



KALPATARU POWER TRANSMISSION LIMITED

Regd. Office: Plot No. 101, Part III, G.I.D.C. Estate,
Sector – 28, Gandhinagar – 382 028, Gujarat, India
CIN : L40100GJ1981PLC004281

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY-THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF KALPATARU POWER TRANSMISSION LIMITED WILL BE HELD AT 4.00 P.M., ON SATURDAY, THE 27TH DAY OF SEPTEMBER, 2014 AT KALPA-VRIKSHA LEARNING CENTRE, A-1 & A-2, GIDC ELECTRONIC ESTATE, SECTOR-25, GANDHINAGAR - 382 016 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares.
3. To re-appoint the Auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder, as amended from time to time, M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (Firm Registration No.117365W) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirty seventh Annual General Meeting of the Company, subject to ratification by the shareholders annually, at a remuneration to be decided by the Board of Directors in consultation with M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad plus applicable tax and re-imbursment of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS

4. To consider and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Annual General Meeting and initialed by the Chairman for the purpose of identification, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

"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."

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in supersession of the previous resolutions passed by the shareholders in this regard and pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to vary the terms of Mr. Ranjit Singh's appointment as a Director (DIN : 01651357), by making his office liable to retire by rotation."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in supersession of the previous resolutions passed by the shareholders in this regard and pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to vary the terms of Mr. Manish Mohnot's appointment as a Director (DIN : 01229696), by making his office liable to retire by rotation."

7. 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 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Parag M. Munot (DIN : 00136337), who was appointed as a Director liable to retire by rotation vide resolution passed at the Annual General Meeting held on 30th September 1991 and whose term is expiring at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose office shall not be liable to retire by rotation."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, in supersession of the previous resolutions passed by the shareholders in this regard and pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded

- to vary the terms of Mr. Mofatraj P. Munot's appointment as a Director (DIN: 00046905), who was appointed as a Director liable to retire by rotation at the Annual General Meeting held on 26th December 1989, by making his office not liable to retire by rotation."
9. 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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sajjanraj Mehta (DIN: 00051497), who was appointed as a Director liable to retire by rotation vide resolution passed at the Annual General Meeting held on 24th July 1999 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 1st April, 2014."
 10. 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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Vimal Bhandari (DIN : 00001318), who was appointed as a Director liable to retire by rotation vide resolution passed at the Annual General Meeting held on 24th August 2002 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 1st April, 2014."
 11. 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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Narayan Seshadri (DIN: 00053563), who was appointed as a Director liable to retire by rotation vide resolution passed at the Annual General Meeting held on 14th July 2007 and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 1st April, 2014."
 12. 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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Mahendra G. Punatar (DIN: 00533198), who was appointed as a Director liable to retire by rotation vide resolution passed at the Annual General Meeting held on 29th July 2009 and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 1st April, 2014."
 13. 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 Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. K. V. Mani (DIN: 00533148), who was appointed by the Board of Directors as an additional director of the Company and who holds office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 1st April, 2014."
 14. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in supersession of the previous resolutions in this regard and pursuant to the provisions of section 180 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and subject to any other approval that may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **Board** which term shall include any committee thereof) to borrow any sum or sums of money from time to time at its discretion for the purpose of the business of the Company, which together with the monies already borrowed by the Company, (apart from the temporary loans obtained by the Company from the Company's Bankers in the ordinary course of business) shall not exceed in aggregate Rs. 1,000/- Crores (Rupees One Thousand Crores) over and above the paid up capital

and free reserves of the Company, (i.e. reserves not set apart from any specific purpose) **AND THAT** the Board be and is hereby empowered and authorized to arrange and fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

15. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the resolution passed by the members of the Company on 4th August, 2012 and pursuant to the provisions of section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and subject to any other approval that may be required, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as the **Board** which term shall include any committee thereof) of mortgage and / or charge, in addition to the mortgages and / or charges created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, on all or any of the movable and / or immovable, tangible and / or intangible properties of the Company, both present and future and / or whole or any part of the undertaking (s) of the Company, in favour of the lender(s), agent(s), trustee(s), for securing the borrowing of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and / or securities issued or to be issued by the Company (comprising fully / partly convertible debentures and / or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), from time to time, for an amount not exceed in aggregate Rs. 10,000/- Crores (Rupees Ten Thousand Crores) (including the temporary loans obtained by the Company from the Company’s bankers in the ordinary course of business) over and above the paid up capital and free reserves of the Company, together with interest at the agreed rate, additional interests, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s) / trustee(s), premium, if any, on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other documents entered into / to be entered into between the Company and the lender(s) / agent(s) / trustee(s) / in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s) / agent(s) / trustee(s).

