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 Thirty-second Annual General Meeting of the Shareholders of KALPATARU POWER TRANSMISSION LIMITED will be held on Thursday, the 25th July, 2013 at 4.00 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, 2013, 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. Mofatraj P. Munot, who retire by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sajjanraj Mehta, who retire by rotation and being eligible, offers himself for re-appointment.
5. 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 (Firm Registration No.117365W), be and are hereby reappointed as a 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 Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration, as may be approved by the Board or Audit Committee of the Board, plus reimbursement of out of pocket expenses, as may be incurred in the performance of their duties."

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

   "RESOLVED THAT Mr. Ranjit Singh, who was appointed as an Additional Director of the Company with effect from October 31, 2012 pursuant to Section 260 of the Companies Act, 1956 and Article 114 of the Articles of Association of the Company and who holds the office upto the date of this Annual General Meeting and being eligible, has offered himself for appointment as a Director of the Company and in respect of whom a notice in writing along with requisite fee pursuant to Section 257 of the Companies Act, 1956 has been received from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company."
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 Section(s) 198, 269, 309, 310 and 311 read with Schedule XIII and any other applicable provisions, if any, of the Companies Act, 1956 or any amendment or modification or any re-enactment thereof and subject to such other approvals as may be necessary, the Company hereby approves the appointment of Mr. Ranjit Singh as a Managing Director of the Company for a period of 5 years beginning from November 01, 2012 to October 31, 2017 upon such terms and conditions including remuneration as set out in the Agreement dated November 1, 2012, entered into between the Company and Mr. Ranjit Singh. The terms related to Remuneration is set out below:

Remuneration:

a) Fixed compensation

I)	Basic Salary	:	₹15,00,000/- per month
II)	Allowances	:	₹10,00,000/- per month
	Total	:	₹25,00,000/- per month

b) Perquisites :

PART- A:

i.	Housing	:	Free furnished accommodation owned or hired by the Company at Ahmedabad / Gandhinagar with maximum cost of ₹ 1,00,000/- per month.
ii.	Medical Expenses	:	Premium paid by the company towards Personal Medical and Life Insurance Policy will be regarded part of fixed Compensation
iii.	Club Fee	:	The company shall arrange corporate membership of a reputed Club at Ahmedabad / Gandhinagar.
iv.	Car	:	Company's chauffeur driven car will be provided for use of Company's business and company will also provide a driver, maintenance cost and fuel for an additional car.

v. The Managing Director shall be entitled to paid vacation and holiday on an Annual Basis as per Company's policy applicable to senior management.

PART-B :

Contribution made towards the statutory provident fund and gratuity payable by the Company, will be regarded as part of allowance as stated above in fixed compensation and will not be included in the computation of ceiling on remuneration as specified in Schedule XIII of the Companies Act 1956 to the extent these are not taxable under the Income Tax Act 1961.

I) Contribution to the Provident Fund

II) Gratuity payable as per payment of Gratuity Act, 1972.

c) Profit linked variable commission/ bonus.

i) Such remuneration by way of profit linked variable commission/ bonus upto 2% of the profit before tax (after adjusting for interest on capital employed) of the company for each completed financial year of service and proportionate for the first year, in addition to salary, perquisites and allowances. The actual commission will be decided based on the parameters set from time to time by the Board which will include the performance of the company, business and individual and as may be determined by the Nomination and Compensation committee and / or by the Board of Directors of the Company, subject to the overall ceiling stipulated in Sections 198, 309 and schedule XIII of the companies Act, 1956.

ii) The above remuneration and perquisites will exclude the value of Stock Option benefit to Managing Director, if any, approved and implemented by the Company and computed as per the Income Tax Act/Rule, which will be borne by the Company and shall be subject to all other statutory approvals under Applicable Laws."

"**RESOLVED FURTHER THAT** Mr. Ranjit Singh shall not be liable to retire by rotation nor shall be reckoned for determining the number of directors liable to retire by rotation, till the time he holds the office as a Managing Director of the Company."

"**RESOLVED FURTHER THAT** the Board (which term includes its Committee also) be and is hereby authorised to do all such acts, deeds, as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

Minimum Remuneration:

In the event of loss or inadequacy of profits in any Financial Year, Mr. Ranjit Singh 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 XIII of the Companies Act, 1956, from time to time.

