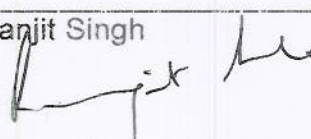

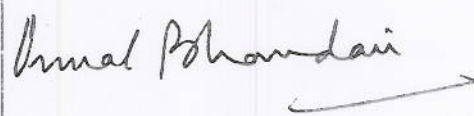
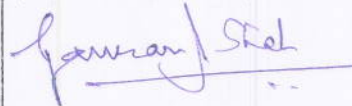

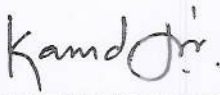
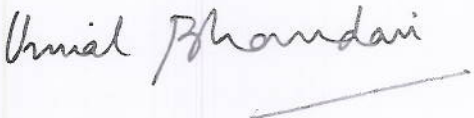
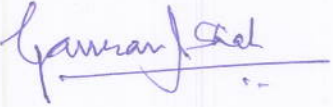


FORM A
(Pursuant to Clause 31 (a) of Listing Agreement)
Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the Company	Kalpataru Power Transmission Limited
2.	Annual financial statements for the year ended	March 31, 2015
3.	Type of Audit Observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	To be signed by:	
	CEO / Managing Director	Ranjit Singh 
	Director (Finance) & CFO	Kamal Jain 
	Audit Committee Chairman (Since Chairman of the Audit Committee was absent on 30 th May, 2015, Mr. Vimai Bhandari acted as a Chairman of the Audit Committee meeting held on 30 th May, 2015)	Vimai Bhandari 
	Auditor of the Company	Refer our Audit Report dated 30 th May, 2015 on the standalone financial statements of the company For Deloitte Haskins & Sells Chartered Accountants (FRN: 117365W)  Gaurav J. Shah (Partner) Membership No.: 35701 31-Aug-2015

FORM A
(Pursuant to Clause 31 (a) of Listing Agreement)
Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the Company	Kalpataru Power Transmission Limited
2.	Annual consolidated financial statements for the year ended	March 31, 2015
3.	Type of Audit Observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	To be signed by:	
	CEO / Managing Director	Ranjit Singh 
	Director (Finance) & CFO	Kamal Jain 
	Audit Committee Chairman (Since Chairman of the Audit Committee was absent on 30 th May, 2015, Mr. Vimal Bhandari acted as a Chairman of the Audit Committee meeting held on 30 th May, 2015)	Vimal Bhandari 
	Auditor of the Company	Refer our Audit Report dated 30 th May, 2015, on the consolidated financial statements of the company For Deloitte Haskins & Sells Chartered Accountants (FRN: 117365W)  Gaurav J. Shah Partner Membership No.: 35701 31-Aug-2015

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-FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF KALPATARU POWER TRANSMISSION LIMITED WILL BE HELD AT 3:30 P.M., ON TUESDAY, THE 29TH DAY OF SEPTEMBER, 2015 AT KALPA-VRIKSHA LEARNING CENTRE, A-1 & A-2, GIDC ELECTRONIC ESTATE, SECTOR-25, GANDHINAGAR - 382 016 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. To consider and adopt:
 - (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015.
2. To declare dividend on Equity Shares.
3. To appoint Director in place of those retiring by rotation.
4. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regards 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 other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder, as amended from time to time, pursuant to recommendation of the Audit Committee and pursuant to resolution passed by members at the AGM held on 27th September, 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 reimbursement 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 Ms. Anjali Seth (DIN: 05234352), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28th March, 2015, 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 herself 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 her 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 an **Ordinary Resolution**:

"RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 and Rules framed there under ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the re-appointment, remuneration and designation of Mr. Manish Mohnot (DIN: 01229696) as a Joint Managing Director of the Company for a period of 2 months with effect from 1st April, 2015 upto 31st May, 2015 (both days inclusive), and as a Managing Director of the Company for a period of 4 years and 10 months beginning from 1st June, 2015 upto 31st March, 2020 (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the **"Board"** which term shall be deemed to include any Committee of Directors which the Board may have constituted or which may be constituted in future to exercise any or all of its powers including the powers conferred by this Resolution) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof."

"RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year during the tenure of Mr. Manish Mohnot, if the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if any, pay the above remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified in the explanatory statement annexed to the Notice

convening this Meeting and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

7. 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 Sections 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 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.”

8. 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 31st March, 2016, 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 : 30th May, 2015

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.**

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 shareholder. A proxy form is attached with the said Notice.

- (B) The Explanatory Statement, 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 Resolution authorising their representative to attend and vote on their behalf at the meeting.
- (D) In terms of Section 152 of the Companies Act, 2013, Mr. Manish Mohnot (DIN: 01229696), Joint Managing Director, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company commends his re-appointment. Brief resume of Director proposed to be appointed/re-appointed, 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 Clause 49 of the Listing Agreement with the Stock Exchanges, 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 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.
- (H) Members desirous for any information or queries on accounts / financial statements or relating thereto are requested to send their queries at least ten 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.
- (I) 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 closed from Wednesday, 23rd September, 2015 to Tuesday, 29th September, 2015 (both days inclusive) in connection with AGM and for determining the entitlement of the shareholders to the payment of dividend.
- (J) The dividend as recommended by the Board, if declared at the meeting, will be paid to those members whose names appear on the Company's Register of Members on relevant date of book closure. In respect of the shares in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose and will be paid through ECS / NECS / electronic transfer. In respect to those shareholders holding shares in physical form or ECS / NECS / electronic payment rejected, dividend will be paid by dividend warrant. 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.
- (K) All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting 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 annual general meeting.
- (L) 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).
- (M) Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialisation of their shareholding so as to avoid inconvenience in future.**
- (N) 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 listing agreement read with Rule 11 of the Companies (Accounts) Rules, 2014 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 members.
- 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:
- In respect of electronic holdings with the Depository through their concerned Depository Participants.
 - 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.
- (O) Information as required under clause 49 (VIII) (E) of the listing agreement regarding appointment / re-appointment of Directors and explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business are annexed hereto.
- (P) Members who have neither received nor encashed their dividend warrant(s) for the financial years from 2008-09 upto 2013-14, 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).

(Q) The Ministry of Corporate Affairs (MCA) on 10th May, 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 shareholders 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.

(R) **The instructions for shareholders 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 Listing Agreement, 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 AGM 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 shareholders.

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 AGM. Persons who are not members as on the cut-off date should treat this notice for information purposes only.

The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- (i) The remote e-voting period begins on Friday, September 25, 2015 at 9.00 A.M and ends on Monday, September 28, 2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, 22nd September, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders 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) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (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 helpdesk.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 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.
- (xix) 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, Practising 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 General 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 AGM 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 by him, 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 : 30th May , 2015

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 28, 2015, Ms. Anjali Seth was appointed as an Additional Director and holds the office upto the date of ensuing Annual General Meeting in terms of Section 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 Ms. Anjali Seth as candidate for the office of Director of the company, liable to retire by rotation.

Ms. Anjali Seth is not disqualified from being appointed as Director in terms of section 164 (2) of the Companies Act, 2013.

The brief profile of Ms. Anjali Seth, the nature of her expertise, the names of companies in which she holds directorships / memberships of Committees of Board, is annexed to the explanatory statement.

Ms. Anjali Seth is interested in the resolution set out at Item No. 5 of the Notice with regards to her appointment. The relatives of Ms. Anjali Seth 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

The members at the 31st Annual General Meeting held on 4th August, 2012 approved the appointment of Mr. Manish Mohnot as an Executive Director of the Company, for a period beginning from April 01, 2012 upto March 31, 2015. Accordingly, the term of Mr. Manish Mohnot expired on 31st March, 2015.

Mr. Manish Mohnot, is looking after various business avenues in line with the company's philosophy and growth plan. In last 8 years he has been continuously striving for multi dimensional growth of the Company in various sectors and actively involved in regular business of the Company. Considering the significant growth achieved by the Company and the ambitious growth plan for immediate future, the Board of Directors of the Company at its Meeting held on 28th March, 2015 has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of members, approved re-appointment and designation of Mr. Manish Mohnot as a Joint Managing Director of the Company for a term of 5 years w.e.f. 1st April, 2015 to 31st March, 2020 (both days inclusive). Due to Resignation of Mr. Ranjit Singh as a Managing Director of the Company w.e.f. May 31, 2015, the Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee, elevated and designated Mr. Manish Mohnot as a Managing Director of the company for his remaining tenure of 4 years and 10 months i.e. from 1st June, 2015 till 31st March, 2020 on the same terms and conditions of appointment and the remuneration as a Joint Managing Director.

The main terms and conditions of appointment and remuneration of Mr. Manish Mohnot as a Joint Managing Director and as a Managing Director are given below:

Main terms and conditions	Joint Managing Director	Managing Director
Tenure of Appointment	Mr. Manish Mohnot has been reappointed and elevated as a Joint Managing Director for a period of 5 years w.e.f. April 1, 2015 upto March 31, 2020 (both days inclusive). Subsequently, Mr. Manish Mohnot was re-designated and elevated as a Managing Director of the Company for a period of 4 years and 10 months w.e.f. June 1, 2015 upto March 31, 2020 (both days inclusive).	
Nature of Duties	<p>Mr. Manish Mohnot shall give his whole time attention to the management and affairs of the Company subject to the superintendence, control and direction of the Board of Directors of the Company and shall use his best endeavors and efforts that would impact the revenues, profits, customer delight, brand equity, corporate governance/ethics, corporate social responsibility and overall growth of the Company and shall in all respects diligently and faithfully observe all lawful orders and instructions of the Company in relation to the conduct of the business of the Company and shall not divulge any secrets or dealings relating thereto.</p> <p>Mr. Manish Mohnot shall subject to the control and overall directions of Board of Directors, be responsible for all day to-day affairs and management of the Company except such matters which are specifically required to be done by the Board either by the Companies Act or by the Articles of Association of the Company.</p>	
	Mr. Manish Mohnot shall report to the Managing Director and to comply with all the directions which may, from time to time, be given by the Managing Director and shall in all respects, confirm to the regulations made by the Board of Directors and shall well and faithfully serve the Company and use his utmost endeavors to promote the interest thereof.	Mr. Manish Mohnot shall report to the Board of Directors and Chairman of the Company. Mr. Manish Mohnot shall perform all duties and responsibilities related / incidental to position of Managing Director of the Company as may be assigned to him by the Board of Directors from time to time.
Remuneration	Mr. Manish Mohnot will be paid / payable monthly salary, allowances, perquisites and amenities in the following manner for a period of three years subject to overall ceiling laid down under Sections 197 and Schedule V of the Companies Act, 2013:	

Main terms and conditions	Joint Managing Director	Managing Director
	<p>I. Salary & Allowances: Basic Salary: ₹ 8,00,000/- per month (Rupees Eight Lacs only) Allowances: ₹ 13,67,000/- per month (Rupees Thirteen Lacs Sixty Seven Thousand only) Total: ₹ 21,67,000/- per month (Rupees Twenty One Lacs Sixty Seven Thousand only) The above remuneration is inclusive of Company's contribution towards provident fund.</p> <p>For Joint MD: The increments in addition to the above remunerations after three years shall be reviewed and paid as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors subject to the approval of the shareholders.</p> <p>For MD: The Managing Director shall be entitled to such increments in addition to the above remunerations every year as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.</p> <p>II. Perquisites : PART – A: (i) Medical Expenses: Reimbursement of medical expenses upto ₹ 15,000/- per annum and premium for Mediclaim policy for self and family. (ii) Club Fee: The Company shall pay membership fees of the club at Mumbai and Ahmedabad. (iii) Books/Periodicals: Reimbursement upto ₹ 10,000/- per annum (iv) Fees of Professional Bodies: Reimbursement upto ₹ 10,000/- per annum.</p> <p>PART- B: (i) Gratuity will be payable as per Payment of Gratuity Act, 1972.</p> <p>PART- C: (i) Company's chauffeur driven car will be provided for use of company's business. (ii) Telephone at residence shall be provided for business related use at company's expenses. Personal outstation calls shall be on personal account. (iii) Working hours/days and leaves (including leave encashment) would be as per Company's rules.</p>	
	<p>III. Profit Link Incentive / Commission: Commission in addition to the basic salary, allowances, perquisites, calculated with reference to the net profits in a particular financial year, as recommended by the Nomination and Remuneration committee and as approved by the Board of Directors within the limit stipulated under Section 197 and schedule V of the Companies Act, 2013 including any statutory modifications or re-enactment thereof.</p>	

Main terms and conditions	Joint Managing Director	Managing Director
Minimum Remuneration	In the event of loss or inadequacy of profits in any Financial Year, Mr. Manish Mohnot shall subject to the approval of the Central Government, if any required, be paid remuneration by way of Salary and Perquisites as specified above subject to the restriction, if any, set out in Schedule V of the Companies Act, 2013, from time to time.	
Notice period	The appointment may be terminated by either party giving to the other 6 months notice in writing. However, the appointment may be terminated by giving less than 6 months notice by mutual agreement between the parties.	

The Brief profile of Mr. Manish Mohnot, the nature of his expertise, the names of companies in which he holds directorships/ memberships of Committees of Board, is annexed to the explanatory statement.

Pursuant to the provisions of Sections 196 and all other applicable provisions of the Companies Act, 2013 ("the Act"), terms and conditions of appointment and the remuneration payable to Mr. Manish Mohnot as a Joint Managing Director (from 1st April, 2015 to 31st May, 2015) and as a Managing Director (from 1st June, 2015 to 31st March, 2020) is now being placed before the members in the 34th Annual General Meeting for their approval by way of an Ordinary Resolution.

Your Directors recommend Resolution at Item No. 6 as an Ordinary Resolution for approval of the members.

Mr. Manish Mohnot is interested in the resolution set out at Item No. 6 of the Notice. The relatives of Mr. Manish Mohnot may be deemed to be interested in the resolution set out at Item No. 6 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 resolution.

Item No. 7

Section 42 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. 7 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. 7.

Item No. 8

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 31st March 2016, 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 shareholders of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

The Board recommends the resolution at Item No. 8 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. 8.

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

Place : Mumbai
Date : 30th May, 2015

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 Clause 49 of the Listing Agreement with regard, to 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 five years plus 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:

No.	List of other directorship	Chairmanship / Membership of Committees of the Board of other companies
1	Adlabs Entertainment Limited	-
2	JMC Projects (India) Limited	-
3	Caprihans (India) Limited	-
4	Walkwater Properties Private Limited	-
5	ADF Foods Limited	-
6	Kalpataru Limited	-

Shareholding in the Company: NIL

Mr. Manish Mohnot (DIN: 01229696) – Joint Managing Director

Mr. Manish Mohnot (DIN: 01229696) is a chartered accountant, and a certified SAP R/3 application consultant (accounting and controlling). He has completed an advanced management program from the Harvard Business School. He has about 20 years of experience in the finance and management consultancy. Currently, he is also on the Board of JMC Projects (India) Limited and Shree Shubham Logistics Limited. Previously, Mr. Mohnot was associated with KPMG. He has also been associated with Standard Chartered Bank as an assistant manager in the country finance division.

Set out below is a list of other companies in which Mr. Manish Mohnot is a Director and chairman / member of Board Committees:

No.	List of other directorship	Chairmanship / Membership of Committees of the Board of other companies
1	JMC Projects (India) Limited	Nomination and Remuneration Committee – Member Share Transfer Committee – Member Management Committee – Member
2	Shree Shubham Logistics Limited	Audit Committee – Member Nomination and Remuneration Committee – Member IPO Committee – Member Executive Committee – Chairman Risk Management Committee – Member
3	Adeshwar Infrabuild Limited	-
4	Amber Real Estate Limited	-
5	Saicharan Properties Limited	-

Shareholding in the Company: NIL

**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 Fourth Annual General Meeting** of the Company being held on **Tuesday, September 29, 2015 at 3:30 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

Signature of Member

Shareholders may please note the User ID and password given below for the purpose of e-voting in terms of Section 108 and other applicable provisions of the Companies Act, 2013 and rules made there under.

ELECTRONIC / E-VOTING PARTICULARS		
EVEN - Electronic Voting Event No.	User ID	Password
150827008		

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 on e-voting, 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. 2 or failing him sr. 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 **34th Annual General Meeting** of the Company, to be held on **Tuesday, September 29, 2015 at 3:30 p.m.** 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.	Consider and adopt:		
	a) the Audited Financial Statement of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors thereon		
	b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015		
2.	Declaration of dividend on equity shares for the financial year ended March 31, 2015		
3.	Re-appointment of Director retiring by Rotation		
4.	Ratification of appointment of Statutory Auditors		
5.	Appointment of Ms. Anjali Seth as a Director of the Company		
6.	Appointment of Mr. Manish Mohnot as a Joint Managing Director with effect from 1 st April, 2015 upto 31 st May, 2015 and as a Managing Director with effect from 1 st June, 2015 upto 31 st March, 2020.		
7.	Issue and allot Secured / Unsecured redeemable non-convertible debentures upto ₹ 300 Crores		
8.	Ratifying remuneration of cost auditor for the FY 2015-16.		

Signed this _____ day of _____ 2015

Affix
revenue
stamp

Signature of Proxyholder

Signature of Shareholder

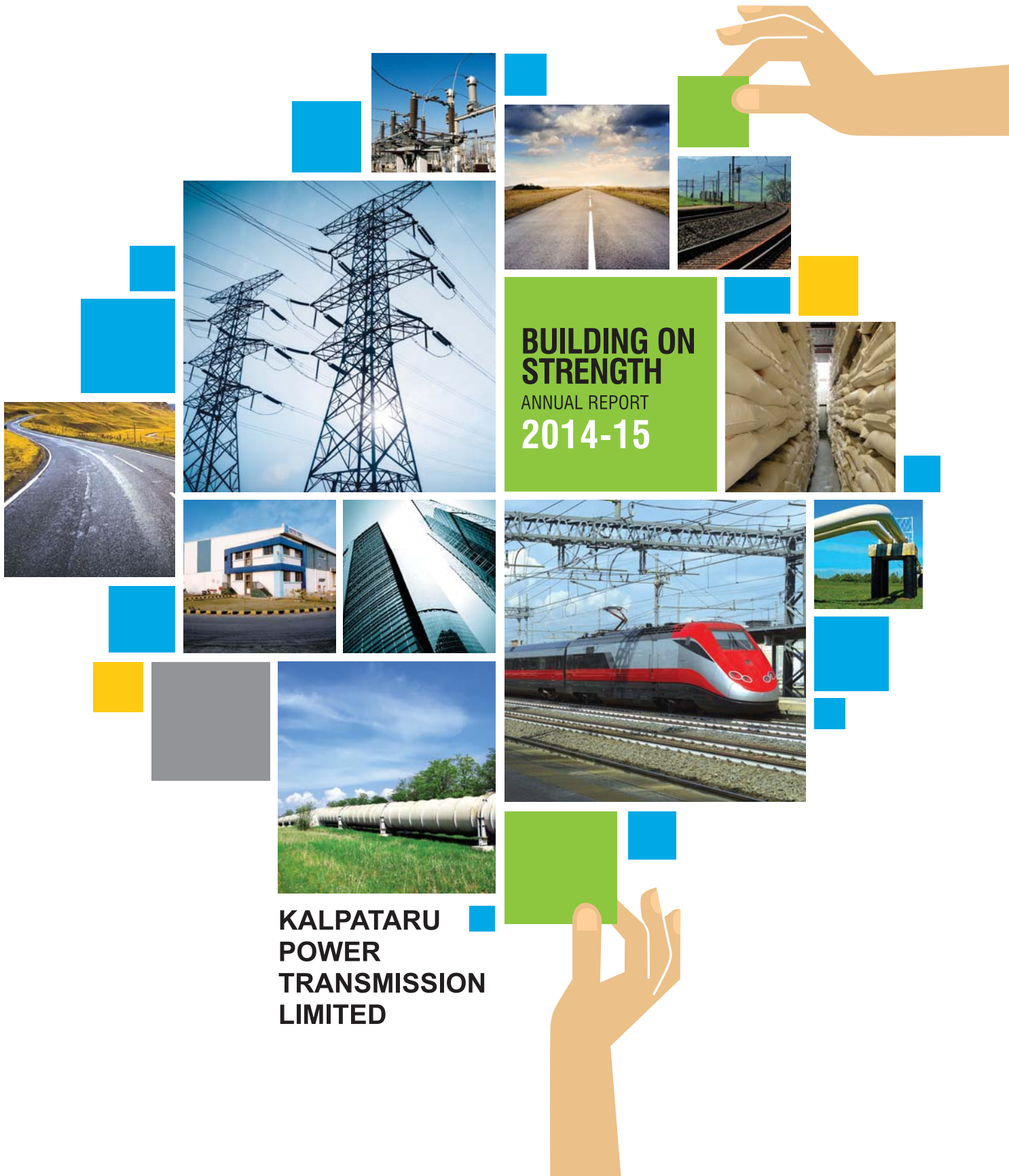
Notes:

- 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



**BUILDING ON
STRENGTH**
ANNUAL REPORT
2014-15

**KALPATARU
POWER
TRANSMISSION
LIMITED**

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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.





BUILDING ON STRENGTH

We, at KPTL, are driven by our intrinsic nature of dynamism. It is our inherent quality of constantly analyzing, strategizing and implementing better operating processes that further built our strengths. Due to this dynamism in thought and action, we have built a robust business model and are further building our strength by adding additional business pillars such as Logistics, Railway infra etc.

Due to our strong presence with years of operation in India, we are now well poised to leverage on our strengths from the revival in the domestic market. Besides, creating a strong execution model in the domestic T&D market we have successfully ventured in the global arena. Today we stand as one of the global leaders in power T&D and are assiduously spreading our foot prints, expanding our order book, diversifying our business risk and hence building our strength.

We have also successfully forayed into the BOOT projects in both road and transmission sector.

A favourable home turf, strong presence outside along with steady revenue flow will build the strength of the group as a whole taking it one step ahead in the journey.



FINANCIAL HIGHLIGHTS



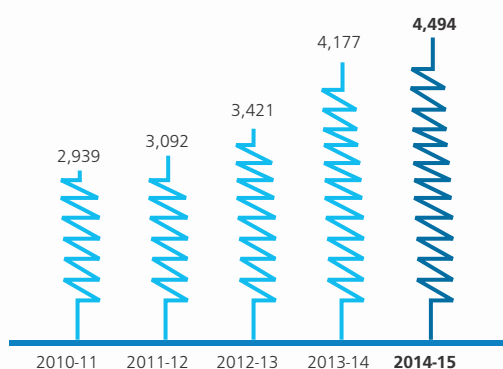
	₹ in Cr					USD in Mn
Standalone	2010-11	2011-12	2012-13	2013-14	2014-15	2014-15
Production in MTs	* 127,055	* 127,331	* 151,772	* 177,583	* 151,480	* 151,480
Gross Revenue	2,938.6	3,092.2	3,421.4	4,176.8	4,493.8	718.0
Sales Growth (%)	9.7	5.2	10.6	22.1	7.6	7.6
International Revenue	970.1	1,002.6	1,293.7	1,838.5	2,395.8	382.8
Total Expenditure	2,595.1	2,763.0	3,099.3	3,790.6	4,067.0	649.8
Operating Profit (PBDIT before other income)	343.5	329.2	322.1	386.2	426.8	68.2
Other Income	46.9	51.2	47.7	48.4	52.2	8.3
Finance Cost	87.9	108.2	122.0	146.0	140.9	22.5
Profit Before Depreciation & Tax (PBDT)	302.5	272.2	247.8	288.6	338.1	54.0
Depreciation	45.9	48.1	52.3	69.5	85.2	13.6
Profit Before Tax	256.6	224.1	195.5	219.1	252.9	40.4
Provision for Taxation (Incl. Deferred Tax)	66.0	59.2	57.9	72.7	87.3	13.9
Profit After Tax (PAT)	190.6	164.9	137.6	146.4	165.6	26.5
Equity Share Capital	30.7	30.7	30.7	30.7	30.7	4.9
Net Worth	1,590.7	1,742.6	1,846.0	1,953.9	2,070.5	330.8
Long Term Borrowing (including current maturities)	162.1	235.6	211.4	154.0	355.1	56.7
Short Term Borrowing	290.3	236.6	379.7	631.0	616.3	98.5
Total Borrowing (including current maturities)	452.4	472.1	591.1	785.0	971.4	155.2
Debt Equity Ratio (Total)	0.29:1	0.28:1	0.32:1	0.40:1	0.47:1	0.47:1
Book Value Per Equity Share (₹/\$)	103.7	113.6	120.3	127.3	134.9	2.2
Earning Per Equity Share (₹/\$)	12.6	10.7	9.0	9.5	10.8	0.2
Operating Profit (%)	11.7	10.6	9.4	9.2	9.5	9.5
Profit Before Tax (%)	8.6	7.1	5.7	5.2	5.6	5.6
Profit After Tax (%)	6.4	5.3	4.0	3.5	3.6	3.6
Order Book (at year end)	5,500	6,100	6,800	6,500	5,150	823
Consolidated						
Gross Revenue	4,423.2	5,367.5	6,171.0	7,211.8	7,269.7	1,161.5
Profit After Tax (PAT)	198.9	188.7	129.5	122.2	120.4	19.2
Earning Per Equity Share (₹/\$)	13.1	12.3	8.4	8.0	7.8	0.1
Order Book (at year end)	9,650	11,700	12,400	11,600	10,800	1726

*The quantity includes production, on jobwork basis and purchased from/got processed from third parties.
1 USD = ₹ 62.5908

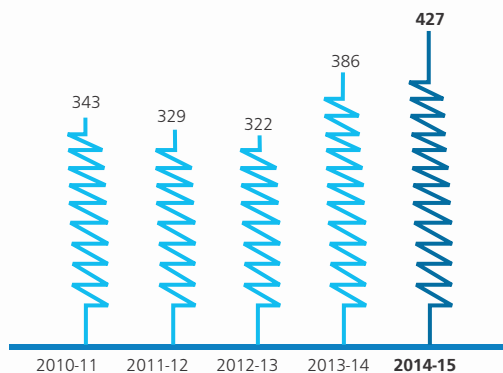


Standalone

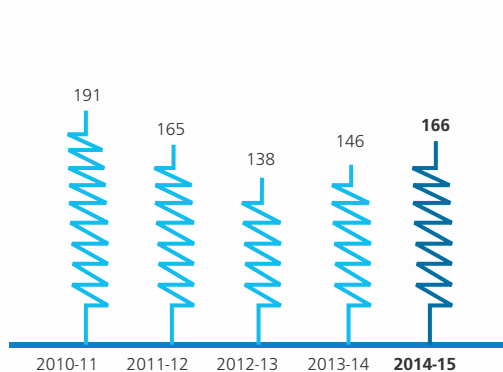
Gross Revenue (₹ Cr)



EBITDA (₹ Cr)

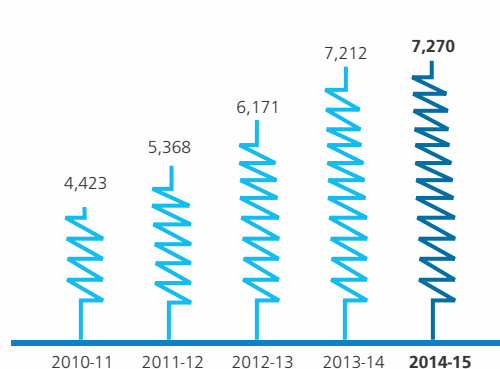


PAT (₹ Cr)

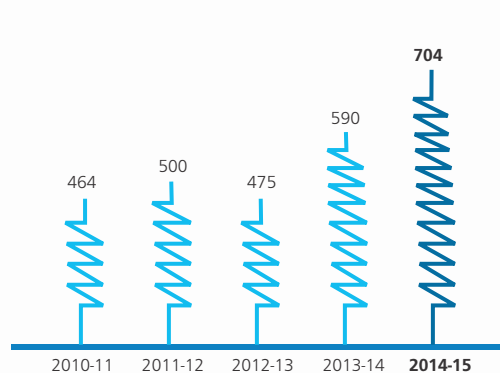


Consolidated

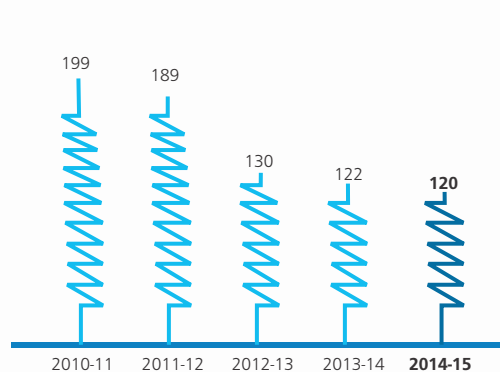
Gross Revenue (₹ Cr)



EBITDA (₹ Cr)



PAT (₹ Cr)



CHAIRMAN'S LETTER



During the year we received ₹ 5,750 Cr of new orders on a consolidated basis. At the end of FY15, the standalone and consolidated order book stood at ₹ 5,150 Cr and ₹ 10,800 Cr respectively.



Dear Shareholders,

I am pleased to share with you our 34th Annual Report. The new government has started to address the need for policy reform which has led to a gradual revival in the investment cycle in the Country. Various initiatives taken in the infrastructure sector to commence the stalled projects and enhance public expenditure as well as foreign investment boded well for the economy. In addition, concerted efforts towards ease of doing business reflect government's deep resolve to steer the nation on the path of progress. The macroeconomic numbers are also providing much confidence. A healthy GDP growth for FY15 along with low inflation and consequent reduction in the Repo rate are the positive factors for the country. With industrial activities turning around, more investment in power sector including transmission and distribution segment is expected to unfold.

Our revenue at standalone and consolidated basis grew by 9% and 2% respectively in FY15 over FY14. During the year we focused on project execution which helped us to achieve operating margin of 9.7% and 9.8% on standalone and consolidated basis respectively. The overseas business continued to yield rich benefit for us as it contributed to 27% of the total consolidated order book at the end of FY15.

We continued to perform well in Africa as this region remained our largest market globally. Moving alongside our strategy we remained selective in terms of picking projects with a preference to those funded by multi lateral agencies such as regional or global development banks. During the year we have received new orders above



₹ 5,750 Cr on a consolidated basis. At the end of FY15, the standalone and consolidated order book stood at ₹ 5,150 Cr and ₹ 10,800 Cr respectively.

The infrastructure business continued to improve its performance by recording reduction in operating loss. We also remained focused towards garnering only better margin projects with revenue visibility.

Our Transmission BOOT project in Madhya Pradesh for evacuation of 2*250 MW powers from Satpura Plant is complete now. With this we will have two annuity based transmission projects in our portfolio, the first being operational since FY12.

In our subsidiary JMC Projects we followed the strategy of consolidation by completing the existing low margin legacy projects and focusing on only high margin projects. This resulted in strong growth in operating profit despite 10% decline in revenue. The operating profit witnessed a healthy growth of 20% with margin improving to 6.8% in FY15 compared to 5.1% in the last year. All the four road BOOT projects are operational now of which three are operating on full toll basis. At the end of FY15, the order book for JMC Projects stood at ₹ 5,650 Cr with a large portion of order inflow coming from the building and factory segment. Geography wise a strong order inflow came from Southern market where real estate is witnessing a healthy growth. We also won few prestigious orders during the year that includes expanding the Supreme Court Building and constructing a museum in Presidential House in Delhi.

During the year, our subsidiary Shree Shubham Logistics

(SSL) has acquired a NBFC Company called Punarvasu Holding and Trading Company and it has also expanded further into primary processing business in order to expand its offering in the post-harvest value chain for agri commodities.

Going ahead, transmission business would receive an impetus from higher number of orders by Powergrid. It has already ramped up its orders in FY15 after a subdued period of two years and is expected to continue with the trend. Recent announcement by the power minister to invest ₹ 1 Lakh Cr in the transmission sector in the next six months starting from May will provide a fillip to the sector. Additionally, plans of setting UMPP, setting higher target for capacity addition in renewable energy and green corridor project will open up new set of opportunities for the sector. With regards to Railway, the government has increased its focus towards enhancing the rail connectivity in the Country and the sector would witness a significant amount of investment as planned in the rail budget 2015-16. Government's commitment towards completing the national gas grid project reflects from its initiative to fast track setting up of additional 15,000 km pipelines. While these are certainly good news, we will remain cautiously optimistic in terms of taking up new projects and building healthy Order book. We will continue to focus and endeavor to improve on operational efficiency and execution of projects.

I take this opportunity to thank all our stakeholders for their belief in Kalpataru Power Transmission Limited and also thank our employees for their valuable contribution and dedication.

Mr. Mofatraj P. Munot
Chairman

Recent announcement by the power minister to invest

₹ 1 Lakh Cr

in the transmission sector in the next six months starting from May will provide a Philip to the sector.

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 39 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 27 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 27 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 52 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 (w.e.f. 28th March, 2015)

She 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 five years plus 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.

Mr. Manish Mohnot

Managing Director (w.e.f. 1st June, 2015)

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. Ranjit Singh

Managing Director (up to 31st May, 2015)

He is a strategy and leadership expert with more than three decades of rich and extensive experience in international and multicultural business environment. His expertise includes New Business Development, Strategy & Planning, Thought Leadership, People Management, Investor Relations, Supply Chain and Operational Management.

He holds a degree in Mechanical Engineering (BITS, Pilani) and PGDBM (IIM-Ahmedabad).

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. Prasun Kumar Dutta

Sr. Vice President (Substation Division)

Mr. Anil Kumar

Sr. Vice President (Railways)

Mr. Rajeev Dalela

Dy. President – Project Execution

ADDING TO OUR DIVERSITY

Having established our presence in the T&D segment over the years we forayed into other segments such as railway infrastructure and oil & gas pipeline in order to replicate our success of T&D segment in this businesses also. Additionally, we are also active in EPC works for Commercial & Residential Buildings, Industrial, Infrastructure & Power Plant projects through our subsidiary JMC Projects (India) thus strengthening our presence in the construction segment. Further augmenting our diversified business model we have successfully entered the high potential post-harvest value chain for agri commodities business through our subsidiary Shree Shubham Logistics. Within the post-harvest value chain for agri commodities, our activities cover a wide spectrum including warehousing, procurement, primary processing, trading, collateral management, funding facilitation, funding, testing & certification, and pest management. This wide array of activities further adds to our diversity.

We have also expanded our presence in the global arena in order to diversify our business which was largely confined to the India. We have footprints in more than 40 nations across Africa, Middle East, CIS, SAARC, South East Asia, U.S.A, Canada, Europe and are expanding our presence to further strengthen our global foot print. Today the size of our overseas T&D contracts is higher than that of the domestic one contributing 56% to the standalone order book at the end of FY15. Truly, we have travelled a long journey from the time of our first turnkey project that we executed in Turkey in 2001.



Today the size of our overseas T&D contracts is higher than that of the domestic one contributing

56%
to the standalone order book at the end of FY15.



Under execution project in Ukraine

We have footprints in more than 40 nations across Africa, Middle East, CIS, SAARC, South East Asia, U.S.A, Canada, Europe and are expanding our presence to further strengthen our global foot print.



RETAINING OUR CONSISTENCY

Consistency is our fundamental strength establishing us as a steady long term player across the dynamically evolving global economic scenario. Consistency differentiates us from others and made us immune to the vagaries of time, place and contemporary state of business. Implementation of well planned strategy and practicing it in a religious manner has enabled us to deliver consistently and improve our performance in a regular manner.

Successfully venturing in the global T&D market when domestic market witnessed slowdown in demand is a testimonial to our commitment of consistently delivering results. This has yielded outstanding result providing the much required cushion to the revenue stream. In order to further strengthening our business, we have forayed into the BOOT model adding higher degree of assurance and consistency to our performance. We have successfully completed two transmission line projects under BOOT model, and all four road BOOT project under JMC are now operational.