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

16. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and/or SEBI (Issue and Listing of Debt Securities) Regulation, 2008 as amended from time to time and other applicable SEBI regulations and guidelines, if any, the provisions of Memorandum and Articles of Association of the Company and subject to any other approvals that may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of Directors which the Board may have constituted to exercise any or all of its powers including the powers conferred by this resolution), to make an offer of or invite subscription to secured / unsecured redeemable non-convertible debentures (hereinafter referred to as **NCDs**), during the period of 1 (one) year from the date of this Annual General Meeting for an aggregate amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only), in one or more series / tranches, on a private placement basis, to one or more persons, bodies corporate, banks/financial institutions, mutual funds, NBFC, other investors / investing agencies etc. upon the terms and condition as may be decided by the Board in its absolute discretion.

RESOLVED FURTHER THAT without prejudice to the generality of the above and for the purpose of giving effect to the above, the Board be and is hereby authorised to determine as to the time of issue of the NCDs, the terms of the issue, number of NCDs to be allotted in each tranche, issue price, rate of interest, redemption period, security, listing on one or more recognized stock exchanges and all such terms as are provided in offering of a like nature as the Board may in its absolute discretion deem fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues and to perform all such acts, deeds, matters and things execute all such deeds and documents as may be necessary and settle any questions or difficulties that may arise in regard to the said issue(s).

RESOLVED FURTHER THAT the approval is hereby accorded to the Board to appoint lead managers, arrangers, underwriters, depositories, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/agreements, memorandum, documents etc., with such agencies.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to this resolution."

17. 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 thereof, for the time being in force), consent of the Company be and is hereby accorded to the remuneration payable to the Cost Auditors 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 31st March, 2015, 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."

NOTES

- (A) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the meeting.

Pursuant to provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is attached with the said Notice.

- (B) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the special business is annexed hereto.
- (C) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Resolution authorising their representative to attend and vote on their behalf at the meeting.
- (D) In case of joint holders attending the Meeting, only such joint holder who is high in the order of names will entitled to vote.
- (E) MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION. Members / proxies are requested to bring their attendance slip alongwith the copy of Annual Report of the Company.

- (F) Member / proxy holder shall hand over the attendance slip, duly filled in all respect, at the entrance for attending the meeting.
- (G) Members desirous for any information or queries on accounts / financial statements or relating thereto are requested to send their queries at least ten days in advance to the Company at its registered office address to enable the Company to collect the relevant information and answer them in the Meeting.
- (H) Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from Monday, 22nd September, 2014 to Saturday, 27th September, 2014 (both days inclusive) in connection with AGM and for determining the entitlement of the shareholders to the payment of dividend.
- (I) The dividend as recommended by the Board, if declared at the meeting, will be paid to those members whose names appear on the Company's Register of Members on relevant date of book closure. In respect of the shares in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose and will be paid through ECS / NECS / electronic transfer. In respect to those shareholders holding shares in physical form or ECS / NECS / electronic payment rejected, dividend will be paid by dividend warrant. The Company or its Registrars and Transfer Agents, Link Intime India Private Limited "Link Intime" cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants.
- (J) All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting 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. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general meeting
- (K) Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details to **Link Intime India Private Limited**, 303, 3rd Floor, Shoppers` Plaza – 5, Near Government Society, Opp. - Municipal Market, C G Road, Navrangpura, Ahmedabad – 380009. Members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their Depository Participants (DP).
- (L) **Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialisation of their shareholding so as to avoid inconvenience in future.**
- (M) **Communication through e-mail:** The Companies (Management and Administration) Rules, 2014 allow companies to give notice through electronic mode. Further, in line with circular issued by the Securities and Exchange

Board of India (SEBI) and consequent changes in the listing agreement read with Rule 11 of the Companies (Accounts) Rules, 2014 companies can send Annual Report in electronic mode to Members who have registered their e-mail addresses for the purpose.

