



KALPATARU POWER TRANSMISSION LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that Thirty-second Annual General Meeting of the Shareholders of KALPATARU POWER TRANSMISSION LIMITED will be held on Thursday, the 25th July, 2013 at 4.00 p.m. at KALPA-VRIKSHA LEARNING CENTRE, A-1 & A-2, GIDC Electronic Estate, Sector-25, Gandhinagar - 382 016 to transact the following business:

ORDINARY BUSINESS:

- To consider and adopt the Balance Sheet as at March 31, 2013, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.
- To declare Dividend.
- To appoint a Director in place of Mr. Mofatraj P. Munot, who retire by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Sajjanraj Mehta, who retire by rotation and being eligible, offers himself for re-appointment.
- To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (Firm Registration No.117365W), be and are hereby reappointed as a Statutory Auditor of the Company under Section 224 and other applicable provisions, if any, of the Companies Act, 1956 to hold office as such from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration, as may be approved by the Board or Audit Committee of the Board, plus reimbursement of out of pocket expenses, as may be incurred in the performance of their duties."

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. Ranjit Singh, who was appointed as an Additional Director of the Company with effect from October 31, 2012 pursuant to Section 260 of the Companies Act, 1956 and 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 appointment as a Director of the Company and in respect of whom a notice in writing along with 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 as a Director of the Company."

- 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(s) 198, 269, 309, 310 and 311 read with Schedule XIII and any other applicable provisions, if any, of the Companies Act, 1956 or any amendment or modification or any re-enactment thereof and subject to such other approvals as may be necessary, the Company hereby approves the appointment of Mr. Ranjit Singh as a Managing Director of the Company for a period of 5 years beginning from November 01, 2012 to October 31, 2017 upon such terms and conditions including remuneration as set out in the Agreement dated

November 1, 2012, entered into between the Company and Mr. Ranjit Singh. The terms related to Remuneration is set out below:

Remuneration:

a) Fixed compensation

- | | |
|-----------------|--------------------------|
| I) Basic Salary | : ₹15,00,000/- per month |
| II) Allowances | : ₹10,00,000/- per month |
| Total | : ₹25,00,000/- per month |

b) Perquisites :

PART- A:

- Housing : Free furnished accommodation owned or hired by the Company at Ahmedabad / Gandhinagar with maximum cost of ₹ 1,00,000/- per month.
- Medical Expenses : Premium paid by the company towards Personal Medical and Life Insurance Policy will be regarded part of fixed Compensation
- Club Fee : The company shall arrange corporate membership of a reputed Club at Ahmedabad / Gandhinagar.
- Car : Company's chauffeur driven car will be provided for use of Company's business and company will also provide a driver, maintenance cost and fuel for an additional car.
- The Managing Director shall be entitled to paid vacation and holiday on an Annual Basis as per Company's policy applicable to senior management.

PART-B :

Contribution made towards the statutory provident fund and gratuity payable by the Company, will be regarded as part of allowance as stated above in fixed compensation and will not be included in the computation of ceiling on remuneration as specified in Schedule XIII of the Companies Act 1956 to the extent these are not taxable under the Income Tax Act 1961.

- Contribution to the Provident Fund
- Gratuity payable as per payment of Gratuity Act, 1972.

c) Profit linked variable commission/ bonus.

- Such remuneration by way of profit linked variable commission/ bonus upto 2% of the profit before tax (after adjusting for interest on capital employed) of the company for each completed financial year of service and proportionate for the first year, in addition to salary, perquisites and allowances. The actual commission will be decided based on the parameters set from time to time by the Board which will include the performance of the company, business and individual and as may be determined by the Nomination and Compensation committee and / or by the Board of Directors of the Company, subject to the overall ceiling stipulated in Sections 198, 309 and schedule XIII of the companies Act, 1956.
- The above remuneration and perquisites will exclude the value of Stock Option benefit to Managing Director, if any, approved and implemented by the Company and computed as per the Income Tax Act/Rule, which will be borne by the Company and shall be subject to all other statutory approvals under Applicable Laws."

“RESOLVED FURTHER THAT Mr. Ranjit Singh shall not be liable to retire by rotation nor shall be reckoned for determining the number of directors liable to retire by rotation, till the time he holds the office as a Managing Director of the Company.”

“RESOLVED FURTHER THAT the Board (which term includes its Committee also) be and is hereby authorised to do all such acts, deeds, as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

Minimum Remuneration:

In the event of loss or inadequacy of profits in any Financial Year, Mr. Ranjit Singh shall subject to the approval of the Central Government, if any required, be paid remuneration by way of Salary and Perquisites as specified above subject to the restriction, if any, set out in Schedule XIII of the Companies Act, 1956, from time to time.

Termination

The appointment may be terminated by either party giving to the other 6 months notice in writing. However, the appointment may be terminated by less than 6 months notice by mutual agreement between the parties.

