tested for impairment annually or based on an indicator and provides for impairment if the carrying amount of goodwill / Trademark exceeds its recoverable amount.

Following is a summary of changes in the carrying amount of goodwill / trademark

(₹ in Crores)

Particulars	Goodwill		Trademark	
	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2022	As at 31 March, 2021
Balance at the beginning of the year	**114.76**	**105.88**	**21.81**	**19.77**
Acquired on business combination during the year	60.70	-	13.05	-
Foreign currency translation difference	8.75	8.88	1.82	2.04
Balance at the end of the year	**184.21**	**114.76**	**36.68**	**21.81**

The Holding Company did not identify any impairment based on internal cashflow forecast.

48. SEGMENT REPORTING

Group's reportable segments are as under:

(a) Engineering, Procurement and Construction (EPC): It comprises of infrastructure projects relating to power transmission and distribution, civil construction, railway track laying and electrification, oil and gas pipelines laying, etc.

(b) Developmental Project: It comprises of development, operation and maintenance of infrastructure project.

Operating segment disclosures are consistent with the information provided to and reviewed by the chief operating decision maker (CODM) for the purpose of resource allocation and assessing performance.

Summarised segment information are as follows:

(a) Business Segment

(₹ in Crores)

	Particulars	EPC		Developmental Projects		Others		Total	
		2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
(i)	Segment Revenue	14,442.59	12,425.85	212.80	370.72	124.34	154.85	14,779.73	12,951.42
	Less: Inter-Segmental Revenue							2.35	1.98
	Revenue from Operations							**14,777.38**	**12,949.44**
(ii)	Segment Results (before finance cost and interest income)	977.65	1,171.29	103.05	175.38	(3.35)	36.39	1,077.35	1,383.06
	Add: Interest income							35.28	30.13
	Less: Finance Costs							396.33	435.73
	Share of Loss from Joint Venture							(19.89)	(32.21)
	Profit Before Tax							696.41	945.25
	Current Tax							191.59	303.24
	Deferred Tax							(30.24)	(20.03)
	Net Profit for the year							**535.06**	**662.04**
(iii)	Other Information								
	Depreciation and Amortisation Expenses							350.78	373.45
	Impairment of assets	-	-	15.43	-	22.28	0.86	37.71	0.86

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH, 2022

48. SEGMENT REPORTING (Contd.)

(₹ in Crores)

Particulars	EPC	Developmental Projects	Others	Total
(iv) **Segment Assets and Liabilities**				
As at 31 March, 2022				
Segment Assets	14,733.14	2,300.55	517.35	17,551.04
Less: Inter segmental assets	335.92	-	3.61	339.53
Net Segment Assets	**14,397.22**	**2,300.55**	**513.74**	**17,211.51**
Segment Liabilities	11,206.45	1,559.45	371.40	13,137.30
Less: Inter segmental liabilities	3.59	199.15	140.52	343.26
Net Segment Liabilities	**11,202.86**	**1,360.30**	**230.88**	**12,794.04**
As at 31 March, 2021				
Segment Assets	12,873.06	2,283.63	570.73	15,727.42
Less: Inter segmental assets	365.51	3.44	4.94	373.89
Net Segment Assets	**12,507.55**	**2,280.19**	**565.79**	**15,353.53**
Segment Liabilities	9,669.98	1,805.96	396.21	11,872.15
Less: Inter segmental liabilities	4.96	237.59	135.01	377.56
Net Segment Liabilities	**9,665.02**	**1,568.37**	**261.20**	**11,494.59**

(b) Geographical Segment

(₹ in Crores)

Particulars	2021-22	2020-21
Revenue from Operations		
Within India	9,828.86	8,217.37
Outside India^	4,948.52	4,732.07
Total	**14,777.38**	**12,949.44**

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Non Current Assets*		
Within India	1,673.40	1,646.35
Outside India	192.78	184.75

* excludes Intangibles, Financial assets, Non current tax and Deferred tax assets.

^ None of the geographies outside India contributes to more than 10% of the gross revenue in current year and previous year.

49. Revenue from major customers - Public sector undertakings in India, is ₹ 2,026.00 Crores (Previous year ₹ 2,893 Crores). Revenue from other individual customer is less than 10% of total revenue.

50. Performance obligations unsatisfied or partially satisfied amounts to ₹ 29,282.92 Crores (Previous year ₹ 27,349.90 Crores) for which revenue is expected to be recognised in future over the period of 1 to 8 years.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

51. INVESTMENT PROPERTIES :

(₹ in Crores)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Investment Properties - at Cost	0.82	0.82
Investment Properties - at Fair Value	24.32	19.85

Fair Valuation Technique: The fair value of Investment property has been determined by independent external Government registered property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued. Valuation of the subject property has been done by Sales Comparison Method under Market Approach at each balance sheet date.

52. The Group has following transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

(₹ in Crores)

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding		Relationship with the Struck off company, if any, to be disclosed
		As at 31 March, 2022	As at 31 March, 2021	
Lorshi Enterprises Private Limited	Payables	0.00	0.01	NA

53. LOANS OR ADVANCES TO SPECIFIED PERSONS

(₹ in Crores)

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Loans to Joint venture - Kurukshetra Expressways Private Limited -Repayable on demand and Interest free loan	298.87	65%	239.52	52%

54. The Board of directors of the Company in their meeting held on 19 February, 2022 have approved a Scheme of amalgamation of JMC Project (India) Limited with the Company. The appointed date under the Scheme is 01 April, 2022 and will become effective upon receipt of requisite approval / orders from the competent authorities and Hon'ble National Company law Tribunal.