In view of the above, the Company would communicate the important and relevant information, events and send the documents including the intimations, notices, annual reports, financial statements etc. in electronic form, to the email address of the respective members.

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.
- b. Members who hold shares in physical form are requested to register their e-mail with rahul.shah@kalpatarupower.com quoting your name and folio number.

(N) Information as required under clause 49 (iv) (g) (i) of the listing agreement regarding appointment / reappointment of Directors and explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business are annexed hereto.

(O) In terms of the provisions of Section 124 of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. Accordingly, the unclaimed dividend in respect of financial year 2006-07 was due for transfer to the said Fund and will be transferred during August / September, 2014. In terms of provisions of Section 124 of the Companies Act, 2013 no claim shall lie against the Company or the said Fund after the said transfer.

(P) Members who have neither received nor encashed their dividend warrant(s) for the financial years from 2007-08 upto 2012-13, are requested to write to the Company, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).

(Q) The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends on the website of the Company viz. www.kalpatarupower.com Voting through electronic means

Pursuant to provision in Listing Agreement, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business will be transacted through e-Voting Services provided by Central Depository Securities Limited (CDSL).

Necessary arrangements have been made by the Company with Central Depository Service (India) Limited (CDSL) to facilitate eVoting. The Company has appointed Mr. Urnil Ved, to act as the Scrutinizer, for conducting the scrutiny of votes cast electronically, in a fair and transparent manner. The Company may vary dates as mentioned herein, if necessary to meet the compliance or circumstances so warrant.

The Members must refer to the detailed procedure on electronic voting provided below.

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab
- (iii) 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 Folio Number registered with the Company.
- (iv) Enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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 (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date 22.08.2014 in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-individual / institutional / Corporate Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF

format in the system for the scrutinizer to verify the same.

Other information

- (A) The voting period begins on 21.09.2014 (9:00 a.m.) and ends on 23.09.2014 (6:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- (C) The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.
- (D) The Results shall be declared on the date of AGM of the Company. The Results along with the Scrutinizer's Report shall be placed on the Company's website www.kalpatarupower.com and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company.
- (E) The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- (F) 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

By Order of the Board
For **KALPATARU POWER TRANSMISSION LTD.**

Place : Mumbai
Date : August 4, 2014

Sd/-
Rahul Shah
Company Secretary

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013.

Item No. 4

As the members of the Company are aware, the existing Articles of Association (**AoA**) of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific Sections of the Companies Act, 1956.

With majority of the provisions of the Companies Act, 2013 having been notified, several regulations of the existing AoA of the Company require alteration or deletion to bring the AoA in conformity with the Companies Act, 2013. Accordingly, it is proposed to replace the entire existing AoA by a new set of Articles of Association.

The new AoA are based on Table 'F' of the Companies Act, 2013 and contain such other provisions which the Board of Directors of the Company (**Board**) considers appropriate and desirable such as appointment of directors whose office is not liable to retire by rotation, appointment of alternate directors, issue of convertible and non-convertible securities.

The proposed new draft of AoA is being uploaded on the Company's website for perusal by the shareholders and is also available for inspection by the Members at the Registered Office of the Company during the time as mentioned in notes to this Notice.

The Board recommends the resolution at Item No. 4 for your approval.

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 set out at Item No. 4.

Item Nos. 5-8

Mr. Mofatraj P. Munot was appointed by the shareholders of the Company at the Annual General Meeting held on 26th December 1989, as a Director liable to retire by rotation, pursuant to the provisions of the Companies Act, 1956.

Mr. Parag M. Munot was appointed by the shareholders of the Company at the Annual General Meeting held on 30th September 1991, as a Director liable to retire by rotation, pursuant to the provisions of the Companies Act, 1956. The term of Mr. Parag M. Munot expires at the forthcoming Annual General Meeting.