Termination

The appointment may be terminated by either party giving to the other 6 months notice in writing. However, the appointment may be terminated by less than 6 months notice by mutual agreement between the parties.

8. 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 approval of the Committee and the Board of Directors of the Company, provisions of Section 314 read with Director's Relatives (Office or Place of Profit) Rules, 2003 and all other applicable provisions, if any, of the Companies Act, 1956, approval of the members be and is hereby accorded to the appointment of Mr. Umang Golecha, 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) (or any other designation and roles which the Board/ Committee of the Board may decide from time to time) on gross monthly remuneration of ₹2,35,000/- w.e.f. 1st April, 2013 for a period of one year.

   "**RESOLVED FURTHER THAT** Mr. Bajrang Ramdharani, Secretary of the Company be and is hereby authorised to do all the necessary acts, things, deeds or file forms as may be required as per law."

9. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 309(4) of the Companies Act, 1956 ("Act") or any amendment thereof, the Directors of the Company (Excluding Managing and Executive Directors) may be paid remuneration as may be determined by the Board of Directors, by way of commission annually for each of the five financial years of the Company commencing from April 1, 2013, not exceeding 1 (one) percent of the net profit of the company for all the non-executive Directors in aggregate, computed in the manner referred to in Section 198(1) of the Act or any amendment thereof and further that such payment in the above manner to be in addition to the fees for attending meetings of the Board and Committee(s) thereof which each such Director may be entitled to receive.

   "**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as the Board may consider necessary or expedient to give effect to this Resolution."

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 22, 2013 to July 25, 2013 (both days inclusive).

c) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched between July 26, 2013 and August 1, 2013 to those members whose names shall appear on the Company's Register of Members on July 20, 2013. 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 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., Unit No.303, 3rd Floor Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad – 380 009.

e) 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.

f) 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., Unit No.303, 3rd Floor Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad – 380 009.

g) 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., Unit No.303, 3rd Floor Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C. G. Road, Ahmedabad – 380 009, for consolidation into a single folio.

h) Members are requested to bring their copy of Annual Report at the meeting.

i) Members who hold the shares in dematerialized form are requested to bring their Client ID and DP ID for easier identification of attendance at the AGM.

j) Information under Clause 49 of the listing agreement(s) regarding appointment / re-appointment of Directors and explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of special business are annexed hereto.

By Order of the Board

For **KALPATARU POWER TRANSMISSION LIMITED**

Sd/-

Place : Gandhinagar — **Bajrang Ramdharani**

Date : May 16, 2013 — VP-Finance & Company Secretary

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173 OF THE COMPANIES ACT, 1956

ITEM NO. 6

Mr. Ranjit Singh was appointed as an Additional Director of the Company by the Board of Directors with effect from October 31, 2012 in terms of Section 260 of the Companies Act, 1956 and Article 114 of the Articles of Association of the Company to hold office as an Additional Director upto the date of the ensuing Annual General Meeting. He is eligible for the appointment as a Director of the Company. As required by Section 257 of the Companies Act, 1956, notice has been received from a member alongwith the required deposit signifying his intention to propose Mr. Ranjit Singh as candidate for the office of Directors.

The Board recommends the Resolution for approval of the Shareholders.

Except Mr. Ranjit Singh, none of the other Directors of the Company is in any way concerned or interested in the said Resolution.

ITEM NO.7

Given the rapid growth and expansion of your company and to maintain such continuous growth in an ever challenging environment, your Company has appointed Mr. Ranjit Singh a Mechanical Engineer and PG Diploma holder in Business Management from IIM-Ahmedabad with more than 30 years of experience in Indian, International and multi cultural business environment as a Managing Director of the Company. Before joining the company he was with Polyplex Corporation Ltd. as COO and Executive Director, where he served for 16 years.

Board of Directors of your Company has appointed Mr. Ranjit Singh as a Managing Director of the Company for a period of 5 years effective from November 01, 2012 to October 31, 2017 upon the terms and conditions including the remuneration as set out in the Agreement dated November 01, 2012, entered into between Company and Mr. Ranjit Singh, subject to approval of the Shareholder's of the Company, for which a Resolution is placed before this meeting. The appointment and remuneration payable to Mr. Ranjit Singh as a Managing Director requires approval of the Company in General Meeting in terms of Part III of Schedule XIII of the Companies Act, 1956.