While we have ensured our revenue flow through overseas ventures and entering into annuity based projects, the same would not have been successful without the support of a strong execution capability. Being cognizant of this, we have sincerely focused to enhance our execution skill and also improving on it on a continuous basis. Our steady track record of delivering projects on time has made us the trusted player in our business and a committed partner for our clients. Our staunch commitment towards delivering consistent performance has further built our strength.

Successfully venturing in the

GLOBAL

T&D market when domestic market witnessed slowdown in demand is a testimonial to our commitment of consistently delivering results.



■ We have successfully completed two transmission line projects under BOOT model.



FAVOURABLE HOME GROUND

As India charted out an ambitious target of power for all by 2022, the power sector in the country would need huge investment, as, this would require huge amount of capacity addition in power generation. The latest budget witnessed announcement of large capacity addition in the generation segment with setting up of UMPPs and ramping up the renewable energy capacity to 175,000 mw by 2022 in India.

The present generation capacity falls well short of meeting the demand. Adding to the problem is the inadequate grid connectivity making energy inaccessible to a large part of the consumers. The inadequate attention to Transmission and Distribution (T&D) has

lead to this imbalance. Cognizant of the fact, the government with increased planned expenditure in the power sector is addressing the issue.

Massive investment plan amounting to ₹ 1.09 Lakh Cr has been laid out in sub-transmission and distribution through Deen Dayal Upadhyay Gram Jyoti Yojana (DDUGJY) and Integrated Power Development Scheme (IPDS). Additionally, ₹ 1 Lakh Cr of new transmission projects will be bid out in the current year. In order to transmit renewable energy, government is setting up a dedicated transmission infrastructure namely Green energy corridor with an investment of ₹ 38,000 Cr.

The latest budget witnessed announcement of large capacity addition in the generation segment with setting up of UMPPs and ramping up the renewable energy capacity to 175,000 mw by 2022 in India.





With the policies in place, now the onus shift to the private players to realize the dream of making energy available to the people of India.

The agri-commodity storage business is estimated to witness strong growth in the coming days. The demand supply shortfall in the dry warehousing and cold storage is estimated around 60 MT and 31 MMT respectively reflecting a huge opportunity for players like us.

We, at KPTL are highly committed to play a crucial role in government's endeavour to improve quality of life by providing easy access of power and provide warehousing facilities across India.

Government is setting up a dedicated transmission infrastructure namely Green energy corridor with an investment of

₹ 38,000 Cr



THE WORLD OF KALPATARU POWER TRANSMISSION LIMITED (KPTL)

Kalpataru Power Transmission Limited (KPTL) is a leading diversified global EPC player in power transmission & distribution (T&D) sector and also operates in oil & gas pipeline, railways, infrastructure development, civil contracting & post-harvest value chain for agri commodities.

It has operations across the globe including India, Africa, Middle East, SAARC, North America, CIS region and Far East. Currently, the Company is implementing turnkey contracts in over 15 countries.

As on 31st March, 2015, the Company has an order book of ₹ 10,800 Cr in consolidated basis and ₹ 5,150 Cr in standalone basis.

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Business Segments

KPTL	Power Transmission & Distribution <ul style="list-style-type: none"> • Design & Engineering • Manufacturing • Tower Testing • Construction • O & M 	Railways <ul style="list-style-type: none"> • New Track laying • Track Renewal • Overhead Electrification • Signaling & Telecommunication • Gauge Conversion • Bridges 	Oil & Gas Pipeline <ul style="list-style-type: none"> • Oil & Gas pipeline • Gas gathering station • Process plants • Refineries • Sub- marine Plants • Off-shore well-head platforms
JMC Projects (India) (67%)	Factories and Buildings <ul style="list-style-type: none"> • Residential • Commercial • Industrial 	<ul style="list-style-type: none"> • Education • Healthcare • Hospitality 	Infrastructure <ul style="list-style-type: none"> • Roads • Metros • Water • Power Plants (BOP) • Railways
Shree Shubham Logistics (73%)	Post-harvest value chain for agri-commodities <ul style="list-style-type: none"> • Ware housing • Procurement • Primary Processing • Trading 		<ul style="list-style-type: none"> • Funding Facilitation • Funding • Testing and Certification • Pest Management



ENGINEERING, PROCUREMENT AND CONSTRUCTION (EPC)

Power Transmission & Distribution

- Provides end-to-end solution ranging from in-house designs, testing, procurement and fabrication to erection, installing and commissioning of transmission lines
- Manufacturing capacity is 180,000 MT per annum with two plants at Gandhinagar, Gujarat and one in Raipur, Chhatisgarh
- Installed around 20,000 kms of transmission lines and supplied over 1.5 mn tons of towers across the globe
- Executes international projects which are normally funded by global multi-lateral funding agencies such as World Bank, IMF, African Development Bank, EXIM Bank etc

Oil & Gas Pipeline

- Does EPC contracting for pipelines, terminals and gas gathering stations for oil & gas sector across diverse territories

- Major clients (domestic) include - GAIL, IOCL, HPCL, BPCL, GSPC etc.

Railways

- Executes civil infrastructure, track laying, signaling and electrification projects for railways
- Leverages on with KPTL's skills for track electrification and JMC Projects for its civil infrastructure work

Civil Construction (JMC projects)

- JMC Projects India Limited (JMC), a subsidiary of KPTL, is a leading contracting company with an order book of ₹ 5,650 Cr at the end of FY15
- Executes Civil & Structural works for Factories and Buildings, Roads and Bridges, Power Plants, Water pipelines, Rail and Metro Infrastructure projects in India and abroad



ASSET OWNERSHIP PORTFOLIO

Power Generation

- Two operational biomass plants, a 7.8 mw in Ganganagar district (using agricultural waste and crop residues as inputs) and 8 mw plant in Tonk district of Rajasthan (mainly mustard crop residue and cotton sticks)
- PPA's with state electricity boards
- Earns Certified Emission Reductions (CER's) on usage of agriculture residues



Power Transmission BOOT

- Two Transmission Line BOOT project at Jhajjar (Haryana) and Satpura (Madhya Pradesh)

Project	SPV	Client	Kms	Concession Period (yrs)	Status
Transmission System for evacuation of power from 2*660 mw thermal plant at Jhajjar, Haryana	Jhajjar KT Transco KPTL- 49.7%	Haryana Vidyut Prasaran Nigam Limited	100	25 years + 10 years extendable	Completed in March 2012, earning revenue of ₹ 54 Cr per annum
Transmission line project for evacuation of power from 2*550 mw power plant at Satpura, Madhya Pradesh	Kalpataru Satpura Transco KPTL-100%	MP Power Transmission Company	246	25 years + 10 years extendable	Completed in April 2015, expected to earn revenue of ₹ 38 Cr per annum



Road BOOT

- Developed 4 road BOOT projects

Project	SPV	Client	Kms	Concession (yrs)	Status
Rohtak Bawal	Kurukshetra Expressway JMC 51%, SREI 49%	NHAI	84	28	Operational
Agra Aligarh	Brijbhoomi Expressway JMC 100%	NHAI	79	15	Operational
Nagpur Wainganga	Wainganga Expressway JMC 100%	NHAI	45	18	Operational
Rewa MP/UP Border	Vindhyachal Expressway JMC 100%	MPRDC	89	30	Operational

Shree Shubham Logistics Ltd. (SSLL)

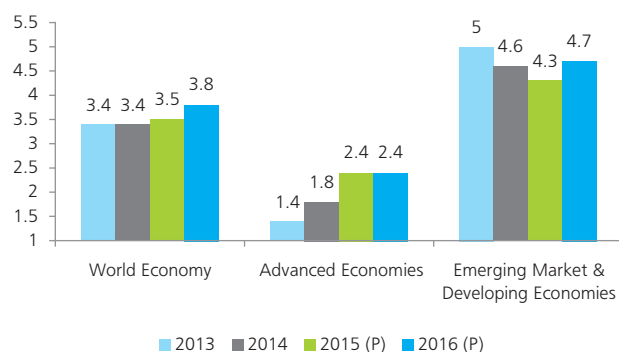
- SSLL is another subsidiary of KPTL operates in the post-harvest value chain for agri-commodities based on an integrated business model
- Its activities include
 - warehousing, procurement,
 - primary processing,
 - trading,
 - collateral management, funding facilitation, funding,
 - testing & certification, and
 - pest management in relation to agri-commodities
- Deals with wide spectrum of market participants in agricommodities, including farmers, traders & aggregators, government agencies, banks and electronic commodities exchanges
- Our Company manages and operates warehouses across the states of Rajasthan, Gujarat, Madhya Pradesh and Maharashtra

MANAGEMENT DISCUSSION & ANALYSIS

Economic Overview

The global economy grew by 3.4% in 2014 as per the World Economic Outlook Report by IMF released in April, 2015. Weak economic activities along with soft commodity price kept the inflation at a low level in advanced economies. A long spell of near zero interest rate has been of little help in these economies prompting some of them such as Euro Zone and Japan to announce asset purchase program. US Economy is growing steadily riding on high consumer demand and increase in employment. Emerging economies grew at a slower rate of 4.6% in 2014. Growth in China was slower as government is consolidating its infrastructure spending. IMF predicts a subdued global economic growth in 2015.

Global GDP Growth (in %)



Source: IMF's World Economic Outlook Update, April 2015

India economy overview

Initiatives taken by the new government at policy level reforms increased optimism in India for a sustained revival. A new policy towards investment led growth was framed in line with the recommendation of the Economic Survey. Allocation for capital expenditure was increased by 25.5% to ₹ 2,414 billion from ₹ 1,923 billion in the Union Budget 2015-16. Road and railways has been the especial focus area in the infrastructure development with higher government aid allotted.

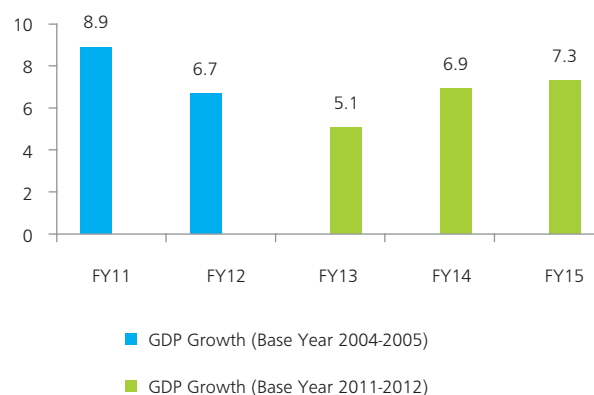
India economy grew 7.3% in FY15 compared to 6.9% in previous year as per CSO's new method of calculation taking 2011-12 as the base. Soft commodity price globally helped cooling down inflation with WPI reaching at -2.33% at the end of the year well under Reserve Bank of India's targets. Repo rate was cut down twice in equal trenches by 25 basis points each in Q4 FY15 by the Central Bank. Rupee largely remained stable with marginal depreciation against

US Dollar, due to strong recovery in the US economy and the possible withdrawal of quantitative easing. However, rupee was stronger with respect to other major currencies affecting exports.

The Make in India initiative aimed at reviving the ailing manufacturing sector has an export focus also. The government envisages India to become an export Hub for various multinational players across industry. In line with this initiative the new Foreign Trade Policy (FTP) 2015-2020 set up an ambitious target of doubling country's exports of goods and services to \$ 900 billion in 2019-20 from around \$ 466 billion in 2013-14.

The portend of economy appears to be more positive with increasing investment in infrastructure segment, enhancing FDI limits in certain sectors, increasing ease of doing business and government's thrust on sustainable growth in manufacturing sector with an export focus through Make in India policy.

India GDP Growth (in %)



Source: CSO

Sector Overview

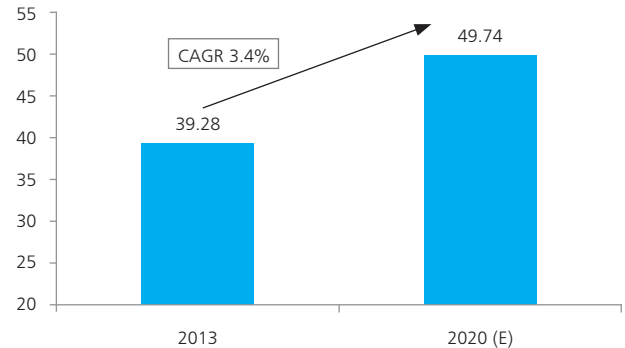
Transmission and Distribution

The development of new transmission infrastructure will primarily be driven by the need to integrate renewable energy resources, upgrade ageing assets, achieve grid reliability and security of supply. Cross border electricity interconnection in Europe and Africa and the need to provide the growing population with access of electricity in developed economies will also contribute to the growth in transmission sector.

In a growing trend, transmission is evolving as a standalone business from its conventional form of a supportive activity managed by integrated utilities. New business strategies are being designed by both traditional and non-traditional players to invest in transmission expansion, Joint ventures are being forged to develop large-scale projects.

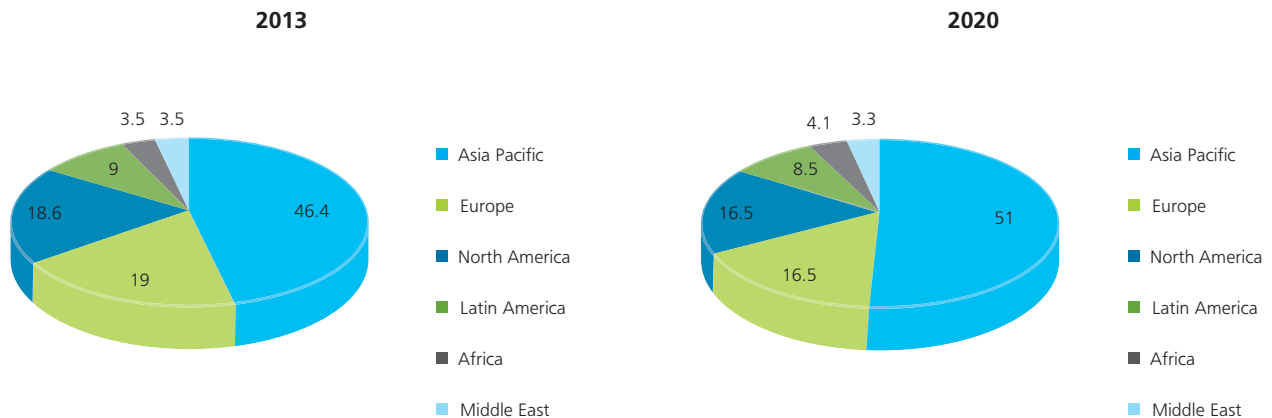
Despite low growth in electricity demand and sluggish economic forecasts in many developed economies, the global power sector will scale up significantly with 1,658 GW planned or expected generation capacity to be added and 10,45,578 km of transmission lines expected to be built up by 2020.

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



Source: Global Electricity. Transmission - Report 2014-2020

Region wise Global Transmission Line Split,(%)



Source: Global Electricity. Transmission - Report 2014-2020

India

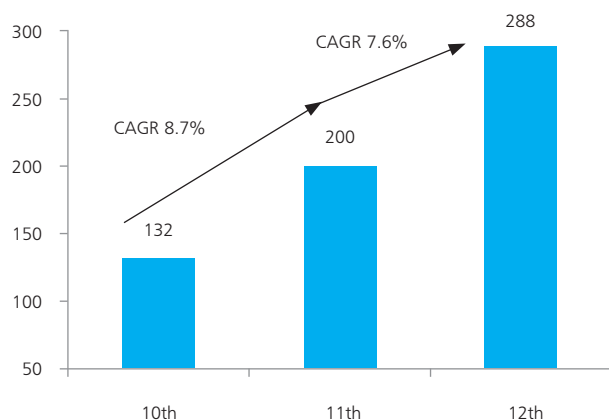
One of the major reasons for power deficit in India is shortage in transmission capacity. Power transmission has been a bigger challenge in India than power generation. While the North-East-West regions produce surplus power to total regional demand during peak hours, the Southern region still faces peak time power shortage even after getting linked with the National Grid. Resource rich states such as Chhattisgarh which has high installed generation capacity are also unable to evacuate the excess power. Even within a state boundary, shortage in transmission networks are leading to underutilization of generation capacity.

Additional to the traditional sources of energy, India has intensified its focus towards renewable energy as a solution to the growing energy demand and environmental concern. Subsequently, installed capacity for this alternative energy

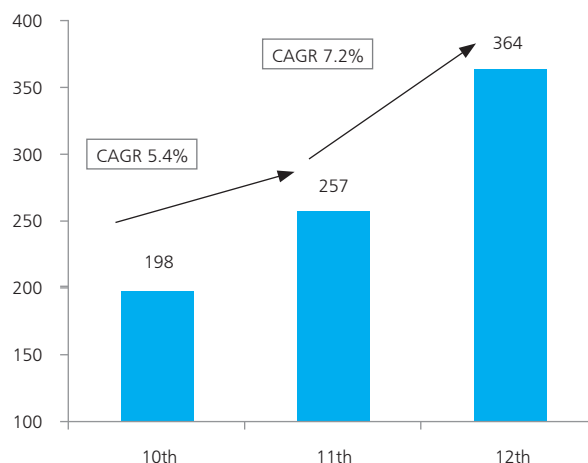
source has been ramped up with the active participation of both government and private players. This has necessitated synchronising electricity produced from renewable sources by setting up transmission infrastructure that connects with the national grid.

In the eleventh five year Plan Period (2007-12), India added power generation capacity at a CAGR of 8.7% compared to only 5.4% CAGR in transmission line reflecting the unevenness in the capacity addition. Acknowledging the disproportion, higher capacity addition has been proposed for the transmission sector in the twelfth five year plan (2012-17) to match with higher generation capacity. Setting up infrastructure for transmission of electricity from renewable sources to the National Grid also has been addressed by dedicated fund allocation towards it.

Growth in generation Capacity (GW)



Growth in Transmission Capacity ('000 CKM)



Source: Planning Commission

The investment required for the transmission sector in the twelfth five year plan has been envisaged at ₹ 1,80,000 Cr compared to ₹ 1,40,000 Cr allocated in the eleventh five year Plan Period. As per the actual capital expenditure (capex) plans of the transmission utilities, ₹ 1,90,000 Cr is projected to be invested over 2014–17 period by the central and state utilities. Of this, Powergrid plans to spend ₹ 20,000 Cr every year over the next four years to meet its target. Around ₹ 1,10,000 Cr is planned to be spent by the STUs.

India currently has high-capacity transmission systems with 765kV and 400kV AC technology and HVDC systems that deploy up to +/- 800kV technology. The government has initiated an effort to move towards higher voltages and new technologies. Higher voltages lead to more efficient transfer of power while using lesser space. New technologies that are being adopted to make the grid more reliable and efficient include HVDC, dynamic reactive compensation, PMU / PDC-based synchro-phasor technology / wide-area monitoring system (WAMS), phase shifting transformers and series reactors, and 1200 kV UHVAC.

The government in 2011 decided that all future transmission projects would be awarded on tariff-based bidding. The successful bidder is awarded the project by the government nodal agency PFC and REC through The BOOM (Build, Own, Operate, Own, Maintenance) model. Reform in transmission sector has been a very big opportunity for the private players. In a typical scenario this projects are awarded to the developer through a tariff-based competitive bidding mechanism for 25 years which includes 3 years of construction time.

Some of the State Electricity Boards (SEBs) including Tamil Nadu, Uttar Pradesh, Rajasthan, Haryana, Jharkhand, Bihar, Andhra Pradesh and Telangana have availed for the financial restructuring program. This is likely to improve their financial health and enhance their ability of order placing.

Announcement for setting up of 5 thermal ultra mega power plants and setting a higher target for renewable energy capacity to 175 GW by 2022 in the Union Budget 2015-16 will necessitate significant capacity addition in the transmission sector also. The proposal of setting up of a National Investment and Infrastructure Fund (NIFF) with an annual funding of ₹ 20,000 Cr will be beneficial for private players. NIFF can raise debt and invest as equity in infrastructure finance companies. The recent announcement by the Power minister to award transmission projects **totaling ₹ 1 lac Cr in the coming six months** (Business Standard and Economic Times Report, May 2015) from May 2015 will provide a boost to the sector.

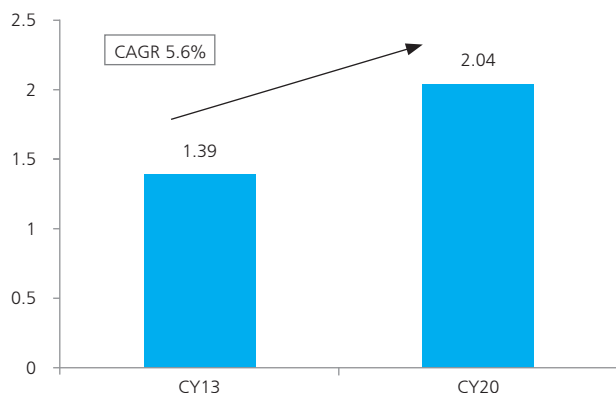
Africa

The installed capacity in the African region is expected to increase at a CAGR of 10.1% with plans to add over 117.5 GW between 2014 and 2020. The installed capacity is expected to be 240.6 GW by the end of 2020.

Increasing energy demand, regulatory and social reforms and the need for infrastructure investment will provide an impetus to the growth of transmissions sector in Africa. Various steps taken in the recent times such as Power sector reform and restructuring program by Ethiopia and Nigeria governments, announcement of large scale aid to sub-Saharan African nations by the US President to develop energy infrastructure are expected to be beneficial for the transmission sector.

During 2014-20 the region is expected to build around 65,000 km transmission lines growing at a CAGR of 5.7%. This will involve an investment close to \$ 37.5 billion of which about two-thirds is estimated to be made in four countries—South Africa, Egypt, Nigeria and Algeria.

Transmission line length (over 100 KV, in lac km)



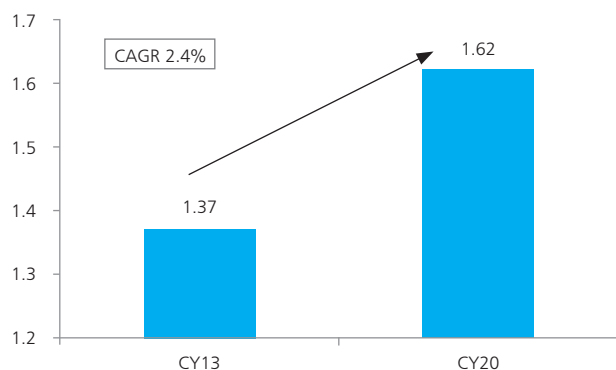
Source: Global Electricity. Transmission - Report 2014-2020

Middle East

Middle East region is expanding its generation capacity to meet with the growing electricity demand in the region. It is expected that almost 82.7 GW of new generation capacity will be added in the region between 2014 and 2020.

Transmission sector will grow due to rising energy demand and modernization of existing infrastructure by setting up smart grid. It is estimated that 25,149 km of transmission lines will be added between 2014 and 2020. This represents a moderate growth rate of 2.4% during the period. Iran, Saudi Arabia, Israel will be the top nations among others in increasing transmission capacity. The total investment in the transmission segment is expected to be over \$ 38.7 billion during 2014–20.

Transmission line length (over 100 KV, in lac km)



Source: Global Electricity. Transmission - Report 2014-2020

CIS Countries

Ukraine had an installed capacity of about 53,800 MW at the end of 2012. According to Ukraine's updated Energy Strategy 2030 document released in June 2012, about 8,100 MW of new capacity was planned to be added over the period 2011-20. Of this, 2,200 MW of capacity was planned to be added up to 2015.

There has hardly been any expansion of the transmission network in the last several years due to limited domestic demand being met by the existing transmission capacity. The country is expected to add about 1,979 km of new transmission line up to 2020.

SAARC

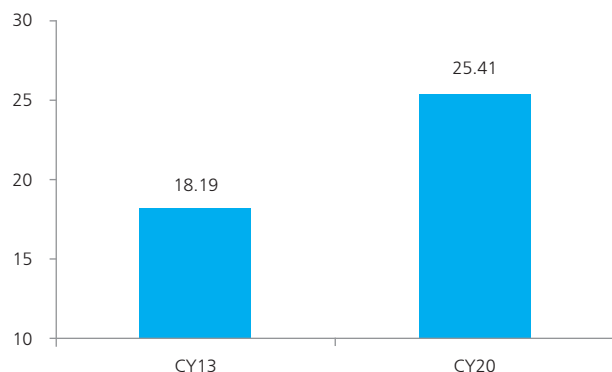
The total installed capacity presently in Srilanka is about 2228 mw. The transmission network consists of 220 kV and 132 kV lines.

Srilanka's power sector has struggled for decades to meet rising demand and to provide efficient and cost-effective electricity services. In order to address these constraints, the government launched a 10 year development plan envisaging to make Srilanka energy self sufficient by 2030. Government's ambitious plan to bring energy security involving expansion and modernization of the transmission infrastructure of the country will be beneficial for the sector.

Asia Pacific

The electricity generation capacity in the Asia Pacific region was estimated at 2,152 GW at the end of 2013 growing at a CAGR of 7.1% since 2005. Generation capacity in the region is expected to touch 3,216 GW by 2020, increasing at a CAGR of 5.9% from 2,152 GW in 2013.

Rising energy demand and need to make energy accessible to all will be the growth drivers for energy sector in Asia Pacific region. Expansion and strengthening of high voltage grids will provide the impetus to the transmission sector. During 2014–20, the region is expected to add a total of 7,22,000 km to its transmission network which is likely to require an investment of \$ 566.6 billion. China will be the top spender by investing 76.2% of the planned investment during this period. The country alone is expected to spend \$ 432 billion on the expansion of its transmission grid during 2014-20.

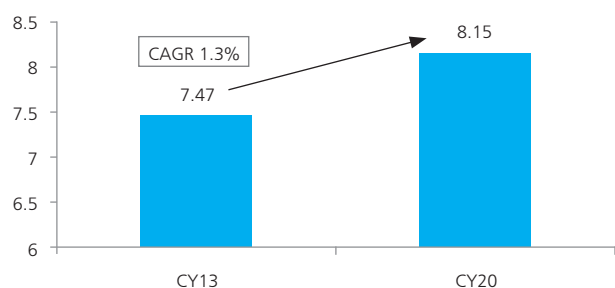
Transmission line length (over 100 KV, in lac km)

Source: Global Electricity. Transmission - Report 2014-2020

North America

During 2014-20, about 4,03,809 MW of new capacity is expected to be installed in North America. Most of the capacity addition in this region will be renewable-based (42%) and gas-based (27%).

Growth in transmission sector will come from replacing outdated transmission infrastructure with modern one and providing consumers with reliable service. During 2014-20 about 69,268 km of lines will be added in North America entailing an investment of about \$ 134 billion. The US will account for about 72% of these investments and the balance will be made in Canada.

Transmission line length (over 100 KV, in lac km)

Source: Global Electricity. Transmission - Report 2014-2020

Railway

The new government has emphasis on Railway playing an important role in India's economic recovery. In the Railway Budget, the government has announced an increase of over 52% in Plan Expenditure amounting to over ₹ 1 lac Cr in FY16 compared to ₹ 65,800 Cr in FY15 and also proposed an investment of ₹ 8.5 lac Cr over the next 5 years. Given the huge shelf of project and ensuring proper funds flow for the same, a new source of low-cost long-term funds from insurance/pension funds and multi-lateral agencies has been proposed to be explored. The focus has been on network

de-congestion and enhancing capacity of the existing lines instead of announcing new trains. This is reflected in the series of initiatives taken such as construction of new lines, fast track the sanctioned works of double/third/fourth lines, acceleration of railway electrification. Additionally, 77 new projects covering 9,400 km of doubling/tripling/quadrupling works along with their electrification at a total cost of ₹ 96,182 Cr have been sanctioned.

Plan Outlay for FY16

Particulars	₹ in Cr
Plan Outlay	1,00,010
(a) Gross Budgetary Support	40,000
(b) Borrowing by Indian Railway Finance Corporation	17,655
(c) Internal Accrual	17,793
(d) Institutional Finance	17,136
(e) PPP	5,781
(f) Central Road Fund	1,645

Source: Railway Budget Document 2015-16

Joint ventures will be set up with states for focused project development, resource mobilization, land acquisition, project implementation and monitoring of critical rail project. Besides, Public Private Partnership will be encouraged in last mile connectivity, rolling stock projects and modernization of station infrastructures. The government also aimed to develop 10 satellite railway terminals in major cities with twin purpose of decongesting the city and providing service to suburban passengers among other major points, increase speed of 9 railway corridors and freight trains in empty and loaded conditions.

Government's approach towards modernizing core assets, increasing efficiency, allowing 100% FDI in railway infrastructure, greater public private participation and innovative mechanism for financing will instill a lot of confidence in the development agenda and will augur well for private companies.

Proposed major developmental activities in Rail Budget (2015-16)

Particulars	Length (km)
Track Length over next 5 years (km)	1,38,000
Railway track electrification (km)	6,608
Doubling, tripling and four-lining, PPP mode for last-mile projects (Km)	9,400
Gauge Conversion (km)	800

Source: Railway Budget Document 2015-16

Oil and Gas pipeline infrastructure

Natural gas demand has remained strong in India on account of demand from power, fertilizer and city gas distribution companies. Supply has not been matched up

with the demand. The gas transportation network in India has been inadequate due to limited supply of gas and regional concentration of gas producing facilities fields and LNG import facilities (mostly in Western India). An ambitious target to add 15,918 km of gas pipeline has been envisaged in the 12th five year plan. However, only around 2,500 km of pipeline has been added till FY14. While regulatory clearance has been a hurdle in development of pipeline infrastructure; uncertainty on gas availability and unwillingness of consumers to purchase the expensive imported gas has kept the investors away from setting up of gas pipeline. Notwithstanding to this, the government has set up an ambitious target of doubling the existing 15,000 km long pipeline infrastructure as part of the National gas grid program over the next five years. This translates to building an additional 15,000 km pipeline.

To address investors' concern, liability gap funding has been proposed for financing of new projects. The supplementary grant funding will encourage private participation in the pipeline projects to be built through PPP mode. The areas which have been identified for laying the proposed 15,000 km long additional gas pipeline infrastructure to complete the national gas grid, include the 2,000 km long Jagdishpur-Haldia pipeline, Kakinada-Haldia stretch (1,100 km), Kakinada-Chennai corridor (600 km), Chennai-Tuticorin route (670 km), Barauni-Guwahati pipeline (800 km), Surat-Paradip route (2,000 km), Mallavaram-Bhilwara route (approximately 1,600 km), Mehsana-Bathinda stretch (1,670 km), as well as Bhatinda-Srinagar route (740 km) and Kochi-Bengaluru-Managluru (1,400 km). Work on the long delayed 2,000 km Jagdishpur-Haldia pipeline project commenced which will supply gas to Gorakhpur and Barauni fertilizer plants and Barauni Refinery.

Construction

Indian Construction Industry recorded a compound annual growth rate (CAGR) of 13.52% in nominal terms during 2009-13 driven by private and public investments in public infrastructure as well as institutional and commercial projects. Industry growth is expected to remain strong over the period of 2014-18 due to government's focus towards upgrading and enhancing the existing infrastructure. Implementation of 12th five year plan (2012-17) under which government plans to invest ₹ 56.3 trillion in various long term development plans will provide an impetus to the industry.

Agri Logistic

Warehousing

Warehousing plays a very vital role in ensuring Food Security, promoting agriculture marketing and rural banking and financing. It enables the markets to ease the pressure during harvest season and to maintain uninterrupted supply

of agricultural commodities during off season. Hence, it solves the problems of glut and scarcity, which are the usual problems in agricultural marketing. Though warehousing is an independent economic activity, yet is closely linked with production, consumption and trade. Development of agro processing agricultural marketing needs a strong warehousing system.

According to Progress Harmony Development (PHD) Research Bureau, the 4th advanced estimates of food grains production in FY14 was about 265 MMT. According to the Department of Food and Public Distribution, total storage capacity for dry agricultural produce and inputs in India has increased to 125 MMT in FY14 from 80MMT in FY06. Given NABARD's estimation that around 70% of the total produced crop requires warehouse storage, the total required storage capacity stands at 185 MMT. Hence, the demand supply gap in dry warehousing is around 60.5 MMT.

According to Central Institute of Post-Harvest Engineering and Technology (CIPHET), the temperature controlled warehouses (cold storage) requirement in 2012 was around 61.1 MMT and the available capacity was around 30.1 MMT. Hence, shortage for cold storage facilities in India was estimated at around 31 MMT in FY13. The data points that shortage in cold storage is a key factor contributing to the losses observed in fruits and vegetables in addition to other factors such as temperature-controlled transportation.

Collateral Management

The agriculture sector is generally unorganized with a majority of agri-production activities being carried out by small farmers, who have small land parcels and low investment capacity. According to the Agriculture Census in Fiscal 2011, out of 138 million farm holdings in the country, around 117 million were small and marginal holdings. Consequently, the dependence on finance for production and investment in equipment is high in the sector. Production finance or pre harvest finance consists of both, working capital / production finance and long term or asset finance (where tenure is more than 18 months). On the other hand, post-harvest finance typically covers only working capital. Post-harvest finance is extended against warehouse receipts and has an underlying commodity to support it while pre-harvest finance is extended based on the balance sheet and the credit history of the borrower. Post-harvest financing reduces the risk associated with lending to farmers by providing collateral to the financial institutions. The post-harvest finance industry has grown since the advent of collateral managers as collateral based lending is relatively safer when compared to lending based on weak balance sheets or weak credit records. Additionally, the role of the collateral manager has helped to reduce the operational risks associated with post-harvest financing.

The total loans sanctioned against agri-commodities in FY15 are estimated to be ₹ 330-360 billion against ₹ 0.5-0.6 billion in FY03. Going forward, as crop production increases, agri-commodity prices rise and the penetration of finance grows, the post-harvest finance market is expected to grow by 15% to 16% annually between FY14 and FY20 to ₹ 720 -770 billion.

Primary Processing

Primary processing is the first step in the processing of agricultural produce without changing its physical form. This involves basic steps like cleaning, grading, sorting, packing, etc. to make it fit for consumption. Secondary and tertiary processing industries usually deal with higher levels of processing where new or modified food products are manufactured.

Segment wise operational performance

The Company has two primary 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 ₹ 2,026 Cr (46%) and international segment contributed revenue of ₹ 2,396 Cr (54%) in FY15.

Generation and sale of power produced from two small biomass based power generation plants in Rajasthan comprise of the other segment which recorded a revenue of ₹ 70 Cr in FY15.

Transmission & Distribution Segment (T & D):

T&D segment being the primary business for the company contributes 91% of the total revenue of the Company. The revenue in T&D segment was increased to ₹ 4,034 Cr in FY 2015 from ₹ 3,775 Cr in the previous fiscal year.

Company's fundamental strength is being reflected from the strong presence and performance in T & D space since beginning. Since transmission sector is expected to attract more investment globally, our T & D segment is expected to cater to the global requirement with its timely project execution capabilities.

Production (including outsourced) and dispatches of transmission line towers were 1,51,480 MT and 1,49,539 MT, respectively in FY 2015 as compared to 1,77,583 MT and 1,78,209 MT in FY 2014. The production has been lower due to planned shutdown of Main Plant at Gandhinagar and delay in award of certain contracts.

About 1,60,000 MT of transmission towers were erected at various locations domestically and internationally and about 2,600 CKM of stringing work done to connect the grid to sub-station or sub-station to sub-station in FY 2015 as compared to about 1,30,000 MT of erection and about 2,215 CKM of stringing work in FY 2014.