Mr. Mofatraj P. Munot and Mr. Parag M. Munot have been associated with the Company for over 2 decades and have been instrumental in the growth and expansion of the Company. In light of their substantial ownership interest in the Company and their continued contribution to the development of the Company, it is proposed that (i) the terms of appointment of Mr. Mofatraj P. Munot as a Director be varied such that the office of Mr. Mofatraj P. Munot is not liable to retire by rotation; and (ii) Mr. Parag M. Munot be reappointed as a Director whose office is not liable to retire by rotation, as the term of his office expires at this Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Mr. Parag M. Munot for the office of a Director of the Company.

Mr. Manish Mohnot was appointed as a Director by the shareholders of the Company at the Annual General Meeting held on 14th July 2007 and Mr. Ranjit Singh was appointed as

a Director by the shareholders of the Company at the Annual General Meeting held on 25th July 2013, each of whose offices are presently not liable to retire by rotation.

Section 152(6) of the Companies Act, 2013 provides that not less than two-thirds of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation, where the total number of directors do not include independent directors. By virtue of Section 152(6) of the Companies Act, 2013, not more than 2 (two) Directors on the Board can be appointed as Directors whose office are not liable to retire by rotation.

Since it is proposed that Mr. Parag M. Munot and Mr. Mofatraj P. Munot be the Directors on the Board whose offices are not liable to retire by rotation, the terms of Mr. Manish Mohnot's and Mr. Ranjit Singh's appointment as Directors will have to be varied such that Mr. Manish Mohnot and Mr. Ranjit Singh be appointed as Directors whose offices are liable to retire by rotation.

The Board has at its meeting held on 4th August, 2014, subject of the approval of the shareholders of the Company, approved (i) the appointment of Mr. Parag M. Munot as a Director whose office shall not be liable to retire by rotation; and (ii) the variation in terms of Mr. Mofatraj P. Munot's, Mr. Manish Mohnot's and Mr. Ranjit Singh's appointment as Directors, in the manner set out above.

The Board recommends the resolutions at Item Nos. 5-8 for your approval.

Mr. Ranjit Singh is interested in the resolution at Item No. 5 since it pertains to change in terms of his appointment. None of the other Directors or key managerial personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Mr. Manish Mohnot is interested in the resolution at Item No. 6 since it pertains to change in terms of his appointment. None of the other Directors or key managerial personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Mr. Parag M. Munot is interested in the resolution at Item No. 7 since it pertains to his appointment. None of the other Directors or key managerial personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

Mr. Mofatraj P. Munot is interested in the resolution at Item No. 8 since it pertains to change in terms of his appointment. None of the other Directors or key managerial personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

Item No. 9 to 12

Pursuant to the provision of clause 49 of the Listing Agreement entered into by the Company with stock exchanges on which the shares of the Company are listed, the Company had appointed Mr. Sajjanraj Mehta, Mr. Vimal Bhandari, Mr. Narayan Seshadri and Mr. Mahendra G. Punatar as Independent Directors of the Company vide separate resolutions. Each of the said Independent Directors was appointed as a director liable to retire by rotation, in compliance with the Companies Act, 1956. The terms of Mr. Narayan Seshadri and Mr. Mahendra G. Punatar expire at the forthcoming Annual General Meeting.

Pursuant to provision of Section 149 of the Companies Act, 2013 (which was notified on 1st April, 2014), every listed public company is required to have at least one-third of the total number of directors as independent directors. In terms of Section 149(10) of the Companies Act, 2013 an independent director may be appointed by a company for a consecutive period of 5 years.

Brief resume and other details of the Mr. Sajjanraj Mehta, Mr. Vimal Bhandari, Mr. Narayan Seshadri and Mr. Mahendra G. Punatar, as required under Clause 49 of the Listing Agreement entered into by the Company with stock exchanges on which the shares of the Company are listed, are set out in the annexure to the Explanatory Statement.