The salary and other perquisites payable to Mr. Ranjit Singh was communicated to the Members vide the Abstract and Memorandum under Section 302 of the Companies Act, 1956 dated November 06, 2012.

The terms and conditions of Appointment and remuneration of Mr. Ranjit Singh is in line with the requirement of Schedule XIII and any other applicable provisions of the Companies Act, 1956.

The Board recommends the Resolutions for approval of the Shareholders.

Except Mr. Ranjit Singh, none of the other Directors of the Company is in any way concerned or interested in the said Resolution.

ITEM NO.8

Mr. Umang Golecha is a grandson (daughter's son) of Mr. Mofatraj P. Munot, Chairman of the company. Mr. Umang Golecha has done Bachelor's of Science in Business Management from Bobson College, Boston, USA. Taking into consideration his qualification and experience and considering Company's plan to expand its business in North American market, his education and experience in US markets will support your Company and therefore, he was appointed as a Deputy General Manager (International Business) of your Company w.e.f. 1st April 2013 for a period of 12 months on a gross remuneration of ₹2,35,000/- per month.

In terms of the provisions of Section 314 of the Companies Act 1956 read with Director's Relative (Office or Place of Profit) Rules, 2003, members' approval by way of a special resolution is required for the aforesaid appointment and payment of remuneration. Your directors recommend the adoption of resolution in the larger interest of the Company.

Mr. Mofatraj P. Munot, Mr. Parag M. Munot being relative, are deemed to be concerned or interested in the said resolution. None of the other Directors is concerned or interested.

ITEM NO. 9

Non-Executive Directors bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as finance, information technology, corporate strategy, marketing, information systems, etc.

The Board is of view that it is necessary that adequate compensation should be paid to such Non-Executive Directors so as to compensate them for their time and efforts and also to retain and attract the pool of talent for the growth and prosperity of your Company.

The members have approved payment of commission of 1% of the net profit of the company to non executive directors at their meeting dated 29th July, 2010 for a period of 3 years, which ended on 31st March, 2013.

It is, therefore, proposed to continue to pay a commission for the period of 5 years to Non-Executive Directors (Excluding Managing and Executive Directors) commencing from April 1, 2013 at the rate not exceeding 1% of the net profits of Company. The Board of Directors may from time to time determine the amount (to be divided amongst them an such proportion as may be determined by the Board of Directors from time to time) computed in the manner provided in Sections 198(1) of the Companies Act, 1956.

The payment of commission to Non-Executive Directors (Excluding Managing and Executive Directors) requires approval of members by way of Special Resolution. The Board recommends the Resolution for approval of the Shareholders.

All Non-Executive Directors of the Company are concerned or interested in the resolution to the extent of the receipt of commission on profits from the Company.

No other Director of the Company is in any way concerned or interested in the resolution.

By Order of the Board

For **KALPATARU POWER TRANSMISSION LIMITED**

Sd/-

Place : Gandhinagar **Bajrang Ramdharani**

Date : May 16, 2013 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 the Depository through their concerned Depository Participants. Members who hold shares in Physical form, are requested to get their shares dematerialized.

Brief Particulars of Directors being appointed / re-appointed are as under:

Mr. Mofatraj P. Munot - Promoter Director

Founder, Promoter and Chairman of Kalpataru Group with five decades of experience in the field of real estate and property development, civil contracting and various other industries. He holds 12,306,553 Equity Shares of the Company.

List of other Directorship*	Chairmanship/Membership of Committees of the Board of other Companies
Kalpataru Limited Caprihans (India) Limited	None

* Excluding Private Limited Companies

Mr. Sajjanraj Mehta - Independent Director

He is a Chartered Accountant with over 37 years of experience. His area of expertise is in the field of Foreign Exchange, Taxation and Corporate Affairs and Strategy. He holds 10,000 Equity Shares of the Company.

List of other Directorship*	Chairmanship/Membership of Committees of the Board of other Companies
Kalpataru Limited	Kalpataru Limited 1. Audit Committees-Chairman 2. Shareholders/Investors Grievance Committee - Member

* Excluding Private Limited Companies

Mr. Ranjit Singh, - Managing Director

He is a M.E. (BITS, Pilani) and PGDBM (IIM-Ahmedabad) with more than three decades of rich and extensive experience in international and multicultural business environment. His expertise includes Business Strategy & Planning, Thought Leadership, people management, Investor Relations, Supply Chain and Operational Management.