The segment has received following major projects during the reporting period:

- Plant Design, Supply and Installation of 400 KV D/C transmission line of 213 kms in Kenya in consortium worth over ₹ 355 Cr (KPTL share)
- Supply and Erection package of 765 KV D/C Hyderabad GIS – Wardha Station Transmission Line (Part-III) worth ₹ 184 Cr from PGCIL
- Supply and Erection of 2 Nos. 400 KV D/C Kakrapar – Navsari and 400 KV D/C Kakrapar – Vapi transmission line of 161 KM worth around ₹ 155 Cr from PGCIL
- Supply package of 765 KV D/C Jabalpur – Orai transmission line worth around ₹ 125 Cr from PGCIL
- Supply and Erection of 765 KV S/C Lalitpur-Agra (CKT-II) transmission line (Part-II) of 125 kms worth around ₹ 125 Cr from PGCIL
- 2 transmission lines in Kargil of 80 kms worth ₹ 237 Cr from PGCIL
- Supply, Erection and Commissioning of 3 transmission line of 400 KV near Agra of 263 kms worth over ₹ 190 Cr from PGCIL
- Supply, Erection and Commissioning of 765KV S/C portion of Mainpuri-Bara transmission line of 192 km worth over ₹ 159 Cr from ICI-C&C Mainpuri JV (ISOLUX)
- Supply and Services contract for Extension of 400/220/66 kV sub-station projects of various sites worth ₹ 100 Cr from PGCIL

This business segment has secured orders worth ₹ 2,075 Cr during the year.

Infrastructure EPC

This segment includes cross country oil & gas pipeline laying and railway EPC business of the company. The revenue in this segment was increased to ₹ 318 Cr in FY 2015 from ₹ 221 Cr in the previous fiscal year.

The new projects received in this segment are

- Pipeline replacement project for KG Basin worth ₹ 133 Cr from Gail India Ltd.
- Turnkey construction of Thumbli water pipeline project worth ₹ 152 Cr from Cairn India Ltd.
- Pipeline laying project worth ₹ 132 Cr from Indian Oil Corporation Ltd.
- Two railways orders in Consortium from Central Organisation for Railway Electrification (CORE) worth around ₹ 100 Cr.

This segment has contributed a loss of ₹ 47 Cr at EBIT level due to delay in execution of certain railways and pipeline projects, external and local factors, underutilization of

resources, unabsorbed overheads on account of business development etc.

During the year, the Company has received orders worth ₹ 535 Cr for this segment.

This segment has shown significant growth in revenue and also we have received good quantum of orders. We expect good momentum from this segment going forward. However, we see more competition and pricing pressure in this segment.

The standalone order book at the end of FY15 is ₹ 5,150 Cr. The break-up of which is as follows:

- Transmission & Distribution – ₹ 4300 Cr
- Infra (Pipeline and Railways) – ₹ 850 Cr

Out of this, majority of domestic orders are backed by price escalation clauses, which will to a large extent protect us in the present uncertain market conditions.

Construction

The order book in this segment during FY15 was around ₹ 3,148 Cr and value of order in hand as on 31st March, 2015 stood at around ₹ 5,674 Cr.

Factories & Buildings

- a) Civil & Allied works for proposed residential complex Phase-2 for Mahindra Lifespace Developers Ltd at Pimpri Waghere, Maharashtra
- b) Civil, MEP, Landscape & other miscellaneous work for a residential complex for Puravankara Projects Limited at Singanallur, Coimbatore, Tamil Nadu
- c) Construction of Additional Office Complex for the Supreme Court of India adjoining Pragati Maidan, New Delhi
- d) Residential building civil structure and finishing works for Prestige Estates Projects Ltd at Hobli, Bangalore, Karnataka
- e) Civil works at proposed Residential apartment for Prestige Notting Hill Investments at Kanakapura Road, Bangalore, Karnataka
- f) Construction of museum for Central Public Works Department at President Estate New Delhi
- g) Civil works at proposed Commercial Building for RMZ Ecoworld Infrastructure Pvt. Ltd at Hobli, Bangalore, Karnataka
- h) Construction of residential apartment “Glengate” and other apartment towers for Antevorta Developers Pvt. Ltd at Hebbal, Bangalore, Karnataka
- i) Project for construction of refinery for Reliance Industries Ltd at Jamnagar - Gujarat
- j) Civil, Structural, MEP works & other associated works for Tertiary Cancer Hospital Project at Raipur, Chhattisgarh

- k) Construction of residential building (civil & finishing work) for Brigade Enterprises Limited at Bangalore, Karnataka
- l) Construction & development of rural electrification corporation world headquarter for Telecommunication Consultants India Ltd at Gurgaon, Haryana

Infrastructure

Design and construction of two additional arms with merging facility to the under construction flyover for Mumbai Metropolitan Region Development Authority at Bhiwandi Road (SH-45), Maharashtra

Power

Civil & Architectural work at the Raigarh 4 x 300 MW Power Project for SKS Power Generation Ltd at Chhattisgarh

Financial Review

The consolidated revenue of the Company grew by 2%, with net revenue of ₹ 7,198 Cr during the year. The consolidated order book of the Company is above ₹ 10,800 Cr.

On a standalone basis, the company reported net revenue of ₹ 4,422 Cr in FY15, a growth of 9% over the last year. Revenue in the power transmission and distribution segment grew by 7% to ₹ 4,034 Cr in FY15 from ₹ 3,775 Cr in FY14. Infrastructure segment recorded a growth of 44% in FY15 over the last year.

EBITDA grew by 10% in FY 15 over the last year. PAT was up by 13% in FY 15 to ₹ 165 Cr from ₹ 146 Cr on account of lower finance cost.

Net fixed assets (including capital work in progress), at the end of FY15 is ₹ 559 Cr as against ₹ 592 Cr in the previous year. During the year under review, the depreciation is ₹ 76 Cr and net addition in the fixed asset is ₹ 56 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 ₹ 875 Cr as against ₹ 546 Cr in the previous year due to increase in inventories and trade receivables.

Borrowing levels of the Company remain at comfortable level thus debt/equity ratio currently stands at 0.44. 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 due to subdued growth in the EPC of oil and gas in the year under review and being a new entrant in the railway business had to face high fixed cost and low margin initially. With legacy orders in these segments are in the process of completion, 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. 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 and corporate sentiments have a huge bearing on the industry's prospects. 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. 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 favourable 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 plans to groom its internal resources through various training programs.

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.

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

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 or and also hedge itself through price discovery, wherever possible.

Currency Risk:

With operations in twenty two 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.

Political Risk

Social / Civil unrest, within India or internationally can have an impact on the Company's operations. Political and civil unrest and tensions in the MENA Region, Africa and Ukraine may have impact on safe and timely execution of project, which may have financial implications.

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. The Company has installed various instruments and equipment at its manufacturing facilities to maintain and increase environmental friendly and healthy working condition. 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 also developing green area at and around all its facilities. The Company has been accredited with ISO 9001 for Environment Management Systems for its tower part manufacturing plants at Gandhinagar and Raipur and ISO 14001 for Environment Management Systems for its tower part manufacturing plants at Gandhinagar (2nd Plant), Raipur and international project sites.

Company gives utmost importance to health and safety function. At all manufacturing units, power plants and all project sites, necessary procedures are in place to ensure health and safety of personnel and equipments. To ensure healthy and safe workforce and to create awareness, the Company celebrates safety weeks. 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.

Company has received "Certificate of Honour and Appreciation" from Gujarat Safety Council for achieving excellent performance in safety for the last 3 years in row.

Manufacturing plant at Gandhinagar (2nd Plant) and TLI Division has received OSHAS 18001 Certification from ISO QAR for effective implementation of Safety Management System.

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 people at senior level from different industries at leadership level to fill the leadership pipeline.
- 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.
- At KPTL we Encourage employees towards outstanding contribution to the organization and recognizing such efforts through rewards and appreciation.
- At KPTL the behavioral competency framework is linked with Career & Succession Management processes.
- Top performers are encouraged to attend duration programs in prestigious institutes like IIM's.

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. 35 and 36 of this report.

CAUTIONARY STATEMENT

This report includes 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 significantly from those presented herein. The Company's performance is dependent upon global and national economic conditions, price of commodities, change of Government's rules and regulations etc.

Director's Report

TO, THE MEMBERS,

Your Directors are pleased to present the 34th ANNUAL REPORT of your company together with the Financial Statement including Audited Statement of Accounts for the year ended March 31, 2015.

FINANCIAL HIGHLIGHTS	(₹ in Crores)	
	2014-2015	2013-2014
Net Revenue from Operations	4,422.25	4,055.25
Profit before Depreciation	338.04	288.63
Less: Depreciation	85.18	69.54
Profit before Tax	252.86	219.09
Less: Provision for Tax including Deferred Tax	87.25	72.71
Net Profit after Tax	165.61	146.38
Add: Surplus brought forward from previous year	884.75	794.75
Less: Depreciation charged against Retained earnings	4.03	-
Profit available for appropriation:	1,046.33	941.13
APPROPRIATIONS :		
Transfer to General Reserve	10.00	30.00
Transfer to Debenture Redemption Reserve	9.30	-
Proposed Dividend on Equity Shares	23.02	23.02
Corporate Tax on Proposed Dividend	4.22	3.36
Balance carried to Balance Sheet	999.79	884.75
TOTAL	1,046.33	941.13

OPERATIONAL HIGHLIGHTS

The net revenue of the Company grew by 9% to ₹ 4,422.25 Crores as against ₹ 4,055.25 Crores in the previous year. Total Export Turnover (including overseas projects) was ₹ 2,395.76 crores or approx. 54.18 % of revenues in 2014-15.

The net profit for the year stood at ₹ 165.61 Crores as against ₹ 146.38 Crores in 2013-14.

Your company has supplied 1,49,539 MTs of Transmission Line Towers as against 1,78,209 MTs in preceding year, which is lower by 16.09%.

Your company has a standalone order book of ₹ 5,150 crores excluding fairly placed bids.

The consolidated net revenue of the Company was ₹ 7,198.21 Crores as against ₹ 7,090.29 Crores.

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

During the year under review, your company has issued Listed Unsecured Redeemable Non Convertible Debentures aggregating to ₹ 200 Crores in two tranches of ₹ 100 Crores each on Private Placement basis.

TRANSMISSION BOOT PROJECT

The Satpura Astha Transmission Line Boot Project implemented by the Company through its wholly owned subsidiary namely Kalpataru Satpura Transco Pvt. Ltd. (KSTPL), has commenced commercial operations from April, 2015. The said transmission line BOOT project at Satpura is in the state of Madhya Pradesh. The transmission line project has been set up for evacuation of 2X250 MW state power project at Satpura. The company would own project for 25 years with an extension of 10 years. The project will generate annuity revenues of approx. ₹ 38 Crores per annum.

MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments, affecting the financial position of the Company which has occurred between end of financial year of the company i.e. March 31, 2015 and the date of Director's Report i.e. May 30, 2015.

DIVIDEND

Your Directors are also pleased to recommend dividend for the year ended March 31, 2015 @ ₹ 1.50 (75%) per equity share of ₹ 2 each considering overall profitability and growth of Company.

TRANSFER TO RESERVES

The Company has transferred following amounts to various reserves during the financial year ended March 31, 2015.

Amount transferred to	Amount in ₹ Crores
General Reserve	10
Debenture Redemption Reserve	9.30

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 each of the subsidiary of your Company and Joint Ventures companies is provided below.

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

JMC has a strong order book of ₹ 5,650 Crores. Your company holds 67.19% equity shares of JMC.

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 operational, of which 3 are operating on full toll basis. 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, trading, 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.

Further, SSLL has filed a DRHP with the Securities and Exchange Board of India for an Initial Public Offering of Equity shares aggregating to ₹ 210 Crore as a fresh issue and an offer for sale of upto 70,07,876 equity shares by Tano India Private Equity Fund II. The Equity shares are proposed to be listed on BSE Ltd and National Stock Exchange of India Ltd.

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). The necessary approvals for the commencement of construction of the Project have been received during the year under review and Saicharan has started the construction activity in recent past.

➤ **Amber Real Estate Ltd. (Amber):**

Amber has completed construction & development of commercial building for IT/Software Technology Park at Thane, Maharashtra in last year. During the year under review, Amber has started partial leasing of the premises. It is a Wholly Owned Subsidiary of your Company.

➤ **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, etc. It is a Wholly Owned Subsidiary of your Company.

➤ **Kalpataru Satpura Transco Pvt. Ltd. (KSTPL):**

KSTPL a Special Purpose Vehicle 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. It is a Wholly Owned Subsidiary of your Company.

➤ **Gestamp Kalpataru Solar Steel Structures Pvt. Ltd. (GKSSSPL):**

GKSSSPL, was joint venture company for manufacturing of steel structures for solar power panel wherein KPTL and GONVARRI MS CORPORATE, S.L., Spain (Gonvarri) held 50-50% share capital. KPTL purchased balance 50% stake from Gonvarri and now GKSSSPL 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. The Process for closing KPTL SA has been initiated 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 process for closing the KPTL Nigeria has been initiated since there is hardly any extra benefit of having local presence in Nigeria.

➤ **Jhajjar KT Transco Pvt. 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.

During the year under review, Gestamp Kalpataru Solar Steel Structures Pvt. Ltd. have become subsidiary company, Punarvasu Holding and Trading Company Pvt. Ltd. have become step-down subsidiary company (through SSLL) of your company.

During the year under review, no new company has become associate company and / or joint venture company of your company.

During the year under review, no company have ceased to be subsidiary company, associate company or joint venture of your company.

Accordingly, as on the date of this Report, your Company have 19 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 shareholder for its approval. Since the consolidated accounts are being approved by the Shareholders, the Company has not attached the individual annual report of each of the Subsidiary Company with this annual report. However, the 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 the Company and that of the respective subsidiary companies.

CONSOLIDATED FINANCIAL STATEMENTS

Your Directors have pleasure in attaching the Audited Consolidated Financial Statements pursuant to Companies Act, 2013 and Listing Agreement entered into with the Stock Exchanges and prepared in accordance with Accounting Standards prescribed by the Institute of Chartered Accountants of India. The Consolidated Financial Statements presented by the Company includes the financial results of its subsidiary companies, associate and joint venture companies.

DIRECTORS

The Board of Directors of the company, pursuant to recommendation of Nomination and Remuneration Committee, in their meeting held on March 28, 2015 has re-appointed and elevated Mr. Manish Mohnot as a Joint Managing Director of the company for a period of

five consecutive years w.e.f. April 1, 2015. Further, in the Board meeting held on May 30, 2015, Mr. Ranjit Singh, Managing Director of the Company has resigned from the Board of Directors of the Company w.e.f. May 31, 2015 and subsequently, Mr. Manish Mohnot was re-designated and elevated as a Managing Director of the Company w.e.f. June 1, 2015 upto March 31, 2020.

Ms. Anjali Seth was appointed as an Additional Director of the Company w.e.f. March 28, 2015. Pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company, Ms. Anjali Seth holds office upto the date of the ensuing Annual General Meeting. By appointing Ms. Anjali Seth as an Additional Director, the company also complies with the requirement of appointing atleast one Woman Director on the board of the company pursuant to Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

During the year under review, Mr. Sajjanraj Mehta, Mr. Vimal Bhandari, Mr. Narayan K. Seshadri, Mr. Mahendra G. Punatar and Mr. K. V. Mani were appointed as Independent Directors of your Company for a period of five (5) consecutive years w.e.f. 1st April, 2014. Formal Letter of appointment has been issued to each Independent Director in the manner provided in the Companies Act, 2013.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and under clause 49 of the Listing Agreement. Further, pursuant to Section 164(2) of 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, Mr. Manish Mohnot, Joint Managing Director being the longest in the office shall retire at the ensuing AGM and being eligible for re-appointment, offers himself for re-appointment.

A brief resume of directors being appointed / re-appointed with the nature of their expertise, their shareholding in the Company and other details as stipulated under clause 49 of the Listing Agreement is appended as an annexure to the explanatory statement attached to the Notice of the ensuing Annual General Meeting.

BOARD MEETINGS

The Board met seven (7) times during the financial year ended on March 31, 2015. The dates on which the Board Meetings were held are May 29, 2014, August 4, 2014, September 9, 2014, November 10, 2014, January 8, 2015, February 6, 2015 and March 28, 2015.

COMMITTEES

The 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 statutes.

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 the company which forms part of this Annual Report. 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. Ranjit Singh, Managing Director, Mr. Manish Mohnot, Joint Managing Director, Mr. Kamal Kishore Jain, Chief Financial officer and Mr. Rahul Shah, Company Secretary of the company are the Key Managerial Personnel (KMP) as per provisions of Companies Act, 2013 and were already in office before the commencement of Companies Act, 2013.

Mr. Ranjit Singh, Managing Director and KMP of your Company resigned from Board of Directors of the Company 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 good Corporate Governance is a continuous process and it is our continuous endeavour to achieve good governance, by way of conscious and conscientious efforts.

A separate section on Corporate Governance followed by your company, as stipulated under Clause 49 of the Listing Agreement 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, conforming compliance to the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, is annexed to Corporate Governance Report.

MANAGEMENT DISCUSSION AND ANALYSIS

As per Clause 49 of Listing Agreement, 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 the Company at www.kalpatarupower.com. The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year 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 detail in the 'Report on Corporate Governance' of the Company which is annexed to the Directors' Report.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your company had laid down set of standards, processes and structure which enables implementation of internal financial control across the organization and ensure that the same are adequate and operating effectively. The details about adequacy of internal financial control are stated in Management Discussion and Analysis which forms part of this Annual Report.

STATUTORY AUDITOR AND AUDITORS' REPORT

M/s Deloitte Haskins & Sells, (Firm Registration No. 117365W), Chartered Accountants, have been appointed as Statutory Auditors 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 shareholders annually. Accordingly, ratification of appointment of Statutory Auditors is being sought from the members of the company at the ensuing AGM. In this regard, your Company has received a certificate from the auditors to the effect that appointment if ratified, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013. Auditors comments on your company's accounts for year ended March 31, 2015 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 AUDITORS AND SECRETARIAL AUDIT REPORT

Pursuant to Section 204 of the Companies Act, 2013, your Company had appointed Mr. Urmil Ved, Practising Company Secretary, Gandhinagar, as its Secretarial Auditors to conduct the Secretarial Audit of the company for FY 2014-15. The Report of the Secretarial Auditor for the FY 2014-15 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 AUDITORS

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 Auditors of the Company for the FY 2014-15.

RISK MANAGEMENT FRAMEWORK

Your Company has implemented Risk Management framework, wherein all material risks faced by the 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. However, your Company is in process of revamping the Standard Operating Procedure in light of the amendment and / or re-enactment of various statutes. Also your Company has engaged a consultant to review the existing risk framework, the outcome of which is expected in near future and accordingly your Company will relook its existing risk management framework.

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 the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

PERFORMANCE EVALUATION

The Nomination and Remuneration Committee and the Board of Directors at their respective meeting held on March 28, 2015 approved the Performance Evaluation Policy of the Company which contains criteria for performance evaluation alongwith the process for the evaluation of the Directors including Chairman and Independent Directors, Committees of the Board and the Board as a whole.

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 are forming part of this report as [Annexure D1](#).

Your Company's policy on Directors' appointment including criteria for determining qualifications, positive attributes, independence of a director are forming part of this report as [Annexure D2](#).

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 E](#) and forms part of this Report.

EXTRACTS 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, 2015 forms part of this report as [Annexure F](#).

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 statement (Please refer to Note No. 12, 13, 15, 28 and 39 of the Standalone Financial Statements).

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered during the financial year were in ordinary course of the business of the company and 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 a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements,

entered by the Company with its Related parties which may have a potential conflict with the interest of the company.

All such Related Party Transactions are placed before the Audit Committee for approval.

The policy on materiality of Related Party Transactions is uploaded on the website of the 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. 42 of Standalone Financial Statements, forming part of the Annual Report.

STOCK OPTIONS

The 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 the 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

KPTL has laid down a Code of Conduct and Ethics (Code) applicable to all the employees of the Company. The Code provides for the matters related to governance, compliance, ethics and other matters.

SIGNIFICANT OR MATERIAL ORDERS AGAINST COMPANY

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and 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 31st March, 2015, 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) the Directors 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, 2015 and of the profit of the company for the year ended on that date;
- (c) the Directors 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) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors, 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) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

ACKNOWLEDGEMENT

Your Directors wish to place on record their gratitude and sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members and all other stakeholders during the year under review. Your Directors would like to express a profound sense of appreciation for the commitment shown by the employees in supporting the Company in its continued robust performance on all fronts.

On behalf of the Board of Directors

Mofatraj P. Munot

Chairman

Place: Mumbai

Date: 30th May, 2015

DIN: 00046905

Annexure A to Director's 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 recent Companies Act, 2013 have made it imperative to institutionalize the CSR activities. The objective of the 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 the Company. The 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.

The 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, support to hearing impaired children, setting-up a modern library for rural school children, digital education in municipal schools. While the focus of CSR initiatives were in the areas around Company operations, the Company has also undertaken projects where societal needs were existing. Any surplus arising out of the CSR projects or programs or activities shall not form part of business profit of company.

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 the 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. Ranjit Singh - Managing Director
- d) Mr. Manish Mohnot - Jt. Managing Director

3. Average Net Profit of the Company for last three financial years: ₹13,374.42 lacs calculated as per CSR Rules

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): ₹ 267.49 Lacs

5. Details of CSR Spent during the financial year.

- a. Total amount to be spent for the financial year: ₹ 267.49 Lacs
- b. Amount unspent, if any: ₹ 89.13 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	Gandhinagar, Gujarat	50.00	32.36	32.36	Kalpataru Welfare 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
2.	Project on education support for special children having hearing disability	Promoting Education	Thane, Maharashtra	11.00	11.00	11.00	Shree Bhairav Seva Samiti
3.	Education support by establishing modern library and study centre	Promoting Education	Tirunelveli, Tamil Nadu	54.50	50.00	50.00	A. Venkatesh Kumar (AVK) Memorial Trust
4.	Digital Education "Learning Delight" for Municipal Schools of Gujarat State.	Promoting Education	Ahmedabad and Gandhinagar, Gujarat	10.00	10.00	10.00	Rotary Club of Kankaria
5.	Helping the physically challenged under-privileged people	Promoting Health Care	Jaipur, Rajasthan	75.00	75.00	75.00	Bhagwan Mahaveer Viklang Sahayata Samiti
TOTAL				200.50	178.36	178.36	

* The amount indicated in this column above is the direct 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.

As a responsible corporate citizen, the Company has been undertaking social welfare and environment friendly initiatives since many decades. This year, the Company impacted lives of many people across the Nation through its various social initiatives. The Company has spent 67% of the prescribed CSR amount towards CSR activities. The rest of the budgeted CSR amount will be spent on the long term multiyear projects to be decided by the CSR Committee in the subsequent year. The Company is committed 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.

KPTL 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, Education, Women empowerment, Rural development and has committed to improving the quality of life in communities in many years.

In the FY 2014-15, in compliance with its CSR Policy and objectives thereof, the Company focused its activities on healthcare and education sector. 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. Ranjit Singh
Managing Director
DIN: 01651357

Mr. Sajjanraj Mehta
Chairman of CSR Committee
DIN: 00051497

Annexure B to Director's Report

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

[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 corporate practices by **Kalpataru Power Transmission Limited** (hereinafter called the company). 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 31st March, 2015 (Audit Period) generally 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 31st March, 2015 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;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014. (Not applicable to the Company during the Audit Period)
- (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; (Not applicable to the Company during the Audit Period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period).

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the audit period).
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges.

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

I further report that, having regard to the compliance system prevailing in the company and on examination of the relevant documents and records in pursuance thereof, on test-check basis,

Annexure-A

the Company has generally complied with the following laws as applicable specifically 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, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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 at least seven days in advance 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that, there are 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:

- (a) the Company has issued 2000 Unsecured Redeemable Non Convertible Debentures of ₹ 10,00,000/- each aggregating to ₹ 200 Crore in two tranches;
- (b) the Company has redeemed Secured Non Convertible Debentures aggregating to ₹ 61.67 Crore;
- (c) the Company has increased charge creation limits under Section 180(1)(a) of the Act up to ₹ 10,000 Crore;
- (d) the Company has increased Borrowing limits under Section 180(1)(c) of the Act up to ₹ 1,000 Crore.
- (e) New Articles of Association was adopted by the Company.

Urmil Ved
Practicing Company Secretary
ACS No. 9898, CP No. 2521

Date: 30th May, 2015
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.

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We 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. Our 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
ACS No. 9898, CP No. 2521

Date: 30th May, 2015
Place: Gandhinagar

Annexure C1 to Director's 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 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial year 2014-15 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 2014-15 (₹ in crore)	% change in Remuneration in the Financial Year 2014-15	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	1.25	12.61	27.90	
2.	Mr. Parag M. Munot Promoter Director	0.14	55.56	3.01	
3.	Mr. Sajjanraj Mehta Non-Executive Independent Director	0.30	130.77	6.70	
4.	Mr. Vimal Bhandari Non-Executive Independent Director	0.20	81.82	4.46	
5.	Mr. Narayan K Seshadri Non-Executive Independent Director	0.19	75.00	4.30	
6.	Mr. Mahendra G. Punatar Non-Executive Independent Director	0.14	29.55	3.17	
7.	Mr. K. V. Mani Non-Executive Independent Director	0.54	4.90	11.94	
8.	Ms. Anjali Seth Non-Executive Director	0.00	*	**	
9.	Mr. Ranjit Singh Managing Director	4.08	-0.97	91.07	
10.	Mr. Manish Mohnot Jt. Managing Director	3.86	14.54	86.16	
11.	Mr. Kamal Kishore Jain Director (Finance) & Chief Financial Officer	2.61***	53.53	58.26	Profit before Tax increased by 15.41% and Profit After Tax increased by 13.14% in FY 2014-15
12.	Mr. Rahul Shah Company Secretary & Compliance Officer	0.35	#	7.81	

* Details of Ms. Anjali Seth is not given as she was not a Director in the financial year 2013-14

** Details of Ms. Anjali Seth is not given as she was a Director for part of the financial year 2014-15 i.e. w.e.f. March 28, 2015

*** Remuneration includes onetime payment of long term retention incentive amounting to ₹ 0.67 Crores.

Details of Mr. Rahul Shah is not given as he was appointed as Company Secretary for the part of Financial Year 2013-14 i.e. w.e.f. 25th July, 2013.

- ii) The median remuneration of employees of the Company during the financial year was ₹ 4.48 lacs;
- iii) In the Financial year, there was an increase of 13.1% in the median remuneration of employees;
- iv) There were 2,237 permanent employees on the rolls of Company as on March 31, 2015;
- v) **Relationship between average increase in remuneration and company performance:-**
The Profit before Tax for the financial year ended March 31, 2015 increased by 15.4% whereas the increase in median remuneration was 13.1%. 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 increased by 15.71% from ₹ 9.42 crore in 2013-14 to ₹ 10.90 crore in 2014-15 whereas the Profit before Tax increased by 15.4% to ₹ 252.86 crore in 2014-15 (₹ 219.09 crore in 2013-14).
- vii) a) **Variations in the market capitalization of the Company :** The market capitalization as on March 31, 2015 was ₹ 33,76,89,98,429 (₹ 14,67,08,30,492 as on March 31, 2014).
- b) **Price Earnings ratio** of the Company was 20.60 as at March 31, 2015 and was 10.02 as at March 31, 2014.
- 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, 2015 was ₹ 219.45 and ₹ 220.05 respectively, representing a 3044% (BSE) increase over the IPO price, adjusted for stock splits and bonuses to 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. 2014-15 was 9.04% whereas the increase in the managerial remuneration for the same financial year was 15.71%
- 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

Annexure D1 to Director's Report

COMPANY'S POLICY ON REMUNERATION FOR THE DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

1. PURPOSE

At Kalpataru Power Transmission Limited (hereinafter referred to as "KPTL"), Management is committed to conducting its business in accordance with the applicable laws, rules and regulations and with the highest standards of business ethics and employee relations.

A transparent, fair and reasonable process for determining the appropriate remuneration at all levels of the Company is required to ensure that Shareholders remain informed and confident in the management of the Company. The Company also understands the importance of attracting and maintaining high quality individuals from directors right through to support staff.

This remuneration policy is being positioned on the basis of overall assessment of the size of the company, future prospect, organization structure and complexity of its activities. The purpose is to have a remuneration policy that is consistent with and promotes sound and effective risk management, and which is aligned with the Company's strategy, values and goals and the interests of stake holders and investors.

The Nomination and Remuneration Committee has developed this policy keeping in view the following aspects.

- (a) The level and composition of remuneration should be reasonable and sufficient to attract, retain and motivate directors and employees of the quality required to run the company successfully.
- (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- (c) Maintain appropriate balance between fixed and incentive pay in remuneration to directors, key managerial personnel and senior management reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

- (d) Align the growth of the Company and development of employees and accelerate the performance.
- (e) To motivate and retain the quality employees and attract other highly qualified executives to enter into KPTL's service, when require.
- (f) To give a rational and fair treatment to employees, and to recognize importance of every one with team spirit and enhancing the value of human wealth.
- (g) To create a transparent system of determining the appropriate level of remuneration throughout all levels of the Company.
- (h) Encourage people to perform to their highest level.
- (i) Allow the Company to compete in each relevant employment market.
- (j) Provide consistency in remuneration throughout the Company.
- (k) Align the performance of the business with the performance of key individuals and teams within the Company.

2. DEFINITIONS

- (a) **"Board"** means Board of Directors of the Company for the time in force.
- (b) **"Company"** or **"KPTL"** means "Kalpataru Power Transmission Limited", having CIN L40100GJ1981PLC004281, and registered office at 101, Part III, G.I.D.C. Estate, Sector – 28, Gandhinagar – 382 028, Gujarat, India
- (c) **"Committee"** or **"NRC"** means "Nomination and Remuneration Committee" of the Board of the Company, as may be reconstituted by the Board and as may be subsist from time to time.
- (d) **"Director"** means person appointed as Director on the Board of the Company pursuant to the applicable provision of the Companies Act, 2013 and includes independent Directors of the Company.

- (e) **“Division” or “Business Unit” or “Department”** means every division of the Company viz Transmission Line (Domestic), Transmission Line – International, Railway, Biomass, Infra, ‘Accounts, Finance, Taxation, Secretarial and Legal’, P&M, Information Technology (IT), HR & Admin, Quality Management & MR, Procurement, Development, Health and Safety (EHS), Contracts, Business Development, BOT Projects, and also includes Division as renamed and new Divisions setup from time to time.
- (f) **“Department Head” or “Functional Head” or “Business Unit Head” or “BU Head”** means Employee of the Company who are designated as such or in charge of one or more Department or Business Units and person who are designated as Head for the time being, by the Executive Director or CEO.
- (g) **“Executive Director”** means person appointed as Whole-time director, Executive Director, Managing Director, Deputy Managing Director and Joint Managing Director and holding office as such pursuant to the applicable provision of the Companies Act, 2013.
- (h) **“Employees”** Employees means and includes person who is confirmed for full time employment of the Company time to time.
- (i) **“Key Managerial Personnel” or “KMP”** means person as defined in the Companies Act, 2013 and as appointed and in employment of the Company as a Chief Executive Officer or Managing Director or Manager, Whole Time Director, Chief Financial Officer and Company Secretary.
- (j) **“Remuneration Policy” or “this Policy”** means this Policy for remuneration of Directors, KMP and employees of the Company as set out hereby, recommended by the Committee and approved by Board of KPTL, as amended from time to time.
- (k) **“Senior Management”** means personnel in employment of the Company who are members of core management team excluding Directors comprising all members of management one

level below the executive directors, including the KMP, Functional Head and Business Unit Heads.

- (l) Unless the context require otherwise, words importing the singular include the plural and vice versa and pronouns importing a gender include each of the masculine, feminine and neuter genders and shall be interpreted in the wide sense in spirit of this Policy.

3. EFFECTIVE DATE OF THE POLICY

The Nomination and Remuneration Committee has approved this Policy in its meeting held on 28th March, 2015 and the Board has approved this Policy in its meeting held on 28th March, 2015.

This Policy shall come in to effect from 28th March, 2015.

4. NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted the Nomination and Remuneration Committee of the Board presently comprising of 3 Non-Executive Directors out of which 2 are Independent Directors. Existing remuneration committee has been renamed and reconstituted pursuant to the provision of the Companies Act, 2013 and Listing Agreement. The NRC are playing statutory and consultative role in building appropriate remuneration structure in the Company keeping in view recognition and appreciation of experience, expertise, advise, efforts and contribution provided by the Directors, KMP, Senior Management and dedication of Employees. While strategize the remuneration structure, the Committee would also considers that composition of remuneration needs to be reasonable and sufficient to attract, retain and motivate Directors and senior management of the quality required to run the Company successfully.

In its consultative role and guiding force, the Committee will provide its recommendations to the Board in respect to matter and tasks as may be assigned by the Board time to time. The Committee may recommend to the Board as how to effectively structure and facilitate a remuneration strategy, which will meet the needs of the Company and advice changes if any required to this Policy.

5. MONITORING AND IMPLEMENTATION OF THIS POLICY

The Committee implements and monitors this Policy. The Committee may take assistance of HR Head, HR team and Senior Management as may be necessary in respect to implement and review of this Policy. The Committee may seek attendance of Department Heads and obtain relevant data, details and analysis as the Committee may think necessary. The Committee may also consult the experts' advice wherever they deem necessary in discharge of their duty.

6. REMUNERATION OF NON-EXECUTIVE DIRECTORS

The Company follow the following structure in respect to remuneration of Non-Executive Directors (NEDs) are paid remuneration by way of Commission and Sitting Fees within the overall statutory limits prescribed in the Companies Act 2013 and rules prescribed in that regard.

The distribution of Commission amongst the NEDs is placed before the Board. The Commission is distributed on the basis of their attendance and contribution at the Board and certain Committee Meetings, as well as time spent on operational matters other than at the meetings.

6.1 Sitting fees

The Non-Executive Directors are paid Sitting Fees. The Company pays sitting fees of ₹ 50,000/- per meeting to the NEDs for attending the meetings of the Board and ₹ 25,000/- for attending meeting of the Audit Committee and same amount for meeting of Nomination & Remuneration Committee.

6.2 Reimbursement of expenses

The Company also bear / reimburse travelling and other expenses to outstation Directors for attending meetings and expenses in relation to attending matters or business of the Company.

6.3 Remuneration

The Company may upon passing of resolution by the Board of Directors of the Company consider payment of remuneration to Non-

Executive Directors by way of commission as a percentage of profits on an annual basis, pursuant to the applicable provision(s) of the Companies Act, 2013 and rules made thereto, Listing Agreement and approval of shareholders of the Company. The Commission would be at a rate not exceeding 1% or 3% per annum of the profits of the Company, as may be applicable to the Company, as per the provision of the Companies Act, 2013 and as approved by shareholders from time to time.

The distribution of Commission amongst the NEDs will be placed before the Board. The Commission will be distributed on the basis of their attendance and contribution at the Board and certain Committee Meetings as well as time spent on operational matters of the Company.

On recommendation of the Committee, the Board may consider appropriate additional remuneration to such Non-executive Director who has devoted considerable time and efforts in relation to business and matters of the Company. Said remuneration would be within overall limit of commission or remuneration to Non-executive directors and to the extent permitted under the law. If there will be any proposal from the Board, the Committee may recommend different remuneration / fees for different class of Directors, keeping in view the requirement of the Company and statutory provisions.

6.4 In case of no profit or inadequate profit

As per the provision of the Companies Act and rules related thereto

6.5 Review of remuneration of Non-Executive Directors

The Committee shall evaluate the remunerations of Non-executive Directors at such interval as it thinks appropriate or as may be requested by the Board time to time. While recommending to the Board for restructure or increase in remuneration of Non-Executive Directors, the Committee shall keep in view the following factors in seriatim weightage.