In light of the experience and expertise of the aforesaid Directors and the contribution made by them to the Company, the Board is of the view that their continued association would be of immense benefit to the Company and that the Company should continue to avail their services. It is, therefore, proposed that each of Mr. Sajjanraj Mehta, Mr. Vimal Bhandari, Mr. Narayan Seshadri and Mr. Mahendra G. Punatar be appointed as an Independent Director of the Company for a consecutive period of 5 (five) years commencing from 1st April 2014.

Each of Mr. Sajjanraj Mehta, Mr. Vimal Bhandari, Mr. Narayan Seshadri and Mr. Mahendra G. Punatar has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and under clause 49 for the Listing Agreement. The Board is of the opinion that each of the said Directors fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for being appointed as independent directors and that each such Director is independent of the management of the Company.

The Company has received notices in writing from member(s) along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Sajjanraj Mehta, Mr. Vimal Bhandari, Mr. Narayan Seshadri and Mr. Mahendra G. Punatar for the office of a Director of the Company.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during the time as mentioned in notes to this Notice.

The Board recommends the resolutions at Item Nos. 9-12 for your approval.

Mr. Sajjanraj Mehta is interested in the resolution at Item No. 9 since it pertains to his appointment. None of the other Directors or key managerial personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.9.

Mr. Vimal Bhandari is interested in the resolution at Item No. 10 since it pertains to his appointment. None of the other Directors or key managerial personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.10.

Mr. Narayan Seshadri is interested in the resolution at Item No. 11 since it pertains to his appointment. None of the other Directors or key managerial personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.11.

Mr. Mahendra G. Punatar is interested in the resolution at Item No. 12 since it pertains to his appointment. None of the other Directors or key managerial personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.12.

Item No. 13

Mr. K. V. Mani was appointed as an additional director of the Company by the Board by resolution by circulation dated 20th January, 2014 passed on 21st January, 2014. As per the provisions of Section 161 of the Companies Act, 2013, Mr. K. V. Mani holds office as an additional director till the date of the forthcoming Annual General Meeting. In terms of Section 149 (10) of the Act an Independent Director may be appointed by a company for a consecutive period of 5 years.

Mr. K. V. Mani holds a degree in Engineering and is a MBA from IMD, Switzerland. He is a seasoned professional in transmission & distribution business with more than four decades of unparalleled experience in construction, project management and overseas marketing. Mr. K. V. Mani does not hold any shares of the Company.

In light of the experience and expertise of Mr. K. V. Mani, the Board is of the view that his association with the Company would be of immense benefit to the Company and that the Company should continue to avail his services. It is, therefore, proposed that Mr. K. V. Mani, be appointed as an Independent Director of the Company for a consecutive period of 5 (five) years commencing from 1st April 2014.

Mr. K. V. Mani has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and under clause 49 for the Listing Agreement. The Board is of the opinion Mr. K. V. Mani fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for being appointed as an independent director and that he is independent of the management of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Mr. K. V. Mani for the office of a Director of the Company.

The terms and conditions of appointment of Mr. K. V. Mani shall be open for inspection by the Members at the Registered Office of the Company during the time as mentioned in notes to this Notice.

The Board recommends the said resolutions at Item no. 13 for your approval.

Mr. K. V. Mani is interested in the resolution at Item No. 13 since it pertains to his appointment. None of the other Directors or key managerial personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.13.

Item No. 14

The members of the Company authorised the Board to borrow upto an aggregate amount of Rs. 1,000/- Crores (Rupees One Thousand Crores only) in excess of the paid up capital and free reserve of the company, by way of ordinary resolution passed under section 293(1)(d) of the Companies Act, 1956, at the annual general meeting held on 14th July, 2007.

Section 180(1)(c) of the Companies Act, 2013 (which was notified on 12th September 2013) provides that the board of directors of a company cannot borrow in excess of such company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution. The Ministry of Corporate Affairs has vide the General Circular No. 4/2014 dated 25th March 2014 clarified that an ordinary resolution passed under Section 293(1) (d) of the Companies Act, 1956 will remain valid for a period of

1 (one) year from the date of notification of Section 180 of the Companies Act, 2013 i.e. upto 11th September, 2014.

