

## **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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Email: mktg@kalpatarupower.com

CIN: L40100GJ1981PLC004281

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### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE THIRTY-SIXTH ANNUAL GENERAL MEETING (“MEETING”) OF THE MEMBERS OF KALPATARU POWER TRANSMISSION LIMITED WILL BE HELD AT 4:00 P.M., ON FRIDAY, THE AUGUST 11, 2017 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 receive, consider and adopt:
  - (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017, 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, 2017.
2. To declare dividend on equity shares at the rate of ₹ 2.00/- per equity share for the financial year ended March 31, 2017.
3. To appoint a Director in place of Mr. Manish Mohnot (DIN: 01229696), who retires by rotation and being eligible offers himself for reappointment.
4. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regards to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and all 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), pursuant to recommendation of the Audit Committee and pursuant to resolution passed by Members at the AGM held on September 27, 2014, the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (Firm Registration No. 117365W), as Statutory Auditors of the Company to hold office till conclusion of thirty seventh AGM be and is hereby ratified at a remuneration to be decided by the Board of Directors in consultation with M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad plus applicable tax and re-imburement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

#### **SPECIAL BUSINESS**

##### **5. Appointment of Mr. Mofatraj P. Munot as an Executive Chairman of the Company**

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

**“RESOLVED THAT** subject to the provisions of Sections 196, 197 and 200 and all other applicable provisions of the Companies Act, 2013 and Rules framed there under (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with 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 re-designation, appointment and remuneration of Mr. Mofatraj P. Munot (DIN: 00046905) as an Executive Chairman of the Company for a period of 5 years beginning from April 1, 2017 to March 31, 2022 (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 although he has attained the age of seventy years.”

**“RESOLVED FURTHER THAT** notwithstanding anything herein, if in any financial year during the tenure of Mr. Mofatraj P. Munot as an Executive Chairman, if the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if any required, 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 prerequisites 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. Issue and allot Secured / Unsecured redeemable non-convertible debentures upto ₹ 100 Crores**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, (including any statutory modification(s) or re-enactment(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 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 **₹ 100 Crores (Rupees One 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.”

**7. Ratifying remuneration of Cost Auditor for the FY 2017-18**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(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, 2018, 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.”

**8. Appointment of Ms. Anjali Seth as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Anjali Seth (DIN: 05234352), who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 19, 2017, pursuant to Article 83 of the Articles of Association of the Company and who holds office

up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of a Director and who has given a declaration of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years commencing from May 19, 2017 upto May 18, 2020 and shall not be liable to retire by rotation.”

**9. Appointment of Mr. Subodh Kumar Jain as a Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Subodh Kumar Jain (DIN: 07085318), who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 19, 2017, pursuant to Article 83 of the Articles of Association of the Company and who holds the office upto the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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

Place : Mumbai  
Date : May 19, 2017

**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 said Notice. The proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the Meeting.

Pursuant to provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Members.

(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 authorised 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.

(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 will entitled to vote.

(F) MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION. Members / proxies are requested to bring their attendance slip 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 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 close from Saturday, August 5, 2017 to Friday, August 11, 2017 (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.**
- The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime / Company.
- (L) **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., on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general Meeting and at the venue of the Meeting for the duration of the Meeting.**
- (M) 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).
- (N) MEMBERS WHO STILL HOLD SHARE CERTIFICATES IN PHYSICAL FORM ARE ADVISED TO DEMATERIALIZED THEIR SHAREHOLDING TO AVAIL THE BENEFITS OF DEMATERIALIZATION, WHICH INCLUDE 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.**
- (O) 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:
- In respect of electronic holdings with the Depository through their concerned Depository Participants.
  - Members who hold shares in physical form are requested to register their e-mail ID with [rahul.shah@kalpatarupower.com](mailto:rahul.shah@kalpatarupower.com) quoting your name and folio number.
- (P) 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.
- (Q) **Members who have neither received nor encashed their dividend warrant(s) for the financial years from 2009-10 up to 2015-16, 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).**
- (R) The Ministry of Corporate Affairs (MCA) on May 10, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the Members ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends on the website of the Company viz. [www.kalpatarupower.com](http://www.kalpatarupower.com)
- (S) 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 AGM (**remote e-voting**) will be provided by Central Depository Services (India) Limited (**CDSL**). The facility for voting shall be made available at the AGM through ballot or polling paper and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting. Please note that the voting through electronic means is optional for 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 Monday, August 7, 2017 at 9.00 A.M and ends on Thursday, August 10, 2017 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 Friday, August 4, 2017 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).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "Kalpataru Power Transmission Limited" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xviii) Members can also use Mobile app - “m-Voting” for e-voting. m-Voting app is available on IOS, Android & 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](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 not later than three days of the conclusion of the AGM a Consolidated Scrutinizer’s Report of the total votes cast in favour or against and invalid votes if any, forthwith to the Chairman of the Company or the person authorized, 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 Annual General Meeting, subject to receipt of sufficient votes.

