

KALPATARU POWER TRANSMISSION LIMITED

Regd. Office: Plot No. 101, Part III, G.I.D.C. Estate, Sector – 28, Gandhinagar – 382 028, Gujarat, India
Tel.: +91 79 232 14000 Fax: +91 79 232 11966
Email: mktg@kalpatarupower.com
CIN: L40100GJ1981PLC004281
Web: www.kalpatarupower.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY-FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF KALPATARU POWER TRANSMISSION LIMITED WILL BE HELD AT 3:30 P.M., ON TUESDAY, THE 29TH DAY OF SEPTEMBER, 2015 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 consider and adopt:
 - (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015.
2. To declare dividend on Equity Shares.
3. To appoint Director in place of those retiring by rotation.
4. To ratify the appointment of Statutory 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, pursuant to recommendation of the Audit Committee and pursuant to resolution passed by members at the AGM held on 27th September, 2014, the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (Firm Registration No.117365W), as Statutory Auditors of the Company to hold office till conclusion of thirty seventh AGM be and is hereby ratified 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 reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS

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

"RESOLVED THAT Ms. Anjali Seth (DIN: 05234352), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28th March, 2015, pursuant to Article 83 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 herself for appointment and in respect of whom a notice in writing alongwith requisite fee pursuant to Section 160 of the Companies Act, 2013 has been received from a member proposing her candidature for the office of Director be and is hereby appointed as a Director of the Company 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 subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 and Rules framed there under ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the re-appointment, remuneration and designation of Mr. Manish Mohnot (DIN: 01229696) as a Joint Managing Director of the Company for a period of 2 months with effect from 1st April, 2015 upto 31st May, 2015 (both days inclusive), and as a Managing Director of the Company for a period of 4 years and 10 months beginning from 1st June, 2015 upto 31st March, 2020 (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the **"Board"** which term shall be deemed to include any Committee of Directors which the Board may have constituted or which may be constituted in future to exercise any or all of its powers including the powers conferred by this Resolution) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof."

"RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year during the tenure of Mr. Manish Mohnot, if the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if any, pay the above remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified in the explanatory statement annexed to the Notice

convening this Meeting and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

7. 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 there under, (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 **₹ 300 Crores (Rupees Three 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 authorized 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.”

8. 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 M/s. K. G. Goyal & Associates, 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, 2016, as set out in the Statement annexed to the Notice convening this Annual General Meeting.”

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

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

Place : Mumbai
Date : 30th May, 2015

Rahul Shah
Company Secretary

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 terms of Section 152 of the Companies Act, 2013, Mr. Manish Mohnot (DIN: 01229696), Joint Managing Director, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company commends his re-appointment. Brief resume of Director proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and the memberships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Annexure to the explanatory statement attached to this Notice.
- (E) In case of joint holders attending the Meeting, only such joint holder who is high in the order of names will entitled to vote.
- (F) 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.
- (G) Member / proxy holder shall hand over the attendance slip, duly filled in all respect, at the entrance for attending the meeting.
- (H) 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.
- (I) 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 Wednesday, 23rd September, 2015 to Tuesday, 29th September, 2015 (both days inclusive) in connection with AGM and for determining the entitlement of the shareholders to the payment of dividend.
- (J) 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.
- (K) 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.
- (L) 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's 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).
- (M) 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.**
- (N) 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:
- In respect of electronic holdings with the Depository through their concerned Depository Participants.
 - Members who hold shares in physical form are requested to register their e-mail ID with rahul.shah@kalpatarupower.com quoting your name and folio number.
- (O) Information as required under clause 49 (VIII) (E) of the listing agreement regarding appointment / re-appointment of Directors and explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business are annexed hereto.
- (P) Members who have neither received nor encashed their dividend warrant(s) for the financial years from 2008-09 upto 2013-14, 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.