8. 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 approval of the Committee and the Board of Directors of the Company, provisions of Section 314 read with Director's Relatives (Office or Place of Profit) Rules, 2003 and all other applicable provisions, if any, of the Companies Act, 1956, approval of the members be and is hereby accorded to the appointment of Mr. Umang Golecha, grandson (daughter's son) of Mr. Mofatraj P. Munot, Chairman of the company, to hold an Office or Place of Profit as Deputy General Manager(International Business) (or any other designation and roles which the Board/ Committee of the Board may decide from time to time) on gross monthly remuneration of ₹2,35,000/- w.e.f. 1st April, 2013 for a period of one year.

“RESOLVED FURTHER THAT Mr. Bajrang Ramdharani, Secretary of the Company be and is hereby authorised to do all the necessary acts, things, deeds or file forms as may be required as per law.”

9. 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 309(4) of the Companies Act, 1956 (“Act”) or any amendment thereof, the Directors of the Company (Excluding Managing and Executive Directors) may be paid remuneration as may be determined by the Board of Directors, by way of commission annually for each of the five financial years of the Company commencing from April 1, 2013, not exceeding 1 (one) percent of the net profit of the company for all the non-executive Directors in aggregate, computed in the manner referred to in Section 198(1) of the Act or any amendment thereof and further that such payment in the above manner to be in addition to the fees for attending meetings of the Board and Committee(s) thereof which each such Director may be entitled to receive.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as the Board may consider necessary or expedient to give effect to this Resolution.”

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 July 22, 2013 to July 25, 2013 (both days inclusive).
- c) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched between July 26, 2013 and August 1, 2013 to those members whose names shall appear on the Company's Register of Members on July 20, 2013. In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services(India) Limited as beneficial owners as on that date. Pursuant to Section 205C of the Companies Act, 1956, all unpaid or unclaimed dividend, remaining unpaid or unclaimed for a period of seven years from the date they become due for payment, have been transferred to the Investor Education & Protection Fund (IEPF) established by the Central Government.
- d) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company/Registrars and Transfer Agents, M/s. Link Intime India Pvt. Ltd., Unit No.303, 3rd Floor Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad – 380 009.
- e) 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 at least seven days before the date of ensuing annual general meeting.
- f) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, M/s. Link Intime India Pvt. Ltd., Unit No.303, 3rd Floor Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad – 380 009.
- g) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Link Intime India Pvt. Ltd., Unit No.303, 3rd Floor Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C. G. Road, Ahmedabad – 380 009, for consolidation into a single folio.
- h) Members are requested to bring their copy of Annual Report at the meeting.
- i) Members who hold the shares in dematerialized form are requested to bring their Client ID and DP ID for easier identification of attendance at the AGM.
- j) Information under Clause 49 of the listing agreement(s) regarding appointment / re-appointment of Directors and explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of special business are annexed hereto.

By Order of the Board

For **KALPATARU POWER TRANSMISSION LIMITED**

Sd/-

Place : Gandhinagar

Bajrang Ramdharani

Date : May 16, 2013

VP-Finance & Company Secretary

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173 OF
THE COMPANIES ACT, 1956

ITEM NO. 6

Mr. Ranjit Singh was appointed as an Additional Director of the Company by the Board of Directors with effect from October 31, 2012 in terms of Section 260 of the Companies Act, 1956 and Article 114 of the Articles of Association of the Company to hold office as an Additional Director upto the date of the ensuing Annual General Meeting. He is eligible for the appointment as a Director of the Company. As required by Section 257 of the Companies Act, 1956, notice has been received from a member alongwith the required deposit signifying his intention to propose Mr. Ranjit Singh as candidate for the office of Directors.

The Board recommends the Resolution for approval of the Shareholders.

Except Mr. Ranjit Singh, none of the other Directors of the Company is in any way concerned or interested in the said Resolution.

ITEM NO.7

Given the rapid growth and expansion of your company and to maintain such continuous growth in an ever challenging environment, your Company has appointed Mr. Ranjit Singh a Mechanical Engineer and PG Diploma holder in Business Management from IIM-Ahmedabad with more than 30 years of experience in Indian, International and multi cultural business environment as a Managing Director of the Company. Before joining the company he was with Polyplex Corporation Ltd. as COO and Executive Director, where he served for 16 years.

Board of Directors of your Company has appointed Mr. Ranjit Singh as a Managing Director of the Company for a period of 5 years effective from November 01, 2012 to October 31, 2017 upon the terms and conditions including the remuneration as set out in the Agreement dated November 01, 2012, entered into between Company and Mr. Ranjit Singh, subject to approval of the Shareholder's of the Company, for which a Resolution is placed before this meeting. The appointment and remuneration payable to Mr. Ranjit Singh as a Managing Director requires approval of the Company in General Meeting in terms of Part III of Schedule XIII of the Companies Act, 1956.