55. Exceptional item includes :-

(i) The Company was holding 74% equity stake in Kohima Mariani Transmission Limited (KMTL), a joint venture between the Company and Techno Electric & Engineering Company Limited (TEECL). The Company and TEECL have entered into a Share Purchase and Shareholders Agreement dated 03 July, 2019 ("the Agreement") with Apraava Energy Private Limited (formerly known as CLP India Private Limited – "the Buyer") to sell their respective equity stake in KMTL. Pursuant to the Agreement, the Company has sold 23% stake and transfer the control of KMTL on 20 December, 2021 and the balance 51% stake will be transferred after obtaining requisite approvals. In accordance with Ind AS 28 "Investments in Associates and Joint Ventures" and Ind AS 109 "Financial Instruments", the Company has recognised entire gain of ₹ 262.41 Crores (net of expenses) in relation to transfer of 23% equity stake and fair value gain on retained equity stake of 51% in KMTL.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

55. Exceptional item includes (Contd.):-

(ii) During the year, JMC Projects (India) Limited has recognised provision for impairment of ₹ 15.43 Crores in value of intangible assets of it's subsidiary namely Wainganga Expressway Private Limited, which is presented as exceptional items.

(iii) During the year, Shree Shubham Logistics Limited, a subsidiary company, has recognised impairment loss of ₹ 22.28 Crores on Property, Plant and Equipments.

(iv) Kurukshetra Expressway Private Limited ("KEPL" or "Concessionaire"), a joint venture (49.57%) of JMC Projects (India) Limited("JMC"), issued a notice of termination of Concession Agreement ("CA") vide letter dated 07 October, 2021 to the National Highway Authority of India ("NHAI") on account of continuous disruption and blockade of traffic on National Highway-71 due to farmer agitation with stoppage of toll collection. The provisions of Concession Agreement provides for termination where events which are not in control of KEPL, and obliges NHAI paying KEPL for repayment of Debt Due along with Adjusted Equity after necessary adjustments. During the year ended 31 March, 2022, JMC (a subsidiary of the Company) had recognised provision towards Expected credit loss of ₹ 48.96 Crores against loans given to KEPL / others.

Further, the Promoters of KEPL have, jointly and severally given 'shortfall undertakings' to the Senior Lenders, should there be any shortfall between amounts received from NHAI and that payable to KEPL's lenders. KEPL has received copy of the letter dated 03 February, 2022 sent by an Independent Engineer ("IE") appointed by NHAI in which the IE has sought to limit the amount payable (net of other deductions) as "Termination Payment". Accordingly, in light of the above JMC has made further provision for Expected Credit Loss of ₹ 46.30 Crores. JMC has also recognised ₹ 39.77 Crores towards their share (49.57%) being a potential shortfall, if any, which is disclosed as an exceptional item.

(v) In financial year 2020-21, the Company had transferred control of Alipurduar Transmission Limited (ATL) and consequently the financial statements of ATL have not been consolidated w.e.f 26 November, 2020. Accordingly, for the year ended 31 March, 2022 are not comparable with those of the corresponding year. The exceptional items of ₹ 209.64 Crores for the year ended 31 March, 2021, represents gain due to the aforesaid transaction and sale of stake in Jhajjar KT Transco Private Limited by the Company.

56. ADDITIONAL DISCLOSURES PURSUANT TO SCHEDULE III TO THE COMPANIES ACT

(i) Trade Payables ageing schedule

(₹ in Crores)

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
FY 2021-22						
(i) MSME	33.30	74.58	2.42	0.37	45.57	156.24
(ii) Others	1,201.72	1,687.79	137.85	61.38	59.91	3,148.65
(iii) Disputed dues - MSME	1.64	1.20	0.01	-	-	2.85
(iv) Disputed dues - Others	0.61	0.29	0.05	0.06	1.96	2.97
(v) Unbilled	1,264.25	4.09	-	-	-	1,268.34
Total	**2,501.52**	**1,767.95**	**140.33**	**61.81**	**107.44**	**4,579.05**
FY 2020-21						
(i) MSME	96.22	75.60	1.58	0.47	0.23	174.10
(ii) Others	1,491.89	771.97	171.21	125.34	81.23	2,641.64
(iii) Disputed dues - MSME	1.14	-	-	-	-	1.14
(iv) Disputed dues - Others	0.05	0.27	1.33	0.68	0.83	3.16
(v) Unbilled	1,257.30	-	-	-	-	1,257.30
Total	**2,846.60**	**847.84**	**174.12**	**126.49**	**82.29**	**4,077.34**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

(ii) Company has taken borrowings from banks on the basis of security of current assets and quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts.

57. Vindhyachal Expressway Private Limited ("VEPL" or "Concessionaire") and Wainganga Expressway Private Limited ("WEPL" or "Concessionaire"), subsidiaries of one of the subsidiary Company, have invoked arbitration / dispute resolution proceedings under the terms of respective Concession agreements and made certain claims due to various issues including but not limited to the development of alternate routes around the Project Highway, lack of timely development of feeder roads, economic slowdown, Implementation of GST and suspension of toll due to implementation of demonetisation, which resulted in substantial reduction in toll revenue. The said proceedings are still pending for resolution.

58. The Company is executing projects in Afghanistan, which are currently on hold due to Force Majeure event. The Company is closely monitoring the situation and expect to resume work once the geopolitical environment in Afghanistan is resolved. The Company does not expect any material financial impact due to this event as the projects are funded by multilateral funding agencies and the Company has covered the exposure of credit risk through insurance cover. Further, the bank guarantee issued for the aforesaid ongoing projects cannot be enforced as per the terms and conditions of the underlying contracts.