(R) **The instructions for shareholders voting electronically are as under:**

The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the Listing Agreement, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (**remote e-voting**) will be provided by Central Depository Services (India) Limited (**CDSL**). The facility for voting shall be made available at the AGM through ballot or polling paper and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. Please note that the voting through electronic means is optional for shareholders.

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting or voting at the AGM. Persons who are not members as on the cut-off date should treat this notice for information purposes only.

The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- (i) The remote e-voting period begins on Friday, September 25, 2015 at 9.00 A.M and ends on Monday, September 28, 2015 at 5.00 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 (record date) of Tuesday, 22nd September, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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 sequence number in the PAN Field. The Sequence Number is printed on Attendance Slip.
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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Kalpataru Power Transmission Limited on which you choose to vote.
- (xii) 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.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.

Other information

- (A) A Member can opt for only one mode of voting i.e. either through remote e-voting or at the Meeting. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail.
- (B) The Company has appointed Mr. Urmil Ved, Practising Company Secretary, (Membership No. 8094) to act as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
- (C) The Scrutinizer shall, after the conclusion of voting at the General Meeting, first count the votes cast at the Meeting and unblock the votes cast through remote e-voting in the

presence of at least two witnesses not in the employment of the Company and shall make not later than three days of the conclusion of the AGM a Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes if any, forthwith to the Chairman of the Company or the person authorized by him, who shall countersign the same and declare the result of the voting forthwith.

- (D) The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.kalpatarupower.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.
- (E) The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.

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

Place : Mumbai
Date : 30th May , 2015

Rahul Shah
Company Secretary

ANNEXURE TO THE NOTICE

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

Item No. 5

At the meeting of Board of Directors of the Company held on March 28, 2015, Ms. Anjali Seth was appointed as an Additional Director and holds the office upto the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 (Act) read with Articles of Association of the company.

Pursuant to Section 160 of the Act, the Company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 signifying its intention to propose Ms. Anjali Seth as candidate for the office of Director of the company, liable to retire by rotation.

Ms. Anjali Seth is not disqualified from being appointed as Director in terms of section 164 (2) of the Companies Act, 2013.

The brief profile of Ms. Anjali Seth, the nature of her expertise, the names of companies in which she holds directorships / memberships of Committees of Board, is annexed to the explanatory statement.

Ms. Anjali Seth is interested in the resolution set out at Item No. 5 of the Notice with regards to her appointment. The relatives of Ms. Anjali Seth may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the company and their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the resolution at Item No. 5 for your approval.

Item No. 6

The members at the 31st Annual General Meeting held on 4th August, 2012 approved the appointment of Mr. Manish Mohnot as an Executive Director of the Company, for a period beginning from April 01, 2012 upto March 31, 2015. Accordingly, the term of Mr. Manish Mohnot expired on 31st March, 2015.

Mr. Manish Mohnot, is looking after various business avenues in line with the company's philosophy and growth plan. In last 8 years he has been continuously striving for multi dimensional growth of the Company in various sectors and actively involved in regular business of the Company. Considering the significant growth achieved by the Company and the ambitious growth plan for immediate future, the Board of Directors of the Company at its Meeting held on 28th March, 2015 has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of members, approved re-appointment and designation of Mr. Manish Mohnot as a Joint Managing Director of the Company for a term of 5 years w.e.f. 1st April, 2015 to 31st March, 2020 (both days inclusive). Due to Resignation of Mr. Ranjit Singh as a Managing Director of the Company w.e.f. May 31, 2015, the Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee, elevated and designated Mr. Manish Mohnot as a Managing Director of the company for his remaining tenure of 4 years and 10 months i.e. from 1st June, 2015 till 31st March, 2020 on the same terms and conditions of appointment and the remuneration as a Joint Managing Director.