- a) Financial performance and net-worth of the Company as per audited financial statement for last 3 financial years.
- b) Value of order book position and operational performance track in last two years.
- c) Performance of the Board as whole considering the evaluation of the Board done by Independent Directors.
- d) Diversity and composition of Board considering experience, expertise, technical knowledge and skills relating to business and future plan of the Company, position held in other organizations and directorship in other companies.
- e) Remuneration of non-executive directors of other companies / peers of similar size in terms of turnover, profit and net worth. Peer comparison shall be effective and rational assessment and not just numbers.

7. REMUNERATION OF EXECUTIVE DIRECTORS

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) and commission and/or performance incentives (variable component) to Executive Directors of the Company. The remuneration to executive directors is as approved by shareholders of the Company. The Board proposes to shareholders the remuneration including appropriate mix of fixed and variable components and other terms for appointment of the Executive Directors, considering qualifications, experience, technical skills, requirement of the Company and prevailing market conditions. While determining the remuneration proposal, the Board also considers the recommendation of the Nomination and Remuneration Committee.

7.1 Fixed Component

The Executive Directors are paid remuneration by way of monthly salary / fixed component, as per preapproved terms.

7.2 Variable Component

The Executive Directors are also paid remuneration by way of commission as percentage of commission of profit of the Company as per audited financial statement, within range as approved by the shareholders. Commission is calculated with reference to net profits of the Company in a particular financial year and is determined by the Board of Directors at the end of the financial year based on the recommendations of the Remuneration Committee, subject to overall ceilings and applicable statutory provision stipulated in Section 197 of the Companies Act, 2013 and other applicable provisions as may be applicable time to time.

Amount payable to Executive Director is determined based on appointment terms, performance criteria as the Board may consider appropriate keeping in view the performance of the Company for relevant financial year in terms of the turnover and net profits, cash profit, performance and contribution by particular Executive Director, achievements, critical projects performance, remuneration paid in previous year, industry standard, and other factors as the Board may think appropriate. The Board also considers the recommendation from Nomination and Remuneration Committee.

7.3 Facilities

The Company shall provide such facilities as may be necessary in relation to perform his office duties and to attend operation and business of the Company.

Remuneration paid to the Directors is mentioned in the Annual Report of the Company.

7.4 Remuneration in case of no profit or inadequate profit

In case, there will be no profit or inadequate profit in any financial year, remuneration to Executive Directors will be as per the appointment terms and determined by the Board, subject to applicable provision of the Companies Act, 2013 / applicable law.

8. STOCK OPTIONS TO EMPLOYEES / DIRECTORS

As and when desirable or requested by the Board, the Committee will perform function in respect to devising / monitoring Employees Stock Schemes and give its recommendation about allotment of sweat equity shares, grant, vest and exercise of stock options and/or similar rewards to the eligible Directors and Employees, as may be permitted under the applicable Law or approved Schemes.

9. PECUNIARY RELATIONSHIPS OR TRANSACTIONS

The Independent Directors of the Company do not have any material pecuniary relationships or transactions with the Company or its Holding Company, subsidiary Companies, Associate Companies except receiving Directors' Remuneration in a manner prescribed in Section 197 of the Companies Act, 2013.

10. REMUNERATION OF SENIOR MANAGEMENT

10.1 Review of Remuneration of Senior Management

The Committee will review the remuneration of the Senior Management annually at the time of performance appraisal. Considering the outcome of performance appraisal done by HR and management, as per prevailing process and practice of the Company, the Committee may recommend about increase, restructure and/or other suggestion in respect to remuneration of all or few members of senior management as it thinks appropriate considering the following aspects.

- a) Performance of the Company for relevant financial year in terms of turnover, net profit, cash profit vis-à-vis performance of relevant Division / Business Unit of the Company.
- b) Individual credit rating as per HR performance appraisal, achievements

during last two years, major role played in successful bidding of moderate projects, contribution in getting landmark projects, challenging initiatives, key role played in winning of prestigious award to the Company.

- c) Critical responsibility handled and successful completion of task assigned by the Board / management of the Company.
- d) Qualification, experience, skills and tenure of services in the Company.
- e) Contemporary sector specific positions, risk profile of the Company and strategic retain of competent professionals.
- f) Overall industry standard, future prospect of the Division and the Company and present market scenario of similarly based professionals.

10.2 Recommendation of the Committee

While reviewing and recommending the remuneration of Senior Management of the Company, the Committee shall ensure the following factors.

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Senior Management members of the quality required to run the company successfully.
- b) Relationship of remuneration to performance meets appropriate performance benchmarks.
- c) There should be appropriate balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

10.3 Variable Pay and Incremental in Remuneration of Senior Management

While recommending about Variable Pay and Increment in Remuneration of the Senior Management, the Committee, inter alia, considers the following focal criteria with appropriate weightage.

- a) Performance of the Company during relevant financial year in terms of turnover and cash profit.
- b) Performance achieved by the Division where the performance is quantifiable and part of profit center. In other cases, overall performance of the Department and quality of information flow.
- c) Individual KRA rating and opinion of the CEO / Executive Director.
- d) Technical skill or nuance in knowledge and practical competency in areas of works or functions where he is employed in the Company.
- e) Prospects of the Division and business plan of the Company in medium to long run objectives.

- b) **Variable Components** linked to performance of Individual Employee vis-à-vis performance of the Company. Variable pay be determined after end of the financial year following the performance management system of the Company and KRA achievement of individual Employee.

Variable Pay component in the CTC mainly as per the grade in following manner.

Entitlement / Grade	Variable Pay - % of CTC
Top Management	
Senior Management	
Mid Management	
Junior Management	
Frontline Management	
Staff	

Variable pay is calculated, inter alia, on the basis of individual performance on individual KRA; subject to minimum achievement of 70 % on KRA.

KRAs Achievement	Variable Pay %
<70%	Nil
70% - 200%	Equal to % achievement
> 200%	in proportion to achievement subject to maximum 225%

11. REMUNERATION OF EMPLOYEES

The Company believes that composition of remuneration of the Employees should be reasonable and sufficient to attract, retain and motivate Employees. The Company follows salary structure comprising fixed and variable components. The following remuneration structure is being followed in the Company.

- a) **Fixed Components includes** (i) fixed pay which is up to 70% of the gross salary and (ii) flexi pay for rest of the salary part which depends on the Employee preference how to distribute the same in prescribed components of flexible pay.

The intention of the Company for the Variable Pay is to recognize the efforts taken by the Employee to achieve his/her KRAs. Generally it will not be impacted by performance/non-performance of any other factor.

12. PERFORMANCE MANAGEMENT SYSTEM (PMS)

12.1 Objectives of the PMS

The Company follows the set Performance Management System to achieve following objectives.

- a) Alignment of individual goals with organizational objectives and annual employee rewards with organizational performance.

- b) Promote performance centric work culture through performance review on regular intervals, regular feedback, coaching, training and other managerial interventions.
- c) Get the inputs for other HR systems i.e. rewards, annual increments, promotion, career planning, succession management, learning and development.

12.2 Role of the Committee in the PMS and Increment

The PMS is being carried out by the Department Heads and HR Team as per set system and practice of the Company. The Nomination and Remuneration Committee may discuss with CEO, HR Head, and Senior Management of the Company about process being followed in respect to PMS and gives its suggestions keeping in view the objectives of the PMS.

In respect to the increment in remuneration of the Employees, the Committee shall consider the following major aspects in giving its recommendation. The Committee would recommend overall amounts or range of percentage of increment of all the Business Units.

- a) Turnover, profit earned, orders received during the year and value of balance order book of particular Business Unit - as a % of the respective parameter of the Company as whole and target achievement, project completion status, critical situation of the projects of the Unit, if any.
- b) Performance of the Business Unit and the Company during relevant financial year and % growth as compared to previous year.

- c) Discussion with the respective Business Head / Department Head about current employment market, major development in industry, known expansion plan of peers / competitors, major risk anticipate about critical projects, likelihood of delay in completion of projects, contractual term and possible damage or litigations in case of delay.

12.3 Criteria for Payment of increment and variable pay

Following shall be the major criteria in relation to Variable Pay and increment.

	Annual Increment	Variable pay
1.	Increment is linked to the performance score at corporate, Business Unit (BU) and Project respectively.	Variable pay will be paid on the basis of employee's performance on KRAs
2.	Increment % of A Rating employees will be equal to Performance score at Corporate, BU and Project level, subject to maximum of 15% and minimum of 5%	Minimum eligibility criteria for payment of Variable pay is 70% achievement on KRAs
3.	B and C rating employees will get 2.5% and 5% less than A rating respectively	

12.4 Appraisal and Review Authority Matrix

The Company shall follow the following authority matrix in respect PMS. However the Matrix may vary in appropriate cases and if the circumstances so warrant.

Appraisee	Appraiser	Next Superior Review	Review by internal committee
Site Staff – Execution			
Site Staff – Support Functions			
Site In-charges / Project Managers (PMs)			
BU Functional Staff			
BU Functional Heads			
Corporate Functional Staff			
BU Heads , Corporate Functional Heads			

13. EMPLOYEES' GROWTH AND WELL-BEING

Every year, the Company sponsors a batch of employees for post graduate diploma in management course conducted by reputed university or college to enhance managerial skills for middle and senior level employees.

Management firmly believes that employees are corner stone of the organization and investing in them thoughtfully and strategically reaps rewards that pay-off in the long run. Through regular training and skill enhancement program, Company strives to bring congruence between personal career goals of the employees and overall objective of the organization. The Company has put in comprehensive system in place for identifying and addressing various training needs at all the levels of the organization. Management believes this help in creating challenges and empowering work environment that rewards

dedication and work ethics to employees. The Company also provides training on behavioral aspects, such as personality development, communication skills etc. to help improving their efficiency. These training programs include technical trade, managerial skills, functional skills, behavioral skills, etc.

The Company regularly conducts programs for employees and their families like, annual picnic, medical checkups at regular interval, distribution of long service awards etc.

14. CLARIFICATION AND REVIEW OF THE POLICY

The Committee may, in consultation with the Board, if necessary, review or give necessary clarification and procedural alteration for effective and smooth implementation of the Policy.

The Committee may or Person nominated by him, shall review the Policy as and when it deems necessary.

This Policy may be read with the Employee Handbook of the Company, to the extent relevant or necessary for implementation purpose. However the Handbook shall not be part of this Policy and always remain with the Company as confidential document.

15. AMENDMENTS IN THE POLICY

This Policy may be amended or substituted by the Committee as circumstances warrant. Modification / amendment / clarification shall be issued only by the KMP in consultation with the Committee.

Annexure D2 to Director's Report

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

1. CRITERIA / QUALIFICATION FOR APPOINTMENT AS DIRECTOR

A formal and transparent selection and nomination process is critical to gain the confidence and trust of all stakeholders, improve the understanding and efficiency of the processes in practice, and essential to improving Board effectiveness. The suggestive list of criteria for appointment of a person as Director on Board of the company are as follows:

- Should possess formal qualification, relevant experience and track record, integrity etc.
- Should have knowledge on skills, processes, etc.
- Should not be disqualified as per Section 164 of the Companies Act, 2013.
- Should have professional and / or specialist skills in areas of business of the company, having reputation as opinion maker.
- Should possess positive attributes such as Leadership, Industrialist or Business Advisory or such other attributes which are in the best interest of the Company;
- Existing Directorships held in other Companies
- Existing Committee membership / chairmanship in other Companies
- In case of appointment is to be made for Managing Director or Whole time Director or Manager, the appointee must satisfy all conditions stipulated in Part I of Schedule V of Companies Act, 2013.

2. CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR:

The suggestive lists of criteria for appointment of a person as an Independent Director on the Board of the company are as follows:

- Should have knowledge on skills, processes etc.
- Should possess relevant experience and Qualification to discharge functions of Independent directors.
- Should satisfy the criteria of Independence as provided in Section 149 of the Companies Act, 2013 and Clause 49 of Listing Agreement.

- Should possess relevant skills / expertise so that he can be appointed as Chairman / member of various Board Committees.
- Should devote sufficient time and attention to his professional obligations for informed and balanced decision making.
- Should discharge roles and functions and duties as stipulated in Code for Independent Directors as per Schedule IV of the Companies Act, 2013.
- The person to be appointed as an Independent Director of the Company shall not only possess the relevant formal qualifications and experience but shall also possess attributes like integrity and proven track record and shall demonstrate commitment to the organization. For assessing integrity, suitability features like criminal records, civil actions initiated to pursue personal debts, refusal of admission to or expulsion from professional bodies, sanctions applied by regulators or similar bodies, previous questionable business practices etc. shall be considered.

3. CRITERIA FOR APPOINTMENT IN SENIOR MANAGEMENT OF THE COMPANY:

The term Senior Management shall have the same meaning as provided under the explanation to Section 178 of the Companies Act, 2013.

The suggestive lists of criteria to be considered for appointment in senior management of the company are as follows:

- The candidate should have appropriate experience in any of the areas viz. banking, infrastructure, financial management, legal, sales, marketing, administration, research, corporate governance, technical operations, or such other areas or disciplines which in the opinion of the management are relevant for the Company's business
- The candidate should possess the positive attributes such as leadership skills, decision making skills, integrity, effective communication, hard work, commitment and such other attributes which in the opinion of the management the candidate must possess and are in the interest of the Company.

- The candidate must have good insight into the culture of the organization.
- The candidate must possess strategic thinking, creativity and Innovation, Technical credibility, ability to lead people, must be able to Inspire and foster team work.

4. Role of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company ('the Committee') shall review and assess Board composition on behalf of the Board and shall recommend to the Board, the appointment of new directors based on their qualifications, positive attributes and independence.

In reviewing the Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively. The Committee shall also oversee the conduct of the annual review of Board effectiveness.

The Committee will discuss and agree annually all measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption. At any given time the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

5. AMENDMENTS IN THE POLICY

This Policy may be reviewed, amended or substituted by the Board as it think fit.

Annexure E to Director's 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:

- LED (Light emitting Diode) fitting at factory area to reduce energy consumption.
- Manage the contract demand as per seasonal requirement of office area to save the electricity cost.
- Institutionalization of process of identifying and understanding increase and decrease in energy use by monitoring energy consumption trends to determine future energy use when planning future changes in the business and diagnose specific areas of wasted energy resulting in significant reductions in energy consumption, cost of production of goods, increased facility reliability as well as improved equipment performance.

(ii) the steps taken by the company for utilising alternate sources of energy: None

(iii) the capital investment on energy conservation equipments: ₹ 0.34 Crores

(B) Technology absorption-

(i) the efforts made towards technology absorption:

- During financial year 2014 – 15, your company have introduced new technology in the transmission business, as under:
 - Touch screen based SCADA system at R & D Unit for testing and validation of transmission tower is installed.
 - Laser Distance Meter is introduced at construction site to measure the distance between stubs.
 - Cube testing machine are introduced at four projects, for testing the strength of concrete. This will be introduced in more projects next year.

- Installation of pre assembled jumpers of calculated length using newly developed in-house software, carried out successfully for one project.

• Research and Development:

Since Inception of the company and in pursuit of R & D endeavors, the company is regularly incurring expenditure on R & D on the following activities:

- Design, Development & Validation of New Products;
- Continuous improvement of existing products for enhanced durability and performance;
- Testing and adaptation of Alternate Materials for Transmission Towers ;
- New processes & production process improvement of existing processes;
- Product Engineering for enhanced product quality and reliability;
- Improving New Product Development (NPD) lead time;
- Environment compliance;

(ii) the benefits derived:

- Installation of touch screen based SCADA system at R & D Unit has improved the efficiency by increased speed and accuracy of application of loads on test tower.
- Possible inaccuracy due to sag of steel tape is eliminated by use of laser distance meter.
- The transmission projects are at remote distance and likely delay and increased cost for testing the concrete in laboratory at hundreds of kilometer away is eliminated due to introduction of cube testing machine.

- Installation of pre assembled jumpers requires less manpower, increases the accuracy and reduces conductor wastage.
- **Benefits derived as a result of R & D:** It has resulted in the improvement of quality of the products and reduced operation cost. Up gradation of products to the new requirements has been possible because of R & D done in the company since inception on a continuous basis & Customers' satisfaction and new business opportunities because of cost, quality and latest technology.
- **Future Plan of Action:** R&D is a continuous activity instead of one time activity. Therefore the 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.

During the year company received Recognition from Government of India, Ministry of Science and Technology - Department of Scientific & Industrial Research, for its in-House R&D units located at Gandhi Nagar (Tower Drawing & Design centre) and Talod, Sabarkatha (Tower Development & Validation Centre).

(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 Crore)
	2014-15
Capital Expenditure	1.44
Revenue Expenditure	7.61
Total	9.05
Total R&D expenditure as a percentage of total turnover	0.20%

(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 Crore)
Foreign Exchange Earnings	₹ 1,659.87
Foreign Exchange Outgo	₹ 1,003.44

Annexure F to Director's Report

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2015.

[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	23 rd April, 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, G.I.D.C. Estate, Sector -28, Gandhinagar-382028, Gujarat, India. Phone : 079 2321 4000 Fax : 079 2321 1966 / 68 / 71 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, 3 rd 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
i.	Manufacture of metal frameworks or skeletons for construction and parts thereof (towers, masts, trusses, bridges etc.)	25112	91%

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 Power Transmission (Mauritius) Ltd. C/o. International Financial Services Limited, IFS Court, Twenty Eight, Cybercity, Ebene, Mauritius	N.A.	Subsidiary	100	2(87)(ii)
8.	Kalpataru Power Transmission USA INC 7500 Rialto Blvd, Suite 250 Austin, Texas 78735	N.A.	Subsidiary	100	2(87)(ii)
9.	Kalpataru SA (Proprietary) Ltd. 62-5 th Avenue, Linden, Johannesburg 2195.	N.A.	Subsidiary	100	2(87)(ii)
10.	Kalpataru Power Transmission Nigeria Ltd. 13B, Ikorodu Road, Maryland, Lagos	N.A.	Subsidiary	100	2(87)(ii)
11.	LLC Kalpataru Power Transmission Ukraine 8-A, Feodora Pushyna Str. Office 502, Kiev 03115, Ukraine	N.A.	Subsidiary	100	2(87)(ii)
12.	Gestamp Kalpataru Solar Steel Structures Pvt. Ltd. Plot No. 101, Part-III, GIDC Estate, Sector-28, Gandhinagar-382028	U28113GJ2011PTC064272	Subsidiary	100 **	2(87)(ii)

Sr. No.	Name of Company & Address.	CIN / GLN	Holding / Subsidiary / Associate	% Shares held*	Applicable Section
13.	JMC Mining And Quarries Ltd.. A-104, Shapath – 4, Opp. Karnavati Club, S. G. Road, Ahmedabad – 380051	U45201GJ1996PLC028732	Subsidiary	100	2(87)(ii)
14.	Brij Bhoomi Expressway Pvt. Ltd. 6 th Floor, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (East) Mumbai -400055	U74900MH2010PTC261958	Subsidiary	100	2(87)(ii)
15.	Wainganga Expressway Pvt. Ltd. A-104, Shapath – 4, Opp. Karnavati Club, S. G. Road, Ahmedabad – 380051	U45203GJ2011PTC065705	Subsidiary	100	2(87)(ii)
16.	Vindhyachal Expressway Pvt. Ltd. A-104, Shapath – 4, Opp. Karnavati Club, S. G. Road, Ahmedabad – 380051	U45203GJ2012PTC068638	Subsidiary	100	2(87)(ii)
17.	Saicharan Properties Ltd. 101, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (East), Mumbai -400055	U45201MH2006PLC166598	Subsidiary	100	2(87)(ii)
18.	Punarvasu Holding and Trading Company Pvt. Ltd. Unit No. F-1, 1 st Floor, Shanti Nagar Co-Operative, Industrial Estate Limited, Vakola, Santacruz (East), Mumbai -400055	U67120MH1993PTC073611	Subsidiary	100	2(87)(ii)
19.	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)
20.	Jhajjar KT Transco Pvt. Ltd. Plot No. 101, Part-III, GIDC Estate, Sector-28, Gandhinagar-382028	U45204GJ2010PTC060815	Associate	49.72	2(6)
21.	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

** 15,005,000 Equity Shares purchased during the year transferred in the name of the company on May 30, 2015

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, 2014 i.e. on the basis of SHP of March 31, 2014)				No. of Shares held at the end of the year (as on March 31, 2015 i.e. on the basis of SHP of March 31, 2015)				% 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	1,95,10,710	-	1,95,10,710	12.71	2,48,87,862	-	2,48,87,862	16.21	3.50
b)	Banks / FI	5,11,117	2,000	5,13,117	0.33	54,070	2,000	56,070	0.04	-0.29
c)	Central Govt.	-	-	-	-	-	-	-	-	-
d)	State Govt.(s)	-	-	-	-	-	-	-	-	-
e)	Venture Capital Funds	71,95,000	-	71,95,000	4.69	24,49,772	-	24,49,772	1.60	-3.09
f)	Insurance Companies	84,33,169	-	84,33,169	5.50	58,82,327	-	58,82,327	3.83	-1.67
g)	FIs	1,45,57,932	-	1,45,57,932	9.49	1,48,66,150	-	1,48,66,150	9.69	0.20
h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)	Others (specify)	-	-	-	-	-	-	-	-	-
i-1)	Foreign Financial Institution	-	1,000	1,000	0.00	-	1,000	1,000	0.00	-
i-2)	Trust	25,051	-	25,051	0.02	1,46,015	-	1,46,015	0.10	0.08
Sub-total (B) (1):-		5,02,32,979	3,000	5,02,35,979	32.74	4,82,86,196	3,000	4,82,89,196	31.47	-1.27
2.	Non Institutions									
a)	Bodies Corporate									
i)	Indian	17,45,740	9,500	17,55,240	1.14	44,17,527	9,500	44,27,027	2.88	1.74
ii)	Overseas	-	-	-	-	-	-	-	-	-
b)	Individuals									
i)	Individual shareholders holding nominal share capital upto ₹ 1 lakh	76,53,816	6,18,635	82,72,451	5.39	67,16,008	6,04,935	73,20,943	4.77	-0.62

Category of Shareholder		No. of Shares held at the beginning of the year (as on April 1, 2014 i.e. on the basis of SHP of March 31, 2014)				No. of Shares held at the end of the year (as on March 31, 2015 i.e. on the basis of SHP of March 31, 2015)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii)	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	3,84,373	96,000	4,80,373	0.32	7,02,658	96,000	7,98,658	0.52	0.20
c)	Others (specify)	-	-	-	-	-	-	-	-	-
c-1)	Non Resident Indians (Repat)	5,49,131	6,000	5,55,131	0.36	5,40,544	6,000	5,46,544	0.36	-
c-2)	Non Resident Indians (Non Repat)	4,90,769	-	4,90,769	0.32	4,88,673	-	4,88,673	0.32	-
c-3)	Clearing Members	4,35,964	-	4,35,964	0.28	3,54,866	-	3,54,866	0.23	-0.05
Sub-total (B)(2):-		1,12,59,793	7,30,135	1,19,89,928	7.81	1,32,20,276	7,16,435	1,39,36,711	9.08	1.27
Total Public Shareholding (B)=(B)(1)+(B)(2)		6,14,92,772	7,33,135	6,22,25,907	40.55	6,15,06,472	7,19,435	6,22,25,907	40.55	-
C. Shares held by Custodian for GDRs & ADRs (C)		-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)		15,27,27,435	7,33,135	15,34,60,570	100.00	15,27,41,135	7,19,435	15,34,60,570	100.00	-

ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2014 i.e. on the basis of SHP of March 31, 2014)			Share holding at the end of the year (as on March 31, 2015 i.e. on the basis of SHP of March 31, 2015)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares*	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares*	
1	Kalpataru Constructions Private Ltd.	2,33,50,000	15.22%	8.15%	2,33,50,000	15.22%	5.94%	-
2	K C Holdings Private Ltd.	2,11,42,600	13.78%	13.76%	2,11,42,600	13.78%	7.05%	-
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%	-	1,34,63,615	8.77%	0.52%	-
6	Ms. Tara Kanga	15,54,130	1.01%	-	15,54,130	1.01%	-	-
7	Kalpataru Vinayog Pvt Ltd	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%	21.91%	9,12,34,663	59.45%	13.51%	-

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

Disclosed consolidated position covering holding of Mr. Parag M Munot with Mrs. Monica Parag Munot holding 581,100 shares.

iii) Change in Promoters' Shareholding

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01-04-2014)		Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	<p style="text-align: center;">There is no change in Promoters' Shareholding between 01-04-2014 to 31-03-2015</p>			
	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 of Shareholder	Shareholding at the beginning of the year 01-04-2014		Change in Shareholding (No. of Shares)		Cumulative Shareholding at the end of the year 31-03-2015	
		No. of Shares	% of total shares of the Company	Increase	Decrease	No. of Shares	% of total shares of the Company
1	ICICI Prudential Life Insurance Company Ltd	79,46,979	5.18	0	20,84,652	58,62,327	3.82
2	HSBC Global Investment Funds A/C HSBC Gif Mauritius Limited	54,99,332	3.58	0	45,238	54,54,094	3.55
3	ICICI Prudential Infrastructure Company Ltd.	93,34,994	5.02	0	42,82,969	50,52,025	3.29
4	HDFC Trustee Company Limited-HDFC Equity Fund	0	0.00	44,80,000	0	44,80,000	2.92
5	DSP Blackrock Micro Cap Fund	15,30,866	1.00	19,75,936	0	35,06,802	2.29
6	Reliance Capital Trustee Co. Ltd-A/C Reliance small Cap Fund	0	0.00	31,36,000	0	31,36,000	2.04
7	IDBI Trusteeship Services Limited(India Advantage Fund-V)	71,95,000	4.69	0	47,45,228	24,49,772	1.60
8	UTI- Infrastructure Fund	17,15,804	1.12	7,17,900	0	24,33,704	1.59
9	Birla Sun Life Trustee Company Private Limited A/C Birla Sun Life Midcap Fund	31,66,054	1.97	0	8,29,628	23,36,426	1.42
10	L and T Mutual Fund Trustee Ltd-L and T India Special Situations Fund	9,37,456	0.59	8,86,162	0	18,23,618	1.19

Note:

- Top ten shareholders of the Company as on March 31, 2015 has been considered for the above disclosure.
- The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated. Shareholding is consolidated based on Permanent Account Number (PAN) of the shareholder.

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Shareholder	Date	Reason	Shareholding at the beginning of the year 01-04-2014		Cumulative Shareholding during the year 31-03-2015	
				No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
DIRECTORS							
1	Mr. Mofatraj P. Munot	01-04-2014	At the beginning of the year	1,37,36,822	8.95	1,37,36,822	8.95
		31-03-2015	At the end of the year			1,37,36,822	8.95
2	Mr. Parag M. Munot	01-04-2014	At the beginning of the year	1,34,63,615	8.77	1,34,63,615	8.77
		31-03-2015	At the end of the year			1,34,63,615	8.77
3	Mr. Sajjanraj Mehta	01-04-2014	At the beginning of the year	10,000	0.01	10,000	0.01
		31-03-2015	At the end of the year			10,000	0.01
4	Mr. Mahendra G. Punatar	01-04-2014	At the beginning of the year	7,000	0.00	7,000	0.00
		31-03-2015	At the end of the year			7,000	0.00
KMPs							
1	Mr. Kamal Kishore Jain	01-04-2014	At the beginning of the year	500	0.00	500	0.00
		31-03-2015	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
Indebtedness at the beginning of the financial year				
i) Principal Amount	78,009	491	0	78,500
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not Due	473	0	0	473
Total (i+ii+iii)	78,482	491	0	78,974
Change in Indebtedness during the financial year				
Addition	29,302	0	0	29,302
Reduction	-10,666	0	0	-10,666
Net Change	18,637	0	0	18,637
Indebtedness at the end of the financial year				
i) Principal Amount	77,138	20,000	0	97,138
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	548	0	0	548
Total (i+ii+iii)	77,685	20,000	0	97,685

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, Executive Director	Total Amt.
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	3.00	1.50	4.50
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	0.13	0.01	0.14
	(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	0.95	2.35	3.30
	TOTAL (A)	4.08	3.86	7.94
	CEILING AS PER THE ACT (being 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)	12.67	12.67	

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 (in ₹)	0.05	0.05	0.04	0.04	0.04	0.22
2	- Commission	0.25	0.15	0.15	0.10	0.50	1.15
3	- Others, please specify	-	-	-	-	-	-
	TOTAL (B1)	0.30	0.20	0.19	0.14	0.54	1.37

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	
1	- Fee for attending Board / Committee meetings (in ₹)	0.05	0.04	0.00	0.09
2	- Commission	1.20	0.10	0.00	1.30
3	- Others, please specify				
	TOTAL (B2)	1.25	0.14	0.00	1.39
	TOTAL B = B(1) + B(2)				2.76
	TOTAL MANAGERIAL REMUNERATION				10.61
	OVERALL CEILING AS PER ACT (being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)				2.53

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	2.60	0.35	2.95
	(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	2.61	0.35	2.96

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					

Report on Corporate Governance

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Transparency, integrity, professionalism and accountability forms the basis of the Company's philosophy for the Corporate Governance. Corporate Governance helps to enhance stakeholders' value by focusing on long-term value creation without compromising on integrity, social obligations and regulatory compliances.

The Company believes that good Corporate Governance is a continuous process and it is our continuous endeavor to achieve good governance, by way of a conscious and conscientious effort whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with our stakeholders, consumers, employees and the community at large.

The Board of Directors represents the interest of the Company's stakeholders, for optimizing long-term value by way of providing necessary guidance and strategic vision to the Company. The Board also ensures that the Company's management and employees operate with the highest degree of ethical standards.

I. Board of Directors

A. Composition of the Board

As on March 31, 2015, the Board of directors consisted of 10 Directors, out of which 8 are Non-Executive Directors including the Chairman and 2 are Executive Directors including the Managing Director and the Executive Director. Out of 8 Non-Executive directors, 5 were Independent Directors and 1 was Woman Director. No directors are related to each other except Mr. Mofatraj P. Munot and Mr. Parag M. Munot, who are related to each other as Father and Son. The Board structure is in compliance with Clause 49 of the Listing Agreement. Mr. Manish Mohnot, Executive Director has been reappointed and elevated as a Joint Managing Director for a period of 5 years w.e.f. April 1, 2015. Further, at the Board meeting held on May 30, 2015, Mr. Manish Mohnot was re-designated and elevated as Managing Director of the Company for a period of 4 years and 10 months w.e.f. June 1, 2015 due to resignation of Mr. Ranjit Singh as a Managing Director of the Company w.e.f. 31st May, 2015.

B. Meetings of Board of Directors

7 Board Meetings were held during the year ended on March 31, 2015 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 29, 2014, August 4, 2014, September 9, 2014, November 10, 2014, January 8, 2015, February 6, 2015 and March 28, 2015.

All Information as required under Clause 49 of the Listing Agreement was placed before the Board of Directors at the Board meetings. The notice calling Board Meeting is sent atleast 7 days in advance.

C. Directors' attendance and Directorship held

The names 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 Chairmanships held by them in other companies as on 31st March, 2015 are given below:

Name of the Directors	Category	Attendance at		Other Director-ship#	No. of	
		Board Meetings	Last AGM		Other Committee Chairmanship**	Other Committee Membership**
Mr. Mofatraj P. Munot	Non – Executive (Promoter) Chairman	7	Yes	18	-	-
Mr. Parag M. Munot	Non – Executive (Promoter)	7	No	19	-	1
Mr. Sajjanraj Mehta	Non - Executive (Independent)	7	Yes	2	1	1
Mr. Vimal Bhandari	Non - Executive (Independent)	7	No	8	2	2
Mr. Narayan K. Seshadri	Non - Executive (Independent)	6	No	14	4	6
Mr. Mahendra G. Punatar	Non – Executive (Independent)	6	No	1	-	1
Mr. K. V. Mani	Non – Executive (Independent)	7	Yes	1	-	-
Mr. Ranjit Singh	Managing Director***	7	Yes	-	-	-
Mr. Manish Mohnot	Executive Director****	6	Yes	5	-	2
Ms. Anjali Seth (Appointed w.e.f. March 28, 2015)	Non - Executive Woman Director	-	-	6	-	-

** Represents Memberships/Chairmanships of Audit Committee & Stakeholders' Relationship Committee only.

*** Resigned from the Board of Directors of the Company w.e.f. May 31, 2015.

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

Including Private Limited Companies.

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 Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

D. Separate meeting of Independent Directors

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder and Clause 49 of the Listing Agreement, 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 elsewhere in this Annual Report. The brief resume and other information required to be disclosed under this section is 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 Chief Executive Officer (CEO) / Managing Director has been obtained.

The declaration of CEO / Managing Director confirming the compliance of the Code of Conduct as required under sub-clause II (E) of Clause 49 of the Listing Agreement is as under:

Declaration

All Board members and senior management personnel have, for the year ended March 31, 2015 affirmed compliance with the Code of Conduct laid down by the Board of Directors in terms of sub clause II (E) of Clause 49 of the Listing Agreement entered with the Stock Exchanges.

For Kalpataru Power Transmission Limited

Place: Mumbai
Date: 30th May, 2015

Ranjit Singh
Chief Executive Officer & Managing Director

II. 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 Clause 49 (III) (A) of the Listing Agreement relating to composition of Audit Committee.

The power of Audit Committee includes the following:

- To investigate any activity within its terms of reference
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

The terms of reference of the Audit Committee 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 Director's 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
 - Qualifications 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 (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) 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.

Explanation (i): The term “related party transactions” shall have the same meaning as provided in Clause 49(VII) of the Listing Agreement.

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 shall be subject to review by the Audit Committee.

The Committee met 5 times during the year on May 29, 2014, August 4, 2014, November 10, 2014, February 6, 2015 and March 28, 2015 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	5 / 5
Mr. Mofatraj P. Munot	Non Executive-Promoter	Member	5 / 5
Mr. Vimal Bhandari	Non Executive-Independent	Member	5 / 5
Mr. Narayan K. Seshadri	Non Executive-Independent	Member	5 / 5
Mr. Mahendra G. Punatar	Non Executive-Independent	Member	5 / 5

The Director (Finance) & CFO, Statutory Auditors and Head- Internal 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 para III (E) of Clause 49 of the Listing Agreement.

The Chairman of the Audit Committee of the Company was present at the last Annual General Meeting of the Company held on September 27, 2014.

III. Nomination and Remuneration Committee:

In compliance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board in its meeting held on May 29, 2014 has renamed the existing "Nomination and Compensation Committee" as the "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 Clause 49 (IV) (A) of the Listing Agreement relating to composition of Nomination and Remuneration Committee.

The terms of reference of the Committee inter alia, include the following:

- 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
- To carry out evaluation of every director's performance.
- To formulate criteria for determining qualification, positive attributes & Independence of director
- To recommend to board policy relating to remuneration for the directors, KMP and 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.
- To devise a policy on Board diversity;
- 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 29, 2014 and March 28, 2015 and the attendance of members at the meetings were 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	2/2

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, 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, a 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 March 28, 2015.

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 30, 2015 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.

Director's Remuneration

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees, is attached as **Annexure D1** to the Board of Directors' Report.

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

Remuneration paid or payable to Managing Director and Executive Director for the FY 2014-15 is as under:

(₹ in Crores)						
Name of Director	Salary	Perquisites	Contribution to PF	Commission / Incentive	Total	Stock Options granted
Mr. Ranjit Singh	2.78	0.13	0.22	0.95	4.08	-
Mr. Manish Mohnot	1.39	0.01	0.11	2.35	3.86	-

The contractual agreements with Mr. Ranjit Singh, Managing Director can be terminated by either party giving 6 months prior notice respectively. In the event that the Managing Director's employment is terminated by the Company other than with Cause, the Company shall pay a sum equivalent to 6 months' fixed compensation and a proportionate sum of the minimum variable amount (being ₹ 1,00,00,000).

