KALPA-TARU®

KALPATARU POWER TRANSMISSION LIMITED

Factory & Registered Office :
Plot No. 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
CIN:L40100GJ1981PLC004281

KPTL/16-17
20th August, 2016

BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street, Fort MUMBAI - 400 001. **Script Code: 522287** Listing: http://listing.bseindia.com	**National Stock Exchange of India Ltd.** 'Exchange Plaza', C-1, Block 'G', Bandra-Kurla Complex Bandra (E) MUMBAI – 400 051. **Script Code : KALPATPOWR** Listing: https://www.connect2nse.com/LISTING/

Sub.: Submission of Annual Report for the Financial Year 2015-16

Respected Sir(s),

In compliance with the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to submit herewith approved Annual Report of the Company for the Financial Year 2015-16 duly adopted in the Annual General Meeting of the members of the Company held on Friday, 12th August, 2016.

Kindly take note of the same on your records and oblige.

Thanking you,

Yours faithfully,
For **KALPATARU POWER TRANSMISSION LIMITED**

Rahul C. Shah

RAHUL SHAH
COMPANY SECRETARY

Encl.: As above

KALPA-TARU®
POWER TRANSMISSION LIMITED

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
Web: www.kalpatarupower.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY-FIFTH ANNUAL GENERAL MEETING ("MEETING") OF THE MEMBERS OF KALPATARU POWER TRANSMISSION LIMITED WILL BE HELD AT 4:30 P.M., ON FRIDAY, THE AUGUST 12, 2016 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, 2016, 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, 2016.
2. To approve the interim dividend of ₹ 1.50 per equity share already paid during the year, for the year ended March 31, 2016.
3. To appoint a Director in place of Ms. Anjali Seth (DIN: 05234352), who retires by rotation and being eligible offers herself 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-imbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS

5. 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 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 thereof, for the time being in force), Mr. Imtiaz I. Kanga (DIN: 00136272), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 8, 2016, 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 and being eligible, has offered himself for appointment and in respect of whom a notice in writing alongwith requisite fee pursuant to Section 160 of the Companies Act, 2013 has been received from a Member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company liable to retire by rotation."
6. 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 Section 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 thereof, for the time being in force) and pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and/or SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 ₹ **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."

7. 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 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, 2017, 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 authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

For **KALPATARU POWER TRANSMISSION LTD.**

Place : Mumbai

Date : May 28, 2016

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 Member.

(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 companies in which they hold Directorships and the Memberships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 6, 2016 to Friday, August 12, 2016 (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 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**, 303, 3rd Floor, Shoppers`s Plaza – 5, Near Government Society, Opp. - Municipal Market, C G Road, Navrangpura, Ahmedabad – 380009. 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 DEMATERIALIZE 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 Member.

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 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 2008-09 upto 2014-15, 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

(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 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 Monday, August 08, 2016 at 9.00 A.M and ends on Thursday, August 11, 2016 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 05, 2016 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.

(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 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:

	For Members holding shares in Demat Form and Physical Form
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	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. * Please enter the DOB or Dividend Bank Details in order to login. If 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 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 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. 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 and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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, under help section or write an email to 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 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 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, 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 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 28, 2016

Rahul Shah
Company Secretary

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 5

At the meeting of Board of Directors of the Company held on March 8, 2016, Mr. Imtiaz I. Kanga (DIN: 00136272) 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. Imtiaz I. Kanga as candidate for the office of Director of the company, liable to retire by rotation.

Mr. Imtiaz I. Kanga is not disqualified from being appointed as Director in terms of section 164 (2) of the Companies Act, 2013.

The brief profile of Mr. Imtiaz I. Kanga, the nature of his expertise, the names of companies in which he holds directorships / memberships of Committees of Board, as required to be given pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Notice.

Mr. Imtiaz I. Kanga is interested in the resolution set out at Item No. 5 of the Notice with regards to his appointment. The relatives of Mr. Imtiaz I. Kanga 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 resolutions.

The Board recommends the resolution at Item No. 5 for your approval.

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 ₹ 300 Crores (Rupees Three 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.

The Board recommends the resolution at Item No. 6 for your approval.

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, 2017, 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, 2017.

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.

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

Place : Mumbai
Date : May 28, 2016

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 of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting

Ms. Anjali Seth (DIN: 05234352) – Non Executive Woman Director

Ms. Anjali Seth (DIN: 05234352) holds bachelor degree in Law and advising and consulting with banks, financial institutions and corporates as a legal consultant. She has a rich and diverse experience of over twenty six years including as a professional lawyer. Ms. Anjali Seth 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. Ms. Anjali Seth was 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. Ms. Anjali Seth also served Standard Chartered Bank as their Legal Head in India.

Set out below is a list of other companies in which Ms. Anjali Seth is a Director and Chairman / Member of Board Committees of other public limited companies:

No.	List of other directorship	Chairmanship / Membership of Committees of the Board of other companies
1	Adlabs Entertainment Limited	Audit Committee – Member Stakeholder's Relationship Committee – Member Corporate Governance Committee – Member
2	JMC Projects (India) Limited	-
3	Caprihans (India) Limited	Stakeholder's Relationship Committee – Member
4	Walkwater Properties Private Limited	-
5	ADF Foods Limited	-
6	Kalpataru Limited	-

Shareholding in the Company: NIL

Mr. Imtiaz Kanga (DIN: 00136272) – Non Executive Promoter Director

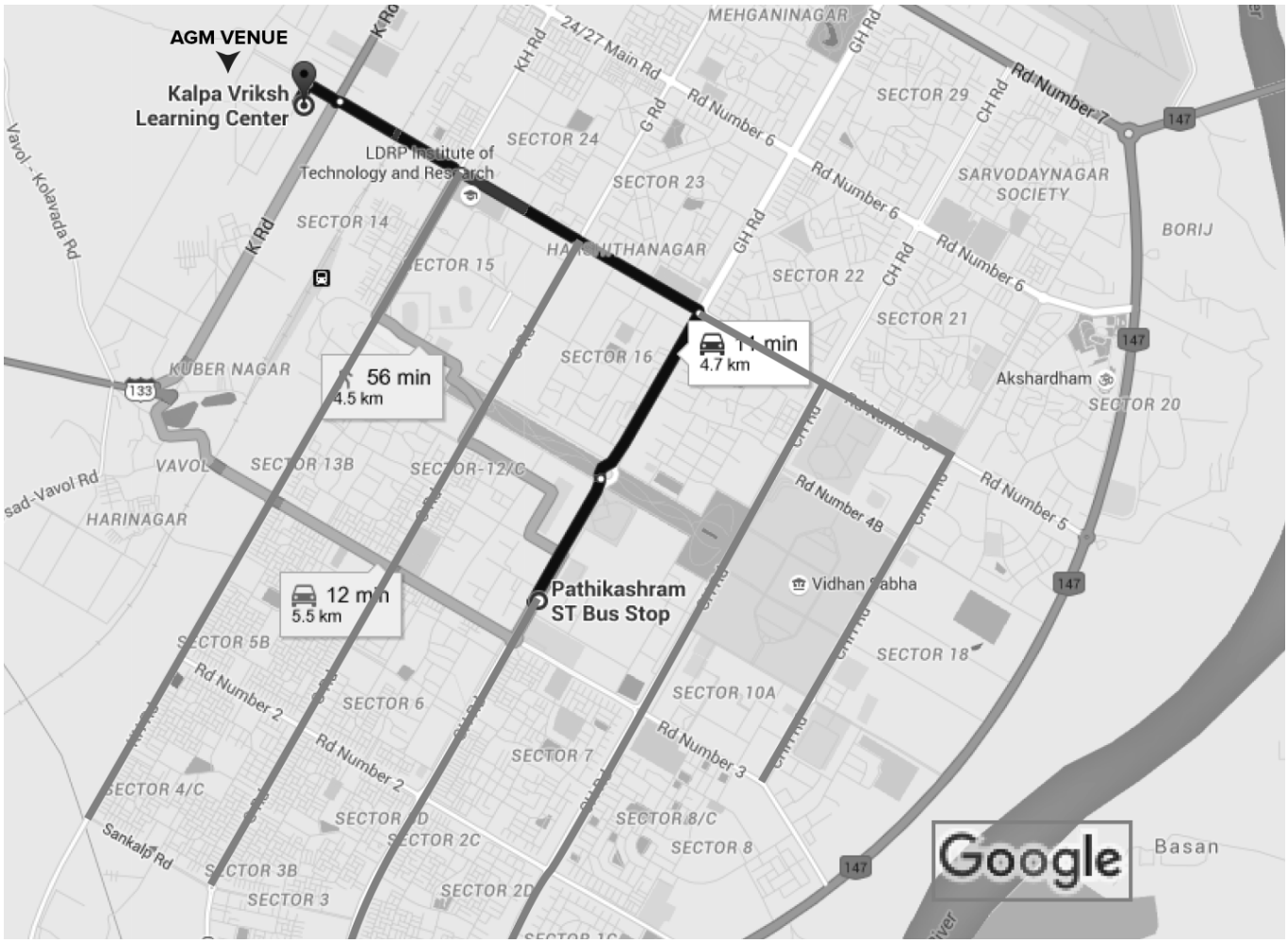
Mr. Imtiaz Kanga (DIN: 00136272) is a Chartered Accountant by profession. He has a rich experience of over 35 years in various industries. In past, he was also a Director on the Board of the Company. Currently, he serves on the Board of various Kalpataru Group Companies.

Set out below is a list of other companies in which Mr. Imtiaz Kanga is a Director and Chairman / Member of Board Committees of other public limited companies:

No.	List of other directorship	Chairmanship / Membership of Committees of the Board of other companies
1	Kalpataru Limited	(i) Nomination and Remuneration Committee-Member (ii) Executive Committee – Member (iii) Shareholders' / Investor Grievance Committee - Member
2	Energy Link (India) Limited	-
3	Kalpataru Construction (Poona) Private Limited	-
4	Kalpataru Properties (Thane) Private Limited	(i) CSR Committee - Member
5	Kalpataru Retail Ventures Private Limited	(i) Audit Committee Meeting-Chairman (ii) Nomination and Remuneration Committee-Chairman (iii) CSR Committee - Chairman
6	Shouri Properties Private Limited	-
7	Ardour Properties Private Limited	-
8	Kalpataru Properties Private Limited	-
9	Ardour Builders Private Limited	-
10	Bhramar Investment & Trading Company Private Limited	-
11	K.C. Holdings Private Limited	-
12	Kalpataru Constructions Private Limited	-
13	Kalpataru Holdings Private Limited	-
14	Marck stationary Manufacturing Private Limited	-
15	Padmanagar Constructions Private Limited	-
16	Kalpataru Plaza Private Limited	-
17	Eversmile Properties Private Limited	-
18	Susme Builders Private Limited	-

Shareholding in the Company: 3,00,000 equity shares

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

KALPA-TARU®
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

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 Fifth Annual General Meeting** of the Company being held on **Friday, August 12, 2016 at 4:30 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.

ELECTRONIC / E-VOTING PARTICULARS		
EVEN - Electronic Voting Event No.	**User ID**	**Password**
160712022		

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.

FORM NO. MGT-11

PROXY FORM

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

KALPA-TARU®
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:**	
DPID & 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.	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 **35th Annual General Meeting** of the Company, to be held on **Friday, August 12, 2016 at 4:30 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, 2016, the Reports of the Board of Directors and Auditors thereon		
	b) the Audited Consolidated Financial Statements for the financial year ended March 31, 2016		
2.	To approve the interim dividend of ₹ 1.50 per equity share already paid during the year, for the year ended March 31, 2016		
3.	Re-appointment of Ms. Anjali Seth as Director, who retires by rotation and being eligible offers herself for reappointment		
4.	Ratification of appointment of Statutory Auditors		
5.	Appointment of Mr. Imtiaz Kanga as a Director of the Company		
6.	Issue and allot Secured / Unsecured redeemable Non-Convertible Debentures upto ₹ 300 Crores		
7.	Ratifying remuneration of Cost Auditor for the FY 2016-17		

Signed this _____ day of _____ 2016

Affix revenue stamp

_____ **Signature of Proxy holder**

_____ **Signature of Member**

Notes:

1. 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.

KALPA-TARU®
POWER TRANSMISSION LIMITED

MAKING GROWTH SUSTAINABLE

ANNUAL REPORT
2015-16

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Cautionary Statement Regarding Forward-Looking Statement

This Report may contain certain forward-looking statements relating to the future business, development and economic performance. Such Statements may be subject to a number of risks, uncertainties and other important factors, such as but not limited to (1) competitive pressure; (2) legislative and regulatory developments; (3) global, macro-economic and political trends; (4) fluctuations in currency exchange rates and general market conditions; (5) delay or inability in obtaining approving from authorities; (6) technical developments; (7) litigations; (8) adverse publicity and news coverage, which could cause actual developments and results to differ materially from the statements made in this presentation. Kalpataru Power Transmission Limited assumes no obligation to update or alter forward-looking statements whether as a result of new information, future events or otherwise.

Making Growth Sustainable

At KPTL, we continue to make growth sustainable preferring return ratios over revenue ratios.

To grow is the basic tenet of any business. To sustain growth over a longer period of time is the true measure of a mature business.

As a multi-discipline multi-nation infrastructure development conglomerate, at KPTL we remain steadfast in enriching the quality of our growth in order to make it sustainable. Marching forward on our defined business path exposes us to many a nuances of the external environment, some favorable and some testing ones. We choose to temporarily calibrate our approach towards what appears best suited for a particular phase of journey. Yet, from the longer-term perspective, we stay focused on quality and sustainable growth.

While domestic power sector went through very testing times in the last couple of years, we calibrated our approach with increased thrust on international markets. This shift served us very well in not only sustaining growth on immediate basis but also clawing deeper out overseas credentials. With the growth momentum accelerating in our domestic markets, we have recalibrated our efforts and attention with adequate allocations to domestic opportunities.

In the dynamically evolving global world order, one needs to set and achieve priorities in an equally dynamic manner. At KPTL, it is better done one priority at a time. The capability-building program, though, remains in continuum. Diversity, a well-conceived and hard earned virtue of ours continues to yield dual advantages – launch pad in good times and shock absorber in not so good times.

With right prioritization, continued capability building and our quintessential diversity, at KPTL we continue to make growth sustainable.

FINANCIAL HIGHLIGHTS

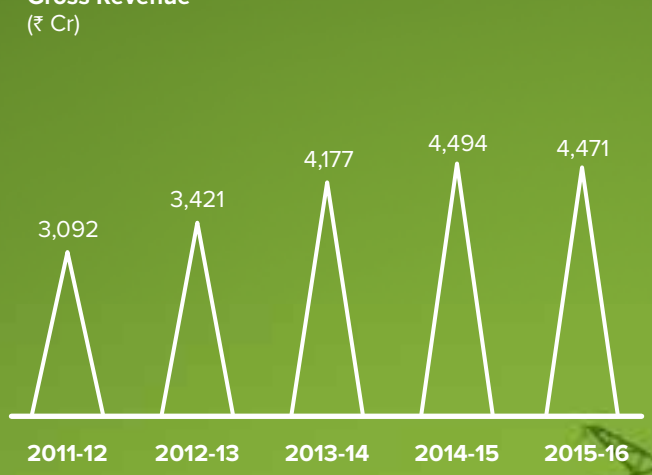
Standalone	2011-12	2012-13	2013-14	2014-15	2015-16	2015-16
	₹ in Cr.					USD in Mn
Production in MTs	* 127,331	* 151,772	*177,583	*151,480	*144,887	*144,887
Gross Revenue	3,092.2	3,421.4	4,176.8	4,493.8	4,471.4	674.1
Sales Growth (%)	5.2	10.6	22.1	7.6	-0.5	-0.5
International Revenue	1,002.6	1,293.7	1,838.5	2,395.8	2,390.2	360.3
Total Expenditure	2,763.0	3,099.3	3,790.6	4,067.0	4,004.5	603.8
Operating Profit (PBDIT & other income)	329.2	322.1	386.2	426.8	466.9	70.3
Other Income	51.2	47.7	48.4	52.2	50.8	7.7
Interest	108.2	122.0	146.0	140.9	127.5	19.2
Profit before depreciation & tax (PBDT)	272.2	247.8	288.6	338.1	390.2	58.8
Depreciation	48.1	52.3	69.5	85.2	83.7	12.6
Profit before Tax	224.1	195.5	219.1	252.9	306.5	46.2
Provision for Taxation (Incl. FBT & Deferred Tax)	59.2	57.9	72.7	87.3	107.0	16.1
Profit after Tax (PAT)	164.9	137.6	146.4	165.6	199.5	30.1
Equity Share Capital	30.7	30.7	30.7	30.7	30.7	4.6
Net Worth	1,742.6	1,846.0	1,953.9	2,070.5	2,258.3	340.4
Long Term Borrowing (including current maturities)	235.6	211.4	154.0	355.1	311.7	47.0
Short Term Borrowings	236.6	379.7	631.0	616.3	287.0	43.3
Total Borrowings (including current maturities)	472.1	591.1	785.0	971.4	598.7	90.3
Debt Equity Ratio (Total)	0.28:1	0.32:1	0.40:1	0.47:1	0.27:1	0.27:1
Book Value Per Equity Share (₹/$)	113.6	120.3	127.3	134.9	147.2	2.2
Earning per Equity Share (₹/$)	10.7	9.0	9.5	10.8	13.0	0.2
Operating Profit (%)	10.6	9.4	9.2	9.5	10.4	10.4
Profit before Tax (%)	7.1	5.7	5.2	5.6	6.8	6.8
Profit after Tax (%)	5.3	4.0	3.5	3.6	4.4	4.4
Order Book at year end	6,100	6,800	6,500	5,150	8,300	1,251
Consolidated						
Gross Revenue	5,367.5	6,171.0	7,211.8	7,269.7	7,487.2	1,128.7
Profit After Tax (PAT)	188.7	129.5	122.2	120.4	117.5	17.7
Earning per Equity Share (₹)	12.3	8.4	8.0	7.8	7.6	0.1
Consolidated Order Book at year end	11,700	12,400	11,600	10,800	14,500	2,186

*The quantity includes production, on jobwork basis and purchased from/got processed from third parties.

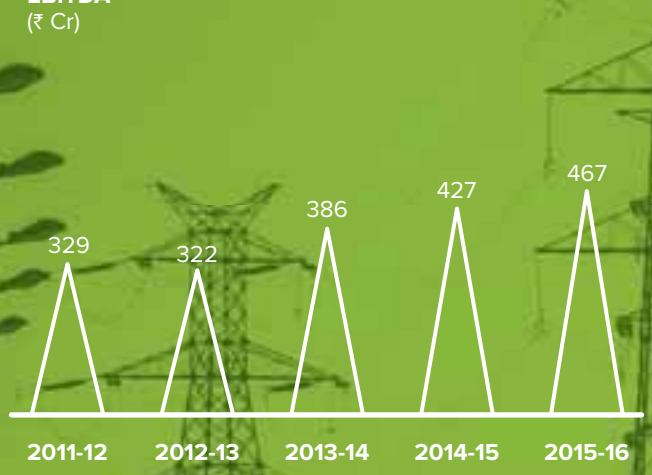
1 USD = ₹ 66.3329

Standalone

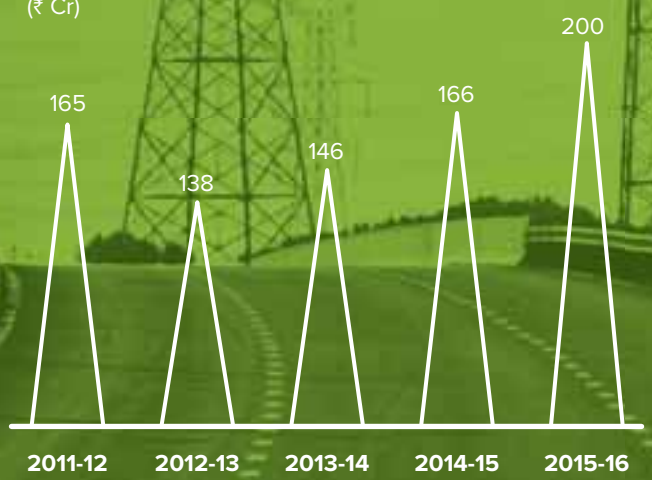
Gross Revenue
(₹ Cr)



EBITDA
(₹ Cr)

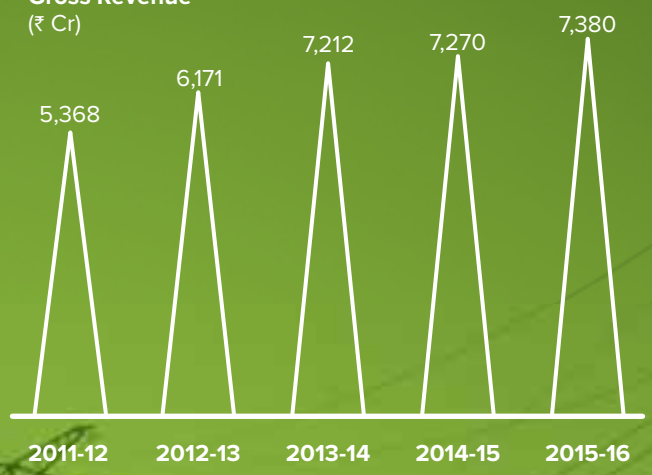


PAT
(₹ Cr)

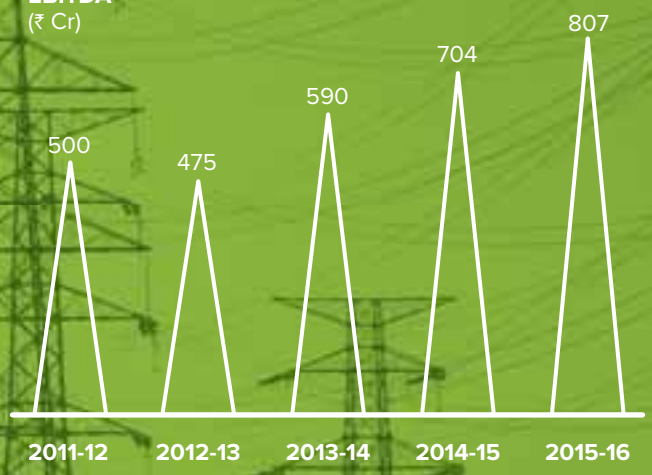


Consolidated

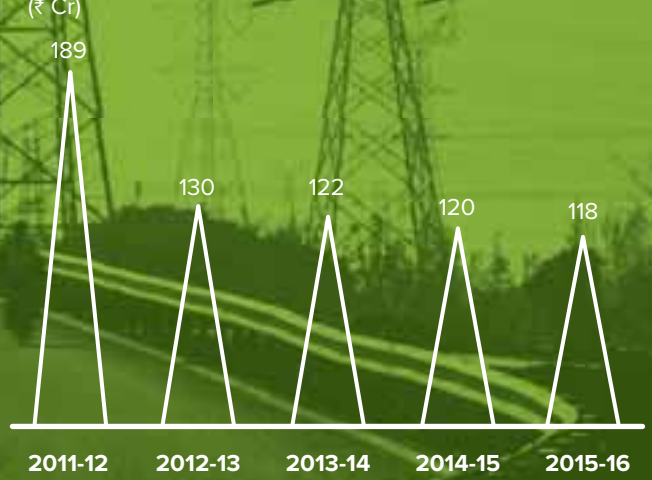
Gross Revenue
(₹ Cr)



EBITDA
(₹ Cr)



PAT
(₹ Cr)



Chairman's Message

We continue to scout for new business avenues, though only under our existing diversified umbrella. Our quest for geographic expansion yielded rich results with successful foray into Malavi, Afghanistan, Botswana & Mauritania.

Dear Shareholders,

It gives me immense pleasure to connect with you through this 35th Annual Report of our Company. The Indian economy has shown signs of resilience amidst global slowdown. Despite twin consecutive monsoon deficits, the Government has rightfully increased its focus towards rural economy as well the infrastructure projects. The Union Budget 2016 increased its capital expenditure allocations by 3.9% to ₹ 2,470.2 billion, which shall trigger new infrastructure projects. The Government's Discom rescue scheme UDAY (Ujwal Discom Assurance Yojna) aims to address perennial issues clogging the power sector for long. It can empower the Discoms to break-even in next 2-3 years. The Government needs to intensify impending structural reforms in order to enhance the ease of doing business in India. Forecast of a good monsoon coupled with sustained foreign investments can add the necessary fillip to country's socio-economic development.

Despite beginning FY16 with moderate order book, we stayed focused on enhancing our profitability and achieved it through further strengthening of our cost leadership and speedy execution prowess. During the year, our standalone revenue declined by 1% at ₹ 4,364.6 Cr. and consolidated revenue grew by 3% at ₹ 7,380.4 Cr. Our EBIDTA during the year was ₹ 467 Cr. and we have managed to improve our EBITDA margin to 10.8% in FY16 from 9.8% in FY15, attributable largely to operational efficiencies. As compared to FY15, our PAT grew by 20% at ₹ 199.5 Cr. in FY16. During the year, we have received orders worth ₹ 7,450 Cr. in KPTL.

We have always believed in continuous small and meaningful changes yielding long-term results. We have undertaken various transformational initiatives the initial results of which get reflected in our FY16 performance.

Business Approach

- Long term approach on sustainability with a clear focus, viz. Capex in manufacturing capacities, international assets, etc.
- Focus on large-sized margin-accretive orders adding sustainably to our bottom-line
- Successfully forayed into new geographies: Malavi, Afghanistan, Botswana & Mauritania

Enhancing Efficiencies

- Modernization of Gandhinagar plant has led to savings in conversion cost
- Enhanced capacity of our Raipur plant to rationalize & optimize the cost of production
- Processes and systems further strengthened through strict adherence to SAP & SOP (Standard Operation Processes)

HR Initiatives

- Accelerated our team building efforts by adding talent across key leadership roles in T&D segment
- Re-aligned existing roles and functions for gainfully deploying our human capital
- Proud to be a 'Great Place to Work' enterprise with an effective 360 degree feedback
- Leadership development programmes, trainings etc. stemmed to lift talent pool morale

New Projects Snapshot

- Increased width of PQ's in substation business & Railway electrification with expansion into new geographies
- Significant growth in T&D domestic orders with PGCIL & SEBs
- Significant increase in order book of railways & pipeline division
- Won third transmission line BOOM project from REC through tariff based competitive bidding process

In our subsidiary JMC Projects, we are speeding up execution of legacy projects while scouting for new margin-accretive projects. All four BOOT projects are operational on full toll basis. During FY16, its sales grew by 3% to ₹ 2,483.7 Cr. The operating profit improved by 15.1% at ₹ 265.7 Cr. in FY16 over FY15. The net profit grew by 37% to ₹ 41 Cr. in FY16 as compared to last year. At the end of FY16, JMC Projects standalone order book stood at ₹ 6,200 Cr.

Going ahead, we expect sizable orders from Power Grid Corporation of India Limited (PGCIL) & SEBs for our domestic transmission business. On the international front we have lot of opportunities in African & CIS market with huge order in pipeline. We continue to maintain our focus on Quality Assurance & Safety Standards.

The Government plans to invest ₹ 8.56 trillion between FY16 and FY20 on revamping Indian Railways through improved infrastructure, communication and passenger safety. India's gas production is expected to touch 90 Billion Cubic Metres (BCM) in 2040 from 35 BCM in 2013, signifying tremendous opportunity in laying new pipeline projects. There lies a huge scope of development of various infrastructural projects in India. We continue to bid and win projects which enhance our operational efficiency and leverage our execution skills.

I take this opportunity to express my gratitude to all the stakeholders for their unwavering belief in Kalpataru Power Transmission Limited and also extend my gratitude to our 'human capital' for their passion, dedication and valuable contribution.

Mofatraj P. Munot
Chairman

BOARD OF DIRECTORS

Mr. Mofatraj P. Munot
Chairman

He is the promoter and chairman of Kalpataru Power Transmission Ltd. He also serves as the Chairman of Kalpataru Ltd., the flagship real estate arm of the Group. He 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.

Mr. Parag Munot
Promoter Director

He is the Managing Director of Kalpataru Ltd., the flagship real estate arm of the Group. He is responsible for Group's Real Estate and Property Development business. At Group level, he provides strategic support and drives new business initiatives. He holds a degree in Bachelor of Commerce and is a M.B.A. from the Carnegie Mellon University, USA.

Mr. Sajjanraj Mehta
Independent Director

He is a renowned senior professional and expert in the field of Accounting, Tax and Corporate law. He has over 40 years of experience and serves as consultant in the field of Foreign Exchange, Taxation and Corporate laws to well-known companies.

He is a Chartered Accountant by profession and has an independent consultancy firm.

Mr. Vimal Bhandari
Independent Director

He has over 28 years of experience in financial services industry. He is currently serving as the Managing Director and Chief Executive Officer of Indostar Capital Finance Ltd., prior to which he was the Country Head of AEGON N.V. He has also served as an Executive Director of IL&FS Ltd. for a period of 12 years and is also on the Board of many prominent Indian companies.

He is a Commerce Graduate from Mumbai University and a Chartered Accountant by qualification. He attended Advanced Management Programs at the International Institute of Management, Lausanne, Switzerland, as a part of his continuing professional education.

Mr. Narayan K. Seshadri
Independent Director

He has over 28 years of consulting experience in the field of finance, accounts, tax and business strategy.

He was KPMG India's Managing Partner heading Business Advisory practice. He is the founder of Tranzmute Capital & Management Pvt. Ltd., established with objective of providing new ideas, management and capital to first generation entrepreneurs and family businesses. He is also on the Board of many prominent Indian companies.

He is a Science Graduate and a Chartered Accountant.

Mr. Mahendra G. Punatar
Independent Director

He is an industry veteran with a career spanning over 53 years in transmission line business. He has been instrumental in the growth of KPTL in its initial years from 1986 to 2001 having served as the Managing Director. From 2001 till 2009 he has served as a Vice Chairman (Executive and Non Executive) of KPTL.

He is also an Independent Director of JMC Projects (India) Ltd. since January, 2006. He holds Masters in Structural Engineering from University of Michigan, U.S.A.

Mr. K. V. Mani, Director
Independent Director

He is a seasoned professional in Transmission & Distribution business with more than four decades of unparallel experience in Construction, Project Management and Overseas Marketing. He has been associated with the Company for over a decade and has served as the Managing Director from 2001 to 2009.

Since June 2009, he has served the Company as a Non-Executive Director and from January 2014 he has been serving as an Independent Director.

He holds a degree in Engineering and is a MBA from IMD, Switzerland.

Ms. Anjali Seth
Director

She has a rich and diverse experience of over 26 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 employees relations, corporate governance, real estate negotiation, legal matters, statutory issues, litigations etc. She has associated in various positions includes 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 advising and consulting with banks, financial institutions and corporates as a legal consultant.

Mr. Manish Mohnot
Managing Director

He has more than two decades of experience in areas related to power, oil & gas, infrastructure, consulting, banking and business development. He has also been associated with reputed multinational banks and consulting firms.

He serves on the Board of various subsidiaries of the Company, namely JMC Projects (India) Ltd. and Shree Shubham Logistics Ltd.

He is a qualified Chartered Accountant and a Cost Accountant. He has also done an advanced management program from Harvard University, U.S.A.

Mr. Imtiaz Kanga
Additional Director (w.e.f. March 8, 2016)

He has a rich experience of over 35 years in various industries. In past, he was also a Director on the Board of the Company. Currently, he serves on the Board of various Kalpataru Group Companies.

He is a Chartered Accountant by profession.

Executive Management Team

Mr. Kamal K. Jain
Director (Finance) & CFO

Mr. Dinesh B. Patel
Director (Operations)

Mr. Sanjay Dalmia
Director (International Business)

Mr. Gyan Prakash
President & CEO (Infrastructure Projects)

Mr. Subhasish Mukherjee
President (International Business)

Mr. M A Baraiya
President (HR & Admin)

Mr. Rajeev Dalela
President (TLD & SAARC)

Mr. Prasun Kumar Dutta
Sr. Vice President (Substation Division)

Mr. Anil Kumar
Sr. Vice President (Railways)

We chose to stay focused on improving our profitability margins while executing the carried forward projects and stay selective in picking up new orders that are margin-accretive.

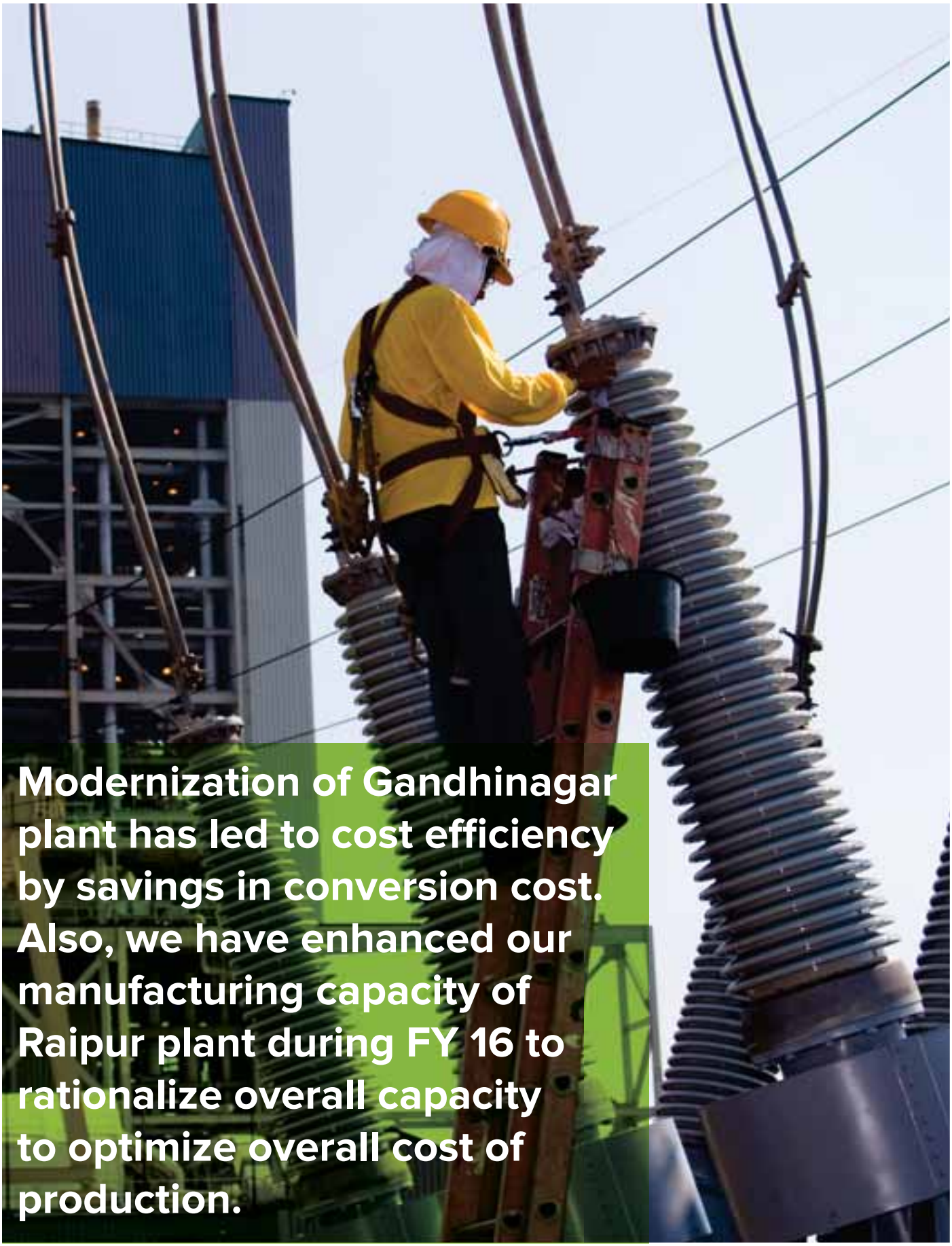
SUSTAINING GROWTH THROUGH PRIORITIZATION

We entered FY16 with a moderate order book, an effect of subdued demand as well as liquidity environment of the preceding year across our global operating geographies including India. We chose to stay focused on improving our profitability margins while executing the carried forward projects and stay selective in picking up new orders that are margin-accretive.

During the year, we have focused our energies on enhancing our business fundamentals and operational efficiencies. We have initiated certain organizational transformation, productivity management and cost control initiatives which has resulted in structural operational margins. Cost leadership plans have translated in conversion cost savings at our plants. We foresee cost control as a continuous process and see tremendous cost saving opportunities based on nature of order as labor-oriented or material ones.

Having over 3 decades of diversified global expertise under our belt, KPTL is now eyeing to augment its growth sustainable plan by getting its priorities right. At home turf, we are focusing on large size orders in T&D business where we can add scale and harness our proficiency of bringing economies of scale to the project. We are actively scouting and bidding for projects which are margin accretive towards KPTL's bottom-line. For our International T&D projects, we have chosen adequately funded projects. In our pipeline business, we are working with a precision of selecting the right clientele that would add meaningful contribution to our profit.

Overall, we have our business strategies in place by getting our priorities right with adept and prompt focus on receivables.



Modernization of Gandhinagar plant has led to cost efficiency by savings in conversion cost. Also, we have enhanced our manufacturing capacity of Raipur plant during FY 16 to rationalize overall capacity to optimize overall cost of production.

SUSTAINING GROWTH THROUGH STRENGTHENED CAPABILITIES

We are on an appropriate path leveraging our right capacities for making growth sustainable.

Over the years, KPTL's global diversity has enriched and evolved its project planning, design, sourcing and execution skills. Modernization of Gandhinagar plant has led to cost efficiency by savings in conversion cost. Also, we have enhanced capacity of our Raipur plant to rationalize overall manufacturing capacity of the Company for optimizing overall cost of production. Our strengths lie in design and engineering, procurement, fabrication, erection, installation & construction, testing and commissioning, post commissioning operation and maintenance. We leverage our contemporary system to provide design solutions in accordance with global standards and local needs. We have developed deep understanding of local working conditions including topographical conditions, geo-political environment, local laws and skilled labor availability. We leverage our in-house developed repository of the finest global practices and develop unique solutions suiting local environment and work conditions. This has further strengthened our global project execution credentials. Also, our various successful BOOT projects across T&D and Road segments highlight our efficient project-management prowess.

Our design experts are members of committee formed by CBIP (Central Board of Irrigation and Power) to revise "Manual on Transmission Lines (Publication No. 323)", which is used for design of transmission line towers. Our Quality System is certified for internationally recognized standard like ISO and our plants are CE Certified for supply within European Economic Area (EEA). We are capable of Designing, Manufacturing and Construction of transmission line towers complying to international quality standards such as EN (Europe), ASTM/AM (America), GOST (Ukraine), CSA (Canada) and ASNZ (Australia and New Zealand). We have also won accolades from our clientele at both domestic and international front for execution of a well-planned strategy and deftly laid out business processes.

We have achieved zero accident across Power Grid Corporation of India Ltd. (PGCIL) orders signifying our strict focus on Quality Assurance and Safety.

We leverage modern technology such as Aerial survey and LIDAR for our complex operations. KPTL's fabrication plants are equipped with novel CNC punching/drilling machines and galvanized bath, well fitted to cater diverse client needs.

We are on an appropriate path leveraging our right capacities for making growth sustainable.

Awards

KPTL's project Satpura–Ashta Transmission Line undertaken for M.P. Power Transmission Co. Ltd. awarded **8th INDIA POWER AWARDS 2015** for its valued contribution to Energy Sector

KPTL won various awards from PGCIL for its excellence.

- "Best Transmission Line EPC Player in the country"
- "Best safety norms on PGCIL Projects (Zero Fatal accidents)"
- Runners up award namely "Maximum volume of work in 2015-16 on PGCIL Projects"

SUSTAINING GROWTH THROUGH DIVERSITY

KPTL has successfully established its presence into diversified business comprising of T&D segment, Cross Country Pipeline, Oil & Gas field Surface Facilities, Civil Infrastructure Projects, Power Generation (biomass) as well as Railway projects. We have forayed into high potential post-harvest value chain for agri-commodities through our subsidiary Shree Shubham Logistics. Keeping in mind global infrastructure needs and developmental activities, we are set to take advantage of our well-structured diversified business experience.

Our strategy to expand our presence in global arena has further fortified our diverse business portfolio. We have our footprints at over 40 countries across Africa, Middle East, CIS, SAARC, South East Asia, U.S.A, Canada and Europe. Also during the year, we have successfully ventured into new geographies like Malavi, Afghanistan, Botswana & Mauritania.

At the home turf, we have expanded our transmission line BOOT portfolio while nurturing our existing assets. Our PPP road BOOT projects are set for long term assets creation essential for a balanced revenue model. Also, we have substantial L1 orders in hand to augment our business revenue. We are constantly looking out for new avenues which would further bring business growth backed by sustainability.

Keeping in mind global infrastructure needs and developmental activities, we are set to take advantage of our well-structured diversified business experience.

At KPTL, we are a leading global EPC player with diversified interests in power transmission & distribution (T&D), oil & gas pipeline, railways, infrastructure development, civil contracting and agri-commodity (post-harvest) logistics.

Our global footprints span India, Africa, Middle East, SAARC, North America, CIS region and Far East. We are currently executing turnkey projects in 21 countries. During the year 2015-16, we have secured projects worth ₹ 7,450 Cr.

Business Segment

KPTL	**Power Transmission & Distribution**	**Railways**	**Oil & Gas Pipeline**
	Design & Engineering	New Track laying	Oil & Gas pipeline
	Manufacturing	Track Renewal	Gas gathering station
	Tower Testing	Overhead Electrification	Process Plants
	Construction	Signaling & Telecommunication	Refineries
	O&M	Gauge Conversion	Sub-marine Plants
		Bridges	Off-shore well-head Platforms
JMC Projects (67%)	**Factories and Buildings**	**Infrastructure**	
	Residential	Roads	
	Commercial	Metros	
	Industrial	Water	
	Education	Power Plants (BOP)	
	Healthcare	Railways	
	Hospitality		
Shree Shubham Logistics (73%)	**Post-harvest value chain for agri-commodities**		
	Ware housing	Funding Facilitation	
	Procurement	Funding	
	Primary Processing	Testing & Certification	
		Pest Management	

Power T&D

- Among the top global EPC player in power transmission lines
- Offers integrated solutions from designing-to-stringing of upto 1,200 kv towers
- Footprints across 40 countries

Asset Portfolio

Portfolio of three transmission line BOOT/BOOM projects

Projects	Project Scope	SPV Ownership
Jhajjar KT Transco Pvt Ltd - JV Company	400 kv/200 kv transmission line of 100 kms in Haryana	KPTL & its associate Companies: 51%
Kalpataru Satpura Transco Pvt Ltd	400 kv Satpura – Ashta DCDS transmission line of 240 kms in MP	KPTL: 100%
Alipurduar Transmission Ltd	400 KV transmission line project to be constructed in West Bengal and Bihar	KPTL: 100%

Oil & Gas Pipelines

- Delivered more than 3,200 km of pipelines across India
- Develop oil pumping stations & terminals, central gas gathering stations, sub-marine pipelines & offshore well-head platforms
- Clientele includes energy majors GAIL, IOCL, HPCL, BPCL, Cairn India, Reliance Industries, etc.

Railways

- Undertake tracklaying, signaling & telecommunication, and overhead electrifications works in India and overseas
- Leverage KPTL's electrification prowess and JMC's civil construction expertise

Construction (under subsidiary company, JMC Projects)

- A leading civil contracting company in India
- Execute civil & structural works for factories, buildings, roads and highways, metro stations, etc. across the country and focusing on international market
- Strong workforce of over 3,000 professionals

Asset Portfolio (Road BOOT Projects)

Projects	Projects Scope	SPV Ownership
Kurukshetra Expressway Pvt Ltd - JV Company	Four-laning of the 84-km stretch of National Highway 71 from Rohtak to Bawal	JMC Projects & its associate Company: 51%
BrijBhoomi Expressway Pvt Ltd	Two-laning of the 79-km stretch of National Highway 93 from Agra to Aligarh	JMC Projects: 100%
Wainganga Expressway Pvt Ltd	Four-laning of the 45-km stretch between Nagpur and Wainganga on National Highway 6	JMC Projects: 100%
Vindhyachal Expressway Pvt Ltd	Four-laning of the 89-km stretch from Rewa bypass to Hanumana border(MP/UP) on National Highway 7	JMC Projects: 100%

Bio Mass Energy

Projects	Location in Rajasthan	Capacity
Padampur Plant	Ganganagar Dist.	7.8 MW
Uniara Plant	Tonk District	8 MW

Development Projects

Projects	SPV Name	Ownership	Completion target
Thane IT Park	Amber Real Estate Ltd	100%	Completed
Indore Complex	Saicharan Properties Ltd	100%	FY19

Shree Shubam Logistics

- Operates through Integrated business model focusing on the midstream agri-commodity value chain
- Wide network of ware houses across Rajasthan, Gujarat, Madhya Pradesh and Maharashtra
- Also undertake activities such as procurement, collateral management and funding facilitation besides primary processing

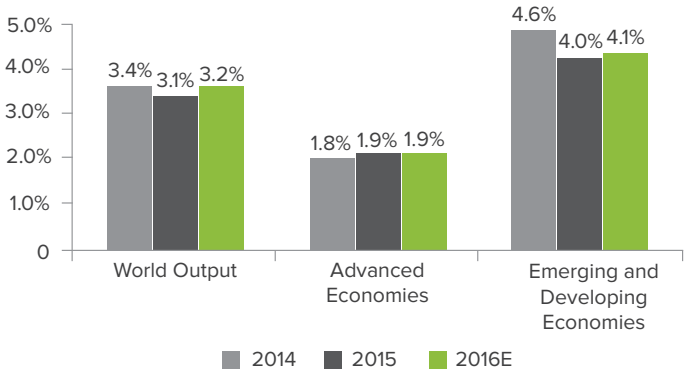
Under railway division, KPTL undertakes track laying, signaling & telecommunication, and overhead electrifications works in India and overseas. Kalpataru group tactfully leverages KPTL's electrification prowess and JMC's civil construction expertise.