The main terms and conditions of appointment and remuneration of Mr. Manish Mohnot as a Joint Managing Director and as a Managing Director are given below:

Main terms and conditions	Joint Managing Director	Managing Director
Tenure of Appointment	Mr. Manish Mohnot has been reappointed and elevated as a Joint Managing Director for a period of 5 years w.e.f. April 1, 2015 upto March 31, 2020 (both days inclusive). Subsequently, Mr. Manish Mohnot was re-designated and elevated as a Managing Director of the Company for a period of 4 years and 10 months w.e.f. June 1, 2015 upto March 31, 2020 (both days inclusive).	
Nature of Duties	<p>Mr. Manish Mohnot shall give his whole time attention to the management and affairs of the Company subject to the superintendence, control and direction of the Board of Directors of the Company and shall use his best endeavors and efforts that would impact the revenues, profits, customer delight, brand equity, corporate governance/ethics, corporate social responsibility and overall growth of the Company and shall in all respects diligently and faithfully observe all lawful orders and instructions of the Company in relation to the conduct of the business of the Company and shall not divulge any secrets or dealings relating thereto.</p> <p>Mr. Manish Mohnot shall subject to the control and overall directions of Board of Directors, be responsible for all day to-day affairs and management of the Company except such matters which are specifically required to be done by the Board either by the Companies Act or by the Articles of Association of the Company.</p>	
	Mr. Manish Mohnot shall report to the Managing Director and to comply with all the directions which may, from time to time, be given by the Managing Director and shall in all respects, confirm to the regulations made by the Board of Directors and shall well and faithfully serve the Company and use his utmost endeavors to promote the interest thereof.	Mr. Manish Mohnot shall report to the Board of Directors and Chairman of the Company. Mr. Manish Mohnot shall perform all duties and responsibilities related / incidental to position of Managing Director of the Company as may be assigned to him by the Board of Directors from time to time.
Remuneration	Mr. Manish Mohnot will be paid / payable monthly salary, allowances, perquisites and amenities in the following manner for a period of three years subject to overall ceiling laid down under Sections 197 and Schedule V of the Companies Act, 2013:	

Main terms and conditions	Joint Managing Director	Managing Director
	<p>I. Salary & Allowances: Basic Salary: ₹ 8,00,000/- per month (Rupees Eight Lacs only) Allowances: ₹ 13,67,000/- per month (Rupees Thirteen Lacs Sixty Seven Thousand only) Total: ₹ 21,67,000/- per month (Rupees Twenty One Lacs Sixty Seven Thousand only) The above remuneration is inclusive of Company's contribution towards provident fund.</p> <p>For Joint MD: The increments in addition to the above remunerations after three years shall be reviewed and paid as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors subject to the approval of the shareholders.</p> <p>For MD: The Managing Director shall be entitled to such increments in addition to the above remunerations every year as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.</p> <p>II. Perquisites : PART – A: (i) Medical Expenses: Reimbursement of medical expenses upto ₹ 15,000/- per annum and premium for Mediclaim policy for self and family. (ii) Club Fee: The Company shall pay membership fees of the club at Mumbai and Ahmedabad. (iii) Books/Periodicals: Reimbursement upto ₹ 10,000/- per annum (iv) Fees of Professional Bodies: Reimbursement upto ₹ 10,000/- per annum.</p> <p>PART- B: (i) Gratuity will be payable as per Payment of Gratuity Act, 1972.</p> <p>PART- C: (i) Company's chauffeur driven car will be provided for use of company's business. (ii) Telephone at residence shall be provided for business related use at company's expenses. Personal outstation calls shall be on personal account. (iii) Working hours/days and leaves (including leave encashment) would be as per Company's rules.</p>	
	<p>III. Profit Link Incentive / Commission: Commission in addition to the basic salary, allowances, perquisites, calculated with reference to the net profits in a particular financial year, as recommended by the Nomination and Remuneration committee and as approved by the Board of Directors within the limit stipulated under Section 197 and schedule V of the Companies Act, 2013 including any statutory modifications or re-enactment thereof.</p>	

Main terms and conditions	Joint Managing Director	Managing Director
Minimum Remuneration	In the event of loss or inadequacy of profits in any Financial Year, Mr. Manish Mohnot 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 V of the Companies Act, 2013, from time to time.	
Notice period	The appointment may be terminated by either party giving to the other 6 months notice in writing. However, the appointment may be terminated by giving less than 6 months notice by mutual agreement between the parties.	

