



*Urmil Ved* (B.Com., ACS)

**PRACTISING COMPANY SECRETARY**

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To,  
The Chairman of the 34th Annual General Meeting  
**KALPATARU POWER TRANSMISSION LIMITED**  
Gandhinagar.

Sir,

**Subject: Declaration of Consolidated Results of Remote E-voting and Physical voting through Ballot process in respect of resolutions placed in the notice of 34th Annual General Meeting of members of the Kalpataru Power Transmission Limited held on 29th September, 2015.**

I, Mr. Urmil Ved, Practicing Company Secretary, has been appointed as a Scrutinizer of Kalpataru Power Transmission Limited ("the Company"), pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, for the purpose of scrutinizing the remote e-voting and physical voting through ballot process at the 34<sup>th</sup> Annual General Meeting ("AGM") of the Company in a fair and transparent manner on the below mentioned resolutions, as mentioned in the Notice dated 30<sup>th</sup> May, 2015 of AGM of the Equity Shareholders of the Company, held on 29<sup>th</sup> day of September, 2015 at 3.30 p.m. at Kalpa-Vriksha Learning Centre, A - 1 & A - 2, GIDC Electronic Estate, Sector - 25, Gandhinagar, Gujarat-382016.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made there under and the applicable provisions of the listing agreement, relating to remote e-voting and physical voting through ballot process on the resolution contained in the aforesaid notice to the AGM of the members of the company. My responsibility as a scrutinizer is to ensure and scrutinize the voting done through remote e-voting and physical voting through ballot process in a fair and transparent manner and to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL) and of physical voting through ballot process.





Following resolutions were carried out by the Company at the AGM;

- i. **Ordinary Resolution:** 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.
- ii. **Ordinary Resolution:** Declaration of dividend on equity shares for the financial year ended March 31, 2015.
- iii. **Ordinary Resolution:** Appointment of Director in place of those retiring by Rotation.
- iv. **Ordinary Resolution:** Ratification of appointment of statutory auditors M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad.
- v. **Ordinary Resolution:** Appointment of Ms. Anjali Seth as a Director of the Company.
- vi. **Ordinary Resolution:** Appointment of Mr. Manish Mohnot as a Joint Managing Director with effect from 1st April, 2015 upto 31st May, 2015 and as a Managing Director with effect from 1st June, 2015 upto 31st March, 2020.
- vii. **Special Resolution** Issue and allot Secured / Unsecured redeemable non-convertible debentures upto Rs. 300 Crores.
- viii. **Ordinary Resolution:** Ratification of remuneration payable to Cost Auditors for the FY 2015-16.

I hereby report as under;

1. On the basis of the Register of Members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on 21<sup>st</sup> August, 2015, the Company completed dispatch of the Notice of the AGM:
  - A. by email to Members who had registered their email-ids with the Company on 5<sup>th</sup> September, 2015 and
  - B. by Courier to Members in physical form on or before 4<sup>th</sup> September, 2015.
2. The Company has also placed the Notice of 34<sup>th</sup> AGM on the Web site of the Company as well as web Site of E-voting Agency i.e. CDSL.





3. The Company has given the news paper advertisement for date and time of commencement and end of remote e-voting in;
  - A. The Economic Times Ahmedabad Edition (Vernacular Language - Gujarati) on 7<sup>th</sup> September, 2015 and
  - B. The Economic Times, Ahmedabad Edition (English Language) on 7<sup>th</sup> September, 2015.
4. The Shareholders holding Shares as on the "Cut off" date, i.e 22<sup>nd</sup> September, 2015 were entitled to vote through remote-evoting and voting at the AGM through Physical ballot process on the resolutions as mentioned in the Notice of AGM of the Company.
5. In terms of the aforesaid Notice, remote e-voting was open for four days from 9.00 a.m. on Friday, 25<sup>th</sup> September, 2015 to 5.00 p.m. on Monday, 28<sup>th</sup> September, 2015 and members were required to cast their votes electronically conveying their assent or Dissent in respect of the Ordinary Resolutions and Special Resolutions, on remote e-voting platform provided by Central Depository Services (India) Limited (CDSL).
6. Further, at the venue of Annual General Meeting, the Company has provided the facility of voting at the meeting through physical ballot papers to those Shareholders who were present at the Meeting and had not voted through remote e-voting.
7. After the conclusion of voting at the Annual General Meeting, I first counted the Vote cast at the meeting through physical ballots papers and thereafter unblocked the votes cast through remote e-voting on Tuesday, the 29<sup>th</sup> day of September, 2015 around 4:27 p.m. after the completion of voting at the Annual General Meeting, in the presence of two witnesses, namely, Ms. Drashti Solanki and Ms. Shrishti Jagati, who are not in employment of the Company.
8. The consolidated results of remote e-voting and physical ballot papers voting in respect of resolutions placed in the notice of 34<sup>th</sup> Annual General Meeting held on, 29<sup>th</sup> September, 2015 is annexed herewith.