The contractual agreements with Mr. Manish Mohnot, Executive Director can be terminated by either party giving 3 months prior notice respectively.

Sitting Fee and Commission on net profit paid or payable to Non Executive Directors for the Financial Year 2014-15 is as under:

(₹ in Crores)			
Name of Director	Sitting Fees	Commission	Total
Mr. Mofatraj P. Munot	0.05	1.20	1.25
Mr. Parag M. Munot	0.04	0.10	0.14
Mr. Sajjanraj Mehta	0.05	0.25	0.30
Mr. Vimal Bhandari	0.05	0.15	0.20
Mr. Narayan K. Seshadri	0.04	0.15	0.19
Mr. Mahendra G. Punatar	0.04	0.10	0.14
Mr. K. V. Mani	0.04	0.50	0.54
Ms. Anjali Seth (Appointed as Additional Director w.e.f. March 28, 2015)	-	-	-

Commission is paid to the above mentioned directors on the basis of qualifications, experience, directorship in other companies having diverse businesses, 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 2014-15 not exceeding in aggregate 1% of net profits for the financial year 2014-15, calculated under Section 198 of the Companies Act, 2013.

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

Information of Directors as on March 31, 2015 is as under:-

Name	Age	Designation	Date of initial appointment	Shares held
Mr. Mofatraj P. Munot	70	Chairman	27.06.1989	1,37,36,822
Mr. Parag M. Munot	45	Director	30.09.1991	1,34,63,615
Mr. Sajjanraj Mehta	63	Director	25.07.1998	10,000
Mr. Vimal Bhandari	56	Director	28.06.2002	Nil
Mr. Narayan K. Seshadri	57	Director	29.01.2007	Nil
Mr. Mahendra. G. Punatar	79	Director	01.06.2009	7,000
Mr. K. V. Mani	71	Director	19.01.2014	Nil
Ms. Anjali Seth (Appointed as Additional Director w.e.f. March 28, 2015)	56	Additional Director	28.03.2015	Nil
Mr. Ranjit Singh	57	Managing Director	01.11.2012	Nil
Mr. Manish Mohnot	42	Executive Director	01.11.2006	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.

IV. Stakeholders' Relationship Committee:

In compliance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board in its meeting held on May 29, 2014 has renamed the existing "Shareholder's Grievance Committee" as 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 Clause 49 (VIII) (E) (4) of the Listing Agreement relating to composition of Stakeholders Relationship Committee.

The Stakeholders' Relationship Committee comprises of Mr. K. V. Mani, Mr. Ranjit Singh and Mr. Manish Mohnot.

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 shareholders in respect of their complaint. Additionally the Committee also looks into the shareholders' 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 one time during the year on March 28, 2015 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	Independent Director	Chairman	1/1
Mr. Ranjit Singh	Managing Director	Member	1/1
Mr. Manish Mohnot	Executive Director	Member	1/1

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

During the year, company has not received any Complaints from any shareholders of the Company.

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 consisting of senior executives of the Company. The Committee met Four times during the year. There were no transfers pending as on March 31, 2015.

V. 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 4 Directors out of which Chairman is an Independent Director.

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 November 10, 2014. 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	Independent Director	Chairman	1/1
Mr. Mofatraj P. Munot	Non Executive Director	Member	1/1
Mr. Ranjit Singh	Managing Director	Member	1/1
Mr. Manish Mohnot	Executive Director	Member	1/1

VI. Subsidiary Companies:

The List of Subsidiary and Associate companies of the company, is already provided in Director's Report.

"Material non-listed Indian Subsidiary" means an unlisted subsidiary, incorporated in India, whose income or net worth (i.e. paid up capital and free reserves) 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 Material non-listed Indian Subsidiary company and hence, it is not required to have any Independent Director of the company on the Board of any of the non-listed 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 these unlisted subsidiary companies is done by Audit Committee. The minutes of Board Meetings of unlisted subsidiary companies are being placed before the Board of Directors of the Company.

VII. General Body Meeting:

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

Financial Year	Date	Time	Venue
2013-2014	27.09.2014	4.00 p.m.	Kalpa-Vriksha Learning Centre, A-1 & A-2, GIDC Electronic Estate Sector-25, Gandhinagar.
2012-2013	25.07.2013	4.00 p.m.	Kalpa-Vriksha Learning Centre, A-1 & A-2, GIDC Electronic Estate Sector-25, Gandhinagar.
2011-2012	04.08.2012	3.00 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 27, 2014, Four Special Resolutions were passed as under:

- Adoption of the new set of the Articles of Association in substitution of the existing articles of the Company.
- 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 Director's 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.

In AGM held on August 04, 2012, two Special Resolutions were passed for reappointment of Managing Director and Executive Director for a period of 2 years and 3 years respectively.

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.

VIII. 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 in the ordinary course of business and 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. The 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. The Whistle-blower Policy (Vigil Mechanism) is placed on the website of the Company. 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 details of 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 conducted a session during the financial year to familiarize Independent Director's with 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. 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>

IX. Means of Communication:

a) Financial Results

The Company has furnished quarterly financial results on a quarterly basis to the Stock Exchanges as per the format prescribed and within the stipulated time period under Clause 41 of the Listing Agreement. 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.

The Company has complied with the applicable mandatory requirements of Clause 49 of the Listing Agreement. 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 by Clause 49 of the Listing Agreement such as appointed separate persons as Chairman and Managing Director etc.

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 shareholders' 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. The Annual Report of the Company is also available on the website of the Company www.kalpatarupower.com in a downloadable form.

X. General Shareholder Information:

Annual General Meeting, Book Closure & Dividend Payment

The information of forthcoming Annual General Meeting, Book Closure and Dividend payment details have been provided in the Notice of Annual General Meeting enclosed alongwith this Annual Report and being mailed to all the shareholders separately.

Financial Calendar

Financial Year : 1st April to 31st March

Financial Results

First Quarter Results : by 14th August
 Half Year Results : by 14th November
 Third Quarter Results : by 13th February
 Annual Results : by 30th May

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).

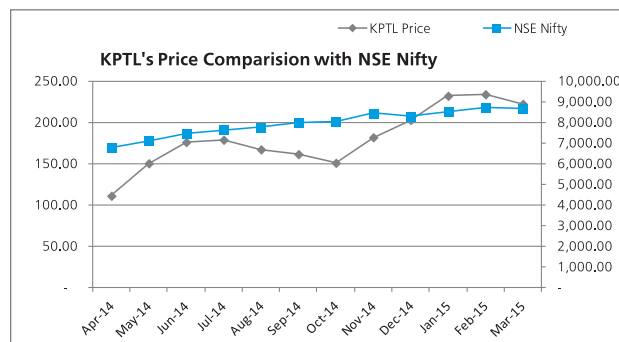
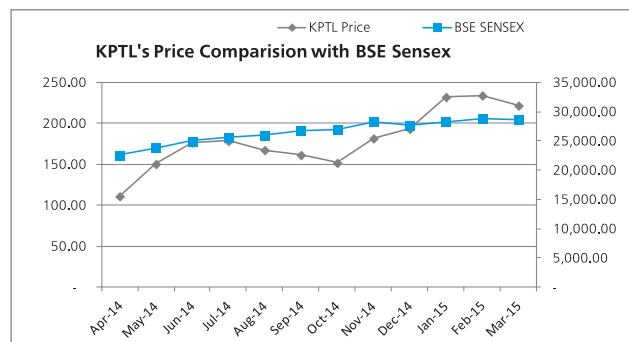
Name of Stock Exchange	Stock Code
BSE Limited	522287
National Stock Exchange of India Limited	KALPATPOWR

The Company has already paid the listing fees for the year 2015-16 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 2014-2015 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-14	126.10	96.00	22,939.31	22,197.51	126.35	95.85	6,869.85	6,650.40
May-14	189.70	111.25	25,375.63	22,277.04	189.90	111.00	7,563.50	6,638.55
Jun-14	191.80	161.50	25,725.87	24,270.20	191.40	161.00	7,700.05	7,239.50
Jul-14	197.65	159.50	26,300.17	24,892.00	197.90	160.00	7,840.95	7,422.15
Aug-14	178.00	157.00	26,674.38	25,232.82	178.00	156.55	7,968.25	7,540.10
Sep-14	183.00	139.90	27,354.99	26,220.49	183.10	140.00	8,180.20	7,841.80
Oct-14	174.75	129.00	27,894.32	25,910.77	173.45	128.55	8,330.75	7,723.85
Nov-14	198.40	165.00	28,822.37	27,739.56	198.75	165.15	8,617.00	8,290.25
Dec-14	231.80	155.05	28,809.64	26,469.42	231.35	174.40	8,626.95	7,961.35
Jan-15	248.90	215.50	29,844.16	26,776.12	248.75	215.50	8,996.60	8,065.45
Feb-15	254.60	213.50	29,560.32	28,044.49	254.90	213.20	8,941.10	8,470.50
Mar-15	246.00	197.55	30,024.74	27,248.45	247.40	197.55	9,119.20	8,269.15



Registrar & Transfer Agent (RTA)

Link Intime India Private Limited

303, 3rd Floor, Shoppers' Plaza - 5
Near Government Society
Opp. Municipal Market, C. G. Road
Navrangpura, Ahmedabad – 380009
Email: ahmedabad@linkintime.co.in
Tel. & Fax: 91 79 26465179

Share Transfer System

Shareholders/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 of the Stock Exchanges. 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, 2015)

No. of Shares of ₹ 2 each	Shareholders		No. of Share Held	
	Number	% of Total	Number	% of Total
Upto – 500	17,650	83.66	20,39,351	1.33
501 – 1000	1,991	9.44	17,67,519	1.15
1001 – 2000	640	3.03	10,23,914	0.67
2001 – 3000	201	0.95	5,20,460	0.34
3001 – 4000	146	0.69	5,34,669	0.35
4001 – 5000	93	0.44	4,35,800	0.28
5001 – 10000	176	0.84	13,15,405	0.86
10001 – And Above	200	0.95	14,58,23,452	95.02
Total	21,097	100.00	15,34,60,570	100.00

Shareholding Pattern as on March 31, 2015

Sr. No.	Category	No. of Shares held	% of Shares held	No.
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 & UTI	2,48,87,862		16.21
	Banks, Financial Inst.	56,070		0.04
	Venture Capital Fund	24,49,772		1.60
	Insurance Companies	58,82,327		3.83
	FIs	1,48,66,150		9.69
	Foreign Financial Institution	1,000		0.00
	Trusts	1,46,015		0.10

Sr. No.	Category	No. of Shares held	% of Shares held No.
2. Non-Institutional :			
	Private Corporate Bodies	44,27,027	2.88
	NRIs / OCBs	10,35,217	0.68
	Indian Public	81,19,601	5.29
	Clearing Members	3,54,866	0.23
	Total	15,34,60,570	100.00%

*Out of above, Promoters & promoter group have pledged 2,07,24,601 Equity Shares constituting 22.72% of their holding in the Company and 13.50% of total equity of the Company.

Unclaimed Shares

In terms of Clause 5A of the Listing Agreement entered into with Stock Exchanges, a listed company is required to transfer the unclaimed shares, if any, of its shareholders to an Unclaimed Suspense Account with a depository participant upon serving three reminders to the shareholders. There are no unclaimed shares lying with the Company.

Dematerialization of Shares and Liquidity

99.53 % Shares are in demat form as on March 31, 2015.

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, 2015

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.
2007-08	18.07.2008	24.08.2015
2008-09	29.07.2009	04.09.2016
2009-10	29.07.2010	30.08.2017
2010-11	29.07.2011	04.09.2018
2011-12	04.08.2012	06.09.2019
2012-13	25.07.2013	28.08.2020
2013-14	27.09.2014	27.10.2021

During the year under review, the Company has credited ₹ 3.52 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 27th September, 2014 (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) 12.50% Secured Redeemable NCDs of ₹ 80 Crores

Unit Trust of India Investment Advisory Services Limited
Unit No. 2, Block B, 1st Floor, JVPD Scheme,
Gulmohar Cross Road No. 9,
Andheri (West), Mumbai – 400 049.
Tel : 91 - 22 - 2628 5289/2265
Fax: 91 - 22 - 2628 5239

2) 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:- + 91 - 22 - 2659 3612
Fax:- + 91 - 22 - 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 - 2321 4000,
Fax : 079 - 2321 1966 & 68

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 - 2321 4400
Fax : 079 - 2328 7215

R & D Proto Tower Development & Validation Centre

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

Raipur Plant:

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

Biomass Energy Division (Power Plant)

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

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

Corporate Office

"Kalpataru Synergy"
7th Floor, Opp. Grand Hyatt Hotel,
Vakola, Santa Cruz (East),
Mumbai – 400 055
Tel : 022 – 3064 5000
Fax : 022 – 3064 3131

CEO/CFO Certificate

Board of Directors

Kalpataru Power Transmission Limited

We, Ranjit Singh, CEO & Managing Director and Kamal 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, 2015 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 years 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: 30th May, 2015

Ranjit Singh

CEO & Managing Director

Kamal Jain

Director (Finance) & CFO

Auditors' Certificate on Corporate Governance

To

The Members of

Kalpataru Power Transmission Limited.

We have examined the compliance of the conditions of Corporate Governance by Kalpataru Power Transmission Limited ('the Company') for the year ended March 31, 2015 as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchanges in India.

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

In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For **Deloitte Haskins & Sells**

Chartered Accountants

(Registration No. 117365W)

(Gaurav J. Shah)

Partner

Membership No. 35701

Place: Mumbai

Date: 30th May, 2015

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 31st March, 2015, the Statement of Profit and Loss, 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 specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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.

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 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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.

Independent Auditor's Report

- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act
- (f) 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 – Refer Note 28 to the 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.

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

Place: Mumbai
Date: 30th May, 2015

(Gaurav J. Shah)
Partner
(Membership No. 35701)

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

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the standalone financial statements for the year ended 31st March, 2015)

1. In respect of its fixed assets :
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets;
 - (b) Some of the fixed assets were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.
2. In respect of its inventory :
 - (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
3. According to the information and explanations given to us, the Company has granted unsecured loans to companies covered in the Register maintained under Section 189 of the Companies Act, 2013. In respect of such loans
 - (a) The receipt of principle amounts and interest have been regular as per stipulation.
 - (b) There is no overdue amount in excess of ₹ 1 Lakh remaining outstanding as at the year end.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services and during the course of our audit we have not observed any major weaknesses in such internal control system.
5. According to the information and explanations given to us, the Company has not accepted any deposits in terms of the provisions of Section 73 and 76 of the Act or any other relevant provisions of the Act.
6. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and 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.
7. According to the information and explanations given to us in respect of statutory dues:
 - (a) The Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
 - (c) Details of dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess which have not been deposited as on March 31, 2015 on account of disputes are given below:

Sr. No	Name of the statute	Nature of dues	Year	Amount (₹ In Lacs)	Forum where dispute is pending
1	The Finance Act, 1994	Service Tax	2006-07	1.01	Commissioner (Appeal)
2	The Finance Act, 1994	Service Tax	2007-08 to 2011-12	1,837.00	Customs, Excise and Service Tax Appellate Tribunal
3	The Finance Act, 1994	Service Tax	2003-04	1,757.70	Customs, Excise and Service Tax Appellate Tribunal

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

Sr. No	Name of the statute	Nature of dues	Year	Amount (₹ In Lacs)	Forum where dispute is pending
4	The Central Excise Act, 1944	Excise	2007-08 to 2011-12	6.39	Commissioner (Appeal)
5	The West Bengal VAT Act, 2003	VAT	2004-05	12.33	West Bengal Appellate and Revisional Board
6	The Karnataka VAT Act, 2003	VAT	2009-10	7.80	Appellate Tribunal - Karnataka
7	The Madhya Pradesh VAT Act, 2002	VAT	2007-08	2.88	Assistant Commissioner - Satna
8	The Gujarat VAT Act, 2003	VAT	2005-06	138.35	Gujarat Sales Tax Tribunal
9	Maharashtra VAT Act, 2002	VAT	2007-08	47.74	Appellate Tribunal – Maharashtra
10	Maharashtra VAT Act, 2002	VAT	2008-09	3.37	Appellate Tribunal – Maharashtra
11	The Gujarat VAT Act, 2003	VAT	2010-11	117.38	Joint Commissioner of Commercial Tax
12	The Bihar VAT Act, 2005	VAT	2004-05 & 2005-06	17.27	The Deputy Commissioner of Commercial Taxes Kisanganj- Bihar
13	The Customs Act, 1962	Customs Duty	2010-11 & 2011-12	23.18	CESTAT, Chennai
14	The Customs Act, 1962	Customs Duty	2012-13	47.79	Commissioner (Appeal), Ahmedabad

For the above purpose, only statutory dues payable in India have been considered.

- (d) The Company has been generally regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder within time.
8. The Company does not have accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
 9. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions, banks and debenture holders.
 10. In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from banks and financial institutions are not, *prima facie*, prejudicial to the interests of the Company.
 11. In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained.
 12. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

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

Place: Mumbai
Date: 30th May, 2015

(Gaurav J. Shah)
Partner
(Membership No. 35701)

Balance Sheet

as at March 31, 2015

(₹ in lacs)

	Note	As at 31 st March, 2015	As at 31 st March, 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	1	3,069.21	3,069.21
(b) Reserves and Surplus	2	2,04,009.37	1,92,348.33
		2,07,078.58	1,95,417.54
Non-Current Liabilities			
(a) Long Term Borrowings	3	29,431.68	6,770.63
(b) Deferred Tax Liabilities (Net)	4	536.08	1,377.27
(c) Other Long Term Liabilities	5	141.20	116.57
(d) Long Term Provisions	6	9,783.83	8,906.91
		39,892.79	17,171.38
Current Liabilities			
(a) Short Term Borrowings	7	61,627.87	63,102.79
(b) Trade Payables	8	1,39,902.48	1,25,031.02
(c) Other Current Liabilities	9	19,629.30	50,659.64
(d) Short Term Provisions	10	11,292.26	8,212.69
		2,32,451.91	2,47,006.14
TOTAL		4,79,423.28	4,59,595.06
ASSETS			
Non-Current Assets			
(a) Fixed assets	11		
(i) Tangible assets		55,122.26	57,068.82
(ii) Intangible assets		232.25	309.78
(iii) Capital work-In-progress		544.06	1,804.46
(b) Non Current Investments	12	39,349.23	38,340.16
(c) Long Term Loans and Advances	13	55,578.00	51,232.14
(d) Other Non-Current Assets	14	8,689.90	9,263.38
		1,59,515.70	1,58,018.74
Current Assets			
(a) Current Investments	15	44.40	15.00
(b) Inventories	16	59,886.88	54,376.95
(c) Trade Receivables	17	1,78,357.84	1,54,165.26
(d) Cash and Bank Balances	18	7,526.67	6,470.01
(e) Short Term Loans and Advances	19	32,451.07	37,030.81
(f) Other Current Assets	20	41,640.72	49,518.29
		3,19,907.58	3,01,576.32
TOTAL		4,79,423.28	4,59,595.06
Significant Accounting Policies			
Notes forming part of the Financial Statements	1 to 51		

In terms of our report attached

For **Deloitte Haskins & Sells,**
Chartered Accountants

(Gaurav J. Shah)

Partner

(M. No. 35701)

Mumbai : 30th May, 2015

Kamal Jain

Director (Finance) & CFO

Rahul Shah

Company Secretary

For and on behalf of the Board

Ranjit Singh

Managing Director
DIN: 01651357

Manish Mohnot

Joint Managing Director
DIN: 01229696

Mumbai : 30th May, 2015

Statement of Profit and Loss

for the year ended 31st March, 2015

(₹ in lacs)

	Note	2014-2015	2013-2014
INCOME			
Revenue from Operations - Gross	21	4,49,378.92	4,17,674.91
Less : Excise Duty		7,153.83	12,150.30
Revenue from Operations - Net		4,42,225.09	4,05,524.61
Other Income	22	5,223.16	4,837.71
TOTAL REVENUE		4,47,448.25	4,10,362.32
EXPENSES			
Cost of Materials Consumed	23	1,92,532.51	1,90,947.91
(Increase) / Decrease in Stocks	24	(3,880.76)	(4,324.58)
Employee Benefits Expense	25	31,358.54	26,019.85
Other Expenses	26	1,79,540.54	1,54,256.86
Finance Costs	27	14,093.27	14,599.37
Depreciation and Amortization Expenses	35	8,517.70	6,954.32
TOTAL EXPENSES		4,22,161.80	3,88,453.73
Profit Before Tax		25,286.45	21,908.59
Tax Expenses			
Current Tax		9,357.60	7,075.00
Deferred Tax		(632.60)	196.17
Net Profit for the year		16,561.45	14,637.42
Earning per Equity Share of ₹ 2 each			
Basic and Diluted (₹)	37	10.79	9.54
Significant Accounting Policies			
Notes forming part of the Financial Statements	1 to 51		

In terms of our report attached

For **Deloitte Haskins & Sells,**

Chartered Accountants

(Gaurav J. Shah)

Partner

(M. No. 35701)

Mumbai : 30th May, 2015

Kamal Jain

Director (Finance) & CFO

Rahul Shah

Company Secretary

For and on behalf of the Board

Ranjit Singh

Managing Director

DIN: 01651357

Manish Mohnot

Joint Managing Director

DIN: 01229696

Mumbai : 30th May, 2015

Cash Flow Statement

for the year ended 31st March 2015

	(₹ in lacs)	
	2014-15	2013-14
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit for the year before tax	25,286.45	21,908.59
Adjustments for :		
Depreciation and Amortization Expense	8,517.70	6,954.32
Finance Cost	14,093.27	14,599.37
Dividend Income	(233.89)	(237.41)
Interest Income	(4,135.69)	(4,540.50)
Profit on sale of assets (net)	(75.27)	(24.14)
Loss on disposal of Investments in Subsidiary	-	145.42
Provision for Diminuation in Value of Investment in Subsidiaries	50.90	408.00
Unrealised Foreign Exchange Loss (net)	94.65	1,634.15
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	43,598.12	40,847.80
Adjustments for:		
Trade and Other Receivables	(18,932.10)	(27,046.88)
Inventories	(5,443.81)	(9,979.89)
Trade and Other Payables	(10,077.78)	12,247.94
CASH GENERATED FROM OPERATIONS	9,144.43	16,068.97
Income Tax Paid	(5,417.01)	(7,641.79)
NET CASH FLOW FROM OPERATING ACTIVITIES	3,727.42	8,427.18
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of fixed assets	(4,770.40)	(12,774.24)
Proceeds from Sale of fixed assets	381.74	270.32
Sale of Investment in Mutual Funds	15.00	50.00
Disposal of Investment in Subsidiaries	-	202.57
Investment in Subsidiaries	(1,104.37)	(5,654.00)
Loans to Subsidiaries and Joint Ventures	(287.70)	7,408.42
Interest Received	562.09	231.46
Dividend Received	233.89	237.42
Deposits with Banks	342.50	383.98
CASH USED IN INVESTING ACTIVITIES	(4,627.25)	(9,644.07)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from Long Term Borrowings	29,268.89	167.42
Repayment of Long Term Loan	(9,190.58)	(5,905.78)
Short Term Borrowings (net)	(1,500.53)	25,323.67
Interest Paid	(13,903.99)	(14,561.02)
Dividend Paid including Dividend Tax	(2,654.12)	(2,605.34)
CASH GENERATED FROM/[USED IN] FINANCING ACTIVITIES	2,019.67	2,418.95
Effect of exchange differences on translation of foreign currency cash and cash Equivalents	279.21	(40.05)
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,399.05	1,162.01
E. Opening Cash and Cash Equivalents	5,566.60	4,404.59
F. Closing Cash and Cash Equivalents	6,965.65	5,566.60

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 31 st March 15	As at 31 st March 2014
(a) Cash on hand	188.22	184.86
(b) Balance with Banks		
i) In current accounts	6,051.56	5,379.64
ii) In deposit accounts	725.87	2.10
Cash and Cash Equivalents as per Cash flow statement	6,965.65	5,566.60

[iii] Previous year figures have been regrouped to conform with those of the current year

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

(Gaurav J. Shah)

Partner

(M. No. 35701)

Mumbai : 30th May, 2015

Kamal Jain

Director (Finance) & CFO

Rahul Shah

Company Secretary

For and on behalf of the Board

Ranjit Singh

Managing Director

DIN: 01651357

Manish Mohnot

Joint Managing Director

DIN: 01229696

Mumbai : 30th May, 2015

Significant Accounting Policies

for the year ended 31st March, 2015

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 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:

- 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.
- 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. 11.3
- Depreciation on Furniture & Fixtures at construction sites is provided considering the useful life of 3 years based on past experience.
- 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 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 31st March, 2015

(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, Contingent Liabilities and Contingent Assets:**

- 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 Statement

for the year ended 31st March, 2015

(₹ in lacs)

	As at 31 st March, 2015	As at 31 st March, 2014
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 31 st March, 2015		As at 31 st March, 2014	
	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 31 st March, 2015		As at 31 st March, 2014	
	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
ICICI Prudential Life Insurance Company	58,62,327	3.82	79,46,979	5.18
ICICI Prudential Mutual Fund	50,52,025	3.29	93,34,994	6.08

Notes on Financial Statement

for the year ended 31st March, 2015

(₹ in lacs)

	As at 31 st March, 2015	As at 31 st March, 2014
2. RESERVES AND SURPLUS		
Revaluation Reserve :		
As per last Balance Sheet	29.05	31.47
Less: Transferred to Statement of Profit and Loss	-	2.42
	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	(280.54)	933.21
Less : During the year	1,773.89	1,213.75
	(2,054.43)	(280.54)
Debentures Redemption Reserve :		
As per last Balance Sheet	2,115.00	2,850.00
Add : Transferred from Surplus in the Statement of Profit & Loss	930.00	-
Less : Transferred to General Reserve	1,545.00	735.00
	1,500.00	2,115.00
General Reserve :		
As per last Balance Sheet	24,068.02	20,333.02
Add : Transferred from Debenture Redemption Reserve	1,545.00	735.00
Add : Transferred from Surplus in the Statement of Profit & Loss	1,000.00	3,000.00
	26,613.02	24,068.02
Surplus in the Statement of Profit and Loss :		
As per last Balance Sheet	88,474.63	79,474.86
Less : Depreciation (Refer Note 11.2)	402.71	-
Add : Profit for the year	16,561.45	14,637.42
Less : Proposed Dividend on Equity Shares		
[Dividend per Share ₹ 1.50 (Previous year ₹ 1.50)]	2,301.91	2,301.91
Less : Corporate Tax on Proposed Dividend	421.90	335.74
Less : Transfer to Debenture Redemption Reserve	930.00	-
Less : Transfer to General Reserve	1,000.00	3,000.00
	99,979.56	88,474.63
TOTAL	2,04,009.37	1,92,348.33

Notes on Financial Statement

for the year ended 31st March, 2015

(₹ in lacs)

	As at 31 st March, 2015		As at 31 st March, 2014	
	Non-Current	Current	Non-Current	Current
3. LONG TERM BORROWINGS				
Secured				
Non-Convertible Redeemable Debentures	-	2,666.67	2,666.67	6,166.67
Term Loans				
Foreign Currency Loans				
From Banks	4,831.58	2,269.38	3,971.42	2,269.38
Rupee Loans				
From NBFC	1.13	19.76	20.90	45.50
From Banks	4,598.97	1,122.30	111.64	146.02
Unsecured				
Non-Convertible Redeemable Debentures	20,000.00	-	-	-
Amount disclosed under the head "Other Current Liabilities" (Refer Note 9)		(6,078.11)		(8,627.57)
TOTAL	29,431.68	-	6,770.63	-

3.1 Details of Secured Non-Convertible Redeemable Debentures :

Redemption Profile	Amount (₹ in lacs)		Interest	Date of Allotment
	As at 31 st March 2015	As at 31 st March 2014		
Redeemable at face value in 3 equal annual installments at the end of 5 th , 6 th & 7 th year starting from 26.12.2013	2,666.67	5,333.34	12.50% p.a. payable annually	December 26, 2008
Redeemable at face value in 3 installments - 25% each at the end of 3 rd year and 4 th year and 50% at the end of 5 th year started from 15.07.2012	-	3,500.00	9.55% p.a. payable semi annually	July 15, 2009

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	-	9.55% p.a. payable on 20 th May 2015 and Annually thereafter	March 26 th , 2015
Redeemable at face value on 05.09.2017	10,000.00	-	10.50% p.a. payable Quarterly	September 5 th 2014

Notes on Financial Statement

for the year ended 31st March, 2015

3.3 Foreign Currency Loans from Banks

- (a) ₹ 3,971.42 lacs (Previous year ₹ 6,240.80 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 installment starting from 21st October 2013
- (b) ₹ 1,251.82 lacs (Previous year ₹ Nil) 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 installment starting from 28th May 2017
- (c) ₹ 1,877.72 lacs (Previous year ₹ Nil) 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 installment starting from 28th October 2016

3.4 Rupee Loans from NBFC

- (a) ₹ 20.89 lacs (Previous year ₹ 41.41 lacs) carries interest in the range of 8.83% - 10.75% p.a. and is repayable in 36 equal monthly installments along with interest. The loan is secured by hypothecation of Vehicles.
- (b) ₹ Nil (Previous year ₹ 24.99 lacs) carries interest of 10.25% p.a. and is repayable in 35 equal monthly installments along with interest. The loan is secured by hypothecation of specific movable fixed assets relating to railway division.

3.5 Rupee Loans from Banks

- [a] ₹ 221.27 lacs [Previous year ₹ 257.66 lacs] carries interest in range of 9.00% - 11.00% p.a. and is repayable in 36 equal monthly installments along with interest. The Loan is secured by hypothecation of Vehicles.
- [b] ₹ 5,500.00 lacs [Previous year ₹ Nil] carries interest of 10.50% p.a. secured by hypothecation of specific moveable fixed assets and is repayable in 24 Equal Quarterly installment starting from 31st December, 2014

(₹ in lacs)

	As at 31 st March, 2015	As at 31 st March, 2014
4. DEFERRED TAX LIABILITIES		
a) Deferred Tax Liability:		
Depreciation	2,441.63	1,808.43
Deductions claimed u/s 43 B of Income Tax Act, 1961 and Others.	2,405.48	1,287.52
	4,847.11	3,095.95
b) Deferred Tax Assets:		
Expenses debited to statement of Profit and Loss allowable in subsequent year(s) u/s 43 B / 40(a) / 40A of Income Tax Act, 1961.	2,857.82	738.77
Others	1,453.21	979.91
	4,311.03	1,718.68
Deferred Tax Liability (Net) (a-b)	536.08	1,377.27
5. OTHER LONG TERM LIABILITIES		
Other Payables	141.20	116.57
TOTAL	141.20	116.57
6. LONG TERM PROVISIONS		
Provision for Employee Benefits	547.63	576.82
Provision for Performance Warranties (Refer Note 36)	9,236.20	8,330.09
TOTAL	9,783.83	8,906.91

Notes on Financial Statement

for the year ended 31st March, 2015

(₹ in lacs)

	As at 31 st March, 2015	As at 31 st March, 2014
7. SHORT TERM BORROWINGS		
Secured		
Working Capital Facilities from Banks	61,517.59	62,611.08
Unsecured		
Short Term Loans from Banks	110.28	491.71
TOTAL	61,627.87	63,102.79
7.1 Working Capital Facilities 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 on which debenture holders have first exclusive charge to the extent of 1.25 times of the outstanding NCDs.		
8. TRADE PAYABLES		
Micro and Small Enterprises	1,531.01	5,572.80
Acceptances	26,912.86	22,690.71
Others	1,11,458.61	96,767.51
TOTAL	1,39,902.48	1,25,031.02
8.1 The amount outstanding to Micro and Small Enterprises is based on the information received and available with the company. There are no overdue amount.		
9. OTHER CURRENT LIABILITIES		
Current maturities of Long Term debts (Refer Note 3)	6,078.11	8,627.57
Interest accrued but not due on borrowings	547.81	473.17
Interest accrued and due on borrowings	254.95	140.31
Unclaimed Dividend*	32.81	32.70
Advance from Customers	5,835.22	37,195.14
Statutory Liabilities	4,148.41	3,515.41
Creditors for capital expenditure	2,731.99	675.34
TOTAL	19,629.30	50,659.64
* No amount is due for payment to Investor Education and Protection Fund		
10. SHORT TERM PROVISIONS		
Provision for Employee Benefits	129.08	67.42
Others		
Provision for Performance Warranties (Refer Note 36)	8,439.37	5,491.15
Proposed Dividend	2,301.91	2,301.91
Corporate Tax on Proposed Dividend	421.90	352.21
TOTAL	11,292.26	8,212.69

Notes on Financial Statement

for the year ended 31st March, 2015

11. FIXED ASSETS

(₹ in lacs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1 st April 2014	Additions	Deductions	As at 31 st March 2015	As at 1 st April 2014	For the Year	Deductions	As at 31 st March 2015	As at 31 st March 2015	As at 31 st March 2014
TANGIBLE ASSETS										
Leasehold Land	2,538.41	-	-	2,538.41	-	-	-	-	2,538.41	2,538.41
Freehold Land	4,662.19	-	-	4,662.19	-	-	-	-	4,662.19	4,662.19
Buildings	13,699.08	214.61	-	13,913.69	1,546.18	639.46	-	2,185.64	11,728.05	12,152.90
Plant and Equipment	58,032.49	4,976.42	889.51	62,119.40	27,330.64	5,189.00	650.32	31,869.32	30,250.08	30,701.85
Electric Installation	723.90	33.02	-	756.92	235.37	117.15	-	352.52	404.40	488.53
Furniture and Fixtures	1,985.00	77.82	20.83	2,041.99	745.62	392.13	18.91	1,118.84	923.15	1,239.38
Office Equipments	2,589.23	210.04	26.15	2,773.12	1,364.24	647.98	23.47	1,988.75	784.37	1,224.99
Vehicles	7,424.61	1,338.02	357.26	8,405.37	3,364.04	1,504.26	294.54	4,573.76	3,831.61	4,060.57
Total (A)	91,654.91	6,849.93	1,293.75	97,211.09	34,586.09	8,489.98	987.24	42,088.83	55,122.26	57,068.82
INTANGIBLE ASSETS										
Software										
(Other than internally generated)	1,153.70	32.02	-	1,185.72	843.92	109.55	-	953.47	232.25	309.78
Total (B)	1,153.70	32.02	-	1,185.72	843.92	109.55	-	953.47	232.25	309.78
Total (A) + (B)	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	57,378.60
Previous Year (FY 2013-14)	81,218.91	12,156.65	566.95	92,808.61	28,147.39	7,603.39	320.77	35,430.01	57,378.60	-

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 ₹ 1,121.34 lacs (Previous Year ₹ 779.17 lacs) and of ₹ 529.47 lacs (Previous Year ₹ 646.65 lacs) have been decreased (Previous Year increased) in additions and depreciation for the year respectively.
- 11.2 Effective from 1st April, 2014, the company has charged depreciation based on the remaining useful life of the assets as per requirements of Schedule II of Companies Act, 2013 ("the Act"). Consequent to this, depreciation charge for the year ended 31st March, 2015 is higher by ₹ 759.46 lacs. In accordance with transitional provisions provided in Note 7(b) of Schedule II of the Act, an amount of ₹ 402.71 lacs (net of deferred tax of ₹ 208.59 lacs.) has been adjusted against the opening balance of retained earning in respect of assets wherein the remaining useful life of the assets is Nil.
- 11.3 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, Djibouti, 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
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 Statement

for the year ended 31st March, 2015

12. NON-CURRENT INVESTMENTS

(₹ in lacs)

Particulars	Face Value		No. of Shares / Units		Amount	
	Currency	Per Share/ Unit	31 st March, 2015	31 st March, 2014	31 st March, 2015	31 st March, 2014
Trade Investments (at cost)						
(a) Investment in Equity Instruments						
(i) Subsidiary, Quoted, Fully Paid						
JMC Projects (India) Limited	INR	10	1,75,48,908	1,75,48,908	21,923.40	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 Trasco Pvt. Ltd.	INR	10	1,61,90,000	1,61,90,000	5,654.00	5,654.00
Kalpataru Power Transmission (Mauritius) Ltd.	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
Kalpataru SA (Proprietary) Ltd., South Africa	RAND	1	-	5,00,000	-	64.03
Kalpataru Power Transmission Nigeria Limited	NAIRA	1	-	1,00,00,000	-	31.27
LLC Kalpataru Power Transmission Ukraine	UAH	1	3,99,650	3,99,650	27.31	27.31
Gestamp Kalpataru Solar Steel Structures Pvt. Ltd.	INR	10	3,00,10,000	1,50,05,000	2,604.87	1,500.50
(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					39,757.27	38,748.20
Less: Provision for diminution in the value of Investments in						
(i) Gestamp Kalpataru Solar Steel Structures Pvt. Ltd.					408.00	408.00
(ii) Transpower Engineering Ltd.					0.04	0.04
TOTAL					408.04	408.04
TOTAL					39,349.23	38,340.16
Aggregate amount of Quoted Investments					21,948.55	21,948.55
Market Value of Quoted Investments					32,202.28	15,827.28
Aggregate amount of Unquoted Investments					17,400.68	16,391.61

- 12.1 (a) 58,93,123 Equity Shares of Jhajjar KT Transco Private Limited and 48,57,000 Equity Shares of Kalpataru Satpura Trasco Pvt. Ltd have been pledged with Banks and Financial Institutions for providing financial assistance to them.
- (b) 1,50,05,000 Equity Shares of Gestamp Kalpataru Solar Steel Structures Private Limited purchased during the year have been transferred in name of the Company on 30th May 2015.
- (c) The company is in the process of closing its subsidiaries viz. Kalpataru SA (Proprietary) Limited, South Africa and Kalpataru Power Transmission Nigeria Limited. Accordingly, Investment in these subsidiaries has been classified as Current Investment.

