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
July 21, 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/

Subject: Intimation of Date of Annual General Meeting and Book Closure

Respected Sir(s),

We are pleased to inform you that the 35th Annual General Meeting of Members of the Company ("**AGM**") will be held on Friday, the 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. The Notice of the 35th AGM is enclosed herewith.

The Register of Members & Share Transfer Books of the Company will remain closed from Saturday, August 06, 2016 to Friday, August 12, 2016 (both days inclusive) for the purpose of AGM of the Company scheduled to be held on August 12, 2016.

We also enclose herewith copies of notices published in newspaper with respect to AGM, Book Closure and instructions for e-voting.

Kindly take the same on your records and oblige.

Thanking you,

For **Kalpataru Power Transmission Limited**

Rahul C. Shah

Rahul Shah
Company Secretary

Encl.: As above

KALPA-TARU

KALPATARU POWER TRANSMISSION LTD.
Registered Office : Plot No. 101, Part III, G.I.D.C. Estate, Sector - 28, Gandhinagar - 382 028 **CIN :** L40100GJ1981PLC004281,
Tel No: +91 79 232 14000, **Fax Nos. :** +91 79 232 11966 / 71
E Mail : mktg@kalpatarupower.com **Website :** www.kalpatarupower.com

NOTICE OF 35TH ANNUAL GENERAL MEETING, E-VOTING INFORMATION AND BOOK CLOSURE

NOTICE is hereby given that the 35th Annual General Meeting (AGM) of the Members of the Company will be held on Friday, August 12, 2016 at 04.30 p.m. at Kalpa - Vriksha Learning Centre, A-1 & A-2, GIDC Electronic Estate, Sector-25, Gandhinagar - 382 016 to transact the business, as set out in the Notice of the AGM. The dispatch of Annual Report for the FY 2015-16 alongwith Notice of the AGM has been completed on Tuesday, July 19, 2016 through electronic mode (e-mail) to the Members, whose e-mail addresses have been made available by the Depositories or are registered with the Company and through permitted mode to all other Members at their registered address. The Annual Report is available on the Company's website at www.kalpatarupower.com and also available for inspection at the Registered Office of the Company during business hours between 11.00 a.m. to 1.00 p.m. on all working days (except Saturdays) upto the date of AGM.

Pursuant to the provisions of Section 91 of the Companies Act,2013 and the Rules made thereunder, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 6, 2016 to Friday, August 12, 2016 (both days inclusive) for the purpose of AGM.

Pursuant to the provisions of Section 108 of the Companies Act,2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Members are provided with the facility to cast their votes by "remote e-voting" (electronic-voting from a place other than the place of AGM) through e-voting services of Central Depository Services (India) Limited ("CDSL") in respect of all the businesses to be transacted at the said AGM. The procedure to cast vote using remote e-voting system has been described in the Notice of the AGM.

The voting rights of Members shall be in proportion to the equity shares held by them in the paid up equity share capital of the Company as on Friday, August 05, 2016 ("cut-off date"). Any person, who is a Member of the Company as on the cut-off date is eligible to caste vote on all the business set forth in the Notice of the AGM.

The remote e-voting period commences on Monday, August 08, 2016 (09.00 a.m. IST) and ends on Thursday, August 11, 2016 (05.00 p.m. IST). During this period, Members may cast their vote electronically. The remote e-voting module shall be disabled by CDSL thereafter.

The facility for voting, by polling paper shall also be made available at the AGM. Members who have not casted their vote by remote e-voting shall be able to exercise their right to vote at the AGM. The Members who have casted their vote by remote e-voting can attend the AGM but shall not be entitled to cast their vote again.

Any person, who acquires the shares of the Company and becomes Member of the Company after dispatch of the Notice of the AGM and Annual Report and holding the shares as on the cut-off date, shall be entitled to vote electronically obtaining the Login Id and Password from CDSL by sending a request at helpdesk.evoting@cdslindia.com However, if a person is already registered with CDSL for e-voting then the existing Login Id and Password can be used for casting vote.

The Notice of the AGM along with the Annual Report of the Company for FY 2015-16 is available on the website of the Company at www.kalpatarupower.com and also on CDSL's website at www.evotingindia.com

In case of any queries or issues regarding the remote e-voting, the Members may refer the Frequently Asked Questions ("FAQs") and the e-voting manual available at www.evotingindia.com under help section or contact Mr. Mehboob Lakhani, Asst. Manager, Central Depository Services (India) Limited, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001 or at designated email id helpdesk.evoting@cdslindia.com or on Telephone Number 1800 200 5533.

