



KALPATARU POWER TRANSMISSION LIMITED

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CIN: L40100GJ1981PLC004281

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY-EIGHTH ANNUAL GENERAL MEETING ("MEETING") OF THE MEMBERS OF KALPATARU POWER TRANSMISSION LIMITED WILL BE HELD ON **TUESDAY, THE 30TH JULY, 2019 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 Audited Financial Statements of the Company for the financial year ended March 31, 2019, the Reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon.
- To declare dividend on equity shares at the rate of ₹ 3/- per equity share for the financial year ended March 31, 2019.
- To appoint a Director in place of Mr. Manish Mohnot (DIN: 01229696), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

4. Ratifying remuneration of Cost Auditor for the FY 2019-20

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded to the remuneration payable to M/s K. G. Goyal & Associates, Cost Auditors 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 March 31, 2020, 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 authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Appointment of Mr. Sanjay Dalmia (DIN: 03469908) as an Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT subject to the provisions of Sections 196, 197 and 200 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Part I of Schedule V of the Act, Articles of Association of the Company and subject to other approvals including approvals from Statutory Authority, if any, approval of the Company be and is hereby accorded to the appointment and remuneration of Mr. Sanjay Dalmia (DIN: 03469908) as an Executive Director of the Company for a period of 3 years beginning from August 8, 2018 to August 7, 2021 (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 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-enactment(s) thereof."

“RESOLVED FURTHER THAT notwithstanding anything herein, if in any financial year during the tenure of Mr. Sanjay Dalmia as an Executive Director, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals pay the above remuneration as the minimum remuneration by way of salary, perquisites, performance linked incentive/ commission, 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.”

6. To re-appoint Mr. Sajjanraj Mehta (DIN: 00051497) as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sajjanraj Mehta (DIN: 00051497), who was appointed as an Independent Director and who holds office as an Independent Director up to March 31, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to March 31, 2024.”

7. To re-appoint Mr. Vimal Bhandari (DIN: 00001318) as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vimal Bhandari (DIN: 00001318), who was appointed as an Independent Director and who holds office as an Independent Director up to March 31, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to March 31, 2024.”

8. To re-appoint Mr. Narayan Seshadri (DIN: 00053563) as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Narayan Seshadri (DIN: 00053563), who was appointed as an Independent Director and who holds office as an Independent Director up to March 31, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to March 31, 2024.”

9. To re-appoint Mr. K. V. Mani (DIN: 00533148) as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. K. V. Mani (DIN: 00533148), who was appointed as an Independent Director and who holds office as an Independent Director up to March 31, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to March 31, 2024 although he has attained age of seventy five years.”

10. Authority for creation of charge, security etc.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the resolution passed by the members of the Company on 27th September, 2014 and pursuant to the provisions of Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and subject to any other approval that may be required, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as the **Board** which term shall include any committee thereof) of mortgage and/or charge, in addition to the mortgages and / or charges created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, on all or any of the movable and / or immovable, tangible and / or intangible properties of the Company, both present and future and / or whole or any part of the undertaking (s) of the Company, in favour of the lender(s), agent(s), trustees(s), for securing the borrowing of the Company availed / to be availed by way of loan(s) (in foreign currency and/ or rupee currency) and / or securities issued or to be issued by the Company (comprising fully / partly convertible debentures and / or

non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), from time to time, for an amount not exceeding in aggregate ₹ **12,000 Crores (Rupees Twelve Thousand Crores)** (including the temporary loans obtained by the Company from the Company's bankers in the ordinary course of business) over and above the paid up share capital, free reserves and securities premium of the Company, together with interest at the agreed rate, additional interests, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s) / trustee(s), premium, if any, on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other documents entered into / to be entered into between the Company and the lender(s) / agent(s) / trustee(s) / in respect of the said loans / borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s) / agent(s) / trustee(s).”

