

**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 11951/52/66/71  
E-mail : mktg@kalpatarupower.com  
CIN : L40100GJ1981PLC004281

**KPTL/19-20**  
**July 31, 2019**

|                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                             |
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| <b>BSE Limited</b><br>Corporate Relationship Department<br>Phiroze Jeejeebhoy Towers<br>Dalal Street, Fort<br>MUMBAI - 400 001.<br><br><b>Script Code: 522287</b><br><br>Listing: <a href="http://listing.bseindia.com">http://listing.bseindia.com</a> | <b>National Stock Exchange of India Ltd.</b><br>'Exchange Plaza', C-1,<br>Block 'G', Bandra-Kurla Complex<br>Bandra (E)<br>MUMBAI - 400 051.<br><br><b>Script Code: KALPATPOWER</b><br><br>Listing: <a href="https://www.connect2nse.com/LISTING/">https://www.connect2nse.com/LISTING/</a> |
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**Sub: Proceedings of 38<sup>th</sup> Annual General Meeting (AGM) of the Company held on 30<sup>th</sup> July, 2019**

Respected Sir(s),

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith the proceeding of 38<sup>th</sup> AGM of the members of Kalpataru Power Transmission Limited held on 30<sup>th</sup> July, 2019 at 4:00 p.m. at Kalpa - Vriksha Learning Centre, A-1 & A-2, G.I.D.C. Electronic Estate, Sector-25, Gandhinagar - 382 016, Gujarat, India.

Details of voting results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, will be submitted separately.

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

Thanking you,

Yours faithfully,

For, Kalpataru Power Transmission Limited

**Basant Kumar Parasramka**  
**Dy. President (F&A) & Company Secretary**

Encl. a/a

**ISO 9001 CERTIFIED COMPANY**

Corporate Office : 81, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (E), Mumbai-400 055, India.  
Tel. : +91 22 3064 2100 ■ Fax : +91 22 3064 2500 ■ [www.kalpatarupower.com](http://www.kalpatarupower.com)

**Proceedings of 38<sup>th</sup> Annual General Meeting (AGM) of Kalpataru Power Transmission Limited**

- Mr. Mofatraj P. Munot, Executive Chairman, chaired to conduct the proceedings of the Annual General Meeting ("**AGM/ the meeting**").
- The Requisite quorum being present, the Chairman called the meeting to be in order and welcomed all the members.
- The Chairman informed that the Company has provided the remote e-voting facility to its members to cast votes electronically and remote e-voting commenced on Friday, July 26, 2019 at 9:00 A.M. and ended on Monday, July 29, 2019 at 5:00 P.M.
- The Chairman addressed all the shareholders present at the meeting and briefed the shareholders about Company's performance in the financial year 2018-19.
- The Chairman invited attention of the members to the explanatory statement of the AGM Notice dated 2<sup>nd</sup> July, 2019, relating to Item No. 11, at Page 16, paragraph (8), which was to be read as per the Corrigendum dated 22<sup>nd</sup> July, 2019 issued and published in newspapers on 23<sup>rd</sup> July, 2019, a copy whereof was placed at the venue of the meeting for information of the members and was circulated to all the members present at the meeting. The Chairman accordingly informed that explanatory statement attached to the said notice convening the AGM thus stands corrected as per the Corrigendum. With the permission of the members, Notice of AGM and Auditor's Report, accordingly were taken as read.
- The Chairman / Managing Director & CEO of the Company then provided clarifications to the queries raised by the Members present at the AGM.
- The Chairman then announced that the facility of Poll has been provided to those members who have not done remote e-voting.
- The Company has appointed Mr. Urmil Ved, Practicing Company Secretary as Scrutinizer to scrutinize the process of remote e-voting and Poll.
- All the following resolutions as set out in the Notice convening the 38<sup>th</sup> AGM have been duly approved by the members with the requisite majority.

**ORDINARY BUSINESS**

## 1. Adoption of -

- (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019, the Reports of the Board of Directors and Auditors thereon;
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of Auditors thereon  
**(Ordinary Resolution)**

2. Declaration of dividend on equity shares at the rate of Rs. 3/- per equity share for the financial year ended March 31, 2019. **(Ordinary Resolution)**



3. Re-appointment of Mr. Manish Mohnot (DIN: 01229696) who retires by rotation. **(Ordinary Resolution)**

**SPECIAL BUSINESS**

4. Ratifying remuneration of the cost auditor for the FY 2019-20. **(Ordinary Resolution)**
5. Appointment of Mr. Sanjay Dalmia (DIN: 03469908) as an Executive Director of the Company for a period of 3 years beginning from August 8, 2018 to August 7, 2021 (both days inclusive) **(Special Resolution)**
6. Re-appointment of Mr. Sajjanraj Mehta (DIN: 00051497) as an Independent Director to hold office for a second term of 5 (five) consecutive years, i.e. up to March 31, 2024 **(Special Resolution)**
7. Re-appointment of Mr. Vimal Bhandari (DIN: 00001318) as an Independent Director to hold office for a second term of 5 (five) consecutive years, i.e. up to March 31, 2024 **(Special Resolution)**
8. Re-appointment of Mr. Narayan Seshadri (DIN: 00053563) as an Independent Director to hold office for a second term of 5 (five) consecutive years, i.e. up to March 31, 2024 **(Special Resolution)**
9. Re-appointment of Mr. K. V. Mani (DIN: 00533148) as an Independent Director to hold office for a second term of 5 (five) consecutive years, i.e. up to March 31, 2024 **(Special Resolution)**
10. Authority for creation of charge, security etc. **(Special Resolution)**
11. Issue of 12,54,900 Equity Shares of face value of Rs. 2 each at a premium of Rs. 513.25 on a preferential basis for consideration other than cash **(Special Resolution)**
- The Chairman then informed the members that the results of e-voting as well as poll taken at the AGM will be submitted to the stock exchanges and will also be uploaded on the website of the Company and on the website of CDSL.
  - The dividend declared at the AGM will be credited / dispatched to the members on or before 28<sup>th</sup> August, 2019

For Kalpataru Power Transmission Limited

**Basant Kumar Parasramka**  
**Dy. President (F&A) & Company Secretary**