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

Place : Mumbai  
Date : May 19, 2017

**Rahul Shah**  
Company Secretary

**ANNEXURE TO THE NOTICE**  
**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No. 5**

Mr. Mofatraj P. Munot, Chairman, founder and promoter of the Company possesses high business acumen. The Company has achieved a phenomenal growth under his leadership. He has attained age of 70 years. However, in order to have active and continuous guidance of Mr. Mofatraj P. Munot for management of the Business of the Company and in order to devise primary focus on Corporate Planning, strategy, performance and overall value creation under his active leadership, the Board of Directors of the Company at the recommendation of Nomination and Remuneration Committee of the Company considering the work experience and prolonged association of Mr. Mofatraj P. Munot with the Company has re-designated and appointed Mr. Mofatraj P. Munot as an Executive Chairman of the Company for a period of 5 years w.e.f. April 1, 2017 till March 31, 2022.

The main terms and conditions of appointment and remuneration of Mr. Mofatraj P. Munot as an Executive Chairman are given below:

Main terms and conditions	Details
<b>Tenure of Appointment</b>	Mr. Mofatraj P. Munot has been re-designated and appointed as an Executive Chairman for a period of 5 years w.e.f. April 1, 2017 upto March 31, 2022 (both days inclusive).
<b>Nature of Duties</b>	The Executive Chairman shall exercise such powers on behalf of the Company as may from time to time be lawfully entrusted to and conferred upon him by the Board of Directors either alone or jointly with any other person or persons as the Board may determine. The Executive Chairman shall give his attention to the management and affairs of the Company subject to the superintendence, control and direction of the Board of Directors of the Company and shall use his best endeavors and efforts to improve and extend the overall business of the Company and shall not divulge any secrets or dealings relating thereto.
<b>Remuneration</b>	Mr. Mofatraj P. Munot will be paid monthly salary, allowances, perquisites and amenities in the following manner subject to overall ceiling laid down under Sections 197 and Schedule V of the Companies Act, 2013:  <b>I. Salary &amp; Allowances:</b> Basic Salary : ₹ 15,00,000/- per month (Rupees Fifteen Lacs only) House Rent Allowance: ₹ 9,00,000/- per month (Rupees Nine Lacs only) Other Allowance : ₹ 6,00,000/- per month (Rupees Six Lacs only) <b>Total : ₹ 30,00,000/- per month (Rupees Thirty Lacs only)</b>

	<p>The above remuneration is inclusive of Company's contribution towards provident fund.</p> <p>The Executive Chairman shall be entitled to such increments in addition to the above remunerations every year as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.</p> <p><b>II. Perquisites:</b></p> <p><b>PART – A:</b></p> <p>(i) Medical Expenses: Reimbursement of medical expenses upto Rs. 15,000/- per annum and premium for Mediciam policy for self and family.</p> <p>(ii) Club Fee: The Company shall pay membership fees of the club at Mumbai.</p> <p><b>PART- B:</b></p> <p>(i) Gratuity will be payable as per Payment of Gratuity Act, 1972.</p> <p><b>PART- C:</b></p> <p>(i) Company's chauffeur driven car will be provided for use of company's business.</p> <p>(ii) Telephone at residence shall be provided for business related use at company's expenses. Personal outstation calls shall be on personal account.</p> <p><b>III. Profit Link Incentive / Commission:</b></p> <p>Such remuneration by way of profit linked incentive / Commission in addition to the salary, perquisites and allowances, calculated with reference to the net profits in a particular financial year, as may be recommended by the Nomination and Remuneration committee and as approved by the Board of Directors within the limit stipulated under Section 197 and schedule V of the Companies Act, 2013 including any statutory modifications or re-enactment thereof.</p>
<b>Minimum Remuneration</b>	In the event of loss or inadequacy of profits in any Financial Year, Mr. Mofatraj P. Munot shall subject to the approval of the Central Government, if any required, be paid remuneration by way of Salary and Perquisites as specified above subject to the restriction, if any, set out in Schedule V of the Companies Act, 2013, from time to time.

The Brief profile of Mr. Mofatraj P. Munot, 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.

Pursuant to the provisions of Sections 196 and all other applicable provisions of the Companies Act, 2013 ("the Act"), terms and conditions of appointment and the remuneration payable to Mr. Mofatraj P. Munot as an Executive Chairman (from April 1, 2017 to March 31, 2022) is now being placed before the members in the 36<sup>th</sup> Annual General Meeting for their approval by way of a Special Resolution.