59. The Board of Directors have recommended a dividend of ₹ 6.50 per equity share for the financial year 2021-22, subject to approval by shareholders at the Annual General Meeting and if approved, would result in cash outflow of ₹ 96.79 Crores, which has not been included as liability in these consolidated financial statements.

60. The figures for the previous periods have been regrouped / rearranged wherever necessary to conform to the current periods classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013 effective 01 April, 2021.

In terms of our report attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No : 101248W / W-100022

Vikas R Kasat
Partner
Membership No : 105317
Mumbai : 14 May, 2022

Ram Patodia
Chief Financial Officer

Rajeev Kumar
Company Secretary

For and on behalf of the Board of Directors
Manish Mohnot
Managing Director & CEO
DIN : 01229696

Sanjay Dalmia
Executive Director
DIN : 03469908
Mumbai : 14 May, 2022

Annexure pursuant to first proviso to sub section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

Statement containing salient features of the financial statement of Subsidiaries/ Associate Companies/ Joint Ventures - AOC-1

PART "A": SUBSIDIARIES

(₹ in Crores)

Sr. No.	Name of the Subsidiary	Reporting currency	Share Capital	Other Equity	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of shareholding
1	JMC Projects (India) Limited	INR	33.58	846.42	4,908.05	4,330.74	302.69	5,352.93	(214.50)	(57.47)	(157.03)	16.79	67.75%
2	Shree Shubham Logistics Limited	INR	104.06	24.37	472.17	363.71	19.97	120.11	(34.80)	0.01	(34.81)	-	100.00%
3	Energylink (India) Limited	INR	153.96	(46.18)	2.00	0.37	106.15	0.24	(45.11)	-	(45.11)	-	100.00%
4	Saicharan Properties Limited	INR	151.15	(44.04)	326.42	219.31	-	46.03	(10.81)	-	(10.81)	-	100.00%
5	Adeshwar Infrabuild Limited (footnote 6)	INR	0.05	(0.29)	0.01	0.25	-	-	-	-	-	-	100.00%
6	Amber Real Estate Limited	INR	0.99	1.88	4.89	2.02	-	3.89	2.37	0.40	1.97	-	100.00%
7	Kalpataru Power Transmission - USA, Inc.	USD	2.28	0.92	4.40	1.20	-	2.11	(0.56)	(0.12)	(0.44)	-	100.00%
8	Kalpataru Power Transmission (Mauritius) Limited	USD	2.90	(1.42)	4.88	4.79	1.39	-	(0.18)	-	(0.18)	-	100.00%
9	LLC Kalpataru Power Transmission Ukraine	UAH	0.27	(1.79)	1.17	2.68	-	-	-	-	-	-	100.00%
10	Kalpataru IBN Omairah Company Limited	SAR	0.85	(20.96)	273.64	293.75	-	266.88	(23.73)	-	(23.73)	-	65.00%
11	Kalpataru Metfab Private Limited	INR	30.01	(15.49)	14.55	0.02	-	-	(0.19)	-	(0.19)	-	100.00%
12	Kalpataru Power DMCC, UAE	AED	1.39	(4.31)	2.70	5.61	-	0.79	(0.94)	-	(0.94)	-	100.00%
13	JMC Mining & Quarries Limited	INR	0.50	(0.49)	0.72	0.71	-	-	(0.18)	-	(0.18)	-	67.75%
14	Brij Bhoomi Expressway Private Limited (footnote 6)	INR	22.76	(53.81)	169.01	200.07	-	31.98	11.17	0.68	10.49	-	67.75%
15	Wainganga Expressway Private Limited (footnote 6)	INR	30.00	(288.29)	617.56	875.85	-	67.39	(52.65)	0.78	(53.43)	-	67.75%
16	Vindhyachal Expressway Private Limited (footnote 6)	INR	27.05	(54.41)	767.56	794.92	-	66.51	(7.12)	(0.62)	(6.50)	-	67.75%
17	Punarvasu Financial Services Private Limited	INR	19.38	1.82	21.36	0.16	-	2.01	1.37	0.38	0.99	-	100.00%
18	Kalpataru Power Transmission Sweden AB (footnote 6)	SEK	56.80	52.96	62.08	106.95	154.63	-	60.38	-	60.38	-	100.00%
19	Linjemontage i Grastorp AB	SEK	0.16	114.40	289.22	182.18	7.52	1,041.40	130.89	27.04	103.85	-	85.00%
20	Linjemontage Service Nordic AB	SEK	0.08	14.70	96.33	81.55	-	154.27	6.91	1.44	5.47	-	85.00%
21	Linjemontage AS	NOK	0.25	(1.78)	8.21	9.73	-	13.04	(3.91)	-	(3.91)	-	85.00%
22	Kalpataru Power Senegal SARL	XOF	18.41	(2.64)	103.08	87.31	-	31.82	(1.77)	-	(1.77)	-	100.00%
23	Kalpataru Power do Brasil Participações Ltda	BRL	86.37	(2.18)	84.62	0.43	-	-	(1.21)	-	(1.21)	-	100.00%
24	Fasttel Engenharia S.A.	BRL	16.57	(2.62)	265.94	251.99	-	547.78	(20.64)	(16.69)	(3.95)	-	51.00%
25	Kalpataru Power Chile SpA	CLP	-	-	-	-	-	-	-	-	-	-	100.00%

Notes:

1. Exchange rates at the year end considered for conversion : 1 USD = ₹ 75.8071; 1 AED = ₹ 20.6413; 1 UAH = ₹ 2.5697; 1 SAR= ₹ 20.2077; 1 SEK = ₹ 8.0763; 1 XOF = ₹ 0.1297; 1 BRL = ₹ 15.9964
2. Average exchange rates for the year considered for conversion : 1 USD = ₹ 74.5099; 1 AED = ₹ 20.2845; 1 UAH = ₹ 2.7135; 1 SAR= ₹ 19.8626; 1 SEK = ₹ 8.4626; 1 XOF = ₹ 0.1319; 1 BRL = ₹ 13.9938
3. Kalpataru Power Chile SpA registered in the Commercial Registry of Santiago on 4 March, 2022 and was published in Official Gazette by Ministry of Interior and Public Security on 7 March, 2022. The Subsidiary Company is yet to commence commercial operations.
4. There are no Subsidiaries which are liquidated during the year.
5. Alipurduar Transmission Limited ceased to be a subsidiary of the Company w.e.f. 25 November, 2020 in accordance with IndAS 110 "Consolidated Financial Statements". However, based on the Company's equity stake, it continues to be a Subsidiary in terms of section 2 (87) of the Companies Act, 2013.
6. Sub-ordinate debt is considered as part of Liability.

Statement containing salient features of the financial statement of Subsidiaries / Associate Companies / Joint Ventures (Contd.)

Part "B": Associates and Joint Ventures

(₹ in Crores)

Name of Associates / Joint Ventures			Kurukshetra Expressway Private Limited	Kohima-Mariani Transmission Limited*
1	Latest audited Balance Sheet Date		31 March, 2022	31 March, 2022
2	Shares of Associate/Joint Ventures held by the Company on the year end			
	(a) Numbers		3,50,15,731	3,73,92,893
	(b) Amount of Investment in Associates/Joint Venture	(₹ In Crores)	66.58	-
	(c) Extend of Holding %		33.59%	51.00%
3	Description of how there is significant influence		Holding 20% or more Share Capital	
4	Reason why the Associate/Joint Venture is not Consolidated		-	-
5	Networth attributable to Shareholding as per latest audited / unaudited Balance Sheet	(₹ In Crores)	(89.36)	-
6	Profit / (Loss) for the year			
	(a) Considered in Consolidation	(₹ In Crores)	(19.89)	-
	(b) Not Considered in Consolidation (Note 3)	(₹ In Crores)	-	(11.44)

Notes:

1 There are no Associate or Joint Venture which are yet to commence operations

2 *(a) Kohima-Mariani Transmisssion Limited ceased to be Joint Venture of the Company w.e.f 20 December, 2021 in accordance with IndAS 28 "Investments in Associates and Joint Ventures". However, based on company's equity stake it is subsidiary in terms of section 2 (87) of the Companies Act, 2013.

(b) The Company was holding 74% equity stake in Kohima Mariani Transmission Limited (KMTL), a joint venture between the Company and Techno Electric & Engineering Company Limited (TEECL). The Company and TEECL have entered into a Share Purchase and Shareholders Agreement dated 3 July, 2019 ("the Agreement") with Apraava Energy Private Limited (formerly known as CLP India Private Limited – "the Buyer") to sell their respective equity stake in KMTL. Pursuant to the Agreement, the Company has sold 23% stake and transfer the control of KMTL on 20 December, 2021 and the balance 51% stake will be transferred after obtaining requisite approvals.

3 Profit / (Loss) of KMTL for the period starting from 1 April, 2021 and ending on 19 December, 2021 i.e. the date on which KMTL ceased to be Joint Venture of the Company was not considered for consolidation as assets pertaining to KMTL were classified as held for sale.

Notes

Notes

CORPORATE **INFORMATION**

AUDITORS

M/s. B S R & Co. LLP

BANKERS

Indian Bank
State Bank of India
Union Bank of India
Punjab National Bank
ICICI Bank
EXIM Bank
IDBI Bank
Standard Chartered Bank
HSBC Bank
Axis Bank
Yes Bank
HDFC Bank
Societe Generale
IndusInd Bank

COMPANY SECRETARY

Mr. Rajeev Kumar (upto 31 May, 2022)

REGISTERED OFFICE

Plot No. 101, Part III,
G.I.D.C Estate, Sector 28,
Gandhinagar - 382 028, Gujarat, India
Tel No.: +91-79-2321 4000
Fax No.: +91-79-2321 1966 / 68 / 71
Email: mktg@kalpatarupower.com

CORPORATE OFFICE

'Kalpataru Synergy',
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Fax No.: +91-22-3064 3131
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POWER TRANSMISSION LIMITED

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POWER TRANSMISSION LIMITED

KALPATARU POWER TRANSMISSION LIMITED

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Tel.: +91 79 232 14000 Fax: +91 79 232 11966
Email: cs@kalpatarupower.com
CIN: L40100GJ1981PLC004281
Web: www.kalpatarupower.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 41ST ANNUAL GENERAL MEETING ("AGM" or "MEETING") OF THE MEMBERS OF KALPATARU POWER TRANSMISSION LIMITED WILL BE HELD ON **THURSDAY, 04 AUGUST, 2022 AT 11:00 A.M. IST** THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. **To receive, consider and adopt:**

   (a) the Audited Financial Statements of the Company for the financial year ended 31 March, 2022, the Reports of the Board of Directors and Auditors thereon; and

   (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2022 and the report of Auditors thereon.

2. To declare final dividend on equity shares at the rate of ₹ 6.50 per equity share for the financial year ended 31 March, 2022

3. To appoint a Director in place of Mr. Manish Mohnot (DIN: 01229696), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

4. **Ratifying remuneration of Cost Auditor for the financial year 2022-23**

   To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded to the remuneration payable to M/s K. G. Goyal & Associates, Cost Auditors (FRN: 000024) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31 March, 2023, as set out in the Statement annexed to the Notice convening this Annual General Meeting."