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9. The Register, all other papers and relevant records relating to electronic voting and voting at the AGM through physical ballot process shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.
10. The result of the voting by members through remote e-voting and physical ballots at the AGM in respect of the above mentioned resolutions may accordingly be declared by the Chairman or any other Director, as decided by the Board of Director of the Company and who has also countersigned this report.

Place: Gandhinagar  
Date: 30<sup>th</sup> September, 2015



URMIL VED  
Practising Company Secretary  
FCS: 8094, C.P. No.: 2521

Witness 1:  
Ms. Drashti Solanki  
Sector-7/C, Plot No. 821/2,  
Gandhinagar-382007,  
Gujarat.

Witness 2:  
Ms. Shrishti Jagati  
645/2, Defence Colony,  
Sector-30, Gandhinagar-382030,  
Gujarat.

Counter signed by  
For Kalpataru Power Transmission Limited

Chairman / Director authorised by Chairman

**Detailed Consolidated Results of e-voting and Ballot Forms Voting****Annexure**

Item No. 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 and b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015 - Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	3	172	175	39	129809759	129809798	100.000
Assent	3	172	175	39	129809759	129809798	100.000
Dissent	0	0	0	0	0	0	0.000
Total	3	172	175	39	129809759	129809798	100.000

Thus, the Ordinary Resolution as contained in Item No. 1 is passed with requisite majority

Item No. 2 - Declaration of dividend on equity shares for the financial year ended March 31, 2015. - Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	3	173	176	39	129820859	129820898	100.000
Assent	3	173	176	39	129820859	129820898	100.000
Dissent	0	0	0	0	0	0	0.000
Total	3	173	176	39	129820859	129820898	100.000

Thus, the Ordinary Resolution as contained in Item No. 2 is passed with requisite majority

Item No. 3 - Appointment of Director in place of those retiring by Rotation - Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	3	173	176	39	129820859	129820898	100.000
Assent	3	166	169	39	127901758	127901797	98.522
Dissent	0	7	7	0	1919101	1919101	1.478
Total	3	173	176	39	129820859	129820898	100.000

Thus, the Ordinary Resolution as contained in Item No. 3 is passed with requisite majority

Item No. 4 - Ratification of appointment of statutory auditors M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad - Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	3	173	176	39	129820859	129820898	100.000
Assent	3	173	176	39	129820859	129820898	100.000
Dissent	0	0	0	0	0	0	0.000
Total	3	173	176	39	129820859	129820898	100.000

Thus, the Ordinary Resolution as contained in Item No. 4 is passed with requisite majority





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Item No. 5 - Appointment of Ms. Anjali Seth as a Director of the Company. - Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	3	173	176	39	129820859	129820898	100.000
Assent	3	172	175	39	129808061	129808100	99.990
Dissent	0	1	1	0	12798	12798	0.010
Total	3	173	176	39	129820859	129820898	100.000

Thus, the Ordinary Resolution as contained in Item No. 5 is passed with requisite majority

Item No. 6 - Appointment of Mr. Manish Mohnot as a Joint Managing Director with effect from 1st April, 2015 upto 31st May, 2015 and as a Managing Director with effect from 1st June, 2015 upto 31st March, 2020. - Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	3	173	176	39	129820859	129820898	100.000
Assent	3	135	138	39	126712157	126712186	97.605
Dissent	0	38	38	0	3108702	3108702	2.395
Total	3	173	176	39	129820859	129820898	100.000

Thus, the Ordinary Resolution as contained in Item No. 6 is passed with requisite majority

Item No. 7 - Issue and allot Secured / Unsecured redeemable non-convertible debentures upto Rs. 300 Crores. - Special Resolution


Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	3	173	176	39	129820859	129820898	100.000
Assent	3	173	176	39	129820859	129820898	100.000
Dissent	0	0	0	0	0	0	0.000
Total	3	173	176	39	129820859	129820898	100.000

Thus, the Special Resolution as contained in Item No. 7 is passed with requisite majority

Item No. 8 - Ratification of remuneration payable to Cost Auditors for the FY 2015-16. - Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Papers	E-Votes	Total	Papers	E-Votes	Total	
Received	3	173	176	39	129820859	129820898	100.000
Assent	3	173	176	39	129820859	129820898	100.000
Dissent	0	0	0	0	0	0	0.000
Total	3	173	176	39	129820859	129820898	100.000

Thus, the Ordinary Resolution as contained in Item No. 8 is passed with requisite majority

  
Urmil Ved  
Practising Company Secretary  
FCS. 8094  
C.P. No.: 2521

