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Annual Report 2000 - 2001  
Kalpataru Power Transmission Ltd.

Kalpataru Power  
Transmission Limited



***Kalpataru Power Transmission Limited***

***Twentieth Annual Report and Audited Statement of Accounts***

***For the year ended 31<sup>st</sup> March, 2001.***

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**KALPATARU POWER TRANSMISSION LIMITED**

REGISTERED OFFICE: 101, PART-III, GIDC ESTATE SECTOR - 28, GANDHINAGAR - 382 028, India.

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that Twentieth Annual General Meeting of the Shareholders of **KALPATARU POWER TRANSMISSION LIMITED** will be held on Saturday, the 29th September, 2001 at 11.00 a.m. at the SAI SADAN CONFERENCE HALL, SPORTS AUTHORITY OF INDIA, SECTOR - 15, GANDHINAGAR - 382 016 to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the Balance Sheet as at 31 March 2001 and Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Shri Ajay A. Munot who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri S.R. Mehta who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri Parag M. Munot who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting.

**SPECIAL BUSINESS:**

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as

**Ordinary Resolution:**

"RESOLVED THAT Shri K.V. Mani, who was appointed as an Additional Director of the Company with effect from January 24, 2001, pursuant to Article 114 of the Articles of Association of the Company and who holds the office upto the date of this Annual General Meeting and being eligible has offered himself for reappointment and in respect of whom a notice in writing alongwith requisite fee pursuant to Section 257 of the Companies Act, 1956 has been received from a member proposing his candidature for the office of Director be and is hereby appointed a Director of the Company.

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

**Ordinary Resolution:**

"RESOLVED THAT Shri B.D. Bhagtani, who was appointed as an Additional Director of the Company with effect from 24th January, 2001, pursuant to Article 114 of the Articles of Association of the Company and who holds the office upto the date of this Annual General Meeting and being eligible has offered himself for reappointment and in respect of whom a notice in writing alongwith requisite fee pursuant to Section 257 of the Companies Act, 1956 has been received from a member proposing his candidature for the office of Director be and is hereby appointed a Director of the Company.

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

"RESOLVED THAT Shri K.N. Shenoy, who was appointed as an Additional Director of the Company with effect from June 28, 2001, pursuant to Article 114 of the Articles of Association of the Company and who holds the office upto the date of this Annual General Meeting and being eligible has offered himself for reappointment and in respect of whom a notice in writing alongwith requisite fee pursuant to Section 257 of the Companies Act, 1956 has been received from a member proposing his candidature for the office of Director be and is hereby appointed a Director of the Company.

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

"RESOLVED THAT in accordance with the provisions of Sections 269, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII thereof and subject to such approvals as may be necessary, the company hereby approves the modified terms of appointment of Shri M.G. Punatar, elevated as Executive Vice Chairman of the Company from the post of Managing Director of the company w.e.f. 24th January, 2001, for remaining period of his tenure on such terms and conditions including remuneration as set out below:-

The remuneration of Executive Vice Chairman has been agreed to be as under:-

- (i) Salary of Rs.1,25,000/- per month (Rupees one lac twenty five thousand only);
- (ii) Allowance of Rs.75,000/- per month (Rupees seventy five thousand only);
- (iii) Free furnished accommodation by company, reimbursement of medical expenses for self and family, LTA as per Rules of the company, Fees and expenses of maximum of two Club shall be payable or reimbursed by the company, premium of Rs.10,000/- per annum for personal accident insurance.
- (iv) Company's contribution to Provident Fund as per company's rule.
- (v) Gratuity as per rules of the Company;
- (vi) Encashment of Leave as per company's rule."

The remuneration per month as above, will form part and partial of the over all commission of 5% of net profit of the company of each financial year payable in the manner laid down under section 309(5) of the Companies Act, 1956 subject to overall ceiling laid down under section 198 and 309 of the Act read with Schedule XIII thereof.

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

"RESOLVED THAT in accordance with the provisions of Sections 269, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII thereof and subject to such approvals as may be necessary, the Company hereby approves the appointment of Shri K.V. Mani as Managing Director of the Company for a period of three years with effect from 24th January, 2001 upon such terms and conditions including remuneration as set out below:

The remuneration of Managing Director has been agreed to be as under:-

- (i) Salary of Rs.1,00,000/- per month (Rupees one lac only);
- (ii) Allowance of Rs.75,000/- per month (Rupees seventy five thousand only);

**Perquisites:****PART - A:**

- i. Housing : Free hard furnished accommodation owned or hired by the Company at Ahmedabad.
- ii. Medical Expenses : Reimbursement of medical expenses and mediclaim policy for self and wife only.
- iii. Club Fee : The company shall pay membership fees of the club at Ahmedabad.
- iv. Electricity & Water : Reimbursement of Electricity and Water Bills.
- v. Books/Periodicals : Reimbursement upto Rs.10000/- p.a.
- vi. Professional Bodies : Reimbursement upto Rs.10000/- p.a.  
fees
- vii. Car : Car will be provided and insured by the Company and car driver, maintenance, etc. will be on personal A/c
- viii. He will be entitled for leaves as per Company's rules.