   "RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
For **KALPATARU POWER TRANSMISSION LTD.**

Place: Mumbai
Date: 14 May, 2022

Rajeev Kumar
Company Secretary

NOTES

A. In view of the continuing COVID-19, the Ministry of Corporate Affairs ("**MCA**") vide its Circular No. 14/2020 dated 08 April, 2020, Circular No.17/2020 dated 13 April, 2020, Circular No. 20/2020 dated 05 May, 2020, Circular No. 02/2021 dated 13 January, 2021, Circular No. 19/2021 dated 08 December, 2021, Circular No. 21/2021 dated 14 December, 2021 and Circular No. 2/2022 dated 05 May, 2022 (collectively referred to as "**MCA Circulars**") has permitted Companies to conduct AGM through VC and OAVM without the physical presence of Members at a Common Venue. In terms of the provisions of the Companies Act, 2013 ("**Act**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and MCA Circulars, the AGM of the Members is being held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue of the AGM shall be the Registered Office of the Company.

B. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice.**

C. The Explanatory Statement setting out the material facts, pursuant to Section 102 of the Act in respect of the special business is annexed hereto. The Board of Directors of the Company at its meeting held on 14 May, 2022 considered that the special business being considered unavoidable, be transacted at the AGM of the Company.

D. All documents referred to in the Notice and the Explanatory Statement and other Statutory Registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. (i.e. except Saturdays, Sundays and public holidays) up to the date of the Meeting. Such documents will also be available electronically for inspection by the members from the date of circulation of this notice upto the date of AGM and during the AGM. Members seeking to inspect such documents can send an email to **cs@kalpatarupower.com**.

E. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUF's, NRI's, etc.) are required to send a scanned copy of their respective Board or governing body Resolution/Authorisation etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutiniser by e-mail on its registered e-mail address to **csurmilved@gmail.com.** Institutional shareholders (i.e. other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

F. Information as required under Regulation 36 of the SEBI Listing Regulations with respect to Brief resume of Director proposed to be re-appointed, nature of his expertise in specific functional areas, names of Listed companies in which he holds directorships and the Memberships of Board Committees, shareholding and relationships between directors inter-se and Listed entities from which he has resigned in the past three years, are provided in the Annexure to the explanatory statement attached to this Notice.

G. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

H. **RECORD DATE:**

The Company has fixed **Thursday, 28 July, 2022** as the "Record Date" for determining entitlement of Members to final dividend for the financial year ended 31 March, 2022, if approved at the AGM.

I. **DIVIDEND:**

If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or before Friday, 2 September, 2022 as under:

i. To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited ("**NSDL**") and the Central Depository Services (India) Limited ("**CDSL**"), collectively "Depositories", as of end of day on Thursday, 28 July, 2022. Members may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agent ("**RTA**") cannot act on any request received directly from the Members holding shares in dematerialised mode for any change of bank particulars or bank mandates. Hence, such changes in bank details, ECS mandate, address or e-mail id are to be furnished by the Members to their Depository Participant only.

ii. To all Members in respect of shares held in physical form as of the close of business hours on Thursday, 28 July, 2022. In order to avoid any fraudulent encashment of dividend, the Member(s) holding shares in physical mode are requested to submit, if not already submitted, particulars of their Bank Accounts (Bank Account number, the name of the Bank and the Branch) in 'Form ISR – 1' along with copy of the cancelled cheque leaf with the first named shareholder's name imprinted on the face of the cheque leaf, where they would like to deposit the dividend warrants/demand drafts for encashment. These details can be furnished by the first/sole shareholder directly to Company RTA i.e M/s. Link Intime India Private Limited ("**LIPL**").

J. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

i. **For shares held in electronic form:** to their Depository Participants (DPs)

ii. **For shares held in physical form:** to the Company/ RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 03 November, 2021 and clarification issued vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14 December, 2021.

K. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at **https://kalpatarupower.com/shareholder-services/**. It may be noted that any service request can be processed only after the folio is KYC Compliant.

L. **SEBI has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or LIPL, for assistance in this regard.**

M. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or LIPL, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form.

N. As per the provisions of Section 72 of the Act and SEBI Circular(s) issued from time to time, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website **https://kalpatarupower.com/shareholder-services/** and on the website of the Company's RTA, LIPL at

https://linkintime.co.in/. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to LIPL in case the shares are held in physical form.

O. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

P. **Communication through e-mail:** In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12 May, 2020, SEBI Circular dated 15 January, 2021 read with SEBI Circular dated 13 May, 2022 and other relevant circulars and notifications issued in this regard, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website **www.kalpatarupower.com**, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively, and on the website of CDSL **https://www.evotingindia.com**.

To support green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in the following manner:

a. In respect of electronic holdings with the Depository through their concerned Depository Participants. However, the members may temporarily register the same with the Company's RTA at **https://linkintime.co.in/emailreg/email_register.html** on their website **www.linkintime.co.in** in the Investors service tab by providing details such as Name, DP ID, Client ID, PAN, mobile number and email address.

b. Members who hold shares in physical form are requested to register their e-mail ID with the Company's RTA, LIPL at **https://linkintime.co.in/emailreg/email register.html** on their website **www.linkintime.co.in** in the Investors service tab by providing details such as Name, Folio No., Certificate number, PAN, mobile number and email address and also upload the image of share certificate in PDF or JPEG format (upto 1 MB).