Notes on Financial Statement

for the year ended 31st March, 2015

(₹ in lacs)

	As at 31 st March, 2015	As at 31 st March, 2014
13. LONG TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
Capital Advances	617.71	529.19
Deposits	3,724.05	3,752.04
Prepaid Expenses	14.35	5.14
VAT Credit /WCT Receivable	2,370.47	2,123.43
Advance to Suppliers	910.31	748.03
Loans and Advances to related parties (Refer Note 42)		
to Subsidiaries	47,175.86	43,309.06
to Joint Venture Company	765.25	765.25
TOTAL	55,578.00	51,232.14
14. OTHER NON-CURRENT ASSETS		
(Unsecured, considered good)		
Long term Trade Receivables	8,689.90	9,263.38
TOTAL	8,689.90	9,263.38

15. CURRENT INVESTMENTS

(₹ in lacs)

Particulars	No. of Shares / Units		Amount	
	As at 31 st March, 2015	As at 31 st March, 2014	As at 31 st March, 2015	As at 31 st March, 2014
Unquoted, at cost or fair value, whichever is lower.				
Trade Investments				
Subsidiaries, Fully Paid				
i) Kalpataru SA (Proprietary) Ltd., South Africa	5,00,000	-	44.40	-
ii) Kalpataru Power Transmission Nigeria Ltd.	1,00,00,000	-	-	-
Other Investments				
Union KBC Asset Allocation Fund	-	1,49,990	-	15.00
TOTAL			44.40	15.00

(₹ in lacs)

	As at 31 st March, 2015	As at 31 st March, 2014
16. INVENTORIES		
Raw Materials and Components (including goods in transit ₹ Nil) (Previous Year ₹ 188.57 lacs)	23,503.16	18,637.25
Finished Goods	18,130.72	13,511.71
Semi-finished Goods	3,028.97	3,839.53
Stores, Spares, Construction Materials and Tools	10,967.41	11,962.57
Construction Work-in-Progress	3,898.66	6,140.23
Scrap	357.96	285.66
TOTAL	59,886.88	54,376.95

Notes on Financial Statement

for the year ended 31st March, 2015

(₹ in lacs)

	As at 31 st March, 2015	As at 31 st March, 2014
17. TRADE RECEIVABLES		
(Unsecured and considered good)		
Outstanding for a period exceeding six months from the date they are due for payment	15,211.18	15,057.63
Other debts	1,63,146.66	1,39,107.63
TOTAL	1,78,357.84	1,54,165.26
18. CASH AND BANK BALANCES		
Cash and Cash Equivalents		
Cash in hand	188.22	184.86
Balances with Banks		
In Current Accounts	6,051.56	5,379.64
In Fixed Deposit Accounts *	725.87	682.10
Other Bank Balances		
Unpaid Dividend Accounts	32.81	32.70
Deposits with original maturity more than 3 months but less than 12 months	528.21	-
Deposits with original maturity more than 12 months under lien with a bank	-	190.71
TOTAL	7,526.67	6,470.01
* includes Deposits under lien with Banks ₹ Nil (Previous year ₹ 680 lacs)		
19. SHORT-TERM LOANS AND ADVANCES		
(Unsecured and considered good)		
Taxes and duties Recoverable from Government Authorities	2,786.07	2,865.71
Cenvat Credit Receivable	2,893.91	1,831.56
VAT Credit /WCT Receivable	6,609.92	5,513.24
Export Benefits Receivable	4,359.23	5,304.70
Taxes Paid Under Protest	457.21	287.47
Advance to Suppliers	3,993.94	4,583.90
Advance Income Tax and TDS (net of provisions)	1,255.06	5,369.11
Prepaid Expenses	3,305.55	4,822.35
Deposits	1,152.67	1,014.53
Others*	5,637.51	5,438.24
TOTAL	32,451.07	37,030.81
* includes primarily insurance claim receivables, unamortised premium on forward contract, Carbon credit receivable etc.		
20. OTHER CURRENT ASSETS		
Accrued Value of work done	41,636.25	49,489.99
Accrued Income	4.47	28.30
TOTAL	41,640.72	49,518.29

Notes on Financial Statement

for the year ended 31st March, 2015

	(₹ in lacs)	
	2014-15	2013-14
21. REVENUE FROM OPERATIONS - GROSS		
Sale of Products		
Towers & Components	2,66,054.60	2,61,713.01
Others	16,813.04	10,532.27
Income from Services	1,59,745.33	1,40,242.15
Other Operating Income		
Sale of Scrap	6,117.46	5,073.89
Certified Emission Reduction Receipts	648.49	113.59
	6,765.95	5,187.48
TOTAL	4,49,378.92	4,17,674.91
22. OTHER INCOME		
Interest Income	4,623.53	4,540.50
Dividend from Subsidiaries	229.48	229.48
Dividend from Non Current Investments	4.41	1.17
Dividend from Current Investments	-	6.76
Insurance Claims	117.97	0.41
Liabilities Written Back	31.93	1.33
Miscellaneous Income	88.79	3.38
Rent Income	51.78	30.54
Profit on Sale of fixed assets (net)	75.27	24.14
TOTAL	5,223.16	4,837.71
23. COST OF MATERIALS CONSUMED		
Raw Materials		
Steel	67,069.78	75,592.73
Zinc	12,002.99	10,447.69
Components & Accessories, etc	1,09,486.24	1,01,364.38
Agricultural Residues	3,973.50	3,543.11
TOTAL	1,92,532.51	1,90,947.91
24. (INCREASE) / DECREASE IN STOCKS		
STOCK AT BEGINNING OF THE YEAR		
Finished Goods		
Towers and Tower Parts	13,501.18	8,592.98
Others	10.52	20.23
	13,511.70	8,613.21
Semi-finished Goods	3,839.53	4,365.42
Scrap	285.66	333.68
	17,636.89	13,312.31
STOCK AT CLOSE OF THE YEAR		
Finished Goods		
Towers and 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
TOTAL	(3,880.76)	(4,324.58)

Notes on Financial Statement

for the year ended 31st March, 2015

	(₹ in lacs)	
	2014-15	2013-14
25. EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages, Bonus	29,072.19	24,204.27
Contributions to Provident and Other Funds (includes social security and other benefits for overseas employees)	1,450.71	1,166.09
Employees' Welfare Expenses	835.64	649.49
TOTAL	31,358.54	26,019.85
26. OTHER EXPENSES		
Erection and Sub-contracting Expenses	1,19,741.03	1,04,143.26
Job charges	4,323.70	4,495.23
Power and Fuel	2,164.24	2,213.96
Excise Duty	393.95	411.79
Repairs and Maintenance:		
Plant and Machinery	288.59	266.16
Building	241.32	143.80
Others	69.81	88.18
Freight and Forwarding Expenses	8,259.92	5,052.90
Stores, Spares and Tools Consumed	1,318.10	1,394.74
Vehicle/ Equipment Running and Hire Charges	326.44	394.23
Testing Expenses	259.03	175.77
Pollution Control Expenses	78.27	119.11
Insurance	2,086.39	2,088.39
Rent	2,682.85	2,341.62
Rates and Taxes	148.73	136.88
Stationery, Printing and Drawing Expenses	682.45	444.07
Telecommunication Expenses	464.50	383.32
Travelling Expenses	4,520.48	2,817.13
Legal and Professional Expenses	2,751.53	1,613.69
Service Charges	8,796.58	5,882.39
Auditor's Remuneration		
Audit Fees	41.00	41.00
Other Services & Reports	8.15	2.26
Reimbursement of Expenses	1.02	0.96
	50.17	44.22
Service Tax	4,131.96	3,274.67
Taxes and Duties	2,936.73	3,504.24
Bank Commission and Charges	2,651.41	2,508.49
Performance Warranties Expenses	5,428.37	4,023.48
Provision for Diminution in value of Investments	50.90	408.00
Loss on Disposal of Investment	-	145.42
Loss on Material Damaged / Lost (net)	311.19	538.09
Loss on Exchange Rate Variation	973.97	2,626.10
Sitting fees and Commission to Non-Executive Directors	275.50	217.75
Corporate Social Responsibility Expenses (Refer Note 47)	178.36	-
Carbon Credit Expenses	48.78	23.23
Miscellaneous Expenses *	2,905.29	2,336.55
TOTAL	1,79,540.54	1,54,256.86

* includes Donation to Electrol Trust ₹ 400 lacs (Previous Year -Nil)

Notes on Financial Statement

for the year ended 31st March, 2015

	(₹ in lacs)	
	2014-15	2013-14
27. FINANCE COSTS		
Interest	13,686.19	12,076.47
Other Borrowing Costs	456.67	295.44
Exchange Rate variation	(49.59)	2,227.46
TOTAL	14,093.27	14,599.37

	(₹ in lacs)	
	As at 31 st March, 2015	As at 31 st March, 2014
28. CONTINGENT LIABILITIES IN RESPECT OF		
(a) Bank guarantees given by the Company	1,148.60	1,796.09
(b) Bills Discounted with Banks	11,767.29	13,984.64
(c) Claims against Company not acknowledged as debt	3,165.25	2,446.08
(d) Demands by Excise/Income Tax/Stamp Duty and other Tax/ Revenue Authorities, disputed by the company	4,915.73	3,196.07
(e) VAT/WCT demands disputed in Appeals	79.63	117.48
(f) Corporate Guarantee given for loan given to a subsidiary company	10,000.00	-
(g) Corporate Guarantee given for performance on behalf of a subsidiary company	126.50	-
29. CAPITAL & OTHER COMMITMENTS		
(a) Capital Commitments		
Estimated amount of contracts remaining to be executed on capital account Tangible Assets and not provided for (Net of advances)	885.85	400.04
(b) The Company has given an undertaking to the term lenders of Kalpataru Satpura Transco Pvt. Ltd to meet cost overrun of the Project.		

(₹ in lacs)				
	2014-15		2013-14	
30. CIF VALUE OF IMPORTS				
Raw Material and Components	3,732.46		11,838.51	
Stores, Spares & Tools	2,049.14		1,620.73	
Capital Goods	2,513.87		3,659.88	
31. COMPOSITION OF MATERIALS CONSUMED				
Indigenous	1,24,588.00	64.71%	1,47,091.30	77.03%
Imported	67,944.51	35.29%	43,856.61	22.97%
TOTAL	1,92,532.51	100.00%	1,90,947.91	100.00%

Notes on Financial Statement

for the year ended 31st March, 2015

(₹ in lacs)

	2014-15	2013-14
32. EXPENDITURE IN FOREIGN CURRENCY		
Legal, Professional & Consultancy Fees	1,084.20	500.33
Dividend *	4.50	4.50
Travelling Expenses	2,422.59	1,708.22
Service Charges	10,763.04	8,405.17
Interest	596.02	673.50
Third country purchases	64,040.67	31,785.43
Others	13,137.22	10,675.44
* 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	2013-14	2012-13
33. EARNINGS IN FOREIGN CURRENCIES		
Export of goods on FOB basis	1,44,641.47	96,426.20
Services	4,581.51	4,518.44
Overseas Projects Earnings	16,115.36	13,519.18
Certified Emission Reduction (CER's)	648.49	113.59
34. ERECTION AND SUBCONTRACTING EXPENSES COMPRISES OF		
Subcontracting expenses	65,003.39	53,830.14
Construction material, stores and spares consumed	28,613.36	26,318.56
Power and fuel	1,785.65	783.66
Freight and Forwarding Expenses	4,822.56	6,604.60
Vehicle and Equipment Hire Charges	8,580.21	5,820.82
Custom Duty, Clearing & Handling Charges	5,346.46	3,616.38
Service Charges	2,621.62	3,827.00
Others	2,967.78	3,342.10
TOTAL	1,19,741.03	1,04,143.26

Notes on Financial Statement

for the year ended 31st March, 2015

	(₹ in lacs)	
	2014-15	2013-14
35. DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation and Amortisation Expenses (Refer Note 11)	8,599.53	7,603.39
Add/(Less) Adjustments		
Transferred from Revaluation Reserve	-	(2.42)
Foreign Currency Translation Reserve	529.47	(646.65)
Adjusted from Surplus in the Statement of Profit & Loss (Refer Note 11.2)	(611.30)	-
TOTAL	8,517.70	6,954.32
36. THE DISCLOSURE AS REGARDS TO PROVISION FOR PERFORMANCE WARRANTIES		
Carrying amount at the beginning of the year	13,821.24	10,935.34
Add : Provision/Expenses during the year	5,484.35	5,184.19
Less : Reversal of Provision on finality of Warrantee & Guarantee	55.98	1,160.71
Less : Utilisation during the year	1,574.04	1,137.58
Carrying amount at the close of the year	17,675.57	13,821.24
37. EARNINGS PER SHARE		
No. of Equity Shares at the end of the year	1,53,460,570	1,53,460,570
Weighted No. of Equity Shares at the end of the year	1,53,460,570	1,53,460,570
Profit for calculation of EPS (₹ in Lacs)	16,561.45	14,637.42
Basic and Diluted Earnings Per Share (₹)	10.79	9.54
Nominal value of Equity Share (₹)	2.00	2.00
38. INFORMATION IN ACCORDANCE WITH THE REQUIREMENT OF THE ACCOUNTING STANDARD 7 : CONSTRUCTION CONTRACTS		
1. Amount of Contract Revenue Recognized	1,58,631.18	1,39,873.43
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	4,06,318.73	3,22,498.17
(ii) Advances Received	16,928.51	31,017.24
(iii) Retentions	37,683.28	21,825.37
3. Due from Customers	37,935.21	33,711.17

Notes on Financial Statement

for the year ended 31st March, 2015

39. INFORMATION AS REQUIRED UNDER SECTION 186 (4) OF COMPANIES ACT, 2013 AND CLAUSE 32 OF LISTING AGREEMENT WITH STOCK EXCHANGES

(₹ in lacs)

	As at 31 st March, 2015	Maximum Balance during the year 2014-15	As at 31 st March, 2014	Maximum Balance during the year 2013-14
39.1 Details of loans given to Subsidiaries				
Shree Shubham Logistics Limited	6,285.44	6,285.44	5,655.37	16,989.90
Energy Link (India) Limited	19,895.64	19,895.64	18,276.95	18,276.95
Amber Real Estate Limited	19,362.52	19,362.52	17,752.59	17,752.59
Kalpataru Power Transmission (Mauritius) Limited	395.85	400.53	380.09	380.09
Kalpataru Power Transmission Nigeria Limited	48.41	58.00	56.06	56.06
Adeshwar Infrabuild Limited	21.00	21.00	21.00	21.00
Kalpataru Satpura Transco Private Limited	1,167.00	2,317.00	1,167.00	1,167.00
TOTAL	47,175.86		43,309.06	
The above loans given have no repayment schedule				
39.2 Investment by above entities in their Subsidiaries				
Shree Shubham Logistics Limited	606.44		-	
Energy Link (India) Limited	5.00		5.00	

39.3 Details of Investments made by the company are given in Note 12 and 15. Details of guarantees provided are given in Note 28.

39.4 All loans given and guarantees provided are for the purposes of the business.

40. 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 ₹ 1,062.15 lacs (Previous Year ₹ 906.17 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.

Notes on Financial Statement

for the year ended 31st March, 2015

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, 2015 (₹ in lacs)

	As at 31 st March, 2015	As at 31 st March, 2014
Change in present value of obligations :		
Obligations at beginning of the year	1,163.56	1,047.09
Service cost	177.08	162.31
Interest cost	100.50	82.48
Actuarial (gain) / loss	32.30	(70.73)
Benefits paid	(115.74)	(57.59)
Obligations at the end of the year	1,357.70	1,163.56
Change in Plan assets :		
Fair value of Plan assets at beginning of the year	1,155.09	1,094.22
Expected returns on plan assets	106.68	97.00
Actuarial (loss) / gain	(7.44)	(3.16)
Contributions by employer	197.93	24.62
Benefits paid	(115.74)	(57.59)
Fair value of plan assets at end of the year	1,336.52	1,155.09
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	1,357.70	1,163.56
Less: Fair value of plan assets	1,336.52	1,155.09
Unfunded status amount of liability recognized in the balance sheet	21.18	8.47
Gratuity cost for the year :		
Service Cost	177.08	162.31
Interest Cost	100.50	82.48
Expected return on plan assets	(106.68)	(97.00)
Actuarial (gain) / loss	39.75	(67.57)
Net gratuity cost charged to statement of profit & loss	210.65	80.22
Assumptions :		
Discount rate	8.00%	9.10%
Estimated rate of return on plan assets	8.70%	9.00%
Annual increase in salary costs	6.00%	7.00%

Experience Adjustments of Gratuity (₹ in lacs)

Particulars	As at 31 st March				
	2015	2014	2013	2012	2011
Defined Benefit obligation	1,357.70	1,163.56	1,047.09	871.75	834.42
Plan assets	1,336.52	1,155.09	1,094.22	997.52	887.02
Surplus/ (Deficit)	(21.18)	(8.47)	47.13	125.77	52.60
Experience Adjustment on Plan Liabilities [(Gain)/ Losses]	5.40	39.83	(32.95)	(97.91)	-
Experience Adjustment on Plan assets [Gain / (Losses)]	(7.44)	(3.16)	3.59	(2.20)	(12.74)

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 ₹ 4,998.48 lacs (previous year ₹ 4,189.72 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 ₹ 268.62 lacs (previous year ₹ 959.97 lacs), for later than 1 year but not later than 5 years is ₹ 491.44 (previous year ₹ 139.20 lacs) and for later than 5 years but not later than 9 years is ₹ 171.94 lacs (previous year - Nil).

Notes on Financial Statement

for the year ended 31st March, 2015

42. 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 SA (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
Gestamp Kalpataru Solar Steel Structure Pvt. Ltd.

(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 Company 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.
Property Solution (India) Pvt. Ltd.
P.K. Velu & Co. Pvt. Ltd.
Kalpataru Enterprises
Kalpataru Limited
Kalpataru Construction Pvt. Ltd.
K C Holdings Pvt. Ltd.
Kalpataru Viniyog Pvt. Ltd.
Kalpataru Holdings Pvt. Ltd.
Messers Habitat

(d) Key Management Personnel

Mr. Ranjit Singh	Managing Director
Mr. Manish Mohnot	Joint Managing Director

(e) Individuals having significant influence and their relatives

Mr. Mofatraj P. Munot	Promoter Director
Mr. Parag Munot	Promoter Director
Ms. Sunita Choraria	Relative of Promoter Director
Ms. Sudha Golechha	Relative of Promoter Director

(f) Joint Ventures

Jhajjar KT Transco Pvt. Ltd.

Notes on Financial Statement

for the year ended 31st March, 2015

Transactions with Related Parties in ordinary course of business are:

		(₹ in lacs)	
Particulars	Relationship	2014-15	2013-14
1 Investment in Equity Shares			
Kalpataru Satpura Transco Pvt. Ltd.	Subsidiary	-	5,654.00
Gestamp Kalpataru Solar Steel Structure Pvt. Ltd.	Subsidiary	1,104.37	-
2 Net Loans and advances given/(returned)			
Shree Shubham Logistics Limited	Subsidiary	-	(11,468.15)
Amber Real Estate Limited	Subsidiary	160.00	3,146.00
Kalpataru Satpura Transco Pvt. Limited	Subsidiary	-	1,167.00
Jhajjar KT Transco Pvt. Ltd.	Joint Venture	-	(281.03)
Other Subsidiaries		127.70	455.35
3 Construction of Fixed Assets			
JMC Projects (India) Limited	Subsidiary	-	1,255.49
Kalpataru Enterprises	Enterprises having significant influence	93.65	152.89
Other Enterprises having significant influence		-	3.58
4 Revenue from Operations			
Kalpataru Satpura Transco Pvt. Limited	Subsidiary	14,270.07	14,861.56
JMC Projects (India) Limited	Subsidiary	3,797.29	4,854.82
LLC Kalpataru Power Transmission, Ukraine	Subsidiary	307.69	494.93
Kalpataru Power Transmission USA Inc.	Subsidiary	521.94	329.32
Jhajjar KT Transco Pvt. Ltd.	Joint Venture	150.00	150.00
5 Job Charges			
LLC Kalpataru Power Transmission, Ukraine	Subsidiary	8,818.99	15,274.81
6 Other Income			
Energy Link (India) Limited	Subsidiary	1,656.67	1,676.56
Amber Real Estate Limited	Subsidiary	1,611.03	1,589.58
Shree Shubham Logistics Limited	Subsidiary	755.97	1,082.05
Jhajjar KT Transco Pvt. Limited	Joint Venture	72.76	82.64
Other Subsidiaries		175.73	179.19
Other Joint Ventures		-	0.12
7 Reimbursement of Expenses (Receivable)			
Kalpataru Satpura Transco Pvt. Limited	Subsidiary	60.25	37.03
Kalpataru Power Transmission USA Inc.	Subsidiary	24.21	-
Saicharan Properties Limited	Indirect Subsidiary	0.44	-

Notes on Financial Statement

for the year ended 31st March, 2015

		(₹ in lacs)	
Particulars	Relationship	2014-15	2013-14
8 Rent Expenses			
Kalpataru Properties Pvt. Ltd.	Enterprises having significant influence	628.15	629.60
9 Service Charges			
Kalpataru Power Transmission USA Inc.	Subsidiary	373.37	285.60
10 Equipment Hire Charges			
Energy Link (India) Limited	Subsidiary	25.20	25.20
JMC Projects (India) Limited	Subsidiary	123.49	28.24
11 Reimbursement of Expenses (Payable)			
Property Solutions (I) Pvt. Ltd.	Enterprises having significant influence	48.44	37.40
Kalpataru Properties Pvt. Ltd.	Enterprises having significant influence	38.27	27.44
Messers Habitat	Enterprises having significant influence	-	19.80
Other Enterprises having significant influence		1.14	3.92
12 Sale of Fixed Assets			
LLC Kalpataru Power Transmission, Ukraine	Subsidiary	101.01	-
13 Salary & Commission			
Mr. Manish Mohnot	Key Managerial Personnel	373.84	336.89
Mr. Ranjit Singh	Key Managerial Personnel	373.40	412.49
Mr. Mofatraj P. Munot	Promoter Director	120.00	110.00
Mr. Parag Munot	Promoter Director	10.00	8.00
14 Dividend Paid			
Kalpataru Properties Pvt. Ltd.	Enterprises having significant influence	204.69	204.69
Kalpataru Construction Pvt. Ltd.	Enterprises having significant influence	350.25	350.25
K C Holdings Pvt. Ltd.	Enterprises having significant influence	317.14	317.14
Kalpataru Viniyog Pvt. Ltd.	Enterprises having significant influence	19.80	19.80
Kalpataru Holdings Pvt. Ltd.	Enterprises having significant influence	5.00	5.00
Mr. Mofatraj P. Munot	Promoter Director	206.05	187.86
Mr. Parag Munot	Promoter Director	201.95	187.54
Ms. Sudha Golechha	Relative of Promoter Director	13.07	13.07
Ms. Sunita Choraria	Relative of Promoter Director	13.07	13.07

Notes on Financial Statement

for the year ended 31st March, 2015

Balances with Related parties are:

(₹ in lacs)

Particulars	Relationship	As at 31 st March, 2015	As at 31 st March, 2014
1 Loans Given			
Energy Link (India) Limited	Subsidiary	19,895.64	18,276.95
Amber Real Estate Limited	Subsidiary	19,362.52	17,752.59
Shree Shubham Logistics Limited	Subsidiary	6,285.44	5,655.37
Other Subsidiaries		1,632.26	1,624.15
Jhajjar KT Transco Pvt. Ltd.	Joint Venture	765.25	765.25
2 Trade Receivable			
LLC Kalpataru Power Transmission, Ukraine	Subsidiary	314.44	20.88
JMC Projects (India) Limited	Subsidiary	4,390.15	1,273.11
Jhajjar KT Transco Pvt. Ltd.	Joint Venture	87.19	-
Kalpataru Satpura Transco Pvt. Ltd.	Subsidiary	847.52	-
Kalpataru Power Transmission USA Inc.	Subsidiary	46.45	328.69
3 Advance from Customers			
Kalpataru Satpura Transco Pvt. Ltd.	Subsidiary	-	554.39
4 Advances given			
LLC Kalpataru Power Transmission, Ukraine	Subsidiary	-	915.88
Shree Shubham Logistics Limited	Subsidiary	-	0.14
Kalpataru Enterprises	Enterprises having significant influence	616.70	523.05
Gestamp Kalpataru Solar Steel Structures Pvt Ltd.	Subsidiary	0.13	0.13
Other Direct & Indirect Subsidiaries		1.32	3.82
5 Security Deposit Given			
Kalpataru Properties Pvt. Ltd.	Enterprises having significant influence	3,462.16	3,462.16
6 Trade Payable			
JMC Projects (India) Limited	Subsidiary	83.19	361.36
Kalpataru Power Transmission USA Inc.	Subsidiary	139.77	32.80
Jhajjar KT Transco Pvt. Ltd.	Joint Venture	-	6.72
Kalpataru Properties Pvt. Ltd.	Enterprises having significant influence	54.67	60.23
Property Solutions (I) Pvt. Ltd.	Enterprises having significant influence	13.58	4.46
Other Subsidiaries		2.05	2.06
Other Enterprises having significant influence		0.52	6.56
Mr. Manish Mohnot	Key Managerial Personnel	241.78	180.68
Mr. Ranjit Singh	Key Managerial Personnel	113.72	105.92
Mr. Mofatraj P. Munot	Promoter Director	120.00	110.00
Mr. Parag Munot	Promoter Director	10.00	8.00

Notes on Financial Statement

for the year ended 31st March, 2015

43. (1) The Company has entered into consortium with
- JSC Zangas, Russia separately for four gas pipeline projects (i) Vijaipur to Kota (ii) Panvel to Dabhol (iii) Vijaipur to Dadari and (iv) Dadari-Panipat.
 - JMC Projects (India) Limited and G.B. Yadav & Co. Pvt. Ltd. for railway projects as "KPTL-JMC-Yadav JV".
 - GPT Infrastructure Limited for railway projects as "GPT-KPTL JV".
 - Cimechel Electric Co. for railway projects as "CIMECHEL-KPTL JV"
 - CHC Engineering Co. Ltd. for transmission line projects as "The Consortium of Kalpataru and CHC"
 - Techno Electric & Engineering Co. Ltd. for transmission line projects as "Kalpataru - Techno"
 - Jyoti Structure Ltd. for transmission line projects as "Kalpataru - Jyoti Consortium"
 - AER Construction and Development Co. Inc. for transmission line projects as "KPTL and AER Consortium"
 - 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%
Gestamp Kalpataru Solar Steel Structures Private Limited (GKSSSPL)*	100.00%

- (3) Details of proportionate share in the Assets, Liabilities, Income and Expenditure of the Company in its JCE are given below. *

(₹ in lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Assets	20,493.14	20,911.93
Liabilities	12,408.07	12,822.73
Income	2,308.61	2,961.35
Expenditure	2,312.75	2,930.21
Contingent Liability	696.08	696.08

*The company has acquired balance 50% stake of GKSSSPL in the current year which were transferred in its name on 30th May, 2015. On acquisition of balance stake, GKSSSPL has become subsidiary and accordingly proportionate share in GKSSSPL not included above.

Notes on Financial Statement

for the year ended 31st March, 2015

44. SEGMENT REPORTING

(a) Business Segment

(₹ in lacs)

Particulars	Transmission & Distribution		Infrastructure EPC		Others		Unallocable		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
1 Segment Revenue :										
Sales & Services	3,97,241.69	3,72,400.57	31,863.62	22,117.50	6,353.83	5,819.06	-	-	4,35,459.14	4,00,337.13
Other Operating Income	6,117.46	5,066.36	-	1.31	648.49	119.81	-	-	6,765.95	5,187.48
Net Sales/Revenue from Operations	4,03,359.15	3,77,466.93	31,863.62	22,118.81	7,002.32	5,938.87	-	-	4,42,225.09	4,05,524.61
Add : Other Income	401.50	50.23	30.29	44.22	6.26	(2.61)	4,785.11	4,745.87	5,223.16	4,837.71
Total	4,03,760.65	3,77,517.16	31,893.91	22,163.03	7,008.58	5,936.26	4,785.11	4,745.87	4,47,448.25	4,10,362.32
2 Segment Result Before Finance cost and Tax.	37,931.11	37,040.78	(4,665.77)	(5,232.47)	1,380.22	507.19	4,734.16	4,192.46	39,379.72	36,507.96
Less: Finance Cost									14,093.27	14,599.37
Profit Before Tax									25,286.45	21,908.59
Current Tax									9,357.60	7,075.00
Deferred Tax									(632.60)	196.17
Net Profit after Tax									16,561.45	14,637.42
3 Other Information										-
Segment Asset	3,34,586.22	3,26,227.11	51,140.60	45,320.20	5,033.51	4,873.62	88,662.95	83,174.13	4,79,423.28	4,59,595.06
Segment Liability	1,55,770.26	1,70,316.26	15,480.35	10,682.67	132.16	155.40	3,276.46	4,049.03	1,74,659.23	1,85,203.36
Capital Expenditure (incl. CWIP)	3,427.33	12,982.80	2,046.32	97.75	147.90	87.58	-	-	5,621.55	13,168.13
Depreciation	7,650.61	4,988.06	636.01	1,463.32	231.08	502.94	-	-	8,517.70	6,954.32
(b) Geographical Segment										
Revenue from Operations										
India	1,63,501.64	1,95,858.75	32,144.87	19,880.64	7,002.32	5,938.87	-	-	2,02,648.83	2,21,678.26
Outside India	2,39,857.51	1,81,608.18	(281.25)	2,238.17	-	-	-	-	2,39,576.26	1,83,846.35
Total	4,03,359.15	3,77,466.93	31,863.62	22,118.81	7,002.32	5,938.87	-	-	4,42,225.09	4,05,524.61

Notes on Financial Statement

for the year ended 31st March, 2015

45. The Company entered into derivative contracts including forward contracts to hedge its risk associated with foreign currency fluctuations. Company does not use derivative contracts including forward contracts for speculative purpose.

- a. The particulars of derivatives including forward contracts entered into for hedging purpose outstanding as on 31.03.2015 are as under.

(₹ in lacs)

Category of Derivative Instruments	Amount of Exposure Hedged	
	As at 31 st March, 2015	As at 31 st March, 2014
Forward Contracts	74,413.76	39,965.05
Currency Swaps	2,000.00	5,100.00
Commodity Swaps	18,569.16	16,800.68
Total	94,982.92	61,865.73

- b. Unhedged Foreign Currency Exposure as at 31st March, 2015 are as under :

The Foreign Currency Exposure that is not hedged by derivative instruments as on 31st March 2015 amounts to ₹ 24,350.32 Lacs (Previous Year ₹ 25,051.73 Lacs)

46. A sum of ₹ 426.62 lacs is receivable (Previous Year ₹ 31.04 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 is no CER's under certification as on 31.03.2015.

47. CSR EXPENDITURE :

(₹ in lacs)

	2014-15	2013-14
(a) Gross amount required to be spent by the company during the year	267.49	-
(b) Amount spent on purposes other than construction/ acquisition of any assets	178.36	-

48. 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.

49. 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.

50. 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.

51. Previous year's figures have been regrouped and/or rearranged wherever considered necessary.

Kamal Jain
Director (Finance) & CFO

Rahul Shah
Company Secretary

For and on behalf of the Board
Ranjit Singh
Managing Director
DIN: 01651357

Manish Mohnot
Joint Managing Director
DIN: 01229696

Mumbai : 30th May, 2015

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 its jointly controlled entities, comprising of the Consolidated Balance Sheet as at 31st March, 2015, 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 jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. 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 state of affairs of the Group and its jointly controlled entities as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matter

We did not audit the financial statements / consolidated financial statements of 18 subsidiaries and 2 jointly controlled entities, whose financial statements / consolidated financial statements reflect total assets of ₹ 4,46,140.32 Lacs as at 31st March, 2015, total revenues of ₹ 2,53,081.11 Lacs and net cash inflows amounting to ₹ 183.00 Lacs for the year ended on that date, as considered in the consolidated

Independent Auditor's Report on Consolidated Financial Statements

financial statements. These financial statements / consolidated 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 and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid 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 the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, based on the comments in the auditors' reports of the holding company, subsidiary companies and jointly controlled entities incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the holding company as on 31st March, 2015 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 entities incorporated in India, none of the directors of the Group and its jointly control entities incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) 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 consolidated financial statements discloses the impact of pending litigations on consolidated financial position of the group and jointly controlled entities – Refer Note 29 and 38 to the consolidated financial statements.
 - ii. Provision has been made in the consolidated financial statement, 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 entities incorporates in India.

For Deloitte Haskins & Sells,
Chartered Accountants
(Registration No. 117365W)

Place: Mumbai
Date: 30th May, 2015

(Gaurav J. Shah)
Partner
(Membership No. 35701)

Annexure to the Auditor's Report on the Consolidated Financial Statements

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the consolidated financial statements for the year ended 31st March, 2015)

"Our reporting on the Order includes 13 subsidiary companies, 2 jointly controlled entities incorporated in India, to which the Order is applicable, of which 12 subsidiary companies and 2 joint control entities have been audited by other auditors and our report in respect of these entities is based solely on the reports of the other auditors, to the extent considered applicable, for reporting under the Order in the case of the consolidated financial statements."