The further details of the AGM is also available on the website of the Stock Exchanges where the shares of the Company are listed, i.e on BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

For **KALPATARU POWER TRANSMISSION LTD.,**
Sd/-
Rahul C. Shah
Company Secretary

Place: Gandhinagar
Date: July 19, 2016

ઇકોનોમિક ટાઇમ્સ | અમદાવાદ | બુધવાર | ૨૦ જુલાઈ, ૨૦૧૬

KALPA-TARU®

કલ્પતરુ પાવર ટ્રાન્સમિશન લિમિટેડ
રજિ. ઓફિસ : ૧૦૧, વિભાગ-૩, જીઆઈડીસી એસ્ટેટ,
સેક્ટર-૨૮, ગાંધીનગર-૩૮૨ ૦૨૮
ફોન : + ૯૧ ૭૯ ૨૩૨૧૪૦૦૦ ફેક્સ : + ૯૧ ૭૯ ૨૩૨૧૧૯૬૬
ઈ-મેલ : mktg@kalpatarupower.com
વેબસાઈટ : www.kalpatarupower.com
CIN : L40100GJ1981PLC004281

૩૫મી વાર્ષિક સાધારણ સભાની નોટિસ

ઈ-વોટિંગ અને બુક બંધ સંદર્ભની માહિતી

આ સાથે નોટિસ આપવામાં આવે છે કે કંપનીના સભ્યોની ૩૫મી વાર્ષિક સાધારણ સભા ("એજીએમ") શુક્રવાર, તા. ૧૨ ઑગસ્ટ, ૨૦૧૬ના રોજ સાંજે ૪-૩૦ વાગે, કલ્પ-વૃક્ષ લર્નિંગ સેન્ટર, એ-૧ અને એ-૨, જીઆઈડીસી ઈલેક્ટ્રોનિક એસ્ટેટ, સેક્ટર-૨૫, ગાંધીનગર-૩૮૨ ૦૧૬ મુકામે એજીએમની નોટિસમાં નિયત થયા મુજબ બિઝનેસ કામકાજ માટે મળશે. નાણાકીય વર્ષ ૨૦૧૫-૧૬નો વાર્ષિક અહેવાલ, એજીએમ નોટિસની સાથે, મંગળવાર, તા. ૧૯ જુલાઈ, ૨૦૧૬ના દિવસ સુધી જે સભ્યોના ઈ-મેલ એડ્રેસ ડીપોઝિટરી પાસેથી ઉપલબ્ધ થયા છે અથવા કંપની પાસે નોંધાયેલા છે તેમને ઈલેક્ટ્રોનિક પ્રકારે (ઈ-મેલ) તથા અન્ય તમામ સભ્યોને માન્ય પધ્ધતિથી તેમના રજિસ્ટર્ડ સરનામે મોકલી અપાયેલ છે. વાર્ષિક અહેવાલ કંપનીની વેબસાઈટ : www.kalpatarupower.com ઉપર અને કંપનીની રજિસ્ટર્ડ કચેરીએ કામકાજના સમય દરમિયાન સવારે ૧૧-૦૦ થી બપોરના ૧-૦૦ વાગ્યા વચ્ચે બધા દિવસો (શનિવાર સિવાય) જોવા માટે ઉપલબ્ધ છે.

કંપની ધારા, ૨૦૧૩ની કલમ-૯૧ની જોગવાઈઓ અને તે હેઠળના નિયમોને આધિન રહી, કંપનીના સભ્યોનું રજિસ્ટર અને શેર ટ્રાન્સફર બુક્સ શનિવાર, તા. ૬ ઑગસ્ટ, ૨૦૧૬ થી શુક્રવાર, તા. ૧૨ ઑગસ્ટ, ૨૦૧૬ (બંને દિવસો સહિત) એજીએમના હેતુથી બંધ રહેશે.

કંપની ધારા, ૨૦૧૩ની કલમ ૧૦૮ અને તે હેઠળ બનેલ નિયમો અને તેમાં સમયાંતરે થયેલ ફેરફારો મુજબ અને સેબી (લિસ્ટિંગ ઓબ્લીગેશન્સ એન્ડ ડિસ્ક્લોઝર રીક્વાયરમેન્ટ્સ) રેગ્યુલેશન્સ, ૨૦૧૫ના રેગ્યુલેશન-૪૪ની જોગવાઈઓને આધિન રહી સભ્યોને "રીમોટ ઈ-વોટિંગ" (એજીએમના સ્થળ સિવાયના અન્ય સ્થળેથી ઈલેક્ટ્રોનિક વોટિંગ) દ્વારા પોતાનું મતદાન કરવાની સુવિધા, સેન્ટ્રલ ડિપોઝિટરી સર્વિસીસ (ઈન્ડિયા) લિમિટેડ ("સીડીએસએલ")ની ઈ-વોટિંગ સેવા, એજીએમમાં કરાનાર તમામ બિઝનેસ કામકાજો માટે પૂરી પાડવામાં આવેલ છે. રીમોટ ઈ-વોટિંગ સિસ્ટમ દ્વારા મતદાનની પધ્ધતિ એજીએમની નોટિસમાં સમજાવામાં આવેલ છે.

સભ્યોનો મત આપવાનો અધિકાર, શુક્રવાર, તા. ૫ ઑગસ્ટ, ૨૦૧૬ ("કટ-ઑફ ડેટ")ના રોજ કંપનીની ભરપાઈ ઈક્વિટી શેર મૂડીમાં તેમણે ધારણ કરેલા શેર જેટલો રહેશે. કોઈપણ વ્યક્તિ, જે કટ-ઑફ ડેટના દિવસે કંપનીનો સભ્ય છે, તે એજીએમ નોટિસમાં દર્શાવેલ તમામ બિઝનેસ કામકાજો પર મત આપવા માટે લાયક છે.