Accordingly, it is necessary for the members of the Company to pass a special resolution under Section 180(1)(c) of the Companies Act, 2013, to enable to the Board to borrow monies from time to time at its discretion for the purpose of the business of the Company, which together with the monies already borrowed by the Company do not exceed Rs. 1,000/- Crores (Rupees One Thousand Crores only) (apart from the temporary loans obtained by the Company from the Company's bankers in the ordinary course of business) in excess of the paid-up capital and free reserves of the Company.

The Board recommends the resolution at Item No. 14 for your approval.

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. 14.

Item No. 15

The members of the Company authorised the Board to create charge / mortgage / hypothecate on the properties of the Company for the purpose of securing the borrowings availed by the Company of sums not exceeding Rs. 7,500 crores (Rupees Seven Thousand Five Hundred Crores only) by way of an ordinary resolution passed under section 293(1)(a) of the Companies Act, 1956, at the annual general meeting held on 4th August, 2012. Under Section 180(1)(a) of the Companies Act, 2013 the said power can be exercised by the Board only with the consent of the Company by way of a special resolution.

Being engaged in the business of EPC contracting, the Company will always need high credit facilities to sustain the growth and execute high value contracts. Apart from regular working capital, the Company needs long term debts for its ongoing capex requirement from time to time. These credit facilities are secured by way of charge/ mortgage over the assets of the Company. The management feels that the existing limit of Rs. 7,500 Crores is expected to fall short as increased business requirements warrant higher credit facilities from banks and financial Institutions from time to time. It is, therefore, proposed that the Board be authorized to create charge / mortgage / hypothecate on the properties of the Company for the purpose of securing the borrowings availed by the Company of sums not exceeding Rs. 10,000 crores (Rupees Ten Thousand Crores) over and above the paid up capital and free reserves of the Company.

The Board recommends the resolution at Item No. 15 for your approval.

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. 15.

Item No. 16

Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that a company cannot issue securities on a private placement basis unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the shareholders of such company, by a special resolution for each offer or invitation, and further provides that in case of an offer or invitation for secured / unsecured non-convertible redeemable debentures (NCDs), it shall be sufficient if the company passes a special resolution once a year for all the offers and invitations for such

NCDs to be made during the said year.

In order to meet the financial needs of the Company, the Company may make an offer of NCDs or invite subscription to NCDs on private placement basis, in one or more tranches, during the period of 1 (one) year from the date of passing of the special resolution by the members, for an aggregate amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores). It is proposed that the Board be authorized to issue NCDs within the aforesaid limits, on such terms and conditions as it may deem fit.

The Board recommends the resolution at Item No. 16 for your approval.

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. 16.

Item No. 17

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s K. G. Goyal & Associates as a cost auditor of the Company to conduct the audit of the cost records of biomass power plants and tower manufacturing plants of the Company for the financial year ending 31st March 2015, for a remuneration of Rs. 1,00,000 (Rupees one lakh 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 shareholders of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 17 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2015.

The Board recommends the resolution at Item No. 17 for your ratification.

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. 17.

By Order of the Board

For **KALPATARU POWER TRANSMISSION LTD.**

Sd/-

Rahul Shah

Company Secretary

Place : Mumbai

Date : August 4, 2014

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. Members who hold shares in Physical form, are requested to get their shares dematerialized.

Mr. Sajjanraj Mehta – Independent Director

Mr. Sajjanraj Mehta is a Chartered Accountant with over 38 years of experience. He is a renowned senior professional and expert in the field of Accounting, Tax and Corporate law. He holds 10,000 Equity Shares of the Company. Mr. Sajjanraj Mehta is a director of Kalpataru Limited, and is also a member of the audit committee and the shareholders/ investors grievance committee of Kalpataru Limited.