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

Mr. Mofatraj P. Munot is interested in the resolution set out at Item No. 5 of the Notice. Mr. Parag Munot, Director being son of Mr. Mofatraj P. Munot shall be interested in the resolution set out at Item No. 5 of the Notice. The relatives of Mr. Mofatraj P. Munot may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

#### **Item No. 6**

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 ₹ 100 Crores (Rupees One Hundred Crores). It is proposed that the Board which term shall be deemed to include any Committee of Directors which the Board may have constituted / will constitute to exercise any or all of its powers including the powers conferred by this resolution, be authorized to issue NCDs within the aforesaid limits, on such terms and conditions as it may deem fit.

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 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, 2018, for a remuneration of ₹ 1,00,000/- (Rupees One Lacs only) plus applicable Taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

The Board recommends the resolution at Item No. 7 for your ratification.

None of the Directors or any key managerial personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the resolution at out at Item No. 7.

#### **Item No. 8**

Ms. Anjali Seth (DIN: 05234352) erstwhile Non-Independent Director of the Company resigned from the Board of Directors of the Company w.e.f. closing business hours of May 18, 2017 and consequent thereafter, based on the recommendations of Nomination and Remuneration Committee, the Board has appointed Ms. Anjali Seth (DIN: 05234352) as an Additional Director in the category of Independent Director for a period of 3 (three) years w.e.f. May 19, 2017. As per the provisions of Section 161 of the Companies Act, 2013, Ms. Anjali Seth holds office as an Additional Director till the date of the forthcoming Annual General Meeting. In terms of Section 149 (10) of the Act an Independent Director may be appointed by a company for a consecutive period of 3 years.

Ms. Anjali Seth has a rich and diverse experience of more than 30 years including as a professional lawyer. She has advised and consulted top banks, financial institutions and corporates on a range of matters including M&A, PE Investments, industrial and employee's relations, corporate governance, real estate negotiation, legal matters, statutory issues, litigations etc. Her brief profile is provided in the Annexure to the Explanatory Statement.

In light of the experience and expertise of Ms. Anjali Seth, the Board is of the view that her association with the Company would be of immense benefit to the Company and that the Company should continue to avail her services. It is, therefore, proposed that Ms. Anjali Seth, be appointed as an Independent Director of the Company for a consecutive period of 3 (three) years commencing from May 19, 2017.



Ms. Anjali Seth has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board is of the opinion that Ms. Anjali Seth fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for being appointed as an independent director and that she is independent of the management of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Anjali Seth for the office of a Director of the Company.

The terms and conditions of appointment of Ms. Anjali Seth shall be open for inspection by the Members at the Registered Office of the Company during the time as mentioned in notes to this Notice.

The Board recommends the said resolutions at Item no. 8 for your approval.

Ms. Anjali Seth is interested in the resolution at Item No. 8 since it pertains to her appointment. The relatives of Ms. Anjali Seth may be deemed to be interested in the resolution set out at Item No. 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

#### **Item No. 9**

At the meeting of Board of Directors of the Company held on May 19, 2017, Mr. Subodh Kumar Jain (DIN: 07085318) was appointed as an Additional Director and holds the office upto the date of ensuing Annual General Meeting in terms of Section 152, 161 of the Companies Act, 2013 (Act) read with Articles of Association of the company.

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

Mr. Subodh Kumar Jain is not disqualified from being appointed as Director in terms of section 164 (2) of the Companies Act, 2013.

The brief profile of Mr. Subodh Kumar Jain, the nature of his expertise, the names of Listed companies in which he holds directorships / memberships of Committees of Board, if any and other information, as required to be given pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Notice.

The Board recommends the resolution at Item No. 9 for your approval.

Mr. Subodh Kumar Jain is interested in the resolution set out at Item No. 9 of the Notice with regards to his appointment. The relatives of Mr. Subodh Kumar Jain may be deemed to be interested in the resolution set out at Item No. 9 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

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

Place : Mumbai  
Date : May 19, 2017

**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 at the forthcoming Annual General Meeting

### 1. Mr. Manish Mohnot

Name	Mr. Manish Mohnot
Age (as on March 31, 2017)	44 years
Date of first appointment on the Board	November 01, 2006
Brief resume/ Qualification/ Expertise in specific functional area/Experience	Mr. Manish Mohnot has more than two decades of experience in areas related to power, oil & gas, infrastructure, consulting, banking and business development. He was also associated with reputed multinational banks and consulting firms. He is a qualified Chartered Accountant and a Cost Accountant. He has also done an advanced management program from Harvard University, U.S.A.
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
Kalpataru Power Transmission Limited	Stakeholder's Relationship Committee - Member CSR Committee - Member Share Transfer Committee - Member Risk Management Committee – Member Executive Committee – Member
JMC Projects (India) Limited	Stakeholder's Relationship Committee - Member Nomination and Remuneration Committee – Member Management Committee – Member Share Transfer Committee - Member