રીમોટ ઈ-વોટિંગનો સમયગાળો સોમવાર, તા. ૮ ઑગસ્ટ, ૨૦૧૬ (સવારે ૯-૦૦ વાગ્યા, ભા.પ્ર.સ.) થી શરૂ થશે અને ગુરૂવાર, તા. ૧૧ ઑગસ્ટ, ૨૦૧૬ (સાંજે ૫-૦૦ વાગે, ભા.પ્ર.સ.)ના રોજ પૂર્ણ થશે. આ સમયગાળા દરમિયાન સભ્યો પોતાનું મતદાન ઈલેક્ટ્રોનિક્લી કરી શકશે. ત્યારબાદ રીમોટ ઈ-વોટિંગ મોડ્યુલ સીડીએસએલ દ્વારા બંધ કરી દેવામાં આવશે.

મતપત્રક દ્વારા મતદાન કરવાની સુવિધા એજીએમમાં ઉપલબ્ધ છે. જે સભ્યોએ રીમોટ ઈ-વોટિંગથી પોતાનો મત આપેલ નથી, તેઓ પોતાનો મતાધિકાર એજીએમમાં ઉપયોગ કરી શકે છે. જે સભ્યોએ રીમોટ ઈ-વોટિંગથી મતદાન કરેલ છે, તેઓ એજીએમમાં હાજરી આપી શકે છે પરંતુ ફરીથી મતપત્રક દ્વારા મતદાન કરી શકશે નહિ.

કોઈપણ વ્યક્તિ, જેણે એજીએમ નોટિસ અને વાર્ષિક અહેવાલ રવાના થઈ ગયા પછી કંપનીના શેર લીધેલ હોય તથા કંપનીના સભ્ય બનેલ હોય અને કટ-ઑફ ડેટ પર શેર ધરાવતા હોય, તેઓ helpdesk.evoting@cdslindia.com પર વિનંતી મોકલીને સીડીએસએલ પાસેથી લોગઈન આઈડી અને પાસવર્ડ મેળવીને ઈલેક્ટ્રોનિકલી મત આપવાનો અધિકાર ધરાવે છે. પરંતુ, જે તે વ્યક્તિ ઈ-વોટિંગ માટે સીડીએસએલ સાથે પહેલાથી જ નોંધાયેલ છે, તો તેઓ પોતાનું વર્તમાન લોગઈન આઈડી અને પાસવર્ડનો ઉપયોગ કરી મતદાન કરી શકે છે.

એજીએમની નોટિસ નાણાકીય વર્ષ ૨૦૧૫-૧૬ના વાર્ષિક અહેવાલ સાથે કંપનીની વેબસાઈટ : www.kalpatarupower.com અને સીડીએસએલની વેબસાઈટ www.evotingindia.com પર ઉપલબ્ધ છે.

સભ્યો રીમોટ ઈ-વોટિંગ સંદર્ભની કોઈપણ મુંઝવણ અથવા તકલીફ www.evotingindia.com પર રહેલ ફ્રીક્વન્ટલી આસ્ક્ડ્ ક્વેશ્ચન્સ ("એફએક્યુ") અને ઈ-વોટિંગ મેન્યુઅલ રીફર કરી શકે છે અથવા શ્રી મહેબુબ લાખાણી, આસિસ્ટન્ટ મેનેજર, સેન્ટ્રલ ડિપોઝિટરી સર્વિસીસ્ (ઈન્ડિયા) લિમિટેડ, ૧૬મો માળ, ફિરોઝ જીજીભોય ટાવર્સ, દલાલ સ્ટ્રીટ, ફોર્ટ, મુંબઈ-૪૦૦ ૦૦૧ અથવા નિયત ઈ-મેલ આઈડી : helpdesk.evoting@cdslindia.com અથવા ટેલિફોન નંબર ૧૮૦૦-૨૦૦-૫૫૩૩ ઉપર પણ સંપર્ક કરી શકે છે.

એજીએમ સંદર્ભની વધારાની માહિતી કંપનીના શેર જે સ્ટોક એક્ષચેન્જીસ પર લીસ્ટ થયેલ છે એટલે કે બીએસઈ લિમિટેડ www.bseindia.com અને નેશનલ સ્ટોક એક્ષચેન્જ ઑફ ઈન્ડિયા લિમિટેડ www.nseindia.com ઉપર પણ ઉપલબ્ધ છે.

વતી, કલ્પતરુ પાવર ટ્રાન્સમિશન લિમિટેડ
સહી/-
રાહુલ સી. શાહ
કંપની સેક્રેટરી

સ્થળ : ગાંધીનગર
તારીખ : જુલાઈ ૧૯, ૨૦૧૬

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
Tel.: +91 79 232 14000 Fax: +91 79 232 11966
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**

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.