

## KALPATARU POWER TRANSMISSION LIMITED

Regd. Office: Plot No. 101, Part III, G.I.D.C. Estate, Sector – 28, Gandhinagar – 382 028, Gujarat, India  
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CIN: L40100GJ1981PLC004281  
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### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY-SEVENTH ANNUAL GENERAL MEETING (“MEETING”) OF THE MEMBERS OF KALPATARU POWER TRANSMISSION LIMITED WILL BE HELD AT 4:00 P.M., ON TUESDAY, THE 7<sup>TH</sup> AUGUST, 2018 AT KALPA-VRIKSHA LEARNING CENTRE, A-1 & A-2, GIDC ELECTRONIC ESTATE, SECTOR-25, GANDHINAGAR - 382 016 TO TRANSACT THE FOLLOWING BUSINESS:

#### ORDINARY BUSINESS

1. To consider and adopt:
  - (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2018, the Reports of the Board of Directors and Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon.
2. To declare dividend on equity shares at the rate of ₹ 2.5/- per equity share for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Imtiaz Kanga (DIN: 00136272), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditor and to fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. B S R & Co. LLP, Chartered Accountants, (Firm’s Registration No. 101248W/W-100022), be and is hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the Thirty-Seventh Annual General Meeting till the conclusion of the Forty Second Annual General Meeting, in place of M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm’s Registrations No. 117365W) whose tenure expires at the Thirty-Seventh Annual General Meeting, at such remuneration plus reimbursement of actual out of pocket expenses, as may be incurred by them in connection with the audit of accounts of the Company, as may be mutually agreed between the Board of Directors of the Company and the said Auditors.”

#### SPECIAL BUSINESS

##### 5. Issue and allot Secured / Unsecured redeemable non-convertible debentures upto ₹ 300 Crores

To consider and, if thought fit, to pass 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(s) thereof, for the time being in force) and pursuant to the provisions of 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 / will constitute 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 and to further delegate all or any of the powers in aforesaid matters to the officials of the Company, in such manner as the Board may in its absolute discretion deem fit.”

#### 6. Ratifying remuneration of Cost Auditor for the FY 2018-19

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, 2019, 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.”

#### 7. Re-classification of members of Promoter Group of the Company

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

“**RESOLVED THAT** pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, the approval of the members be and is hereby accorded for re-classification of following persons forming part of Promoter Group from Promoter & Promoter Group Category to Public Category:

1. Mr. Mohammed Kanga
2. Ms. Ishrat Imtiaz Kanga
3. Mr. Imran Imtiaz Kanga and
4. Ms. Ismat Imtiaz Kanga

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including submitting necessary application and filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities and to take such steps expedient or desirable to give effect to this resolution.”

#### 8. Payment of commission to Non-Executive Directors within the overall ceiling limit of 1% of net profits of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) (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 payment of commission to the Non-Executive Directors (i.e. other than Executive Director(s)) not exceeding 1% of the net profits of the Company in any financial year computed as per the provisions of the Act, in such manner and up to such extent as the Nomination and Remuneration Committee of the Board of Directors of the Company recommends and the Board of Directors determine from time to time”.

## 9. Continuing the directorship of Mr. K.V. Mani, Independent Non-Executive Director of the Company

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

**“RESOLVED THAT** in terms of requirements of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the members of the Company be and is hereby accorded for the Company to continue directorship of Mr. K. V. Mani (DIN: 00533148) as an Independent Non-Executive Director of the Company till his original term upto 31<sup>st</sup> March, 2019 although he shall attain age of seventy five years on 3<sup>rd</sup> September, 2018”

**“RESOLVED FURTHER THAT** 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 / will constitute to exercise any or all of its powers including the powers conferred by this resolution) be and is hereby authorized to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution”

By Order of the Board

For **KALPATARU POWER TRANSMISSION LTD.**

Place: Mumbai

Date: May 25, 2018

**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.**

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 the PAN card, passport, AADHAR 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, 1<sup>st</sup> August, 2018 to Tuesday, 7<sup>th</sup> August, 2018 (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 of the Meeting for the duration of 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 DEMATERIALISE 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 [rahul.shah@kalpatarupower.com](mailto:rahul.shah@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 2010-11 up to 2016-17, 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).

