

**General information about company**

Scrip code	522287
NSE Symbol	KALPATPOWR
MSEI Symbol	NOTLISTED
ISIN	INE220B01022
Name of the entity	KALPATARU POWER TRANSMISSION LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Mofatraj P. Munot	AFHPM3594B	00046905	Executive Director	Chairperson related to Promoter		04-10-1944	NA		27-06-1989				1	0	1	0		
2	Mr	Parag M. Munot	AADPM8911H	00136337	Non-Executive - Non Independent Director	Not Applicable		02-06-1969	NA		30-09-1991				1	0	2	0		
3	Mr	Sajjanraj Mehta	AAEPM6523G	00051497	Non-Executive - Independent Director	Not Applicable		01-05-1951	NA		01-04-2014	01-04-2019		72	1	1	2	2		
4	Mr	Vimal Bhandari	ABJPB8612R	00001318	Non-Executive - Independent Director	Not Applicable		23-08-1958	NA		01-04-2014	01-04-2019		72	4	4	2	1		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Wether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of pos of Chairpersc in Audit/ Stakeholde Committe held in liste entities including this listed entity (Refer Regulation 26(1) of Listing Regulation)
5	Mr	Narayan K. Seshadri	AAVPS2486D	00053563	Non-Executive - Independent Director	Not Applicable		13-04-1957	NA		01-04-2014	01-04-2019		72	5	5	7	3
6	Mr	K. V. Mani	AADPM2170Q	00533148	Non-Executive - Independent Director	Not Applicable		03-09-1943	Yes	30-07-2019	01-04-2014	01-04-2019		72	2	2	2	1
7	Ms	Anjali Seth	AAIPS7378B	05234352	Non-Executive - Independent Director	Not Applicable		25-10-1958	NA		19-05-2017			34	6	6	6	2
8	Mr	Imtiaz Kanga	AADPK6541M	00136272	Non-Executive - Non Independent Director	Not Applicable		30-08-1952	NA		08-03-2016				1	0	0	0

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Wether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
9	Mr	Manish Mohnot	AALPM7291E	01229696	Executive Director	Not Applicable	CEO-MD	15-05-1972	NA		01-11-2006				2	0	2	0
10	Mr	Sanjay Dalmia	AACPD3742N	03469908	Executive Director	Not Applicable		13-01-1963	NA		08-08-2018				1	0	0	0

**Text Block**

Textual Information(1)	<ol style="list-style-type: none"><li>1. Number of memberships in Audit / Stakeholder Committee (s) including this listed entity does not include membership / chairmanship held in Committees in Private Limited Companies.</li><li>2. Ms. Anjali Seth, erstwhile Non-Independent Director of the Company resigned from the Board of Directors of the Company w.e.f. closing business hours of 18th May, 2017 and thereafter, she was appointed as an Independent Director for a period of 3 (three) years w.e.f. 19th May, 2017. Accordingly, in the column "Date of appointment in the current term" date is mentioned as 19-05-2017. Further the column "Tenure of Director (in months)" does not accept decimal figures. Hence Tenure is mentioned as 34 months being completed months in the Tenure.</li><li>3. In case of Independent Directors, the date stated in "Initial Date of Appointment" is the date on which they were appointed as an Independent Director in terms of Section 149 of the Companies Act, 2013.</li><li>4. In case of Director liable to retire by rotation, dates of their re-appointment(s) consequent upon retirement on rotation basis, is not mentioned.</li><li>5. Consequent to FAQ issued by NSE and for the purpose of uniformity, chairpersonship held in Unlisted Public Companies has also been considered in the column No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations).</li><li>6. Mr. Narayan Seshadri's Term as Independent Director in Wabco India Limited ended on 31st March, 2020 and hence the same is not considered in no. of Directorships in Listed entities.</li></ol>
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<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

**Annexure 1 Text Block**

Textual Information(1)	In reference to Nomination and Remuneration Committee and Stakeholder's Relationship Committee, both the Committees were renamed w.e.f. 29th May, 2014 in view of revised requirement of Clause 49 of the Listing Agreement and as per Section 178 of the Companies Act, 2013. Accordingly, 29th May, 2014 has been considered as the date of appointment of Director as a member / chairperson of Nomination and Remuneration Committee and Stakeholder's Relationship Committee.
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<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00051497	Sajjanraj Mehta	Non-Executive - Independent Director	Chairperson	28-06-2001		
2	00046905	Mofatraj P. Munot	Executive Director	Member	28-06-2001		
3	00001318	Vimal Bhandari	Non-Executive - Independent Director	Member	31-10-2003		
4	00053563	Narayan K. Seshadri	Non-Executive - Independent Director	Member	29-07-2009		