Management Discussion and Analysis

ECONOMIC REVIEW

As per International Monetary Fund's (IMF) World Economic Outlook report, the global economy grew by 3.1% in 2015. The global economy growth remained muted in 2015 where advanced economies showed mix signs of revival and the emerging economies witnessed a slowdown. Oil and commodities prices remained subdued due to slowdown in emerging economies. The U.S. outperformed the developed economies in 2015 with 2.4% growth. The U.S. Federal Reserve increased rates by 25 bps signaling the end of a monetary policy easing and reinstating economy's growth confidence. IMF predicts emerging economies would be improving at a modest growth rate of 4.1% in 2016, pegging the global economic growth at 3.2%.

Exhibit 1: Global GDP Growth



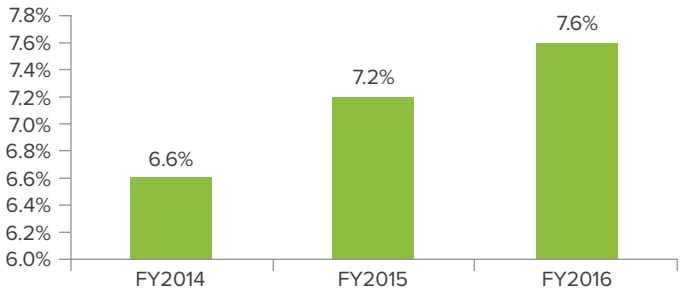
Source: IMF's World Economic Outlook Update, April 2016

India economy overview

Amidst the global slowdown, the Indian economic growth has been resilient. The fall in global commodity prices majorly crude has helped India to move steadily on its recovery trajectory. With significant reduction in crude oil prices the government has not only saved on the subsidy expenditure but has also milked the opportunity by increasing excise duty on petrol & diesel. This has enabled the government to achieve its fiscal deficit target of 3.9%. The inflation has also remained under check where the Wholesale Price Inflation (WPI) remained in the negative territory for the complete year FY16.

As per the Central Statistics Office (CSO) estimates, the Indian economy is expected to grow at 7.6% in FY16. Softening Consumer Price index-based (CPI-based) inflation at 5.18% in February, 2016 indulged The Reserve Bank of India (RBI) cut its repo rate by 75bps in FY16 to a five year low of 6.50%. During FY16, the Indian Rupee (INR) depreciated 6.4% at ₹ 66.30 against USD due to U.S. Fed hike, devaluation of Chinese Yuan and slowdown in global economy. But as compared to world currencies the INR has shown resilience.

Exhibit 2: India's GDP



Source: Central Statistics Office (CSO), Government of India

India's exports fell 15.9% to USD 261.1 billion mainly due to real rupee strength, declining commodity receipts and weak global demand in FY16 while imports contracted by 15.3% to USD 379.6 billion. The trade deficit for FY16 was USD 118.5 billion. As per RBI estimates, India's merchandise exports and imports are expected to grow 1.7% and 4.4%, respectively, in FY17. Manufacturing booster 'Make in India' and the new Foreign Trade Policy (FTP) 2015-2020 initiative aims exports of goods and services to USD 900 billion by FY20.

To further strengthen the economic recovery the central government has increased its focus towards the infrastructure sector as well as the rural economy. The budget allocated capital expenditure was increased by 3.9% at ₹ 2,470.2 billion focusing on many new infrastructure projects.

SECTOR OVERVIEW

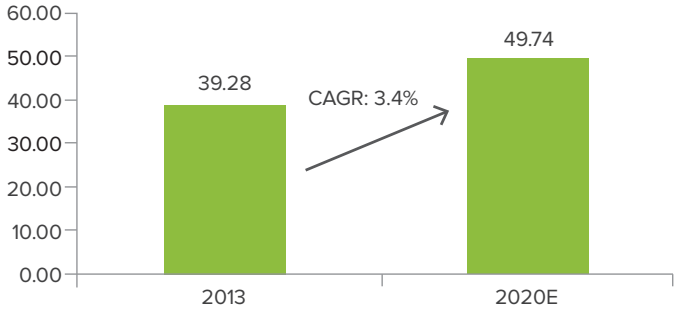
Transmission and Distribution

The investment in the Transmission and Distribution industry globally are focused towards construction of new transmission lines, new systems to support heavy industrial facilities, modernization and expansion of antiquated infrastructure and the need to reroute lines from closed plants to population centers. Transmission expansion in developing economies is mainly driven by accessibility to electricity to growing populations.

Independent transmission companies and merchant transmission developers are stepping in to provide the necessary stimulus. New sources for finance such as infrastructure funds and pension funds are beginning to target the electricity transmission sector. International funding and development institutions are widening their scopes to include transmission proposals.

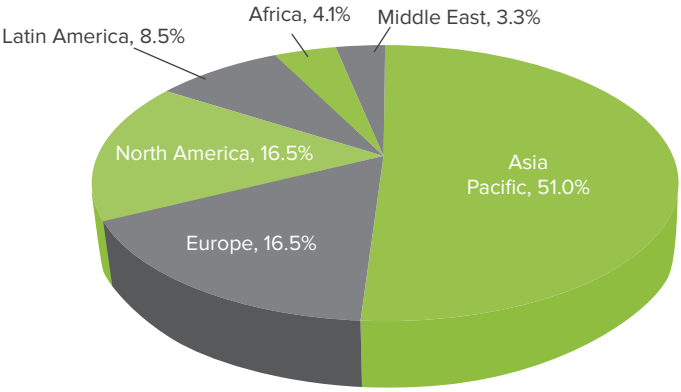
Developing economies of Asia, Africa, Middle East and Latin America are expected to drive the growth in the power sector. Investment estimates of over USD 1,070 billion are anticipated to materialize this global growth. With 1,658 GW planned or expected to be added to the generation capacity another 1.04 million km of transmission lines are expected to be built up by 2020.

Exhibit 3: Global transmission line length (over 100 KV, in lac km)



Source: Global Electricity. Transmission - Report 2014-2020

Exhibit 4: Region-wise Global Transmission Line Split by 2020



Source: Global Electricity. Transmission - Report 2014-2020

India

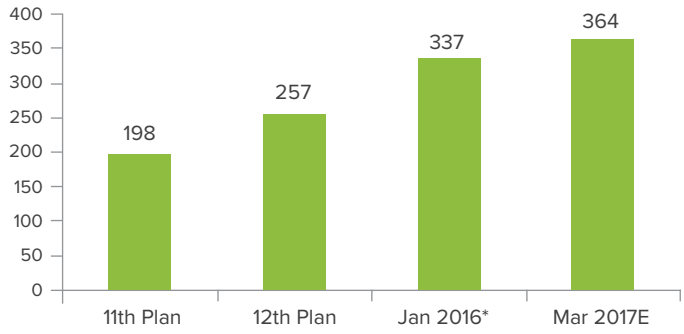
Policy makers in India have recognized that economic growth over the years has increased the burden on the existing infrastructure. An infrastructural deficit could act as a key hindrance to India's economic growth. India has laid huge focus on adding power generation capacities which has almost tripled over the last decade. However, the investment in T&D sector has lagged to meet the supply needs of the growing power generation capacities. Over the past year, central government's focus toward transmission investments has increased to build strong grid connectivity. The government's focus has also turned toward reducing transmission constraints and ensuring seamless power transfer across and within states.

With increased demand for higher flow of power across long distance, the Transmission industry in India has steadily moved towards high voltage lines. Currently, the transmission network in India is majorly of 400-765kV AC lines while HVDC networks are at 800kV. However there is a growing shift towards 1,200kV AC lines, for efficient supply of power over long distance. This growing shift towards higher voltage lines would lead to increased capex for T&D companies.

The government's vision of "Power for All" by 2019 is a very strong initiative towards significantly enhancing the grid network in India and also connecting the remote locations. This new initiative would lead to huge investment in the T&D sector in India which as per government estimates stands at close to Rs. 2.5 lakh crore.

The power transmission sector has seen robust capacity addition in FY16. As per the Central Electric Authority (CEA), between April –November 2015 at an all India level 15,721 Ckms of transmission lines have been added in the 220 kV voltage level and above level as compared to around 18,000 Ckms of lines in FY15. As on September 2015, total transmission lines added (AC and HVDC) was 3,29,158 Ckms. Going forward the CEA has set a target of 3,64,921 Ckms of new transmission lines for FY17.

Exhibit 5: Growth in Transmission Capacity ('000 CKM)



Source: CEA

Power of 'UDAY'

Central government has announced new rescue plan UDAY (Ujwal Discom Assurance Yojna) which provides a permanent resolution of past as well as potential future issues of the power sector and empowers the discoms to break-even in next 2-3 years. The scheme intends to achieve four key initiatives: a) reduction in interest cost of DISCOMs principally through phased takeover of discom debt by state governments; b) improving operational efficiencies of DISCOMs; c) reduction in cost of power purchase; and d) enforcing financial discipline on DISCOMs through an alignment with state finances.

The scheme envisages a significant state government support mainly in the form of taking over of 75% of discom debt (50% in H2 FY16 & 25% in FY17) by the respective State Governments & reduction in interest rate for the balance 25% of discom debt which may be issued in the form of discom bonds backed by State Government Guarantee. The scheme also envisages the states taking over the future losses of discoms from FY17 onwards in a graded manner.

Nine of the 16 states with stressed discom situation have signed the MOU with the union government in agreement of participation for UDAY scheme. RBI has notified that the UDAY bonds will be privately placed to ensure minimal market disruptions. RBI has also allowed these special bonds to be classified under Held-to-Maturity (HTM), restricting the threat of an immediate sell-off.

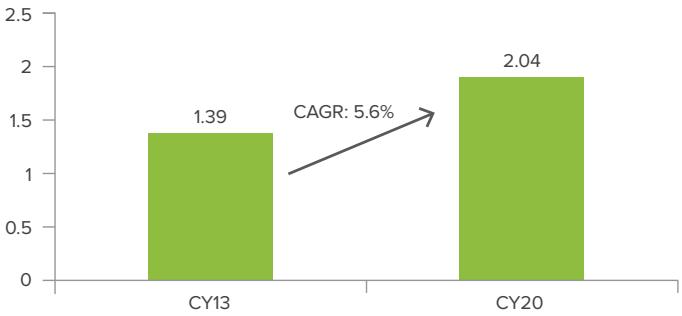
ICRA believes that the UDAY scheme is a significant positive for the power sector. ICRA estimates that if the scheme is implemented, the aggregate relief to discoms is likely to be around ₹ 880 billion per year by FY19 which translates into a reduction in losses by around ₹ 0.95/unit on an all India basis, although the per unit impact on the most affected states namely Uttar Pradesh, Tamil Nadu, Rajasthan and Haryana are likely to be significantly higher. This in turn should enable the distribution utilities to break-even over the next 3-4 year period.

The budgetary allocations towards schemes in power sector are up by over 50% to ₹ 12,200 Cr. Further, the Government's support to discom and decision to create 100-smart city, Rajiv Gandhi Grameen Vidyutikaran Yojana (RGGVY), Restructured Accelerated Power Development and Reforms Programme (R-APDRP), and North East India transmission investment would brew-up the sector. Also, Power for All, Make in India and others schemes to catalyze the growth by dedicated green energy transmission corridors are being developed to cater to renewable energy projects. Land acquisition bill under discussion would boost the stalled projects and will ensure timely completion of infrastructure projects including transmission lines.

Africa

As per Africa Power Vision (APV), Africa will achieve an 80% residential electrification rate by 2040 and 90% for industry / business, with sufficient energy to deliver to those connected, while also implementing off-grid solutions. The installed capacity in the African region is expected to touch 240.6 GW by the end of 2020 growing at a CAGR of 10.1% as compared to 2014 capacity.

Exhibit 6: Transmission Line Length (over 100KV, in lac km)



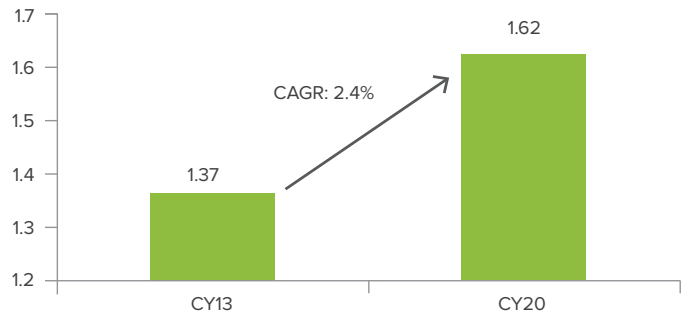
Source: Global Electricity. Transmission - Report 2014-2020

With adequate collaboration between research firms, individuals and companies working within the energy sector agree that the resources and solutions are in place for electrification in Africa. A combined investment in grid and off-grid, fossil fuels and renewables, could speed the electrification of Africa leading to better growth prospects for the transmission & distribution sector. McKinsey's 2015 report 'Powering Africa' estimates the sub-Sahara Africa region would require about USD 490 billion of capital for new generating capacity, plus another USD 345 billion for transmission and distribution.

Middle East

The Middle East is among the most electricity intensive regions in the world, with a per capita electricity consumption of more than double the global average. As per Global Transmission Report 2013, the highest growth in generation capacity of 8.1% was witnessed in the Middle East region. The aggregate investment in the power transmission segment is expected to be over USD 38.7 billion by 2020. At USD 14.5 billion, Saudi Arabia attracts 37.4% of aggregate investments. Qatar and the UAE are expected to invest almost similar levels in their transmission segments.

Exhibit 7: Transmission Line Length (over 100KV, in lac km)



Source: Global Electricity. Transmission - Report 2014-2020

CIS Countries

The installed capacity of Ukraine by 2012 was about 53,800 MW. As per Ukraine's updated Energy Strategy 2030, about 8,100 MW of new capacity was planned to be added over by 2020. The progress on expansion of transmission network is muted due to limited demand. About 1,979 km of new transmission line would be added by 2020.

SAARC

Sri Lanka has already achieved a grid connectivity of 98%, which is commendable by South Asian standards. Current total installed power generation capacity of the country is approximately 4,050 MW. In FY15, Sri Lanka's Cabinet of Ministers prepared and executed a ten year plan 'Sri Lanka Energy Sector Development Plan for a Knowledge Based Economy 2015 – 2025' to aligned with the country's development drive and achieve self-sufficiency in power.

Asia Pacific

As per Frost & Sullivan, an increase in grid investments in 2015 is expected to drive the Asia-Pacific (APAC) transmission and distribution (T&D) market. Frost & Sullivan estimates that the T&D equipment market earned revenues of USD 22.66 billion in 2014 is estimated to surpass USD 24.11 billion in 2015. Efforts to extend the grid to remote communes in developing nations like Vietnam, Indonesia and the Philippines will also lend momentum to the Asia Pacific T&D equipment as well as EPC industry.

Investments in transmission and distribution are predicted to be strong in Indonesia, as rural electrification is the highest priority of the country's utilities, which aim to achieve 90% electrification

by 2025. Similar plans in the Philippines and Malaysia, where electrification rates are below 100%, will mean more investments in these areas as well.

The Asia-Pacific region has fast emerged as one of the key market for T&D players, with steady activity in China, reforms in many markets, electrification agendas and a focus on renewables driving a surge in mergers and acquisitions. As per EY, in terms of M&A the deal value is expected to breach USD 74.1 billion in 2015, an increased 100% over 2014. China contributed USD 51.7 billion or 69% of total regional deal value.

North America

As per Elecrama report 2016, In 2040, the U.S. electricity demand is expected to increase 24% from 2012. Spending on renewable energy projects has grown at a 37% CAGR over the past six years. It states approximately 70% of transformers and transmission lines are over 25 years old and 60% of distribution poles are 30 to 50 years old relative to useful lives of 20 years and 50 years respectively. The Investment in infrastructure is forecast to exceed USD 49 billion in 2016 towards replacements, up gradation and expansion. Smart Grid, demand response & consumer connect are focus areas of technological development which would provide growth to the T&D industry.

Railway

The focus and functioning of Indian Railway is set to change following the FY16 Railway Budget with an outlined five-year plan which includes: 1) capex of ₹ 8.56 trillion over FY16-20, which is ~3.5x the capex during FY11-15; 2) minimal populism; and 3) noted key structural reform measures like delegation of power, proposing an independent Rail Development Authority (RDA) for setting tariff & performance norms, expediting project sanctioning and concentrating resource allocation to priority projects. The Budget fosters the transformation with more pragmatic and efficiency-enhancing measures such as potential rationalization of freight tariffs to ensure competitiveness, zero-based budgeting & focus on cost savings, and increasing accountability by defining key result areas (KRAs) for zonal and divisional managers.

Key Highlights of budget

- Revenue generation targeted at ₹ 1.84 trillion
- FY17 targeted at Operating Ratio (OR) - 92%
- CAPEX pegged at ₹ 1.21 trillion; implementation through joint ventures with states, new frameworks for PPP, etc
- FY17 targeted commissioning 2,800 kms of track; commissioning Broad Gauge lines at over 7 kms/day against an average of about 4.3 kms/day in the last 6 years. It plans to increase it to 19 kms/ day in FY19
- Awarded dedicated freight corridors (DFC) worth ₹ 24,000 Cr; propose to take up North-South, East-West & East Coast freight corridors through innovative financing including PPP
- Finalized bids for two loco factories; proposed to increase the current procurement of train sets by 30%
- Life Insurance Corporation of India (LIC) has agreed to fund ₹ 1.5 lakh crore over next five years for construction of new lines and route electrification

India seems to have taken the pointers from China, U.S. and Japan by increasing planned expenditure. Channeling public resources for railway infrastructure will bring direct and indirect multiplier effects on the economy and fuel India's GDP growth, via 1) robust backward and forward linkages; 2) linking new markets/regions and providing last-mile connectivity to raw materials; 3) boosting price competitiveness of manufacturing by lowering input costs; 4) enhancing productivity through logistic efficiencies; and 5) flocking in private investments.

Construction:

Building 100 Smart Cities, Sagar Mala project, Pradhan Mantri Awas Yojana etc would be some of the major schemes giving a significant fillip to the construction industry in India. Increased impetus to the creation of affordable housing mission, along with quicker approvals and other supportive policy changes will soon result in an increase in construction activity. Likewise, the Atal Mission for Rejuvenation and Urban Transformation (AMRUT) will bring in increased activity in infrastructure and related sectors. With relaxed FDI norms the construction Industry is well poised to attract huge investments going forward.

Roads, rail, urban infra, defence, state spending, to spearhead next leg of growth

With the focus on building a new India, the Central and state governments are making substantial allocations in sectors such as roads, railway, urban infra, defence, power T&D, irrigation and water. Cumulatively, the Central government is estimated to expend more than ₹ 27 lakh Cr over the next five years. With the Centre increasing its allocation to states, the latter too are expected to spend ₹ 25 lakh Cr over the next five years.

Rising state government expenditure to spur order intake

Fund allocations to states by the Central government were raised substantially in the Union Budget 2015 from 32% of Union tax revenue to 42% for FY16. This should significantly spur development expenditure by state governments going forward. Cumulatively, state governments are budgeted to spend 65% more versus the Centre in FY16. The combined expenditure of states is budgeted at ₹ 25 lakh Cr for FY16; of this, capital expenditure is estimated at 14%.

Oil and Gas pipeline infrastructure

The oil and gas sector is among the six core industries in India and plays a major role in influencing decision making for all the other important sections of the economy. India is the fifth-largest Liquefied Natural Gas (LNG) importer after Japan, South Korea, the United Kingdom and Spain and accounts for 5.5% of the total global trade.

The country's gas production is expected to touch 90 Billion Cubic Metres (BCM) in 2040 from 35 BCM in 2013. Gas pipeline

infrastructure in the country stood at 15,808 km in December 2015. By FY16, India's demand for gas may touch 124 MTPA against a domestic supply of 33 MTPA and higher imports of 47.2 MTPA, leaving a shortage of 44 MTPA, as per projections by the Petroleum and Natural Gas Ministry of India.

By the end of the 13th five year plan, India is expected to have a natural gas pipeline network of around 31,432 kms with a design capacity of 782 MMSCMD with a nationwide gas grid and more uniform pipeline network coverage in place.

Exhibit 8: Summary – Pipeline infrastructure in 2030

Pipelines	Design Capacity (mmscmd)	Length (Kms)
Existing before 2012	306	12,144
Expected addition in the 12th plan	416	15,928
Expected addition in the 13th plan	60	3,360
Incremental Capacity addition in MBBVPL / MBPL / Surat Paradip pipelines beyond 13th plan till 2030*	33	1,295
Total	**815**	**32,727**

Source: PNGRB / * Annexure VII

Agri Logistic

Warehousing and logistic have become a central function for many industries as they act as a storage place for all the materials starting from raw materials to finished goods spread over entire life cycle of any product. The industry is expected to grow at a CAGR of 12-13% for next 3 to 5 years. The key demand would be from importers and exporters for specialized services and custom-built warehouses. The boom of ecommerce in India is also one of the major demand drivers for logistics. The total logistics market accounts for over 6.2% of India's GDP and warehousing accounts for approximately 20% of the total Indian logistics industry. Currently, India has more than 2,000 million square feet of warehousing space out of which only 8% approximately is accounted by organized sector and the rest by unorganized sector consisting of third party logistics (3PL), individuals, etc.

Food wastage in India has always been an issue and efforts have been evaluated to combat hunger and improving food security which is subjected to bureaucracy and corruption. A huge amount of food is lost due to weak food supply chain. As on May, 2015, the cumulative storage capacity of various agencies such as Food Corporation of India (FCI), Central Warehousing Corporation, state warehousing corporations, cooperatives and private parties stood at just 121.11 million metric tonnes (mmt), while the marketable surplus of food grains in 2013-14 alone was approximately 159 mmt. In terms of volumes, studies conducted by Indian Council of Agricultural Research indicate that harvest and post-harvest losses of major crops and commodities in India are in the range of 4-6% of the total production. As per KPMG and the Associated Chambers of Commerce and Industry of India (ASSOCHAM), there is a shortage of more than 10 million tonnes of cold storage for agri-produce in India.

With growing agri-produce, increased exports, Government's intention to curb agricultural wastage there is a need for better warehouse and logistics facility in India. The Warehousing (Development and Regulation) Act that aims to make warehousing receipts negotiable and set up accreditation agencies for warehousing registration, covering agri-warehousing under priority sector lending by RBI, tax holiday on warehousing income and subsidy schemes like that of NABARD are some of the key schemes which would support the growth of agri-warehousing sector in India.

SEGMENTAL OPERATIONAL PERFORMANCE

The Company has two key business segments, viz. Transmission & Distribution and Infrastructure EPC. Geographically, the revenue of the Company can be divided in two different segments – domestic and international. Revenue from domestic segment was ₹ 1,975 Cr (45%) and international segment contributed revenue of ₹ 2,390 Cr (55%) in FY16.

The other segment contributed ₹ 66 Cr in FY16 through generation and sale of power produced from two small biomass based power generation plants in Rajasthan.

Transmission & Distribution Segment (T & D)

T&D segment being the major business for the company contributes 86% of the total revenue of the Company. The revenue in T&D segment was declined to ₹ 3,739 Cr. in FY16 from ₹ 4,034 Cr. in the previous fiscal year due to delays in conversion of order and softening of commodity prices over the last one year.

Since inception, the Company has witnessed strong presence and performance in the T&D space. Subsequently, transmission sector is estimated to draw more investment globally, our T & D segment is expected to cater to the global prerequisite backed by well-timed project execution proficiencies.

Production (including outsourced) and dispatches of transmission line towers were 1,44,887 MT and 1,46,749 MT, respectively in FY16 as compared to 1,51,480 MT and 1,49,539 MT in FY15.

The Company erected 1,17,298 MT of transmission towers at various locations domestically and internationally and about 3,287 CKM of stringing work done to connect the grid to sub-station or sub-station to sub-station in FY16 as compared to about 1,60,000 MT of erection and about 2,600 CKM of stringing work in FY15.

During FY16, the segment has received following top 5 projects apart from several orders in Domestic and International orders:

- Design, Testing, Manufacturing and Supply of Tower Parts, Conductor, OPGW, Earth-wire, Insulator, Hardware & other relevant Accessories upto Site Store to (a) setup Alipurduar (Powergrid SS) Siliguri (Powergrid SS) 400kV D/C Transmission Line (2nd) with Quad Moose conductor in West Bengal (b) Kishanganj (Powergrid SS) - Darbhanga (DMTCL SS) 400kV D/C line with Quad Moose conductor in Bihar (c) 2 nos.

400kV line bays at Darbhanga for termination of Kishanganj - Darbhanga 400kV D/c(quad) line (d) 80MVAr switchable line reactors (with 400 ohm NGR) in each circuit at Darbhanga end of Kishanganj - Darbhanga 400kV D/c (quad) line of approx. ₹ 864 Cr.

- Design and Testing of towers, Supply of towers and line materials & Construction of Transmission Line Tower Package-TWOI for 765 kV D/C Vemagiri - Chilakaluripeta Transmission Line associated with "Beyond Vemagiri" Transmission System Project - Powergrid Southern Interconnector Transmission System Ltd of approx. ₹ 779 Cr.
- Manufacture, Supply, Erection, Testing and Commissioning of 400 KV D/C Line with QUAD Moose ACSR from Rasipalayam 400 kV SS to Palavadi 400 kV SS - Tamil Nadu Transmission Corporation Ltd. of approx. ₹ 770 Cr.
- Supply and Erection of 765kV D/C Chittorgarh-Ajmer Transmission Line for (Part-I & Part-II) associated with Green Energy Corridors for 148 km of approx. ₹ 443 Cr.
- Supply, Erection, Testing and Commissioning - 3 Nos. of 400kV Quad Moose DC lines from 400kV Julurupadu Sub Station to 400kV Suryapet Sub Station in Nalgonda Dist. - Transmission Corporation of Telangana Limited, Hyderabad of approx. ₹ 437 Cr.

During the year, the Company has received orders of approx. ₹ 6,650 Cr for this segment.

Infrastructure EPC

The segment includes cross country oil & gas pipeline laying and railway EPC business of the company. The revenue in this segment was increased to ₹ 559 Cr. in FY16 from ₹ 318 Cr. in the previous fiscal year.

During FY16, segment has received following projects:

- Construction of Pipeline and Associated Facilities in Spread 4, Spread 5 and Spread G of DNEPL Project worth around ₹ 188 Cr.
- Pipeline laying project from ONGC namely Nawagam Koyali Project worth around ₹ 187 Cr.
- Two projects in consortium from Rail Vikas Nigam limited (STS) worth around ₹ 181 Cr.
- Project in consortium from Rail Vikas Nigam limited (JMC & STS) worth around ₹ 78 Cr.
- Amlohri-Nigahi Project of NCL Singrauli, Madhya Pradesh worth around ₹ 65 Cr.

During the year, the Company has received orders of approx. ₹ 800 Cr for this segment.

The standalone order book at the end of FY16 is ₹ 8,300 Cr. with the following break-up:

- Transmission & Distribution - ₹ 7,000 Cr.
- Infra (Pipeline & Railways) - ₹ 1,300 Cr.

Construction

The order booked by JMC during FY16 was around ₹ 3,155 Cr and value of order on hand as on 31st March, 2016 stood at around ₹ 6,200 Cr. During the year, JMC has bagged certain prestigious orders, some of which are highlighted as under:

Factories & Buildings

a. Construction of administrative building, schools, lecture hall complex, hostels etc. at Central University of Bihar Campus, Panchanpur, Gaya, Bihar.

b. Township package for Gadarwara STPP, Stage-I (2x800MW) NTPC. Scope includes Civil, MEP, Landscaping and other works like finishes, Doors/windows, electrical, plumbing at Gadarwara, M.P.

c. Civil, MEP, Landscape and other miscellaneous works, Landscaping & External development for Purva Palm Beach situated on Hennur Road, Bangalore.

d. Civil structure works including finishing package of Ozone Avenue - Residential apartments situated at Devanahali, Bangalore, Karnataka

e. Prestige Falcon

Infrastructure

a. Upgradation of 53.65 km road from Devengere to Channagiri of SH76 in Davengere, Karnataka.

b. Construction of Flyover in Bhiwandi Nizampur City Municipal Corporation Limit on Kalyan Bhiwandi Road from Rajiv Gandhi Chowk to Sai Baba Temple at Bhiwandi, Mumbai.

c. Infrastructure Development for sector - 5, 7, 15, 16 & 22 (Phase-I) in Naya Raipur by Naya Raipur Development Authority at Raipur, C.G.

Water Supply

Under Rural drinking water scheme of Bhagalpur, Pipe line supply and laying project at Bhagalpur, Bihar.

International

Design, Improvement works and Management and Maintenance Services for the Nekemte-Bure Road Upgrading Project at Ethiopia

Financial Review – Consolidated

The consolidated revenue of the Company grew 3%, with net revenue of ₹ 7,380 Cr during the year. The consolidated order book of the Company is approx. ₹ 14,500 Cr.

On a standalone basis, the company reported net revenue of ₹ 4,365 Cr in FY16, a dip of 1% over the last year. Revenue in the power transmission and distribution segment slides by 7% to ₹ 3,739 Cr in FY16 from ₹ 4,034 Cr in FY15. Infrastructure segment recorded a growth of 76% in FY16 over the last year.

EBITDA grew by 9% in FY16 over the last year. PAT was up by 20% in FY16 to ₹ 199 Cr from ₹ 166 Cr mainly on account of lower material consumption and finance cost.

Net fixed assets (including capital work in progress), at the end of FY16 is ₹ 543 Cr as against ₹ 559 Cr in the previous year. During the year under review, the depreciation is ₹ 84 Cr and net addition in the fixed asset is ₹ 46 Cr. As per the requirement of the Companies Act, 2013, the depreciation is charged on the useful life of assets.

Net current assets increased to ₹ 855 Cr as against ₹ 795 Cr in the previous year due to increase in inventories and trade receivables.

Borrowing levels of the Company has reduced and remains at a comfortable level with debt/equity ratio of 0.27.

The Company enjoys A1+ and AA rating for its short-term and long-term borrowing from CRISIL & CARE both. The company has sufficient working capital limits to support its growth plan.

OUTLOOK

The global T&D segment will witness steady growth in the coming days due to higher energy demand, integration of renewable energy in the grid. In India T&D segment offers tremendous opportunity as large scale investment by the Central and State government is unfolding. KPTL being a player in both global and domestic market will significantly benefit from this. The company showed a strong growth in the EPC of oil and gas and Railway and with legacy orders in Railway segments are nearly completed, the outlook remains very positive, especially in the Railway segment given the thrust of government towards upgrading and expanding the rail network and laying 15,000 km of additional pipeline to complete gas grid.

RISK MANAGEMENT

Risk management framework is an important ingredient of your company's sustainable business model. The current economic environment, in combination with significant growth ambitions of the Company, carried with it and evolving set of risk. It counters the impact of unfavorable internal and external events and attempts to ensure business continuity across different stages of the economic cycle. More so in-case of a cyclical industry like infrastructure where global liquidity, government policies, government spending, competition and corporate sentiments have a huge bearing on the industry's prospects. The Company recognizes that this risks need to be managed to protect its customers, employees, shareholders and stakeholders, to achieve its business objectives and enable sustainable growth. Risk and opportunity management is therefore a key element of the overall Company's strategy. Our risk management framework reduces the volatility due to unfavorable internal and external events, facilitates risk assessment and mitigation procedure, lays down reporting procedure and enables timely reviews by the management. This section provides an overview of the key risks and control framework and its approach to risk management. The following section discusses some of these risks and mitigation plans.

Economic Risk

Company's business may be affected by interest rates, changes in Government policy, taxation and other economic developments affecting India.

The Company has defined conservative internal prudential norms. The Company ensures a favorable debt equity ratio, moderate liquidity, strong clientele with timely payment track-record and focus on select markets minimize the impact in adverse. The Company has geographically diversified into multiple countries thereby reducing its dependency on one market or country.

Succession Planning Risk

Scarcity of management resources along with growing cost pose big challenge against building an effective succession structure at senior and middle management level.

The Company grooms its internal resources through various training programs on continuous basis and intend to build in-house trained team.

Execution Risk

Most of the projects that the company undertakes are by their nature long term and, consequently involves a variety of implementation risks, including construction delays, delay or disruption in supply of raw materials, delays in arranging the right of way, Managing locational issues, availability of timely skilled manpower, this can lead to cost overruns. Bank guarantee encashment may also impact Company's reputation.

The Company deploys a well-defined standard operating procedure – from project planning to delivery – and adheres to rigorous internal checks and balances with regard to every project.

Safety Risk

The Company is committed to conduct all its activities in such a manner so as to avoid harm to employees and the community.

Credit Risk

If a customer defaults in making payments on a project on which the company has devoted significant resources it could have an adverse effect on company's financials.

While selecting a project, the Company prefers clients with a good credit history and projects that are supported by reputed financial institution. In its global portfolio, the company prefers projects that are funded by multilateral funding agencies.

Input Price Risk / Commodity Price Risk

Company's business is significantly dependant on availability, cost and quality of the raw materials and fuels for the construction and development of projects taken. The principal raw materials include steel, zinc, aluminum conductors, copper, diesel oil, concrete, cement, metal, ballasts, reinforcement bars, electrodes and valves etc. Prices and supply of these are varied due to economic conditions, competition, production levels, and import duties etc.

The Company passes off such negative impacts to its client partially or completely by adding price escalation clause in most of the contracts. In case of firm price contracts, company tries to pass on back to back firm price contract to its vendor/contractor and/or also hedge itself through price discovery, wherever possible.

Currency Risk

With operations in many countries, any adverse movement in any particular currency can adversely impact financials. In present uncertain time, it becomes more difficult to judge the market and take appropriate decision.

The Company deploys twin pronged approach of maintaining a balanced order book mix (domestic and overseas orders) and currency hedging whenever possible to mitigate this risk. Foreign exchange risk is tracked and managed within the risk management framework. Short-term foreign currency asset-liability mismatch is continuously monitored and hedged.

Cyber Risk

At KPTL, the use of information and telecommunication technologies is increasing, resulting in greater security threats to its digital infrastructure. These impacts may include the loss of sensitive data or information, legal and regulatory breaches and reputational damage.

The Company continues to strengthen its cybersecurity policies, standards, technical safeguard, ongoing monitoring of new and existing threats and IT security awareness initiatives which include IT disaster recovery, emergency response and business continuity management capabilities to enable the reduction of the impacts of a cybersecurity event.

Regulatory Compliance Risks

The Company recognises that timely compliance with the ongoing frequently changing regulatory requirements can at times be challenging, and therefore will:

- Strive to understand the changing regulatory standards, so as to strengthen its decision making processes and integrate these in the business strategy of each of the segment in which it operates
- Drive business performance through the convergence of risk, compliance processes and controls mechanisms to ensure continued operational efficiency and effectiveness.

Political Risk

Social / Civil unrest, act of terrorism within India or internationally can have an impact on the Company's operations. Political and civil unrest and tensions globally may have an impact on a safe and timely execution of project, which may have financial implications.

The Committee reviewed the Company's risk management practices and activities on a quarterly basis. This included a review of risks to the achievement of key business objectives covering growth, profitability, talent aspects, operational excellence and actions taken to address these risks.

INTERNAL CONTROLS

The Company has an adequate system of internal controls implemented by the management towards achieving efficiency in operation, optimum utilization of the Company's resources and effective monitoring thereof and compliance with applicable laws and regulations.

The Company's internal audit department conduct regular audits to ensure adequacy of internal control systems, adherence to management instructions and compliance with laws and regulations of the country, as well as to suggest improvements.

The Internal Audit Function provides assurance to the Board and Senior Management in the various Businesses and Functions that the system of internal control deployed is appropriately designed to manage the key business risks and is operating effectively.

Audit plans, internal auditor's observations and recommendations, significant risk areas assessments and adequacy of internal controls are also periodically reviewed by the Audit Committee.

The Company has ERP system - SAP, to have better internal control systems and flow of information. Further, the Company is adhering to the rules and regulations of ISO guideline.

ENVIRONMENT, HEALTH AND SAFETY

Preservation and promotion of environment is of fundamental concern in all our business activities. Safety of Men, Machine and Materials are being prime concern of the Company and it provides better work place environment to all by engineering controls & implementing safe work methodology.

The Company has installed various instruments and equipment at its manufacturing facilities to maintain and increase environmental friendly and healthy working condition. At projects, the use of mechanical winch machine has been implemented for prevention of accidents & enhance productivity.

As per specific requirement of customers, the Company is carrying out fumigation of its export supplies and dull finishing of products to avoid reflection when it is installed at site. The Company is developing green area at and around all its facilities.

The Company has bagged the Safety Award from Power Grid Corporation of India Limited in the month of April 2016 and achieved Zero Fatality in PGCIL Projects during the FY16. This is a very proud moment for the organization as the whole team had shown a very strong commitment towards safety at all levels.

The Company has been awarded IMS certification at Unit II & International Projects including ISO 14001 (EMS) & OHSAS 18001 at Gandhinagar and EMS recertification at Raipur unit successfully completed recently.

The Company has been celebrating Road Safety Week, National Safety Week, Fire Safety Day & Environment Day etc., at all Projects, Biomass Plants & manufacturing units every year to refresh all their employee's commitment towards Health Safety & Environment with an aim to get Zero incident at all fronts & protect Environment with optimize use of Natural Resources and Effluent Treatment Plant & Air Pollution Control measures devices installed at plant. Also, the Company does mock drills to access emergency / disaster management preparedness at regular intervals. The Company also undertake internal safety audit to ensure adequacy and implementation of safety standards.

HUMAN RESOURCES

HR Initiatives

Globalization has thrown up opportunities as well as challenges. With increasing complexity of doing business globally as well as in India, the company has recognized the need to further strengthen HR systems by Recruiting best talent from the Industry, Motivating and retaining the best talent by providing challenging opportunities:

- We have hired competent individuals at senior leadership level from different industries to fill the leadership pipeline for roles which required such action. To make the hiring process more effective we have introduced personality profiling of candidates and various other practices to hire only the best for the organization.
- At KPTL we drive performance excellence for the organization through clearly defined accountabilities of key stakeholders - alignment of individual performance to the organization performance, focused development of employees, in alignment with the organization requirements and create a Pay for Performance Culture.
- We encourage and strive to build a culture where critical and timely performance feedback is used as a tool to improve performance and to stay focused on individual and collective goals.
- Continual improvement is a way of life at KPTL, we believe and practice this in our day to day activities. Through our employee engagement survey brings gather views of our employees and work tirelessly on bringing about required changes that help our people perform better. Not only this, we have also initiated our participation in the Great Place to Work Assessment with a focus on being identified among the top 50 Great Places to Work by year 2020. In our first year of assessment 81% of our employees have rated KPTL as a Great Place to Work.
- We encourage employees towards outstanding contribution to the organization and recognizing such efforts through rewards and appreciation.
- The behavioral competency framework is linked with Career & Succession Management processes. The company is committed to developing home grown talent by way of investing in the careers and learning of deserving candidates who are also willing to grow along with KPTL.
- By design, KPTL strives to provide all employees a fair chance at enhancing their skills and abilities.
- We have invested time and effort in the focused hiring and development of Chartered Accountants in order to leverage on our already strong competence in this area. One month long training module prepared these young CAs in functional, behavioral and managerial skills.
- Top performers are encouraged to attend long/short duration programs in prestigious institutes like IIM's, ISB and Harvard School of Business.

CORPORATE SOCIAL RESPONSIBILITY

The Company has engaged in the CSR activities for more than two decades and has contributed in the areas like health-care, education, safe drinking water, food distribution, women empowerment etc. We were always been at forefront of voluntary CSR. Details regarding CSR initiatives taken by the Company during the year under review is available on page no. 34 and 35 of this report.

CAUTIONARY STATEMENT

This report comprises the facts and figures along with assumptions, strategy, goal and intentions of the Company which may be "forward looking". The Company's actual result, performance may differ considerably from those presented herein. The Company's performance is dependent upon global and national economic conditions, price of commodities, business risk, change of Government's rules and regulations, etc.

Directors' Report

TO,
THE MEMBERS,

Your Directors are pleased to present the 35th ANNUAL REPORT of your Company together with the Financial Statements including Audited Statement of Accounts for the year ended March 31, 2016.

FINANCIAL HIGHLIGHTS

(₹ in Crores)

	2015-16	2014-15
Net Revenue from Operations	4,364.58	4,422.25
Profit before Depreciation	390.22	338.04
Less: Depreciation	83.72	85.18
Profit before Tax	**306.50**	**252.86**
Less: Provision for Tax including Deferred Tax	107.00	87.25
Net Profit after Tax	**199.50**	**165.61**
Add: Surplus brought forward from previous year	999.79	884.75
Less: Depreciation charged against Retained earnings	-	4.03
Profit available for appropriation:	**1,199.29**	**1,046.33**
APPROPRIATIONS :		
Transfer to General Reserve	10.00	10.00
Transfer to Debenture Redemption Reserve	16.67	9.30
Interim / Proposed Dividend on Equity Shares	23.02	23.02
Corporate Tax on Interim Dividend / Proposed Dividend	4.68	4.22
Balance carried to Balance Sheet	1,144.92	999.79
TOTAL	**1,199.29**	**1,046.33**

OPERATIONAL HIGHLIGHTS

The net revenue of your Company declined by 1.30% to ₹ 4,364.58 Crores as against ₹ 4,422.25 Crores in the previous year. Total Export Turnover (including overseas projects) was ₹ 2,390.19 Crores or approx. 54.76% of revenues in 2015-16.

The net profit for the year stood at ₹ 199.50 Crores as against ₹ 165.61 Crores in 2014-15.

Your Company has supplied 1,46,749 MTs of Transmission Line Towers as against 1,49,539 MTs in preceding year, which is lower by 1.87%.

Your Company has a standalone order book of ₹ 8,300 Crores excluding fairly placed bids.

The consolidated net revenue of your Company was ₹ 7,380.38 Crores as against ₹ 7,198.21 Crores.

There has been no change in the nature of business of your Company during the year under review.

AWARDS & RECOGNITION

A) Power Grid Corporation of India, one of the major client of your Company declared awards for the year 2015-16. Your Company was winner of following three prestigious awards namely:

1. "Best Transmission Line EPC Player in the country"
2. "Best safety norms on PGCIL Projects (Zero Fatal accidents)"
3. Runners up award namely "Maximum volume of work in 2015-16 on PGCIL Projects"

B) Raipur Plant of your Company has participated in India Manufacturing Excellence Awards (IMEA), 2015 conceptualized by Frost & Sullivan and received the silver certificate.

C) During the year under review, your Company has also received Certificate of Conformity of the Factory Production Control for the construction product "**Structural Steel Transmission Line Towers**" in compliance with Regulation 305/2011/EU of the European Parliament and of the Council of 9 March 2011 (the Construction Products Regulation or CPR) from SGS United Kingdom Limited.

D) During the year under review, your Company has received Certificate of Appreciation from Ministry of Energy and Coal Industry of Ukraine for successful completion of "750 kV Rivne NPP – Kiev Substation Transmission Line" project, one of the biggest projects of its type constructed in Ukraine which was completed atleast nine months ahead of scheduled date.

TRANSMISSION BOOM PROJECT

Your Company has secured Third Transmission Line BOOM Project under tariff based competitive bidding process during the year under review. The project scope involves build, own, operate and maintain the transmission system for "Transmission System Strengthening in Indian System for transfer of power from new HEPs in Bhutan". Your Company will have to establish transmission system from Alipurdaur to Siliguri and Kishangarh to Darbhanga totaling to approximately line of 329 kms. Your Company has won this BOOM project with the levelized tariff of ₹ 129.42 Crores per annum.

MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF YOUR COMPANY

There are no material changes and commitments, affecting the financial position of your Company which has occurred between end of financial year of the Company i.e. March 31, 2016 and the date of Directors' Report i.e. May 28, 2016.

DIVIDEND

Your Directors have declared and paid an interim Dividend of ₹ 1.50 (75%) per equity share of ₹ 2 each on March 14, 2016. Your Directors do not recommend any Final Dividend for the year ended March 31, 2016.

TRANSFER TO RESERVES

Your Company has transferred following amounts to various reserves during the financial year ended March 31, 2016:

Amount transferred to	Amount in ₹ Crores
General Reserve	10.00
Debenture Redemption Reserve	16.67

PERFORMANCE AND FINANCIAL POSITION OF EACH SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

A report on the performance and financial position of each of the subsidiaries, associates and joint venture companies as per the Companies Act, 2013 in the prescribed Form AOC-1 is annexed to Consolidated Financial Statements and hence not repeated here for the sake of brevity. The brief details of the activities carried out by each of the subsidiary and Joint Venture Company of your Company is provided below.

- **JMC Projects (India) Ltd. & its subsidiaries (JMC):**

  JMC has a strong order book of approx. ₹ 6,200 Crores. Your Company holds 67.19% equity shares of JMC. JMC has successfully completed Rights issue of 74,62,686 Equity shares of ₹ 10 each during the year under review raising funds of approx. ₹ 150 Crores.

  JMC has executed 3 road BOOT projects, through its Wholly Owned Subsidiary Companies and 1 road BOOT project in Joint Venture. All the four road BOOT projects are now fully operational on full toll and full length basis, of which the SPV Company M/s Vidhyachal Expressway Private Limited has received second Provisional Certificate to start operations of Toll Plaza – 2 of Rewa Project on April 4, 2016. JMC through its Wholly Owned Subsidiary is also engaged in the mining activity however, there is no operation in the said Subsidiary.

- **Shree Shubham Logistics Ltd. (SSLL):**

  SSLL undertakes an array of activities in the post-harvest value chain for agri-commodities. The activities include warehousing, procurement, primary processing, collateral management, funding facilitation, funding, testing & certification, and pest management in relation to agri-commodities. The activities are aimed at a wide spectrum of market participants dealing in agri-commodities, including farmers, traders & aggregators, government agencies, banks and electronic commodities exchanges. Through the integrated business model, SSLL believes that they are able to create value in the post-harvest value chain.

  Punarvasu Holding and Trading Company Private Limited (PHTCPL), a Wholly Owned Subsidiary (WOS) of SSLL is registered with Reserve Bank of India as Non-Banking Financial Institution classified as a Non-Banking Financial Company – Loan Company and is primarily engaged in providing direct funding facilities to participants in the post-harvest agri-commodities. During the year under review, SSLL also incorporated a WOS in Singapore namely Namo Overseas Pte. Limited ("Namo") with the objects to carry the business of trading, processing, warehousing, certification and pest management of agri-commodities, collateral management and funding facilitation in relation to agri-commodities and allied activities. However, in view of prevailing market conditions in Singapore, Namo was struck off during the year under review.