The salary and other perquisites payable to Mr. Ranjit Singh was communicated to the Members vide the Abstract and Memorandum under Section 302 of the Companies Act, 1956 dated November 06, 2012.

The terms and conditions of Appointment and remuneration of Mr. Ranjit Singh is in line with the requirement of Schedule XIII and any other applicable provisions of the Companies Act, 1956.

The Board recommends the Resolutions for approval of the Shareholders.

Except Mr. Ranjit Singh, none of the other Directors of the Company is in any way concerned or interested in the said Resolution.

ITEM NO.8

Mr. Umang Golecha is a grandson (daughter's son) of Mr. Mofatraj P. Munot, Chairman of the company. Mr. Umang Golecha has done Bachelor's of Science in Business Management from Bobson College, Boston, USA. Taking into consideration his qualification and experience and considering Company's plan to expand its business in North American market, his education and experience in US markets will support your Company and therefore, he was appointed as a Deputy General Manager (International Business) of your Company w.e.f. 1st April 2013 for a period of 12 months on a gross remuneration of ₹2,35,000/- per month.

In terms of the provisions of Section 314 of the Companies Act 1956 read with Director's Relative (Office or Place of Profit) Rules, 2003, members' approval by way of a special resolution is required for the aforesaid appointment and payment of remuneration. Your directors recommend the adoption of resolution in the larger interest of the Company.

Mr. Mofatraj P. Munot, Mr. Parag M. Munot being relative, are deemed to be concerned or interested in the said resolution. None of the other Directors is concerned or interested.

ITEM NO. 9

Non-Executive Directors bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as finance, information technology, corporate strategy, marketing, information systems, etc.

The Board is of view that it is necessary that adequate compensation should be paid to such Non-Executive Directors so as to compensate them for their time and efforts and also to retain and attract the pool of talent for the growth and prosperity of your Company.

The members have approved payment of commission of 1% of the net profit of the company to non executive directors at their meeting dated 29th July, 2010 for a period of 3 years, which ended on 31st March, 2013.

It is, therefore, proposed to continue to pay a commission for the period of 5 years to Non-Executive Directors (Excluding Managing and Executive Directors) commencing from April 1, 2013 at the rate not exceeding 1% of the net profits of Company. The Board of Directors may from time to time determine the amount (to be divided amongst them in such proportion as may be determined by the Board of Directors from time to time) computed in the manner provided in Sections 198(1) of the Companies Act, 1956.

The payment of commission to Non-Executive Directors (Excluding Managing and Executive Directors) requires approval of members by way of Special Resolution. The Board recommends the Resolution for approval of the Shareholders.

All Non-Executive Directors of the Company are concerned or interested in the resolution to the extent of the receipt of commission on profits from the Company.

No other Director of the Company is in any way concerned or interested in the resolution.

By Order of the Board

For **KALPATARU POWER TRANSMISSION LIMITED**

Sd/-

Place : Gandhinagar

Bajrang Ramdharani

Date : May 16, 2013

AVP-Finance & 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. Members who hold shares in Physical form, are requested to get their shares dematerialized.

Brief Particulars of Directors being appointed / re-appointed are as under:

Mr. Mofatraj P. Munot - Promoter Director

Founder, Promoter and Chairman of Kalpataru Group with five decades of experience in the field of real estate and property development, civil contracting and various other industries. He holds 12,306,553 Equity Shares of the Company.

List of other Directorship*	Chairmanship/Membership of Committees of the Board of other Companies
Kalpataru Limited Caprihans (India) Limited	None

* Excluding Private Limited Companies

Mr. Sajjanraj Mehta - Independent Director

He is a Chartered Accountant with over 37 years of experience. His area of expertise is in the field of Foreign Exchange, Taxation and Corporate Affairs and Strategy. He holds 10,000 Equity Shares of the Company.

List of other Directorship*	Chairmanship/Membership of Committees of the Board of other Companies
Kalpataru Limited	Kalpataru Limited 1. Audit Committees-Chairman 2. Shareholders/Investors Grievance Committee - Member

* Excluding Private Limited Companies

Mr. Ranjit Singh, - Managing Director

He is a M.E. (BITS, Pilani) and PGDBM (IIM-Ahmedabad) with more than three decades of rich and extensive experience in international and multicultural business environment. His expertise includes Business Strategy & Planning, Thought Leadership, people management, Investor Relations, Supply Chain and Operational Management.

He does not hold any shares of the Company.