The Brief profile of Mr. Manish Mohnot, the nature of his expertise, the names of companies in which he holds directorships/ memberships of Committees of Board, is annexed to the explanatory statement.

Pursuant to the provisions of Sections 196 and all other applicable provisions of the Companies Act, 2013 ("the Act"), terms and conditions of appointment and the remuneration payable to Mr. Manish Mohnot as a Joint Managing Director (from 1st April, 2015 to 31st May, 2015) and as a Managing Director (from 1st June, 2015 to 31st March, 2020) is now being placed before the members in the 34th Annual General Meeting for their approval by way of an Ordinary Resolution.

Your Directors recommend Resolution at Item No. 6 as an Ordinary Resolution for approval of the members.

Mr. Manish Mohnot is interested in the resolution set out at Item No. 6 of the Notice. The relatives of Mr. Manish Mohnot may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the company and their relatives is, in any way, concerned or interested, financially or otherwise, in these resolution.

Item No. 7

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 ₹ 300 Crores (Rupees Three Hundred Crores). It is proposed that the Board which term shall be deemed to include any Committee of Directors which the Board may have constituted / will constitute to exercise any or all of its powers including the powers conferred by this resolution, 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. 7 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. 7.

Item No. 8

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 2016, for a remuneration of ₹ 1,00,000/- (Rupees One Lacs 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. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

The Board recommends the resolution at Item No. 8 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. 8.

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

Place : Mumbai
Date : 30th May, 2015

Rahul Shah
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.

ANNEXURE TO THE EXPLANATORY STATEMENT

Information pursuant to Clause 49 of the Listing Agreement with regard, to Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting.

Ms. Anjali Seth (DIN: 05234352) – Non Executive Woman Director

Ms. Anjali Seth (DIN: 05234352) holds bachelor degree in Law and advising and consulting with banks, financial institutions and corporates as a legal consultant. She has a rich and diverse experience of over twenty five years plus including as a professional lawyer. Ms. Anjali Seth has advised and consulted with top banks, financial institutions, and corporates, on a range of matters including M&A, PE Investments, industrial and employee's relations, corporate governance, real estate negotiation, legal matters, statutory issues, litigations etc. Ms. Anjali Seth was associated in various positions with International Finance Corporation, Swaadhar Finserve and ANZ Grindlays Bank. She had the opportunity to work in UAE with real-estate company, Emar Properties. Ms. Anjali Seth also served Standard Chartered Bank as their Legal Head in India.

Set out below is a list of other companies in which Ms. Anjali Seth is a Director and chairman / member of Board Committees:

No.	List of other directorship	Chairmanship / Membership of Committees of the Board of other companies
1	Adlabs Entertainment Limited	-
2	JMC Projects (India) Limited	-
3	Caprihans (India) Limited	-
4	Walkwater Properties Private Limited	-
5	ADF Foods Limited	-
6	Kalpataru Limited	-

Shareholding in the Company: NIL

Mr. Manish Mohnot (DIN: 01229696) – Joint Managing Director

Mr. Manish Mohnot (DIN: 01229696) is a chartered accountant, and a certified SAP R/3 application consultant (accounting and controlling). He has completed an advanced management program from the Harvard Business School. He has about 20 years of experience in the finance and management consultancy. Currently, he is also on the Board of JMC Projects (India) Limited and Shree Shubham Logistics Limited. Previously, Mr. Mohnot was associated with KPMG. He has also been associated with Standard Chartered Bank as an assistant manager in the country finance division.