  Your Company holds 72.97 % equity shares of SSLL.

- **Energylink (India) Ltd. (EIL):**

  EIL is a Wholly Owned Subsidiary of your Company. EIL through its 100% subsidiary namely, Saicharan Properties Limited (Saicharan) is implementing commercial cum residential project in Indore (Project). Saicharan started initial construction activities and has launched the Project for sale.

- **Amber Real Estate Ltd. (Amber):**

  Amber is a Wholly Owned Subsidiary of your Company. Amber has leased out and/or sold the entire premises developed at Thane IT Park in Maharashtra.

- **Adeshwar Infrabuild Ltd. (Adeshwar):**

  Adeshwar was incorporated to venture into new areas of business which can be conveniently or advantageously run by Company in the coming years which may include mining, cement, transmission and related activities etc. It is a Wholly Owned Subsidiary of your Company.

- **Kalpataru Satpura Transco Private Ltd. (KSTPL):**

  KSTPL, a Special Purpose Vehicle ("SPV") was incorporated to implement DBFOT Project from Madhya Pradesh Electricity Board to build, own, operate and transfer 240 kms, 400 KV double circuit power transmission line between Satpura to Ashta in the state of Madhya Pradesh. The Company would own project for 25 years with an option to extend the period for further period of 10 years as mutually agreed for which transmission license has been granted by Madhya Pradesh Electricity Regulatory Commission (MPERC) for transmission of electricity from 2X250 MW extention units at Satpura TPH. It is a Wholly Owned Subsidiary of your Company.

- **Kalpataru Metfab Private Ltd. (KMPL) (Formerly known as Gestamp Kalpataru Solar Steel Structures Private Ltd.):**

  KMPL is a Wholly Owned Subsidiary of your Company. The name of the Company was changed from Gestamp Kalpataru Solar Steel Structures Private Limited to Kalpataru Metfab Private Limited during the year under review. The Company was a joint venture Company for manufacturing of steel structures for solar power panel wherein your Company and GONVARRI MS CORPORATE, S.L., Spain (Gonvarri) held 50-50% share capital. Your Company purchased balance 50% stake from Gonvarri during the year under review.

- **Alipurduar Transmission Ltd. (ATL):**

  ATL was incorporated as Special Purpose Vehicle ("SPV") Company by REC Transmission Projects Company Limited (REC TPCL) to establish Transmission System Strengthening in Indian System for transfer of power from New HEP's in Bhutan on BOOM basis (Project). ATL will own the Project for 35 years from scheduled COD. Since your Company has secured this Project under tariff based competitive bidding process, your Company has acquired ATL, which is SPV Company for the Project, from REC TPCL on January 6, 2016. ATL is a Wholly Owned Subsidiary of your Company.

- **Kalpataru Power Transmission USA INC. (KPT USA):**

  KPT USA was incorporated to increase focus on American markets with local presence. It is a Wholly Owned Subsidiary of your Company.

- **Kalpataru SA (Proprietary) Ltd. (KPTL SA):**

  KPTL SA was formed in South Africa to bid for EPC Power Transmission jobs in South Africa as local Company. It is a Wholly Owned Subsidiary of your Company. Your Company is in process for closing KPTL SA since there is hardly any extra benefit of having local presence in South Africa.

- **Kalpataru Power Transmission (Mauritius) Ltd. (KPTML):**

  KPTML was incorporated to engage in investment holding activities. It is a Wholly Owned Subsidiary of your Company.

  KPTML has a 100% Wholly Owned Subsidiary in Dubai, namely Kalpataru Power DMCC, UAE. The Company was formed with the purpose of carrying out General trading activities, Pipes & Fittings Trading and Metal Alloys Trading.

- **LLC Kalpataru Power Transmission Ukraine (KPT Ukraine):**

  KPT Ukraine was incorporated to explore & execute Power Transmission contracts in Ukraine. It is a Wholly Owned Subsidiary of your Company.

- **Kalpataru Power Transmission Nigeria Ltd. (KPTL Nigeria):**

  KPTL Nigeria was incorporated to explore the Power Transmission market in Nigeria. It is a Wholly Owned Subsidiary of your Company. The Company is in process for closing the KPTL Nigeria since there is hardly any extra benefit of having local presence in Nigeria.

- **Jhajjar KT Transco Private Ltd. (Jhajjar KT):**

  Jhajjar KT is a Joint Venture Company, in which your Company holds 49.72% stake.

  Jhajjar KT was incorporated with the objects of exclusive right and authority to construct, operate, maintain and transfer the 400kv / 200kv Transmission Lines & Sub-stations (Transmission System) in the state of Haryana on Design, Build, Finance, Operate and Transfer (DBFOT) basis and provide transmission services for a period of 25 years with an option to extend the period for further period of 10 years mutually agreed for which transmission license has been granted by Haryana Electricity Regulatory Commission (HERC) for transmission of electricity from 2X660 MW Thermal Power Plant at Jhajjar.

- **Kalpataru IBN Omairah Company Ltd. (KPTL- IOC LLC):**

  KPTL-IOC LLC was incorporated as a Joint Venture Company between your Company and IBN Omairah Contracting Company Limited in the Kingdom of Saudi Arabia, in which your Company holds 65% stake. The Joint Venture Company has been formed to undertake and execute overhead Transmission Lines and / or substation projects on turnkey basis in Kingdom of Saudi Arabia.

During the year under review, Alipurduar Transmission Limited have become subsidiary Company, Kalpataru IBN Omairah Company Limited, Kingdom of Saudi Arabia have become Joint Venture Company and Namo Overseas Pte Limited, Singapore have become Step down subsidiary Company (through SSLL) of your Company.

During the year under review, no new Company has become Associate Company of your Company.

During the year under review, no Company have ceased to be Subsidiary Company, Associate Company or Joint Venture Company of your Company except Namo Overseas Pte Limited, Singapore, which was struck off.

Accordingly, as on the date of this Report your Company have 21 direct and indirect Subsidiaries and 2 Joint Venture Companies. The statement pursuant to Section 129 (3) of the Companies Act, 2013 containing details of these Subsidiaries forms part of the Annual Report.

As per Section 129 of the Companies Act, 2013 your Company has placed Consolidated Financial Accounts before the Members for their approval. Since the Consolidated Financial Accounts are being approved by the Members, your Company has not attached the individual Annual Report of each of the

Subsidiary Company with this Annual Report. However, your Company will make available the Annual Accounts of the Subsidiary Companies and the related detailed information to any Member of the Company who may be interested in obtaining the same. The Annual Accounts of the Subsidiary Companies will also be kept open for inspection at the Registered Office of your Company and that of the respective Subsidiary Company.

CONSOLIDATED FINANCIAL STATEMENTS

Your Directors have pleasure in attaching the Audited Consolidated Financial Statements pursuant to Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prepared in accordance with Accounting Standards prescribed by the Institute of Chartered Accountants of India. The Consolidated Financial Statements presented by your Company include the financial results of its Subsidiary Companies, Associate and Joint Venture Companies.

DIRECTORS

The Board of Directors of your Company, pursuant to recommendation of Nomination and Remuneration Committee, in their Meeting held on May 30, 2015 re-designated and elevated Mr. Manish Mohnot as a Managing Director of your Company w.e.f. June 1, 2015 upto March 31, 2020. The Members of your Company at the Annual General Meeting held on September 29, 2015 has approved such appointment of Mr. Manish Mohnot as a Managing Director of the Company w.e.f. June 1, 2015 upto March 31, 2020.

The Members of the Company at the Annual General Meeting held on September 29, 2015 has appointed Ms. Anjali Seth as Director of your Company, liable to retire by rotation.

Mr. Imtiaz Kanga was appointed as an Additional Director of your Company w.e.f. March 8, 2016. Pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Imtiaz Kanga holds office upto the date of the ensuing Annual General Meeting. Your Company has received notice under Section 160 of the Companies Act, 2013 along with the requisite deposit proposing appointment of Mr. Imtiaz Kanga as Director of the Company.

Your Company has received declarations from all the Independent Directors confirming that they meet with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, pursuant to Section 164(2) of the Companies Act, 2013, all the Directors have provided declarations in Form DIR-8 that they have not been disqualified to act as a Director.

In terms of Section 152 of the Companies Act, 2013, Ms. Anjali Seth, Director being the longest in the office shall retire at the ensuing AGM and being eligible for re-appointment, offes herself for reappointment.

A brief resume of directors being appointed along with the nature of their expertise, their shareholding in your Company and other details as stipulated under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is appended as an annexure to the Notice of the ensuing Annual General Meeting.

BOARD MEETINGS

The Board met Ten (10) times during the financial year ended on March 31, 2016. The dates on which the Board Meetings were held are May 30, 2015, July 17, 2015, August 7, 2015, September 10, 2015, September 29, 2015, November 5, 2015, January 13, 2016, February 10, 2016, March 8, 2016 and March 14, 2016.

The number of Meetings of the Board that each Director attended is provided in the Report on Corporate Governance.

COMMITTEES

Your Company has several Committees which have been established as a part of best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statues.

The Board has constituted following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee
- Share Transfer Committee
- Executive Committee

The details with respect to the compositions, powers, roles, terms of reference etc. of relevant Committees are given in detail in the 'Report on Corporate Governance' of your Company which forms part of this Annual Report. The dates on which Meeting of Board Committees were held during the financial year under review and the number of Meetings of the Board Committees that each Director attended is provided in the 'Report on Corporate Governance'. The minutes of the Meetings of all Committees are circulated to the Board for discussion / noting / ratification.

All recommendation of the Audit Committee was accepted by the Board of Directors of your Company.

KEY MANAGERIAL PERSONNEL (KMP)

Mr. Manish Mohnot, Managing Director, Mr. Kamal Kishore Jain, Director (Finance) & Chief Financial Officer and Mr. Rahul Shah, Company Secretary of your Company are the Key Managerial Personnel (KMP) as per provisions of Companies Act, 2013.

Mr. Ranjit Singh, Managing Director and KMP of your Company resigned from the Board w.e.f. May 31, 2015.

FIXED DEPOSITS

Your Company has not accepted any fixed deposits from the public as per the provisions of Section 73 to 76 of the Companies Act, 2013. Hence, the disclosures required as per Rule 8 (5) (v) & (vi) of the Companies (Accounts) Rules, 2014, are not applicable to your Company.

CORPORATE GOVERNANCE

Your Company believes that sound Corporate Governance is critical for enhancing and retaining stakeholder's trust and your Company always seeks to ensure that its performance goals are met accordingly. The efforts of your Company are always focused on long term value creation. Inherent to such an objective is to continuously engage and deliver value to all its stakeholders including members, customers, partners, employees, lenders and the society at large.

A separate section on Corporate Governance followed by your Company, as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Report. The Report on Corporate Governance also contains certain disclosures required under Companies Act, 2013.

A certificate from M/s. Deloitte Haskins & Sells, Chartered Accountants, confirming compliance to the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to Corporate Governance Report.

MANAGEMENT DISCUSSION AND ANALYSIS

As per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Management Discussion and Analysis outlining the business of your Company forms part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

Your Company has formed the CSR Committee as per the requirement of the Companies Act, 2013. On recommendation of CSR Committee, the Board of Directors' of your Company has approved the CSR Policy which is available on the website of your Company at www.kalpatarupower.com. The brief outline of the Corporate Social Responsibility (CSR) Policy of your Company and the initiatives undertaken by your Company on CSR activities during the year under review are set out in ***Annexure A*** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

VIGIL MECHANISM

The details of establishment of Vigil Mechanism ("**Whistle Blower Policy**") is given in the 'Report on Corporate Governance' of your Company which is annexed to this Report.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

STATUTORY AUDITOR AND AUDITORS' REPORT

M/s. Deloitte Haskins & Sells, (Firm Registration No. 117365W), Chartered Accountants, have been appointed as Statutory Auditor of the Company at the thirty third Annual General Meeting held on September 27, 2014 to hold office from the conclusion of thirty third Annual General Meeting (AGM) till the conclusion of the thirty seventh Annual General Meeting of the Company, subject to ratification by the Members annually. Accordingly, ratification of appointment of Statutory Auditor is being sought from the Members of the Company at the ensuing AGM. In this regard, your Company has received a certificate from the Statutory Auditor to the effect that appointment if ratified, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013. Statutory Auditor comments on your Company's accounts for year ended March 31, 2016 are self explanatory in nature and do not require any explanation as per provisions of Section 134(3)(f) of the Companies Act, 2013.

There were no qualifications, reservation or adverse remark or disclaimer made by Statutory Auditor in its report.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Pursuant to the Provisions of Section 204 of the Companies Act, 2013, your Company had appointed Mr. Urmil Ved, Practising Company Secretary, Gandhinagar, as its Secretarial Auditor to conduct the Secretarial Audit of your Company for FY 2015-16. The Report of the Secretarial Auditor for the FY 2015-16 is annexed to this report as ***Annexure B***.

There were no qualifications, reservation or adverse remark or disclaimer made by Secretarial Auditor in its report.

COST AUDITOR

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the cost records in respect of Electricity and Steel business need to be audited. In compliance to the above, the Board of Directors upon the recommendation of the Audit Committee, appointed M/s. K. G. Goyal & Associates, Cost Accountants, as the Cost Auditor of your Company for the FY 2015-16.

RISK MANAGEMENT FRAMEWORK

Your Company has reviewed the existing risk framework with the help of experts and has implemented Risk Management framework, wherein all material risks faced by your Company are identified and assessed. For each of the risks identified corresponding controls are assessed and policies and procedures are put in place for monitoring, mitigating and reporting of risk on a periodic basis. Your Company has revamped the Standard Operating Procedures in light of the amendment and / or re-enactment of various statutes. The Risk Management Committee reviewed the Company's risk management practices and activities from time to time.

PARTICULARS OF REMUNERATION

A. The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as ***Annexure C1***.

B. The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. However, this report and the accounts are being sent to the Members excluding the said annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of your Company. Any Member interested in obtaining a copy of the same may write to the Company Secretary.

PERFORMANCE EVALUATION

The criteria for performance evaluation and the statement indicating the manner in which formal annual evaluation has been made by the Board are given in the "Report on Corporate Governance", which forms part of this Annual Report.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR

Your Company's Policy on remuneration for the Directors', Key Managerial Personnel and other employees and Company's policy on Directors' appointment including criteria for determining qualifications, positive attributes, independence of a director and other matters as required under sub-section (3) of Section 178 of the Companies Act, 2013 is available on the website of your Company www.kalpatarupower.com. There has been no change in the policy since last financial year.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE INFLOW & OUTFLOW

Information required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed hereto as ***Annexure D*** and forms part of this Report.

EXTRACT OF ANNUAL RETURN

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extract of the Annual Return as at March 31, 2016 forms part of this report as ***Annexure E***.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Particulars of loans given, investments made, guarantees given and securities provided alongwith the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the standalone financial statements (Please refer to Notes to the Standalone Financial Statements).

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered during the financial year were on arm's length basis. There were no material related party transactions i.e. transaction / transactions entered into individually or taken together with previous transactions entered during the financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements, entered by your Company with its Related parties which may have a potential conflict with the interest of your Company.

All Related Party Transactions are placed before the Audit Committee for approval in terms of requirement of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The policy on materiality of Related Party Transactions is uploaded on the website of your Company and the link for the same is provided in the 'Report on Corporate Governance'.

Attention of Members is drawn to the disclosure of transactions with related parties set out in Note No. 46 of Standalone Financial Statements, forming part of the Annual Report.

STOCK OPTIONS

Your Company does not have any stock options schemes.

DISCLOSURE UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has zero tolerance towards any action on the part of any executive which may fall under the ambit of 'Sexual Harassment' at workplace and is fully committed to uphold and maintain the dignity of every women executive working in your Company. The Sexual Harassment Policy provides for protection against sexual harassment of women at workplace and for prevention and redressal of such complaints.

There were no complaints pending as on the beginning of the financial year and no new complaints were filed during the financial year under review.

POLICY ON CODE OF CONDUCT AND ETHICS

As an organization your Company places a great importance in the way business is conducted and the way each employee performs his/her duties. Your Company encourages transparency in all its operations, responsibility for delivery of results, accountability for the outcomes of our actions, participation in ethical business practices and being responsive to the needs of our people and society. Towards this end, your Company has laid down a Kalpataru Code of Conduct (KCoC) applicable to all the employees of your Company and conducted various awareness sessions across the Company. The Code provides for the matters related to governance, compliance, ethics and other matters.

SIGNIFICANT OR MATERIAL ORDERS AGAINST COMPANY

No significant or material orders were passed by the regulators or courts or tribunals impacting the going concern status and your Company's operation in future.

STATEMENT OF DIRECTORS' RESPONSIBILITY

Pursuant to requirement under Section 134(3)(c) of the Companies Act, 2013 (Act), Directors, confirm that:

(a) in the preparation of the annual accounts for the year ended on March 31, 2016, the applicable accounting standards read with requirement set out under Schedule III to the Act, have been followed and there are no material departures from the same;

(b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date;

(c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) they had prepared the annual accounts on a going concern basis;

(e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and

(f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants, including audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2015-16.

ACKNOWLEDGEMENT

Your Directors take this opportunity to thank all the financial institutions, Banks, Government and Regulatory Authorities, customers, vendors and members and all other stakeholders for their continued support.

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and Commitment. The enthusiasm and unstinting efforts of the employees have enabled your Company to remain as one of the top industry leader.

On behalf of the Board of Directors

Mofatraj P. Munot
Chairman
DIN: 00046905

Place: Mumbai
Date: May 28, 2016

Annexure A to Directors' Report

THE ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

Kalpataru Power Transmission Limited's CSR Policy

Kalpataru Power Transmission Limited ("KPTL") has always been at forefront of Voluntary CSR. The provisions of the Companies Act, 2013 have made it imperative to institutionalize the CSR activities. The objective of your Company's CSR policy is to lay down the guiding principles for proper functioning of CSR activities to attain sustainable development of the society around the area of operations of your Company. Your Company's social responsibility policy focuses on using the capabilities of business to improve lives and contribute to sustainable living, through contributions to local communities and society at large.

Your Company undertook various activities during the year in line with its CSR Policy and as prescribed in Schedule VII to the Companies Act, 2013. The activities are healthcare, providing medical checkups and medicine, child care, Upliftment of Rural & Tribal Poor and Urban Slum Dwellers by curing avoidable blindness, rural development, preventive healthcare for poor and Tribal children and maternal health. While the focus of CSR initiatives were in the areas around Company operations, your Company has also undertook projects where societal needs were existing.

CSR Policy of the Company is available on the Company's website (weblink http://www.kalpatarupower.com/)

2. The Composition of the CSR Committee:

The Board of Directors of your Company has constituted the Corporate Social Responsibility Committee of Directors. CSR Committee is formed as per the applicable laws of the Companies Act, 2013 and the Committee is responsible for the implementation/monitoring and review of the policy and various projects/activities undertaken under the policy.

The Members of the CSR committee are:

a) Mr. Sajjanraj Mehta - Chairman (Independent Director)

b) Mr. Mofatraj P. Munot - Promoter Director

c) Mr. Parag Munot - Promoter Director

d) Mr. Manish Mohnot - Managing Director

3. Average Net Profit of the Company for last three financial years: ₹ 11,016.96 lacs calculated as per CSR Rules

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): ₹ 220.34 lacs

5. Details of CSR Spent during the financial year.

a. Total amount to be spent for the financial year: **₹ 220.34 lacs**

b. Amount unspent, if any: **₹ 149.41 lacs**

c. Manner in which the amount spent during the financial year is detailed below:

Sr. No	CSR Project or activity identified	Sector in which the project is covered	Projects or Programs (1) Local Area or Other (2) Specify the State and district where projects or programs was undertaken	Amount Outlay (Budget) project or Program wise** (₹ in lacs)	Amount spent on the Projects or programs (Sub heads):* (1) Direct Expenditure on projects or programs (2) Overheads (₹ in lacs)	Cumulative expenditure upto the reporting period (₹ in lacs)	Amount Spent: Direct or through implementing agency
1.	Provide medical services to poor and needy through the "Kalpa Seva Arogya Kendra"	Promoting Health Care & Rural Development	Gandhinagar, Gujarat	45.00	33.20	33.20	Kalpataru Welfare Trust
2.	Upliftment of Rural & Tribal Poor and Urban Slum Dwellers by curing avoidable blindness through "Project Rashtriya Netra Yagna"	Promoting Health Care & Rural Development	Gujarat and Maharashtra	20.00	20.00	20.00	Vision Foundation of India
3.	Educational support to the needy students	Promoting Education	PAN India	5.00	5.00	5.00	Gajendra Nidhi Trust

Sr. No	CSR Project or activity identified	Sector in which the project is covered	Projects or Programs (1) Local Area or Other (2) Specify the State and district where projects or programs was undertaken	Amount Outlay (Budget) project or Program wise** (₹ in lacs)	Amount spent on the Projects or programs (Sub heads):* (1) Direct Expenditure on projects or programs (2) Overheads (₹ in lacs)	Cumulative expenditure upto the reporting period (₹ in lacs)	Amount Spent: Direct or through implementing agency
4.	Distribution of Mosquito Net to pregnant woman of the rural area	Promoting Health Care	Gandhinagar, Gujarat	5.00	4.18	4.18	Direct
5.	Preventing Health Care for Poor / Tribal Children	Promoting Health Care including preventive health care	Aravalli, Sabarkantha, Gandhinagar, Gujarat	3.00	3.00	3.00	Shri Gajanand Seva Samiti
6.	Installation of ceiling fan, submersible pumps & water tank etc.	Rural Development Projects, Promoting Education	Raipur, Chhattisgarh	2.50	2.17	2.17	Direct
7.	Expenditure on administrative overheads	Administrative expenses	-	3.95	3.38#	3.38	-
	TOTAL			**84.45**	**70.93**	**70.93**	

** The amount indicated in this column above is the direct expenditure on project or programs.*
 # The amount indicated in this column above is the overhead expenditure on project or programs.
*** Budget Outlay represents the amount the Company has budgeted in its CSR plan*

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board's Report.

In terms of CSR Policy of the Company, atleast 60% of the available funds for CSR, shall be utilized for long term multiyear projects or programmes and balance amount should be spend on the projects or programmes with short term objectives. The Company has incurred CSR Expenditure during the year under review in line with CSR Policy of the Company. The Company has changed lives of many people across the nation with its various social initiatives since many decades. The Company is committed to spend the earmarked fund in terms of its CSR Policy for long tenure projects and is evaluating various proposals for long term multiyear projects. It is the Company's continuous endevaour to increase its CSR impact and spend over the coming years, supplemented by its continued focus towards sustainable development and responsible infrastructure.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

The Company recognizes its obligations to act responsibly, ethically and with integrity in its dealings with employees, community, customers and the environment as a whole. At KPTL, we know that corporate responsibility is essential to our current and future success as a business. The Company believes it has the greatest opportunity to drive values through CSR initiatives in areas pertaining to Health, Women empowerment, Rural development and has committed to improving the quality of life in communities in many years.

In the FY 2015-16, in compliance with its CSR Policy and objectives thereof, the Company focused its activities on promoting health care including preventive health care, and rural development. These activities are executed with the strong base of wellbeing in community, sustainability, applicable laws, Kalpataru Group's vision and values.

The CSR Committee confirms that the implementation and monitoring of the CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Mr. Manish Mohnot
(DIN: 01229696)
Managing Director

Mr. Sajjanraj Mehta
(DIN: 00051497)
Chairman of CSR Committee

Annexure B to Directors' Report

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Kalpataru Power Transmission Limited,
Plot 101, Part – III,
GIDC Estate, Sector – 28,
Gandhinagar,
Gujarat - 382028.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Kalpataru Power Transmission Limited** (hereinafter called the Company) for the year ended on March 31, 2016. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit; I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 and made available to me, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (up to May 14, 2015) and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from May 15, 2015);

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (during the year under review not applicable to the Company);

(d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 (during the year under review not applicable to the Company);

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (during the year under review not applicable to the Company);

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (during the year under review not applicable to the Company) and

(i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from December 1, 2015).

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India and made effective from July 1, 2015;

(ii) Equity Listing Agreement, Debt Listing Agreement and Uniform Listing Agreement entered with National Stock Exchange of India Ltd. and BSE Ltd.

During the period under review the Company has complied with all material aspects of the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

The management has identified and confirmed the following laws as being specifically applicable to the Company:

(a) The Electricity Act, 2003, The Central Electricity Authority Regulations and The Rajasthan Electricity Regulatory Commission Regulations.

(b) The Indian Boilers Act, 1923 and rules framed there under.

I further report that, having regard to the compliance system prevailing in the Company and on the examination of relevant documents and records on test check basis the Company has generally complied with the material aspects of above mentioned specific laws and regulations.

I further report that, The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings; agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting.

As per the minutes of the Meetings duly recorded and signed by the Chairman the decisions of the board were unanimous and no dissenting views have been recorded.

I further report that, based on review of compliance mechanism established by the Company and on the basis of Compliance Certificates issued by the Managing Director and Company Secretary of the Company and taken on record by the Board of Directors at their Meetings, I am of the opinion that the management has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the audit period, except full redemption of 12.50% Non-Convertible Debentures of ₹ 26.67 Crores, there were no events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws.

Urmil Ved
Practicing Company Secretary
(ICSI Unique Code L1996GJ080100)
FCS No. 8094, CP No. 2521

Date: May 28, 2016
Place: Gandhinagar

Note: This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

Annexure-A

To,
The Members,
Kalpataru Power Transmission Limited,
Plot 101, Part – III,
GIDC Estate, Sector – 28,
Gandhinagar,
Gujarat - 382028.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record, device proper systems to ensure compliance with the provisions of all applicable laws, rules and regulations and to ensure that the systems are adequate and operate effectively is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on random test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Urmil Ved
Practicing Company Secretary
(ICSI Unique Code L1996GJ080100)
FCS No. 8094, CP No. 2521

Date: May 28, 2016
Place: Gandhinagar

Annexure C1 to Directors' Report

INFORMATION PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director / KMP for Financial year 2015-16 (₹ in Crores)	% change in Remuneration in the Financial Year 2015-16	Ratio of remuneration of each Director/KMP median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1.	Mr. Mofatraj P. Munot Chairman & Promoter Director	1.28	2.40	24.81	
2.	Mr. Parag M. Munot Promoter Director	0.45	221.43	8.72	
3.	Mr. Sajjanraj Mehta Non-Executive Independent Director	0.37	23.33	7.17	
4.	Mr. Vimal Bhandari Non-Executive Independent Director	0.28	40.00	5.43	
5.	Mr. Narayan K Seshadri Non-Executive Independent Director	0.27	42.11	5.23	
6.	Mr. Mahendra G. Punatar Non-Executive Independent Director	0.16	14.29	3.10	
7.	Mr. K. V. Mani Non-Executive Independent Director	0.55	1.85	10.66	
8.	Ms. Anjali Seth Non-Executive Director	0.15	*	2.91	
9.	Mr. Imtiaz Kanga Promoter Director	0.01	**	**	
10.	Mr. Ranjit Singh Managing Director	0.55	$$	$$	Profit before Tax increased by 21.21 % and Profit After Tax increased by 20.46 % in FY 2015-16
11.	Mr. Manish Mohnot Managing Director	5.11	32.38	99.03	
12.	Mr. Kamal Kishore Jain Director (Finance) & Chief Financial Officer	1.95	-25.29#	37.79	
13.	Mr. Rahul C. Shah Company Secretary & Compliance Officer	0.42	20.00	8.14	

* *Details of Ms. Anjali Seth is not given as she was director for part of FY 2014-15.*

** *Details of Mr. Imtiaz Kanga is not given as he was not a Director in the FY 2014-15 and he was a Director for the part of the FY 2015-16 i.e. w.e.f. March 8, 2016.*

\# *Remuneration of Mr. Kamal Kishore Jain for FY 2014-15 included onetime payment of long term retention incentive amounting to ₹ 0.67 Crores.*

$$ *Details of Mr. Ranjit Singh is not given as he was a Director for part of the FY 2015-16 i.e. upto May 31, 2015.*

ii) The median remuneration of employees of the Company during the financial year under review was ₹ 5.16 lacs;

iii) In the Financial year under review, there was an increase of 15.2% in the median remuneration of employees;

iv) There were 2,151 permanent employees on the rolls of Company as on March 31, 2016;

v) Relationship between average increase in remuneration and Company performance:

The Profit before Tax for the financial year ended March 31, 2016 increased by 21.21 % whereas the increase in median remuneration was 15.2 %. The average increase in median remuneration was in line with the performance of the Company;

vi) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:

The total remuneration of Key Managerial Personnel decreased by 26.33% from ₹ 10.90 Crores in 2014-15 to ₹ 8.03 Crores in 2015-16 whereas the Profit before Tax increased by 21.21 % to ₹ 306.50 Crores in 2015-16 (₹ 252.86 Crores in 2014-15).

vii) a) Variations in the market capitalization of the Company :

The market capitalization as on March 31, 2016 was ₹ 31,41,33,78,679 (₹ 33,76,89,98,429 as on March 31, 2015);

b) Price Earnings ratio of the Company was 15.75 as at March 31, 2016 and was 20.60 as at March 31, 2015.

c) Percent increase over/ decrease in the market quotations of the shares of the Company as compared to the rate at which the Company came out with the last public offer in the year:

The Company had come out with initial public offer (IPO) in 1994. The closing price of the Company's equity shares on the NSE and BSE as on March 31, 2016 was ₹ 205.10 and ₹ 204.70 respectively, representing a 2824% (BSE) increase over the IPO price, adjusted for stock splits and bonuses to the date excluding the dividend accrued thereon.

viii) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2015-16 was 9.57 % whereas the decrease in the managerial remuneration for the same financial year was 26.33%

ix) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and

xi) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.

On behalf of the Board of Directors

Mofatraj P. Munot
Chairman
DIN: 00046905

Place: Mumbai
Date: May 28, 2016

Annexure D to Directors' Report

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE INFLOW & OUTFLOW

(A) Conservation Of Energy

(i) the steps taken or impact on conservation of energy:

- Your Company has conducted CFD (Computational Fluid Dynamics) modeling from furnace to economizer in order to have proper air flow and pressure in the Boiler to have effective burning of the Fuel.
- In the previous year, your Company fitted LED (Light emitting Diode) at factory area which resulted into reduction of energy consumption. Due to benefit derived out of that, your Company fitted LED lights at both plants at Gandhinagar and the Office building in the current financial year, which has resulted into reduction of energy consumption to a great extent.

(ii) the steps taken by the Company for utilising alternate sources of energy:

Your Company has used alternative fuels for its Biomass Plants like Eucalyptus, Juli Flora, Peddystraw, Fenu Greek, Lentid of Orange & Black Lentid etc. in order to ensure the availability of Biomass in various seasons throughout the year.

(iii) the capital investment on energy conservation equipments: ₹ 0.59 Crores

(B) Technology Absorption

(i) the efforts made towards technology absorption;

- During financial year 2015 – 16, your Company have installed a New Enclosed Galvanized Line with 3.2 meters depth and Acid Scrubbers with heavy capacity blowers at Gandhinagar Plant - 1.
- Every agro waste/ forestry waste has a different chemical composition and reacts differentially in the controlled atmosphere of the Boiler. Different new agro wastes, forestry wastes were mixed and matched with the Mustard Crop Residue (Main fuel) to have optimum Electricity Generation and the Plant Efficiency at Biomass Plants.
- **Research and Development:**

  The Company has been continuously putting effort to develop new transmission towers with different challenges. The Company is doing many research activities in the areas of material weight reduction, process design, process improvement also.

(ii) the benefits derived:

- New Enclosed Galvanized line and Acid Scrubbers installed at Gandhinagar Plant – 1 and put to use in March, 2016 have resulted into reduction in heat loss, environment friendly due to white no white smoke & acid fumes and safe environment to work. It shall also result into reduced consumption of Zinc.
- Other than the main fuel i.e. Mustard Crop Residue (MCR) now at Padampur Power Plant your Company have used 49% alternate fuels and at Uniara Power Plant your Company have used 13% alternate fuels during the year under review. This helped your Company in having desired fuel availability, lower cost, getting better Gross Calarofic Value (GCV) in the fuel throughout the year, lesser working capital requirement and better fuel consumption ratio.
- **Benefits derived as a result of R & D:**

  (a) Market expansion and improved competitive position through significantly improved products for new markets.

  (b) Improved competency for designing process & products for customers.

  (c) Up-gradation of technical skill of employees for higher productivity & more consistent quality.
- **Future Plan of Action:**

  R&D is a continuous activity instead of one time activity. Therefore your Company is looking to adapt new and upgraded technologies in order to stay ahead of its competitors. Future R&D efforts will continue along similar lines, as at present, but with more focus, thrust and endeavours.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- Not Applicable

a) the details of technology imported;

b) the year of import;

c) whether the technology been fully absorbed;

d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

(iv) the expenditure incurred on Research and Development:

(₹ in Crores)

	2015-16
Capital Expenditure	0.78
Revenue Expenditure	12.28
Total	**13.06**
Total R&D expenditure as a percentage of total turnover	0.30%

(C) The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

(₹ in Crores)

Foreign Exchange Earnings	₹ 1,675.36
Foreign Exchange Outgo	₹ 713.76

On behalf of the Board of Directors

Mofatraj P. Munot
Chairman
DIN: 00046905

Place: Mumbai
Date: May 28, 2016

Annexure E to Directors' Report

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2016

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	**CIN:-**	L40100GJ1981PLC004281
ii.	**Registration Date**	April 23, 1981
iii.	**Name of the Company**	Kalpataru Power Transmission Limited
iv.	**Category/ Sub-Category of the Company**	Company Limited by Shares Indian Non-Government Company
v.	**Address of the Registered office and contact details**	Plot No. 101, Part-III, GIDC Estate, Sector -28, Gandhinagar-382028, Gujarat, India. **Phone** : 079 2321 4000 **Fax** : 079 2321 1966 **Email ID** : mktg@kalpatarupower.com
vi.	**Whether Listed Company Yes / No**	Yes
vii.	**Name, Address and Contact details of Registrar and Transfer Agent, if any**	**Link Intime India Pvt. Ltd** 303, 3rd Floor, Shopper's Plaza - 5, Near Government Society, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad-380009. Gujarat, India. **Phone** : 079 2646 5179 **Fax** : 079 2646 5179 **Email ID** : ahmedabad@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Manufacture of metal frameworks or skeletons for construction and parts thereof (towers, masts, trusses, bridges etc.)	25112	85.67%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name of Company & Address.	CIN / GLN	Holding / Subsidiary / Associate	% Shares held*	Applicable Section
1.	JMC Projects (India) Ltd. A-104, Shapath – 4, Opp. Karnavati Club, S. G. Road, Ahmedabad – 380051	L45200GJ1986PLC008717	Subsidiary	67.19	2(87)(ii)
2.	Shree Shubham Logistics Ltd. Plot No. A-1 & A-2, Sector – 25, Gandhinagar-382004	U60232GJ2007PLC049796	Subsidiary	72.97	2(87)(ii)
3.	Energylink (India) Ltd. Plot No. 494/1, Near Lord Ayyappa Temple, Gandhinagar-382007.	U45204GJ2001PLC039169	Subsidiary	100	2(87)(ii)
4.	Amber Real Estate Ltd. 101, Kalpataru Synergy, Santacruz (East), Mumbai -400055	U45200MH2007PLC173306	Subsidiary	100	2(87)(ii)
5.	Adeshwar Infrabuild Ltd. Plot No. 101, Part-III, GIDC Estate, Sector-28, Gandhinagar-382028	U26941GJ2009PLC057757	Subsidiary	100	2(87)(ii)
6.	Kalpataru Satpura Transco Pvt. Ltd Plot No. 101, Part-III, GIDC Estate, Sector-28, Gandhinagar-382028	U45209GJ2013PTC074988	Subsidiary	100	2(87)(ii)
7.	Kalpataru Metfab Pvt. Ltd. (Formerly known as Gestamp Kalpataru Solar Steel Structures Pvt. Ltd.) Plot No. 101, Part-III, GIDC Estate, Sector-28, Gandhinagar-382028	U28113GJ2011PTC064272	Subsidiary	100	2(87)(ii)
8.	Alipurduar Transmission Ltd. 408, 4th Floor, Somdutt Chambers-II, 9, Bhikaji Cama Place, New Delhi – 110066, India	U40109DL2015GOI278992	Subsidiary	100	2(87)(ii)
9.	Kalpataru Power Transmission (Mauritius) Ltd. C/o. International Financial Services Limited, IFS Court, Twenty Eight, Cybercity, Ebene, Mauritius	N.A.	Subsidiary	100	2(87)(ii)
10.	Kalpataru Power Transmission USA INC 7500 Rialto Blvd, Suite 250 Austin, Texas 78735	N.A.	Subsidiary	100	2(87)(ii)
11.	Kalpataru SA (Proprietary) Ltd. 62-5th Avenue, Linden, Johannesburg 2195.	N.A.	Subsidiary	100	2(87)(ii)
12.	Kalpataru Power Transmission Nigeria Ltd. 13B, Ikorodu Road, Maryland, Lagos	N.A.	Subsidiary	100	2(87)(ii)

Sr. No.	Name of Company & Address.	CIN / GLN	Holding / Subsidiary / Associate	% Shares held*	Applicable Section
13.	LLC Kalpataru Power Transmission Ukraine 8-A, Feodora Pushyna Str. Office 502, Kiev 03115, Ukraine	N.A.	Subsidiary	100	2(87)(ii)
14.	Kalpataru IBN Omairah Company Limited** PO Box: 8230. RIYADH -11482, Kingdom of Saudi Arabia	N.A.	Subsidiary	65	2(87)(ii)
15.	JMC Mining And Quarries Ltd. A-104, Shapath – 4, Opp. Karnavati Club, S. G. Road, Ahmedabad – 380051	U45201GJ1996PLC028732	Subsidiary	100	2(87)(ii)
16.	Brij Bhoomi Expressway Pvt. Ltd. 6th Floor, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (East) Mumbai -400055	U74900MH2010PTC261958	Subsidiary	100	2(87)(ii)
17.	Wainganga Expressway Pvt. Ltd. A-104, Shapath – 4, Opp. Karnavati Club, S. G. Road, Ahmedabad – 380051	U45203MH2011PTC264642	Subsidiary	100	2(87)(ii)
18.	Vindhyachal Expressway Pvt. Ltd. A-104, Shapath – 4, Opp. Karnavati Club, S. G. Road, Ahmedabad – 380051	U45203MH2012PTC271978	Subsidiary	100	2(87)(ii)
19.	Saicharan Properties Ltd. 101, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (East), Mumbai -400055	U45201MH2006PLC166598	Subsidiary	100	2(87)(ii)
20.	Punarvasu Holding and Trading Company Pvt. Ltd. Unit No. F-1, 1st Floor, Shanti Nagar Co-Operative, Industrial Estate Limited, Vakola, Santacruz (East), Mumbai -400055	U67120MH1993PTC073611	Subsidiary	100	2(87)(ii)
21.	Kalpataru Power DMCC, UAE Unit No. 2301, HDS Tower, Plot No. PH1-F2, Jumeirah Lakes Tower, Dubai , UAE	N.A.	Subsidiary	100	2(87)(ii)
22.	Jhajjar KT Transco Pvt. Ltd. Plot No. 101, Part-III, GIDC Estate, Sector-28, Gandhinagar-382028	U45204GJ2010PTC060815	Associate	49.72	2(6)
23.	Kurukshetra Expressway Pvt. Ltd. SCO-3, First Floor, Brass Market, Sector – 1, Rewari - 123401, Haryana	U45400HR2010PTC040303	Associate	49.57	2(6)

* *Representing aggregate % of equity shares held by the Company and/or through its subsidiaries*

** *Kalpataru IBN Omairah Company Limited is a Joint Venture Company of your Company with IBN Omairah Contracting Company Limited*

Note: The Company has no holding Company.