**PART - B:**

- a) Contribution to the Provident Fund will not be included in the computation of the ceiling on perquisites to the extent not taxable under the Income Tax Act.
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

**PART - C:**

Company's chauffeur driven car will be provided for use of company's business. Telephones at residence shall be provided and Personal outstation calls shall be on personal account.

If in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to him remuneration by way of salary and perquisites as specified above as minimum remuneration.

12. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as

**Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 269, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII thereof and subject to such approvals as may be necessary, the Company hereby approves the appointment of Shri B.D. Bhagtani as Executive Director (Marketing) as a Whole-time director basis of the company for a period of three years with effect from 24th January, 2001 upon such terms and conditions including remuneration as set out below:

The remuneration of Executive Director (Marketing) has been agreed to be as under:-

- (i) Salary of Rs.50,000/- per month (Rupees fifty thousand only);
- (ii) Allowance of Rs.20,000/- per month (Rupees twenty thousand only);

**Perquisites:****PART - A:**

- i. Housing : Free accommodation owned or hired by the Company at Gandhinagar.

- ii. Medical : Reimbursement of medical expenses upto Rs.15,000/- p.a. Expenses.
- iii. Books/Periodicals : Reimbursement upto Rs.9,000/- p.a.
- iv. He will be entitled for leaves as per Company's rules.

**PART - B:**

- a) Contribution to the Provident Fund will not be included in the computation of the ceiling on perquisites to the extent not taxable under the Income Tax Act.
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

**PART- C:**

Company's chauffeur driven car will be provided for use of company's business. Telephones at residence shall be provided and Personal outstation calls shall be on personal account.

If in any financial year during the tenure of the Executive Director(Marketing), the Company has no profits or its profits are inadequate, the Company will pay to him remuneration by way of salary and perquisites as specified above as minimum remuneration.

By Order of the Board  
for **KALPATARU POWER TRANSMISSION LIMITED**

**Place: Mumbai**  
**Date: 28/ 06/ 2001**

**BAJRANG P. RAMDHARANI**  
**COMPANY SECRETARY**

**NOTES:**

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- b) The Register of Members and Share Transfer Books of the Company will be closed from 20th September, 2001 to 26th September, 2001(both days inclusive).
- c) Dividend on Equity shares as recommended by the Board of Directors, if declared at the Meeting, will be paid to those members whose names appear on the Company's Register of Members on 26th September, 2001.
- d) Pursuant to Section 205A of the Companies Act, 1956 Unclaimed Dividends for the financial year ended upto 31st MARCH, 1995 have been transferred within the prescribed time to the General Revenue Account of the Central Government. Members who have not encashed the Dividend Warrants for the financial year ended upto 31st MARCH, 1995 are requested to claim the amount from the Registrar of Companies, Gujarat, C.G.O. Complex, Near LIC Office, Ankur Bus Stop, Naranpura, Ahmedabad - 380 015.

- e) In addition to National Securities Depository Limited(NSDL), of National Stock Exchange, the Company has also entered into an Agreement with Central Depository Services (India) Limited (CDSL) of Mumbai Stock Exchange to facilitate the shareholders to hold and trade Company's equity shares in electronic form. Interested shareholders can avail this facility by opening a beneficiary account with the depository participants. For more details shareholders may contract the Company's Depository Transfer Agents for NSDL and CDSL, Intime Spectrum Registry Pvt.Ltd., 260 A, Shanti Industrial Estate, Sarojini Naidu Road, Mulund (West), Mumbai - 400 080.
- f) Members are requested to notify immediately change of address, if any, to the company's Share Transfer Agents M/s. Intime Spectrum Registry Pvt.Ltd, 260 A, Shanti Industrial Estate, Sarojini Naidu Road, Mulund (West), Mumbai - 400 080.
- g) For any further information regarding the Annual Accounts, advance intimation be given at the Registered Office of the Company and the members should ensure that it reaches the Company atleast seven days before the date of ensuing annual general meeting.