### 2. Mr. Mofatraj P. Munot

Name	Mr. Mofatraj P. Munot
Age (as on March 31, 2017)	72 years
Date of first appointment on the Board	June 27, 1989
Brief resume/ Qualification/ Expertise in specific functional area/ Experience	Mr. Mofatraj P. Munot has a vast industry experience of close to five decades in Real Estate and Property Development, Civil Contracting and EPC across the industry spectrum. He founded the Kalpataru Group in 1969 and has been the guiding force behind the Group's stellar success.
No. of shares held in the Company	1,14,05,822 Equity Shares (7.43%)
Relationship with other Directors and Key Managerial Personnel	Mr. Mofatraj P. Munot and Mr. Parag M Munot, Directors are related to each other as Father and son.

List of directorship of listed entities	Chairmanship / Membership of Committees of the Board in such companies
Kalpataru Power Transmission Limited	Audit Committee – Member CSR Committee - Member Nomination and Remuneration Committee – Member Executive Committee – Member
Caprihans (India) Limited	None

### 3. Ms. Anjali Seth

Name	Ms. Anjali Seth
Age (as on March 31, 2017)	58 years
Date of first appointment on the Board	March 28, 2015
Brief resume/ Qualification/ Expertise in specific functional area/ Experience	Ms. Anjali Seth has a rich and diverse experience of more than 30 years including as a professional lawyer. She has advised and consulted with top banks, financial institutions and corporates on a range of matters including M&A, PE Investments, industrial and employee's relations, corporate governance, real estate negotiation, legal matters, statutory issues, litigations etc. She has been associated in various positions with International Finance Corporation, Swaadhar Finserve and ANZ Grindlays Bank. She had the opportunity to work in UAE with real-estate company, Emmar Properties. She has served Standard Chartered Bank as their Legal Head in India. She holds bachelor degree in Law and is advising and consulting with banks, financial institutions and corporates as a legal consultant.
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
Adlabs Entertainment Limited	Stakeholder's Relationship Committee – Chairperson Audit Committee – Member
JMC Projects (India) Limited	None
Caprihans (India) Limited	Stakeholder's Relationship Committee – Member
ADF Foods Limited	None
Kalpataru Power Transmission Limited	None
Endurance Technologies Limited	Stakeholder's Relationship Committee – Chairperson Audit Committee - Member Nomination and Remuneration Committee – Member

### 4. Mr. Subodh Kumar Jain

Name of the Director	Mr. Subodh Kumar Jain
Age (as on March 31, 2017)	62 years
Date of first appointment on the Board	May 19, 2017
Brief resume/ Qualification/ Expertise in specific functional area/ Experience	Mr. Subodh Kumar Jain has 40 years of experience in the Indian Railways and Metro Rails across all functions and geographies within India and Internationally. His key areas of specializations are Metro rail systems (including planning, feasibility, funding options, route selection, legal, institutional and contractual framework, selection of technology, IRR, FIRR, fare fixation etc.), Contract Management and International project management. He has been Chief Advisor to GMR Infra, expert / advisor for Hyderabad Metro Rail Limited and Nagpur Metro Rail Limited and Guest professor at IIT Gandhinagar and TERI University. He was associated with Indian Railways in various positions from time to time and lastly he served as Member Engineering, Railway Board, Ministry of Railways & Ex-Officio Secretary to the Government of India. He has obtained trainings from various International forums on various aspects of Railways during his career. He has been member of various national and international professional institutions. He holds Bachelor of Science degree in Civil Engineering from University of Roorkee (now IIT Roorkee).
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
-	-

**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 Sixth Annual General Meeting** of the Company being held on **Friday, August 11, 2017 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>170706013</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 **36<sup>th</sup> Annual General Meeting** of the Company, to be held on **Friday, August 11, 2017 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.	Receive, consider and adopt:		
	a) the Audited Financial Statements for the financial year ended March 31, 2017, the Reports of the Board of Directors and Auditors thereon		
	b) the Audited Consolidated Financial Statements for the financial year ended March 31, 2017		
2.	To declare dividend on equity shares for the financial year ended March 31, 2017		
3.	Re-appointment of Mr. Manish Mohnot who retires by rotation and being eligible offers himself for reappointment		
4.	Ratification of appointment of statutory auditors		
5.	Appointment of Mr. Mofatraj P. Munot as an Executive Chairman of the Company		
6.	Issue and allot Secured / Unsecured redeemable non-convertible debentures upto ₹ 100 Crores		
7.	Ratifying remuneration of cost auditor for the FY 2017-18		
8.	Appointment of Ms. Anjali Seth as an Independent Director of the Company		
9.	Appointment of Mr. Subodh Kumar Jain as a Director of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

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 '√' 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.