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the year (as on April 1, 2015 i.e. on the basis of SHP of March 31, 2015)				No. of Shares held at the end of the year (as on March 31, 2016 i.e. on the basis of SHP of March 31, 2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters/Promoters Group									
(1) Indian									
a) Individual/HUF	3,11,42,867	-	3,11,42,867	20.29	3,11,42,867	-	3,11,42,867	20.29	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	5,97,91,796	-	5,97,91,796	38.96	5,97,91,796	-	5,97,91,796	38.96	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):	**9,09,34,663**	**-**	**9,09,34,663**	**59.25**	**9,09,34,663**	**-**	**9,09,34,663**	**59.25**	**-**
(2) Foreign									**-**
a) NRIs – Individuals	3,00,000	-	3,00,000	0.20	3,00,000	-	3,00,000	0.20	-
b) Other –Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total:(A) (2):	**3,00,000**	**-**	**3,00,000**	**0.20**	**3,00,000**	**-**	**3,00,000**	**0.20**	**-**
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	**9,12,34,663**	**-**	**9,12,34,663**	**59.45**	**9,12,34,663**	**-**	**9,12,34,663**	**59.45**	**-**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	2,48,87,862	-	2,48,87,862	16.21	3,12,81,148	-	3,12,81,148	20.38	4.17
b) Banks / FI	54,070	2,000	56,070	0.04	26,541	2,000	28,541	0.02	-0.02
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	24,49,772	-	24,49,772	1.60	-	-	-	-	-1.60
f) Insurance Companies	58,82,327	-	58,82,327	3.83	47,52,550	-	47,52,550	3.10	-0.73
g) FIIs / FPIs	1,48,66,150	-	1,48,66,150	9.69	1,14,33,021	-	1,14,33,021	7.45	-2.24
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)									
i-1) Foreign Financial Institution	-	1,000	1,000	0.00	-	-	-	-	-
Sub-total (B)(1):-	**4,81,40,181**	**3,000**	**4,81,43,181**	**31.37**	**4,74,93,260**	**2,000**	**4,74,95,260**	**30.95**	**-0.42**
2. Non Institutions									
a) Bodies Corporate									
i) Indian	44,17,527	9,500	44,27,027	2.88	50,52,108	8,500	50,60,608	3.30	0.42
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	67,16,008	6,04,935	73,20,943	4.77	65,61,284	5,76,935	71,38,219	4.65	-0.12
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	7,02,658	96,000	7,98,658	0.52	7,53,555	96,000	8,49,555	0.55	0.03
c) Others (specify)									
c-1) Trusts	1,46,015	-	146,015	0.10	11,396	-	11,396	0.01	-0.09
c-2) Hindu Undivided Family	-	-	-	-	3,03,895	-	3,03,895	0.20	0.20

Category of Shareholder	No. of Shares held at the beginning of the year (as on April 1, 2015 i.e. on the basis of SHP of March 31, 2015)				No. of Shares held at the end of the year (as on March 31, 2016 i.e. on the basis of SHP of March 31, 2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c-3) Non Resident Indians (Repat)	5,40,544	6,000	5,46,544	0.36	5,50,067	6,000	5,56,067	0.36	-
c-4) Non Resident Indians (Non Repat)	4,88,673	-	4,88,673	0.32	5,40,241	-	5,40,241	0.35	0.03
c-5) Clearing Members	3,54,866	-	3,54,866	0.23	2,70,666	-	2,70,666	0.18	-0.05
Sub-total (B)(2):-	**1,33,66,291**	**7,16,435**	**1,40,82,726**	**9.18**	**1,40,43,212**	**6,87,435**	**1,47,30,647**	**9.59**	**0.42**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**6,15,06,472**	**7,19,435**	**6,22,25,907**	**40.55**	**6,15,36,472**	**6,89,435**	**6,22,25,907**	**40.55**	**0.00**
C. Shares held by Custodian for GDRs & ADRs (C)	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**15,27,41,135**	**7,19,435**	**15,34,60,570**	**100.00**	**15,27,71,135**	**6,89,435**	**15,34,60,570**	**100.0**	**-**

ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2015 i.e. on the basis of SHP of March 31, 2015)			Shareholding at the end of the year (as on March 31, 2016 i.e. on the basis of SHP of March 31, 2016)			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encum-bered to total shares*	No. of Shares	% of total Shares of the Company	%of Shares Pledged / encum-bered to total shares*	
1	Kalpataru Constructions Private Ltd.	2,33,50,000	15.22%	5.94%	2,33,50,000	15.22%	5.75%	-
2	K C Holdings Private Ltd.	2,11,42,600	13.78%	7.05%	2,11,42,600	13.78%	7.67%	-
3	Mr. Mofatraj Pukharaj Munot	1,37,36,822	8.95%	-	1,37,36,822	8.95%	-	-
4	Kalpataru Properties Pvt. Ltd.	1,36,46,196	8.89%	-	1,36,46,196	8.89%	-	-
5	Mr. Parag Mofatraj Munot ##	1,34,63,615	8.77%	0.52%	1,34,63,615	8.77%	7.93%	-
6	Ms. Tara Kanga	15,54,130	1.01%	-	15,54,130	1.01%	-	-
7	Kalpataru Viniyog LLP**	13,20,000	0.86%	-	13,20,000	0.86%	-	-
8	Ms. Sudha Rajesh Golecha	8,71,650	0.57%	-	8,71,650	0.57%	-	-
9	Ms. Sunita Vijay Choraria	8,71,650	0.57%	-	8,71,650	0.57%	-	-
10	Kalpataru Holdings Private Ltd	3,33,000	0.22%	-	3,33,000	0.22%	-	-
11	Mr. Mohammed Ismail Kanga	3,00,000	0.20%	-	3,00,000	0.20%	-	-
12	Mr. Imtiaz Kanga	3,00,000	0.20%	-	3,00,000	0.20%	-	-
13	Mr. Imran Imtiaz Kanga	1,00,000	0.07%	-	1,00,000	0.07%	-	-
14	Ms. Ishrat Imtiaz Kanga	1,00,000	0.07%	-	1,00,000	0.07%	-	-
15	Ms. Ismat Imtiaz Kanga	1,00,000	0.07%	-	1,00,000	0.07%	-	-
16	Ms. Chandra Amar Munot	10,000	0.01%	-	10,000	0.01%	-	-
17	Mr. Jash Choraria	7,000	0.00%	-	7,000	0.00%	-	-
18	Ms. Khushali Rajesh Golechha	7,000	0.00%	-	7,000	0.00%	-	-
19	Mr. Rajesh Bhagchand Golechha	7,000	0.00%	-	7,000	0.00%	-	-
20	Mr. Umang Golechha	7,000	0.00%	-	7,000	0.00%	-	-
21	Mr. Vijay K Choraria	7,000	0.00%	-	7,000	0.00%	-	-
	Total	**9,12,34,663**	**59.45%**	**13.51%**	**9,12,34,663**	**59.45%**	**21.35%**	**-**

* *The term "encumbrance" has the same meaning as assigned to it in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.*

** *Kalpataru Viniyog Private Limited has been converted into LLP on March 18, 2016.*

Disclosed consolidated position covering holding of Mr. Parag M Munot with Mrs. Monica Parag Munot holding 5,81,100 shares.

iii) Change in Promoters' Shareholding

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01-04-2015)		Cumulative Shareholding during the year (01-04-2015 to 31-03-2016)	
		No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	There is no change in Promoters' Shareholding between 01-04-2015 to 31-03-2016			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year				

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Name	Shareholding at the beginning of the year (01-04-2015)					Cumulative Shareholding during the year (01-04-2015 to 31-03-2016)	
		No. of shares held	% of total shares of the Company	Date	Increase / (decrease) in shareholding	Reason	No. of shares held	% of total shares of the Company
1	HDFC TRUSTEE COMPANY LIMITED	44,80,000	2.9193	01 Apr 2015			44,80,000	2.9193
				10 Apr 2015	3,16,000	Transfer	47,96,000	3.1252
				17 Apr 2015	10,000	Transfer	48,06,000	3.1317
				24 Apr 2015	32,000	Transfer	48,38,000	3.1526
				01 May 2015	14,86,000	Transfer	63,24,000	4.1209
				08 May 2015	3,18,400	Transfer	66,42,400	4.3284
				15 May 2015	3,00,000	Transfer	69,42,400	4.5239
				22 May 2015	1,00,000	Transfer	70,42,400	4.5891
				19 Jun 2015	1,97,100	Transfer	72,39,500	4.7175
				26 Jun 2015	6,35,000	Transfer	78,74,500	5.1313
				03 Jul 2015	2,26,700	Transfer	81,01,200	5.2790
				10 Jul 2015	1,92,500	Transfer	82,93,700	5.4045
				17 Jul 2015	45,000	Transfer	83,38,700	5.4338
				24 Jul 2015	2,99,000	Transfer	86,37,700	5.6286
				31 Jul 2015	64,000	Transfer	87,01,700	5.6703
				07 Aug 2015	54,000	Transfer	87,55,700	5.7055
				14 Aug 2015	35,900	Transfer	87,91,600	5.7289
				21 Aug 2015	4,392	Transfer	87,95,992	5.7318
				28 Aug 2015	23,700	Transfer	88,19,692	5.7472

Sr. No.	Name	Shareholding at the beginning of the year (01-04-2015)					Cumulative Shareholding during the year (01-04-2015 to 31-03-2016)	
		No. of shares held	% of total shares of the Company	Date	Increase / (decrease) in shareholding	Reason	No. of shares held	% of total shares of the Company
				04 Sep 2015	2,31,500	Transfer	90,51,192	5.8981
				11 Sep 2015	45,574	Transfer	90,96,766	5.9278
				18 Sep 2015	25,000	Transfer	91,21,766	5.9440
				25 Sep 2015	22,000	Transfer	91,43,766	5.9584
				09 Oct 2015	78,873	Transfer	92,22,639	6.0098
				16 Oct 2015	2,58,000	Transfer	94,80,639	6.1779
				23 Oct 2015	2,00,000	Transfer	96,80,639	6.3082
				30 Oct 2015	1,00,000	Transfer	97,80,639	6.3734
				06 Nov 2015	1,38,000	Transfer	99,18,639	6.4633
				20 Nov 2015	2,97,600	Transfer	1,02,16,239	6.6572
				27 Nov 2015	1,26,200	Transfer	1,03,42,439	6.7395
				04 Dec 2015	1,16,000	Transfer	1,04,58,439	6.8151
				18 Dec 2015	60,000	Transfer	1,05,18,439	6.8542
				31 Dec 2015	8,00,000	Transfer	1,13,18,439	7.3755
				22 Jan 2016	1,00,000	Transfer	1,14,18,439	7.4406
				29 Jan 2016	10,00,000	Transfer	1,24,18,439	8.0923
				05 Feb 2016	6,000	Transfer	1,24,24,439	8.0962
				19 Feb 2016	2,46,500	Transfer	1,26,70,939	8.2568
				04 Mar 2016	5,70,000	Transfer	1,32,40,939	8.6282
				25 Mar 2016	88,786	Transfer	1,33,29,725	8.6861
				31 Mar 2016	16,200	Transfer	1,33,45,925	8.6966
	At the end of the year						**1,33,45,925**	**8.6966**
2	HSBC GLOBAL INVESTMENT FUNDS A/C HSBC GIF MAURITIUS LIMITED	54,54,094	3.5541	01 Apr 2015			54,54,094	3.5541
				01 May 2015	(10,189)	Transfer	54,43,905	3.5474
				19 Jun 2015	(3,759)	Transfer	54,40,146	3.5450
				26 Jun 2015	(41,864)	Transfer	53,98,282	3.5177
				03 Jul 2015	(1,56,074)	Transfer	52,42,208	3.4160
				04 Dec 2015	(2,38,477)	Transfer	50,03,731	3.2606
				18 Dec 2015	(61,523)	Transfer	49,42,208	3.2205
	At the end of the year						**49,42,208**	**3.2205**
3	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD	58,62,327	3.8201	01 Apr 2015			58,62,327	3.8201
				10 Apr 2015	(430)	Transfer	58,61,897	3.8198
				17 Apr 2015	(11,232)	Transfer	58,50,665	3.8125
				24 Apr 2015	(9,98,355)	Transfer	48,52,310	3.1619
				01 May 2015	1,990	Transfer	48,54,300	3.1632
				15 May 2015	(1,16,758)	Transfer	47,37,542	3.0871
				22 May 2015	(1,085)	Transfer	47,36,457	3.0864
				26 Jun 2015	(990)	Transfer	47,35,467	3.0858

Sr. No.	Name	Shareholding at the beginning of the year (01-04-2015)					Cumulative Shareholding during the year (01-04-2015 to 31-03-2016)	
		No. of shares held	% of total shares of the Company	Date	Increase / (decrease) in shareholding	Reason	No. of shares held	% of total shares of the Company
				03 Jul 2015	(1,485)	Transfer	47,33,982	3.0848
				17 Jul 2015	(1,485)	Transfer	47,32,497	3.0839
				07 Aug 2015	(645)	Transfer	47,31,852	3.0834
				14 Aug 2015	(16,043)	Transfer	47,15,809	3.0730
				28 Aug 2015	4,594	Transfer	47,20,403	3.0760
				04 Sep 2015	76	Transfer	47,20,479	3.0760
				18 Sep 2015	(11,950)	Transfer	47,08,529	3.0682
				09 Oct 2015	1,615	Transfer	47,10,144	3.0693
				16 Oct 2015	(530)	Transfer	47,09,614	3.0689
				04 Dec 2015	1,225	Transfer	47,10,839	3.0697
				11 Dec 2015	1,225	Transfer	47,12,064	3.0705
				18 Dec 2015	1,715	Transfer	47,13,779	3.0717
				15 Jan 2016	8,100	Transfer	47,21,879	3.0769
				22 Jan 2016	29,917	Transfer	47,51,796	3.0964
				12 Feb 2016	1,300	Transfer	47,53,096	3.0973
				19 Feb 2016	1,950	Transfer	47,55,046	3.0985
				26 Feb 2016	781	Transfer	47,55,827	3.0991
				11 Mar 2016	(1,140)	Transfer	47,54,687	3.0983
				25 Mar 2016	(1,282)	Transfer	47,53,405	3.0975
				31 Mar 2016	(855)	Transfer	47,52,550	3.0969
	At the end of the year						**47,52,550**	**3.0969**
4	RELIANCE CAPITAL TRUSTEE CO. LTD-A/C RELIANCE SMALL CAP FUND	31,36,000	2.0435	01 Apr 2015			31,36,000	2.0435
				10 Apr 2015	1,00,000	Transfer	32,36,000	2.1087
	At the end of the year						**32,36,000**	**2.1087**
5	DSP BLACKROCK MICRO CAP FUND	35,06,802	2.2851	01 Apr 2015			35,06,802	2.2851
				10 Apr 2015	86,038	Transfer	35,92,840	2.3412
				07 Aug 2015	(13,000)	Transfer	35,79,840	2.3327
				11 Sep 2015	27,500	Transfer	36,07,340	2.3507
				18 Sep 2015	(1,50,000)	Transfer	34,57,340	2.2529
				09 Oct 2015	1,22,000	Transfer	35,79,340	2.3324
				23 Oct 2015	(91,316)	Transfer	34,88,024	2.2729
				30 Oct 2015	(1,00,000)	Transfer	33,88,024	2.2077
				04 Dec 2015	(1,17,248)	Transfer	32,70,776	2.1313
				22 Jan 2016	(1,00,000)	Transfer	31,70,776	2.0662
				26 Feb 2016	(35,484)	Transfer	31,35,292	2.0431
	At the end of the year						**31,35,292**	**2.0431**

Sr. No.	Name	Shareholding at the beginning of the year (01-04-2015)					Cumulative Shareholding during the year (01-04-2015 to 31-03-2016)	
		No. of shares held	% of total shares of the Company	Date	Increase / (decrease) in shareholding	Reason	No. of shares held	% of total shares of the Company
6	ICICI PRUDENTIAL INFRASTRUCTURE FUND	50,52,025	3.2921	01 Apr 2015			50,52,025	3.2921
				10 Apr 2015	(4,55,108)	Transfer	45,96,917	2.9955
				17 Apr 2015	(44,892)	Transfer	45,52,025	2.9663
				08 May 2015	(3,94,771)	Transfer	41,57,254	2.7090
				15 May 2015	(77,599)	Transfer	40,79,655	2.6584
				22 May 2015	(3,32,121)	Transfer	37,47,534	2.4420
				29 May 2015	(1,71,788)	Transfer	35,75,746	2.3301
				05 Jun 2015	(23,721)	Transfer	35,52,025	2.3146
				26 Jun 2015	(3,73,307)	Transfer	31,78,718	2.0714
				30 Jun 2015	(94,838)	Transfer	30,83,880	2.0096
				03 Jul 2015	(31,855)	Transfer	30,52,025	1.9888
				08 Jan 2016	(4,377)	Transfer	30,47,648	1.9859
				15 Jan 2016	(13,322)	Transfer	30,34,326	1.9773
	At the end of the year						**30,34,326**	**1.9773**
7	UTI-INFRASTRUCTURE FUND	24,33,704	1.5859	01 Apr 2015			24,33,704	1.5859
				17 Apr 2015	6,025	Transfer	24,39,729	1.5898
				05 Jun 2015	15,185	Transfer	24,54,914	1.5997
				04 Dec 2015	(6,025)	Transfer	24,48,889	1.5958
				11 Dec 2015	(5,000)	Transfer	24,43,889	1.5925
				15 Jan 2016	(45,976)	Transfer	23,97,913	1.5626
				31 Mar 2016	(10,804)	Transfer	23,87,109	1.5555
	At the end of the year						**23,87,109**	**1.5555**
8	BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIDCAP FUND	21,86,426	1.4247	01 Apr 2015			21,86,426	1.4247
				17 Apr 2015	(1,66,500)	Transfer	20,19,926	1.3163
				08 May 2015	(1,15,105)	Transfer	19,04,821	1.2412
				04 Sep 2015	(2,30,000)	Transfer	16,74,821	1.0914
				13 Nov 2015	1,00,000	Transfer	17,74,821	1.1565
				20 Nov 2015	(3,00,000)	Transfer	14,74,821	0.9610
				11 Dec 2015	40,000	Transfer	15,14,821	0.9871
				19 Feb 2016	51,800	Transfer	15,66,621	1.0209
				11 Mar 2016	2,38,700	Transfer	18,05,321	1.1764
	At the end of the year						**18,05,321**	**1.1764**

Sr. No.	Name	Shareholding at the beginning of the year (01-04-2015)					Cumulative Shareholding during the year (01-04-2015 to 31-03-2016)	
		No. of shares held	% of total shares of the Company	Date	Increase / (decrease) in shareholding	Reason	No. of shares held	% of total shares of the Company
9	SUNDARAM MUTUAL FUND A/C SUNDARAM SMILE FUND	11,80,000	0.7689	01 Apr 2015			11,80,000	0.7689
				01 May 2015	(10,000)	Transfer	11,70,000	0.7624
				15 May 2015	10,000	Transfer	11,80,000	0.7689
				19 Jun 2015	(5,000)	Transfer	11,75,000	0.7657
				26 Jun 2015	(5,000)	Transfer	11,70,000	0.7624
				10 Jul 2015	(175)	Transfer	11,69,825	0.7623
				24 Jul 2015	(4,825)	Transfer	11,65,000	0.7592
				28 Aug 2015	1,542	Transfer	11,66,542	0.7602
				31 Dec 2015	(16,542)	Transfer	11,50,000	0.7494
				29 Jan 2016	3,08,403	Transfer	14,58,403	0.9503
				05 Feb 2016	5,000	Transfer	14,63,403	0.9536
				19 Feb 2016	18,112	Transfer	14,81,515	0.9654
	At the end of the year						**14,81,515**	**0.9654**
10	L AND T MUTUAL FUND TRUSTEE LTD L AND T INDIA SPECIAL SITUATIONS FUND	18,23,618	1.1883	01 Apr 2015			18,23,618	1.1883
				10 Apr 2015	62,300	Transfer	18,85,918	1.2289
				05 Jun 2015	3,650	Transfer	18,89,568	1.2313
				26 Jun 2015	8,309	Transfer	18,97,877	1.2367
				28 Aug 2015	21,222	Transfer	19,19,099	1.2505
				04 Sep 2015	2	Transfer	19,19,101	1.2505
				16 Oct 2015	41,987	Transfer	19,61,088	1.2779
				27 Nov 2015	3,652	Transfer	19,64,740	1.2803
				22 Jan 2016	(5,00,000)	Transfer	14,64,740	0.9545
				29 Jan 2016	(2,05,163)	Transfer	12,59,577	0.8208
				19 Feb 2016	(12,469)	Transfer	12,47,108	0.8127
				26 Feb 2016	(5,100)	Transfer	12,42,008	0.8093
	At the end of the year						**12,42,008**	**0.8093**

Sr. No.	Name	Shareholding at the beginning of the year (01-04-2015)					Cumulative Shareholding during the year (01-04-2015 to 31-03-2016)	
		No. of shares held	% of total shares of the Company	Date	Increase / (decrease) in shareholding	Reason	No. of shares held	% of total shares of the Company
11	IDBI TRUSTEESHIP SERVICES LIMITED (INDIA ADVANTAGE FUND-V)	24,49,772	1.5964	01 Apr 2015			24,49,772	1.5964
				10 Apr 2015	(1,00,000)	Transfer	23,49,772	1.5312
				17 Apr 2015	(10,00,000)	Transfer	13,49,772	0.8796
				24 Apr 2015	(25,988)	Transfer	13,23,784	0.8626
				05 Jun 2015	(1,00,000)	Transfer	12,23,784	0.7975
				12 Jun 2015	(38,093)	Transfer	11,85,691	0.7726
				19 Jun 2015	(8,49,339)	Transfer	3,36,352	0.2192
				26 Jun 2015	(81,761)	Transfer	2,54,591	0.1659
				30 Jun 2015	(25,000)	Transfer	2,29,591	0.1496
				03 Jul 2015	(25,000)	Transfer	2,04,591	0.1333
				10 Jul 2015	(55,691)	Transfer	1,48,900	0.0970
				17 Jul 2015	(17,142)	Transfer	1,31,758	0.0859
				24 Jul 2015	(38,714)	Transfer	93,044	0.0606
				31 Jul 2015	(9,30,44)	Transfer	0	0.0000
	At the end of the year						**0**	**0.0000**

Note: Shareholding has been consolidated based on Permanent Account Number (PAN) of member.

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Shareholder	Date	Reason	Shareholding at the beginning of the year 01-04-2015		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	DIRECTORS						
1	Mofatraj P. Munot	01-04-2015	At the beginning of the year	1,37,36,822	8.95	1,37,36,822	8.95
		31-03-2016	At the end of the year			1,37,36,822	8.95
2	Parag M. Munot	01-04-2015	At the beginning of the year	1,34,63,615	8.77	1,34,63,615	8.77
		31-03-2016	At the end of the year			1,34,63,615	8.77
3	Sajjanraj Mehta	01-04-2015	At the beginning of the year	10,000	0.01	10,000	0.01
		31-03-2016	At the end of the year			10,000	0.01
4	Mahendra G. Punatar	01-04-2015	At the beginning of the year	7,000	0.00	7,000	0.00
		31-03-2016	At the end of the year			7,000	0.00
5	Imtiaz Kanga	01-04-2015	At the beginning of the year	3,00,000	0.20	3,00,000	0.20
		31-03-2016	At the end of the year			3,00,000	0.20
	KMPs						
1	Kamal Kishore Jain	01-04-2015	At the beginning of the year	500	0.00	500	0.00
		31-03-2016	At the end of the year			500	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total
Indebtedness at the beginning of the financial year				
i) Principal Amount	77,027.38	20,110.28	0	97,137.66
ii) Interest due but not paid	254.95	-	0	254.95
iii) Interest accrued but not Due	273.68	274.13	0	547.81
Total (i+ii+iii)	**77,556.01**	**20,384.41**	**0**	**97,940.42**
Change in Indebtedness during the financial year				
Addition	2,339.94	22.01	0	2,361.95
Reduction	-39,335.03	-135.70	0	-39,470.73
Exchange (Gain)/Loss (Net)	187.11	-	0	187.11
Net Change	-36,807.99	-113.69	0	-36,921.68
Indebtedness at the end of the financial year				
i) Principal Amount	39,736.39	20,132.29	0	59,868.68
ii) Interest due but not paid	48.80	-	0	48.80
iii) Interest accrued but not due	962.83	138.43	0	1,101.27
Total (i+ii+iii)	**40,748.02**	**20,270.72**	**0**	**61,018.74**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in Crores)

Sr. No.	Particulars of Remuneration	Mr. Ranjit Singh Managing Director*	Mr. Manish Mohnot Managing Director**	Total Amt.
1	**Gross Salary**			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	0.53	2.60	**3.13**
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	0.02	0.01	**0.03**
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	**-**
2	**Stock Options**	-	-	**-**
3	**Sweat Equity**	-	-	**-**
4	**Commission**			
	- As % profit	-	-	**-**
5	**Others, specify**			
	- Commission / Incentive	-	2.50	**2.50**
	TOTAL (A)	**0.55**	**5.11**	**5.66**
	CEILING AS PER THE ACT (being 5% of the net profits of the Company calculated as per Section 198 of the Act)			**15.35**

**Resigned as Managing Director of the Company w.e.f. May 31, 2015*
***Elevated as Managing Director w.e.f. June 1, 2015*

B. Remuneration to other Directors

1. Independent Directors (₹ in Crores)

Sr. No.	Particulars of Remuneration	Name of Director					Total Amt
		Mr. Sajjanraj Mehta	Mr. Vimal Bhandari	Mr. Narayan K. Seshadri	Mr. Mahendra G. Punatar	Mr. K.V. Mani	
1	Fee for attending Board / Committee Meetings	0.07	0.08	0.07	0.06	0.05	0.33
2	Commission	0.30	0.20	0.20	0.10	0.50	1.30
3	Others, please specify	-	-	-	-	-	-
	TOTAL (B1)	**0.37**	**0.28**	**0.27**	**0.16**	**0.55**	**1.63**

2. Other Non-Executive Directors (₹ in Crores)

Sr. No.	Particulars of Remuneration	Name of Director				Total Amt
		Mr. Mofatraj. P. Munot	Mr. Parag M. Munot	Ms. Anjali Seth	Mr. Imtiaz Kanga	
1	Fee for attending Board / Committee Meetings	0.08	0.05	0.05	0.01	**0.19**
2	Commission	1.20	0.40	0.10	-	**1.70**
3	Others, please specify	-	-	-	-	**-**
	TOTAL (B2)	**1.28**	**0.45**	**0.15**	**0.01**	**1.89**
	TOTAL B = B(1) + B(2)					**3.52**
	TOTAL MANAGERIAL REMUNERATION *					**9.18**
	OVERALL CEILING AS PER ACT (being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)					**3.07**

** Total Remuneration to Managing Director and other Directors (being the total of A and B)*

C. Remuneration To Key Managerial Personnel Other Than MD/MANAGER/WTD

(₹ in Crores)

Sr. No.	Particulars of Remuneration	Mr. Kamal Kishore Jain, Chief Financial Officer	Mr. Rahul Shah Company Secretary	Total Amt.
1	**Gross Salary**			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	1.94	0.42	**2.36**
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	0.01	0.00	**0.01**
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2	**Stock Options**	-	-	-
3	**Sweat Equity**	-	-	-
4	**Commission**			
	- As % profit	-	-	-
	- Others, specify	-	-	-
5	**Others, please specify**	-	-	-
	TOTAL	**1.95**	**0.42**	**2.37**

VII. PENALTIES / PUNISHMENTS / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			**NOT APPLICABLE**		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			**NOT APPLICABLE**		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			**NOT APPLICABLE**		
Punishment					
Compounding					

On behalf of the Board of Directors

Mofatraj P. Munot
Chairman
DIN: 00046905

Place: Mumbai
Date: May 28, 2016

Report on Corporate Governance

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on corporate governance is to oversee business strategies and ensure fiscal accountability, ethical corporate behaviour and fairness to all stakeholders. The efforts are always focused on long term value creation. Inherent to such an objective is to continuously engage and deliver value to all its stakeholders including members, customers, suppliers, partners, employees and the society at large.

The Company believes that sound Corporate Governance is critical for enhancing and retaining trust of all stakeholders' and your Company always seeks to ensure that its performance goals are met accordingly. The Company has always worked towards building trust with members, employees, customers, suppliers and other stakeholders based on the principles of good corporate governance.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has executed fresh Listing Agreements with the Stock Exchanges.

The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements and Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable, with regard to corporate governance.

The entire governance structure is supervised by Board of Directors, who oversee management activities and ensures their effectiveness in delivering stakeholder's value. To implement this, the Company has always strived to promote an informed Board that functions independently.

II. Board of Directors

A. Composition of the Board

As on March 31, 2016, the Board of Directors consisted of 10 Directors, out of which 9 are Non-Executive Directors including the Chairman and 1 is Managing Director. Out of 9 Non-Executive Directors, 5 are Independent Directors and 1 is Woman Director. No Directors are related to each other except Mr. Mofatraj P. Munot and Mr. Parag M. Munot, who are related as Father and Son. The Board structure is in compliance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Director of the Company is on the Board of more than 7 listed companies as an Independent Director. Further, none of the Director of the Company is acting as a Whole Time Director of any listed Company as well as Independent Director in more than 3 listed companies.

None of the Directors of Board is a Member of more than 10 Committees and no Director is the Chairperson of more than 5 committees across all the public companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors. For the purpose of determination of limit, chairpersonship and Membership of the Audit Committee and the Stakeholders' Relationship Committee alone has been considered.

B. Meetings of Board of Directors

10 Board Meetings were held during the year ended on March 31, 2016 and the time gap between any two Meetings has not been more than one hundred and twenty days. The dates on which the Board Meetings were held are May 30, 2015, July 17, 2015, August 7, 2015, September 10, 2015, September 29, 2015, November 5, 2015, January 13, 2016, February 10, 2016, March 8, 2016 and March 14, 2016.

All Information as required under Clause 49 of the Listing Agreement as well as Regulation 17 (7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was placed before the Board of Directors at the Board Meetings. The Company has duly complied with provisions of Secretarial Standards on Board Meetings with respect to convening of Board Meetings during the year.

C. Directors' attendance and Directorship held

The name and category of Directors on the Board, their attendance at the Board Meetings held during the year and also at the last Annual General Meeting, the number of Directorships and Committee Memberships and Chairpersonships held by them in other Indian companies as on March 31, 2016 are given below:

Name of the Directors	Category	Attendance at		No. of		
		Board Meetings	Last AGM	Other Directorship#	Other Committee Chairpersonship**	Other Committee Membership**
Mr. Mofatraj P. Munot	Non – Executive (Promoter) Chairman	10	Yes	13	-	-
Mr. Parag M. Munot	Non – Executive (Promoter)	9	No	14	-	1
Mr. Sajjanraj Mehta	Non - Executive (Independent)	9	Yes	2	1	1
Mr. Vimal Bhandari	Non - Executive (Independent)	10	Yes	9	2	2
Mr. Narayan K. Seshadri	Non - Executive (Independent)	9	No	15	4	1
Mr. Mahendra G. Punatar	Non – Executive (Independent)	8	No	1	-	1
Mr. K. V. Mani	Non – Executive (Independent)	10	Yes	1	-	-
Ms. Anjali Seth	Non - Executive (Woman Director)	9	Yes	6	-	3
Mr. Imtiaz I. Kanga (Appointed w.e.f. March 8, 2016)	Non – Executive (Promoter)	1	N.A.	18	1	1
Mr. Manish Mohnot	Managing Director*	10	Yes	5	-	2

** *Represents Memberships/Chairpersonships of Audit Committee & Stakeholders' Relationship Committee of public companies only.*

* *Re-designated and elevated as a Managing Director of the Company w.e.f. June 1, 2015.*

\# *Including Private Limited Companies.*

D. Separate Meeting of Independent Directors

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder and Regulation 25 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Independent Directors of the Company met once during a year, without the attendance of Non-Independent Directors and Members of the Management. The Independent Directors reviewed performance of Non Independent Directors, Chairman of the Company and the performance of the Board as a whole. The Independent Directors also discussed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The feedback of the Meeting was shared with the Chairman of the Company.

E. Directors' Profile

In case of appointment or re-appointment of Director(s), a brief resume of Director(s), nature of their expertise in specific functional areas and Company names in which they hold Directorships, Memberships/ Chairmanships of Board Committees, and shareholding in the Company are provided in the Notice of the Annual General Meeting annexed to this Annual Report.

F. Code of Conduct

The Board has laid down code of conduct for all Board Members and Senior Managerial Personnel of the Company. The Code of Conduct is available on the website of the Company at www.kalpatarupower.com.

All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct and a declaration to this effect signed by the Managing Director has been obtained.

The declaration of Managing Director confirming the compliance of the Code of Conduct as required under Regulation 17 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

Declaration

All Board Members and Senior Management Personnel have, for the year ended March 31, 2016 affirmed compliance with the Code of Conduct laid down by the Board of Directors in terms of Regulation 17 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

For Kalpataru Power Transmission Limited

Place: Mumbai
Date: May 28, 2016

Manish Mohnot
Managing Director

III. Audit Committee:

The Audit Committee comprises of 5 Non-Executive Directors out of which 4 are Independent Directors. Accordingly, the Company has complied with the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to composition of Audit Committee.

The Audit Committee has the power to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

The role of the Audit Committee and the information to be reviewed by the Audit committee as specified in Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 includes following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - modified opinion(s) in the draft audit report

- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and Investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower Mechanism;
- Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Additionally, the Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor
- Statement of deviations:
  a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The Committee met 9 times during the year on May 30, 2015, July 17, 2015, August 7, 2015, September 10, 2015, September 29, 2015, November 5, 2015, January 13, 2016, February 10, 2016 and March 8, 2016 and the attendance of Members at the Meetings were as follows :

Name of Member	Category	Status	No. of Meetings attended /held
Mr. Sajjanraj Mehta	Non Executive-Independent	Chairman	8/9
Mr. Mofatraj P. Munot	Non Executive-Promoter	Member	9/9
Mr. Vimal Bhandari	Non Executive-Independent	Member	9/9
Mr. Narayan K. Seshadri	Non Executive-Independent	Member	8/9
Mr. Mahendra G. Punatar	Non Executive-Independent	Member	7/9

The Director (Finance) & CFO, Statutory Auditors and Group-Head Audit and Assurance are the regular invitees to the Committee Meetings. Other executives are invited as and when required. The Company Secretary of the Company is the Secretary of the committee.

The Audit Committee has reviewed financial condition and results of operations forming part of the management discussion and analysis, statement of significant related party transactions as submitted by the management, and other information as mentioned in Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairman of the Audit Committee of the Company was present at the last Annual General Meeting of the Company held on September 29, 2015.

IV. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprises of 3 Non-Executive Directors out of which 2 are Independent Directors. The Chairman of the Committee is an Independent Director. Accordingly, the Company has complied with the requirements of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to composition of Nomination and Remuneration Committee.

The role of the Nomination and Remuneration Committee as specified in Part D of the Schedule II, inter-alia includes following:

1. To formulate criteria for determining qualification, positive attributes & Independence of director and recommend to board a policy relating to remuneration for the Directors, KMP and other employees.

   NRC shall while formulating policy ensure that,

   a) the level & composition of remuneration is reasonable & sufficient to attract, retain & motivate directors of the quality required to run the Company successfully,

   b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and

   c) remuneration to Directors, KMP and senior management involve balance between fixed & incentive pay reflecting short and long term performance objective appropriate to the working of the Company & its goals.

2. To formulate criteria for evaluation of performance of Independent Directors and Board.

3. To devise a policy on diversity of Board of Directors;

4. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.

5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

6. To perform any other functions as may be assigned to Committee by the Board from time to time.

The Committee met 2 times during the year on May 30, 2015 and March 8, 2016 and the attendance of Members at the Meetings is as follows:

Name of Member	Category	Status	No. of Meetings attended /held
Mr. Vimal Bhandari	Non Executive-Independent	Chairman	2/2
Mr. Mofatraj P. Munot	Non Executive-Promoter	Member	2/2
Mr. Sajjanraj Mehta	Non Executive-Independent	Member	1/2

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own, the Non Independent and Independent Directors individually as well as the evaluation of the working of various Committees.

The Board has prepared performance evaluation policy for evaluating performance of Individual Directors including Chairman of the Company, Board as a whole and its Committees, thereof.

The performance of Non-Independent Directors including Chairman of the Company and the Board as a whole, after taking views of the Executive and Non-executive Directors were evaluated by the Independent Directors at its Meeting held on May 02, 2016.

The formal annual evaluation of the performance of the Board and that of its Committees and Individual Directors including Chairman has been carried out by Nomination and Remuneration Committee and Board of Directors of the Company at their Meetings held on May 28, 2016 in the manner prescribed in the Performance Evaluation Policy. The criteria of the Board evaluation includes Board composition, talents, experience and knowledge, presentations and discussions at the Board Meeting, frequency of the Board Meeting, feedback and suggestion given to the management, participation in the discussion etc.

The evaluation of the Independent Directors were made on the basis of attendance at the Meeting of the Board, Committee and General Meeting, knowledge about the latest development, Contribution in the Board development processes, participation in the Meeting and events outside Board Meetings, expression of views in best interest of the Company, assistance given in protecting the legitimate interests of the Company, employees and investors, extending individual proficiency and experience for effective functioning and operation of the Company etc.

Directors' Remuneration

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employee is available on the website of your Company www.kalpatarupower.com. There has been no change in the policy since last financial year.

The remuneration policy is in consonance with the existing industry practice.

Remuneration paid or payable to Managing Director for the FY 2015-16 is as under:

(₹ in Crores)

Name of Director	Salary	Perquisites	Contribution to PF	Commission / Incentive	Total	Stock Options granted
Mr. Ranjit Singh*	0.49	0.02	0.04	-	0.55	-
Mr. Manish Mohnot*	2.49	0.01	0.11	2.50	5.11	-

**Mr. Ranjit Singh resigned as Managing Director of the Company w.e.f. May 31, 2015 and Mr. Manish Mohnot was elevated as Managing Director of the Company w.e.f. June 01, 2015.*

The contractual agreements with Mr. Manish Mohnot, Managing Director can be terminated by either party giving 6 months prior notice respectively.

Sitting Fees and Commission on net profit paid or payable to Non Executive Directors for the Financial Year 2015-16 is as under:

(₹ in Crores)

Name of Director	Sitting Fees	Commission	Total
Mr. Mofatraj P. Munot	0.08	1.20	1.28
Mr. Parag M. Munot	0.05	0.40	0.45
Mr. Sajjanraj Mehta	0.07	0.30	0.37
Mr. Vimal Bhandari	0.08	0.20	0.28
Mr. Narayan K. Seshadri	0.07	0.20	0.27
Mr. Mahendra G. Punatar	0.06	0.10	0.16
Mr. K. V. Mani	0.05	0.50	0.55
Ms. Anjali Seth	0.05	0.10	0.15
Mr. Imtiaz Kanga*	0.01	-	0.01

**Appointed as an Additional Director w.e.f. March 8, 2016 and hence he is not paid Commission for the FY 2015-16*

Commission is paid to the abovementioned Directors on the basis of qualifications, experience, attendance at the Meetings, directorship in other companies, time spent on strategic matters and contribution to the Company.

The Board of Directors of the Company approved payment of commission during the year to the Director(s) who were not in Whole-Time employment of the Company in recognition of their performance during the year 2015-16 not exceeding in aggregate 1% of net profits for the financial year 2015-16, calculated under Section 198 of the Companies Act, 2013.

In terms of agreement/appointment approved by Members, commission/incentive to Mr. Manish Mohnot, Managing Director has been decided by Board of Directors on recommendation of Nomination and Remuneration Committee.

Information of Directors as on March 31, 2016 is as under:-

Name	Age	Designation	Date of initial appointment	Shares held
Mr. Mofatraj P. Munot	71	Chairman	June 27, 1989	1,37,36,822
Mr. Parag M. Munot	46	Director	September 30, 1991	1,34,63,615
Mr. Sajjanraj Mehta	64	Director	July 25, 1998	10,000
Mr. Vimal Bhandari	57	Director	June 28, 2002	Nil
Mr. Narayan K. Seshadri	58	Director	January 29, 2007	Nil
Mr. Mahendra. G. Punatar	80	Director	June 01, 2009	7,000
Mr. K. V. Mani	72	Director	January 19, 2014	Nil
Ms. Anjali Seth	57	Director	March 28, 2015	Nil
Mr. Imtiaz Kanga	63	Additional Director	March 08, 2016	3,00,000
Mr. Manish Mohnot	43	Managing Director	November 01, 2006	Nil

There is no pecuniary relationship or transaction of the Company with any Non-Executive Director other than as disclosed above related to sitting fees and remuneration including commission. All related party transactions are disclosed in notes to accounts.

V. Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee comprises of 3 Directors out of which Chairman is Non Executive Director. Accordingly, the Company has complied with the requirements of Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to composition of Stakeholders' Relationship Committee.

The Stakeholders' Relationship Committee comprises of Mr. K. V. Mani, Mr. Parag M. Munot and Mr. Manish Mohnot. The Stakeholders' Relationship Committee was reconstituted on May 30, 2015 whereby Mr. Parag M. Munot was appointed as its Member in place of Mr. Ranjit Singh.

The role of the Committee is to hear the complaint and grievances of various securities holders so as ensure that timely relief is extended to securities holders including members in respect of their complaint. Additionally, the Committee also looks into the members complaints, if any, related to non-receipt of balance sheet, non-receipt of declared dividend, revalidation of dividend warrants etc. and redress the same expeditiously. The Committee also review the issuance of duplicate share certificates, issue of certificates after split/consolidation/renewal and transmission of shares, done by the Share Transfer Committee.

The Committee met three times during the year on August 7, 2015, November 5, 2015 and February 10, 2016 and the attendance of Members at the Meetings were as follows:

Name of Member	Category	Status	No. of Meetings attended / held
Mr. K. V. Mani	Non Executive - Independent	Chairman	3/3
Mr. Manish Mohnot	Managing Director	Member	3/3
Mr. Parag M. Munot	Non Executive - Promoter	Member	3/3

Mr. Rahul Shah, Company Secretary of the Company also acts as Compliance Officer of the Company.

During the year, the Company has received 5 Complaints from its Members from time to time and all the Complaints were resolved in due time. One Complaint dated March 30, 2016, remaining unresolved as on March 31, 2016 was adequately replied and resolved in due time.

The Board has delegated the powers of approving transfers and transmission of shares, issue of duplicate shares, issue of share certificates after split/consolidation/renewal and transmission of shares, to a Share Transfer Committee comprising of Mr. Parag M. Munot, Mr. Manish Mohnot and Mr. Kamal Kishore Jain. The Committee met Nine times during the year. There were no transfers pending as on March 31, 2016.

VI. Corporate Social Responsibility (CSR) Committee:

In compliance with Section 135 of the Companies Act, 2013, the Board of Directors of the Company in its Meeting held on May 29, 2014 has constituted Corporate Social Responsibility (CSR) Committee. The Committee comprises of 3 Directors out of which Chairman is an Independent Director. The CSR Committee was reconstituted on May 30, 2015 whereby Mr. Parag M. Munot was appointed as its Member in place of Mr. Ranjit Singh.

The terms of reference of Committee broadly comprises following:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which includes the activities to be undertaken by the Company as specified in Schedule VII;
- Recommend the amount of expenditure to be incurred on the CSR activities
- Monitor the CSR Policy of the Company from time to time.
- Institute a transparent monitoring mechanism for implementation of the CSR Projects or Programs or activities undertaken by the Company.
- CSR Policy of the Company shall specify that the surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of a Company.

The Committee met one time during the year on September 29, 2015. The composition of the CSR Committee and the attendance of Members at the Meeting were as follows:

Name of Member	Category	Status	No. of Meetings attended / held
Mr. Sajjanraj Mehta	Non Executive - Independent	Chairman	1/1
Mr. Mofatraj P. Munot	Non Executive - Promoter	Member	1/1
Mr. Parag M. Munot	Non Executive - Promoter	Member	0/1
Mr. Manish Mohnot	Managing Director	Member	1/1

VII. Subsidiary Companies:

The List of Subsidiary and Associate Companies of the Company, is already provided in Directors' Report.

"Unlisted Material Indian subsidiary" means an unlisted subsidiary, incorporated in India, whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the listed holding Company and its subsidiaries in the immediately preceding accounting year.

There are no Subsidiaries of the Company that are Unlisted Material Indian Subsidiary and hence, it is not required to have any Independent Director of the Company on the Board of any of the unlisted Subsidiary Company. JMC Projects (India) Ltd., is a material Indian subsidiary company but it is a Listed company. The review of annual financial statement and investments, if any, made by unlisted Subsidiary Companies is done by the Audit Committee on regular basis. The minutes of Board Meetings of unlisted Subsidiary Companies are being placed before the Board of Directors of the Company from time to time.

VIII. General Body Meeting:

a. The details of last 3 Annual General Meetings (AGMs) of the Company are as under:

Financial Year	Date	Time	Venue
2014-2015	September 29, 2015	3.30 p.m.	Kalpa-Vriksha Learning Centre, A-1 & A-2, GIDC Electronic Estate, Sector-25, Gandhinagar.
2013-2014	September 27, 2014	4.00 p.m.	Kalpa-Vriksha Learning Centre, A-1 & A-2, GIDC Electronic Estate, Sector-25, Gandhinagar.
2012-2013	September 25, 2013	4.00 p.m.	Kalpa-Vriksha Learning Centre, A-1 & A-2, GIDC Electronic Estate, Sector-25, Gandhinagar.

Special Resolution in Last 3 AGMs

In AGM held on September 29, 2015, One Special Resolution was passed as under:

(i) Issuance of redeemable Non Convertible Debentures upto ₹ 300 Crores by the Company within a period of 1 year in one or more tranches.

In AGM held on September 27, 2014, Four Special Resolutions were passed as under:

(i) Adoption of the new set of the Articles of Association in substitution of the existing articles of the Company.

(ii) To borrow any sum or sums of money from time to time at the discretion of the Board (which term shall include any committee thereof) for the purpose of the business of the Company, which together with the monies already borrowed by the Company, (apart from the temporary loans obtained by the Company from the Company's Bankers in the ordinary course of business) not exceeding in aggregate ₹ 1,000/- Crores (Rupees One Thousand Crores) over and above the paid up capital and free reserves of the Company.

(iii) Creation of mortgage and / or charge, in addition to the mortgages and / or charges created by the Board of Directors of the Company (which term shall include any committee thereof) not exceeding in aggregate ₹ 10,000/- Crores over and above the paid up capital and free reserves of the Company.

(iv) Issuance of redeemable Non Convertible Debentures upto ₹ 500/- Crores by the Company within a period of 1 year in one or more tranches.

In AGM held on July 25, 2013, three Special Resolutions were passed as under:

(i) Appointment of Managing Director for a period of 5 years.

(ii) Appointment of Mr. Umang Golechha, Grandson (daughter's son) of Mr. Mofatraj P. Munot, Chairman of the Company, to hold an Office or Place of Profit as Deputy General Manager (International Business) for a period of one year pursuant to provisions of Section 314 read with Directors' Relatives (Office or Place of Profit) Rules, 2003,

(iii) To pay commission, not exceeding 1% of the net profits of Company to Non-Executive Directors, for a period of five years commencing from April 1, 2013, as may be determined by the board of directors from time to time under the provision of the Companies Act, 1956.

Postal Ballot

No Postal Ballot was conducted during the year. There is no resolution which is proposed to be passed through Postal Ballot in the ensuing Annual General Meeting.

IX. Disclosures:

a) Management Discussion and Analysis

Annual Report has a detailed chapter on Management Discussions and Analysis.

b) Related Party Transaction

There were no transactions with related parties, which are not on arm's length basis.

There were no materially significant related party transactions that may have potential conflict with the interests of Company at large, during the year.

The Company has received representation from Senior Management Personnel that there was no material significant financial and commercial transactions entered into by them alongwith their Relative where they have personal interest, that may have a potential conflict with the interest of the Company at large.

The Company has formulated a policy on dealing with Related Party Transactions, such policy has been disclosed of the Company's website http://www.kalpatarupower.com/investor-info.html

c) Accounting treatment

The Company has followed accounting treatment as prescribed in Accounting Standard applicable to the Company.

d) Risk Management

The Risk Management Committee is there to ascertain and minimize risk and to take appropriate decisions for regular assessment and minimization of risks. The working of this Committee is being periodically reviewed by the Board.

e) Neither any non-compliance nor any penalty, strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

f) Whistle Blower Policy (Vigil Mechanism)

The Company established the Whistle Blower Policy (Vigil Mechanism) w.e.f. November 15, 2014. In line with the best Corporate Governance practices, the Company has put in place a system through which the Directors or Employees may report concerns about Unethical and Improper Practices or Alleged Wrongful Conduct, without fear of reprisal. The Company has put in place a process by which Employees can raise Unethical and Improper Practices with their supervisor, manager or point of contact. If supervisor, manager or point of contact to whom Unethical and Improper Practices are raised, are required to report the same to **Whistleblower Investigation Committee (WBIC)**. In the event a Director wish to raise a complaint or disclosure he/she shall consult Chairman of the Company and / or Chairman of the Audit Committee. In the exceptional cases, any Employee or Director can reach to the Chairman of the Audit Committee to report any Unethical or Improper Practices. Also no Employee has been denied access to the Audit Committee. The functioning of the vigil mechanism is being monitored by the Audit Committee from time to time.

The Whistle Blower Policy has been disclosed on the Company's website http://www.kalpatarupower.com/investor-info.html

g) Familiarisation programme for Independent Directors

The Company has familiarized its Independent Directors' regarding the Company, their roles, rights, responsibilities and liabilities in the Company. Presentations are made by senior managers to the Independent Directors covering nature of Industry, business model, business performance and operations, opportunities available etc. The Company through its Managing Director / Key Managerial Personnel conducted presentations periodically to Independent Directors outlining and explaining difference between Indian GAAP and IND AS and the preliminary analysis of IND-AS on the Company. Further, the Directors are encouraged to attend the training programmes being organized by various regulators / bodies / institutions. The Details of such Familiarisation programme for Independent Directors has been disclosed on the Company's website http://www.kalpatarupower.com/investor-info.html

h) Policy for determining 'material' subsidiaries

The Company has formulated a policy for determining 'material' subsidiaries, such policy has been disclosed of the Company's website http://www.kalpatarupower.com/investor-info.html

i) Commodity Price Risk/Foreign Exchange Risk and Hedging Activities

Commodities form a major part of the raw materials required for Company's Products portfolio and hence Commodity price risk is one of the important market risk for the Company. The commodities are priced using pricing benchmarks and commodity derivatives are priced using exchange-traded pricing benchmarks. Your Company has a robust framework and governance mechanism in place to ensure that the organization is adequately protected from the market volatility in terms of price and availability. The Commodity Risk Management (CRM) team of KPTL, based on intelligence and monitoring, forecasts commodity prices and movements and advises the Procurement team on cover strategy.

The Company has managed the foreign exchange risk with appropriate hedging activities in accordance with policies of the Company. The aim of the Company's approach to manage currency risk is to leave the Company with the no material residual risk. The Company uses forward exchange contracts to hedge against its foreign currency exposures. Foreign exchange transactions are adequately covered with reference to the amount of total exposure at any point in time. There are no materially uncovered exchange rate risks in the contexts of the Company's imports and exports. The Company does not enter into any derivative instruments for trading or speculative purposes. The details of foreign exchange exposures as on March 31 , 2016 are disclosed in Note No. 48 in Notes to the standalone financial statements.

X. Means of Communication:

a) Financial Results

The Company has furnished Financial Results on a quarterly basis to the Stock Exchanges as per the format prescribed and within the stipulated time period under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has published its Quarterly Results in Economic Times – English & Gujarati and Gandhinagar Samachar - Gujarati daily / Financial Express - Gujarati.

