



KALPATARU POWER TRANSMISSION LIMITED

Regd. Office: Plot No. 101, Part III, G.I.D.C. Estate,
Sector – 28, Gandhinagar – 382 028, India

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that Thirtieth Annual General Meeting of the Shareholders of KALPATARU POWER TRANSMISSION LIMITED will be held on Friday, the 29th July, 2011 at 3.00 p.m. at KALPA-VRIKSHA LEARNING CENTRE, A-1 & A-2, GIDC Electronic Estate, Sector-25, Gandhinagar - 382 016 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at March 31, 2011 and Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. Satya Pal Talwar, who retire by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Mahendra G. Punatar, who retire by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. K.V. Mani, who retire by rotation and being eligible, offers himself for re-appointment.
6. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad be and are hereby reappointed as Statutory Auditor of the Company under Section 224 and other applicable provisions, if any, of the Companies Act, 1956 to hold office as such from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration, as may be decided by the Board / Audit Committee of the Board, plus reimbursement of out of pocket expenses, as may be incurred in the performance of their duties.”

NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- b) The Register of Members and Share Transfer Books of the Company will be closed from July 25, 2011 to July 29, 2011 (both days inclusive).
- c) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched between August 03, 2011 and August 08, 2011 to those members whose names shall appear on the Company's Register of Members on July 25, 2011. In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services(India) Limited as beneficial owners as on that date.

Pursuant to Section 205C of the Companies Act, 1956, all unpaid or unclaimed dividend, remaining unpaid or unclaimed for a period of seven years from the date they become due for payment, have been transferred to the Investor Education & Protection Fund (IEPF) established by the Central Government.

- d) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents 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 Participant of the members.

- e) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company/Registrars and Transfer Agents, M/s. Link Intime India Pvt. Ltd., 211, Sudarshan Complex, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad – 380 009.
- f) For any further information regarding the Annual Accounts, advance intimation be given at the Registered Office of the Company and the members should ensure that it reaches the Company at least seven days before the date of ensuing annual general meeting.
- g) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, M/s. Link Intime India Pvt. Ltd., 211, Sudarshan Complex, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad – 380 009.
- h) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Link Intime India Pvt. Ltd., 211, Sudarshan Complex, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad – 380 009, for consolidation into a single folio.

By Order of the Board
For KALPATARU POWER TRANSMISSION LIMITED

Place : Gandhinagar
Date : June 21, 2011

Sd/-
Bajrang Ramdharani
AVP-Finance & 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 Depository through their concerned Depository Participants. Members who hold shares in Physical form, are requested to get their shares dematerialized.


KALPATARU POWER TRANSMISSION LIMITED

 REGISTERED OFFICE : 101, PART - III, GIDC ESTATE,
 SECTOR - 28, GANDHINAGAR - 382 028

I/We _____
 of _____ in the district of _____
 being member(s) of the above named Company, hereby appoint _____
 of _____ or failing him _____
 of _____

as my/our proxy to vote for me/us on my/our behalf at the THIRTIETH ANNUAL GENERAL MEETING of the Company to be held at 3.00 p.m. on Friday July 29, 2011 at KALPA-VRIKSHA LEARNING CENTRE, A-1 & A-2, GIDC Electronic Estate, Sector - 25, Gandhinagar - 382 016 and at any adjournment thereof.

Signed at _____ (Place) this _____ day of _____, 2011.

DP ID* _____

Folio No. _____

Client ID* _____

Affix
15 paise
revenue
Stamp

No. of Shares held _____

Note : This form in order to be effective should be duly stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.

* Applicable for investor holding shares in electronic form.

TEAR HERE

ATTENDANCE SLIP


KALPATARU POWER TRANSMISSION LIMITED

 REGISTERED OFFICE : 101, PART - III, GIDC ESTATE,
 SECTOR - 28, GANDHINAGAR - 382 028

To be handed over at the entrance of the Meeting Hall.

NAME OF THE ATTENDING MEMBER (in Block Letters)	DP ID*
	Client ID*
NAME OF PROXY (in Block Letters) (To be filled in the Proxy attends instead of the member)	Membership Folio No.
	NO. OF SHARES HELD

I hereby record my presence at the THIRTIETH ANNUAL GENERAL MEETING of the Company at 3.00 p.m. on Friday, July 29, 2011 at KALPA-VRIKSHA LEARNING CENTRE, A-1 & A-2, GIDC Electronic Estate, Sector - 25, Gandhinagar - 382 016.

 Member's/Proxy's Signature
 (To be signed at the time of handing over this Slip)

* Applicable for investors holding shares in electronic form.