<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00001318	Vimal Bhandari	Non-Executive - Independent Director	Chairperson	29-05-2014		
2	00046905	Mofatraj P. Munot	Executive Director	Member	29-05-2014		
3	00051497	Sajjanraj Mehta	Non-Executive - Independent Director	Member	29-05-2014		

<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00533148	K. V. Mani	Non-Executive - Independent Director	Chairperson	29-05-2014		
2	01229696	Manish Mohnot	Executive Director	Member	29-05-2014		
3	00136337	Parag M. Munot	Non-Executive - Non Independent Director	Member	30-05-2015		

<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00053563	Narayan K. Seshadri	Non-Executive - Independent Director	Chairperson	01-02-2019		
2	01229696	Manish Mohnot	Executive Director	Member	01-02-2019		
3	03469908	Sanjay Dalmia	Executive Director	Member	01-02-2019		
4	99999999	Kamal Jain	Member	Member	01-02-2019		
5	99999999	Ram Patodia	Member	Member	01-02-2019		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00051497	Sajjanraj Mehta	Non-Executive - Independent Director	Chairperson	29-05-2014		
2	00046905	Mofatraj P. Munot	Executive Director	Member	29-05-2014		
3	00136337	Parag M. Munot	Non-Executive - Non Independent Director	Member	30-05-2015		
4	01229696	Manish Mohnot	Executive Director	Member	29-05-2014		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	06-11-2019				Yes	9	5
2		10-02-2020	95		Yes	10	5
3		04-03-2020	22		Yes	9	5

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	14-10-2019				Yes	3	2
2	Audit Committee	06-11-2019	22			Yes	4	3
3	Audit Committee	10-02-2020	95			Yes	4	3
4	Audit Committee	04-03-2020	22			Yes	4	3
5	Nomination and remuneration committee	06-11-2019				Yes	3	2
6	Nomination and remuneration committee	10-02-2020	95			Yes	3	2

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Nomination and remuneration committee	04-03-2020	22			Yes	3	2
8	Risk Management Committee	14-10-2019				Yes	3	1
9	Risk Management Committee	04-03-2020	141			Yes	3	1
10	Corporate Social Responsibility Committee	06-11-2019				Yes	4	1
11	Corporate Social Responsibility Committee	10-02-2020	95			Yes	4	1



**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

**Annexure 1**

**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	RAJEEV KUMAR
2	Designation	Company Secretary and Compliance Officer

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### **I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.kalpatarupower.com
2	Terms and conditions of appointment of independent directors	Yes		www.kalpatarupower.com
3	Composition of various committees of board of directors	Yes		www.kalpatarupower.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.kalpatarupower.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.kalpatarupower.com
6	Criteria of making payments to non-executive directors	Yes		www.kalpatarupower.com
7	Policy on dealing with related party transactions	Yes		www.kalpatarupower.com
8	Policy for determining 'material' subsidiaries	Yes		www.kalpatarupower.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.kalpatarupower.com

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.kalpatarupower.com
11	email address for grievance redressal and other relevant details	Yes		www.kalpatarupower.com
12	Financial results	Yes		www.kalpatarupower.com
13	Shareholding pattern	Yes		www.kalpatarupower.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.kalpatarupower.com
16	New name and the old name of the listed entity	Yes		www.kalpatarupower.com
17	Advertisements as per regulation 47 (1)	Yes		www.kalpatarupower.com
18	Credit rating or revision in credit rating obtained	Yes		www.kalpatarupower.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.kalpatarupower.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.kalpatarupower.com
21	Materiality Policy as per Regulation 30	Yes		www.kalpatarupower.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.kalpatarupower.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.kalpatarupower.com

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	



**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	RAJEEV KUMAR
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

**Annexure II**

1	Name of signatory	RAJEEV KUMAR
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	RAJEEV KUMAR
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	12-05-2020