The Results of the Company were displayed on web site www.kalpatarupower.com and the same were also submitted to the Stock Exchanges after the conclusion of the Board Meeting. The official news releases are being placed on Company's website and simultaneously sent to Stock Exchanges where the shares of the Company are listed.

b) Compliance

The Company has regularly submitted its quarterly compliance report to the Stock Exchanges for compliance of requirements of corporate governance under Para X of Clause 49 of the Listing Agreement as well as Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with the applicable mandatory requirements of Clause 49 of the Listing Agreement as well as Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has obtained a certificate from its Statutory Auditors M/s. Deloitte Haskins & Sells, Chartered Accountants to this effect and the same is annexed to this Report. The Company has also complied with certain non mandatory requirements prescribed in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 such as appointed separate persons as Chairman and Managing Director.

c) News, Release, Presentations etc.

Official news, releases, and presentation made to analysts, institutional investors etc. are displayed on the website of the Company www.kalpatarupower.com

d) Website

The Company maintains a functional website www.kalpatarupower.com which depicts detailed information about the business activities of the Company. It contains a separate dedicated section namely "Investors" where all information relevant to Members is available. The achievements and important events taking place in the Company like receipt of major orders are announced through electronic media and posted on the Company's website also. The Company's other press coverage and corporate presentations, if made to Institutional Investors and Analysts, are also made available on the website. All the submissions made by the Company to Stock Exchanges are also disclosed on the website of the Company. The Annual Report of the Company is also available on the website of the Company www.kalpatarupower.com in a downloadable form.

XI. General Shareholder Information:

Annual General Meeting and Book Closure

The information of forthcoming Annual General Meeting and Book Closure have been provided in the Notice of Annual General Meeting enclosed alongwith this Annual Report.

Financial Calendar

Financial Year : April 01 to March 31

Financial Results:

First Quarter Results : by August 14

Half Year Results : by November 14

Third Quarter Results : by February 14

Annual Results : by May 30

Listing

At present, the equity shares of the Company are listed on the BSE Limited (BSE) and the National Stock Exchange of India Ltd. (NSE). The Non Convertible Debentures issued by the Company are listed on BSE Limited.

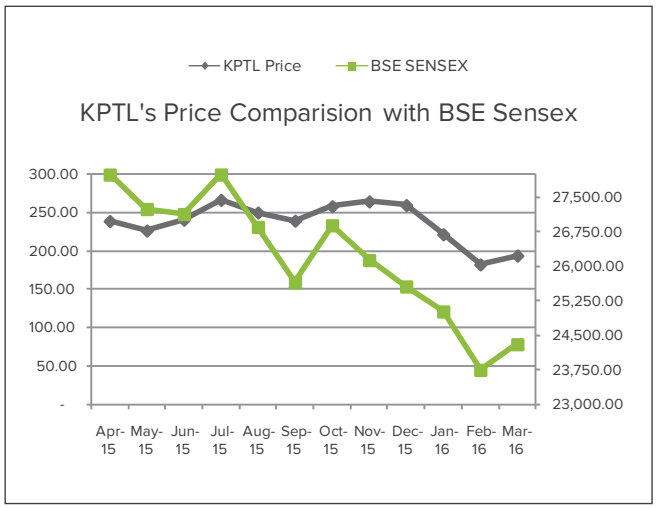
Name of Stock Exchange	Stock Code	Address
BSE Limited	522287	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001, Maharashtra, India.
National Stock Exchange of India Limited	KALPATPOWR	'Exchange Plaza', C-1, Block 'G', Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051, Maharashtra, India.

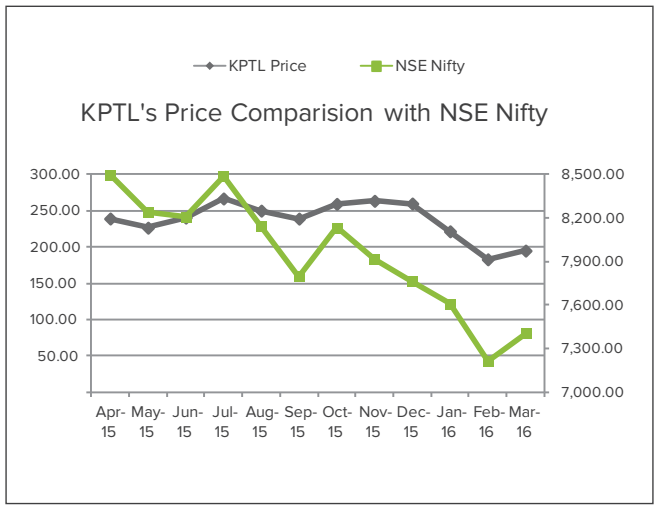
The Company has already paid the listing fees for the year 2016-17 to both the Stock Exchanges.

Stock Market Data

Monthly High and Low price of the Company's shares with a face value of ₹ 2 each for financial year 2015-2016 on BSE and NSE are as under:

Month	BSE Ltd.				National Stock Exchange of India Ltd.			
	High Share Price ₹	Low Share Price ₹	Index during the Month		High Share Price ₹	Low Share Price ₹	Nifty during the Month	
			High	Low			High	Low
Apr-15	256.75	221.60	29,094.61	26,897.54	256.75	221.50	8,844.80	8,144.75
May-15	236.90	216.55	28,071.16	26,423.99	236.60	216.40	8,489.55	7,997.15
Jun-15	267.50	214.25	27,968.75	26,307.07	266.50	214.30	8,467.15	7,940.30
Jul-15	280.90	252.65	28,578.33	27,416.39	280.45	252.95	8,654.75	8,315.40
Aug-15	291.80	208.75	28,417.59	25,298.42	291.80	208.15	8,621.55	7,667.25
Sep-15	255.55	223.65	26,471.82	24,833.54	255.00	223.00	8,055.00	7,539.50
Oct-15	271.45	245.50	27,618.14	26,168.71	271.55	247.00	8,336.30	7,930.65
Nov-15	285.00	244.50	26,824.30	25,451.42	285.00	242.00	8,116.10	7,714.15
Dec-15	280.00	240.00	26,256.42	24,867.73	280.50	239.00	7,979.30	7,551.05
Jan-16	261.10	182.65	26,197.27	23,839.76	262.00	181.00	7,972.55	7,241.50
Feb-16	205.00	160.00	25,002.32	22,494.61	205.90	160.00	7,600.45	6,825.80
Mar-16	223.70	164.50	25,479.62	23,133.18	224.40	165.50	7,777.60	7,035.10





Registrar & Transfer Agent (RTA)

Link Intime India Private Limited
303, 3rd Floor, Shoppers`s Plaza – 5,
Near Government Society,
Opp. Municipal Market, C. G. Road,
Navrangpura, Ahmedabad – 380009
Email: ahmedabad@linkintime.co.in
Tel. & Fax: 079 26465179

Share Transfer System

Members'/Investors' are requested to send share transfer related documents directly to our RTA whose address is given above. A Committee of the Company is authorised to approve transfer of shares. If the transfer documents are in order, the transfer of share(s) is registered within 15 days of receipt of transfer documents by our RTA.

The Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities as per the requirement of Clause 47 (c) of the Listing Agreement and Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These certificates have been submitted to the Stock Exchanges. The Company has also carried out Quarterly Secretarial Audit for the reconciliation of Share Capital as required under SEBI circular No. 16 dated December 31, 2002.

A Company Secretary in Practice carried out an Audit, on quarterly basis, to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited and the total issued & listed capital. The Audit confirms that the total issued / paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form.

Distribution of Shareholding: (As on March 31, 2016)

No. of Shares of ₹ 2 each	Members		No. of Share Held	
	Number	% of Total	Number	% of Total
Upto – 500	17,021	83.40	18,92,969	1.24
501 – 1,000	1,850	9.07	16,45,978	1.07
1,001 – 2,000	644	3.16	10,31,176	0.67
2,001 – 3,000	229	1.12	5,78,917	0.38
3,001 – 4,000	147	0.72	5,33,984	0.35
4,001 – 5,000	108	0.53	4,95,459	0.32
5,001 – 10,000	181	0.89	13,39,667	0.87
10,001 – And Above	226	1.11	14,59,42,420	95.10
Total	**21,097**	**100.00**	**15,34,60,570**	**100.00**

Shareholding Pattern as on March 31, 2016

Sr. No.	Category	No. of Shares held	% of Shares held
A	**Promoter & Promoter Group Share Holding :**		
	Indian	9,09,34,663	59.25%
	Foreign	3,00,000	0.20%
B	**Public Share Holding :**		
	1. Institutional :		
	Mutual Funds	3,12,81,148	20.38%
	Foreign Institutional Investor	81,18,345	5.29%
	Financial Institutions / Banks	28,541	0.02%
	Insurance Companies	47,52,550	3.10%
	2. Non-Institutional :		
	Individuals	79,87,774	5.20%
	Foreign Portfolio Investor	33,14,676	2.16%
	Trusts / HUF	3,15,291	0.21%
	NRIs	10,96,308	0.71%
	Clearing Members	2,70,666	0.18%
	Bodies Corporate	50,60,608	3.30%
	Total	**15,34,60,570**	**100.00%**

**Out of above, Promoters & Promoter group have pledged 3,27,54,601 Equity Shares constituting 35.90% of their holding in the Company and 21.34% of total equity of the Company.*

Unclaimed Shares

There are no unclaimed shares lying with the Company in Demat Suspense account / Unclaimed Suspense account.

Dematerialization of Shares and Liquidity

99.55% Shares are in demat form as on March 31, 2016

ISIN No. (For Dematerialized Shares) INE220B01022

The shares of the Company are frequently traded on both the stock exchanges and hence the shares of the Company are liquid.

Outstanding GDRs/ADRs/Warrants/Convertible Instruments

The Company has no GDRs/ADRs/Warrants/Convertible Instruments outstanding as on March 31, 2016.

Transfer of Unpaid / Unclaimed amounts to Investor Education and Protection Fund (IEPF)

Pursuant to provisions of Companies Act, 2013, dividends which remain unclaimed / unpaid over a period of seven years are required to be transferred by the Company to the IEPF constituted by the Central Government.

Following are the details of Dividends paid by the Company and their respective due dates of transfer to the IEPF if they remain unclaimed by the Members.

Dividend for the year	Date of Declaration of Dividend	Last date upto which Members are entitled to claim the dividend
2008-09	July 29, 2009	September 04, 2016
2009-10	July 29, 2010	August 30, 2017
2010-11	July 29, 2011	September 04, 2018
2011-12	August 04, 2012	September 06, 2019
2012-13	July 25, 2013	August 28, 2020
2013-14	September 27, 2014	October 27, 2021
2014-15	September 29, 2015	November 02, 2022

During the year under review, the Company has credited ₹ 4.12 Lacs to the Investor Education and Protection Fund (IEPF) pursuant to applicable provisions of Companies Act, 2013.

The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 29, 2015 (date of last Annual General Meeting) on the Company's website (www.kalpatarupower.com), as also on the Ministry of Corporate Affairs' website.

Debenture Trustees

1) 10.50% and 9.55% Unsecured Redeemable NCDs of ₹ 100 Crores each

IL&FS TRUST COMPANY LTD
The IL&FS Financial Centre, Plot C- 22, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai 400051
Tel:- 022 2659 3612
Fax:- 022 2653 3297
Website: www.itclindia.com

Plant Location

Main Plant, Registered Office & R&D Tower Drawing & Design Centre (Address for Correspondence)
Plot No.101, Part III,
G.I.D.C. Estate, Sector – 28
GANDHINAGAR – 382 028
Tel : 079 – 23214000,
Fax : 079 – 23211966

Raipur Plant:
Khasra No.1778, 1779
Old Dhamtari Road
Village : Khorpa
Tehsil : Abhanpur
Dist : Raipur, Chhattisgarh
Fax : 0771 – 2446988

Corporate Office
"Kalpataru Synergy"
7th Floor, Opp. Grand Hyatt Hotel,
Vakola, Santa Cruz (East),
Mumbai – 400 055
Tel.: 022 – 30645000
Fax: 022 – 30643131

2nd Plant at Gandhinagar

Plot No. A-4/1, A-4/2, A-5,
G.I.D.C. Electronic Estate, Sector – 25,
Gandhinagar – 382 025
Tel.: 079-23214400
Fax : 079-23287215

Biomass Energy Division (Power Plant)
1) 27BB, Tehsil Padampur
Dist. Sri Ganganagar
(Rajasthan)
Tel. : 0154 - 2473725
Fax : 0154 -2473724

R & D Proto Tower Development & Validation Centre

At Punadara Village
Near Talod Dam
Taluka – Prantij
Dist. Sabarkatha (Gujarat)
Tel : 02770- 255414

2) Near Village Khatoli
Tehsil Uniara, Dist. Tonk
Rajasthan - 304 024
Tel.: 01436 – 260665
Fax.: 01436 – 260666

CEO/CFO Certificate

Board of Directors
Kalpataru Power Transmission Limited

We, Manish Mohnot, Managing Director and Kamal Kishore Jain, Director (Finance) & CFO, to the best of our knowledge and belief, hereby certify that:

(a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2016 and that to the best of our knowledge and belief:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

(b) To the best of our knowledge and belief, no transaction entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the Auditors and the Audit Committee:

(i) That there is no significant changes in internal control over financial reporting during the year;

(ii) That there is no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) That there is no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date: May 28, 2016

Manish Mohnot
Managing Director

Kamal Kishore Jain
Director (Finance) & CFO

INDEPENDENT AUDITOR'S CERTIFICATE

TO THE MEMBERS OF
KALPATARU POWER TRANSMISSION LIMITED

1. We have examined the compliance of conditions of Corporate Governance by KALPATARU POWER TRANSMISSION LIMITED ("the Company"), for the year ended on March 31, 2016, as stipulated in:

   Clause 49 (excluding clause 49 (VII) (E)) of the Listing Agreements of the Company with stock exchange(s) for the period from April 1, 2015 to November 30, 2015.

   Clause 49 (VII) (E) of the Listing Agreements of the Company with stock exchange(s) for the period from April 1, 2015 to September 1, 2015.

   Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from September 2, 2015 to March 31, 2016 and

   Regulations 17 to 27 (excluding regulation 23 (4)) and clauses (b) to (i) of regulation 46 (2) and para C, D and E of Schedule V of the Listing Regulations for the period from December 1, 2015 to March 31, 2016.

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.

4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and Regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.

5. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For DELOITTE HASKINS & SELLS,
Chartered Accountants
(Firm's Registration No. 117365W)

Sunil S. Kothari
Partner
(Membership No. 208238)

Mumbai, May 28, 2016

STANDALONE FINANCIAL STATEMENTS

Independent Auditor's Report

TO
THE MEMBERS OF
KALPATARU POWER TRANSMISSION LIMITED

Report On the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Kalpataru Power Transmission Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act, as applicable.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order under section 143 (11) of the Act.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

Independent Auditor's Report

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards prescribed under section 133 of the Act, as applicable.

   e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;

      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells,**
Chartered Accountants
(Firm's Registration No.117365W)

Sunil S. Kothari
Partner
(Membership No. 208238)

Place : Mumbai
Date : May 28, 2016

Annexure "A" to the Auditor's Report on the Standalone Financial Statements

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Kalpataru Power Transmission Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Annexure "A" to the Auditor's Report on the Standalone Financial Statements

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells,**
Chartered Accountants
(Firm's Registration No.117365W)

Sunil S. Kothari
Partner
(Membership No. 208238)

Place : Mumbai
Date : May 28, 2016

Annexure "B" to the Auditor's Report on the Standalone Financial Statements

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings, are held in the name of the Company as at the balance sheet date. Immovable properties of land and buildings whose title deeds have been pledged as security for loans are held in the name of the Company based on the confirmations directly received by us from lenders. In respect of immovable properties of land and buildings that have been taken on lease and disclosed as fixed asset in the financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.

(ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.

(iii) According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:

(a) The terms and conditions of the grant of such loans are, in our opinion, *prima facie,* not prejudicial to the Company's interest.

(b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.

(c) There is no overdue amount remaining outstanding as at the balance sheet date.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposit during the year.

(vi) The maintenance of cost records has been specified by the Central Government under Section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues applicable to it to the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.

Annexure "B" to the Auditor's Report on the Standalone Financial Statements

(c) Details of dues of Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, and Value Added Tax which have not been deposited as on March 31, 2016 on account of disputes are given below:

Sr. No	Name of the statute	Nature of dues	Assessment Year	Amount* (₹ in lacs)	Forum where dispute is pending	Amount paid under protest/ refund withheld by department (₹ in lacs)
1	The Finance Act, 1994	Service Tax	2003-04, 2007-08 to 2011-12	3273.50	Customs, Excise and Service Tax Appellate Tribunal	445.66
2	The Finance Act, 1994	Service Tax	2006-07	1.01	Commissioner (Appeal)	
3	The Customs Act, 1962	Customs Duty	2010-11 & 2011-12	23.18	Customs, Excise and Service Tax Appellate Tribunal, Chennai	
4	The Customs Act, 1962	Customs Duty	2012-13 & 2014-15	5.34	Commissioner (Appeal)	44.20
5	The Madhya Pradesh VAT Act, 2002	VAT	2007-08	2.88	Assistant Commissioner - Satna	
6	The Madhya Pradesh VAT Act, 2002	VAT	2013-14	6.25	Deputy Commissioner	1.00
7	The Bihar VAT Act, 2005	VAT	2004-05	21.47	Deputy Commissioner of Commercial Taxes Kisanganj- Bihar	
8	The Gujarat VAT Act, 2003	VAT	2005-06	138.36	Appellate Tribunal – Gujarat	
9	The Gujarat VAT Act, 2003	VAT	2010-11	117.38	Joint Commissioner of Commercial Tax	78.00
10	Maharashtra VAT Act, 2002	VAT	2007-08 2008-09	51.11	Appellate Tribunal – Maharashtra	50.00
11	Maharashtra VAT Act, 2002	VAT	2008-09	420.40	Joint Commissioner of Appeal	270.41
12	Uttar Pradesh VAT Act, 2008	VAT	2011-12	0.46	Additional Commissioner Grade-2 (Appeal II)	
13	Uttar Pradesh VAT Act, 2008	VAT	2003-04	2.86	Commercial Tax Tribunal	
14	The West Bengal VAT Act, 2003	VAT	2004-05 2007-08	17.81	Appellate Tribunal – West Bengal and Revision Board of Calcutta	17.00
15	The West Bengal VAT Act, 2003	VAT	2012-13	0.04	Joint Commissioner Appeal	90.00
16	Haryana VAT Act, 2003	VAT	2011-12	58.73	Joint Excise and Taxation Commissioner	128.00
17	Haryana VAT Act, 2003	VAT	2003-04 2004-05 2008-09 2009-10	76.12	Haryana Tax Tribunal	60.37
18	Tamil Nadu VAT Act, 2006	VAT	2013-14	59.11	Tamil Nadu High Court	
19	Global Income Tax Act, Algeria	Income Tax & Turnover Tax	2006 to 2009	2,863.14	Central Commission of Appeal, Algeria	
20	Customs Act, Ethiopia	Customs Duty	2012-13	318.87	The Federal High Court, Ethiopia	

*net of amount paid under protest/net of refund withheld by department

Annexure "B" to the Auditor's Report on the Standalone Financial Statements

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government and dues to debenture holders.

(ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us, money raised by way of term loans have been applied by the Company during the year for the purposes for which they were raised.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Sections 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of CARO 2016 is not applicable to the Company.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of Section 192 of the Companies Act, 2013 are not applicable.

(xvi) The Company is not required to be registered under Section 45-I of the Reserve Bank of India Act, 1934.

For **Deloitte Haskins & Sells,**
Chartered Accountants
(Firm's Registration No.117365W)

Sunil S. Kothari
Partner
(Membership No. 208238)

Place : Mumbai
Date : May 28, 2016

Balance Sheet

as at March 31, 2016

(₹ in lacs)

	Note	As at 31st March, 2016		As at 31st March, 2015	
EQUITY AND LIABILITIES					
Shareholders' Funds					
(a) Share Capital	1	3,069.21		3,069.21	
(b) Reserves and Surplus	2	2,22,785.83		2,04,009.37	
			2,25,855.04		2,07,078.58
Non-Current Liabilities					
(a) Long Term Borrowings	3	27,161.48		29,431.68	
(b) Deferred Tax Liabilities (net)	4	-		536.08	
(c) Other Long Term Liabilities	5	3,853.18		141.20	
(d) Long Term Provisions	6	2,088.74		1,862.08	
			33,103.40		31,971.04
Current Liabilities					
(a) Short Term Borrowings	7	28,699.15		61,627.87	
(b) Trade Payables					
(i) Micro and Small Enterprises		1,299.79		1,531.01	
(ii) Others	8	1,46,726.16		1,34,614.66	
(c) Other Current Liabilities	9	25,360.06		19,593.50	
(d) Short Term Provisions	10	29,126.39		23,006.62	
			2,31,211.55		2,40,373.66
TOTAL			**4,90,169.99**		**4,79,423.28**
ASSETS					
Non-Current Assets					
(a) Fixed Assets	11				
(i) Tangible Assets		53,510.28		55,122.26	
(ii) Intangible Assets		333.50		232.25	
(iii) Capital Work-In-Progress		411.79		544.06	
(b) Non-Current Investments	12	49,487.34		39,349.23	
(c) Deferred Tax Assets (net)	4	39.23		-	
(d) Long Term Loans and Advances	13	59,541.53		55,578.00	
(e) Other Non-Current Assets	14	10,116.15		8,689.90	
			1,73,439.82		1,59,515.70
Current Assets					
(a) Current Investments	15	38.62		44.40	
(b) Inventories	16	42,440.04		59,886.88	
(c) Trade Receivables	17	1,89,877.85		1,78,357.84	
(d) Cash and Bank Balances	18	10,622.96		7,526.67	
(e) Short-Term Loans and Advances	19	21,946.76		28,091.84	
(f) Other Current Assets	20	51,803.94		45,999.95	
			3,16,730.17		3,19,907.58
TOTAL			**4,90,169.99**		**4,79,423.28**
Significant Accounting Policies Notes Forming Part of the Financial Statements	1 to 54				

In terms of our report attached
For **Deloitte Haskins & Sells,**
Chartered Accountants

Sunil S. Kothari
Partner
(M. No. 208238)
Mumbai : May 28, 2016

Kamal Jain
Director (Finance) & CFO

Rahul Shah
Company Secretary

For and on behalf of the Board
Manish Mohnot
Managing Director
DIN: 01229696

Parag Munot
Director
DIN: 00136337
Mumbai : May 28, 2016

Statement of Profit and Loss

for the year ended March 31, 2016

(₹ in lacs)

	Note	2015-2016		2014-2015	
INCOME					
Revenue from Operations - Gross	21	4,47,142.68		4,49,378.92	
Less : Excise Duty		10,685.09		7,153.83	
Revenue from Operations - Net			4,36,457.59		4,42,225.09
Other Income	22		5,080.58		5,223.16
TOTAL REVENUE			**4,41,538.17**		**4,47,448.25**
EXPENSES					
Cost of Materials Consumed	23		1,68,424.06		1,92,532.51
(Increase) / Decrease in Stocks	24		10,381.31		(3,880.76)
Employee Benefits Expenses	25		29,316.22		31,358.54
Other Expenses	26		1,81,646.18		1,79,540.54
Finance Cost	27		12,749.72		14,093.27
Depreciation and Amortization Expenses	35		8,371.33		8,517.70
TOTAL EXPENSES			**4,10,888.82**		**4,22,161.80**
Profit Before Tax			**30,649.35**		**25,286.45**
Tax Expenses					
Current Tax			11,275.00		9,357.60
Deferred Tax			(575.30)		(632.60)
Net Profit for the year			**19,949.65**		**16,561.45**
Earning per Equity Share of ₹ 2 each					
Basic and Diluted (₹)	37		13.00		10.79
Significant Accounting Policies Notes forming part of the Financial Statements	1 to 54				

In terms of our report attached
For **Deloitte Haskins & Sells,**
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Partner
(M. No. 208238)
Mumbai : May 28, 2016

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For and on behalf of the Board
Manish Mohnot
Managing Director
DIN: 01229696

Parag Munot
Director
DIN: 00136337
Mumbai : May 28, 2016

Cash Flow Statement

for the year ended March 31, 2016

(₹ in lacs)

		2015-2016	2014-2015
A.	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Net Profit before Tax	30,649.35	25,286.45
	Adjustments for :		
	Depreciation and Amortisation Expenses	8,371.33	8,517.70
	Finance Cost	12,749.72	14,093.27
	Dividend Income	(232.84)	(233.89)
	Interest Income	(4,484.08)	(4,135.69)
	Bad Debt written off	129.93	-
	Profit on Sale of Assets (net)	(44.75)	(75.27)
	Provision for Diminuation in Value of Investment in Subsidiaries	55.09	50.90
	Unrealised Foreign Exchange Loss (net)	660.52	94.65
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**47,854.27**	**43,598.12**
	Adjustment for:		
	Trade and other Receivables	(13,264.31)	(18,932.10)
	Inventories	17,318.51	(5,443.81)
	Trade and other Payables	33,927.41	(10,077.78)
	CASH GENERATED FROM OPERATIONS	85,835.88	9,144.43
	Income Tax Paid	(10,439.10)	(5,417.01)
	NET CASH FLOW FROM OPERATING ACTIVITIES	**75,396.78**	**3,727.42**
B.	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Purchase of Fixed Assets	(9,954.41)	(4,770.40)
	Proceeds from Sale of Fixed Assets	462.90	381.74
	Proceeds from Investment in Mutual Fund	-	15.00
	Investments in Subsidiaries	(10,138.12)	(1,104.37)
	Interest Received	2,278.50	562.09
	Dividend Received	232.85	233.89
	Deposits with Banks	10.21	342.50
	Loans to Subsidiaries and Joint Ventures	484.75	(287.70)
	NET CASH FLOW USED IN INVESTING ACTIVITIES	**(16,623.32)**	**(4,627.25)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Proceeds from Long Term Borrowings	1,601.98	29,268.89
	Repayment of Long Term Loan Borrowings	(6,129.35)	(9,190.58)
	Short Term Borrowings (net)	(33,060.50)	(1,500.53)
	Interest Paid	(12,402.42)	(13,903.99)
	Dividend Paid including Dividend Tax	(5,494.33)	(2,654.12)
	NET CASH FLOW FROM /(USED IN) FINANCING ACTIVITIES	**(55,484.62)**	**2,019.67**
	Effect of exchange differences on translation of foreign currency Cash and Cash Equivalents	(181.33)	279.21
D.	**NET INCREASE IN CASH AND CASH EQUIVALENT**	**3,107.51**	**1,399.05**
E.	**Opening Cash and Cash Equivalent**	6,965.65	5,566.60
F.	**Closing Cash and Cash Equivalent**	**10,073.16**	**6,965.65**

NOTES:

(i) The Cash Flow statement has been prepared under the "Indirect method" as set out in Accounting Standard 3 - Cash Flow Statements.

(ii)	**Cash and Cash Equivalents at the end of the year comprises:**	**As at 31st March, 2016**	**As at 31st March, 2015**
	(a) Cash in Hand	288.30	188.22
	(b) Cheques in Hand	2,547.87	-
	(c) Balance with Banks		
	(i) In Current Accounts	6,496.10	6,051.56
	(ii) In Deposit Accounts	740.89	725.87
	Cash and Cash Equivalents as per Cash Flow Statement	**10,073.16**	**6,965.65**

(iii) Previous year's figures have been regrouped / rearranged to conform with those of the current year

In terms of our report attached
For **Deloitte Haskins & Sells,**
Chartered Accountants

Sunil S. Kothari
Partner
(M. No. 208238)
Mumbai : May 28, 2016

Kamal Jain
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For and on behalf of the Board
Manish Mohnot
Managing Director
DIN: 01229696

Parag Munot
Director
DIN: 00136337
Mumbai : May 28, 2016

Significant Accounting Policies

for the year ended March 31, 2016

A. Basis of preparation of Financial Statement

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention except for certain fixed assets which are revalued.

B. Use of Estimates:

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

C. Fixed Assets:

Fixed assets are stated at cost of acquisition/construction net of recoverable taxes and include amounts added on revaluation, less accumulated depreciation / amortization and impairment loss, if any. All costs, including finance costs and adjustment arising from exchange rate variations attributable to fixed assets till assets are put to use, are capitalized.

D. Depreciation and Amortization:

Depreciation is provided on all depreciable fixed assets existing as on March 31, 2014 based on remaining useful life and on assets added after March 31, 2014 as per useful life prescribed in Schedule II to the Companies Act, 2013 on pro-rata basis, except:

a) Depreciation on plant and machinery of bio-mass energy plants is provided considering the useful life of plant as 20 years, as specified in CERC and RERC Regulations.

b) Depreciation on assets of overseas projects is provided at the rates and methods as per the requirement of laws of respective foreign countries as detailed in note no. 11.2

c) Depreciation on Furniture & Fixtures at construction sites is provided considering the useful life of 3 years based on past experience.

d) Intangible assets are amortized over a period of five years.

Depreciation is provided on Straight Line Method (SLM) except on assets pertaining to Research and Development Centre and one Unit (erstwhile Export Oriented Unit) is provided on the basis of written down value method.

E. Impairment of assets:

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, except in case of revalued assets.

F. Investments:

Long term investments are stated at cost after deducting the provision for diminution in value, if any, other than of a temporary nature. Current investments are stated at lower of cost and fair value.

G. Inventories:

Raw materials, Fuel, Semi finished goods, Finished goods, scraps, construction work in progress, construction materials and other stores and spares, tools are stated at lower of cost and net estimated realizable value. The cost of inventories is computed on weighted average basis.

H. Revenue Recognition:

(i) Transmission & Distribution Division:

Sales are recognized on delivery of materials and transfer of significant risk & reward. Sales include excise duty, freight receipts and export benefits but exclude Value Added Tax.

Erection and works contract revenue for work completed is recognized on percentage of completion method based on completion of physical proportion of the contract work. When it is probable that total contract cost will exceed the total contract revenue, the expected loss is recognized immediately.

(ii) Infrastructure EPC Division:

Revenue is recognized by adding the aggregate cost and proportionate margin using the percentage completion method. Percentage of completion is determined as a proportion of cost incurred to date to the total estimated contract cost. When it is probable that total contract cost will exceed the total contract revenue, the expected loss is recognized immediately.

(iii) Bio-mass Energy Division:

Revenue is recognized on supply of electricity generated to the customer.

Significant Accounting Policies

for the year ended March 31, 2016

(iv) Others

Dividends are recorded when the right to receive payment is established. Interest income is recognized on time proportion basis.

I. Trade receivables as at the year end under the contract are disclosed net of advances relating to the respective contracts received and outstanding at the year end.

J. Operating Cycle:

Operating cycle for the business activities of the company covers the duration of the specific project/ contract including the defect liability period, wherever applicable and extends up to the realization of receivables (including retention monies) within the agreed credit period normally applicable to the respective project/contract.

K. Employee Benefits:

(i) Gratuity liability is provided under a defined benefit plan, under Group Gratuity Cash Accumulation Schemes under an irrevocable trust. The Company's liability towards gratuity is determined on the basis of actuarial valuation done by an independent actuary, taking effect of actuarial gains and losses.

(ii) Contribution to Provident Fund, a defined contribution plan is charged to the Statement of Profit and Loss.

(iii) Provision for compensated absences is made on actuarial valuation as at the Balance Sheet date.

(iv) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered.

L. Excise Duty:

The liability for excise duty in respect of materials lying in factory/ bonded premises is provided for in the accounts.

M. Foreign Currency Transactions and Translations:

Foreign currency transactions are accounted during the year at the exchange rates prevailing for the month on the date of transaction.

Foreign currency monetary assets and liabilities, remaining unsettled at the end of the year are translated at the exchange rate prevailing at the end of the year and differences are adjusted in the Statement of Profit and Loss.

In case of transactions covered by forward exchange contracts, which are not intended for trading or speculation purpose, premium or discount are amortized as expenses or income over the life of the contract.

Any profit or losses arising on settlement or cancellation of such forward contracts or options are recognized in the Statement of Profit and Loss for year in which settlement or cancellation takes place.

Translation of overseas jobs / projects of non-integral foreign operations:

a) Assets and liabilities at the rates prevailing at the end of the year.

b) Income and expenses at the exchange rate prevailing on the date of transaction.

c) Resulting exchange differences are accumulated in foreign currency translation reserve account.

N. Borrowing Costs:

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. All other borrowing costs are recognized as expense in the period in which they are incurred.

O. Taxes on Income:

a) Tax on income for the current period is determined on the basis of estimated taxable income and tax credit computed in accordance with the provisions of the Income Tax Act, 1961.

b) Deferred tax is recognised on timing difference between estimated taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period(s) and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.

c) Deferred tax assets arising on account of unabsorbed losses or unabsorbed depreciation are recognized and carried forward only to the extent that there is virtual certainty supported by convincing evidence and Deferred tax assets arising on account of other timing differences are recognised to the extent there is reasonable certainty, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

P. Provisions and Contingent Liabilities:

i) Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and that probability requires an outflow of resources.

ii) A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no disclosure is made.

Notes on Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

		As at 31st March, 2016	As at 31st March, 2015
1.	**SHARE CAPITAL**		
	AUTHORISED:		
	17,50,00,000 (17,50,00,000) Equity Shares of ₹ 2 each	3,500.00	3,500.00
		3,500.00	**3,500.00**
	ISSUED, SUBSCRIBED and PAID-UP:		
	15,34,60,570 (15,34,60,570) Equity Shares of ₹ 2 each fully paid up	3,069.21	3,069.21
	TOTAL	**3,069.21**	**3,069.21**

1.1 Reconciliation of the Equity Shares outstanding at the beginning and at the end of the reporting period.

Equity Shares	As at 31st March, 2016		As at 31st March, 2015	
	Numbers	₹ in Lacs	Numbers	₹ in Lacs
Shares outstanding at the beginning of the year	15,34,60,570	3,069.21	15,34,60,570	3,069.21
Shares outstanding at the end of the year	15,34,60,570	3,069.21	15,34,60,570	3,069.21

1.2 The Company has only one class of Equity Shares having par value of ₹ 2 per share. Each holder of Equity Shares is entitled to one vote per share. The dividend is declared and paid on being proposed by the Board of Directors after the approval of the Shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all liabilities. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

1.3 Details of Shareholders holding more than 5% shares in the company

Name of Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Mofatraj P. Munot	1,37,36,822	8.95	1,37,36,822	8.95
Mr. Parag M. Munot	1,34,63,615	8.77	1,34,63,615	8.77
Kalpataru Construction Private Limited	2,33,50,000	15.22	2,33,50,000	15.22
K. C. Holdings Private Limited	2,11,42,600	13.78	2,11,42,600	13.78
Kalpataru Properties Private Limited	1,36,46,196	8.89	1,36,46,196	8.89
HDFC Trustee Company Limited	1,33,45,925	8.70	37,80,000	2.46

Notes on Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

	As at 31st March, 2016		As at 31st March, 2015	
2. RESERVES AND SURPLUS				
Revaluation Reserve :				
As per last Balance Sheet		29.05		29.05
Securities Premium Account :				
As per last Balance Sheet		77,942.17		77,942.17
Foreign Currency Translation Reserve :				
As per last Balance Sheet	(2,054.43)		(280.54)	
Add / (Less): During the year	1,597.33		(1,773.89)	
		(457.10)		(2,054.43)
Debentures Redemption Reserve :				
As per last Balance Sheet	1,500.00		2,115.00	
Add : Transferred from Surplus in the Statement of Profit & Loss	1,666.67		930.00	
Less : Transferred to General Reserve	666.67		1,545.00	
		2,500.00		1,500.00
General Reserve :				
As per last Balance Sheet	26,613.02		24,068.02	
Add : Transferred from Debenture Redemption Reserve	666.67		1,545.00	
Add : Transferred from Surplus in the Statement of Profit & Loss	1,000.00		1,000.00	
		28,279.69		26,613.02
Surplus in the Statement of Profit and Loss :				
As per last Balance Sheet	99,979.56		88,474.63	
Less : Depreciation	-		402.71	
Add : Profit for the year	19,949.65		16,561.45	
Less : Interim/Proposed Dividend on Equity Shares				
[Dividend per Share ₹ 1.50 (Previous Year ₹ 1.50)]	2,301.91		2,301.91	
Less : Corporate Tax on Interim/Proposed Dividend	468.61		421.90	
Less : Transfer to Debenture Redemption Reserve	1,666.67		930.00	
Less : Transfer to General Reserve	1,000.00		1,000.00	
		1,14,492.02		99,979.56
TOTAL		**2,22,785.83**		**2,04,009.37**

Notes on Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

		As at 31st March, 2016		As at 31st March, 2015	
		Non-Current	Current	Non-Current	Current
3.	LONG TERM BORROWINGS				
	Secured				
	Non-Convertible Redeemable Debentures	-	-	-	2,666.67
	Term Loans				
	Foreign Currency Loans				
	From Banks	2,122.65	2,896.03	4,831.58	2,269.38
	Rupee Loans				
	From NBFC	-	1.13	1.13	19.76
	From Banks	5,038.83	1,110.89	4,598.97	1,122.30
	Unsecured				
	Non-Convertible Redeemable Debentures	20,000.00	-	20,000.00	-
	Amount disclosed under the head "Other Current Liabilities" (Refer Note 9)		(4,008.05)		(6,078.11)
	TOTAL	**27,161.48**	**-**	**29,431.68**	**-**

3.1 Details of Secured Non-Convertible Redeemable Debentures :

Redemption Profile	Amount (₹ in lacs)			
	As at 31st March, 2016	As at 31st March, 2015	Interest	Date of Allotment
Redeemable at face value in 3 equal annual instalments at the end of 5th, 6th & 7th year starting from 26.12.2013	-	2,666.67	12.50% p.a. payable annually	December 26, 2008

Security:

The debentures are secured by first exclusive charge on movable and immovable fixed assets (including land and building situated at Gandhinagar, Gujarat) of transmission & distribution division and infrastructure division of Company to the extent of 1.25 times of NCDs outstanding.

3.2 Details of Unsecured Non-Convertible Redeemable Debentures :

Redeemable at face value on 20.05.2018	10,000.00	10,000.00	9.55% p.a. payable on May 20, 2015 and annually thereafter	March 26, 2015
Redeemable at face value on 05.09.2017	10,000.00	10,000.00	10.50% p.a. payable quarterly	September 5, 2014

3.3 Foreign Currency Loans from Banks

(a) ₹ 1,702.03 lacs (Previous Year ₹ 3,971.42 lacs) carries interest of 3 months Libor + spread secured by charge over specific moveable and immovable fixed assets and is repayable in 13 equal quarterly instalment starting from October 21, 2013.

Notes on Financial Statements

for the year ended March 31, 2016

(b) ₹ 1,326.66 lacs (Previous Year ₹ 1,251.82 lacs) carries interest of 6 months Libor + spread secured by exclusive charge over entire current assets, escrow of receivables including receivables pertaining to Rwanda Project and is repayable in 7 equal monthly instalment starting from May 28, 2017.

(c) ₹ 1,989.99 lacs (Previous Year ₹ 1,877.72 lacs) carries interest of 6 months Libor + spread secured by exclusive charge over entire current assets, escrow of receivables including receivables pertaining to Egypt Project and is repayable in 10 equal monthly instalment starting from October 28, 2016.

3.4 Rupee Loans from NBFC

₹ 1.13 lacs (previous Year 20.89 lacs) carries interest in the range of 8.83% - 10.75% p.a. and is repayable in 36 equal monthly instalments along with interest. The loan is secured by hypothecation of Vehicles.

3.5 Rupee Loans from Banks

(a) ₹ 214.82 lacs [Previous Year ₹ 221.27 lacs] carries interest in range of 9.00% - 11.00% p.a. and is repayable in 36 equal monthly instalments along with interest. The Loan is secured by hypothecation of Vehicles.

(b) ₹ 4,500.00 lacs [Previous Year ₹ 5,500 lacs] carries interest in the range of 9.30% - 9.80% p.a.,secured by hypothecation of specific moveable fixed assets and is repayable in 22 equal quarterly instalment starting from December 31, 2014.

(c) ₹ 1,434.90 lacs [Previous Year ₹ Nil] carries interest in the range of 9.35% - 9.40% p.a., secured by pari passu charges on movable and immovable fixed assets of transmission & distribution and infrastructure division of the company to the extent of 1.25 times of outstanding facility and pledge of 55,64,069 number of equity shares in Shree Shubham Logistics Limited. It is repayable in 20 equal quarterly instalment starting from December 31, 2017.

(₹ in lacs)

	As at 31st March, 2016		As at 31st March, 2015	
4. DEFERRED TAX LIABILITIES				
a) Deferred Tax Liability:				
Depreciation	1,779.00		2,441.63	
Deductions claimed u/s 43 B of Income Tax Act, 1961	3,040.19		2,405.48	
		4,819.19		4,847.11
b) Deferred Tax Assets:				
Expenses debited to statement of Profit and Loss allowable in subsequent year(s) u/s 43B / 40(a)/ 40A of Income Tax Act, 1961.	808.44		2,857.82	
Others	4,049.98		1,453.21	
		4,858.42		4,311.03
Net Deferred Tax Liabilites / (Assets)		**(39.23)**		**536.08**
5. OTHER LONG TERM LIABILITIES				
Trade Payables		3,693.75		-
Other Payables		159.43		141.20
TOTAL		**3,853.18**		**141.20**

Notes on Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

		As at 31st March, 2016	As at 31st March, 2015
6.	**LONG TERM PROVISIONS**		
	Provision for Employee Benefits	658.94	547.63
	Provision for Performance Warranties (Refer Note 36)	1,429.80	1,314.45
	TOTAL	**2,088.74**	**1,862.08**
7.	**SHORT TERM BORROWINGS**		
	Secured		
	Working Capital Facilities from Banks	28,566.86	61,517.59
	Unsecured		
	Short Term Loans from Banks	132.29	110.28
	TOTAL	**28,699.15**	**61,627.87**

7.1 Working Capital Facilities from Banks are secured in favour of consortium of bankers by hypothecation of stocks, stores and spares, books debts, bills receivables and all other movable assets on pari passu basis. Also secured by movable and immovable fixed assets (including land and building situated at Gandhinagar, Gujarat) of transmission and distribution division and infrastructure division of company.

8.	**TRADE PAYABLES**		
	Acceptances	18,777.92	26,912.86
	Others	1,27,948.24	1,07,701.80
	TOTAL	**1,46,726.16**	**1,34,614.66**
9.	**OTHER CURRENT LIABILITIES**		
	Current Maturities of Long Term debts (Refer Note 3)	4,008.05	6,078.11
	Interest accrued but not due on borrowings	1,101.27	547.81
	Interest accrued and due on borrowings	48.80	254.95
	Unclaimed Dividend *	31.80	32.81
	Advance from Customers	16,455.62	5,835.22
	Statutory Liabilities	2,787.47	4,112.61
	Creditors for Capital Expenditure	927.05	2,731.99
	TOTAL	**25,360.06**	**19,593.50**

* No amount is due for payment to Investor Education and Protection Fund

10.	**SHORT TERM PROVISIONS**		
	Provision for Employee Benefits	214.96	129.08
	Others		
	Provision for Performance Warranties (Refer Note 36)	19,304.84	16,361.12
	Provision for Expected Loss on Long Term Contracts	9,606.59	3,792.61
	Proposed Dividend	-	2,301.91
	Corporate Tax on Proposed Dividend	-	421.90
	TOTAL	**29,126.39**	**23,006.62**

Notes on Financial Statements

for the year ended March 31, 2016

11. FIXED ASSETS

(₹ in lacs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1st April, 2015	Additions	Deductions	As at 31st March, 2016	As at 1st April, 2015	For the Year	Deductions	As at 31st March, 2016	As at 31st March, 2016	As at 31st March, 2015
TANGIBLE ASSETS										
Leasehold Land	2,491.58	-	-	2,491.58	-	-	-	-	2,491.58	2,491.58
Freehold Land	4,662.19	-	-	4,662.19	-	-	-	-	4,662.19	4,662.19
Buildings	13,768.92	1,045.95	5.05	14,809.82	2,072.63	495.74	2.29	2,566.08	12,243.74	11,696.29
Plant and Equipment	61,361.89	4,541.40	953.64	64,949.65	31,309.26	5,355.70	776.81	35,888.15	29,061.50	30,052.63
Electric Installation	724.21	184.07	9.12	899.16	321.61	76.61	9.12	389.10	510.06	402.60
Furniture and Fixtures	2,041.67	17.48	39.91	2,019.24	1,118.53	243.16	29.06	1,332.63	686.61	923.14
Office Equipment	2,684.83	353.04	108.60	2,929.27	1,922.48	290.58	93.94	2,119.12	810.15	762.35
Vehicles	8,405.37	397.50	1,134.02	7,668.85	4,573.74	1,294.63	920.97	4,947.40	2,721.45	3,831.63
Research & Development Assets										
Leasehold Land	46.83	-	-	46.83	-	-	-	-	46.83	46.83
Buildings	144.77	-	-	144.77	113.01	5.05	-	118.06	26.71	31.76
Plant and Equipment	757.51	64.12	-	821.63	560.06	31.66	-	591.72	229.91	197.45
Electric Installation	32.71	-	-	32.71	30.91	0.08	-	30.99	1.72	1.80
Furniture and Fixtures	0.32	-	-	0.32	0.31	-	-	0.31	0.01	0.01
Office Equipment	88.29	13.68	-	101.97	66.29	17.86	-	84.15	17.82	22.00
Total (A)	**97,211.09**	**6,617.24**	**2,250.34**	**101,577.99**	**42,088.83**	**7,811.07**	**1,832.19**	**48,067.71**	**53,510.28**	**55,122.26**
INTANGIBLE ASSETS										
Software (Other than internally generated)										
R&D Assets	4.49	-	-	4.49	0.08	0.90	-	0.98	3.51	4.41
Others	1,181.23	209.38	-	1,390.61	953.39	107.23	-	1,060.62	329.99	227.84
Total (B)	**1,185.72**	**209.38**	**-**	**1,395.10**	**953.47**	**108.13**	**-**	**1,061.60**	**333.50**	**232.25**
Total (A) + (B)	**98,396.81**	**6,826.62**	**2,250.34**	**102,973.09**	**43,042.30**	**7,919.20**	**1,832.19**	**49,129.31**	**53,843.78**	**55,354.51**
Previous Year (FY 2014-15)	**92,808.61**	**6,881.95**	**1,293.75**	**98,396.81**	**35,430.01**	**8,599.53**	**987.24**	**43,042.30**	**55,354.51**	**-**

Notes:

11.1 The carrying amount of the gross block and accumulated depreciation thereon pertaining to the Company's non-integral foreign operations have been restated at closing exchange rates of the respective foreign currencies and the resultant effect of ₹ 640.72 lacs decrease (Previous Year ₹ 1,121.34 lacs decrease) and of ₹ 452.13 lacs decrease (Previous Year ₹ 529.47 lacs decrease) in additions and depreciation for the year respectively.