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

11. Issue of Equity Shares on a preferential basis

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (the **“Act”**) (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force), relevant regulations and guidelines issued by Reserve Bank of India in this regard (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Securities and Exchange Board of India

("SEBI"), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("**Listing Regulations**"), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "**SEBI (ICDR) Regulations**") to the extent applicable and subject to necessary approvals, permissions, sanctions and consents as may be required from any other relevant governmental authorities, approvals including from the BSE Limited and the National Stock Exchange of India Limited (collectively the "**Stock Exchanges**"), the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any other regulatory authorities which may be accepted by the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) the consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time, in one or more tranches, 12,54,900 (Twelve Lakhs Fifty Four Thousand Nine Hundred) equity shares of face value of ₹ 2 (Rupees Two only) each at a premium of ₹ 513.25 (Rupees Five Hundred Thirteen and Twenty Five paise only) per share aggregating to ₹ 64,65,87,225 (Rupees Sixty Four Crores Sixty Five Lakhs Eighty Seven Thousand Two Hundred Twenty five only) to Tano India Private Equity Fund II ("**Tano**") in consideration of 1,46,45,499 equity shares held by Tano in Shree Shubham Logistics Limited ("**SSL**") (hereinafter also referred to as the "**Proposed Allottee**" in context of issue and allotment of equity shares of the Company) under Non-Promoter Category by way of preferential allotment to the Proposed Allottee on a private placement basis as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members in the manner provided hereunder."

"**RESOLVED FURTHER THAT**, in accordance with the provisions of the SEBI (ICDR) Regulations, the 'relevant date' for the purpose of determination of the price at which the shares are to be issued and allotted

in terms of this resolution shall be Friday, 28th June, 2019 being the immediate working day 30 days prior to the date of this Annual General Meeting."

"**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the names of the Proposed Allottee be recorded for the issue of invitation to subscribe to the equity shares and the Board be and is hereby authorized to issue a private placement offer letter in Form PAS-4 together with an application form to the Proposed Allottee inviting it to subscribe to the equity shares."

"**RESOLVED FURTHER THAT** the equity shares being offered, issued and allotted to the Proposed Allottee by way of a preferential issue or allotment shall *inter-alia* be subject to the following:

- (i) The equity shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialised form within period of 15 (fifteen) days from the date of passing of this special resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- (ii) The equity shares to be offered, issued and allotted shall rank *pari passu* with the existing equity shares of the Company in all respects including the payment of dividend, if any;
- (iii) The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations;
- (iv) The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be; and
- (v) The equity shares so offered, issued and allotted to the Proposed Allottee, are being issued for consideration other than cash, being 1,46,45,499 equity shares held by Tano in SSL which shall constitute full consideration for the equity shares to be issued by the Company to the Proposed Allottee pursuant to this resolution."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company

to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, finalizing the terms of definitive agreements and other related agreements/ documents and amendments thereto, provide any clarifications related to issue and allotment of equity shares, listing of equity shares on Stock Exchanges and authorise to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors) and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent

or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

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

Manish Mohnot

Managing Director & CEO
DIN: 01229696

Place : Mumbai
Date : 2nd July, 2019

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.

A proxy form is attached with the Notice. The proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the commencement 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 Members. The holder of proxy shall prove his identity at the time of attending the Meeting.

(B) The Explanatory Statement setting out the material facts, 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 authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. Proxies submitted on behalf of Corporate Members must be supported by appropriate resolutions/authority.

(D) Information as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to Brief resume of Directors proposed to be appointed / reappointed, nature of their expertise in specific functional areas, names of Listed companies in which they hold directorships and the Memberships of Board Committees, shareholding and relationships between directors inter-se, 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 in the Register of Members will be 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 duly filled in for attending the Meeting 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 along with a valid identity proof such as PAN card, Passport, Aadhaar Card or Driving License.

(H) Route-map to the venue of the Meeting is provided at the end of this Notice.

(I) Members desirous for any information or queries on accounts / financial statements or relating thereto are requested to send their queries at least seven working 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.