Q. Members who have neither received nor encashed their dividend warrant(s) for the financial years from 2014-15 up to 2020-21, are requested to write to the Company / RTA, mentioning the relevant Folio number or DP ID and Client ID, along with Bank account details and cancelled cheque to update the securities holder's data, if the same is not updated. The unpaid dividend shall be paid only via electronic bank transfer. The original cancelled cheque should bear the name of the shareholder failing which shareholder should submit copy of bank passbook / statement attested by the bank. RTA shall then update the bank details in its records after due verification.

R. The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2013-14, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company on the website of the Company **www.kalpatarupower.com.** The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: **www.iepf.gov.in.**

S. Members who have not exchanged their pre-split share certificate of face value of ₹ 10 each with new share certificate of face value of ₹ 2 each are requested to send request to the Company / RTA for issuance of letter of confirmation.

T. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more. Details of shares transferred to the IEPF Authority are available on the website of the Company **www.kalpatarupower.com.** The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: **www.iepf.gov.in.**

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from IEPF. Concerned members/investors are advised to visit the weblink: **http://www.iepf.gov.in/IEPF/refund.html**

U. The instructions for Members attending and voting electronically are as under:

(i) Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

(ii) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

(iii) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

(iv) Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

(v) In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at **www.kalpatarupower.com.** The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. **www.evotingindia.com**.

(vi) **Process for those shareholders whose email ids are not registered:** The shareholders who have not registered their email ids are requested to get the same registered by following the process stated in note (P) above.

(vii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

(viii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December, 2020, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

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

Remote e-voting timeline:

Commencement of e-voting	09:00 a.m. (IST) on Sunday, 31 July, 2022
Conclusion of e-voting	05:00 p.m. (IST) on Wednesday, 03 August, 2022

During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on 28 July, 2022 may cast their votes electronically. The E-voting module shall be disabled by CDSL for voting thereafter.

- In terms of SEBI circular 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.

- 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.
- 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., 28 July, 2022..

ii. Procedure for attending and Voting electronically

A) For Individual shareholders holding in demat mode

The Company has enabled e-voting 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 the CDSL (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.

Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	**Option 1: CDSL Easi / Easiest facility** **If Members are already registered for Easi / Easiest facility:** 1. Visit webpage of Easi by https://web.cdslindia.com/myeasi/home/login 2. Member will have to enter their existing "USER ID" and "PASSWORD". After successful authentication, Member will be able to see "E-VOTING" menu. 3. On clicking the "E-VOTING" menu, Member will be able to see the e-voting page. 4. Click on options available against Company name or ESP CDSL and Member will be redirected to the e-voting website of CDSL for casting vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **If Members are not registered for Easi / Easiest facility:** 1. Visit the web page at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 2. Enter 16 digit "DEMAT ACCOUNT NUMBER" 3. Enter "PASSWORD" as: "PAN" and first 4 digits of the "DOB" (DDMM) of first holder. 4. Tick check box of '"terms and conditions" and click on "Submit" 5. "OTP" will be sent on the registered mobile number of Member 6. Enter the "OTP" and click on "Submit" 7. Registration form will appear, fill the form to create "USER NAME" and "PASSWORD" and answer to secrete question and click on "CONTINUE". 8. Upon successful registration, please follow steps given in points 1 - 4 above

<table>
<tr><th>Type of shareholders</th><th>Login Method</th></tr>
<tr><td></td><td>Option 2: OTP based login
1. Visit the e-voting website of CDSL at www.cdslindia.com.
2. Select “E-VOTING” and enter “DEMAT ACCOUNT NUMBER” and “PAN”.
3. The system will authenticate, by sending “OTP” on registered mobile & email as recorded in Member’s Demat Account.
4. After successful authentication, Members will be able to see the e-voting page.
5. Click on options available against Company name or ESP - CDSL and Member will be redirected to the e-voting website of CDSL for casting vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</td></tr>
<tr><td>Individual Shareholders holding securities in demat mode with NSDL</td><td>Option 1: NSDL IDeAS Facility
If Members are already registered for IDeAS facility:
1. Visit e-Services website of NSDL at https://eservices.nsdl.com/
2. On the homepage of e-Services, click on the “BENEFICIAL OWNER” under “LOGIN”, available under the “IDeAS” section.
3. A new screen will open. Enter “USER ID” and “PASSWORD”. After successful authentication, Member will be able to see ESP page i.e. CDSL.
4. Click on “ACCESS TO E-VOTING” under e-voting services and Member will be able to see the e-voting page.
5. Click on options available against Company name or ESP - CDSL and Member will be re-directed to the CDSL e-voting website for casting vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
If Members are not registered for IDeAS e-Services:
1. Option to register is available at https://eservices.nsdl.com
2. Select “REGISTER ONLINE FOR IDeAS” or click on https://eservices.nsdl.comSecureWeb/_IdeasDirectReg.jsp
3. Enter the 8-character “DP ID” followed by 8-digit “CLIENT ID” and registered mobile number
4. Select any of the following options for verification of demat account:
a. Option 1: Bank account - enter last 4 digit of bank account
b. Option 2: OTP - enter 6 digit OTP sent on registered mobile number
5. Fill your personal information and click on “SUBMIT”
6. Upon successful registration, please follow steps given in points 1 - 5 above.
Option 2: OTP based Login
1. Visit the e-voting website of NSDL at https://www.evoting.nsdl.com/
2. On homepage of e-voting system, click on the “LOGIN” icon, available under the “SHAREHOLDER / MEMBER” section.
3. A new screen will open and Member will have to enter “USER ID” (i.e. 8-character “DP ID” followed by 8-digit “CLIENT ID”) and “PASSWORD”/ “OTP” and a verification code as shown on the screen.
4. After successful authentication, Member will be able to see the e-voting page.
5. Click on options available against Company name or ESP - CDSL and Member will be redirected to the e-voting website of CDSL for casting vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</td></tr>
</table>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	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 ESP name – CDSL and you will be redirected to website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