11.2 Depreciation on assets of overseas projects is provided at the rates and methods as per the requirement of laws of respective foreign countries as per details given below:

Countries	Depreciation Method	Rate of Depreciation (%)				
		Plant & Equipment	Furniture & Fixtures	Office Equipment	Computers	Vehicles
Congo	SLM	10	10	10	10	33
Kenya	SLM	12.5	12.5	12.5	30	25
Tanzania	SLM	12.5	12.5	12.5	38	38
UAE	SLM	15	15	15	30	25
Bhutan	SLM	15	15	15	15	15
Qatar	SLM	15	15	20	33	20
Algeria	SLM	20	15	15	15	20
Philippines, Ethiopia & Thailand	SLM	20	20	20	20-25	20
Armenia	SLM	20	20	20	33	20
Ukraine	SLM	20	25	25	50	20
South Africa	SLM	25	16.7	20	33	20
Zambia	SLM	25	25	25	25	20-25
Botswana	SLM	25	10	10	25	25
Malawi	SLM	10-15	33	33	33	20
Tajikistan	WDV	15	15	15	20	15
Uganda	WDV	20	20	20	40	30
Egypt & Rwanda	WDV	25	25	25	50	25
Saudi Arabia	WDV	25	10	10	25	25

Notes on Financial Statements

for the year ended March 31, 2016

12. NON-CURRENT INVESTMENTS

(₹ in lacs)

	Particulars	Face Value		No. of Shares / Units		Amount	
		Currency	Per Share/ Unit	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2016	As at 31st March, 2015
Trade Investments (at Cost)							
(a)	**Investment in Equity Instruments**						
(i)	Subsidiary, Quoted, Fully Paid						
	JMC Projects (India) Limited	INR	10	2,25,62,881	1,75,48,908	32,001.49	21,923.40
(ii)	Subsidiaries, Unquoted, Fully Paid						
	Shree Shubham Logistics Limited	INR	10	3,58,50,000	3,58,50,000	3,585.00	3,585.00
	Energylink (India) Limited	INR	10	10,00,000	10,00,000	100.00	100.00
	Amber Real Estate Limited	INR	10	9,90,000	9,90,000	99.00	99.00
	Adeshwar Infrabuild Limited	INR	10	50,000	50,000	5.00	5.00
	Kalpataru Satpura Transco Private Limited	INR	10	1,61,90,000	1,61,90,000	5,654.00	5,654.00
	Kalpataru Metfab Private Limited (Formerly Gestamp Kalpataru Solar Steel Structures Pvt. Ltd)	INR	10	3,00,10,000	3,00,10,000	2,604.87	2,604.87
	Alipurduar Transmission Limited	INR	10	50,000	-	5.00	-
	Kalpataru Power Transmission (Mauritius) Limited	USD	1	5,75,000	5,75,000	290.33	290.33
	Kalpataru Power Transmission USA, Inc.	USD	1	5,00,000	5,00,000	228.17	228.17
	LLC Kalpataru Power Transmission Ukraine	UAH	1	3,99,650	3,99,650	27.31	27.31
	Kalpataru IBN Omairah Company Limited	SAR	1000	325	-	55.02	-
(iii)	Joint Venture, Unquoted, Fully Paid						
	Jhajjar KT Transco Private Limited	INR	10	1,12,64,286	1,12,64,286	3,815.00	3,815.00
(iv)	Others, Quoted, Fully Paid						
	Power Grid Corporation of India Limited	INR	10	48,366	48,366	25.15	25.15
(v)	Others, Unquoted, Fully Paid						
	Transpower Engineering Limited	INR	10	100	100	0.04	0.04
(b)	**Investments in Non-Convertible Preference Shares**						
	Subsidiary, Unquoted, Fully Paid						
	Shree Shubham Logistics Limited	INR	10	1,35,00,000	1,35,00,000	1,350.00	1,350.00
	Other Investment (at Cost)						
	Investment in Mutual Fund Unquoted, Fully Paid						
	HDFC Debt Fund for Cancer Cure -100% Dividend Donation Option			5,00,000	5,00,000	50.00	50.00
	TOTAL					**49,895.38**	**39,757.27**
	Less: Provision for diminution in the value of Investments in						
	(i) Kalpataru Metfab Private Limited					408.00	408.00
	(ii) Transpower Engineering Limited					0.04	0.04
						408.04	408.04
	TOTAL					**49,487.34**	**39,349.23**
	Aggregate Amount of Quoted Investments					32,026.64	21,948.55
	Market Value of Quoted Investments					49,073.85	32,202.28
	Aggregate Amount of Unquoted Investments					17,460.70	17,400.68

12.1 (a) 30,04,337 (58,93,123) Equity Shares of Jhajjar KT Transco Pvt. Limited and 42,09,400 (48,57,000) Equity Shares of Kalpataru Satpura Transco Pvt. Limited have been pledged with Banks and Financial Institutions for providing financial assistance to them.

(b) 55,64,069 (Nil) Equity Shares of Shree Shubham Logistics Limited has been pledged with a Bank for obtaining financial assistance.

Notes on Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

		As at 31st March, 2016	As at 31st March, 2015
13.	**LONG TERM LOANS AND ADVANCES**		
	(Unsecured, considered good)		
	Capital Advances	1,429.65	617.71
	Deposits	4,040.03	3,724.05
	Prepaid Expenses	30.70	14.35
	VAT Credit and WCT Receivable	3,662.49	2,370.47
	Advance to Suppliers	810.31	910.31
	Loans and Advances to related parties (Refer Note 46)		
	to Subsidiaries	48,737.67	47,175.86
	to Joint Venture Company	830.68	765.25
	TOTAL	**59,541.53**	**55,578.00**

		As at 31st March, 2016	As at 31st March, 2015
14.	**OTHER NON-CURRENT ASSETS**		
	(Unsecured, considered good)		
	Long term Trade Receivables	10,116.15	8,689.90
	TOTAL	**10,116.15**	**8,689.90**

		No. of Shares / Units		Amount	
		As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2016	As at 31st March, 2015
15.	**CURRENT INVESTMENTS**				
	Unquoted, at cost or fair value, whichever is lower				
	Trade Investments				
	Subsidiaries, Fully Paid				
	i) Kalpataru SA Proprietary Limited, South Africa	5,00,000	5,00,000	38.62	44.40
	ii) Kalpataru Power Transmission Nigeria Limited	1,00,00,000	1,00,00,000	-	-
	TOTAL			**38.62**	**44.40**

		As at 31st March, 2016	As at 31st March, 2015
16.	**INVENTORIES**		
	Raw Materials and Components (including goods in transit ₹ 817.26 lacs) (Previous Year ₹ Nil)	15,895.02	23,503.16
	Finished Goods	8,432.76	18,130.72
	Semi-finished Goods	2,410.68	3,028.97
	Stores, Spares, Construction Materials and Tools	12,199.27	10,967.41
	Construction Work-in-Progress	3,209.41	3,898.66
	Scrap	292.90	357.96
	TOTAL	**42,440.04**	**59,886.88**

Notes on Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

		As at 31st March, 2016	As at 31st March, 2015
17.	**TRADE RECEIVABLES**		
	(Unsecured and considered good)		
	Outstanding for a period exceeding six months from the date they are due for payment	15,992.37	15,211.18
	Other Debts	1,73,885.48	1,63,146.66
	TOTAL	**1,89,877.85**	**1,78,357.84**
18.	**CASH AND BANK BALANCES**		
	Cash and Cash Equivalents		
	Cash in Hand	288.30	188.22
	Cheques in Hand	2,547.87	-
	Balances with Banks		
	In Current Accounts	6,496.10	6,051.56
	In Fixed Deposit Accounts	740.89	725.87
	Other Bank Balances		
	Unpaid Dividend Accounts	31.80	32.81
	Deposits with original maturity more than 3 months but less than 12 months	518.00	528.21
	TOTAL	**10,622.96**	**7,526.67**
19.	**SHORT TERM LOANS AND ADVANCES**		
	(Unsecured and considered good)		
	Taxes and Duties Receivable	3,114.67	3,257.61
	Cenvat Credit Receivable	1,669.92	2,506.76
	VAT Credit and WCT Receivable	6,702.23	6,609.92
	Taxes Paid under Protest	708.47	372.82
	Advance to Suppliers	4,384.46	3,993.94
	Advance Income Tax and TDS (net of provisions)	551.66	1,255.06
	Prepaid Expenses	3,094.12	3,305.55
	Deposits	748.97	1,152.67
	Others	972.26	5,637.51
	TOTAL	**21,946.76**	**28,091.84**
20.	**OTHER CURRENT ASSETS**		
	Accrued Value of work done	48,183.72	41,636.25
	Export Benefits Receivable	3,613.86	4,359.23
	Accrued Income	6.36	4.47
	TOTAL	**51,803.94**	**45,999.95**

Notes on Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

	2015-2016		2014-2015	
21. REVENUE FROM OPERATIONS - GROSS				
Sale of Products				
Tower Parts & Components		2,46,539.89		2,66,054.60
Others		19,219.85		16,813.04
Income from Services		1,76,364.02		1,59,745.33
Other Operating Income				
Sale of Scrap	5,018.92		6,117.46	
Certified Emission Reduction Receipts	-		648.49	
		5,018.92		6,765.95
TOTAL		**4,47,142.68**		**4,49,378.92**
22. OTHER INCOME				
Interest Income		4,676.08		4,623.53
Dividend from Subsidiaries		229.49		229.48
Dividend from Non Current Investments		3.35		4.41
Insurance Claims		14.53		117.97
Liabilities Written Back		12.50		31.93
Miscellaneous Income		43.16		88.79
Rent Income		56.72		51.78
Profit on Sale of Fixed Assets (net)		44.75		75.27
TOTAL		**5,080.58**		**5,223.16**
23. COST OF MATERIALS CONSUMED				
Raw Materials				
Steel		54,968.51		67,069.78
Zinc		11,450.57		12,002.99
Components & Accessories, etc		97,744.73		1,09,486.24
Agricultural Residues		4,260.25		3,973.50
TOTAL		**1,68,424.06**		**1,92,532.51**
24. (INCREASE) / DECREASE IN STOCKS				
STOCK AT BEGINNING OF THE YEAR				
Finished Goods				
Tower Parts	18,123.00		13,501.18	
Others	7.72		10.52	
	18,130.72		13,511.70	
Semi-finished Goods	3,028.97		3,839.53	
Scrap	357.96		285.66	
		21,517.65		17,636.89
STOCK AT CLOSE OF THE YEAR				
Finished Goods				
Tower Parts	8,425.19		18,123.00	
Others	7.57		7.72	
	8,432.76		18,130.72	
Semi-finished Goods	2,410.68		3,028.97	
Scrap	292.90		357.96	
		11,136.34		21,517.65
TOTAL		10,381.31		**(3,880.76)**

Notes on Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

	2015-2016		2014-2015	
25. EMPLOYEE BENEFITS EXPENSES				
Salaries, Wages, Bonus		27,054.19		29,072.19
Contributions to Provident and Other Funds (includes social security and other benefits for overseas employees)		1,374.27		1,450.71
Employees' Welfare Expenses		887.76		835.64
TOTAL		**29,316.22**		**31,358.54**
26. OTHER EXPENSES				
Erection and Sub-Contracting Expenses		1,27,749.80		1,19,741.03
Job Charges		5,182.61		4,323.70
Power and Fuel		1,873.11		2,164.24
Excise Duty		956.94		393.95
Repairs and Maintenance:				
Plant and Machinery		264.37		288.59
Building		221.74		241.32
Others		56.69		69.81
Freight and Forwarding Expenses		8,054.35		8,259.92
Stores, Spares and Tools Consumed		1,316.06		1,318.10
Vehicle/ Equipment Running and Hire Charges		297.72		326.44
Testing Expenses		100.16		259.03
Pollution Control Expenses		157.20		78.27
Insurance		2,229.42		2,086.39
Rent		2,889.23		2,682.85
Rates and Taxes		311.53		148.73
Stationery, Printing and Drawing Expenses		825.70		682.45
Telecommunication Expenses		460.74		464.50
Travelling Expenses		3,068.01		4,520.48
Legal and Professional Expenses		4,959.98		2,751.53
Service Charges		1,036.78		8,796.58
Auditor's Remuneration				
Audit Fees	70.00		41.00	
Other Services & Reports	18.58		8.15	
Reimbursement of Expenses	1.73		1.02	
		90.31		50.17
Service Tax		3,731.28		4,131.96
Taxes and Duties		2,816.69		2,936.73
Bank Commission and Charges		3,819.40		2,651.41
Performance Warranties Expenses		3,890.17		5,428.37
Provision for Diminution in value of Investments / Loans		55.09		50.90
Expenses for Contractual Deductions		1,431.18		-
Bad Debt Written Off		129.93		-
Loss on Material Damaged / Lost / Fire		2,736.55		311.19
Loss/(Gain) on Exchange Rate Variation		(2,028.51)		973.97
Sitting Fees and Commission to Non-Executive Directors		349.00		275.50
Corporate Social Responsibility Expenses (Refer Note 34)		70.93		178.36
Carbon Credit Expenses		21.15		48.78
Miscellaneous Expenses *		2,520.87		2,905.29
TOTAL		**1,81,646.18**		**1,79,540.54**

* Includes Donation to Electrol Trust of ₹ Nil (Previous Year ₹ 400 lacs)

Notes on Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

	2015-2016	2014-2015
27. FINANCE COST		
Interest	11,079.70	13,686.19
Other Borrowing Costs	418.40	456.67
Exchange Rate variation	1,251.62	(49.59)
TOTAL	**12,749.72**	**14,093.27**

	As at 31st March, 2016	As at 31st March, 2015
28. CONTINGENT LIABILITIES IN RESPECT OF		
(a) Bank guarantees given by the Company	195.65	1,148.60
(b) Bills discounted with Banks	494.25	11,767.29
(c) Claims against Company not acknowledged as debt	2,627.20	3,165.25
(d) Demands by Excise/Income Tax/Stamp Duty and other Tax/ Revenue Authorities, disputed by the Company	5,148.62	4,915.73
(e) VAT/WCT demands disputed in appeals	1,432.13	79.63
(f) Bank Guarantee / Corporate Guarantee / Letter of Comfort for loan given to Subsidiaries	30,000.00	10,000.00
(g) Bank Guarantee given for performance on behalf of a Subsidiary	126.50	126.50
29. CAPITAL & OTHER COMMITMENTS		
Capital Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances)	1,509.07	885.85

	2015-2016		2014-2015	
30. CIF VALUE OF IMPORTS				
Raw Material and Components	3,397.00		3,732.46	
Stores, Spares & Tools	3,677.81		2,049.14	
Capital Goods	2,496.24		2,513.87	
31. COMPOSITION OF MATERIALS CONSUMED				
Indigenous	1,11,705.64	66.32%	1,24,588.00	64.71%
Imported	56,718.42	33.68%	67,944.51	35.29%
TOTAL	**1,68,424.06**	**100.00%**	**1,92,532.51**	**100.00%**

Notes on Financial Statements

for the year ended March 31, 2016

	2015-2016	2014-2015
32. EXPENDITURE IN FOREIGN CURRENCY		
Legal, Professional & Consultancy Fees	2,572.07	730.03
Dividend *	9.00	4.50
Travelling Expenses	291.72	344.93
Service Charges	4,461.46	10,596.99
Interest	576.90	577.46
Third Country Purchases	44,959.16	46,780.08
Others	8,934.51	13,137.22
* No. of non-resident Shareholder	1	1
No. of Equity Shares held by them	3,00,000	3,00,000
Year to which dividend relates	2014-15 & 2015-16	2013-14
33. EARNINGS IN FOREIGN CURRENCIES		
Export of goods on FOB basis	1,35,855.08	1,44,641.47
Services	1,684.45	4,581.51
Overseas Projects Earnings	29,996.35	16,115.36
Certified Emission Reduction (CER's)	-	648.49
34. CSR EXPENDITURE :		
(a) Gross amount required to be spent by the company during the year	220.34	267.49
(b) Amount spent on purposes other than construction / acquisition of any assets	70.93	178.36
35. DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation and Amortisation Expenses (Refer Note 11)	7,919.20	8,599.53
Add/(Less) Adjustments:		
Foreign Currency Translation Reserve	452.13	529.47
Adjusted from Surplus in the Statement of Profit & Loss	-	(611.30)
TOTAL	**8,371.33**	**8,517.70**
36. THE DISCLOSURE AS REGARDS TO PROVISION FOR PERFORMANCE WARRANTIES:		
Carrying amount at the beginning of the year	17,675.57	13,821.24
Add: Provision/Expenses during the year	5,134.54	5,484.35
Less : Reversal of Provision on finality of Warrantee & Guarantee	1,244.37	55.98
Less : Utilisation during the year	831.10	1,574.04
Carrying amount at the close of the year	**20,734.64**	**17,675.57**

Notes on Financial Statements

for the year ended March 31, 2016

	2015-2016	2014-2015
37. EARNINGS PER SHARE		
No. of Equity Shares at the end of the year	15,34,60,570	15,34,60,570
Weighted No. of Equity Shares at the end of the year	15,34,60,570	15,34,60,570
Profit for calculation of EPS (₹ in Lacs)	19,949.65	16,561.45
Basic and Diluted Earnings Per Share (₹)	13.00	10.79
Nominal value of Equity Share (₹)	2.00	2.00
38. ERECTION AND SUBCONTRACTING EXPENSES COMPRISES OF :		
Subcontracting Expenses	65,688.40	65,003.39
Construction Material, Stores and Spares Consumed	28,389.36	28,613.36
Power and Fuel	2,265.48	1,785.65
Freight and Forwarding Expenses	5,049.64	4,822.56
Vehicle and Equipment Hire Charges	8,986.92	8,580.21
Custom Duty, Clearing & Handling Charges	4,623.31	5,346.46
Service Charges	4,591.45	2,621.62
Others	8,155.24	2,967.78
TOTAL	**1,27,749.80**	**1,19,741.03**
39. RESEARCH AND DEVELOPMENT EXPENSES		
(a) Research and Development Income and Expenses included in the Statement of Profit and Loss under various heads are given below:		
(i) Revenue from Operations		
Sale of scrap	118.81	-
(ii) Revenue Expenditure		
Cost of Materials Consumed	493.16	197.10
Employee Benefits Expenses	522.74	377.67
Depreciation	55.53	35.19
Excise Duty	64.39	-
Other Expenses	211.33	151.41
(b) Capital Expenditure	77.80	144.40
40. INFORMATION IN ACCORDANCE WITH THE REQUIREMENT OF THE ACCOUNTING STANDARD 7 : CONSTRUCTION CONTRACTS.		
1. Amount of Contract Revenue Recognized	1,74,373.91	1,58,631.18
2. Disclosure in respect of Contracts in progress at the Reporting Date		
(i) Contract cost incurred & Recognized Profits less recognized losses up to the reporting date	4,37,503.10	4,06,318.73
(ii) Advances Received	24,091.82	16,928.51
(iii) Retentions	32,831.13	37,683.28
3. Due from Customers	48,301.26	37,935.21

Notes on Financial Statements

for the year ended March 31, 2016

41. The Company's significant leasing/ licensing arrangements are mainly in respect of residential / office premises and equipments, which are operating leases. The aggregate lease rental payable on these leasing arrangements are charged as rent and equipment hire charges in these accounts amounting to ₹ 6,568.58 lacs (Previous Year ₹ 4,998.48 lacs). These leasing arrangements are for a period not exceeding 9 years and are in most cases renewable by mutual consent, on mutually agreeable terms. Future lease rental payable in respect of assets on lease for not later than 1 year is ₹ 1,727.70 lacs (Previous Year ₹ 268.62 lacs), for later than 1 year but not later than 5 years is ₹ 844.62 lacs (Previous Year ₹ 491.44 lacs) and for later than 5 years but not later than 9 years is Nil (Previous Year ₹ 171.94 lacs).

42. Disclosure under Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 186(4) of the Companies Act, 2013.

42.1 Details of Loans given

(₹ in lacs)

	As at 31st March, 2016	Maximum Balance during the year 2015-16	As at 31st March, 2015	Maximum Balance during the year 2014-15
Shree Shubham Logistics Limited	6,305.63	6,305.63	6,285.44	6,285.44
Energy Link (India) Limited	-	22,564.85	19,895.64	19,895.64
Amber Real Estate Limited	14,764.30	20,631.22	19,362.52	19,362.52
Kalpataru Power Transmission (Mauritius) Limited	419.51	419.51	395.85	400.53
Kalpataru Power Transmission Nigeria Limited *	-	48.41	48.41	58.00
Adeshwar Infrabuild Limited	21.00	21.00	21.00	21.00
Kalpataru Satpura Transco Private Limited	967.00	1,167.00	1,167.00	2,317.00
Saicharan Properties Limited	24,666.78	24,666.78	-	-
Alipurduar Transmission Limited	1,593.45	1,593.45	-	-
Jhajjar KT Transco Private Limited	830.68	830.68	765.25	765.25
Crest Ventures Limited	-	4,000.00	-	-
	49,568.35		**47,941.11**	

The above loans given have no repayment schedule.
* Provision made in the books during the year

42.2 Investment by above entities in their Subsidiaries.				
Shree Shubham Logistics Limited	995.64		606.44	
Energy Link (India) Limited	5.00		5.00	
Kalpataru Power Transmission (Mauritius) Limited	139.30		139.30	

42.3 Details of Investments made by the company are given in Note 12 and 15. Details of guarantees provided are given in Note 28.

42.4 All loans given and guarantees provided are for the purposes of the business.

43. "A sum of ₹ Nil is receivable (Previous Year ₹ 426.62 lacs) from eligible Gold Standard Certified Emission Reduction (GSCERs) from Atmosfair GmbH of Germany, on account of generation of electricity from agricultural residues like mustard husk and cotton sticks at Sri Ganganagar Power Plant under the Clean Development Mechanism (CDM) of Kyoto Protocol for preventing environmental degradation. There are 69,259 GSCERS' (net of adoption fund) under certification & verification with UNFCCC on account of generation of electricity from Bio-Mass at Tonk Power plant under Clean Development Mechanism (CDM) of Kyoto Protocol for preventing environmental degradation."

Notes on Financial Statements

for the year ended March 31, 2016

44. Retirement benefit plans:

a) Defined contribution Plans

The Company made contribution towards provident fund, a defined contribution retirement benefit plan for qualifying employees. The provident fund plan is operated by the Regional Provident Fund Commissioner. The Company recognized ₹ 820.00 lacs (Previous Year ₹ 1,062.15 lacs) for provident fund contributions in the statement of profit & loss. The contributions payable to these plans by the company are at rates specified in the rules of the scheme.

b) Defined benefit plans

The Company made annual contributions to the Employee's Group Gratuity cash accumulation schemes of the Life Insurance Corporation of India & Star Union Dai-ichi Life Insurance Company Ltd., a funded defined benefit plan for qualifying employees. The scheme provides for payment to vested employees at retirement/death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

The present value of the defined benefit obligation and the related current service cost were measured using the Projected Unit Credit method as per actuarial valuation carried out at the balance sheet date

The following tables sets out the status of the gratuity plan as required under AS-15 and the amounts recognized in the Company's financial statements as at March 31, 2016.

(₹ in lacs)

	As at 31st March, 2016	As at 31st March, 2015
Change in present value of obligations :		
Obligations at beginning of the year	1,357.70	1,163.56
Service cost	221.74	177.08
Interest cost	102.69	100.50
Actuarial (gain) / loss	39.58	32.30
Benefits paid	(64.52)	(115.74)
Obligations at the end of the year	1,657.19	1,357.70
Change in Plan assets :		
Fair value of Plan assets at beginning of the year	1,336.52	1,155.09
Expected returns on plan assets	119.38	106.68
Actuarial (loss) / gain	0.08	(7.44)
Contributions by employer	210.27	197.93
Benefits paid	(64.52)	(115.74)
Fair value of plan assets at end of the year	1,601.73	1,336.52
Reconciliation of Present Value of Obligation and the fair value of plan assets :		
Present value of the defined benefit obligation at the end of the year	1,657.19	1,357.70
Less: Fair value of plan assets	1,601.73	1,336.52
Unfunded status amount of liability recognized in the balance sheet	55.46	21.18
Gratuity cost for the year :		
Service Cost	221.74	177.08
Interest Cost	102.69	100.50
Expected return on plan assets	(119.38)	(106.68)
Actuarial (gain) / loss	39.49	39.75
Net gratuity cost charged to statement of profit & loss	244.54	210.65
Assumptions :		
Discount rate	7.80%	8.00%
Estimated rate of return on plan assets	7.80%	8.70%
Annual increase in salary costs	6.00%	6.00%

Notes on Financial Statements

for the year ended March 31, 2016

Experience Adjustments of Gratuity

(₹ in lacs)

Particulars	As at 31st March				
	2016	2015	2014	2013	2012
Defined Benefit obligation	1,657.19	1,357.70	1,163.56	1,047.09	871.75
Plan assets	1,601.73	1,336.52	1,155.09	1,094.22	997.52
Surplus/ (Deficit)	(55.46)	(21.18)	(8.47)	47.13	125.77
Experience Adjustment on Plan Liabilities [(Gain)/ Losses]	(34.81)	5.40	39.83	(32.95)	(97.91)
Experience Adjustment on Plan assets [Gain / (Losses)]	0.08	(7.44)	(3.16)	3.59	(2.20)

45. (1) The Company has entered into consortium with

(a) JSC Zangas, Russia separately for four gas pipeline projects (i) Vijaipur to Kota, (ii) Panvel to Dabhol, (iii) Vijaipur to Dadari and (iv) Dadari to Panipat.

(b) JMC Projects (India) Limited and G.B. Yadav & Co. Pvt. Ltd. for railway projects as “KPTL-JMC-Yadav JV”.

(c) GPT Infrastructure Limited for railway projects as “GPT-KPTL JV”.

(d) Cimechel Electric Co. for railway projects as “CIMECHEL-KPTL JV”.

(e) CHC Engineering Co. Ltd. for transmission line projects as “The Consortium of Kalpataru and CHC”.

(f) Techno Electric & Engineering Co. Ltd. for transmission line projects as “Kalpataru - Techno”.

(g) Jyoti Structure Ltd. for transmission line projects as “Kalpataru - Jyoti Consortium”.

(h) AER Construction and Development Co. Inc. for transmission line projects as “KPTL and AER Consortium”.

(i) JMC Projects (India) Limited and Stroytech Services LLC (STS) for railway projects as “JMC- KPTL-STS JV”.

(j) Stroytech Services LLC (STS) for railway projects as “STS- KPTL JV”.

(k) Kinden Corporation for transmission line projects as “The Joint Venture of KPTL-Kinden”.

Revenue, expenses, assets and liabilities for contracts awarded to aforesaid consortiums and executed by the Company under work sharing arrangements are recognized on the same basis as similar contracts independently executed by the Company.

(2) In respect of contract executed in Joint Controlled entities (JCE), the services rendered to them accounted as revenue for the work done.

The detail of JCE are as follows:-

Name of the JCE (incorporated in India)	Share of Interest
Jhajjar KT Transco Private Limited (JKTPL)	49.72%

(3) Details of proportionate share in the Assets, Liabilities, Income and Expenditure of the Company in its JCE are given below.

Particulars	As at 31st March, 2016	As at 31st March, 2015
Assets	20,377.89	20,493.14
Liabilities	11,555.18	12,408.07
Income	2,943.10	2,308.61
Expenditure	2,204.83	2,312.75
Contingent Liability	727.32	727.32

Notes on Financial Statements

for the year ended March 31, 2016

46. Related party disclosure as required by Accounting standard 18 are given below:

List of Related Parties		
(a)	Subsidiaries	
	JMC Projects (India) Limited	
	Shree Shubham Logistics Limited	
	Energy Link (India) Limited	
	Amber Real Estate Limited	
	Kalpataru Power Transmission (Mauritius) Limited	
	Kalpataru South Africa (Proprietary) Limited	
	Kalpataru Power Transmission Nigeria Limited	
	Kalpataru Power Transmission USA Inc	
	Adeshwar Infrabuild Limited	
	Kalpataru Satpura Transco Pvt. Ltd.	
	LLC Kalpataru Power Transmission Ukraine	
	Kalpataru Metfab Pvt. Ltd. (Formerly Gestamp Kalpataru Solar Steel Structures Pvt. Ltd.)	
	Kalpataru IBN Omairah Company Limited	
	Alipurduar Transmission Limited	
(b)	Indirect Subsidiaries	
	JMC Mining and Quarries Limited	
	Saicharan Properties Limited	
	Brij Bhoomi Expressway Pvt. Ltd.	
	Wainganga Expressway Pvt. Ltd.	
	Vindhyachal Expressway Pvt. Ltd.	
	Punarvasu Holding & Trading Co. Pvt. Ltd.	
	Kalpataru Power DMCC (Formerly Kalpataru Power JLT)	
(c)	Enterprises under significant influence, which are having transaction with the Company	
	Kalpataru Properties Pvt. Ltd.	
	Neo Pharma Pvt. Ltd.	
	Kalpataru Retail Ventures Pvt. Ltd.	
	Gurukrupa Developers	
	Property Solution (India) Pvt. Ltd.	
	Kalpataru Enterprises	
	Kalpataru Limited	
	Kalpataru Construction Pvt. Ltd.	
	K C Holdings Pvt. Ltd.	
	Kalpataru Viniyog Pvt. Ltd.	
	Kalpataru Holdings Pvt. Ltd.	
	Argos International Marketing Pvt. Ltd.	
(d)	Key Management Personnel:	
	Mr. Ranjit Singh	Managing Director upto May 31, 2015
	Mr. Manish Mohnot	Joint Managing Director upto May 31, 2015 and Managing Director w.e.f. June 1, 2015
(e)	Individuals having significant influence and their relatives:	
	Mr. Mofatraj P. Munot	Promoter Director
	Mr. Parag M. Munot	Promoter Director
	Ms. Sunita Choraria	Relative of Promoter Director
	Ms. Sudha Golechha	Relative of Promoter Director
(f)	Joint Ventures :	
	Jhajjar KT Transco Private Limited	

Notes on Financial Statements

for the year ended March 31, 2016

Transactions with Related Parties in ordinary course of business are:

(₹ in lacs)

	Particulars	Relationship	2015-16	2014-15
1	**Investment in Equity Shares**			
	Kalpataru IBN Omairah Company Limited	Subsidiary	55.02	-
	Alipurduar Transmission Limited	Subsidiary	5.00	-
	JMC Projects (India) Limited	Subsidiary	10,078.10	-
	Kalpataru Metfab Pvt. Ltd.	Subsidiary	-	1,104.37
2	**Net Loans and Advances given/(returned)**			
	Shree Shubham Logistics Limited	Subsidiary	(650.00)	-
	Amber Real Estate Limited	Subsidiary	(5,996.30)	160.00
	Alipurduar Transmission Limited	Subsidiary	1,593.45	-
	Kalpataru Satpura Transco Pvt. Limited	Subsidiary	(200.00)	-
	Energy Link (India) Limited	Subsidiary	(19,895.64)	127.70
	Saicharan Properties Limited	Indirect Subsidiary	24,598.30	-
3	**Advance For Capex**			
	Gurukrupa Developers	Enterprises having significant influence	73.97	-
	Kalpataru Enterprises	Enterprises having significant influence	117.15	93.65
4	**Revenue from Operations**			
	Kalpataru Satpura Transco Pvt. Limited	Subsidiary	243.53	14,270.07
	JMC Projects (India) Limited	Subsidiary	2,265.45	3,797.29
	LLC Kalpataru Power Transmission, Ukraine	Subsidiary	224.05	307.69
	Kalpataru Power Transmission USA Inc.	Subsidiary	-	521.94
	Kalpataru IBN Omairah Company Limited	Subsidiary	54.21	-
	Jhajjar KT Transco Pvt. Ltd.	Joint Venture	150.00	150.00
5	**Other Income**			
	Energy Link (India) Limited	Subsidiary	1,851.34	1,656.67
	Amber Real Estate Limited	Subsidiary	1,553.42	1,611.03
	Shree Shubham Logistics Limited	Subsidiary	800.71	755.97
	JMC Projects (India) Limited	Subsidiary	194.69	175.49
	Kalpataru Satpura Transco Pvt. Limited	Subsidiary	0.12	0.12
	Kalpataru Metfab Pvt. Ltd.	Subsidiary	0.12	0.12
	Saicharan Properties Limited	Indirect Subsidiary	68.48	-
	Jhajjar KT Transco Pvt. Limited	Joint Venture	72.76	72.76
6	**Reimbursement of Expenses (Receivable)**			
	Kalpataru Satpura Transco Pvt. Limited	Subsidiary	6.83	60.25
	Kalpataru Power Transmission USA Inc.	Subsidiary	-	24.21
	Saicharan Properties Limited	Indirect Subsidiary	1.20	0.44
	Kalpataru Properties Pvt. Ltd.	Enterprises having significant influence	0.15	-

Notes on Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

	Particulars	Relationship	2015-16	2014-15
7	**Job Charges**			
	LLC Kalpataru Power Transmission, Ukraine	Subsidiary	3,742.33	8,818.99
8	**Rent Expenses**			
	Neo Pharma Pvt. Ltd.	Enterprises having significant influence	430.51	-
	Kalpataru Retail Ventures Pvt. Ltd.	Enterprises having significant influence	217.59	-
	Kalpataru Properties Pvt. Ltd.	Enterprises having significant influence	-	628.15
9	**Service Charges**			
	Kalpataru Power Transmission USA Inc.	Subsidiary	430.81	373.37
10	**Equipment Hire Charges**			
	Energy Link (India) Limited	Subsidiary	25.00	25.20
	JMC Projects (India) Limited	Subsidiary	48.08	123.49
11	**Reimbursement of Expenses (Payable)**			
	Property Solutions (I) Pvt. Ltd.	Enterprises having significant influence	53.25	48.44
	Kalpataru Properties Pvt. Ltd.	Enterprises having significant influence	-	38.27
	Neo Pharma Pvt. Ltd.	Enterprises having significant influence	21.71	-
	Kalpataru Retail Ventures Pvt. Ltd.	Enterprises having significant influence	7.99	-
	Kalpataru Limited	Enterprises having significant influence	-	1.14
	JMC Projects (India) Limited	Subsidiary	5.11	-
12	**Sale of Fixed Assets**			
	LLC Kalpataru Power Transmission, Ukraine	Subsidiary	-	101.01
13	**Purchase of Fixed Assets**			
	Argos International Marketing Pvt. Ltd.	Enterprises having significant influence	60.83	-
	LLC Kalpataru Power Transmission, Ukraine	Subsidiary	348.79	-
14	**Salary & Commission**			
	Mr. Manish Mohnot	Key Managerial Personnel	510.44	385.40
	Mr. Ranjit Singh	Key Managerial Personnel	54.63	407.77
	Mr. Mofatraj P. Munot	Promoter Director	120.00	120.00
	Mr. Parag M. Munot	Promoter Director	40.00	10.00
15	**Dividend Paid**			
	Kalpataru Properties Pvt. Ltd.	Enterprises having significant influence	409.38	204.69
	Kalpataru Construction Pvt. Ltd.	Enterprises having significant influence	700.50	350.25
	K C Holdings Pvt. Ltd.	Enterprises having significant influence	634.28	317.14
	Kalpataru Viniyog Pvt. Ltd.	Enterprises having significant influence	39.60	19.80
	Kalpataru Holdings Pvt. Ltd.	Enterprises having significant influence	10.00	5.00
	Mr. Mofatraj P. Munot	Promoter Director	412.10	206.05
	Mr. Parag M. Munot	Promoter Director	403.91	201.95
	Ms. Sudha Golechha	Relative of Promoter Director	26.15	13.07
	Ms. Sunita Choraria	Relative of Promoter Director	26.15	13.07

Notes on Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

	Particulars	Relationship	2015-16	2014-15
16	**Security Deposit Paid**			
	Neo Pharma Pvt. Ltd.	Enterprises having significant influence	140.61	-
	Kalpataru Retail Ventures Pvt. Ltd.	Enterprises having significant influence	3,466.68	-
17	**Security Deposit Received back**			
	Neo Pharma Pvt. Ltd.	Enterprises having significant influence	140.61	-
	Kalpataru Properties Pvt. Ltd.	Enterprises having significant influence	3,462.16	-

Balances with Related Parties as at 31st March, 2016

(₹ in lacs)

	Particulars	Relationship	2015-16	2014-15
1	**Loans Given**			
	Energy Link (India) Limited	Subsidiary	-	19,895.64
	Amber Real Estate Limited	Subsidiary	14,764.30	19,362.52
	Shree Shubham Logistics Limited	Subsidiary	6,305.63	6,285.44
	Alipurduar Transmission Limited	Subsidiary	1,593.45	-
	Adeshwar Infrabuild Limited	Subsidiary	21.00	21.00
	Kalpataru Power Transmission Nigeria Limited	Subsidiary	-	48.41
	Kalpataru Power Transmission (Mauritius) Limited	Subsidiary	419.51	395.85
	Kalpataru Satpura Transco Pvt. Ltd.	Subsidiary	967.00	1,167.00
	Saicharan Properties Limited	Indirect Subsidiary	24,666.78	-
	Jhajjar KT Transco Pvt. Ltd.	Joint Venture	830.68	765.25
2	**Trade Receivable**			
	JMC Projects (India) Limited	Subsidiary	1,658.58	4,390.15
	Kalpataru Satpura Transco Pvt. Ltd.	Subsidiary	2.03	847.52
	Kalpataru Power Transmission USA Inc.	Subsidiary	22.24	46.45
	LLC Kalpataru Power Transmission, Ukraine	Subsidiary	-	314.44
	Jhajjar KT Transco Pvt. Ltd.	Joint Venture	-	87.19
3	**Advances given**			
	JMC Projects (India) Limited	Subsidiary	221.32	-
	Kalpataru IBN Omairah Company Limited	Subsidiary	116.66	-
	Energylink (India) Limited	Subsidiary	1.50	-
	Kalpataru Metfab Pvt. Ltd.	Subsidiary	-	0.13
	Kalpataru Power Transmission Nigeria Limited	Subsidiary	-	0.87
	Saicharan Properties Limited	Indirect Subsidiary	-	0.45
	Gurukrupa Developers	Enterprises having significant influence	73.97	-
	Kalpataru Enterprises	Enterprises having significant influence	733.85	616.70

Notes on Financial Statements

for the year ended March 31, 2016

Balances with Related Parties as at 31st March, 2016

(₹ in lacs)

	Particulars	Relationship	2015-16	2014-15
4	**Security Deposit Given**			
	Kalpataru Retail Ventures Private Limited	Enterprises having significant influence	3,466.68	-
	Kalpataru Properties Pvt. Ltd.	Enterprises having significant influence	-	3,462.16
5	**Advances From Customers**			
	Kalpataru IBN Omairah Company Limited	Subsidiary	905.47	-
6	**Trade Payable**			
	JMC Projects (India) Limited	Subsidiary	57.25	83.19
	Kalpataru Power Transmission USA Inc.	Subsidiary	311.67	139.77
	Energylink (India) Limited	Subsidiary	-	2.05
	LLC Kalpataru Power Transmission, Ukraine	Subsidiary	960.76	-
	Jhajjar KT Transco Pvt. Ltd.	Joint Venture	77.89	-
	Kalpataru Properties Pvt. Ltd.	Enterprises having significant influence	-	54.67
	Kalpataru Retail Ventures Pvt. Ltd.	Enterprises having significant influence	1.97	-
	Property Solutions (I) Pvt. Ltd.	Enterprises having significant influence	7.87	13.58
	Argos International Marketing Pvt. Ltd.	Enterprises having significant influence	16.20	-
	Kalpataru Limited	Enterprises having significant influence	-	0.52
	Mr. Manish Mohnot	Key Managerial Personnel	262.00	241.78
	Mr. Ranjit Singh	Key Managerial Personnel	-	113.72
	Mr. Mofatraj P. Munot	Promoter Director	120.00	120.00
	Mr. Parag Munot	Promoter Director	40.00	10.00

Notes on Financial Statements

for the year ended March 31, 2016

47. SEGMENT REPORTING

(a) Business Segment

Particulars		Transmission & Distribution		Infrastructure EPC		Others		Unallocable		Total	
		2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
1	**Segment Revenue :**										
	Sales & Services	3,68,890.72	3,97,241.69	55,928.42	31,863.62	6,619.53	6,353.83	-	-	4,31,438.67	4,35,459.14
	Other Operating Income	5,012.18	6,117.46	4.39	-	2.35	648.49	-	-	5,018.92	6,765.95
	Net Sales/Revenue from Operations	3,73,902.90	4,03,359.15	55,932.81	31,863.62	6,621.88	7,002.32	-	-	4,36,457.59	4,42,225.09
	Add : Other Income	217.91	401.50	13.57	30.29	2.50	6.26	4,846.60	4,785.11	5,080.58	5,223.16
	Total	**3,74,120.81**	**4,03,760.65**	**55,946.38**	**31,893.91**	**6,624.38**	**7,008.58**	**4,846.60**	**4,785.11**	**4,41,538.17**	**4,47,448.25**
2	**Segment Result Before Finance Cost and Tax.**	37,087.85	37,931.11	952.69	(4,665.77)	567.00	1,380.22	4,791.53	4,734.16	43,399.07	39,379.72
	Less: Finance Cost									12,749.72	14,093.27
	Profit before Tax									30,649.35	25,286.45
	Current Tax									11,275.00	9,357.60
	Deferred Tax									(575.30)	(632.60)
	Net Profit after Tax									**19,949.65**	**16,561.45**
3	**Other Information**										
	Segment Asset	3,21,999.92	3,34,586.22	62,213.55	51,140.60	6,209.08	5,033.51	99,747.44	88,662.95	4,90,169.99	4,79,423.28
	Segment Liability	1,84,616.98	1,55,770.26	19,587.64	15,480.35	176.27	132.16	16.57	3,276.46	2,04,397.46	1,74,659.23
	Capital Expenditure (incl. CWIP)	5,876.80	3,427.33	777.89	2,046.32	39.66	147.90	-	-	6,694.35	5,621.55
	Depreciation	7,444.13	7,650.61	695.87	636.01	231.33	231.08	-	-	8,371.33	8,517.70
(b)	Geographical Segment										
	Revenue from Operations										
	India	1,34,883.64	1,63,501.64	55,932.81	32,144.87	6,621.88	7,002.32	-	-	1,97,438.33	2,02,648.83
	Outside India	2,39,019.26	2,39,857.51	-	(281.25)	-	-	-	-	2,39,019.26	2,39,576.26
	TOTAL	**3,73,902.90**	**4,03,359.15**	**55,932.81**	**31,863.62**	**6,621.88**	**7,002.32**	**-**	**-**	**4,36,457.59**	**4,42,225.09**

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for the year ended March 31, 2016

48. (a) Derivative contracts entered into by the Company, for hedging currency and commodity related risks, are not intended for speculative purposes.

Particulars of outstanding derivative contracts as on 31st March, 2016 are as under.

(i) For Hedging Currency related risks.

Currency	Buy/Sell	Cross Currency	Amount of Exposure Hedged (₹ in lacs)	
			As on 31st March, 2016	As on 31st March, 2015
Euro	Sell	USD	10,009.68	26,545.67
Euro	Sell	INR	6,869.99	5,931.25
USD	Sell	INR	17,403.66	35,489.66
CAD	Sell	USD	-	2,758.40
JPY	Buy	USD	2,370.21	1,721.06
Euro	Buy	USD	-	1,967.72
USD	Buy	INR	-	2,000.00

(ii) For Hedging Commodity related risks.

Commodity	Buy/Sell	Quantity in MT	
		As on 31st March, 2016	As on 31st March, 2015
Aluminium	Buy	11,600	10,725
Zinc	Buy	2,350	4,450

(b) Foreign Currency Exposure not hedged by derivative instruments as on March 31, 2016 amounts to ₹ 5,755.54 lacs (Previous Year ₹ 24,350.32 lacs)

49. In respect of one of the projects of the Company, a customer has raised claims against the Company with regard to tower supplies made from March 2012 to April 2013. Based on legal advise the management believes that it has a strong case in arbitration. In view thereof, no provision has been been made at this stage.

50. The amount outstanding to Micro and Small Enterprises is based on the information received and available with the company. There are no overdue amount.

51. Advance taxes paid, including tax deducted at sources are shown as assets net of provision of tax including foreign tax. Provision for tax (including foreign tax) is made after considering depreciation, deductions and allowances as per applicable tax statutes and regulations there under.

52. In the opinion of the Management, the balances shown under trade receivable, accrued value of work done, loans and advances, whether current or non-current, have approximately the same realizable value as shown in the accounts.

53. The Management is of the opinion that as at the Balance Sheet date, there are no indications of a material impairment in the value of fixed assets. Hence, the need to provide for an impairment loss does not arise.

54. Previous year's figures have been regrouped and/or rearranged wherever considered necessary.

For and on behalf of the Board

Kamal Jain
Director (Finance) & CFO

Manish Mohnot
Managing Director
DIN: 01229696

Rahul Shah
Company Secretary

Parag Munot
Director
DIN: 00136337

Mumbai : May 28, 2016

CONSOLIDATED FINANCIAL STATEMENTS

Independent Auditor's Report on Consolidated Financial Statements

TO
THE MEMBERS OF
KALPATARU POWER TRANSMISSION LIMITED

Report On the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **KALPATARU POWER TRANSMISSION LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and jointly controlled entities, comprising of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act, as applicable The respective Board of Directors of the companies included in the Group and of its jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and jointly controlled entities as at March 31, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Independent Auditor's Report on Consolidated Financial Statements

Other Matter

We did not audit the financial statements of 19 subsidiaries and 2 jointly controlled entities, whose financial statements reflect total assets of ₹ 4,65,010.73 lacs as at March 31, 2016, total revenues of ₹ 2,80,291.70 lacs and net cash outflows amounting to ₹ 1,097.37 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and jointly controlled entities is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, as applicable.

   e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and jointly controlled companies incorporated in India, none of the directors of the Group companies and jointly controlled companies incorporated in India is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our Report in "Annexure A", which is based on the auditors' reports of the Holding company, subsidiary companies and jointly controlled companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Holding company's / subsidiary company's and jointly controlled company's incorporated in India internal financial controls over financial reporting.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and jointly controlled entities.

      ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and jointly controlled companies incorporated in India.

For **Deloitte Haskins & Sells,**
Chartered Accountants
(Firm's Registration No.117365W)

Sunil S. Kothari
Partner
(Membership No. 208238)

Place : Mumbai
Date : May 28, 2016

Annexure "A" to the Auditor's Report on Consolidated Financial Statements

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of **KALPATARU POWER TRANSMISSION LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiary companies and jointly controlled entities, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary companies and jointly controlled companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)" These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies and joint controlled companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions

Annexure "A" to the Auditor's Report on Consolidated Financial Statements

and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Holding Company, its subsidiary companies and jointly controlled companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to 12 subsidiary companies and 2 jointly controlled entities, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For **Deloitte Haskins & Sells,**
Chartered Accountants
(Firm's Registration No.117365W)

Sunil S. Kothari
Partner
(Membership No. 208238)

Place : Mumbai
Date : May 28, 2016

Consolidated Balance Sheet

as at March 31, 2016

(₹ in lacs)

	Note	As at 31st March, 2016		As at 31st March, 2015	
EQUITY AND LIABILITIES					
Shareholders' Funds					
(a) Share Capital	1	3,069.21		3,069.21	
(b) Reserves and Surplus	2	2,29,517.93		2,18,586.45	
			2,32,587.14		2,21,655.66
Minority Interest			15,610.65		14,217.64
Non-Current Liabilities					
(a) Long Term Borrowings	3	2,50,149.44		2,47,321.34	
(b) Deferred Tax Liabilities (net)	4	87.07		2,530.92	
(c) Other Long Term Liabilities	5	40,052.81		32,392.16	
(d) Long Term Provisions	6	10,033.39		6,850.92	
			3,00,322.71		2,89,095.34
Current Liabilities					
(a) Short Term Borrowings	7	58,493.22		96,792.59	
(b) Trade Payables	8				
(i) Micro and Small Enterprises		1,408.49		1,573.53	
(ii) Others		2,20,997.03		1,94,375.59	
(c) Other Current Liabilities	9	58,356.69		55,764.34	
(d) Short-Term Provisions	10	29,439.79		23,266.16	
			3,68,695.22		3,71,772.21
TOTAL			**9,17,215.72**		**8,96,740.85**
ASSETS					
Non-Current Assets					
(a) Fixed Assets	11				
(i) Tangible Assets		1,84,086.34		1,47,478.61	
(ii) Intangible Assets		1,82,732.69		1,70,923.29	
(iii) Capital work-in-progress		2,235.07		36,556.57	
(iv) Intangible Assets under Development		141.07		3,202.14	
(b) Goodwill on Consolidation		2,014.67		2,014.67	
(c) Non-Current Investments	12	1,136.32		1,129.97	
(d) Deferred Tax Assets (net)	4	4,231.65		1,631.53	
(e) Long Term Loans and Advances	13	22,697.78		17,745.04	
(f) Other Non-Current Assets	14	16,279.25		14,775.13	
			4,15,554.84		3,95,456.95
Current Assets					
(a) Inventories	15	93,073.85		1,21,762.60	
(b) Trade Receivables	16	2,42,918.89		2,22,883.00	
(c) Cash and Bank Balances	17	15,247.84		13,810.07	
(d) Short-Term Loans and Advances	18	51,298.90		55,966.39	
(e) Other Current Assets	19	99,121.40		86,861.84	
			5,01,660.88		5,01,283.90
TOTAL			**9,17,215.72**		**8,96,740.85**
Significant Accounting Policies					
Notes Forming Part of the Financial Statements	1 to 46				

In terms of our report attached
For **Deloitte Haskins & Sells,**
Chartered Accountants

Sunil S. Kothari
Partner
(M. No. 208238)
Mumbai : May 28, 2016

Kamal Jain
Director (Finance) & CFO

Rahul Shah
Company Secretary

For and on behalf of the Board
Manish Mohnot
Managing Director
DIN: 01229696

Parag Munot
Director
DIN: 00136337
Mumbai : May 28, 2016

Consolidated Statement of Profit and Loss

for the year ended March 31, 2016

(₹ in lacs)

	Note	2015-2016		2014-2015	
INCOME					
Revenue from Operations - Gross	20	7,48,723.06		7,26,975.16	
Less : Excise Duty		10,685.09		7,153.83	
Revenue from Operations - Net			7,38,037.97		7,19,821.33
Other Income	21		1,883.84		2,504.97
TOTAL REVENUE			**7,39,921.81**		**7,22,326.30**
EXPENSES					
Cost of Materials Consumed	22		2,72,057.84		2,95,176.75
(Increase) / Decrease in Stocks	23		20,325.00		(3,413.04)
Employee Benefits Expenses	24		55,210.31		54,441.05
Other Expenses	25		3,09,749.61		3,03,186.48
Finance Cost	26		43,936.56		33,700.01
Depreciation and Amortization Expenses	32		20,175.92		16,828.52
TOTAL EXPENSES			**7,21,455.24**		**6,99,919.77**
Profit Before Tax			**18,466.57**		**22,406.53**
Tax Expenses					
Current Tax			14,846.79		10,776.06
Current Tax for earlier Year			0.42		0.04
MAT Credit Reversal / (Entitlement)			325.27		(399.28)
Deferred Tax			(5,039.14)		488.13
Net Profit After Tax (before adjustment for Minority Interest)			**8,333.23**		**11,541.58**
Add: Share of Loss attributable to Minority Interest			3,420.44		494.13
Net Profit for the Year (after adjustment for Minority Interest)			**11,753.67**		**12,035.71**
Earning per Equity Share of ₹ 2 each					
Basic and Diluted (₹)	35		7.64		7.83
Significant Accounting Policies					
Notes forming part of the Financial Statements	1 to 46				

In terms of our report attached
For **Deloitte Haskins & Sells,**
Chartered Accountants

Sunil S. Kothari
Partner
(M. No. 208238)
Mumbai : May 28, 2016

Kamal Jain
Director (Finance) & CFO

Rahul Shah
Company Secretary

For and on behalf of the Board
Manish Mohnot
Managing Director
DIN: 01229696

Parag Munot
Director
DIN: 00136337
Mumbai : May 28, 2016

Consolidated Cash Flow Statement

for the year ended March 31, 2016

(₹ in lacs)

		2015-2016	2014-2015
A.	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Net Profit before Tax and Minority Interest	18,466.57	22,406.53
	Adjustments for :		
	Depreciation and Amortisation Expenses	20,175.92	16,828.52
	Finance Cost	43,936.56	33,700.01
	Dividend Income	(6.42)	(4.46)
	Interest Income	(513.26)	(287.05)
	Amortisation of Employees Compensation (ESOP)	(32.03)	(44.78)
	Profit on Sale of Assets (net)	(272.86)	(214.88)
	Unrealised Foreign Exchange Loss (net)	622.98	109.63
	Share of Profit/Loss from Investment in Joint Venture	(6.66)	(127.64)
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**82,370.80**	**72,365.88**
	Adjustment for:		
	Trade and other Receivables	(29,788.72)	(45,335.82)
	Inventories	28,560.41	1,229.02
	Trade and other payables	47,621.36	(11,877.51)
	CASH GENERATED FROM OPERATIONS	1,28,763.85	16,381.57
	Income Tax Paid	(14,555.76)	(9,183.05)
	NET CASH FLOW FROM OPERATING ACTIVITIES	**1,14,208.09**	**7,198.52**
B.	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Intangible Assets under Development	(14,507.88)	(31,116.57)
	Purchase of Fixed Assets	(22,745.22)	(27,315.88)
	Proceeds from Sale of fixed assets	4,533.14	799.92
	Sale of investment in Mutual Fund	-	15.00
	Investments in Joint Venture	(1.57)	-
	Interest Received	509.84	287.05
	Dividend Received	6.42	4.46
	Deposits with Banks	464.00	(193.98)
	Inter Corporate Deposits	24.57	29.29
	Loans to Joint Ventures	(1,427.83)	(2,229.87)
	Consideration paid on acquistion of Subsidiaries	(5.00)	(1,256.24)
	Cash & Cash Equivalents acquired pursuant to acquistion of Subsidiaries	0.20	233.39
	NET CASH FLOW USED IN INVESTING ACTIVITIES	**(33,149.33)**	**(60,743.43)**

Consolidated Cash Flow Statement

for the year ended March 31, 2016

(₹ in lacs)

		2015-2016	2014-2015
C.	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Proceeds from Equity Shares issued to Minority Shareholders	4,951.54	-
	Share Issue Expenses	(130.70)	(327.43)
	Proceeds from Long Term Borrowings	28,061.19	1,01,102.09
	Repayment of Long Term Loan Borrowings	(25,725.42)	(20,262.40)
	Repayment of / Proceeds from Short Term Borrowings	(38,431.15)	15,653.61
	Interest Paid	(46,014.50)	(43,397.07)
	Dividend Paid including Dividend tax	(2,161.61)	(2,709.30)
	Grant in Aid (Viability Gap Funding)	571.60	5,082.40
	Dividend payment to Minority Shareholders	(95.21)	(95.21)
	NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES	**(78,974.26)**	**55,046.69**
	Effect of exchange differences on translation of foreign currency Cash and Cash Equivalents	(181.34)	279.21
D.	**NET INCREASE IN CASH AND CASH EQUIVALENT**	**1,903.16**	1,780.99
E.	**Opening Cash and Cash Equivalent**	**12,047.74**	10,266.75
F.	**Closing Cash and Cash Equivalent**	**13,950.90**	**12,047.74**

NOTES:

(i) The Consolidated Cash Flow statement has been prepared under the "Indirect method" as set out in Accounting Standard 3- Cash Flow Statements.

(ii)	Cash and Cash Equivalents at the end of the year comprises:	As at 31st March, 2016	As at 31st March, 2015
	(a) Cash in Hand	427.69	302.05
	(b) Cheques in Hand	2,547.87	-
	(c) Balance with Banks		
	(i) In Current Accounts	8,849.33	9,758.83
	(ii) In Deposit Accounts	2,126.01	1,986.86
	Cash and Cash Equivalent as per Cash Flow Statement	**13,950.90**	**12,047.74**

(iii) Previous year's figures have been regrouped to conform with those of the current year

In terms of our report attached
For **Deloitte Haskins & Sells,**
Chartered Accountants

Sunil S. Kothari
Partner
(M. No. 208238)
Mumbai : May 28, 2016

Kamal Jain
Director (Finance) & CFO

Rahul Shah
Company Secretary

For and on behalf of the Board
Manish Mohnot
Managing Director
DIN: 01229696

Parag Munot
Director
DIN: 00136337
Mumbai : May 28, 2016

Significant Accounting Policies on Consolidated Financial Statements

for the year ended March 31, 2016

A. Basis of Preparation:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention except for certain fixed assets which are revalued.

B. Principles of Consolidation:

The consolidated financial statements relate to the Kalpataru Power Transmission Limited ('the Company') its subsidiary companies, and jointly controlled entities. The consolidated financial statements have been prepared on the following basis;

(i) The financial statement of the subsidiary companies and jointly controlled entities (JCE) used in the consolidation are drawn up to the same reporting date as of the parent.

(ii) The financial statements of the Company and its subsidiaries have been combined on line-by-line basis by adding together, the book value of like items of assets, liabilities, income and expenses after eliminating intra group balances, intra group transactions and unrealized profits or losses, unless cost cannot be recovered.

(iii) The excess of cost to the Group of its investments in subsidiary companies and Jointly controlled entities over its share of equity of the subsidiary companies / Jointly Controlled entities at the dates on which the investments in the subsidiary companies / Jointly Controlled Entities were made, is recognized as "Goodwill" being an asset in the consolidated financial statements and is tested for impairment on annual basis.

(iv) Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movement in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year of subsidiaries attributable to the minority interest is identified and adjusted against the profit after tax of the group in order to arrive at the income attributable to shareholders of the Company.

(v) Interest in Jointly Controlled Entities (JCE) are consolidated on a line-by-line basis by adding together the book values of like assets, liabilities, income and expenses on a proportionate basis to the extent of the group's equity interest in such entity as per AS 27 Financial Reporting of Interests in Joint Ventures. The intra-group balances, intra-group transactions and unrealized profits and losses have been eliminated to the extent of the Group's share in the entity except in three jointly controlled entities which have been reported by not using proportionate consolidation and the share of the profit/ loss only from joint venture entities has been accounted for, for the reason, as explained in Note No. 27 of these notes to accounts.

C. Fixed Assets:

(i) Fixed assets are stated at cost of acquisition / construction / revalued amount less accumulated depreciation less impairment losses, if any.

(ii) Cost includes all identifiable expenditure incurred to bring the fixed assets to their working condition for their intended use. When the fixed asset is demolished, disposed off or destroyed, the costs and related depreciation is removed from the books of account and the resultant profit or loss is reflected in the Statement of Profit and Loss. Finance cost on borrowings for acquisition or construction of qualifying fixed assets for the period up to the date of acquisition of fixed assets or when the assets are ready to be put in use is included in the cost of fixed assets.

D. Depreciation and Amortization:

Tangible Assets

Depreciation is provided on all tangible assets existing as on 31st March 2014 based on remaining useful life and on assets added after 31st March, 2014 as per useful life prescribed in Schedule II to the Companies Act, 2013 on pro-rata basis, except:

a) Depreciation on plant and machinery of bio-mass energy plants is provided considering the useful life of plant as 20 years, as specified in CERC and RERC Regulations.

b) Depreciation on assets of overseas projects is provided at the rates and methods as per the requirement of laws of respective foreign countries.

Significant Accounting Policies on Consolidated Financial Statements

for the year ended March 31, 2016

c) Depreciation on Plant & Machinery and Shuttering Materials of a subsidiary is provided taking useful life of 10 years and 3 years respectively based on technical evaluation.

d) Depreciation on Furniture & Fixtures at Construction Sites of parent company is provided taking useful life of 3 years based on past experience.

e) Depreciation on fumigation covers and dunnages is provided taking useful life of 5 years and 3 years respectively.

Depreciation is provided on Straight Line Method (SLM) except on assets pertaining to Research and Development Centre, one Unit (erstwhile Export Oriented Unit), Real Estate and mining activities is provided on the basis of written down value method.

Intangible Assets

a) Amortisation in respect of Toll Collection Rights is provided, in the ratio of revenue generated for the year to total projected revenue for entire concession period, as prescribed in Schedule II to the Companies Act, 2013

b) Other Intangible assets are amortized over a period of three to five years.

E. Impairment of assets:

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, except in case of revalued assets.

F. Revenue Recognition:

(i) Transmission & Distribution:

Sales are recognized on delivery of materials. Sales include excise duty, freight receipts and export benefits but exclude Value Added Tax.

Erection and Works Contract revenue for work completed are recognized on percentage of completion method based on completion of physical proportion of the contract work. When it is probable that total contract cost will exceed the total contract revenue, the expected loss is recognized immediately.

(ii) Infrastructure EPC Division:

Revenue is recognized by adding the aggregate cost and proportionate margin using the percentage completion method. Percentage of completion is determined as a proportion of cost incurred to date to the total estimated contract cost. When it is probable that total contract cost will exceed the total contract revenue, the expected loss is recognized immediately

(iii) Bio-mass Energy:

Revenue is recognized on supply of electricity generated to the customer.

(iv) Construction:

Revenue is recognized on percentage of completion method based on completion of physical proportion of the contract work. Income on account of claims and extra item work is recognized to the extent group expects reasonable certainty about receipts or acceptance from the client. When it is probable that total contract cost will exceed the total contract revenue, the expected loss is recognized immediately.

(v) Warehousing:

Revenues from warehousing facilities are recognized when services are rendered, which coincides with agreement entered with customers and other entities.

(vi) Others:

Dividends are recorded when the right to receive payment is established. Interest income is recognized on time proportion basis.

Significant Accounting Policies on Consolidated Financial Statements

for the year ended March 31, 2016

G. Operating Cycle:

(i) Assets and liabilities other than those relating to long-term contracts executed by Holding Company are classified as current if it is expected to realize or settle within 12 months after the balance sheet date.

(ii) In case of long-term contracts executed by Holding Company, Operating Cycle covers the duration of the specific project/contract including the defect liability period, wherever applicable and extend up to the realization of receivables (including retention monies) within the agreed credit period.

H. Trade receivables as at the year end under the contract are disclosed net of advances relating to the respective contracts received and outstanding at the year end.

I. Inventories:

(i) Transmission & Distribution:

Raw materials, Fuel, Semi finished goods, Finished goods, scraps, construction work in progress, construction and other stores and spares, tools are stated at lower of cost and net estimated realizable value. The cost of inventories is computed on weighted average basis.

(ii) Construction:

Construction material, stores and spares are valued at lower of cost or net realizable value. Cost includes cost of purchase and other expenses incurred in bringing inventory to their present location and condition. Cost is determined using FIFO method of inventory valuation.

J. Investments:

Long term investments are stated at cost after deducting the provision for diminution in value, if any, other than of a temporary nature. Current investments are stated at lower of cost or fair value.

K. Employee Benefits:

(i) Gratuity liability is provided under a defined benefit plan, under Group Gratuity Cash Accumulation Schemes under an irrevocable trust. The Company's liability towards gratuity is determined on the basis of actuarial valuation done by an independent actuary.

(ii) Contribution to Provident Fund, a defined contribution plan is charged to the Statement of Profit and Loss.

(iii) Provision for leave encashment liability is made on actuarial valuation as at the Balance Sheet date.

(iv) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

L. Excise Duty:

The liability for excise duty in respect of materials lying in factory/ bonded premises is provided for in the accounts.

M. Foreign Currency Transactions and Translations:

Foreign currency transactions are accounted during the year at the exchange rates prevailing on the date of transaction.

Foreign currency monetary assets and liabilities, remaining unsettled at the end of the year are translated at the exchange rate prevailing at the end of the year and difference is accounted in the statement of profit and loss.

In case of transactions covered by forward exchange contracts, which are not intended for trading or speculation purpose, premium or discount are amortized as expenses or income over the life of the contract.

Any profit or losses arising on settlement or cancellation of such forward contracts or options are recognized in the Statement of Profit and Loss for year in which settlement or cancellation takes place.

Translation of overseas jobs / projects of non-integral foreign operations:

a) Assets and liabilities at the rates prevailing at the end of the year.

b) Income and expenses at the exchange rate prevailing on the date of transaction.

c) Resulting exchange differences are accumulated in foreign currency translation reserve account.

Significant Accounting Policies on Consolidated Financial Statements

for the year ended March 31, 2016

N. Borrowing Cost:

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. All other borrowing costs are recognized as expense in the period in which they are incurred.

O. Taxes on Income:

a) Tax on income for the current period is determined on the basis of estimated taxable income and tax credit computed in accordance with the provisions of the Income Tax Act, 1961.

b) Deferred tax is recognized on timing difference between estimated taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period(s) and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.

c) Deferred tax assets arising on account of unabsorbed losses or unabsorbed depreciation are recognized and carried forward only to the extent that there is virtual certainty supported by convincing evidence and Deferred Tax Assets arising on account of other timing differences are recognized to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

d) Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax and future economic benefit associated with it will flow to the Company.

P. Accounting for Project Mobilization expenses:

Expenditure incurred on mobilization and creation of facilities for site is written off in proportion to work done at respective sites so as to absorb such expenditure during the tenure of the contract.

Q. Use of Estimates:

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

R. Provisions and Contingent Liabilities:

i) Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and that probability requires an outflow of resources.

ii) A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no disclosure is made.

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

	As at 31st March, 2016	As at 31st March, 2015
1. SHARE CAPITAL		
AUTHORISED :		
17,50,00,000 (17,50,00,000) Equity Shares of ₹ 2 each	3,500.00	3,500.00
	3,500.00	**3,500.00**
ISSUED, SUBSCRIBED and PAID-UP:		
15,34,60,570 (15,34,60,570) Equity Shares of ₹ 2 each fully paid up	3,069.21	3,069.21
TOTAL	**3,069.21**	**3,069.21**

1.1 Reconciliation of the Equity Shares outstanding at the beginning and at the end of the reporting period.

Equity Shares	As at 31st March, 2016		As at 31st March, 2015	
	Numbers	₹ in lacs	Numbers	₹ in lacs
Shares outstanding at the beginning of the year	15,34,60,570	3,069.21	15,34,60,570	3,069.21
Shares outstanding at the end of the year	15,34,60,570	3,069.21	15,34,60,570	3,069.21

1.2 The Company has only one class of Equity Shares having par value of ₹ 2 per share. Each holder of Equity Shares is entitled to one vote per share. The dividend is declared and paid on being proposed by the Board of Directors after the approval of the Shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all liabilities. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

1.3 Details of Shareholders holding more than 5% shares in the company

Name of Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Mofatraj P. Munot	1,37,36,822	8.95	1,37,36,822	8.95
Mr. Parag M. Munot	1,34,63,615	8.77	1,34,63,615	8.77
Kalpataru Construction Private Limited	2,33,50,000	15.22	2,33,50,000	15.22
K. C. Holdings Private Limited	2,11,42,600	13.78	2,11,42,600	13.78
Kalpataru Properties Private Limited	1,36,46,196	8.89	1,36,46,196	8.89
HDFC Trustee Company Limited	1,33,45,925	8.70	37,80,000	2.46

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

	As at 31st March, 2016		As at 31st March, 2015	
2. RESERVES AND SURPLUS				
Revaluation Reserve :				
As per last Balance Sheet		29.05		29.05
Securities Premium Account :				
As per last Balance Sheet	80,638.88		80,064.74	
Add: Premium on Equity Shares issued during the Year	-		813.07	
Less : Share Issue Expenses	87.82		238.93	
		80,551.06		80,638.88
Foreign Currency Translation Reserve :				
As per last Balance Sheet	(2,381.38)		(360.56)	
Add / (Less) : During the Year	1,564.95		(2,020.82)	
		(816.43)		(2,381.38)
Debentures Redemption Reserve :				
As per last Balance Sheet	1,856.25		2,865.00	
Add : Transferred from Surplus in the Statement of Profit & Loss	1,685.42		1,036.25	
Less : Transferred to General Reserve	1,041.67		2,045.00	
		2,500.00		1,856.25
Employee Share Options Outstanding :				
Employees Share Options - at the beginning of the Year	32.03		76.81	
Less : Deferred Employee Share Compensation	32.03		44.78	
		-		32.03
Grant In Aid (Viability Gap Funding) :				
Opening Balance	13,830.72		8,748.32	
Add: Addition During the Year	571.60		5,082.40	
		14,402.32		13,830.72
General Reserve :				
As per last Balance Sheet	29,767.83		26,497.83	
Add : Transferred from Debenture Redemption Reserve	1,041.67		2,045.00	
Add : Transferred from Surplus in the Statement of Profit & Loss	1,225.00		1,225.00	
		32,034.50		29,767.83
Reserve Fund as per Section 45-IC of the Reserve Bank of India Act, 1934		2.02		2.02
Surplus in the Statement of Profit and Loss :				
As per last Balance Sheet	94,811.05		88,923.43	
Less: Depreciation	-		1,096.92	
Add: Profit for the Year	11,753.67		12,035.71	
Less : Interim / Proposed Dividend on Equity Shares				
[Dividend per Share ₹ 1.50 (Previous Year ₹ 1.50)]	2,301.91		2,301.91	
Less : Corporate Tax on Interim / Proposed Dividend	536.98		488.01	
Less: Transfer to Debenture Redemption Reserve	1,685.42		1,036.25	
Less: Transfer to General Reserve	1,225.00		1,225.00	
		1,00,815.41		94,811.05
TOTAL		**2,29,517.93**		**2,18,586.45**

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

		As at 31st March, 2016		As at 31st March, 2015	
		Non-Current	Current	Non-Current	Current
3	**LONG TERM BORROWINGS**				
	Secured				
	Non-Convertible Redeemable Debentures	-	-	-	4,166.67
	Term Loans				
	Foreign Currency Loans				
	From Banks	2,122.65	4,047.57	5,983.12	3,804.77
	Rupee Loans				
	From Banks	1,80,397.43	10,823.39	1,76,612.36	9,489.78
	From NBFC	32,920.12	6,228.25	30,070.37	1,873.30
	Unsecured				
	Compulsory Convertible Debentures	-	3,143.00	-	3,143.00
	Non-Convertible Redeemable Debentures	20,000.00	-	20,000.00	-
	Term Loans				
	From Banks	10,875.00	1,300.00	12,175.00	825.00
	From Company	3,834.24	-	2,460.66	-
	Fixed Deposit from Public	-	-	19.83	996.48
	Amount disclosed under the head "Other Current Liabilities" (Refer Note 9)	-	(25,542.21)	-	(24,299.00)
	TOTAL	**2,50,149.44**	**-**	**2,47,321.34**	**-**

3.1 **Details of Debentures:**

	Redemption Profile	Amount (₹ in lacs) As at 31st March, 2016	As at 31st March, 2015	Interest	Date of Allotment
a)	Secured Non-Convertible Redeemable Debentures of the Company :				
	Redeemable at face value in 3 equal annual instalments at the end of 5th, 6th & 7th year starting from 26.12.2013	-	2,666.67	12.50% p.a. payable annually	December 26, 2008
	Security: The debentures are secured by first exclusive charge on movable and immovable fixed assets (including land and building situated at Gandhinagar, Gujarat) of transmission & distribution division and infrastructure division of the company to the extent of 1.25 times of NCDs outstanding.				
b)	Secured Non-Convertible Redeemable Debentures of one of the Subsidiary Company :				
	Redeemable in tranches at the end of 5th year from the date of allotment	-	1,500.00	9.50% p.a. payable annually	July 15, 2010
	Security: The debentures are secured by first pari passu charge on movable fixed assets of one of the subsidiary company to the extent of 1.25 times of the amount of NCDs and first charge by mortgage of a land at Maharajpura, Kadi, Gujarat.				
c)	Unsecured Non-Convertible Redeemable Debentures of the Company :				
	Redeemable at face value on 20.05.2018	10,000.00	10,000.00	9.55% p.a. payable on May 20, 2015 and annually thereafter	March 26, 2015
	Redeemable at face value on 05.09.2017	10,000.00	10,000.00	10.50% p.a. payable quarterly	September 5, 2014
d)	Unsecured Compulsory Convertible Debentures of one of the Subsidiary Company :				
	70 CCDs shall be converted into equity shares ranking pari passu with the equity shares at a conversion ratio to be determined as per the investment agreement with the debenture holder.	3,143.00	3,143.00	4.0009% p.a. payable annually	May 31, 2013

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

3.2 Foreign Currency Loans:

(a) ₹ 1,702.03 lacs (Previous Year ₹ 3,971.42 lacs) carries interest of 3 months Libor + spread secured by charge over specific moveable and Immovable fixed assets of the Company and is repayable in 13 equal quarterly instalment starting from October 21, 2013.

(b) ₹ 1,326.66 lacs (Previous Year ₹ 1,251.82 lacs) carries interest of 6 months Libor + spread secured by exclusive charge over entire current assets, escrow of receivables including receivables pertaining to Rwanda Project and is repayable in 7 equal monthly instalment starting from May 28, 2017.

(c) ₹ 1,989.99 lacs (Previous Year ₹ 1,877.72 lacs) carries interest of 6 months Libor + spread secured by exclusive charge over entire current assets, escrow of receivables including receivables pertaining to Egypt Project and is repayable in 10 equal monthly instalment starting from October 28, 2016.

(d) ₹ 1,151.54 lacs (Previous Year ₹ 2,686.93 lacs) carries interest of 6 months Libor + spread and is secured by first charge on specific movable fixed assets of one of the subsidiary company financed through loan and is repayable in 3 equal quarterly instalments.

3.3 Rupee Loans from Banks and NBFC:

(a) ₹ 4,500.00 lacs (Previous Year ₹ 5,500.00 lacs) carries interest in the range of 9.3% - 9.8% p.a., secured by hypothecation of specific moveable fixed assets and is repayable in 22 equal quarterly instalment starting from December 31, 2014.

(b) ₹ 49,911.20 lacs (Previous Year ₹ 44,600.00 lacs) carries interest of Base rate + spread charged by bank from time to time, is secured by

i) first charge on all movable and immovable assets and receivables except the project assets and all the intangibles of one of the subsidiary company

ii) first charge by way of assignment or otherwise creation of security Interest in all the right, title, interest, benefits, claims and demands whatsoever of one of the subsidiary company in accordance with the provisions of the substitution agreement and the Concession Agreement and by way of assignment or creation of security interest of all the rights, title, interest, benefits, claims and demands whatsoever of one of the subsidiary company in the Project Documents.

Loan is repayable in 144 structured monthly instalments, ending in July, 2027.

(c) ₹ 14,928.60 lacs (Previous Year ₹ 15,496.79 lacs) carries interest of Base rate + spread charged by bank from time to time, is secured by

i) first charge on all movable and immovable assets and receivables except the project assets and all the intangibles of one of the subsidiary company.

ii) first charge by way of assignment or otherwise creation of security interest in all the right, title, interest, benefits, claims and demands whatsoever of one of the subsidiary company in accordance with the provisions of the substitution agreement and the concession agreement and by way of assignment or creation of security interest of all the rights, title, interest, benefits, claims and demands whatsoever of one of the subsidiary company in the Project Documents. Term loan is repayable in 44 structured quarterly instalments, terminating on December 31, 2024.

(d) ₹ 7,406.86 lacs and ₹ 25,202.90 lacs (Previous Year ₹ 7,450.00 lacs and ₹ 25,350.00 lacs) carries interest of Base rate + spread charged by bank from time to time, is secured by first charge on all movable and immovable assets except the project assets of one of the subsidiary company. Term loan is repayable in 45 structured quarterly instalments commencing from June, 2015 and September, 2015 respectively.

(e) ₹ 37,795.49 lacs (Previous Year ₹ 38,600.85 lacs) carries interest of Base rate + spread charged by bank from time to time, is secured by

i) first charge on all movable and immovable assets, receivables, all the bank accounts and intangibles of one of the jointly controlled entity.

ii) Assignment of all rights, titles and interest under all project documents and under all other contracts, insurances, licenses relating to the project of one of the jointly controlled entity.

Term loan is repayable in 47 structured quarterly instalments commencing from June 30, 2014

As at the reporting date, interest on term loan aggregating to ₹ 1,160.32 lacs has not been paid since January, 2016 and the instalment for the quarter ended March, 2016 amounting to ₹ 246.02 lacs has also not yet been paid.

(f) ₹ 8,750.00 lacs (Previous Year ₹ 10,000.00 lacs) carries interest of Base rate + spread charged by bank from time to time, is secured by subservient charge over the entire movable tangible assets of one of the subsidiary company. Term loan is repayable in 7 equal quarterly instalments commencing from March 15, 2016.

(g) ₹ 1,093.75 lacs (Previous Year ₹ 1,717.56 lacs) carries interest of Base rate + spread charged by bank from time to time, is secured by first and exclusive charge over the fixed assets financed through loan of one of the subsidiary company. Term loan is repayable in balance 7 equal quarterly instalments.

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

(h) ₹ 3,900.00 lacs (Previous Year ₹ 4,000.00 lacs) carries interest of Base rate + spread charged by bank from time to time, is secured by first and exclusive charge over the movable fixed assets financed through loan of one of the subsidiary company. Term loan is repayable in 23 unequal quarterly instalments starting from 5th quarter from the date of disbursement.

(i) ₹ 2,843.75 lacs (Previous Year ₹ 4,468.75 lacs) carries interest of Base rate + spread charged by bank from time to time, is secured by first charge on movable fixed assets, excluding assets charged exclusively to other term lenders, of one of the subsidiary company. Term loan is repayable in balance 7 equal quarterly instalments.

(j) ₹ 1,506.34 lacs (Previous Year ₹ 1,946.04 lacs) carries interest in range of 8.83% -10.50% p.a. is secured by hypothecation of Vehicles / equipments financed through loans.

(k) ₹ 31,694.69 lacs (Previous Year ₹ 26,455.54 lacs) is secured by the assets at warehouses including land and buildings. Term loans are repayable in balance 1 - 28 structured instalments and present interest rates is in the range of 9.35% - 10.75%

(l) ₹ 30,800.71 lacs (Previous Year ₹ 32,460.28 lacs) is secured in by first charge on pari passu basis by way of hypothecation of entire movable property both present and future, first charge on entire cash flow, receivables, book debts and revenue of whatsoever nature, intangible assets, subject to transmission agreement, first charge by way of hypothecation/ mortgage/assignment of all the rights, titles, interest, benefits, claims or demand of one of the subsidiary company and a jointly controlled entity in project documents, clearances and in any letter of credit, guarantee, performance bond, corporate guarantee, bank guarantee provided by any party, first charge on the trust and retention account/Escrow agreement, Debt Service Reserve and any other reserves and other bank accounts.

Interest is payable at Base rate + spread p.a. which will be re-set on yearly basis. The loan is repayable by way of quarterly instalments (% loan amount) in approximately 13 Years started from 15/09/2012 and 31/12/2015.

(m) ₹ 1,434.90 lacs [Previous Year ₹ Nil] carries interest in the range of 9.35% - 9.40% p.a., secured by pari passu charges on movable and immovable fixed assets of transmission & distribution and infrastructure division of the company to the extent of 1.25 times of outstanding facility and pledge of 55,64,069 number of Equity Shares in Shree Shubham Logistics Limited. It is repayable in 20 equal quarterly instalment starting from December 31, 2017.

(n) ₹ 850.00 lacs (Previous Year ₹ Nil) carries varying interest rate linked to base rate of Bank from time to time and is secured by first exclusive charge on movable fixed assets of one of the subsidiary company financed through this loan. Term loan is repayable in balance 12 equal quarterly instalments commencing from July 9, 2016.

(o) ₹ 7,750.00 lacs (Previous Year ₹ Nil) is secured by first pari passu charge on movable fixed assets, excluding assets charged exclusively to other term lenders, of one of the subsidiary company. Term loan is repayable in balance 18 unequal quarterly instalments, commencing from 3rd quarter from the date of disbursement and carries interest of Base rate + spread.

(p) Term Loans from bank amounting to ₹ 18,694.69 lacs (Previous Year ₹ 20,455.54 lacs) is guaranteed by Mr. Aditya Bafna and Mr. Shubhendra Kumar Bafna.

(₹ in lacs)

		As at 31st March, 2016		As at 31st March, 2015	
4.	**DEFERRED TAX LIABILITIES**				
a)	**Deferred Tax Assets:**				
	Expenses debited to the Statement of Profit & Loss allowable in subsequent Year(s) u/s 43B/ 40(a) / 40A of Income Tax Act, 1961.	4,966.87		3,925.30	
	Others	6,807.09		1,724.07	
			11,773.96		5,649.37
b)	**Deferred Tax Liability:**				
	Depreciation	4,552.57		3,977.93	
	Deductions claimed u/s 43B of Income Tax Act, 1961 and Others	3,076.81		2,570.83	
			7,629.38		6,548.76
	Deferred Tax Assets / (Liabilities) (Net) (a-b)		**4,144.58**		**(899.39)**
	Disclosure in Consolidated Balance Sheet as under:				
	Deferred Tax Assets (net)		4,231.65		1,631.53
	Deferred Tax Liability (net)		87.07		2,530.92
	Deferred Tax Assets / (Liabilities) (Net) (a-b)		**4,144.58**		**(899.39)**

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

		As at 31st March, 2016	As at 31st March, 2015
5.	**OTHER LONG TERM LIABILITIES**		
	Trade Payables	22,451.34	12,205.55
	Advance from Customers	16,408.28	19,714.23
	Payable to Joint Venture Entities	156.86	158.75
	Others	1,036.33	313.63
	TOTAL	**40,052.81**	**32,392.16**
6.	**LONG TERM PROVISIONS**		
	Provision for Employee Benefits	1,712.93	1,393.00
	Others		
	Provision for Expected Loss on Long Term Contract	1,165.00	505.00
	Provision for Performance Warranties (Refer Note 30)	7,155.46	4,952.92
	TOTAL	**10,033.39**	**6,850.92**
7.	**SHORT TERM BORROWINGS**		
	Secured		
	Working Capital Facilities from Banks	56,360.93	89,748.88
	Unsecured		
	Loan repayable on demand from Banks	2,132.29	6,110.28
	Loans repayable on demand from Company	-	859.49
	Fixed Deposits from Public	-	73.94
	TOTAL	**58,493.22**	**96,792.59**

7.1 Working Capital Facilities of the Company of ₹ 28,566.86 lacs (Previous Year ₹ 61,517.59 lacs) from Banks are secured in favour of consortium of bankers by hypothecation of stocks, stores and spares, trade receivables and all other movables of the borrower on pari passu basis, both present and future. Also secured by movable fixed assets pertaining to transmission and distribution division and infrastructure division of company and immovable properties situated at Gandhinagar, Gujarat.

7.2 Working Capital Facilities of one of the subsidiary of ₹ 23,123.26 lacs (Previous Year ₹ 21,765.71 lacs) are secured in favour of consortium bankers, by way of :

(a) First charge against hypothecation of Stocks, Work in Progress, Stores and Spares, Bills Receivable, Book Debts and other Current Assets.

(b) Second charge on all movable Fixed Assets financed by consortium bankers.

(c) First charge on the office premises of the Company.

7.3 Working Capital Facilities of one of the Subsidiary of ₹ 4,670.81 lacs (Previous Year ₹ 6,465.58 lacs) are secured against hypothecation of Stock, Book Debts, Plant and Machinery & Equipments, Other Fixed Assets, Land and Warehousing Complexes constructed thereon in Pari Passu with Term Lender.

7.4 Loans repayable on demand amounting to ₹ 2,587.24 lacs (Previous Year ₹ 5,404.94 lacs) is guaranteed by Mr. Aditya Bafna and Mr. Shubhendra Kumar Bafna.

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

		As at 31st March, 2016	As at 31st March, 2015
8.	**TRADE PAYABLES**		
	Acceptances	32,040.53	37,376.81
	Others	1,88,956.50	1,56,998.78
	TOTAL	**2,20,997.03**	**1,94,375.59**
9.	**OTHER CURRENT LIABILITIES**		
	Current Maturities of Long Term Debts (Refer Note 3)	25,542.21	24,299.00
	Interest accrued but not due on borrowings	1,627.62	1,399.18
	Interest accrued and due on borrowings	1,209.12	1,494.69
	Advance from Customers	21,105.53	14,828.67
	Unclaimed Dividend *	40.50	41.89
	Unclaimed matured deposits and interest accrued thereon	1.86	24.70
	Unclaimed Share Application Money	0.13	0.13
	Statutory Liabilities	5,870.37	7,024.42
	Creditors for Capital Expenditure	2,650.59	6,483.73
	Security Deposits	40.24	43.30
	Advance received for Assets held for sale	-	21.00
	Other Payables	268.52	103.63
	TOTAL	**58,356.69**	**55,764.34**
	* No amount is due for payment to Investor Education and Protection Fund		
10.	**SHORT TERM PROVISIONS**		
	Provision for Employee Benefits	295.98	195.12
	Others		
	Provision for Expected Loss on Long Term Contract	9,606.59	3,792.61
	Provision for Performance Warranties (Refer Note 30)	19,467.39	16,488.20
	Proposed Dividend	-	2,301.91
	Corporate Tax on Proposed Dividend	68.36	488.01
	Others	1.47	0.31
	TOTAL	**29,439.79**	**23,266.16**

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

11. FIXED ASSETS

(₹ in lacs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1st April, 2015	Additions	Deductions/ Adjustments	As at 31st March, 2016	As at 1st April, 2015	For the Year	Deductions	As at 31st March, 2016	As at 31st March, 2016	As at 31st March, 2015
TANGIBLE ASSETS										
Leasehold Land	2,911.83	-	209.25	2,702.58	-	-	-	-	2,702.58	2,911.83
Freehold Land	15,005.01	12.30	521.69	14,495.62	-	-	-	-	14,495.62	15,005.01
Buildings	43,569.55	5,691.97	74.18	49,187.34	3,787.00	1,089.16	12.65	4,863.51	44,323.83	39,782.55
Plant and Equipment	1,44,187.88	46,299.75	2,007.59	1,88,480.04	64,522.66	11,849.01	1,499.38	74,872.29	1,13,607.75	79,665.22
Electric Installation	967.26	184.63	9.12	1,142.77	504.74	88.39	9.12	584.01	558.76	462.52
Furniture and Fixtures	3,619.31	121.94	45.79	3,695.46	1,480.85	419.35	33.43	1,866.77	1,828.69	2,138.46
Office Equipment	4,726.19	786.01	193.42	5,318.78	3,263.85	622.80	172.09	3,714.56	1,604.22	1,462.34
Vehicles	11,983.52	936.03	1,304.09	11,615.46	5,932.84	1,755.95	1,038.22	6,650.57	4,964.89	6,050.68
Total (A)	**2,26,970.55**	**54,032.63**	**4,365.13**	**2,76,638.05**	**79,491.94**	**15,824.66**	**2,764.89**	**92,551.71**	**1,84,086.34**	**1,47,478.61**
INTANGIBLE ASSETS										
Toll Collection Rights	1,72,169.99	19,122.19	3,809.27	1,87,482.91	1,808.44	3,630.67	-	5,439.11	1,82,043.80	1,70,361.55
Copy right and Trade Mark	53.45	-	-	53.45	43.29	4.78	-	48.07	5.38	10.16
Software (Other than internally generated)	1,860.32	383.01	0.58	2,242.75	1,308.74	251.04	0.54	1,559.24	683.51	551.58
Total (B)	**1,74,083.76**	**19,505.20**	**3,809.85**	**1,89,779.11**	**3,160.47**	**3,886.49**	**0.54**	**7,046.42**	**1,82,732.69**	**1,70,923.29**
Total (A) + (B)	**4,01,054.31**	**73,537.83**	**8,174.98**	**4,66,417.16**	**82,652.41**	**19,711.15**	**2,765.43**	**99,598.13**	**3,66,819.03**	**3,18,401.90**
Previous Year (FY 2014-15)	2,41,606.91	1,62,286.28	2,838.88	4,01,054.31	67,028.73	17,869.50	2,245.82	82,652.41	3,18,401.90	

Notes:

11.1 The carrying amount of the gross block and accumulated depreciation thereon pertaining to the Company's non-integral foreign operations have been restated at closing exchange rates of the respective foreign currencies and the resultant effect of ₹ 664.96 lacs (Previous Year ₹ 1,425.44 lacs) and of ₹ 464.77 lacs (Previous Year ₹ 614.60 lacs) have been decreased in additions and depreciation for the Year respectively.

11.2 Capital Subsidy amounting to ₹ 496.50 lacs (Previous Year ₹ 67.50 lacs) is received during the Year under the scheme of Gramin Bhandaran Yojana from NABARD for construction of warehouses and the same is adjusted against fixed assets.

11.3 The amount of interest capitalised during the Year is ₹ 1,681.20 lacs (Previous Year ₹ 10,613.62 lacs).

11.4 Deductions for the Year in Gross Block and Depreciation includes ₹ 800.08 lacs (Previous Year ₹ 39.51 lacs) and ₹ 10.28 lacs (Previous Year ₹ 3.85 lacs) respectively, towards assets held for sale by a Subsidiary.