(S) The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2009-10, 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](http://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](http://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 as on the due date of transfer, i.e. October 31, 2017. Details of shares transferred to the IEPF Authority are available on the website of the Company [www.kalpatarupower.com](http://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](http://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, 3<sup>rd</sup> August, 2018 at 9.00 A.M and ends on Monday, 6<sup>th</sup> August, 2018 at 5.00 P.M. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31<sup>st</sup> July, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The Members should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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 cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(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](http://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](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

(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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](http://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.**

Place : Mumbai  
Date : May 25, 2018

**Rahul Shah**  
Company Secretary

## ANNEXURE TO THE NOTICE

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

#### Item No. 5

Section 42,71 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 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 / 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.

Your Directors recommend Resolution at Item No. 5 as a Special Resolution for approval of the members.

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. 5.

#### Item No. 6

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 March 31, 2019, for a remuneration of ₹ 1,10,000/- (Rupees One Lakhs Ten Thousand 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 Members of the Company.

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

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

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. 6.

#### Item No. 7

The Company has received application from Mr. Mohammed Kanga, Ms. Ishrat Imtiaz Kanga, Mr. Imran Imtiaz Kanga and Ms. Ismat Imtiaz Kanga, members of Promoter Group of the Company to reclassify their names from Promoter & Promoter Group category to Public category under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Regulations').

Currently, all the above four members of promoter group do not hold any Equity Shares of the Company and no regulatory action is pending against them and they do not exercise control, directly or indirectly over the affairs of the Company and Post-reclassification, they shall not exercise direct or indirect control over the company or have any special rights through any formal or informal arrangements.

Accordingly, the Board of Directors at their meeting held on 25<sup>th</sup> May, 2018 has approved the applications for reclassification of all the above four members of promoter group from Promoter & Promoter Group category to Public category subject to approval of shareholders of the Company and relevant regulatory authorities.

The proposed re-classification of the abovementioned members of Promoter Group is not pursuant to Regulation 31A (5) or (6) of SEBI Regulations. However, as a matter of abundant precaution, the Board of Directors recommends obtaining approval from shareholders of the Company for the reclassification and post shareholder's approval, the Company shall make application to Stock Exchanges for its approval in terms of procedure prescribed under said SEBI Regulations.

Further, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

Your Directors recommend Resolution at Item No. 7 as an Ordinary Resolution for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. Imtiaz I. Kanga, Director and his relatives, has any concern or interest, financial or otherwise, in the resolution at Item No. 7 of this Notice.



### Item No. 8

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

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

The Shareholders at their meeting held on 25<sup>th</sup> July, 2013 approved paying commission to all Non-Executive Directors for a period of 5 financial years commencing from 1<sup>st</sup> April, 2013, not exceeding 1% of the net profit of the company in aggregate in addition to the fees for attending meetings of the Board and Committee(s).

It is, therefore, proposed to continue to pay commission to Non-Executive Directors (i.e. excluding executive Directors) not exceeding 1% of the net profits of Company in such manner and up to such extent as the Nomination and Remuneration Committee of the Board of Directors of the Company recommends and the Board of Directors determine from time to time.

In terms of provisions of Section 197 of the Companies Act, 2013, the Company is required to obtain approval of shareholders of the Company for payment of such Commission to Non-Executive Directors.

Hence, approval of the shareholders is sought to enable the Company to make payment of remuneration in the form of commission to Non-Executive Directors.

Your Directors recommend Resolution at Item No. 8 as an Ordinary Resolution for approval of the members.

All the Non-Executive Directors of the Company and Mr. Mofatraj P. Munot, Executive Chairman, being relative (father) of Non-Executive Director Mr. Parag M. Munot is concerned or interested in the Resolution at Item No. 8 of this Notice to the extent of the remuneration that may be received by each Non-Executive Director.

### Item No. 9

Pursuant to recommendation made in the Report of Committee on Corporate Governance (constituted under chairmanship of Mr. Uday Kotak), SEBI vide its Notification dated 9<sup>th</sup> May, 2018, notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and stated that no listed entity shall continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless

a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mr. K.V. Mani, Non-Executive Independent Director of the Company shall attain age of 75 years on 3<sup>rd</sup> September, 2018. Mr. K.V. Mani brings with him rich experience of more than 45 years in T&D business across project management, marketing, construction and international businesses. He has been associated with the Company for about two decades and served as the Managing Director during 2001 to 2009. His immense experience in T&D Business provides a much needed overall guidance to the management on various aspects of Project management, Strategic planning and execution within Transmission business. Therefore, it is proposed to continue directorship of Mr. K. V. Mani as Non-Executive Independent Director of the Company till his original term upto 31<sup>st</sup> March, 2019 and accordingly approval of members of the Company is sought to continue his directorship.