1. After successfully logging by following above process, Members will be able to see EVSN of all companies in which they held shares and whose voting cycle is active
2. Click on the EVSN for the relevant "Kalpataru Power Transmission 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 022- 23058738 and 022-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

B) For Other than Individual shareholders and Physical Shareholders

Login method for e-voting and joining virtual meeting for **shareholders other than individual shareholders & physical shareholders.**

1. The Members should log on to the e-voting website www.evotingindia.com
2. Click on Shareholders
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. Members holding shares in Physical Form should enter Registered 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 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	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department *Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN Field. The Sequence Number is stated in the email sent to the members. Members who have not updated their email ID may obtain sequence number by registering the email ID as per procedure stated in Note No. (P).
DOB (Date of Birth) or Dividend Bank Details	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 for the said demat account or folio in order to login. 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 as mentioned in instruction above.

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, Members 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 Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant "Kalpataru Power Transmission 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 out print of the voting done by you 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.

iii. INSTRUCTIONS FOR SHAREHOLDERS VOTING ON THE DAY OF THE AGM ON e-VOTING SYSTEM ARE AS UNDER: -

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available in the AGM.
3. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.

4. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

IV. OTHER INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request during the period 25 July, 2022 to 31 July, 2022 mentioning their name, demat account number/folio number, email id, mobile no. at company email id: **cs@kalpatarupower.com**. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time as appropriate for smooth conduct of the AGM.

8. Members desirous for any information or queries on accounts / financial statements or relating thereto or any matter to be placed at the AGM may send their questions in advance during the period 25 July, 2022 to 31 July, 2022 mentioning their name demat account number/folio number, email id, mobile number at company email id: **cs@kalpatarupower.com.** The same will be replied by Company suitably.

9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

V. NOTE 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 as Corporates.
- 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 should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts, they would be able to cast their vote.
- 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 scrutiniser to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter / Power of Attorney etc. together

with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser on **csurmilved@gmail.com** and / or the Company on **cs@kalpatarupower.com**, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

vi. In case you have any queries or issues regarding 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 1800225533.

vii. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, (CDSL) Central Depository Services (India) Limited, 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 1800225533.

V. TAX DEDUCTIBLE AT SOURCE / WITHHOLDING TAX ON DIVIDEND:

Pursuant to the requirement of Income Tax Act, 1961, the Company is required to withhold taxes at the prescribed rates on the dividend paid to its shareholders as per the applicable provision of such Act. The withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company/ RTA / Depository Participant.

A. RESIDENT SHAREHOLDERS:

A1. Tax Deductible at Source for Resident Shareholders

(Where aggregate dividend in 2022-2023 exceeds ₹ 5,000)

Sr. No.	Particulars	Withholding Tax Rate	Documents required (if any)
(1)	(2)	(3)	(4)
1	Valid PAN updated in the Company's Register of Members	10%	No document required
2	No PAN/Valid PAN not updated in the Company's Register of Members	20%	No document required
3	Specified Person u/s. 206AB (Not Filed Income Tax Return for AY 2021-2022 & aggregate TDS / TCS is ₹ 50,000 or more in such AY)	20%	No document required
4	Availability of valid lower/ nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower/Nil tax deduction certificate obtained from Income Tax Authority

A2. No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit and register following documents as mentioned in column no. 4 of the below table

Sr. No.	Particulars	Withholding Tax Rate	Documents required (if any)
(1)	(2)	(3)	(4)
1	Submission of Form 15G/ Form 15H	NIL	Declaration in Form No. 15G (applicable to an individual who is below 60 years) / Form 15H (applicable to an individual who is 60 years and above), fulfilling certain conditions
2	Shareholders to whom section 194 of the Income Tax, 1961 does not apply viz. LIC, GIC, Other insurer, specified business trust, notified person by Central Government	NIL	Declaration that it has full beneficial interest with respect to the shares owned by it along with PAN along with certificate of incorporation, if any

Sr. No.	Particulars	Withholding Tax Rate	Documents required (if any)
(1)	(2)	(3)	(4)
3	Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds.	NIL	Documentary evidence identifying such exempt entity for coverage u/s 196 of Income Tax Act, 1961 including SEBI Registration certificate for registered Mutual Fund
4	Category I and II Alternative Investment Fund	NIL	SEBI registration certificate to claim benefit under Section 197A (1F) of Income Tax Act, 1961
5	- Approved provident funds - Approved superannuation fund - Approved gratuity fund	NIL	Certificate under Income Tax Act issued by Income Tax Authority in respect of approval of such funds
6	New Pension System Trust established on 27 February, 2008	NIL	Certificate of incorporation under Indian Trust Act, 1882
7	Any resident shareholder claiming exemption from TDS under any other provisions of Income Tax Act 1961 or by any other law or notification	NIL	Necessary documentary evidence substantiating the claim of exemption from deduction of TDS

B. NON-RESIDENT SHAREHOLDERS:

Applicable withholding tax on dividend payment to non-resident shareholders as mentioned in below table.

Sr. No.	Particulars	Withholding Tax Rate	Documents required (if any) for Nil/lower withholding of tax
1	Non-resident shareholders (including SEBI registered FPI and FII, Indian Branch of Foreign Banks)	20% (plus applicable surcharge and cess) OR Tax Treaty Rate whichever is beneficial	To avail beneficial rate of tax treaty following tax documents would be required: ● Valid Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received ● PAN, if any ● Form 10F filled & duly signed ● Self-declaration for non-existence of permanent establishment/ fixed base in India (Note 1 - Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company) (Note 2 – In case of FPI / FII, copy of SEBI Registration Certificate shall be required)
2	Any non-resident having valid certificate issued by Income Tax Department for Nil/lower deduction of tax on divided income	Rate specified in such certificate	Copy of valid Nil/lower tax deduction certificate obtained from Income Tax Authority
3	Any non-resident shareholder exempted from WHT deduction as per the provisions of Income Tax Act or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	NIL	Necessary extract of applicable law giving such exemption along with detailed note for such claim of exemption.