#### **ANNEXURE TO THE NOTICE**

#### **EXPLANATORY STATEMENT (PURSUANT TO THE PROVISIONS OF SECTION 173 OF THE COMPANIES ACT, 1956) FOR ITEM NO.7 to 12**

##### **ITEM NO.7**

Shri K.V. Mani was appointed as an Additional Director of the Company by the Board of Directors with effect from 24th January, 2001 in terms of Article 114 of the Articles of Association of the company and Section 260 of the Companies Act, 1956, to hold office as an Additional Director upto the date of the ensuing Annual General Meeting. As required by Section 257 of the Companies Act, 1956, notice has been received from a member alongwith the requisite deposit signifying his intention to propose Shri K.V. Mani as candidate for the office of Directors on the Board.

The Resolution for appointment of Shri K.V. Mani as Director of the Company is set out at Item 7 of the convening Notice. The Directors recommend that the Resolution be passed.

Shri K.V. Mani is concerned or interested in the Resolution concerning appointment of Shri K.V. Mani. Save as aforesaid, no other Director of your Company is concerned or interested in the Resolution.

##### **ITEM NO. 8**

Shri B.D. Bhagtani was appointed as an Additional Director of the Company by the Board of Directors with effect from 24th January, 2001 in terms of Article 114 of the Articles of Association of the company and Section 260 of the Companies Act, 1956, to hold office as an Additional Director upto the date of the ensuing Annual General Meeting.

As required by Section 257 of the Companies Act, 1956, notice has been received from a member alongwith the requisite deposit signifying his intention to propose Shri B.D. Bhagtani as candidate for the office of Directors on the Board.

The Resolution for appointment of Shri B.D. Bhagtani as Director of the Company is set out at Item 8 of the convening Notice. The Directors recommend that the Resolution be passed.

Shri B.D. Bhagtani is concerned or interested in the Resolution concerning appointment of Shri B.D. Bhagtani. Save as aforesaid, no other Director of your Company is concerned or interested in the Resolution.

**ITEM NO. 9**

Shri K.N. Shenoy was appointed as an Additional Director of the Company by the Board of Directors with effect from 28th June, 2001 in terms of Article 114 of the Articles of Association of the company and Section 260 of the Companies Act, 1956, to hold office as an Additional Director upto the date of the ensuing Annual General Meeting. As required by Section 257 of the Companies Act, 1956, notice has been received from a member alongwith the requisite deposit signifying his intention to propose Shri K.N. Shenoy as candidate for the office of Directors on the Board.

The Resolution for appointment of Shri K.N. Shenoy as Director of the Company is set out at Item 9 of the convening Notice. The Directors recommend that the Resolution be passed.

Shri K.N. Shenoy is concerned or interested in the Resolution concerning appointment of Shri K.N. Shenoy. Save as aforesaid, no other Director of your Company is concerned or interested in the Resolution.

**ITEM NO. 10**

The Board of Directors of the Company considered it appropriate and in the best interests of the Company to elevate Shri Mahendra G. Punatar as Executive Vice Chairman of the Company from the post of Managing Director of the company with effect from 24th January, 2001 for remaining period of his tenure on such terms and conditions including remuneration as set out in the agreement dated 24th January, 2001, entered into between the Company and Shri Mahendra G. Punatar, subject to the approval of the Shareholders of the Company, is placed before this Meeting. The appointment and remuneration payable to Shri Mahendra G. Punatar as the Executive Vice Chairman requires the approval of the Company in General Meeting in terms of Part III of Schedule XIII of the Companies Act, 1956.

The salary payable and other perquisites applicable to Shri Mahendra G. Punatar was communicated to the Members vide the Abstract and Memorandum under Section 302 of the Companies Act, 1956 dated 1st February, 2001 and is outlined in the Resolution before the Members.

The appointment of Shri Mahendra G. Punatar on the terms proposed satisfies the conditions laid down in Schedule XIII of the Companies Act, 1956. The Resolution is set out at item no. 10 of the Notice convening Annual General Meeting and accordingly, the Board recommends the same for your approval.

Shri Mahendra G. Punatar is concerned or interested in the Resolution concerning appointment of Shri Mahendra G. Punatar as Executive Vice Chairman. Save as aforesaid, no other Director of your Company is concerned or interested in the Resolution.



**ITEM NO.11**

The Board of Directors of the Company considered it appropriate and in the best interests of the Company to appoint Shri K.V. Mani as Managing Director of the Company with effect from. 24th January, 2001 for 3 years upon the terms and conditions including the remuneration as set out in the agreement dated 24 January, 2001, entered into between the Company and Shri K.V. Mani, subject to the approval of the Shareholders of the company, is placed before this Meeting. The appointment and remuneration payable to Shri K.V. Mani as Managing Director requires the approval of the Company in General Meeting in terms of Part III of Schedule XIII of the Companies Act, 1956.