List of other Directorship	Chairmanship/Membership of Committees of the Board of other Companies
None	None

**KALPATARU POWER TRANSMISSION LIMITED**

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

I/We _____
of _____ in the district of _____
being member(s) of the above named Company, hereby appoint _____
of _____ or failing him _____
of _____

as my/our proxy to vote for me/us on my/our behalf at the THIRTY SECOND ANNUAL GENERAL MEETING of the Company to be held at 4.00 p.m. on Thursday, July 25, 2013 at KALPA-VRIKSHA LEARNING CENTRE, A-1 & A-2, GIDC Electronic Estate, Sector - 25, Gandhinagar - 382 016 and at any adjournment thereof.

Signed at _____ (Place) this _____ day of _____, 2013.

DP ID* _____

Folio No. _____

Client ID* _____

No. of Shares held _____

Affix
1 rupees
revenue
Stamp

Note : This form in order to be effective should be duly stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.

* Applicable for investor holding shares in electronic form.

✂ _____ ✂ **TEAR HERE** ✂ _____ ✂

ATTENDANCE SLIP**KALPATARU POWER TRANSMISSION LIMITED**

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

To be handed over at the entrance of the Meeting Hall.

NAME OF THE ATTENDING MEMBER (in Block Letters)	DP ID*
	Client ID*
NAME OF PROXY (in Block Letters) (To be filled in the Proxy attends instead of the member)	Membership Folio No.
	NO. OF SHARES HELD

I hereby record my presence at the THIRTY SECOND ANNUAL GENERAL MEETING of the Company at 4.00 p.m. on Thursday, July 25, 2013 at KALPA-VRIKSHA LEARNING CENTRE, A-1 & A-2, GIDC Electronic Estate, Sector - 25, Gandhinagar - 382 016.

Member's/Proxy's Signature
(To be signed at the time of handing over this Slip)

* Applicable for investors holding shares in electronic form.



Our global
pursuit...

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Forward looking statement

This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations of projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, informative or events. The company has sourced the industry information from the publicly available resources and has not verified this information independently.





...is intensifying

Our global pursuit started in 1995, after India's liberalization, when we made our first export supply order to Malaysia. In the year 2001, we did our first turnkey contract for 380 KV Transmission Line project in Turkey. Subsequently, in the year 2004 we completed 200 kms of 330 KV OHL Project for Zesco, Zambia in record period of just 8 months.

It was in the year 2009 when we won the largest overseas transmission project of over USD 250 million from the Ministry of Energy and Water, Kuwait, when our global pursuit really picked up steam and since then there has been no looking back. We today have presence in over 37 countries, of which in 15 countries we are executing large contracts. As of March 31, 2013, we have delivered over 40,000 towers across the globe and we are counting.



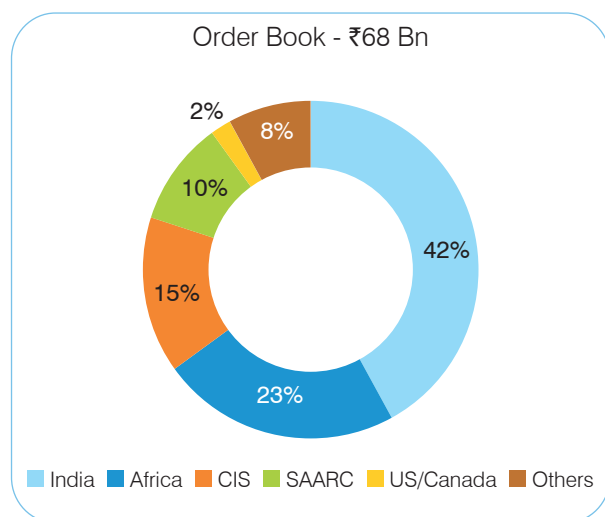
Making global pursuit a strategic focus



Diversification has an inherent quality of versatility, which makes it imperative for every business. More so, because it acts like a springboard in good times and as a cushion in bad ones. A business that supports diversification is more likely to sustain itself in long-term as compared to those with a tunnel vision of expanding in one direction. As the world is getting smaller, new business opportunities are driving organizations beyond their home turf. Being a part of a cyclical industry factors like macroeconomic environment, competitive intensity, execution slippages, environmental and land approval delays impacts our growth. Other factors like legal & political environment, natural calamities and act of terrorism also have a bearing on our execution. By going global we minimize the impact of most local factors and thereby making our growth more predictable and less volatile.

Competing at global level also keep us on our toes and drive us to maintain the global best standards. Not surprisingly, we have one of the largest tower testing and R&D centers worldwide. We use the latest technologies for our global operations including tower cranes for erection, dismantling and helicopter simulation for our global operations.

Our design experience confirms to the latest Indian and global standards including ASCE 74 (USA), DIN VDE 0210 (Germany), Cenelec (European), ASTM CSA and other country specific standard and practices.



The disproportionate increase in the share of orders from markets outside India also reflects their growing importance in our overall strategy. As of March 31, 2013, around 60% of our order book is from international markets, clearly highlighting our faster growth outside India.