Mr. Vimal Bhandari – Independent Director

Mr. Vimal Bhandari is a Commerce Graduate from Mumbai University and a Chartered Accountant by qualification. He has over 26 years of experience in financial services industry. He is currently serving as the Managing Director and Chief Executive Officer of Indostar Capital Finance Ltd., prior to which he was the Country Head of AEGON N.V. He has also served as an Executive Director of IL&FS Ltd. for a period of 12 years and is also on the Board of many prominent Indian companies. He attended Advanced Management Programs at the International Institute of Management, Lausanne, Switzerland, as a part of his continuing professional education. Mr. Vimal Bhandari does not hold any shares of the Company. Set out below is a list of other public companies in which Mr. Vimal Bhandari is a director:

#	List of other Directorship	Chairmanship/Membership of Committees of the Board of other Companies
1.	Bayer Cropscience Limited.	(a) Audit Committee - Member (b) Remuneration Committee - Chairman
2.	The Ratnakar Bank Limited.	(a) Audit Committee – Chairman (b) HR Committee of the Board – Member
3.	Piramal Glass Limited.	(a) Audit Committee – Chairman (b) Nomination & Remuneration Committee-Chairman
4.	Indostar Capital Finance Limited	(a) Grievance Redressed Committee-Member (b) Asset Liability Management Committee-Member (c) Executive Committee – Member (d) Management Committee – Chairman (e) Banking Committee – Member
5.	DCM Shriram Limited	Debenture Committee - Member
6.	JK Tyer & Industries Limited	
7.	Bharat Forge Limited	
8.	IndoStar Asset Advisory Private Limited	

Mr. Narayan Seshadri – Independent Director

Mr. Narayan Seshadri is a Science Graduate and a Chartered Accountant. He has over 26 years of consulting experience in the field of finance, accounts, tax and business strategy. He was the Managing Partner of KPMG India their heading Business Advisory practice. Mr. Seshadri is the founder of Tranzmute Capital & Management Pvt. Ltd., established with objective of providing new ideas, management and capital to first generation entrepreneurs and family businesses. Mr. Narayan Seshadri does not hold any shares of the Company. Set out below is a list of other public companies in which Mr. Narayan Seshadri is a director

#	List of other Directorship	Chairmanship/Membership of Committees of the Board of other Companies
1.	PI Industries Limited	(a) Audit Committees-Member (b) Management Committee-Member (c) Remuneration Committee-Member (d) ESOP Committee-Member
2.	SBI Capital Markets Limited.	(a) Committee of Directors (b) Audit Committee (c) Remuneration/HR Committee-Member (d) Risk Management Committee-Member
3.	Magma Fincorp Limited	(a) Audit Committee-Chairman (b) Nomination & Remuneration Committee-Member (c) Investment Committee-Member
4.	IRIS Business Services Limited	Audit Committee-Member
5.	Astra Zeneca Pharma India Limited.	Remuneration Committee-Member
6.	International Asset Reconstruction Company Private Limited.	(a) Audit Committee-Member (b) Asset Acquisition and Reconstruction Committee-Member
7.	Wabco India Limited	

#	List of other Directorship	Chairmanship/Membership of Committees of the Board of other Companies
8.	Sundaram Investments Limited	
9.	Radiant Life Care Private Limited	
10.	Tranzmute Capital & Management Private Limited	
11.	A20 Software India Private Limited	
12.	Halcyon Resources & Management Private Limited	
13	Halcyon Enterprises Private Limited.	

Mr. Mahendra G. Punatar – Independent Director

Mr. Mahendra G. Punatar holds Masters in Structural Engineering from University of Michigan, U.S.A. and has more than 51 years of experience in transmission line. He is an industry veteran and has been instrumental in the growth of KPTL from its initial years. Mr. Mahendra G. Punatar holds 7,000 shares of the Company. Mr. Mahendra G. Punatar is a director of JMC Projects (India) Limited, and is also a member of the audit committee and the remuneration committee of JMC Projects (India) Limited.

Mr. K. V. Mani – Additional & Independent Director

Mr. K. V. Mani, BE, MBA (IMD Switzerland), an expert in the filed of T&D business with more than 46 years of experience across Project Management, Marketing, Construction and International Business. He has been associated with the Company for more than a decade and served as the Managing Director during 2001 to 2009. Mr. K. V. Mani does not hold any shares of the Company. No other public companies in which he is a director.