The salary payable and other perquisites applicable to Shri K.V. Mani was communicated to the Members vide the Abstract and Memorandum under Section 302 of the Companies Act, 1956 dated 1st February, 2001 and is outlined in the Resolution before the Members.

The appointment of Shri K.V. Mani on the terms proposed satisfies the conditions laid down in Schedule XIII of the Companies Act, 1956. The Resolution is set out at item no. 11 of the Notice convening Annual General Meeting and accordingly, the Board recommends the same for your approval.

Shri K.V. Mani is concerned or interested in the Resolution concerning appointment of Shri K.V. Mani as Managing Director. Save as aforesaid, no other Director of your Company is concerned or interested in the Resolution.

**ITEM NO.12**

The Board of Directors of the Company considered it appropriate and in the best interests of the Company to appoint Shri B.D. Bhagtani as Executive Director (Marketing) as a Whole-time basis of the Company with effect from. 24th January, 2001 for 3 years upon the terms and conditions including the remuneration as set out in the agreement dated 24 January, 2001, entered into between the Company and Shri B.D. Bhagtani, subject to the approval of the Shareholders of the Company, is placed before this Meeting. The appointment and remuneration payable to Shri B.D. Bhagtani as Executive Director requires the approval of the Company in General Meeting in terms of Part III of Schedule XIII of the Companies Act, 1956.

The salary payable and other perquisites applicable to Shri B.D. Bhagtani was communicated to the Members vide the Abstract and Memorandum under Section 302 of the Companies Act, 1956 dated 1st February, 2001 and is outlined in the Resolution before the Members.

The appointment of Shri B.D. Bhagtani on the terms proposed satisfies the conditions laid down in Schedule XIII of the Companies Act, 1956. The Resolution is set out at item no. 12 of the Notice convening Annual General Meeting and accordingly, the Board recommends the same for your approval.

A copy of the Agreement will be available for inspection by the Members at the Registered Office of the Company on any working day from Monday to Friday between 11.00 a.m. to 1.00 p.m.

Shri B.D. Bhagtani is concerned or interested in the Resolution concerning appointment of Shri B.D. Bhagtani as Executive Director (Marketing). Save as aforesaid, no other Director of your Company is concerned or interested in the Resolution.

**INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:**

As required under the listing agreement, the particulars of Directors who are proposed to be appointed/re-appointed are given below:

1. Name : Shri Ajay A. Munot  
 Age : 30 years  
 Qualifications : B.Com, CA & Bachelor of General Law  
 Expertise : Having experience of 7 years in managing Corporate Affairs, Finance and Business Development of Kalpataru Group.  
 Other Directorship : 13 Companies  
 Other Committee Membership : Nil
2. Name : Shri S.R. Mehta  
 Age : 50 years  
 Qualifications : M.Com , FCA  
 Expertise : Practicing Chartered Accountant having expertise in FEMA and Joint Ventures overseas since 1973.  
 Other Directorship : 3 Companies  
 Other Committee Membership : Nil
3. Name : Shri Parag M. Munot  
 Age : 32 Years  
 Qualifications : MS (Industrial Administration from USA)  
 Expertise : Experience in manufacturing units engaged in Pharmaceutical and PVC products alongwith managing the Real Estate Development work.  
 Other Directorship : 20 Companies  
 Other Committee Membership : Nil
4. Name : Shri K.V. Mani  
 Age : 58 Years  
 Qualifications : BE, MBA  
 Expertise : Having 35 years of experience in Transmission Line Industry in India and Overseas.  
 Other Directorship : Nil  
 Other Committee Membership : Nil
5. Name : Shri B.D. Bhagtani  
 Age : 59 Years  
 Qualifications : B.Tech(Hons.), DCM, DFM  
 Expertise : Having 32 years of experience in Transmission Line Industry and successfully handled various projects.  
 Other Directorship : Nil  
 Other Committee Membership : Nil
6. Name : Shri K.N. Shenoy  
 Age : 70 Years  
 Qualifications : Electrical Engineering from Banaras Hindu University, Business Management from IMD, Lausanne.  
 Expertise : Joined Hindustan Brown Borer's Ltd. in 1962 and rose to become Managing Director in 1974, Become Chairman of ABB, since 1994. (India)  
 Other Directorship : 6 Companies  
 Other Committee Membership : Nil

**Place: Mumbai**  
**Date: 28/07/2001**

**BAJRANG P. RAMDHARANI**  
**COMPANY SECRETARY**