The Brief profile of Mr. K. V. Mani, the nature of his expertise, the names of listed entities in which he holds directorships/memberships of Committees of Board, and details of his shareholding in the Company and other information is annexed to the Explanatory Statement.

Your Directors recommend Resolution at Item No. 9 as a Special Resolution for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. K. V. Mani, has any concern or interest, financial or otherwise, in the resolution at Item No. 9 of this Notice.

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

Place : Mumbai  
Date : May 25, 2018

**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 Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings(SS-2) of Directors seeking appointment / re-appointment / continuation of appointment at the forthcoming Annual General Meeting**

### 1. Mr. Imtiaz Kanga

Name	Mr. Imtiaz Kanga
Age (as on March 31, 2018)	65 years
Date of first appointment on the Board	8 <sup>th</sup> March, 2016
Brief resume/ Qualification/ Expertise in specific functional area/Experience	Mr. Imtiaz Kanga is a Chartered Accountant by profession. He has a rich experience of over 37 years in various industries. Currently, he serves on the Board of various Kalpataru Group Companies.
No. of shares held in the Company	1,00,000
Relationship with other Directors and Key Managerial Personnel	None

List of directorship of listed entities	Chairmanship / Membership of Committees of the Board in such companies
Kalpataru Power Transmission Limited	NIL

### 2. Mr. K. V. Mani

Name	Mr. K. V. Mani
Age (as on March 31, 2018)	74 years
Date of first appointment on the Board	19 <sup>th</sup> January, 2014
Brief resume/ Qualification/ Expertise in specific functional area/Experience	Mr. K. V. Mani has more than four decades of unparalleled experience in T&D business. He has been associated with the Company for about two decade and has served as the Managing Director from 2001 to 2009. In June 2009, he became a Non-Executive Director of the Company and since January 2014 has been serving as an Independent Director. He holds a degree in Engineering and is a MBA from IMD, Switzerland.
No. of shares held in the Company	Nil
Relationship with other Directors and Key Managerial Personnel	None

List of directorship of listed entities	Chairmanship / Membership of Committees of the Board in such companies
Caprihans (India) Limited	Audit Committee - Member Nomination & Remuneration Committee – Member

*Note: For other details such as number of meetings of the Board attended during the year, remuneration drawn, etc., please refer to the Corporate Governance Report section of the Annual Report.*

## Route Map to the AGM Venue



**Land Mark :** Mahatma Mandir

**Distance from Mahatma Mandir :** 2.2 km

**Distance from Pathikashram Bus Stop :** 4.7 km





**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 Seventh Annual General Meeting** of the Company being held on **Tuesday, August 7, 2018 at 4:00 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 holder**

\_\_\_\_\_  
**Signature of Member**

Members may please note the user id and password given below for the purpose of e-voting in terms of Section 108 and applicable provisions of the Companies Act, 2013 and rules.

<b>ELECTRONIC / E-VOTING PARTICULARS</b>		
<b>EVEN - Electronic Voting Event No.</b>	<b>User ID</b>	<b>Password</b>
<b>180703002</b>		

**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 printed under the Notes to the Notice of this Annual General Meeting.

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



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:	
DP ID & 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. No. 2 or failing him Sr. No. 3,

Sr. No.	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 **37<sup>th</sup> Annual General Meeting** of the Company, to be held on **Tuesday, August 07, 2018 at 4:00 p.m.** at 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 Statements for the financial year ended March 31, 2018, the Reports of the Board of Directors and Auditors thereon		
	b) the Audited Consolidated Financial Statements for the financial year ended March 31, 2018 and the Report of Auditors thereon.		
2.	To declare dividend on equity shares for the financial year ended March 31, 2018		
3.	Re-appointment of Mr. Imtiaz Kanga who retires by rotation and being eligible offers himself for reappointment		
4.	Appointment of statutory auditors		
5.	Issue and allot Secured / Unsecured redeemable non-convertible debentures upto ₹ 300 Crores		
6.	Ratifying remuneration of cost auditor for the FY 2018-19		
7.	Re-classification of members of Promoter Group from Promoter & Promoter Group category to Public category		
8.	Payment of commission to Non-Executive Directors within the overall ceiling limit of 1% of net profits of the Company		
9.	Continuing the directorship of Mr. K V Mani, Independent Non-Executive Director of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018

Affix revenue stamp

\_\_\_\_\_  
Signature of Proxy holder

\_\_\_\_\_  
Signature of Member

### 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 'v' 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.