1. In respect of the fixed assets of the Holding Company, subsidiary companies and jointly controlled entities incorporated in India
 - (a) The respective entities have 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 of the respective entities in accordance with a programme of verification which, in our opinion and the opinion of the other auditors, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us and the other auditors, no material discrepancies were noticed on such verification.
2. In respect of the inventories of the Holding Company and subsidiary companies incorporated in India:
 - a) As explained to us and the other auditors, the inventories were physically verified during the year by the Management of the respective entities at reasonable intervals.
 - (b) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the procedures of physical verification of inventories followed by the Management of the respective entities were reasonable and adequate in relation to the size of the respective entities and the nature of their business.
 - (c) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the respective entities have maintained proper records of their inventories and no material discrepancies were noticed on physical verification.
3. According to the information and explanations given to us the Holding Company has granted loans, to the extent included in the consolidated financial statements, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 (hereinafter referred to as "the Act"). In respect of such loans
 - (a) The receipts of principal amounts and interest have been as per stipulations
 - (b) There is no overdue amount in excess of ₹ 1 Lakh remaining outstanding as at the year end. ,
4. In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, there is an adequate internal control system in the Holding Company, subsidiary companies and jointly controlled entities incorporated in India, commensurate with the size of the respective entities and the nature of their business for the purchase of inventory and fixed assets and for the sale of goods and services, as applicable, and during the course of our and the other auditors audit no continuing failure to correct major weaknesses in such internal control system has been observed.
5. In the opinion of the other auditors and according to the information and explanations given to other auditors, a subsidiary company incorporated in India has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended, with regard to the deposits accepted. According to the information and explanations given to us and other auditors, the Holding Company, other subsidiary companies and its jointly controlled entities incorporated in India have not accepted any deposit during the year.
6. According to the information and explanations given to us and the other auditors, in our opinion and the opinion of the other auditors, the Holding Company, subsidiary companies and jointly controlled entities incorporated in India have, *prima facie*, made and maintained the prescribed cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under subsection (1) of Section 148 of the Act, neither we nor the other auditors have, however, made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
7. According to the information and explanations given to us and to the other auditors, in respect of statutory dues of the Holding Company, subsidiary companies and jointly controlled entities incorporated in India:
 - (a) The respective entities have generally been regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to the respective entities.
 - (b) Dues of Value Added Tax amounting to ₹ 13.26 Lacs were due by a subsidiary Company and a jointly controlled entity incorporated in India for a period of more than six months. There were no undisputed amounts payable by the respective entities of in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.

Annexure to the Auditor's Report on the Consolidated Financial Statements

- (c) Details of dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess which have not been deposited as on March 31, 2015 on account of disputes are given below;

Name of the statute	Nature of dues	Forum where Dispute is Pending	Year	Amount (₹ In Lacs)
Sales Tax/ Value Added Tax	VAT/ Entry Tax	Assistant Commissioner/ Joint Commissioner/ Deputy Commissioner/ Additional Commissioner (Appeals)	2004-05 to 2013-14	2,298.54
		Appellate Tribunal	2004-05 to 2009-10	634.21
		High Court	2007-08 & 2008-09	347.22
The Central Excise Act, 1944	Excise	Commissioner (Appeal)	2007-08 to 2011-12	6.39
The Customs Act, 1962	Customs Duty	Commissioner (Appeal), Ahmedabad	2012-13	47.79
		CESTAT, Chennai	2010-11 & 2011-12	23.18
The Finance Act, 1994	Service Tax	Commissioner (Appeal)	2006-07	1.01
		Customs, Excise and Service Tax Appellate Tribunal	1997-98 to 2012-13	9,000.70
The Income Tax Act, 1961	Income Tax	Commissioner (Appeals)	2006-07 to 2011-12	1,539.11

For the above purpose, only statutory dues payable in India have been considered.

- (d) The aforesaid entities have been generally regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder within time.
- The Group and jointly controlled entities does not have consolidated accumulated losses at the end of the financial year and the Group and jointly controlled entities have not incurred cash losses on a consolidated basis during the financial year covered by our audit and in the immediately preceding financial year.
 - In our opinion and the opinion of the other auditors and according to the information and explanations given to the other auditors, as at balance sheet date, there were defaults in the repayment of dues to bank aggregating to ₹ 1,387 Lacs for the period January, 2015 to March, 2015, by a jointly controlled entity incorporated in India which have been paid till the date of report. In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the Holding Company, subsidiary companies and jointly controlled entity incorporated in India have not defaulted in the repayment of dues to financial institutions, banks and debenture holders.
 - In our opinion and the opinion of the other auditors and according to the information and explanations given to us and other auditors, the terms and conditions of the guarantees given by the Holding Company and subsidiary companies incorporated in India for loans taken by others outside of the Group and jointly controlled entities from banks and financial institutions are not, *prima facie*, prejudicial to the interest of the Group and jointly controlled entities.
 - In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the term loans have been applied by the Holding Company, subsidiary companies and jointly controlled entities incorporated in India during the year for the purposes for which they were obtained, other than temporary deployment pending application.
 - To the best of our knowledge and according to the information and explanations given to us and the other auditors, no fraud by the Holding Company, its subsidiary companies and jointly controlled entities incorporated in India and no material fraud on the Holding Company, its subsidiary companies and jointly controlled entities incorporated in India has been noticed or reported during the year.

For Deloitte Haskins & Sells,
Chartered Accountants
(Registration No. 117365W)

Place: Mumbai
Date: 30th May, 2015

(Gaurav J. Shah)
Partner
(Membership No. 35701)

Consolidated Balance Sheet

as at March 31, 2015

(₹ in lacs)

	Note	As at 31 st March, 2015	As at 31 st March, 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	1	3,069.21	3,069.21
(b) Reserves and Surplus	2	2,18,586.45	2,06,844.62
		2,21,655.66	2,09,913.83
Minority Interest		14,217.64	14,361.56
Non-Current Liabilities			
(a) Long Term Borrowings	3	2,47,321.34	1,72,746.65
(b) Deferred Tax Liabilities (Net)	4	899.39	958.10
(c) Other Long Term Liabilities	5	32,897.16	22,828.58
(d) Long-Term Provisions	6	14,267.67	11,949.60
		2,95,385.56	2,08,482.93
Current Liabilities			
(a) Short Term Borrowings	7	96,792.59	81,113.36
(b) Trade Payables	8	1,99,705.93	2,01,833.04
(c) Other Current Liabilities	9	55,800.14	72,489.27
(d) Short-Term Provisions	10	11,551.80	9,788.53
		3,63,850.46	3,65,224.20
TOTAL ASSETS		8,95,109.32	7,97,982.52
Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		1,47,478.61	1,33,508.34
(ii) Intangible assets		1,70,923.29	41,069.88
(iii) Capital work-in-progress		36,556.57	25,435.77
(iv) Intangible assets under development		3,202.14	1,03,748.63
(b) Goodwill on Consolidation		2,014.67	2,016.77
(c) Non-current Investments	12	1,129.97	1,002.06
(d) Long Term Loans and Advances	13	17,745.04	17,276.00
(e) Other Non-Current Assets	14	14,775.13	13,949.69
		3,93,825.42	3,38,007.14
Current Assets			
(a) Current Investments	15	-	15.00
(b) Inventories	16	1,21,762.60	1,22,925.50
(c) Trade Receivables	17	2,23,006.05	1,85,104.93
(d) Cash and Bank Balances	18	13,810.07	11,718.46
(e) Short-Term Loans and Advances	19	60,283.80	60,084.76
(f) Other Current Assets	20	82,421.38	80,126.73
		5,01,283.90	4,59,975.38
TOTAL		8,95,109.32	7,97,982.52
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

(Gaurav J. Shah)

Partner

(M. No. 35701)

Mumbai : 30th May, 2015

Kamal Jain

Director (Finance) & CFO

Rahul Shah

Company Secretary

For and on behalf of the Board

Ranjit Singh

Managing Director

DIN: 01651357

Manish Mohnot

Joint Managing Director

DIN: 01229696

Mumbai : 30th May, 2015

Consolidated Statement of Profit and Loss

for the year ended 31st March, 2015

(₹ in lacs)

	Note	2014-2015	2013-2014
INCOME			
Revenue from Operations - Gross	21	7,26,975.16	7,21,179.50
Less : Excise Duty		7,153.83	12,150.30
Revenue from Operations - Net		7,19,821.33	7,09,029.20
Other Income	22	2,504.97	2,327.09
TOTAL REVENUE		7,22,326.30	7,11,356.29
EXPENSES			
Cost of Materials Consumed	23	2,95,176.75	3,07,573.09
(Increase) / Decrease in Stocks	24	(3,413.04)	(5,549.02)
Employee Benefits Expense	25	54,441.05	45,198.52
Other Expenses	26	3,03,186.48	3,02,835.55
Finance costs	27	33,700.01	24,877.10
Depreciation and Amortization Expenses	33	16,828.52	14,894.96
TOTAL EXPENSES		6,99,919.77	6,89,830.20
Profit Before Tax		22,406.53	21,526.09
Tax Expenses			
Current Tax		10,776.06	8,429.36
Current Tax for earlier year		0.04	-
Less: MAT Credit Entitlement		399.28	507.48
Deferred Tax		488.13	1,212.54
Net Profit After Tax (Before adjustment for Minority Interest)		11,541.58	12,391.67
Add/(Less): Share of Profit / Loss attributable to Minority Interest		494.13	(170.79)
Net Profit for the year (After adjustment for Minority Interest)		12,035.71	12,220.88
Earnings per Equity Share of ₹ 2 each			
Basic and Diluted (₹)	37	7.83	7.95
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

(Gaurav J. Shah)

Partner
(M. No. 35701)
Mumbai : 30th May, 2015

Kamal Jain

Director (Finance) & CFO

Rahul Shah

Company Secretary

For and on behalf of the Board

Ranjit Singh

Managing Director
DIN: 01651357

Manish Mohnot

Joint Managing Director
DIN: 01229696

Mumbai : 30th May, 2015

Consolidated Cash Flow Statement

for the year ended 31st March 2015

(₹ in lacs)

	2014-15	2013-14
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit before Taxation, Extraordinary items and Minority Interest	22,406.53	21,526.09
Adjustments for :		
Depreciation and Amortisation Expenses	16,828.52	14,894.95
Finance Cost	33,700.01	24,877.10
Dividend Income	(4.46)	(14.72)
Interest Income	(287.05)	(355.90)
Amortisation of Employees Compensation (ESOP)	(44.78)	(58.35)
Profit on sale of assets (net)	(214.88)	(1,045.85)
Unrealised Foreign Exchange Loss (net)	109.63	1,537.97
Impairment of Capital Work in progress	-	415.92
Loss on sale of investments	(127.64)	(223.75)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	72,365.88	61,553.46
Adjustment for:		
Trade and other Receivables	(45,335.82)	(52,393.32)
Inventories	1,229.02	(30,737.75)
Trade and other payables	(11,877.51)	49,645.02
CASH GENERATED FROM OPERATIONS	16,381.57	28,067.41
Income Tax Paid	(9,183.05)	(11,164.42)
NET CASH FLOW FROM OPERATING ACTIVITIES	7,198.52	16,902.99
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Intangible Assets Under Development	(31,116.57)	(16,640.41)
Purchase of fixed assets	(27,315.88)	(65,378.68)
Proceeds from Sale of fixed assets	799.92	2,194.11
Sale of investment in Mutual Fund	15.00	289.10
Investments in Partnership Firm	-	34.87
Interest Received	287.05	355.90
Dividend Received	4.46	14.72
Deposits with banks	(193.98)	358.56
Inter Corporate Deposits	29.29	18.35
Loans to Joint Ventures	(2,229.87)	141.44
Sale of Quoted and Unquoted Shares	-	1.15
Consideration paid on acquisition on subsidiaries	(1,256.24)	-
Cash and cash equivalents acquired pursuant to acquisition of subsidiaries	233.39	-
CASH USED IN INVESTING ACTIVITIES	(60,743.43)	(78,610.89)

Consolidated Cash Flow Statement

for the year ended 31st March 2015

(₹ in lacs)

	2014-15	2013-14
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from Equity shares issued to minority shareholders	-	3,510.12
Share issue expenses	(327.43)	(232.78)
Proceeds from Long Term Borrowings	1,01,102.09	84,699.74
Repayment of Long Term Loan Borrowings	(20,262.40)	(16,054.78)
Proceeds from Short Term Borrowings	15,653.61	21,553.68
Interest Paid	(43,397.07)	(32,134.28)
Dividend Paid	(2,301.91)	(2,301.91)
Corporate Dividend Tax	(407.39)	(358.61)
Grant in Aid (Viability Gap Funding)	5,082.40	4,950.00
Dividend payment to Minority Shareholders	(95.21)	(95.21)
CASH GENERATED FROM FINANCING ACTIVITIES	55,046.69	63,535.97
Effect of exchange differences on translation of foreign currency cash and cash Equivalents	279.21	(40.05)
D. NET INCREASE IN CASH AND CASH EQUIVALENT	1,780.99	1,788.02
E. Opening Cash and Cash Equivalent	10,266.75	8,478.73
F. Closing Cash and Cash Equivalent	12,047.74	10,266.75
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 31 st March 15	As at 31 st March 2014
(a) Cash on hand	302.05	281.92
(b) Cheques in Hand	-	21.14
(c) Balance with Banks		
(i) In current accounts	9,758.83	9,662.50
(ii) In deposit accounts	1,986.86	301.19
Cash and Cash Equivalent as per Cash Flow Statement	12,047.74	10,266.75

[iii] Previous year figures have been regrouped to conform with those of the current year

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

(Gaurav J. Shah)

Partner
(M. No. 35701)
Mumbai : 30th May, 2015

Kamal Jain

Director (Finance) & CFO

Rahul Shah

Company Secretary

For and on behalf of the Board

Ranjit Singh

Managing Director
DIN: 01651357

Manish Mohnot

Joint Managing Director
DIN: 01229696

Mumbai : 30th May, 2015

Significant Accounting Policies on Consolidated Financial Statements

for the year ended 31st March, 2015

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. 28 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.
- 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.

Significant Accounting Policies on Consolidated Financial Statements

for the year ended 31st March, 2015

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) 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.

G. Operating Cycle:

(i) Assets and liabilities other than those relating to long-term contracts (i.e. supply or turnkey contracts) are classified as current if it is expected to realize or settle within 12 months after the balance sheet date.

Significant Accounting Policies on Consolidated Financial Statements

for the year ended 31st March, 2015

- (ii) In case of long-term contracts, 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 & loss account.

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 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.

Significant Accounting Policies on Consolidated Financial Statements

for the year ended 31st March, 2015

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, Contingent Liabilities and Contingent Assets:

- 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 31st March, 2015

(₹ in lacs)

	As at 31 st March, 2015	As at 31 st March, 2014
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 31 st March, 2015		As at 31 st March, 2014	
	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 31 st March, 2015		As at 31 st March, 2014	
	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
ICICI Prudential Life Insurance Company	58,62,327	3.82	79,46,979	5.18
ICICI Prudential Mutual Fund	50,52,025	3.29	93,34,994	6.08

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

(₹ in lacs)

	As at 31 st March, 2015	As at 31 st March, 2014
2. RESERVES AND SURPLUS		
Revaluation Reserve :		
As per last Balance Sheet	29.05	31.47
Less: Transferred to Statement of Profit and Loss	-	2.42
	29.05	29.05
Securities Premium Account :		
As per last Balance Sheet	80,064.74	77,912.69
Add: Premium on Equity shares issued during the year	813.07	2,330.37
Less: Share issue expense	238.93	178.32
	80,638.88	80,064.74
Foreign Currency Translation Reserve :		
As per last Balance Sheet	(360.56)	1,021.21
Less: During the year	2,020.82	1,381.77
	(2,381.38)	(360.56)
Debentures Redemption Reserve :		
As per last Balance Sheet	2,865.00	3,743.75
Add: Transferred From Surplus in Statement of Profit & Loss	1,036.25	231.25
Less: Transferred to General Reserve	2,045.00	1,110.00
	1,856.25	2,865.00
Employee Share Options Outstanding :		
Employee share option - at the beginning of the year	76.81	135.16
Less: Deferred Employee Share Compensation	44.78	58.35
	32.03	76.81
Grant In Aid (Viability Gap Funding) :		
Opening Balance	8,748.32	3,798.32
Add: Addition During the Year	5,082.40	4,950.00
	13,830.72	8,748.32
General Reserve :		
As per last Balance Sheet	26,497.83	22,162.83
Add: Transferred from Debenture Redemption Reserve	2,045.00	1,110.00
Add: Transferred from Surplus in Statement of Profit and Loss	1,225.00	3,225.00
	29,767.83	26,497.83
Reserve Fund as per Section 45-IC of the Reserve Bank of India Act, 1934	2.02	-
Surplus in the Statement of Profit and Loss :		
As per last Balance Sheet	88,923.43	82,851.62
Less: Depreciation (Refer Note 11.2)	1,096.92	-
Add: Profit for the year	12,035.71	12,220.88
Less: Proposed Dividend on Equity Shares		
[Dividend per Share ₹ 1.50 (Previous year ₹ 1.50)]	2,301.91	2,301.91
Less: Corporate Tax on Proposed Dividend	488.01	390.91
Less: Transfer to Debenture Redemption Reserve	1,036.25	231.25
Less: Transfer to General Reserve	1,225.00	3,225.00
	94,811.05	88,923.43
TOTAL	2,18,586.45	2,06,844.62

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

(₹ in lacs)

	As at 31 st March, 2015		As at 31 st March, 2014	
	Non-Current	Current	Non-Current	Current
3. LONG TERM BORROWINGS				
Secured				
Non-Convertible Redeemable Debentures	-	4,166.67	4,166.67	8,166.67
Term Loans				
Foreign Currency Loans				
From Banks	5,983.12	3,804.77	6,658.35	3,804.77
Rupee Loans				
From Banks	1,76,612.36	9,489.78	1,32,091.13	6,748.13
From NBFC	30,070.37	1,873.30	13,569.14	325.37
Unsecured				
Compulsory Convertible Debentures	-	3,143.00	4,490.00	-
Non-Convertible Redeemable Debentures	20,000.00	-	-	-
Rupee Term Loans				
From Banks	12,175.00	825.00	10,000.00	-
From Company	2,460.66	-	637.93	-
Fixed Deposit from Public	19.83	996.48	1,133.43	235.27
Amount disclosed under the head "Other Current Liabilities" (Note 9)	-	(24,299.00)	-	(19,280.21)
TOTAL	2,47,321.34	-	1,72,746.65	-

3.1 Details of Debentures:

Redemption Profile	Amount (₹ in lacs)		Interest	Date of Allotment
	As at 31 st March 2015	As at 31 st March 2014		
(a) Details of Secured Non-Convertible Redeemable Debentures of the Company :				
Redeemable at face value in 3 equal annual installments at the end of 5 th , 6 th & 7 th year starting from 26.12.2013	2,666.67	5,333.34	12.50% p.a. payable annually	December 26, 2008
Redeemable at face value in 3 installments - 25% each at the end of 3 rd year and 4 th year and 50% at the end of 5 th year started from 15.07.2012	-	3,500.00	9.55% p.a. payable semi annually	July 15, 2009
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) Details of Secured Non-Convertible Redeemable Debentures of one of the Subsidiary Company:				
Redeemable in tranches at the end of 5 th year from the date of allotment	1,500.00	3,500.00	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.				

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

(c) Details of Unsecured Compulsory Convertible Debentures of one of the Subsidiary Company:

	Amount (₹ in lacs)		Interest	Date of Allotment
	As at 31 st March 2015	As at 31 st March 2014		
70 CCDs shall be converted into equity shares ranking pari passu with the equity shares at a conversion ratio determined as per the investment agreement with the debenture holder.	3,143.00	4,490.00	4.0009% p.a. payable annually	May 31, 2013

(d) Details of Unsecured Non-Convertible Redeemable Debentures of the Company:

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

3.2 Foreign Currency Loans

₹ 3,971.42 Lacs (Previous year ₹ 6,240.80 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 installment starting from 21st October 2013.

₹ 1,251.82 Lacs (Previous year ₹ Nil) carries interest of 6 months Libor + spread secured by exclusive charge over entire current assets, escrow of receivables including receivables pertaining to Rwanda Project of the Company and is repayable in 7 Equal Monthly installment starting from 28th May 2017

₹ 1,877.72 Lacs (Previous year ₹ Nil) carries interest of 6 months Libor + spread secured by exclusive charge over entire current assets, escrow of receivables including receivables pertaining to Egypt Project of the Company and is repayable in 10 Equal monthly installment starting from 28th October 2016

₹ 2,686.92 Lacs (Previous year ₹ 4,222.32 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 7 equal quarterly installments.

3.3 Rupee Term Loans

₹ 5,500.00 Lacs [Previous year ₹ Nil] carries interest of 10.50% p.a. secured by hypothecation of specific moveable fixed assets of the Company and is repayable in 24 Equal Quarterly installment starting from 31st December, 2014

₹ 44,600 Lacs (Previous Year ₹ 23,500.00 Lacs) carries interest of 11.50% p.a. (Base Rate + spread of 150 bps) is secured by

- first charge on all movable and immovable assets and receivables except the project assets and all the intangibles of one of the subsidiary company
- 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 installments.

₹ 15,496.79 Lacs (Previous Year ₹ 15,902.47 Lacs) carries interest of 11.75% p.a. (Base Rate + spread of 150 bps) is secured by

- first charge on all movable and immovable assets and receivables except the project assets and all the intangibles of one of the subsidiary company
- 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 installments.

Term loan amounting to ₹ 32,800.00 Lacs (Previous Year ₹ 22,986 Lacs) carries interest of 11.25% p.a. (Base Rate + spread of 50 bps) 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 installments.

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

Term loan amounting to ₹ 38,600.85 Lacs (Previous Year ₹ 38,123.14 Lacs) carries interest of 12.75% p.a. (Base Rate + spread of 250 bps) is secured by

- first charge on all movable and immovable assets, receivables, all the bank accounts and intangibles of one of the subsidiary company.
- 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 subsidiary company. Term loan is repayable in 47 structured quarterly installments.

₹ 10,000 Lacs (Previous Year ₹ Nil) carries interest of 11.40% p.a. (Base Rate + 140 bps) is secured by subservient charge over the entire movable tangible assets of one of the subsidiary company. Term loan is repayable in 8 equal quarterly installments commencing from 15th March 2016.

₹ 1,717.56 Lacs (Previous Year ₹ 2,499.08 Lacs) carries interest of 11.75% p.a. (Base Rate + 75 bps) 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 11 equal quarterly installments.

₹ 4,000.00 Lacs (Previous Year ₹ Nil) carries interest of 11.25% p.a. (Base Rate + 125 bps) 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 unequal quarterly installments from starting from 5th quarter from the date of disbursement.

₹ 4,468.75 Lacs (Previous Year ₹ 6,927.08 Lacs) carries interest of 12.20% p.a. (Base Rate + 145 bps) 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 11 equal quarterly installments.

₹ 1946.04 Lacs (Previous Year ₹ 1338.75 Lacs) carries interest in range of 8.83% -10.50% p.a. is secured by hypothecation of Vehicles / equipments financed through loans.

₹ 26,455.54 Lacs (Previous Year ₹ 22,095.37 Lacs) is secured by the assets at warehouses ,including land building, in Rajasthan. Term loans are repayable in balance 5-32 structured installments and present interest rates is in the range of 10.00% - 10.75%

₹ 32,460.28 Lacs (Previous Year ₹ 12,361.88 Lacs) is secured in by first charge on pari passu basis by way of hypothecation of entire moveable 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 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 installments (% loan amount) in approximately 13 years started from 15/09/2012 and 31/12/2015.

Term Loans from bank amounting to ₹ 20,455.54 Lacs (Previous Year ₹ 16,095.37 Lacs) is guaranteed by two executive directors of one of the subsidiary.

- 3.4** As at balance sheet date, there were defaults in the repayment of dues to bank aggregating to ₹ 1,387 Lacs for the period January, 2015 to March, 2015, by a jointly controlled entity, which have been paid till the date of report.

(₹ in lacs)

	As at 31 st March, 2015	As at 31 st March, 2014
4. DEFERRED TAX LIABILITIES		
a) Deferred Tax Liability:		
Depreciation	3,977.93	3,203.40
Deductions claimed u/s 43 B of Income Tax Act, 1961 and Others	2,570.83	1,309.59
	6,548.76	4,512.99
b) Deferred Tax Assets:		
Expenses debited to statement of Profit & Loss allowable in subsequent year(s) u/s 43 B/ 40(a) / 40A of Income Tax Act, 1961.	3,925.30	2,169.29
Others	1,724.07	1,385.60
	5,649.37	3,554.89
Deferred Tax Liability (Net) (a-b)	899.39	958.10

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

(₹ in lacs)

	As at 31 st March, 2015	As at 31 st March, 2014
5. OTHER LONG TERM LIABILITIES		
Trade Payables	12,710.55	9,289.43
Advance from Customers	19,714.23	13,264.10
Payable to Joint Venture Entities	158.75	158.48
Others	313.63	116.57
TOTAL	32,897.16	22,828.58
6. LONG TERM PROVISIONS		
Provision for Employee Benefits	1,393.00	863.11
Provision for Performance Warranties (Refer Note 31)	12,874.67	11,086.49
TOTAL	14,267.67	11,949.60
7. SHORT TERM BORROWINGS		
Secured		
Working Capital Facilities from Banks	89,748.88	80,083.23
Other Loans from Banks	-	15.64
Unsecured		
Loan repayable on demand from Banks	6,110.28	491.71
Loans repayable on demand from Company	859.49	448.37
Fixed Deposits from Public	73.94	74.41
TOTAL	96,792.59	81,113.36

- 7.1 Working Capital Facilities of the Company of ₹ 61,517.59 Lacs (Previous Year ₹ 62,611.08 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 on which debenture holders have first exclusive charge to the extent of 1.25 times of the outstanding NCDs.
- 7.2 Working Capital Facilities of one of the subsidiary of ₹ 21,765.71 Lacs (previous year ₹ 13,372.91 Lacs) are secured in favour of consortium bankers, by way of :
- First charge against hypothecation of stocks, work in progress, stored and spares, bills receivable, book debts and other current assets
 - Second charge on plant and machineries financed by consortium bankers.
 - First charge on the office premises of the Company.
- 7.3 Working Capital Facilities of one of the Subsidiary of ₹ 6,465.58 Lacs (Previous year ₹ 4,114.88 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 ₹ 5,404.94 Lacs (Previous year ₹ 2,099.24 Lacs) is guaranteed by two executive directors of one of the subsidiary.

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

(₹ in lacs)

	As at 31 st March, 2015	As at 31 st March, 2014
8. TRADE PAYABLES		
Micro and Small Enterprises	1,531.01	5,572.80
Acceptances	37,376.81	43,927.92
Others	1,60,798.11	1,52,332.32
TOTAL	1,99,705.93	2,01,833.04
8.1 The amount outstanding to Micro and Small Enterprises is based on the information received and available with the Company. There are no overdue amount.		
9. OTHER CURRENT LIABILITIES		
Current maturities of Long Term debts (Refer Note 3)	24,299.00	19,280.21
Interest accrued but not due on borrowings	1,399.18	2,739.10
Interest accrued and due on borrowings	1,494.69	140.31
Advance from Customers	14,828.67	40,204.25
Unclaimed Dividend *	41.89	41.74
Unclaimed matured deposits and interest accrued thereon	24.70	14.42
Unclaimed Share Application Money	0.13	0.13
Statutory Liabilities	7,060.22	7,669.38
Creditors for capital expenditure	6,483.73	2,336.14
Security Deposits	43.30	53.00
Advance received for assets held for sales	21.00	-
Other Payables	103.63	10.59
TOTAL	55,800.14	72,489.27
* No amount is due for payment to Investor Education and Protection Fund		
10. SHORT TERM PROVISIONS		
Provision for Employee Benefits	195.12	513.46
Provision for Performance Warranties (Refer Note 31)	8,566.45	6,565.77
Proposed Dividend	2,301.91	2,301.91
Corporate Tax on Proposed Dividend	488.01	407.39
Others	0.31	-
TOTAL	11,551.80	9,788.53

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

11. FIXED ASSETS

(₹ in lacs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1 st April 2014	Additions	Deductions/ Adjustments	As at 31 st March 2015	As at 1 st April 2014	For the Year	Deductions	As at 31 st March 2015	As at 31 st March 2015	As at 31 st March 2014
TANGIBLE ASSETS										
Leasehold Land	2,911.83	-	-	2,911.83	-	-	-	-	2,911.83	2,911.83
Freehold Land	14,267.30	757.32	19.61	15,005.01	-	-	-	-	15,005.01	14,267.30
Buildings	32,648.90	10,949.74	29.09	43,569.55	2,491.38	1,299.47	3.85	3,787.00	39,782.55	30,157.52
Plant and Equipment	1,32,011.92	14,285.45	2,109.49	1,44,187.88	55,202.43	11,039.76	1,719.53	64,522.66	79,665.22	76,809.49
Electric Installation	932.14	47.20	12.08	967.26	381.00	134.26	10.52	504.74	462.52	551.14
Furniture and Fixtures	2,687.40	960.34	28.43	3,619.31	972.72	532.37	24.24	1,480.85	2,138.46	1,714.68
Office Equipments	4,341.56	476.03	91.40	4,726.19	2,242.10	1,106.44	84.69	3,263.85	1,462.34	2,099.46
Vehicles	9,455.00	3,077.30	548.78	11,983.52	4,458.11	1,877.72	402.99	5,932.84	6,050.68	4,996.89
TOTAL (A)	1,99,256.05	30,553.38	2,838.88	2,26,970.55	65,747.74	15,990.02	2,245.82	79,491.94	1,47,478.61	1,33,508.31
INTANGIBLE ASSETS										
Toll Collection Rights	40,506.93	1,31,663.06	-	1,72,169.99	207.30	1,601.14	-	1,808.44	1,70,361.55	40,299.63
Copy right and Trade Mark	50.92	2.53	-	53.45	32.92	10.37	-	43.29	10.16	18.00
Software (Other than internally generated)	1,793.01	67.31	-	1,860.32	1,040.77	267.97	-	1,308.74	551.58	752.24
TOTAL (B)	42,350.86	1,31,732.90	-	1,74,083.76	1,280.99	1,879.48	-	3,160.47	1,70,923.29	41,069.87
TOTAL (A) + (B)	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	1,74,578.18
Previous Year (FY 2013-14)	1,79,738.52	65,442.34	3,573.95	2,41,606.91	53,927.19	15,527.15	2,425.61	67,028.73	1,74,578.18	

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 ₹1,425.44 lacs (Previous Year ₹ 779.17 lacs) and of ₹614.60 lacs (Previous Year ₹ 646.65 lacs) have been decreased (previous year increased) in additions and depreciation for the year respectively.
- 11.2 Effective from 1st April, 2014, the company has charged depreciation based on the remaining useful life of the assets as per requirements of Schedule II of Companies Act, 2013 ("the Act"). Consequent to this, depreciation charge for the year ended 31st March, 2015 is lower by ₹ 1,558.25 lacs. In accordance with transitional provisions provided in Note 7(b) of Schedule II of the Act, an amount of ₹ 1,096.92 lacs (net of deferred tax of ₹ 558.66 lacs) had been adjusted against the opening balance of retained earning in respect of assets wherein the remaining useful life of the assets is Nil.
- 11.3 Addition of building and Capital work in progress includes ₹ 757.32 lacs and ₹ 23.64 lacs pursuant to acquisition of 50% stake of Gestamp Kalpataru Solar Steel Structures Private Limited.
- 11.4 Capital Subsidy amounting to ₹ 67.50 lacs (Previous Year ₹ 317.27 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.
- 11.5 The amount of interest capitalised during the year is ₹ 10,613.62 lacs (Previous year ₹ 8,775.77 lacs)
- 11.6 Deductions for the year in Gross Block and Depreciation includes ₹ 39.51 lacs and ₹ 3.85 lacs respectively, towards assets held for sale of a subsidiary.