In case all necessary documents are not submitted, then the TDS/Withholding tax will be deducted @ 20% (plus applicable surcharge and cess).

Further, in case, non-resident shareholders having Permanent Establishment in India who were liable to file tax returns and has not filed the same for Assessment Year 2021-22 in case the aggregate amount of TDS and TCS is ₹ 50,000 or more in such year, the rate of withholding tax would be increased to twice the rate of applicable TDS in view of section 206AB of the Income Tax Act, 1961.

Shareholders will be able to download Form 26AS from the Income Tax Department's **website https://incometax.gov.in**

- The aforesaid documents such as Form 15G/ 15H, documents under sections 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. needs to be mandatorily uploaded on the link **https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html** on or before 25 July, 2022 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received after 25 July, 2022 or through any other mode shall not be considered. Formats of Form 15G / Form 15H / Form 10F are available on the website of the RTA and can be downloaded from the General tab on **https://linkintime.co.in/client-downloads.html**
- Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company/ RTA.
- In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
- No TDS will be deducted in case of resident individual shareholders who furnish their PAN details and whose dividend does not exceed ₹ 5,000 during the financial year. However, where the PAN is not updated in Company/RTA/ Depository Participant records or in case of an invalid PAN, the Company will deduct TDS u/s 194 without considering the exemption limit of ₹ 5,000/-.

Rule 37BA u/s 199.

- In case where dividend is assessable in the hands of person other than in the name of shareholder, credit for tax deducted at source in aforesaid manner shall be given to such other person only on submission of a declaration as required under section 199 of the Income-Tax Act, 1961 from the recipient to the effect giving details of name, address, permanent account number of the person to whom credit is to be given, payment or credit in relation to which credit is to be given and reasons for giving credit to such person. Upon receipt of such declaration, the Company will verify the details stated therein and when same is found satisfactory, the same can be considered. The last date to submit such declaration shall be 30 September, 2022.
- All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company/RTA (if shares are held in physical form) against all their folio holdings on or before 25 July, 2022.
- In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
- This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.
- This Communication cannot be construed as advise to any shareholders for taxation of divided income in their hands.

Other information

(A) The Company has appointed Mr. Urmil Ved, Practicing Company Secretary, (Membership No. 8094) to act as the Scrutiniser for conducting the voting and remote e-voting process in a fair and transparent manner.

(B) The Scrutiniser shall, after the conclusion of voting at the General Meeting, first count the votes cast at the Meeting and unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make no later than 48 hours of the conclusion of the meeting a Consolidated Scrutiniser's Report of the total votes cast in favour or against and invalid votes if any, forthwith to the Chairman of the Company or the person authorised by him, who shall countersign the same and declare the result of the voting forthwith.

(C) The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company **www.kalpatarupower.com** and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

(D) The resolutions shall be deemed to be passed on the date of the Meeting, subject to receipt of sufficient votes.

By Order of the Board
For **Kalpataru Power Transmission Limited**

Rajeev Kumar
Company Secretary

Place: Mumbai
Date: 14 May, 2022

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

In its meeting held on 14 May, 2022, the Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. K. G. Goyal & Associates (FRN: 000024) as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending 31 March, 2023, for a remuneration of ₹ 1,10,000 (Rupees One Lakhs Ten Thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31 March, 2023.

Your Board recommends the resolution at Item No. 4 as on Ordinary Resolution for approval of the members.

None of the Directors or any key managerial personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the resolution at out at Item No. 4.

By Order of the Board
For **Kalpataru Power Transmission Limited**

Place: Mumbai
Date: 14 May, 2022

Rajeev Kumar
Company Secretary

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its Members. To support this green initiative of the Government, Members who have not registered their e-mail address, so far, are requested to get their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants and in respect of physical holding, with the Registrar and Transfer agent of the Company. Members who hold shares in Physical form, are also requested to get their shares dematerialised.

ANNEXURE TO THE EXPLANATORY STATEMENT

INFORMATION PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

I. Mr. Manish Mohnot

Name	Mr. Manish Mohnot
Age (as on 31 March, 2022)	49 Years
Date of first appointment on the Board	1 November, 2006
Brief resume/ Qualification/ Expertise in specific functional area/Experience	Mr. Manish Mohnot has been with the Company for more than 15 years now and has played a key role in phenomenal business growth during this period. He has more than 25 years of experience in areas related to Infrastructure with focus on EPC contracting for sectors including power, oil and gas, roads, railways, factories & building and other related sectors. He serves on the Boards of JMC Projects (India) Limited and Shree Shubham Logistics Limited. He is a qualified Chartered Accountant and a Cost Accountant. He has also done an advanced management program from Harvard University, U.S.
No. of shares held in the Company including shareholding as a beneficial owner	Nil
Relationship with other Directors and Key Managerial Personnel	None
Listed entities from which Mr. Manish Mohnot has resigned in the past three years	None

List of directorship of other listed entities (as on 31 March, 2022)	Chairmanship / Membership of Committees of the Board in such companies
JMC Projects (India) Limited	Stakeholder's Relationship Committee – Member Nomination and Remuneration Committee – Member Management Committee – Member Share Transfer Committee – Member Risk Management Committee – Member