(J) 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, 24th July, 2019 to Tuesday, 30th July, 2019 (both days inclusive) in connection with the Meeting.

(K) 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.

(L) Members holding shares in physical mode:

- i. are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Link Intime, if not registered with the Company as mandated by SEBI.
- ii. are advised to register the nomination in respect of their shareholding in the Company.

(M) During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the notice and the explanatory statement and other statutory registers shall be available for inspection by the Members at

the registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. (i.e. except Saturdays, Sundays and public holidays) up to the date of the Meeting and at the venue during the Meeting.

(N) 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**, 506-508, Amarnath Business Centre -1, Beside Gala Business Centre, Near St. Xavier's College Corner, Off C. G. Road, Navrangpura, Ahmedabad - 380 009. Members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their Depository Participants (DP).

(O) SEBI HAS NOTIFIED THAT REQUESTS FOR EFFECTING TRANSFER OF SECURITIES SHALL NOT BE PROCESSED BY LISTED ENTITIES UNLESS THE SECURITIES ARE HELD IN THE DEMATERIALIZED FORM WITH A DEPOSITORY. IN VIEW OF THE ABOVE AND TO AVAIL VARIOUS OTHER BENEFITS OF DEMATERIALIZATION LIKE EASY LIQUIDITY, SINCE TRADING IS PERMITTED IN DEMATERIALIZED FORM ONLY, ELECTRONIC TRANSFER, SAVINGS IN STAMP DUTY AND ELIMINATION OF ANY POSSIBILITY OF LOSS OF DOCUMENTS AND BAD DELIVERIES, MEMBERS ARE ADVISED TO DEMATERIALIZATION SHARES HELD BY THEM IN PHYSICAL FORM.

(P) 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 Rule 11 of the Companies (Accounts) Rules, 2014 as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, companies can send Annual Report in electronic mode to Members who have registered their e-mail addresses for the purpose.

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

To support green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in the following manner:

- a. In respect of electronic holdings with the Depository through their concerned Depository Participants.
- b. Members who hold shares in physical form are requested to register their e-mail ID with cs@kalpatarupower.com quoting your name and folio number.

(Q) With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

(R) Members who have neither received nor encashed their dividend warrant(s) for the financial years from 2011-12 up to 2017-18, are requested to write to the Company / RTA, mentioning the relevant Folio number or DP ID and Client ID, along with Bank account details and cancelled cheque to update the securities holder's data, if the same is not updated. The unpaid dividend shall be paid only via electronic bank transfer. The original cancelled cheque should bear the name of the shareholder failing which shareholder should submit copy of bank passbook / statement attested by the bank. RTA shall then update the bank details in its records after due verification.

(S) The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2010-11, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company on the website of the Company www.kalpatarupower.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

(T) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more. Details of shares transferred to the IEPF Authority are available on the website of the Company www.kalpatarupower.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html>

(U) The instructions for Members 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Meeting (remote e-voting) will be provided by Central Depositories Services (India) limited ("**CDSL**"). The facility for voting shall be made available at the Meeting 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 Members.

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 Meeting. Persons who are not Members as on the cut-off date should treat this notice for information purposes only.

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

- (i) The remote e-voting period begins on Friday, 26th July, 2019 and ends on Monday, 29th July, 2019. The e-voting module shall be disabled by CDSL for voting thereafter. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 23rd July, 2019 may cast their vote electronically.
- (ii) The Members 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) *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 (Date of Birth) or Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records for the said demat account or folio in order to login. If both the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (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 a Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also use Mobile app - "m-Voting" for e-voting. m-Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).**

(xix) **Note for Non - Individual Members and Custodians**

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the valid Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) 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, Practicing 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 no later than three days of the conclusion of the meeting 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 Meeting, subject to receipt of sufficient votes.

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

Manish Mohnot

Managing Director & CEO
DIN: 01229696

Place : Mumbai
Date : 2nd July, 2019