

**KALPATARU®****KALPATARU POWER TRANSMISSION LIMITED**

Factory &amp; Registered Office :

101, Part III, G.I.D.C. Estate, Sector-28,  
Gandhinagar-382 028, Gujarat. India.

Tel + 91 79 232 14000

Fax + 91 79 232 11951/52/58/60/66/68/71

Email : mktg@kalpatarupower.com

KPTL/13-14/  
January 3, 2014The Deputy General Manager  
The Bombay Stock Exchange Ltd.  
Corporate Relationship Department  
1st Floor, Rotunda Building,  
P.J. Towers Dalal Street, Fort  
MUMBAI - 400 001The Manager - Listing Department  
National Stock Exchange of India Ltd.  
"Exchange Plaza, C - 1, Block "G"  
Bandra-Kurla Complex,  
Bandra (East)  
MUMBAI - 400 051

Scrip Code : 522287

Scrip Code : KALPATPOWER

## Corporate Governance Report for the quarter ended on December 31, 2013 as per Clause 49 of the Listing Agreement

Particulars	Clause of Listing Agreement	Compliance Status	Remarks
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	Yes	Since one of the Independent Director of the Company Resigned from the Board, the Company will comply with the requirement of clause 49 within stipulate timeline.
(B) Non - Executive Director's compensation & disclosures	49 (IB)	Yes	-
(C) Other provisions as to Board and Committees	49 (IC)	Yes	Since one of the Independent Director of the Company Resigned from the Board, the Company will comply with the requirement of clause 49 within stipulate timeline.
(D) Code of Conduct	49 (ID)	Yes	Will be complied while preparing the Annual Report for the year ended 2013-14
<b>II. Audit Committee</b>	49 II		-
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIB)	Yes	-
(C) Powers of Audit Committee	49 (IIC)	Yes	-
(D) Role of Audit Committee	49 (IID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIE)	Yes	-
<b>III. Subsidiary Companies</b>	49 III	Yes	-
<b>IV. Disclosures</b>	49 IV		-
(A) Basis of related party transactions	49 (IVA)	Yes	-
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	-
(C) Board Disclosures	49 (IVC)	Yes	-
(D) Proceeds from public issues, right issues, preferential issues etc.	49 (IVD)	N.A.	-
(E) Remuneration of Directors	49 (IVE)	Yes	Will be complied while preparing the Annual Report for the year ended 2013-14
(F) Management	49 (IVF)	Yes	Will be complied while preparing the Annual Report for the year ended 2013-14
(G) Shareholders	49 (IVG)	Yes	Will be complied while preparing the Annual Report for the year ended 2013-14
<b>V. CEO/CFO Certificate</b>	49 V	Yes	Will be complied while preparing the Annual Report for the year ended 2013-14
<b>VI. Report on Corporate Governance</b>	49 VI	Yes	Will be complied while preparing the Annual Report for the year ended 2013-14
<b>VII. Compliance</b>	49 VII	Yes	Will be complied while preparing the Annual Report for the year ended 2013-14

For Kalpataru Power Transmission Ltd.

Rahul C. Shah  
Company SecretaryPlace : Gandhinagar  
Date : January 3, 2014**ISO 9001 CERTIFIED COMPANY**

Corporate Office : 81, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (E), Mumbai 400 055. India.

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