Set out below is a list of other companies in which Mr. Manish Mohnot is a Director and chairman / member of Board Committees:

No.	List of other directorship	Chairmanship / Membership of Committees of the Board of other companies
1	JMC Projects (India) Limited	Nomination and Remuneration Committee – Member Share Transfer Committee – Member Management Committee – Member
2	Shree Shubham Logistics Limited	Audit Committee – Member Nomination and Remuneration Committee – Member IPO Committee – Member Executive Committee – Chairman Risk Management Committee – Member
3	Adeshwar Infrabuild Limited	-
4	Amber Real Estate Limited	-
5	Saicharan Properties Limited	-

Shareholding in the Company: NIL



Kalpataru Power Transmission Limited

(CIN: L40100GJ1981PLC004281)

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

Attendance Slip

I hereby certify that I am a registered member / proxy for the registered member of the Company.

I hereby record my presence at the **Thirty Fourth Annual General Meeting** of the Company being held on **Tuesday, September 29, 2015 at 3:30 p.m.** at Kalpa - Vriksha Learning Centre, A-1 & A-2, GIDC Electronic Estate, Sector-25, Gandhinagar - 382 016.

Registered Folio No. / DP ID / Client ID:

Name and address of the Member:

Joint Holder 1:

Joint Holder 2:

No. of equity shares:

Signature of Proxy

Signature of Member

Shareholders may please note the User ID and password given below for the purpose of e-voting in terms of Section 108 and other applicable provisions of the Companies Act, 2013 and rules made there under.

ELECTRONIC / E-VOTING PARTICULARS		
EVEN - Electronic Voting Event No.	User ID	Password
150827008		

Notes

1. A Member / Proxy attending the meeting must complete this Attendance slip in legible writing and hand it over at the entrance. **Sign at appropriate place as applicable to you.**
2. Please read the instructions on e-voting, printed under the Notes to the Notice of this Annual General Meeting.

FORM NO. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]



KALPA-TARU®

POWER TRANSMISSION LIMITED

Kalpataru Power Transmission Limited

(CIN: L40100GJ1981PLC004281)

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

Name of Member		Registered address & Email Id:	
DPID & Client ID*			
Folio No.		No. of Shares	

I / We, being the member(s) of above Company holding _____ shares, hereby appoint below at sr. no. 1 or failing him sr. 2 or failing him sr. 3,

Sr.	Name of proxy (ies)	Address & email Id	Signature
1			
2			
3			

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **34th Annual General Meeting** of the Company, to be held on **Tuesday, September 29, 2015 at 3:30 p.m.** Kalpa-Vriksha Learning Centre, A-1 & A-2, GIDC Electronic Estate, Sector-25, Gandhinagar - 382 016 and at any adjournment thereof in respect of such resolutions as are indicated below resolution no. (Mentioned in detail in AGM Notice):

** I wish my above Proxy to vote in the manner as indicated in the box below:

No.	Resolutions	For	Against
1.	Consider and adopt:		
	a) the Audited Financial Statement of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors thereon		
	b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015		
2.	Declaration of dividend on equity shares for the financial year ended March 31, 2015		
3.	Re-appointment of Director retiring by Rotation		
4.	Ratification of appointment of Statutory Auditors		
5.	Appointment of Ms. Anjali Seth as a Director of the Company		
6.	Appointment of Mr. Manish Mohnot as a Joint Managing Director with effect from 1 st April, 2015 upto 31 st May, 2015 and as a Managing Director with effect from 1 st June, 2015 upto 31 st March, 2020.		
7.	Issue and allot Secured / Unsecured redeemable non-convertible debentures upto ₹ 300 Crores		
8.	Ratifying remuneration of cost auditor for the FY 2015-16.		

Signed this _____ day of _____ 2015

Affix
revenue
stamp

Signature of Proxyholder

Signature of Shareholder

Notes:

- The form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not later than 48 hours before the commencement of the meeting.
- * Applicable for investors holding shares in electronic form.
- ** This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.