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

12. NON-CURRENT INVESTMENTS

Particulars	Face Value		No. of Shares / Units		Amount ₹ in lacs	
	Currency	Per Share/Unit	31 st March, 2015	31 st March, 2014	31 st March, 2015	31 st March, 2014
Trade Investments (at cost)						
(i) Joint Venture, Unquoted, Fully Paid						
Aggrawal JMC Joint Venture					694.60	694.81
JMC-CHEC Joint Venture					360.22	232.10
(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					1,130.01	1,002.10
Less : Provision for diminution in the value of Investments					0.04	0.04
TOTAL					1,129.97	1,002.06
Aggregate amount of Quoted Investments					25.15	25.15
Market Value of Quoted Investments					70.23	50.81
Aggregate amount of Unquoted Investments					1,104.82	976.91

(₹ in lacs)

	As at 31 st March, 2015	As at 31 st March, 2014
13. LONG TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
Capital Advances	1,502.75	2,715.64
Deposits	4,795.64	5,056.14
Advance Income Tax and TDS (net of provisions)	732.53	2.05
MAT Credit Entitlement	1,232.03	832.75
Prepaid Expenses	28.17	5.14
Advance to Suppliers	1,172.90	1,446.42
VAT Credit /WCT Receivable	5,666.32	6,833.03
Loans and Advances to Joint Venture Entities	2,614.70	384.83
TOTAL	17,745.04	17,276.00

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

	(₹ in lacs)	
	As at 31 st March, 2015	As at 31 st March, 2014
14. OTHER NON-CURRENT ASSETS		
(Unsecured, considered good)		
Long term Trade Receivables	12,763.81	11,976.33
Unamortized Expenses	1,345.94	1,380.54
Subsidy Deposit	659.78	592.28
Others	5.60	0.54
TOTAL	14,775.13	13,949.69

15. CURRENT INVESTMENTS

Particulars	No. of Shares / Units		Amount in ₹ lacs	
	As at 31 st March, 2015	As at 31 st March, 2014	As at 31 st March, 2015	As at 31 st March, 2014
Unquoted, at cost or fair value, whichever is lower.				
Other Investments				
Union KBC Asset Allocation Fund	-	1,49,990	-	15.00
TOTAL			-	15.00

	(₹ in lacs)	
	As at 31 st March, 2015	As at 31 st March, 2014
16. INVENTORIES		
Raw Materials and Components (including goods in transit ₹ Nil) (Previous Year ₹ 188.57 lacs)	33,874.48	30,935.41
Finished Goods of Tower Structures	18,130.72	13,511.70
Semi-finished Goods of Tower Structures	3,028.97	3,839.53
Stores, Spares, Construction Materials and Tools	14,830.37	15,393.15
Construction Work-in-Progress	14,833.20	20,283.71
Scrap	357.96	285.66
Finished Goods of Real Estate Division	15,337.08	15,337.08
Semi-finished Goods of Real Estate Division	15,781.85	14,986.72
Agro Commodities	5,340.58	8,218.49
Packing Material & Consumables	247.39	134.05
TOTAL	1,21,762.60	1,22,925.50
17. TRADE RECEIVABLES		
(Unsecured and considered good)		
Outstanding for a period exceeding six months from the date they are due for payment	25,116.90	23,640.12
Other debts	1,97,889.15	1,61,464.81
TOTAL	2,23,006.05	1,85,104.93

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

	(₹ in lacs)	
	As at 31 st March, 2015	As at 31 st March, 2014
18. CASH AND BANK BALANCES		
Cash and Cash Equivalents		
Cash in hand	302.05	281.92
Cheques on Hand	-	21.14
Balances with Banks		
In Current Accounts	9,758.83	9,662.50
In Fixed Deposit Accounts	1,986.86	301.19
Other Bank Balances		
Unpaid Dividend Accounts	41.89	41.74
Deposits with original maturity more than 3 months but less than 12 months	1,294.91	435.91
Deposits with original maturity more than 12 months under lien with a bank	0.50	103.35
Other balances under Lien	425.03	870.71
TOTAL	13,810.07	11,718.46
19. SHORT-TERM LOANS AND ADVANCES		
(Unsecured and considered good)		
Taxes and duties Recoverable from Government Authorities	3,054.09	3,051.50
Cenvat Credit Receivable	5,433.24	4,137.37
VAT Credit /WCT Receivable	13,257.98	10,071.06
Export Benefits Receivable	4,440.46	5,348.06
Taxes Paid Under Protest	457.21	639.87
Advance to Suppliers	12,685.96	13,633.08
Advance Income Tax and TDS (net of provisions)	7,860.94	10,348.96
Prepaid Expenses	4,613.89	5,540.85
Deposits	2,708.47	1,736.18
Inter Corporate Deposits	-	21.19
Others*	5,771.56	5,556.64
TOTAL	60,283.80	60,084.76
*includes primarily insurance claim receivables, unamortised premium on forward contract, Carbon credit receivable etc.		
20. OTHER CURRENT ASSETS		
Accrued Value of work done	78,868.37	74,719.06
Unamortised Expenses	3,410.70	4,179.98
Receivables for Sale of Fixed Assets	5.81	12.45
Accrued Income	100.84	1,215.24
Fixed Assets held for sales	35.66	-
TOTAL	82,421.38	80,126.73

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

(₹ in lacs)

	2014-15	2013-14
21. REVENUE FROM OPERATIONS - GROSS		
Sale of Products		
Towers & Components	2,66,054.60	2,61,713.01
Agro Commodities	18,757.43	30,056.74
Others	17,733.38	10,422.13
	3,02,545.41	3,02,191.88
Income from Services	4,17,556.09	4,13,800.14
Other Operating Income		
Sale of Scrap	6,117.46	5,073.89
Certified Emission Reduction Receipts	648.49	113.59
Others	107.71	-
	6,873.66	5,187.48
TOTAL	7,26,975.16	7,21,179.50
22. OTHER INCOME		
Interest Income	1,261.92	355.90
Dividend from Non Current Investments	4.46	1.30
Dividend from Current Investments	-	13.42
Insurance Claims	118.18	0.70
Liabilities Written Back	373.11	461.88
Miscellaneous Income	91.23	114.33
Rent Income	313.07	102.92
Profit on Sale of fixed assets (net)	214.88	1,045.85
Share of profit of Joint Venture	128.12	230.79
TOTAL	2,504.97	2,327.09
23. COST OF MATERIALS CONSUMED		
Raw Materials		
Steel	67,082.81	75,625.59
Zinc	12,002.99	10,447.69
Components & Accessories, etc	1,09,486.24	1,01,364.38
Agricultural Residues	3,973.50	3,543.11
Agro Commodities	14,892.83	25,474.03
Construction Materials	87,738.38	91,118.29
TOTAL	2,95,176.75	3,07,573.09

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

(₹ in lacs)

	2014-15	2013-14
24. (INCREASE) / DECREASE IN STOCKS		
STOCK AT BEGINNING OF THE YEAR		
Finished Goods		
Towers and Tower Parts	13,501.18	8,592.98
Others	10.52	20.23
	13,511.70	8,613.21
Semi-finished Goods	3,839.53	4,365.42
Scrap	285.66	333.68
Agro Commodities	8,218.49	8,736.16
Construction Work in Progress	8,522.01	6,779.90
	34,377.39	28,828.37
STOCK AT CLOSE OF THE YEAR		
Finished Goods		
Towers and 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
TOTAL	(3,413.04)	(5,549.02)
25. EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages, Bonus	49,558.32	41,182.20
Contributions to Provident and Other Funds (includes social security and other benefits for overseas employees)	2,705.32	2,203.23
Employee Share Option Scheme Expenses	(44.78)	(58.35)
Employees' Welfare Expenses	2,222.19	1,871.44
TOTAL	54,441.05	45,198.52

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

(₹ in lacs)

	2014-15	2013-14
26. OTHER EXPENSES		
Erection and Sub-contracting Expenses	2,24,969.67	2,34,278.11
Job charges	4,570.05	4,737.16
Power and Fuel	2,417.79	2,407.64
Excise Duty	393.95	411.78
Repairs and Maintenance:		
Plant and Machinery	423.39	266.37
Building	382.06	210.56
Others	70.33	208.18
Rent	3,423.07	3,955.08
Freight and Forwarding Expenses	10,623.09	6,347.99
Stores, Spares and Tools Consumed	1,575.41	1,607.22
Vehicle/ Equipment Running and Hire Charges	854.54	857.48
Testing Expenses	266.68	181.21
Pollution Control Expenses	437.96	119.11
Insurance Charges	3,026.17	2,787.09
Rates and Taxes	7,524.48	8,813.87
Stationery, Printing and Drawing Expenses	968.38	658.97
Telecommunication Expenses	783.03	685.95
Travelling Expenses	5,455.27	3,763.07
Legal and Professional Expenses	3,969.43	2,711.00
Service Charges	8,465.05	5,357.98
Auditor's Remuneration		
Audit Fees	104.17	93.06
Other Services & Reports	8.88	2.66
Reimbursement of Expenses	1.02	0.96
	114.07	96.68
Taxes and Duties	2,936.73	3,507.53
Bank Commission and Charges	3,576.10	3,333.23
Share of RSWC	140.69	152.40
Share of loss in Joint Venture	-	7.04
Impairment of Fixed Assets	-	415.92
Loss on Disposal of Investment	0.48	17.74
Performance Warranties Expenses	5,428.37	4,023.48
Loss on Material Damaged / Lost (net)	333.24	571.46
Service Tax	4,131.96	3,274.82
Loss on Exchange Rate Variation	431.68	2,620.50
Sitting fees and Commission to Non-executive Directors	291.28	225.25
Corporate Social Responsibility Expenses	203.36	-
Carbon Credit Expenses	48.78	23.23
Miscellaneous Expenses *	4,949.94	4,200.45
TOTAL	3,03,186.48	3,02,835.55
* includes Donation to Electrol Trust ₹ 400 lacs (Previous Year -Nil)		
27. FINANCE COSTS		
Interest	33,204.32	22,165.75
Other Borrowing Costs	478.00	416.07
Exchange rate variation	17.69	2,295.28
TOTAL	33,700.01	24,877.10

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

28 (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 Ltd	10/5/2013	India	100.00%
Gestamp Kalpataru Solar Steel Structures Pvt. Ltd. (GKSSSPL)*	31/3/2015	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%
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 (Formerly Kalpataru Power JLT)	03/8/2011	UAE	100.00%
Punarvasu Holding & Trading Company Pvt. Limited	31/12/2014	India	72.97%

* Share acquired during the year were transferred in the name of the company on 30th May, 15

(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	19/5/2010	India	49.72%
Kurukshetra Expressway Private Limited	29/3/2010	India	33.31%

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

- (c) The Company's share in respect of the assets, liabilities, reserves, income and expenses, related to its interests in the Joint Venture Entities, incorporated in the Consolidated Financial Statements are* :

(₹ in Lacs)		
Particulars	As at 31 st March 2015	As at 31 st March 2014
Assets		
Non-Current Assets		
(i) Fixed Assets	67,101.49	67,425.29
(ii) Long Term loans and Advances	8.26	17.73
Current Assets	1,984.25	3,688.72
Liabilities		
Non Current Liabilities		
(i) Long Term Borrowings	50,935.65	49,908.68
(ii) Other Long Term Liabilities	10.17	557.92
Current Liabilities		
(i) Trade Payables	730.18	176.05
(ii) Other Current Liabilities	3,247.99	2,404.99
Income	5,600.04	4,651.39
Expenditure		
(i) Employee Benefit Expenses	33.13	23.42
(ii) Finance Cost	6,000.16	3,642.56
(iii) Depreciation and Amortization Expenses	1,253.65	1,341.93
(iv) Other Expenses	1,429.87	1,513.81
Capital Commitment	932.39	370.37
Contingent Liability	727.18	696.08

*The company has acquired balance 50% stake of GKSSSPL in the current year. On acquisition of balance stake, GKSSSPL has become subsidiary and accordingly proportionate share in GKSSSPL not included above.

- (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 Ventures 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.	10/6/2011	% of Completion	50.00%
JMC - Sadbhav JV	Sadbhav Engineering Ltd.	04/8/2004	% of Completion	50.50%
JMC - CHEC JV	China Harbour Engineering Company Ltd.	27/3/2007	% of Completion	49.00%

Details of proportionate share in the Assets, Liabilities, Income and Expenditure of the Company in its Joint Venture entities.

(₹ in lacs)		
Particulars	2014-15	2013-14
Assets	3,888.74	2,999.90
Liabilities	3,444.14	2,617.85
Income	5,850.88	5,616.48
Expenditure	5,778.43	5,504.13

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

	(₹ in lacs)	
	As at 31 st March 2015	As at 31 st March 2014
29. Contingent Liabilities in respect of		
(a) Bank Guarantees	6,697.40	4,446.39
(b) Claims against group not acknowledged as debts	4,256.32	3,898.12
(c) Demand by Service Tax /Excise/ income tax and other tax/revenue authorities under disputes	17,982.94	16,759.66
(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	4,508.24	1,070.20
(f) Income Tax on deductions claimed u/s. 80-IA (4) of the Income Tax Act, 1961 (Refer Note 35)	2,488.32	2,657.23
(g) Guarantee given in respect of Performance of contracts of Joint Ventures entities & associates in which one of the subsidiaries is having substantial Interest	17,671.21	28,977.43
(h) Bills Discounted	11,767.29	13,984.64
30. Capital & Other Commitments		
Estimated amount of contracts remaining to be executed on capital account		
Tangible Assets and not provided for (net of advances)	17,898.29	30,904.51
31. The disclosure as regards to Provision for Performance Warranties		
Carrying amount at the beginning of the year	17,652.25	14,919.15
Add : Provision/ Expenses during the year	5,788.28	5,504.15
Less : Reversal of Provision on Finality of Warranty and Guarantee	386.30	1,544.95
Less: Utilization during the year	1,613.11	1,226.09
Carrying amount at the end of the year	21,441.12	17,652.26
32. CSR Expenditure		
(a) Gross amount required to be spent by the company during the year	366.68	-
(b) Amount spent on purposes other than construction/ acquisition of any assets	203.36	-
33. Depreciation and Amortisation Expenses		
Depreciation and Amortisation Expenses (Refer Note 11)	17,869.50	14,897.38
Add: Foreign Currency Translation Reserve	614.60	-
Less: Transferred from Revaluation Reserve	-	2.42
Less: Adjusted from Surplus in the Statement of Profit & Loss (Refer Note 11.2)	1,655.58	-
	16,828.52	14,894.96

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

34. Related Party disclosure as required by Accounting Standard – 18 is as below

List of Related Parties

a) Joint Venture

JMC-Associate
Aggrawal-JMC
JMC-Sadbhav
JMC-Taheer Ali
JMC-PPPL
JMC CHEC
JMC GPT

b) Key Management Personnel

Mr. Ranjit Singh	Managing Director
Mr. Manish Mohnot	Joint Managing Director
Mr. Shailendra Tripathi	CEO & Dy. Managing Director of a Subsidiary
Mr. Manoj Kumar Singh	Executive Director of a Subsidiary
Mr. Aditya Bafna	Executive Director of a Subsidiary
Mr. Shubhendra Bafna	Executive Director of a Subsidiary
Dr. P K Bakshi (w.e.f. 1 st Oct 14)	Managing Director of a Subsidiary

c) Enterprises, having Significant influence or having transactions with the group

Kalpataru Properties Pvt. Ltd.
Property Solution (India) Pvt. Ltd.
P. K. Velu & Co. Pvt. Ltd.
Kalpataru Enterprises
Kalpataru Limited
Kalpataru Construction Pvt. Ltd.
K C Holdings Pvt. Ltd.
Kalpataru Viniyog Pvt. Ltd.
Kalpataru Holdings Pvt. Ltd.
Kiyana Ventures LLP
Messers Habitat
Shubham Fiscal Services Pvt. Ltd.
Aditya Bafna HUF
Gyanendra Bafna HUF
Subhendra Kumar Bafna HUF

d) Associates, having transactions with the group

Kalpataru Shubham Enterprise
(The Company has retired as a partner from the firm w.e.f. 27th April, 2013)

e) 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
Ms. Sumitra Bafna	Relative of Executive Director of a Subsidiary
Ms. Mamta Bafna	Relative of Executive Director of a Subsidiary
Ms. Ridhi Bafna	Relative of Executive Director of a Subsidiary

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

Transactions with Related Parties in ordinary course of business are:

			(₹ in lacs)	
	Particulars	Relationship	2014-15	2013-14
1	Purchase/Construction of Fixed Assets			
	Kalpataru Enterprises	Enterprises having significant influence	93.65	152.89
	Aditya Bafna HUF	Enterprises having significant influence	-	72.87
	Gyanendra Bafna HUF	Enterprises having significant influence	-	72.87
	Subhendra Kumar Bafna HUF	Enterprises having significant influence	-	72.87
	Ms Mamta Bafna	Relative of Executive Director of a Subsidiary	-	346.50
	Ms Sumitra Bafna	Relative of Executive Director of a Subsidiary	-	71.00
	Mr. Aditya Bafna	Key Managerial Persons	-	24.31
	Mr. Shubhendra Bafna	Key Managerial Persons	-	24.31
	Other Enterprises having significant influence		-	3.58
2	Sale of Right In Land			
	Kalpataru Shubham Enterprise	Associate	-	800.00
3	Other Expenses			
	International Financial Services Ltd.	Key Managerial Persons	-	9.27
	Kalpataru Properties Pvt. Ltd.	Enterprises having significant influence	15.31	5.73
	Other Enterprises having significant influence		-	2.30
4	Reimbursement of Expenses Paid			
	Kalpataru Properties Pvt. Ltd.	Enterprises having significant influence	38.27	27.44
	Property Solution (India) Pvt. Ltd.	Enterprises having significant influence	48.44	37.39
	Kalpataru Limited	Enterprises having significant influence	-	18.20
	Messers Habitat	Enterprises having significant influence	-	19.80
	JMC CHEC	Joint Venture	-	1.33
	Other Enterprises having significant influence		1.14	12.98
5	Rent Paid			
	Kalpataru Properties Pvt. Ltd.	Enterprises having significant influence	985.57	973.65
6	Revenue from Operations			
	Kalpataru Limited	Enterprises having significant influence	63.81	-
	Kiyana Ventures LLP	Enterprises having significant influence	1,262.53	299.62
	JMC CHEC	Joint Venture	11,273.48	10,712.35
	Aggrawal-JMC	Joint Venture	32.88	-
7	Reimbursement of Expenses Received			
	Other Enterprises having significant influence		-	1.56
8	Salary and Commission			
	Mr. Mofatraj P. Munot	Promoter Director	120.00	110.00
	Mr. Manish Mohnot	Key Managerial Persons	373.84	336.89
	Mr. Shailendra Tripathi	Key Managerial Persons	171.76	151.96
	Mr. ManojKumar Singh	Key Managerial Persons	147.51	117.12
	Mr. Ranjit Singh	Managing Director	373.40	412.49
	Mr. Aditya Bafna	Executive Director of a Subsidiary	80.44	95.21
	Mr. Shubhendra Bafna	Executive Director of a Subsidiary	60.40	85.01
	Dr. Prakash Bakshi	Managing Director of a Subsidiary	52.70	-
	Mr. Parag Munot	Promoter Director	10.00	8.00

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

			(₹ in lacs)	
	Particulars	Relationship	2014-15	2013-14
9	Dividend Paid			
	Kalpataru Properties Private Limited	Enterprises having significant influence	204.69	204.69
	Kalpataru Construction Pvt. Ltd.	Enterprises having significant influence	350.25	350.25
	K C Holdings Pvt. Ltd.	Enterprises having significant influence	317.14	317.14
	Kalpataru Viniyog Pvt. Ltd.	Enterprises having significant influence	19.80	19.80
	Kalpataru Holdings Pvt. Ltd.	Enterprises having significant influence	5.00	5.00
	Shubham Fiscal Services Pvt. Ltd.	Enterprises having significant influence	0.52	0.52
	Mr. Mofatraj P. Munot	Key Managerial Persons	206.05	187.86
	Mr. Parag Munot	Key Managerial Persons	201.95	187.54
	Mr. Aditya Bafna	Key Managerial Persons	3.80	3.80
	Mr. Shubhendra Bafna	Key Managerial Persons	4.49	4.49
	Ms. Sudha Golechha	Relative of Promoter Director	13.07	13.07
	Ms. Sunita Choraria	Relative of Promoter Director	13.07	13.07
	Ms. Ridhi Bafna	Relative of Executive Director of a Subsidiary	0.70	0.70
10	Share of Profit/(Loss) in Joint Venture			
	JMC CHEC	Joint Venture	128.12	230.79
	Agrawal-JMC	Joint Venture	(0.21)	(3.86)
	JMC-Sadbhav	Joint Venture	(0.27)	(3.18)

Balances with Related parties are :

Balances with Related parties are :			(₹ in lacs)	
	Particulars	Relationship	As at 31 st March, 2015	As at 31 st March, 2014
1	Advances Given			
	Kalpataru Enterprises	Enterprises having significant influence	616.70	523.05
2	Loans Given			
	Kiyana Ventures LLP	Enterprises having significant influence	-	661.35
	JMC CHEC	Joint Venture	3.94	-
3	Security Deposit Given			
	Kalpataru Properties Pvt. Ltd.	Enterprises having significant influence	3,462.16	3,462.16
4	Trade Payable			
	Kalpataru Properties Pvt. Ltd.	Enterprises having significant influence	59.48	158.02
	Mr. Manish Mohnot	Key Managerial Persons	241.78	180.68
	Mr. Ranjit Singh	Key Managerial Persons	133.72	105.92
	Mr. Mofatraj P. Munot	Key Managerial Persons	120.00	110.00
	Mr. Parag Munot	Key Managerial Persons	10.00	8.00
	JMC-Associate	Joint Venture	2.18	2.18
	JMC-Sadbhav	Joint Venture	158.75	158.48
	Mr. Aditya Bafna	Key Managerial Persons	-	47.29
	Mr. Shubhendra Bafna	Key Managerial Persons	-	43.55
	Dr. Prakash Bakshi	Key Managerial Persons	7.50	-
	Other Enterprises having significant influence		14.10	11.02

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

		(₹ in lacs)	
Particulars	Relationship	As at 31 st March, 2015	As at 31 st March, 2014
5 Trade Receivables			
Kiyana Ventures LLP	Enterprises having significant influence	152.25	213.66
Agrawal -JMC	Joint Venture	1,243.90	1,239.91
JMC-Taher Ali	Joint Venture	140.15	107.85
JMC-PPPL	Joint Venture	2.90	2.21
JMC CHEC	Joint Venture	64.21	259.92
Other Enterprises having significant influence		2.00	11.70
6 Investment in Joint Venture Entity			
Agrawal- JMC	Joint Venture	694.60	694.80
JMC CHEC	Joint Venture	360.22	232.10
7 Advance Taken			
JMC CHEC	Joint Venture	1,764.97	1,736.38
JMC-Sadbhav	Joint Venture	1,080.63	1,080.63

- 35.** The Finance Act (2), 2009 has amended section 80-IA (4) of the Income Tax Act, 1961 by substituting an explanation to section 80-IA with retrospective effect from 01-04-2000. On the basis of the legal opinion of the experts and decided cases, one of the subsidiary has continued to claim deduction under section 80-IA (4) of the Act on eligible projects and consequently the subsidiary considers it appropriate not to make provision of Income Tax. However, an amount of Income tax (Net of Deferred Tax) ₹ 2,488.32 Lacs for the current Year and of ₹2,657.23 lacs for the earlier years since FY 2007-08 has been disclosed as a contingent liability in Note 29 to these Accounts.

		(₹ in lacs)	
		2014-15	2013-14
36. Information in accordance with the requirement of the Accounting Standard 7 : Construction Contracts			
1	Amount of Contract Revenue Recognised	3,94,225.36	4,02,565.90
2	Disclosure in respect of contracts in progress at the Reporting Date		
(a)	Contract cost incurred & recognised Profit less recognised losses	9,24,075.70	9,83,647.63
(b)	Advance Received	52,366.76	69,174.59
(c)	Retention	48,443.62	32,232.46
3	Due from Customers	76,221.95	79,439.93
37. Earning per share			
	Profit for the year	12,035.71	12,220.88
	Less : Dividend for preference share (including dividend tax)	22.46	20.32
	Amount available for equity share holders	12,013.25	12,200.56
	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 (₹)	7.83	7.95
	Nominal value of Equity Share (₹)	2.00	2.00

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

38. (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 land & building at book value ₹ 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 ₹ 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.

39. 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 ₹ 10,075.93 lacs (Previous year ₹ 7,883.48 lacs).

These leasing arrangements are for a period not exceeding 5 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 ₹ 514.95 lacs (previous year ₹ 2,744.35 lacs) and for later than 1 year but not later than 5 years is ₹ 649.84 lacs (previous year ₹ 817.99 lacs) and for later than 5 years but not later than 9 years is ₹ 292.54 lacs (Previous year - Nil).

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

(₹ in lacs)

Category of Derivative Instruments	Amount of Exposure / Hedged	
	As at 31 st March 15	As at 31 st March 14
Forward Contracts	74,413.76	39,965.05
Currency Swaps	4,832.76	5,100.00
Commodity Swaps	18,569.16	16,800.68
TOTAL	97,815.68	61,865.73

- b. Unhedged Foreign Currency Exposure as at 31st March, 2015 are as under

The Foreign Currency Exposure that is not hedged by derivative instruments as on 31st March 2015 amounts to ₹ 26,653.80 lacs (Previous year ₹ 26,955.91 lacs)

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

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	93.42%	2,07,078.58	137.60%	16,561.45
Subsidiaries				
Indian				
Adeshwar Infrabuild Limited	-0.01%	(21.00)	0.00%	(0.26)
Amber Real Estate Limited	-1.58%	(3,491.64)	-16.18%	(1,946.93)
Energylink India Limited	0.03%	71.56	0.02%	2.33
JMC Projects (India) Limited	21.49%	47,629.61	24.81%	2,985.88
Shree Shubham Logistics Limited	6.64%	14,707.08	9.82%	1,181.50
Kalpataru Satpura Transco Private Ltd.	4.84%	10,736.19	0.00%	-
Gestamp Kalpataru Solar Steel Structures Private Limited	1.00%	2,216.79	0.13%	15.16
Brij Bhoomi Expressway Private Limited	2.84%	6,294.94	-7.65%	(921.02)
JMC Mining and Quarries Limited	0.01%	22.29	-0.04%	(5.22)
Saicharan Properties Limited	0.00%	(4.94)	-0.05%	(6.28)
Vindhyachal Expressway Private Limited	1.19%	2,626.99	-0.59%	(71.29)
Wainganga Expressway Private Limited	0.82%	1,819.93	-9.71%	(1,168.67)
Punarvasu Holding & Trading Company Pvt. Limited	0.25%	546.86	-0.16%	(18.70)
Foreign				
Kalpataru Power Transmission (Mauritius) Limited	0.11%	251.40	-0.09%	(10.27)
Kalpataru Power Transmission Nigeria Limited	-0.02%	(48.51)	0.00%	(0.36)
Kalpataru Power Transmission - USA, INC	0.08%	179.33	0.07%	8.83
Kalpataru SA (Proprietary) Limited	0.02%	44.40	-0.01%	(1.75)
LLC Kalpataru Power Transmission Ukraine	0.07%	161.95	0.98%	117.83
Kalpataru Power DMCC, UAE	0.04%	86.73	0.33%	40.06
Minority interest in all subsidiaries	-6.41%	(14,217.64)	4.11%	494.13
Joint Venture (as per proportionate consolidation method)				
Jhajjar KT Transco Private Limited	3.65%	8,084.46	-0.03%	(4.13)
Kurukshetra Expressway Private Limited	2.25%	4,997.57	-27.09%	(3,259.94)
Adjustment arising out of consolidation	-30.73%	(68,117.27)	-16.26%	(1,956.63)
TOTAL	100.00%	2,21,655.66	100.00%	12,035.71

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

42. Retirement benefit plans:

a) Defined contribution Plans

The Company and its subsidiaries made contribution towards provident fund, foreign defined contribution, a defined contribution retirement benefit plan for qualifying employees. The provident fund plan is operated by the Regional Provident Fund Commissioner in India and administrator of funds in case of foreign contribution. The Company recognized ₹ 1,997.65 lacs (Previous Year ₹ 1,680.81 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.

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, 2015.

	(₹ in lacs)	
	As at 31 st March 2015	As at 31 st March 2014
Change in present value of obligations :		
Obligations at beginning of the year	1,955.43	1,857.91
Service cost	379.82	352.82
Interest cost	173.72	149.12
Actuarial (gain) / loss	(27.88)	(168.00)
Benefits paid	(224.00)	(236.42)
Obligations at the end of the year	2,257.09	1,955.43
Change in Plan assets :		
Fair value of Plan assets at beginning of the year	1,580.26	1,598.60
Expected returns on plan assets	143.79	141.29
Actuarial (loss) / gain	(25.34)	(7.69)
Contributions by employer	224.13	84.48
Benefits paid	(224.00)	(236.42)
Fair value of plan assets at end of the year	1,698.84	1,580.26
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	2,257.09	1,955.43
Less: Fair value of plan assets	1,698.84	1,580.26
Unfunded status amount of liability recognized in the balance sheet	558.25	375.17

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

(₹ in lacs)

	As at 31 st March 2015	As at 31 st March 2014
Gratuity cost for the year :		
Service Cost	379.82	352.82
Interest Cost	173.72	149.12
Expected return on plan assets	(143.79)	(141.29)
Actuarial (gain) / loss	(2.52)	(160.31)
Net gratuity cost charged to Statement of Profit & Loss	407.23	200.34
Assumptions :		
Discount rate	7.70% - 8.00%	9.10% - 9.31%
Estimated rate of return on plan assets	7.94% - 8.70%	8.00% - 9.00%
Annual increase in salary costs	6.00% - 7.00%	7.00%

Experience Adjustments of Gratuity

Particulars	As at 31 st March				
	2015	2014	2013	2012	2011
Defined Benefit obligation	2,257.09	1,955.43	1,855.40	1,512.77	1,376.71
Plan assets	1,698.84	1,580.26	1,598.60	1,517.51	1,416.21
Surplus/ (Deficit)	(558.25)	(375.17)	(256.80)	4.74	39.50
Experience Adjustment on Plan Liabilities [(Gain)/ Losses]	(93.19)	38.00	(48.78)	(113.42)	1.06
Experience Adjustment on Plan assets [Gain / (Losses)]	(25.27)	(8.12)	3.10	1.18	(6.69)

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

43 SEGMENT REPORTING

(a) Business Segment

Particulars	Transmission & Distribution		Infrastructure EPC		Construction		Others		Unallocable		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
1. Segment Revenue :												
Sales & Services	3,96,163.83	3,66,600.74	27,597.83	22,117.50	2,46,740.93	2,66,112.41	42,445.08	49,011.07	-	-	7,12,947.67	7,03,841.72
Other Operating Income	6,117.46	5,066.36	-	1.31	-	-	756.20	119.81	-	-	6,873.66	5,187.48
Net Sales/Revenue from Operations	4,02,281.29	3,71,667.10	27,597.83	22,118.81	2,46,740.93	2,66,112.41	43,201.28	49,130.88	-	-	7,19,821.33	7,09,029.20
Add : Other Income	401.50	50.23	30.29	44.22	1,458.31	1,088.78	101.87	1,007.83	513.00	136.03	2,504.97	2,327.09
Total	4,02,682.79	3,71,717.33	27,628.12	22,163.03	2,48,199.24	2,67,201.19	43,303.15	50,138.71	513.00	136.03	7,22,326.30	7,11,356.29
2. Segment Result Before Finance Cost and Tax												
Less: Finance Cost	37,473.97	36,484.66	(4,665.77)	(5,232.47)	14,924.00	7,569.65	7,859.24	7,457.66	515.10	123.69	56,106.54	46,403.19
Profit Before Tax											33,700.01	24,877.10
Current Tax											22,406.53	21,526.09
Deferred Tax											10,376.78	7,921.88
Tax Adjustment for earlier years											488.13	1,212.54
Net Profit after Tax											0.04	-
											11,541.58	12,391.67
3. Other Information												
Segment Asset	3,28,616.49	3,21,345.31	46,750.45	45,320.20	3,52,624.93	2,87,812.05	1,63,318.57	1,40,268.56	3,798.88	3,236.40	8,95,109.32	7,97,982.52
Segment Liability	1,55,548.34	1,69,394.59	15,480.35	10,682.67	1,05,679.29	90,420.21	7,836.22	23,699.97	3,639.97	3,629.85	2,88,184.17	2,97,827.29
Capital Expenditure (incl. CWP)	3,427.33	12,982.80	2,046.32	97.75	1,41,230.71	66,145.23	26,702.72	9,442.33	-	-	1,73,407.08	88,668.11
Depreciation	7,650.61	4,988.06	636.01	1,463.32	6,500.28	6,100.62	2,041.62	2,342.96	-	-	16,828.52	14,894.96
(b) Geographical Segment												
Revenue from Operations												
India	1,62,969.94	1,90,374.04	27,879.08	19,880.64	2,46,740.93	2,66,112.41	40,688.40	45,711.74	-	-	4,78,278.35	5,22,078.83
Outside India	2,39,311.35	1,81,293.06	(281.25)	2,238.17	-	-	2,512.88	3,419.14	-	-	2,41,542.98	1,86,950.37
TOTAL	4,02,281.29	3,71,667.10	27,597.83	22,118.81	2,46,740.93	2,66,112.41	43,201.28	49,130.88	-	-	7,19,821.33	7,09,029.20

Notes on Consolidated Financial Statements

for the year ended 31st March, 2015

- 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.

Kamal Jain

Director (Finance) & CFO

Rahul Shah

Company Secretary

For and on behalf of the Board

Ranjit Singh

Managing Director

DIN: 01651357

Manish Mohnot

Joint Managing Director

DIN: 01229696

Mumbai : 30th May, 2015

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

(₹ in Lacs)

Part "A": Subsidiaries

Sr. No.	Name of the Subsidiary	Reporting currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share-holding
1	JMC Projects (India) Limited	INR	2,611.83	45,017.78	2,06,724.05	1,78,006.60	18,912.16	2,39,988.09	4,363.19	1,377.31	2,985.88	261.18	67.19%
2	Shree Shubham Logistics Limited	INR	6,500.79	8,206.29	65,084.53	50,983.89	606.44	31,398.80	1,892.85	711.35	1,181.50	63.52	72.97%
3	Adeshwar Infrabuild Limited	INR	5.00	(26.00)	0.15	21.15	-	-	(0.26)	-	(0.26)	-	100%
4	Amber Real Estate Limited	INR	99.00	(3,590.64)	16,613.71	20,105.35	-	17.22	(1,946.92)	0.01	(1,946.93)	-	100%
5	Energylink India Limited	INR	100.00	(28.44)	20,173.21	20,106.65	5.00	24.00	2.22	(0.11)	2.33	-	100%
6	Gestamp Kalpataru Solar Steel Structures Pvt. Ltd.	INR	3,001.00	(784.21)	2,226.08	9.29	-	-	43.51	13.20	30.31	-	100%
7	Kalpataru Satpura Transco Private Limited	INR	1,619.00	9,117.19	33,896.43	23,160.24	-	-	-	-	-	-	100%
8	Kalpataru Power DMCC, UAE	AED	139.30	(52.57)	608.33	521.60	-	1,923.61	40.06	-	40.06	-	100%
9	Kalpataru Power Transmission - USA, INC	USD	228.17	(48.84)	188.77	9.44	-	962.62	14.30	5.47	8.83	-	100%
10	Kalpataru Power Transmission (Mauritius) Limited.	USD	290.32	(38.92)	510.39	398.29	139.30	-	(10.27)	-	(10.27)	-	100%
11	Kalpataru Power Transmission Nigeria Ltd.	NGN	31.26	(79.77)	0.20	48.71	-	-	(0.36)	-	(0.36)	-	100%
12	Kalpataru SA (Proprietary) Limited	ZAR	32.01	12.39	45.47	1.07	-	-	(1.75)	-	(1.75)	-	100%
13	LLC Kalpataru Power Transmission Ukraine	UAH	27.32	134.63	7,988.76	7,826.81	-	30,735.71	157.10	39.27	117.83	-	100%
14	Saicharan Properties Limited	INR	5.00	(9.94)	20,769.81	20,774.75	-	-	(6.25)	0.03	(6.28)	-	100%
15	Brij Bhoomi Expressway Pvt. Limited	INR	2,275.71	4,019.24	26,326.26	20,031.31	-	1,689.80	(921.01)	-	(921.01)	-	67.19%
16	JMC Mining & Quarries Limited	INR	50.00	(27.70)	94.38	72.08	-	-	(5.22)	-	(5.22)	-	67.19%
17	Vindhyachal Expressway Pvt. Limited	INR	2,705.01	(78.00)	60,003.78	57,376.77	-	1,100.57	(71.27)	-	(71.27)	-	67.19%
18	Wainganga Expressway Pvt. Limited	INR	3,000.00	(1,180.05)	45,329.33	43,509.38	-	897.72	(1,168.65)	-	(1,168.65)	-	67.19%
19	Punarnasu Holding & Trading Company Pvt. Ltd.	INR	556.00	(9.14)	551.34	4.48	-	12.88	(18.67)	0.03	(18.70)	-	72.97%

Notes:

- (a) Exchange rates at the year end considered for conversion : 1 USD = ₹ 62.5908; 1 AED = ₹ 17.0417; 1 NGN = ₹ 0.3145; 1 ZAR = ₹ 5.1619; 1 UAH = ₹ 2.7053
(b) Average exchange rates for the year considered for conversion : 1 USD = ₹ 61.1471; 1 AED = ₹ 16.6374; 1 NGN = ₹ 0.3553; 1 ZAR = ₹ 5.5309; 1 UAH = ₹ 4.3421
(c) Names of Subsidiaries which are yet to commence operations : Kalpataru Satpura Transco Private Limited.
(d) There are no Subsidiaries which have been liquidated or sold 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	31-Mar-15	31-Mar-15
2	Shares of Associate/Joint Ventures held by the Company on the year end		
	(a) Numbers	112,64,286	347,25,780
	(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)	2,784.66	3,357.75
6	Profit / (Loss) for the year		
	(i) Considered in Consolidation (₹. in lacs)	(4.13)	(3,259.94)
	(ii) 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

Kamal Jain
Director (Finance) & CFO

Rahul Shah
Company Secretary

For and on behalf of the Board
Ranjit Singh
Managing Director
DIN: 01651357

Manish Mohnot
Joint Managing Director
DIN: 01229696

Mumbai : 30th May, 2015

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
BNP Paribas, Abu Dhabi

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),
Mumbai - 400 055, India.
Tel. No.: +91-22-3064 5000
Fax No : +91-22-3064 3131





Corporate Office

'Kalpataru Synergy'
7th Floor, Opp.
Grand Hyatt Hotel,
Vakola, Santacruz (E),
Mumbai - 400 055, India.
Tel.: +91-22-3064 5000
Fax: +91-22-3064 3131

Registered Office

Plot No. 101, Part III, G.I.D.C. Estate,
Sector 28, Gandhinagar - 382 028,
Gujarat, India.
Tel.: +91-79-2321 4000
Fax: +91-22-2321 1966 / 68 / 71
CIN: L40100GJ1981PLC004281

Website

www.kalpatarupower.com
www.jmcprojects.com
www.kalpataru.com
www.ssl.in