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

12. NON-CURRENT INVESTMENTS

(₹ in lacs)

Particulars	Face Value		No. of Shares / Units		Amount	
	Currency	Per Share/ Unit	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2016	As at 31st March, 2015
Trade Investments (at Cost)						
(a) Investment in Equity Instruments						
(i) Joint Venture, Unquoted, Fully Paid						
Aggrawal JMC Joint Venture					694.30	694.60
JMC-CHEC Joint Venture					366.87	360.22
(ii) Others, Quoted, Fully Paid						
Power Grid Corporation of India Limited	INR	10	48,366	48,366	25.15	25.15
(iii) Others, Unquoted, Fully Paid						
Transpower Engineering Limited	INR	10	100	100	0.04	0.04
Other Investment (at Cost)						
Investment in Mutual Fund Unquoted, Fully Paid						
HDFC Debt Fund for Cancer Cure -100% Dividend Donation Option			5,00,000	5,00,000	50.00	50.00
TOTAL					**1,136.36**	**1,130.01**
Less: Provision for diminution in the value of Investments in Transpower Engineering Limited					0.04	0.04
TOTAL					**1,136.32**	**1,129.97**
Aggregate amount of Quoted Investments					25.15	25.15
Market Value of Quoted Investments					74.73	70.23
Aggregate amount of Unquoted Investments					1,111.17	1,104.82

	As at 31st March, 2016	As at 31st March, 2015
13. LONG TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
Capital Advances	1,692.71	1,502.75
Deposits	5,042.78	4,795.64
Advance Income Tax and TDS (net of provisions)	1,732.39	732.53
MAT Credit Entitlement	906.76	1,232.03
Prepaid Expenses	102.49	28.17
Advance to Suppliers	1,352.05	1,172.90
VAT Credit / WCT Receivable	7,826.07	5,666.32
Loans and Advances to Joint Venture Entities	4,042.53	2,614.70
TOTAL	**22,697.78**	**17,745.04**

14. OTHER NON-CURRENT ASSETS		
(Unsecured, considered good)		
Long term Trade Receivables	14,396.01	12,763.81
Unamortized Expenses	1,492.39	1,345.94
Subsidy Deposit	384.78	659.78
Others	6.07	5.60
TOTAL	**16,279.25**	**14,775.13**

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

		As at 31st March, 2016	As at 31st March, 2015
15.	**INVENTORIES**		
	Raw Materials and Components (including goods in transit ₹ 817.26 lacs) (Previous Year ₹ Nil)	28,058.43	33,874.48
	Finished Goods of Tower Structures	8,432.76	18,130.72
	Semi-finished Goods of Tower Structures	2,410.67	3,028.97
	Stores, Spares, Construction Materials and Tools	15,898.99	14,830.37
	Construction Work-in-Progress	8,206.31	14,833.20
	Scrap	292.90	357.96
	Finished Goods of Real Estate Division	10,507.02	15,337.08
	Semi-finished Goods of Real Estate Division	17,916.17	15,781.85
	Agro Commodities	1,337.47	5,340.58
	Packing Material & Consumables	13.13	247.39
	TOTAL	**93,073.85**	**1,21,762.60**
16.	**TRADE RECEIVABLES**		
	(Unsecured and considered good)		
	Outstanding for a period exceeding six months from the date they are due for payment	28,394.52	25,116.90
	Other debts	2,14,524.37	1,97,766.10
	TOTAL	**2,42,918.89**	**2,22,883.00**
17.	**CASH AND BANK BALANCES**		
	Cash and Cash Equivalents		
	Cash in Hand	427.69	302.05
	Cheques in Hand	2,547.87	-
	Balances with Banks		
	In Current Accounts	8,849.33	9,758.83
	In Fixed Deposit Accounts	2,126.01	1,986.86
	Other Bank Balances		
	Unpaid Dividend Accounts	40.50	41.89
	Deposits with original maturity more than 3 months but less than 12 months	1,146.22	1,294.91
	Deposits with original maturity more than 12 months under lien with a bank	101.14	0.50
	Other balances under Lien	9.08	425.03
	TOTAL	**15,247.84**	**13,810.07**
18.	**SHORT-TERM LOANS AND ADVANCES**		
	(Secured and considered good)		
	Loans given to Others	581.83	123.05
	(Unsecured and considered good)		
	Taxes and Duties Receivable	3,297.35	3,054.09
	Cenvat Credit Receivable	2,666.03	5,433.24
	VAT Credit /WCT Receivable	14,645.26	13,257.98
	Taxes Paid Under Protest	708.47	457.21
	Advance to Suppliers	15,537.56	12,685.96
	Advance Income Tax and TDS (net of provisions)	6,699.99	7,860.94
	Prepaid Expenses	4,000.38	4,613.89
	Deposits	2,083.37	2,708.47
	Others	1,078.66	5,771.56
	TOTAL	**51,298.90**	**55,966.39**

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

	As at 31st March, 2016	As at 31st March, 2015
19. OTHER CURRENT ASSETS		
Export Benefits Receivable	3,629.39	4,440.46
Accrued Value of work done	91,134.95	78,868.37
Unamortised Expenses	2,890.82	3,410.70
Receivables for Sale of Fixed Assets	7.81	5.81
Accrued Income	21.49	100.84
Fixed Assets held for Sale	1,161.94	35.66
Subsidy Deposit	275.00	-
TOTAL	**99,121.40**	**86,861.84**

	2015-2016		2014-2015	
20. REVENUE FROM OPERATIONS - GROSS				
Sale of Products				
Tower Parts & Components	2,46,528.64		2,66,054.60	
Agro Commodities	16,572.20		18,757.43	
Others	26,210.97		17,733.38	
		2,89,311.81		3,02,545.41
Income from Services		4,54,154.85		4,17,556.09
Other Operating Income				
Sale of Scrap	5,216.48		6,117.46	
Certified Emission Reduction Receipts	-		648.49	
Others	39.92		107.71	
		5,256.40		6,873.66
TOTAL		**7,48,723.06**		**7,26,975.16**

21. OTHER INCOME		
Interest Income	757.16	1,261.92
Dividend from Non Current Investments	3.36	4.46
Dividend from Current Investments	3.06	-
Insurance Claims	14.53	118.18
Liabilities Written Back	96.32	373.11
Miscellaneous Income	474.90	91.23
Rent Income	254.99	313.07
Profit on Sale of Fixed Assets (net)	272.86	214.88
Share of profit of Joint Venture	6.66	128.12
TOTAL	**1,883.84**	**2,504.97**

22. COST OF MATERIALS CONSUMED		
Raw Materials		
Steel	54,968.51	67,082.81
Zinc	11,450.57	12,002.99
Components & Accessories, etc	97,744.73	1,09,486.24
Agricultural Residues	4,260.25	3,973.50
Agro Commodities	12,756.28	14,892.83
Construction Materials	90,877.50	87,738.38
TOTAL	**2,72,057.84**	**2,95,176.75**

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

	2015-2016		2014-2015	
23. (INCREASE) / DECREASE IN STOCKS				
STOCK AT BEGINNING OF THE YEAR				
Finished Goods				
Tower Parts	18,123.00		13,501.18	
Others	7.72		10.52	
	18,130.72		13,511.70	
Semi-Finished Goods	3,028.97		3,839.53	
Scrap	357.96		285.66	
Agro Commodities	5,340.58		8,218.49	
Construction Work-in-Progress	10,932.20		8,522.01	
		37,790.43		34,377.39
STOCK AT CLOSE OF THE YEAR				
Finished Goods				
Tower Parts	8,425.19		18,123.00	
Others	7.57		7.72	
	8,432.76		18,130.72	
Semi Finished Goods	2,410.67		3,028.97	
Scrap	292.90		357.96	
Agro Commodities	1,337.47		5,340.58	
Construction Work-in-Progress	4,991.63		10,932.20	
		17,465.43		37,790.43
TOTAL		**20,325.00**		**(3,413.04)**

24. EMPLOYEE BENEFITS EXPENSES		
Salaries, Wages, Bonus	50,212.71	49,558.32
Contributions to Provident and Other Funds (includes social security and other benefits for overseas employees)	2,769.89	2,705.32
Employee Share Option Scheme Expenses	(32.03)	(44.78)
Employees' Welfare Expenses	2,259.74	2,222.19
TOTAL	**55,210.31**	**54,441.05**

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

	2015-2016		2014-2015	
25. OTHER EXPENSES				
Erection and Sub-contracting Expenses		2,38,185.56		2,24,969.67
Job charges		5,538.00		4,570.05
Power and Fuel		2,351.53		2,417.79
Excise Duty		956.94		393.95
Repairs and Maintenance:				
Plant and Machinery		370.98		423.39
Building		383.06		382.06
Others		58.89		70.33
Rent		3,807.33		3,423.07
Freight and Forwarding Expenses		10,651.34		10,623.09
Stores, Spares and Tools Consumed		1,806.58		1,575.41
Vehicle / Equipment Running and Hire Charges		653.61		854.54
Testing Expenses		106.59		266.68
Pollution Control Expenses		157.20		437.96
Insurance Charges		3,250.66		3,026.17
Rates and Taxes		625.19		485.06
Stationery, Printing and Drawing Expenses		1,110.15		968.38
Telecommunication Expenses		778.87		783.03
Travelling Expenses		4,158.85		5,455.27
Legal and Professional Expenses		6,567.24		3,965.57
Service Charges		660.35		8,468.91
Auditor's Remuneration				
Audit Fees	137.37		104.17	
Other Services & Reports	31.82		8.88	
Reimbursement of Expenses	1.76		1.02	
		170.95		114.07
Taxes and Duties		8,236.91		9,482.97
Bank Commission and Charges		4,788.21		3,576.10
Share of RSWC		140.25		140.69
Loss on Disposal of Investment		-		0.48
Performance Warranties Expenses		3,890.17		5,428.37
Expense for Contractural Deductions		1,431.18		-
Service Tax		4,243.46		4,625.14
Loss / (Gain) on Exchange Rate Variation		(3,825.98)		431.68
Sitting Fees and Commission to Non-Executive Directors		428.93		291.28
Loss on Material Damaged / Lost / Fire (net)		2,754.96		333.24
Corporate Social Responsibility Expenses (Refer Note 31)		71.30		203.36
Carbon Credit Expenses		21.15		48.78
Bad Debt Written Off		129.93		-
Miscellaneous Expenses *		5,089.27		4,949.94
TOTAL		**3,09,749.61**		**3,03,186.48**

* Includes Donation to Electrol Trust of ₹ Nil (Previous Year ₹ 400 lacs)

26. FINANCE COST				
Interest		42,187.36		33,204.32
Other Borrowing Cost		419.83		478.00
Exchange Rate Variation		1,329.37		17.69
TOTAL		**43,936.56**		**33,700.01**

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

27. (a) Particulars of Subsidiaries included in Consolidation

Name of Subsidiary	with effect from	Country of Incorporation	% voting power
Subsidiaries Held Directly			
Adeshwar Infrabuild Limited	11/8/2009	India	100.00%
Amber Real Estate Limited	16/5/2008	India	100.00%
Energylink (India) Limited	30/1/2007	India	100.00%
JMC Projects (India) Limited	06/2/2007	India	67.19%
Shree Shubham Logistics Limited	19/3/2007	India	72.97%
Kalpataru Satpura Transco Private Limited	10/5/2013	India	100.00%
Kalpataru Metfab Private Limited (Formerly Gestamp Kalpataru Solar Steel Structures Private Limited)	31/3/2015	India	100.00%
Alipurduar Transmission Limited	06/1/2016	India	100.00%
Kalpataru Power Transmission (Mauritius) Limited	08/1/2009	Mauritius	100.00%
Kalpataru Power Transmission Nigeria Limited	19/5/2008	Nigeria	100.00%
Kalpataru Power Transmission - USA, Inc.	11/9/2009	USA	100.00%
Kalpataru SA (Proprietary) Limited	03/9/2009	South Africa	100.00%
LLC Kalpataru Power Transmission Ukraine	06/11/2012	Ukraine	100.00%
Kalpataru IBN Omairah Company Limited	01/06/2015	Kingdom of Saudi Arabia	65.00%
Subsidiaries Held Indirectly			
Brij Bhoomi Expressway Private Limited	06/12/2010	India	67.19%
JMC Mining and Quarries Limited	06/2/2007	India	67.19%
Saicharan Properties Limited	30/6/2009	India	100.00%
Vindhyachal Expressway Private Limited	16/1/2012	India	67.19%
Wainganga Expressway Private Limited	02/6/2011	India	67.19%
Kalpataru Power DMCC, UAE	03/8/2011	UAE	100.00%
Punarvasu Holding & Trading Company Private Limited	31/12/2014	India	72.97%

(b) Particulars of Jointly Controlled Entities (JCE) included in Consolidation

Name of Jointly Controlled Entity	with effect from	Country of Incorporation	% voting power
Jhajjar KT Transco Private Limited	19/05/2010	India	49.72%
Kurukshetra Expressway Private Limited	29/03/2010	India	33.31%

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

(c) The Company's share in respect of the assets, liabilities, reserves, income and expenses, related to its interests in the Jointly Controlled Entities, incorporated in the Consolidated Financial Statements are :

(₹ in lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Assets		
Non-Current Assets		
(i) Fixed Assets	50,349.03	67,101.49
(ii) Long Term loans and Advances	9.78	8.26
Current Assets	2,050.43	1,984.25
Liabilities		
Non Current Liabilities		
(i) Long Term Borrowings	37,278.79	50,935.65
(ii) Other Long Term Liabilites	1,202.39	10.17
Current Liabilities		
(i) Trade Payables	103.71	730.18
(ii) Other Current Liabilities	2,665.17	3,247.99
Income	5,380.48	5,600.04
Expenditure		
(i) Employee Benefit Expenses	28.50	33.13
(ii) Finance Cost	4,401.65	6,000.16
(iii) Depreciation and Amortization Expenses	1,109.16	1,253.65
(iv) Other Expenses	1,643.45	1,429.87
Capital Commitment	982.55	932.39
Contingent Liability	727.32	727.32

(d) The following Joint Venture Entities have not been consolidated using proportionate consolidation and only the share of profit/loss therein has been accounted for, as in view of the management, the below three Joint Venture entities are formed for specific projects and with a view to subsequent disposal on completion of specific projects in near future and accordingly, these Joint Venture are falling in the exception for proportionate consolidation as per para 28 of AS - 27.

Name of the Joint Venture	Name of Venture Partner	with effect from	Method of Accounting	Share of Interest
Aggrawal - JMC JV	Dinesh Chandra Aggrawal Infracon Pvt.Ltd.	10/06/2011	% of Completion	50.00%
JMC - Sadbhav JV	Sadbhav Engineering Ltd.	04/08/2004	% of Completion	50.50%
JMC - CHEC JV	China Harbour Enginering Company Ltd.	27/03/2007	% of Completion	49.00%

Details of proportionate share in the Assets, Liabilities, Income and Expenditure of the Company in these Joint Venture entities.

Particulars	2015-2016	2014-2015
Assets	3,852.78	3,888.74
Liabilities	3,429.60	3,444.14
Income	4,188.52	5,850.88
Expenditure	4,158.51	5,778.43

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

		As at 31st March, 2016	As at 31st March, 2015
28.	**CONTINGENT LIABILITIES IN RESPECT OF:**		
(a)	Bank Guarantees	5,030.05	6,697.40
(b)	Claims against group not acknowledged as debts	4,227.79	4,256.32
(c)	Show cause notices and Demand by Service Tax /Excise/ Income Tax and other Tax/Revenue Authorities under disputes	14,077.22	17,982.94
(d)	Disputed Royalty demand under Tamilnadu Minor Mineral Concession Rules in appeal before High Court	39.87	39.87
(e)	Disputed VAT/ Entry Tax demand in appeal before Tribunal	7,477.64	4,508.24
(f)	Dividend payable by one of the Subsidiary to its minority Shareholders on 4% Redeemable Preference Share	9.52	-
(g)	Guarantee given in respect of Performance of contracts of Joint Ventures Entities & Associates in which one of the subsidiaries is having substantial Interest	20,579.95	17,671.21
(h)	Bills Discounted	5,573.50	11,767.29
29.	**CAPITAL & OTHER COMMITMENTS:**		
	Estimated amount of contracts remaining to be executed on capital account Tangible Assets and not provided for (net of advances)	4,593.27	17,898.29
	Commitments on account of Premium Payable and on account of Toll, Operation and Maintenance Contracts by Subsidiaries	1,10,667.51	1,14,338.64
30.	**THE DISCLOSURE AS REGARDS TO PROVISION FOR PERFORMANCE WARRANTIES:**		
	Carrying amount at the beginning of the year	21,441.12	17,652.25
	Add : Provision/ Expenses during the year	7,788.21	5,788.28
	Less : Reversal of Provision on Finality of Warranty and Guarantee	1,435.52	386.30
	Less: Utilization during the year	1,170.96	1,613.11
	Carrying amount at the end of the year	**26,622.85**	**21,441.12**

		2015-2016	2014-2015
31.	**CSR EXPENDITURE :**		
	(a) Gross amount required to be spent by the company during the year	301.16	366.68
	(b) Amount spent on purposes other than construction/ acquisition of any assets	71.30	203.36
32.	**DEPRECIATION AND AMORTISATION EXPENSES:**		
	Depreciation and Amortisation Expenses (Refer Note 11)	19,711.15	17,869.50
	Add: Foreign Currency Translation Reserve	464.77	614.60
	Less: Adjusted from Surplus in the Statement of Profit & Loss	-	1,655.58
		20,175.92	16,828.52

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

33. Related Party disclosure as required by Accounting Standard – 18 is as below:

List of Related Parties		
a)	**Joint Venture**	
	Aggrawal-JMC JV	
	JMC - Sadbhav JV	
	JMC CHEC JV	
b)	**Key Management Personnel**	
	Mr. Manish Mohnot	Joint Managing Director upto May 31, 2015 and Managing Director w.e.f. June 1, 2015
	Mr. Ranjit Singh	Managing Director upto May 31, 2015
c)	**Enterprises, having Significant influence and having transactions with the group**	
	Kalpataru Properties Pvt. Limited	
	Property Solution (India) Pvt. Limited	
	Kalpataru Enterprises	
	Kalpataru Limited	
	Kalpataru Construction Pvt. Limited	
	K C Holdings Pvt. Limited	
	Kalpataru Viniyog Pvt. Limited	
	Kalpataru Holdings Pvt. Limited	
	Kiyana Ventures LLP	
	Shubham Fiscal Services Pvt. Limited	
	Gurukrupa Developers	
	Argos International Marketing Pvt. Limited	
	Neo Pharma Pvt. Limited	
	Kalpataru Retail Ventures Pvt. Limited	
	Agile Real Estate Pvt. Limited	
	Arvind Silk Mills Pvt. Limited *	
	Illingrowth Marketing Pvt. Limited *	
	Kalpataru Shubham Enterprise *	
	* One of the Additional Non Executive Director appointed in one of the subsidiary, w.e.f April 11, 2016 has significant influence in these entities.	
d)	**Individuals having significant influence and their relatives**	
	Mr. Mofatraj P. Munot	Promoter Director
	Mr. Parag Munot	Promoter Director
	Ms. Sudha Golechha	Relative of Promoter Director
	Ms. Sunita Choraria	Relative of Promoter Director

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

Transactions with Related Parties in ordinary course of business are:

(₹ in lacs)

	Particulars	Relationship	2015-16	2014-15
1.	**Purchase/Construction of Fixed Assets**			
	Argos International Marketing Pvt. Limited	Enterprises having significant influence	60.83	-
2.	**Advance For Capex**			
	Kalpataru Enterprises	Enterprises having significant influence	117.15	93.65
	Gurukrupa Developers	Enterprises having significant influence	73.97	-
3.	**Other Expenses**			
	Kalpataru Properties Pvt. Limited	Enterprises having significant influence	-	15.31
	Kalpataru Retail Ventures Pvt. Limited	Enterprises having significant influence	1.94	-
	Neo Pharma Pvt. Limited	Enterprises having significant influence	6.86	-
4.	**Reimbursement of Expenses Paid**			
	Kalpataru Properties Pvt. Limited	Enterprises having significant influence	-	38.27
	Property Solution (India) Pvt. Limited	Enterprises having significant influence	53.25	48.44
	Neo Pharma Pvt. Limited	Enterprises having significant influence	21.71	-
	Kalpataru Retail Ventures Pvt. Limited	Enterprises having significant influence	7.99	-
	Kalpataru Limited.	Enterprises having significant influence	-	1.14
5.	**Rent Paid**			
	Neo Pharma Pvt. Limited	Enterprises having significant influence	674.69	-
	Kalpataru Retail Ventures Pvt. Limited	Enterprises having significant influence	340.86	-
	Kalpataru Properties Pvt. Limited	Enterprises having significant influence	-	985.57
	Agile Real Estate Pvt. Limited	Enterprises having significant influence	25.44	-
6.	**Revenue from Operations**			
	Kalpataru Limited	Enterprises having significant influence	-	63.81
	JMC CHEC JV	Joint Venture	8,333.67	11,273.48
	Aggrawal-JMC JV	Joint Venture	-	32.88
7.	**Reimbursement of Expenses Received**			
	Kalpataru Properties Pvt. Limited	Enterprises having significant influence	0.15	-
8.	**Salary and Commission**			
	Mr. Mofatraj P. Munot	Promoter Director	120.00	120.00
	Mr. Parag Munot	Promoter Director	40.00	10.00
	Mr. Manish Mohnot	Key Managerial Personnel	510.44	373.84
	Mr. Ranjit Singh	Key Managerial Personnel	54.63	373.40
9.	**Dividend Paid**			
	Kalpataru Properties Pvt. Limited	Enterprises having significant influence	409.38	204.69
	Kalpataru Construction Pvt. Limited	Enterprises having significant influence	700.50	350.25
	K C Holdings Pvt. Limited	Enterprises having significant influence	634.28	317.14
	Kalpataru Viniyog Pvt. Limited	Enterprises having significant influence	39.60	19.80
	Kalpataru Holdings Pvt. Limited	Enterprises having significant influence	10.00	5.00
	Shubham Fiscal Services Pvt. Limited	Enterprises having significant influence	0.52	0.52
	Mr. Mofatraj P. Munot	Promoter Director	412.10	206.05
	Mr. Parag Munot	Promoter Director	403.91	201.95
	Ms. Sudha Golechha	Relative of Promoter Director	26.15	13.07
	Ms. Sunita Choraria	Relative of Promoter Director	26.15	13.07
10.	**Share of Profit/(Loss) in Joint Venture**			
	JMC CHEC JV	Joint Venture	6.66	128.12
	Aggrawal-JMC JV	Joint Venture	(0.31)	(0.21)
	JMC - Sadbhav JV	Joint Venture	(0.01)	(0.27)
11.	**Security Deposit Paid**			
	Neo Pharma Pvt. Limited	Enterprises having significant influence	140.61	-
	Kalpataru Retail Ventures Pvt. Limited	Enterprises having significant influence	3,466.68	-
12.	**Security Deposit Received back**			
	Neo Pharma Pvt. Limited	Enterprises having significant influence	140.61	-
	Kalpataru Retail Ventures Pvt. Limited	Enterprises having significant influence	3,462.16	-

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

Balances with Related parties as at 31st March, 2016:

(₹ in lacs)

	Particulars	Relationship	As at 31st March, 2016	As at 31st March, 2015
1.	**Advances Given**			
	Kalpataru Enterprises	Enterprises having significant influence	733.85	616.70
	Gurukrupa Developers	Enterprises having significant influence	73.97	-
2.	**Loans Given**			
	JMC CHEC JV	Joint Venture	4.14	3.94
3.	**Security Deposit Given**			
	Kalpataru Retail Ventures Pvt. Limited	Enterprises having significant influence	3,466.68	-
	Kalpataru Properties Pvt. Limited	Enterprises having significant influence	-	3,462.16
4.	**Trade Payable**			
	Kalpataru Limited	Enterprises having significant influence	7.03	0.52
	Kalpataru Properties Pvt. Limited	Enterprises having significant influence	-	54.67
	Kalpataru Retail Ventures Pvt. Limited	Enterprises having significant influence	120.74	-
	Property Solution (India) Pvt. Limited	Enterprises having significant influence	7.87	-
	Neo Pharma Pvt. Limited	Enterprises having significant influence	28.06	4.81
	Agile Real Estate Pvt. Limited	Enterprises having significant influence	23.21	-
	Argos international Marketing Pvt. Limited	Enterprises having significant influence	16.20	13.58
	JMC - Sadbhav JV	Joint Venture	156.86	158.75
	Mr. Manish Mohnot	Key Managerial Personnel	262.00	241.78
	Mr Ranjit Singh	Key Managerial Personnel	-	133.72
	Mr. Mofatraj P. Munot	Promoter Director	120.00	120.00
	Mr. Parag Munot	Promoter Director	40.00	10.00
5.	**Trade Receivables**			
	Kalpataru Limited	Enterprises having significant influence	-	2.00
	Arvind Silk Mills Pvt. Limited	Enterprises having significant influence	214.15	-
	Illingrowth Marketing Pvt. Limited	Enterprises having significant influence	1,575.60	-
	Aggrawal-JMC JV	Joint Venture	1,243.91	1,243.90
	JMC CHEC JV	Joint Venture	170.71	64.21
6.	**Investment in Joint Venture Entity**			
	Aggrawal - JMC JV	Joint Venture	694.29	694.60
	JMC CHEC JV	Joint Venture	366.87	360.22
7.	**Advance Taken**			
	JMC CHEC JV	Joint Venture	867.48	1,764.97
	JMC - Sadbhav JV	Joint Venture	1,080.63	1,080.63
	Kiyana Ventures LLP	Enterprises having significant influence	364.85	907.18

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

(₹ in lacs)

		2015-2016	2014-2015
34.	**Information in accordance with the requirement of the Accounting Standard 7 : Construction Contracts**		
1.	Amount of Contract Revenue Recognised	4,20,475.45	3,94,225.36
2.	Disclosure in respect of contracts in progress at the Reporting Date		
(a)	Contract cost incurred & recognised Profit less recognised losses upto the reporting date	10,10,109.02	9,24,075.70
(b)	Advance Received	58,603.14	52,366.76
(c)	Retention	41,071.46	48,443.62
3.	Due from Customers	90,902.13	76,221.95

35.	**Earning per share**		
	Profit for the year	11,753.67	12,035.71
	Less : Dividend for preference share (including dividend tax)	22.46	22.46
	Amount available for equity share holders	11,731.21	12,013.25
	Weighted No. of Equity Shares at the end of the year	15,34,60,570	15,34,60,570
	Basic and Diluted Earnings Per Share (₹)	7.64	7.83
	Nominal value of Equity Share (₹)	2.00	2.00

36. (a) One of the Subsidiaries has filed a writ petition in High Court of Rajasthan against order of Board of Revenue alleging violation of the principle of natural justice of audi alteram partem i.e. hearing the other party/side in the case where Board of Revenue questioned the purchase of land by the subsidiary at Alwar from the then owners. The value of land & building involved in the matter at book value is ₹ 831.76 lacs (Previous Year ₹ 831.76 lacs). The subsidiary does not expect any liability on account of the same.

(b) One of the Subsidiaries had received a letter from its term lender for projects in Rajasthan stating that the subsidy applied under Scheme of Development /Strengthening of Agriculture Marketing Infrastructure, Grading and Standardization (AMIGS) for its Agri Logistics Parks has not been approved on technical grounds as stated in Joint Monitoring Committee report and has recalled the advance subsidy of ₹ 225 lacs (Prevoius Year ₹ 150 lacs). The said advance capital subsidy received by the subsidiary company is credited to the relevant fixed assets of the subsidiary company in the year of receipt. The subsidiary company has represented the matter to National Bank for Agriculture and Rural Development (NABARD) and Directorate of Marketing & Inspection (DMI), Delhi. DMI has initiated the process for reviewing the same in the light of submissions made by the company. The subsidiary company believes that the projects are well qualified under the said subsidy scheme and the same would be approved by the relevant sanctioning authorities.

37. During the year, Haryana Vidyut Prasaran Nigam Limited has deducted / withheld from one of the jointly controlled entity, ₹ 385.48 lacs (Parent's share ₹ 191.65 lacs) of unitary charges for the month of February and March 2016 due to system unavailability in February 2016 caused by Jat Agitation. As per Transmission Agreement, same has been recognised as revenue during the year by the subsidiary since the Act has been accepted as "Force Majeure Event" by the Authority and Indepedent Engineer.

38. In respect of one of the projects of the Company, a customer has raised claims against the Company with regard to tower supplies made from March 2012 to April 2013. Based on legal advise the management believes that it has a strong case in arbitration. In view thereof, no provision has been been made at this stage.

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

39. (a) The Company's significant leasing/ licensing arrangements are mainly in respect of residential / office premises and equipments, which are operating leases. The aggregate lease rental payable on these leasing arrangements are charged as rent and equipment hire charges in these accounts amounting to ₹ 11,306.13 lacs (Previous year ₹ 10,075.93 lacs).

These leasing arrangements are for a period not exceeding 9 years and are in most cases renewable by mutual consent, on mutually agreeable terms. Future lease rental payable in respect of assets on lease for not later than 1 year is ₹ 1,764.09 lacs (previous year ₹ 514.95 lacs) and for later than 1 year but not later than 5 years is ₹ 844.62 lacs (Previous year ₹ 649.84 lacs) and for later than 5 years but not later than 9 years is ₹ 74.75 lacs (Previous year ₹ 292.54 lacs).

(b) One of the Subsidiary has entered into leasing arrangements mainly in respect of Commercial premises (Finished Stock), which are operating leases. The lease rental receivable on these leasing arrangements are recognized as income from non-cancellable lease on a straight line basis over a period of lease in these accounts amounting to ₹ 277.76 lacs.

The Gross carrying amount of premises is ₹ 9,963.91 lacs (Previous year ₹ 2,615.43 lacs). Future lease rental receivable in respect of assets given on lease for not later than 1 year is ₹ 1,165.16 lacs (Previous year ₹ 277.76 lacs) and for later than 1 year but not later than 5 years is ₹ 1,687.58 lacs (Previous year ₹ 1,139.13 lacs).

40. The Group has entered into derivative contracts including forward contracts to hedge its risk associated with foreign currency fluctuations. Group does not use derivative contracts including forward contracts for the speculative purpose.

a. The particulars of derivatives including forward contracts entered into for hedging purpose

(i) For Hedging Currency related risks.

Currency	Buy/Sell	Cross Currency	Amount of Exposure Hedged (₹in lacs)	
			As at 31st March, 2016	As at 31st March, 2015
Euro	Sell	USD	10,009.68	26,545.67
Euro	Sell	INR	6,869.99	5,931.25
USD	Sell	INR	17,403.66	35,489.66
CAD	Sell	USD	-	2,758.40
JPY	Buy	USD	2,370.21	1,721.06
Euro	Buy	USD	-	1,967.72
USD	Buy	INR	1,172.43	4,832.76

(ii) For Hedging Commodity related risks

Commodity	Buy/Sell	Quantity in MT	
		As at 31st March, 2016	As at 31st March, 2015
Aluminium	Buy	11,600.00	10,725.00
Zinc	Buy	2,350.00	4,450.00

b. Unhedged Foreign Currency Exposure as at March 31, 2016 are as under

The Foreign Currency Exposure that is not hedged by derivative instruments as on March 31, 2016 amounts to ₹ 11,766.70 lacs (Previous year ₹ 26,653.80 lacs)

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

41. Additional information as required by paragraph 2 of the general instruction for preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013.

Name of Enterprise	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit or (Loss)	
	As % of Consolidated Net Asset	Amount ₹ in lacs	As % of Consolidated Profit or (Loss)	Amount ₹ in lacs
Parent				
Kalpataru Power Transmission Ltd	97.11%	2,25,855.04	169.73%	19,949.67
Subsidiaries				
Indian				
Adeshwar Infrabuild Limited	-0.01%	(21.30)	0.00%	(0.31)
Amber Real Estate Limited	-1.50%	(3,486.12)	0.05%	5.52
Energylink (India) Limited	0.03%	72.68	0.01%	1.12
JMC Projects (India) Limited	28.42%	66,097.79	34.90%	4,101.76
Shree Shubham Logistics Limited	4.63%	10,770.48	-33.49%	(3,936.60)
Kalpataru Satpura Transco Private Limited	5.16%	12,005.63	5.94%	697.83
Kalpataru Metfab Private Limited	0.96%	2,231.03	0.12%	14.24
Brij Bhoomi Expressway Private Limited	1.99%	4,627.43	-14.19%	(1,667.51)
JMC Mining and Quarries Limited	0.01%	21.82	0.00%	(0.45)
Saicharan Properties Limited	-0.03%	(61.83)	-0.48%	(56.89)
Vindhyachal Expressway Private Limited	1.00%	2,322.71	-2.59%	(304.28)
Wainganga Expressway Private Limited	-1.42%	(3,294.95)	-43.52%	(5,114.88)
Punarvasu Holding & Trading Company Private Limited	0.39%	896.78	-0.33%	(39.28)
Alipurduar Transmission Limited	0.00%	4.67	0.00%	-
Foreign				
Kalpataru Power Transmission (Mauritius) Limited	0.10%	241.80	-0.14%	(16.09)
Kalpataru Power Transmission Nigeria Limited	-0.02%	(51.46)	0.00%	(0.33)
Kalpataru Power Transmission - USA, Inc.	0.14%	331.56	1.19%	139.64
Kalpataru SA (Proprietary) Limited	0.02%	38.62	0.00%	(0.03)
LLC Kalpataru Power Transmission Ukraine	0.01%	25.09	-1.22%	(142.91)
Kalpataru Power DMCC, UAE	0.01%	24.81	-0.65%	(76.11)
Kalpataru IBN Omairah Company Limited	-0.04%	(87.40)	-1.48%	(173.38)
Minority interest in all subsidiaries	-6.71%	(15,610.65)	29.10%	3,420.44
Joint Venture (as per propotionate consolidation method)				
Jhajjar KT Transco Private Limited	3.79%	8,822.72	6.28%	738.26
Kurukshetra Expressway Private Limited	0.43%	997.11	-34.04%	(4,000.46)
Adjustment arising out of consolidation	-34.48%	(80,186.91)	-15.19%	(1,785.32)
TOTAL	**100.00%**	**2,32,587.14**	**100.00%**	**11,753.67**

42. Retirement benefit plans:

a) Defined contribution Plans

The Company and its subsidiaries made contribution towards provident fund, a defined contribution retirement benefits plan for qualifying employees. The provident fund plan is operated by the Regional Provident Fund Commissioner in India and adminstrator of funds in case of foreign contribution. The Company recognized ₹ 1,694.08 lacs (Previous Year ₹ 1,997.65 lacs) for provident fund contributions in the statement of profit & loss. The contributions payable to these plans by the Company and its' subsidiaries are at rates specified in the rules of the scheme.

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

b) Defined benefit plans

The Company and its subsidiaries in India made annual contributions to the Employees' Group Gratuity cash accumulation schemes administrated by reputed institutions, a funded defined benefit plan for qualifying employees. The scheme provides for payment to vested employees at retirement/death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

The present value of the defined benefit obligation and the related current service cost are measured using the Projected Unit Credit method as per actuarial valuation carried out at the balance sheet date.

The following tables sets out the status of the gratuity plan as required under AS-15 and the amounts recognized in the Company's financial statements as at March 31, 2016.

(₹ in lacs)

	As at 31st March, 2016	As at 31st March, 2015
Change in present value of obligations :		
Obligations at beginning of the year	2,257.09	1,955.43
Service cost	448.23	379.82
Interest cost	173.11	173.72
Actuarial (gain) / loss	(66.45)	(27.88)
Benefits paid	(178.92)	(224.00)
Obligations at the end of the year	2,633.06	2,257.09
Change in Plan assets :		
Fair value of Plan assets at beginning of the year	1,698.84	1,580.26
Expected returns on plan assets	148.63	143.79
Actuarial (loss) / gain	(15.59)	(25.34)
Contributions by employer	222.66	224.13
Benefits paid	(178.92)	(224.00)
Fair value of plan assets at end of the year	1,875.62	1,698.84
Reconciliation of Present Value of Obligation and the fair value of plan assets :		
Present value of the defined benefit obligation at the end of the year	2,633.06	2,257.09
Less: Fair value of plan assets	1,875.62	1,698.84
Unfunded status amount of liability recognized in the balance sheet	757.44	558.25
Gratuity cost for the year :		
Service Cost	448.23	379.82
Interest Cost	173.11	173.72
Expected return on plan assets	(148.63)	(143.79)
Actuarial (gain) / loss	(50.86)	(2.52)
Net gratuity cost charged to Statement of Profit & Loss	421.85	407.23
Assumptions :		
Discount rate	7.80% - 8.07%	7.70% - 8.00%
Estimated rate of return on plan assets	7.80% - 7.94%	7.94% - 8.70%
Annual increase in salary costs	6.00% - 7.00%	6.00% - 7.00%

Experience Adjustments of Gratuity

Particulars	As at 31st March				
	2016	2015	2014	2013	2012
Defined Benefit obligation	2,633.06	2,257.09	1,955.43	1,855.40	1,512.77
Plan assets	1,875.62	1,698.84	1,580.26	1,598.60	1,517.51
Surplus/ (Deficit)	(757.44)	(558.25)	(375.17)	(256.80)	4.74
Experience Adjustment on Plan Liabilities [(Gain)/ Losses]	(126.99)	(93.19)	38.00	(48.78)	(113.42)
Experience Adjustment on Plan assets [Gain / (Losses)]	(15.59)	(25.34)	(7.69)	3.10	1.18

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

43. SEGMENT REPORTING

(a) Business Segment

(₹ in lacs)

Particulars	Transmission & Distribution		Infrastructure EPC		Construction		Others		Unallocable		Total	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
1 Segment Revenue :												
Sales & Services	3,69,304.80	3,96,163.83	53,662.97	27,597.83	2,64,118.44	2,46,740.93	45,695.36	42,445.08	-	-	7,32,781.57	7,12,947.67
Other Operating Income	5,012.18	6,117.46	4.39	-	-	-	239.83	756.20	-	-	5,256.40	6,873.66
Net Sales/Revenue from Operations	3,74,316.98	4,02,281.29	53,667.36	27,597.83	2,64,118.44	2,46,740.93	45,935.19	43,201.28	-	-	7,38,037.97	7,19,821.33
Add : Other Income	217.91	401.50	13.57	30.29	653.68	1,458.31	694.02	101.87	304.66	513.00	1,883.84	2,504.97
Total	**3,74,534.89**	**4,02,682.79**	**53,680.93**	**27,628.12**	**2,64,772.12**	**2,48,199.24**	**46,629.21**	**43,303.15**	**304.66**	**513.00**	**7,39,921.81**	**7,22,326.30**
2 Segment Result Before Finance Cost and Tax	36,903.23	37,473.97	952.68	(4,665.77)	18,409.75	14,924.00	5,810.92	7,859.24	326.55	515.10	62,403.13	56,106.54
Less: Finance Cost											43,936.56	33,700.01
Profit before Tax											18,466.57	22,406.53
Current Tax											15,172.06	10,376.78
Deferred Tax											(5,039.14)	488.13
Tax Adjustment for earlier years											0.42	0.04
Net Profit after Tax											**8,333.23**	**11,541.58**
3 Other Information												-
Segment Asset	3,21,500.39	3,28,616.49	60,309.05	46,750.45	3,72,959.65	3,52,624.93	1,55,831.26	1,63,318.57	6,615.37	5,430.41	9,17,215.72	8,96,740.85
Segment Liability	1,84,948.72	1,55,548.34	19,587.64	15,480.35	1,23,059.32	1,05,679.29	5,924.62	7,836.22	103.63	5,271.51	3,33,623.94	2,89,815.71
Capital Expenditure (incl. CWIP)	5,876.80	3,427.33	777.89	2,046.32	27,664.96	1,41,230.71	4,896.68	26,702.72	-	-	39,216.33	1,73,407.08
Depreciation	7,444.13	7,650.61	695.87	636.01	8,752.77	6,500.28	3,283.15	2,041.62	-	-	20,175.92	16,828.52

(b) Geographical Segment

Revenue from Operations												
India	1,34,797.82	1,62,969.94	53,667.36	27,879.08	2,64,118.44	2,46,740.93	45,228.64	40,688.40	-	-	4,97,812.26	4,78,278.35
Outside India	2,39,519.16	2,39,311.35	-	(281.25)	-	-	706.55	2,512.88	-	-	2,40,225.71	2,41,542.98
TOTAL	**3,74,316.98**	**4,02,281.29**	**53,667.36**	**27,597.83**	**2,64,118.44**	**2,46,740.93**	**45,935.19**	**43,201.28**	**-**	**-**	**7,38,037.97**	**7,19,821.33**

Notes on Consolidated Financial Statements

for the year ended March 31, 2016

44. The Management is of the opinion that as at the Balance Sheet date, there are no indications of a material impairment in the value of fixed assets. Hence, the need to provide for an impairment loss does not arise except provided in the books.

45. In the opinion of the management the balances shown under trade receivables, accrued value of work done, loans and advances and other assets, whether current or noncurrent, have approximately the same realizable value as shown in the accounts.

46. Figures pertaining to the group companies have been re-classified wherever necessary to bring them in line with the parent's financial statements.

For and on behalf of the Board

Kamal Jain
Director (Finance) & CFO

Manish Mohnot
Managing Director
DIN: 01229696

Rahul Shah
Company Secretary

Parag Munot
Director
DIN: 00136337

Mumbai : May 28, 2016

Annexure pursuant to first proviso to sub section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014
Statement containing salient features of the financial statement of Subsidiaries/ Associate Companies/ Joint Ventures

Part "A": Subsidiaries

(₹ in lacs)

Sr. No.	Name of the Subsidiary	Reporting currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Invest-ments	Turnover	Profit before taxation	Provi-sion for taxation	Profit after taxation	Proposed Dividend	% of share-holding
1	JMC Projects (India) Limited	INR	3,358.10	62,739.69	2,28,346.19	1,81,166.90	18,918.50	2,48,373.65	6,138.07	2,036.31	4,101.76	335.81	67.19%
2	Shree Shubham Logistics Limited	INR	6,500.79	4,269.69	62,297.08	52,522.24	995.64	24,887.77	(5,507.70)	(1,571.10)	(3,936.60)	-	72.97%
3	Adeshwar Infrabuild Limited	INR	5.00	(26.30)	0.05	21.35	-	-	(0.31)	-	(0.31)	-	100%
4	Amber Real Estate Limited	INR	99.00	(3,585.12)	12,514.90	16,001.02	-	7,017.98	5.49	(0.03)	5.52	-	100%
5	Energylink India Limited	INR	100.00	(27.32)	291.27	223.59	5.00	24.00	(0.37)	(1.49)	1.12	-	100%
6	Kalpataru Metfab Private Limited	INR	3,001.00	(769.97)	2,235.04	4.01	-	-	21.70	7.46	14.24	-	100%
7	Kalpataru Satpura Transco Private Limited	INR	1,619.00	9,598.68	32,390.16	21,172.48	-	3,722.82	(90.11)	-	(90.11)	-	100%
8	Kalpataru Power DMCC, UAE	AED	139.30	(114.50)	556.86	532.06	-	-	(76.11)	-	(76.11)	-	100%
9	Kalpataru Power Transmission - USA, Inc.	USD	228.17	103.39	379.20	47.64	-	448.23	210.74	71.10	139.64	-	100%
10	Kalpataru Power Transmission (Mauritius) Limited	USD	290.33	(48.52)	525.09	422.58	139.30	-	(16.09)	-	(16.09)	-	100%
11	Kalpataru Power Transmission Nigeria Limited	NGN	31.27	(82.72)	0.23	51.68	-	-	(0.33)	-	(0.33)	-	100%
12	Kalpataru SA (Proprietary) Limited	ZAR	32.01	6.61	38.63	0.01	-	-	(0.03)	-	(0.03)	-	100%
13	LLC Kalpataru Power Transmission Ukraine	UAH	27.32	(52.51)	1,155.02	1,180.21	-	15,211.90	(101.01)	(19.68)	(81.33)	-	100%
14	Saicharan Properties Limited	INR	5.00	(66.83)	24,782.84	24,844.67	-	-	(59.89)	-	(59.89)	-	100%
15	Brij Bhoomi Expressway Pvt. Limited	INR	2,275.71	2,351.72	24,673.50	20,046.07	-	2,968.80	(1,667.51)	-	(1,667.51)	-	67.19%
16	JMC Mining & Quarries Limited	INR	50.00	(28.18)	94.00	72.18	-	-	(0.45)	-	(0.45)	-	67.19%
17	Vindhyachal Expressway Pvt. Limited	INR	2,705.01	(6,294.95)	44,208.72	47,798.66	-	5,148.32	(1,454.75)	(1,150.47)	(304.28)	-	67.19%
18	Wainganga Expressway Pvt. Limited	INR	3,000.00	(6,294.95)	44,208.72	47,503.67	-	4,060.03	(5,114.88)	-	(5,114.88)	-	67.19%
19	Punarvasu Holding & Trading Company Pvt. Limited	INR	945.20	(48.42)	913.30	913.30	-	79.60	(60.07)	(20.79)	(39.28)	-	72.97%
20	Alipurduar Transmission Limited	INR	5.00	(0.33)	1,614.74	1,610.07	-	-	(0.33)	-	(0.33)		100%
21	Kalpataru IBN Omairah Company Limited	SAR	84.65	(172.05)	1,520.01	1,607.41	-	553.70	(173.38)	-	(173.38)		65.00%

Notes:

(a) Exchange rates at the year end considered for conversion : 1 USD = ₹ 66.3329; 1 AED = ₹ 18.0616; 1 NGN = ₹ 0.3337 ; 1 ZAR = ₹ 4.4930; 1 UAH = ₹ 2.5415; 1 SAR= ₹ 17.6926

(b) Average exchange rates for the year considered for conversion : 1 USD = ₹ 65.4611; 1 AED = ₹ 17.8118; 1 NGN = ₹ 0.3288 ; 1 ZAR = ₹ 4.7890; 1 UAH = ₹ 2.8587; 1 SAR=₹ 17.4424

(c) There are no Subsidiaries which are yet to commence operations

(d) Namo Overseas PTE. Limited was formed and struck off during the year.

Annexure pursuant to first proviso to sub section (3) of section 129 of Companies (Accounts) Act, 2013
Statement containing salient features of the financial statement of Subsidiaries/ Associate Companies/ Joint Ventures

Part "B": Associates and Joint Ventures

Sr. No.	Name of Associates / Joint Ventures		Jhajjar KT Transco Private Limited	Kurukshetra Expressway Private Limited
1	Latest audited Balance Sheet Date		31st March, 2016	31st March, 2015
2	Shares of Associate/Joint Ventures held by the Company on the year end			
	(a) Numbers		1,12,64,286	3,47,25,780
	(b) Amount of Investment in Associates/ Joint Venture	(₹ in lacs)	3,815.00	6,602.50
	(c) Extend of Holding %		49.72%	33.31%
3	Description of how there is significant influence		Holding 20% or more Share Capital	
4	Reason why the Associate/Joint Venture is not Consolidated		-	-
5	Networth attributable to Shareholding as per latest audited Balance Sheet	(₹ in lacs)	2,386.41	669.94
6	Profit / (Loss) for the year			
	(a) Considered in Consolidation	(₹ in lacs)	738.26	(4,000.46)
	(b) Not Considered in Consolidation	(₹ in lacs)	-	-

Notes:

(a) There are no Associate or Joint Venture which are yet to commence operations.

(b) There are no Associate or Joint Venture which have been liquidated or sold during the year.

For and on behalf of the Board

Kamal Jain
Director (Finance) & CFO

Manish Mohnot
Managing Director
DIN: 01229696

Rahul Shah
Company Secretary

Parag Munot
Director
DIN: 00136337

Mumbai : May 28, 2016

Corporate Information

Company Secretary

Mr. Rahul Shah

Auditors

M/s. Deloitte Haskins & Sells, Ahmedabad

Bankers

Indian Bank

Oriental Bank of Commerce

Union Bank of India

State Bank of India

EXIM Bank

ICICI Bank

IDBI Bank

Standard Chartered Bank

The Hongkong & Shanghai Banking Corporation

DBS Bank

Registered Office

Plot No. 101, Part III,
G.I.D.C. Estate, Sector 28,
Gandhinagar - 382 028, Gujarat, India.
Tel No.: +91-79-2321 4000
Fax No.: +91-79-2321 1966 / 68 / 71
Email: mktg@kalpatarupower.com

Corporate Office

'Kalpataru Synergy', 7th Floor,
Opp. Grand Hyatt Hotel, Vakola,
Santacruz (E),
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Tel. No.: +91-22-3064 5000
Fax No : +91-22-3064 3131

KALPA-TARU®
POWER TRANSMISSION LIMITED

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