He does not hold any shares of the Company.

List of other Directorship	Chairmanship/Membership of Committees of the Board of other Companies
None	None

FORM OF PROXY

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 THIRTY SECOND ANNUAL GENERAL MEETING of the Company to be held at 4.00 p.m. on Thrusday, July 25, 2013 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 _________________, 2013.

DP ID*	
Client ID*	
No. of Shares held	

Folio No.	

Affix
1 rupees
revenue
Stamp

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 shars 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)	Membership Folio No.
(To be filled in the Proxy attends instead of the member)	
	NO. OF SHARES HELD

I hereby record my presence at the THIRTY SECOND ANNUAL GENERAL MEETING of the Company at 4.00 p.m. on Thursday, July 25, 2013 at KALPA-VRIKSHA LEARNING CENTRE, A-1 & A-2, GIDC Electronic Estate, Sector - 25, Gandhinagar - 382 016.

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Member's/Proxy's Signature

(To be signed at the time of handing over this Slip)

* Applicable for investors holding shares in electronic form.

Our global pursuit...

KALPA-TARU®

POWER TRANSMISSION LIMITED

ANNUAL REPORT 2012-13

Contents

Forward looking statement

This report contains forward-looking statements, which may be identified by their use of words like ‘plans’, ‘expects’,will’, ‘anticipates’, ‘believes’, ‘intends’, ‘projects’, ‘estimates’ or other words of similar meaning. All statements thataddress expectations of projections about the future, including but not limited to statements about the Company’sstrategy for growth, product development, market position, expenditures and financial results, are forward-lookingstatements. Forward-looking statements are based on certain assumptions and expectations of future events. Thecompany cannot guarantee that these assumptions and expectations are accurate or will be realized.The Company’s actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, informative or events. The company has sourced the industry information from the publicly available resources and has not verified thos information independently.

...is intensifying

Our global pursuit started in 1995, after India's liberalization, when we made our first export supply order to Malaysia. In the year 2001, we did our first turnkey contract for 380 KV Transmission Line project in Turkey. Subsequently, in the year 2004 we completed 200 kms of 330 KV OHL Project for Zesco, Zambia in record period of just 8 months.

It was in the year 2009 when we won the largest overseas transmission project of over USD 250 million from the Ministry of Energy and Water, Kuwait, when our global pursuit really picked up steam and since then there has been no looking back. We today have presence in over 37 countries, of which in 15 countries we are executing large contracts. As of March 31, 2013, we have delivered over 40,000 towers across the globe and we are counting.

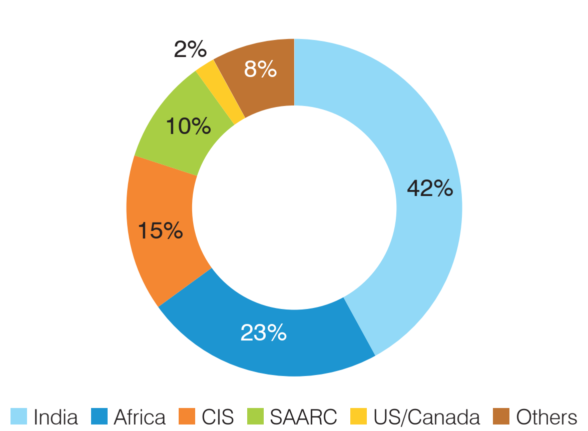
Making global pursuit a strategic focus

Diversification has an inherent quality of versatility, which makes it imperative for every business. More so, because it acts like a springboard in good times and as a cushion in bad ones. A business that supports diversification is more likely to sustain itself in long-term as compared to those with a tunnel vision of expanding in one direction. As the world is getting smaller, new business opportunities are driving organizations beyond their home turf. Being a part of a cyclical industry factors like macroeconomic environment, competitive intensity, execution slippages, environmental and land approval delays impacts our growth. Other factors like legal & political environment, natural calamities and act of terrorism also have a bearing on our execution. By going global we minimize the impact of most local factors and thereby making our growth more predictable and less volatile.

Competing at global level also keep us on our toes and drive us to maintain the global best standards. Not surprisingly, we have one of the largest tower testing and R&D centers worldwide. We use the latest technologies for our global operations including tower cranes for erection, dismantling and helicopter simulation for our global operations.

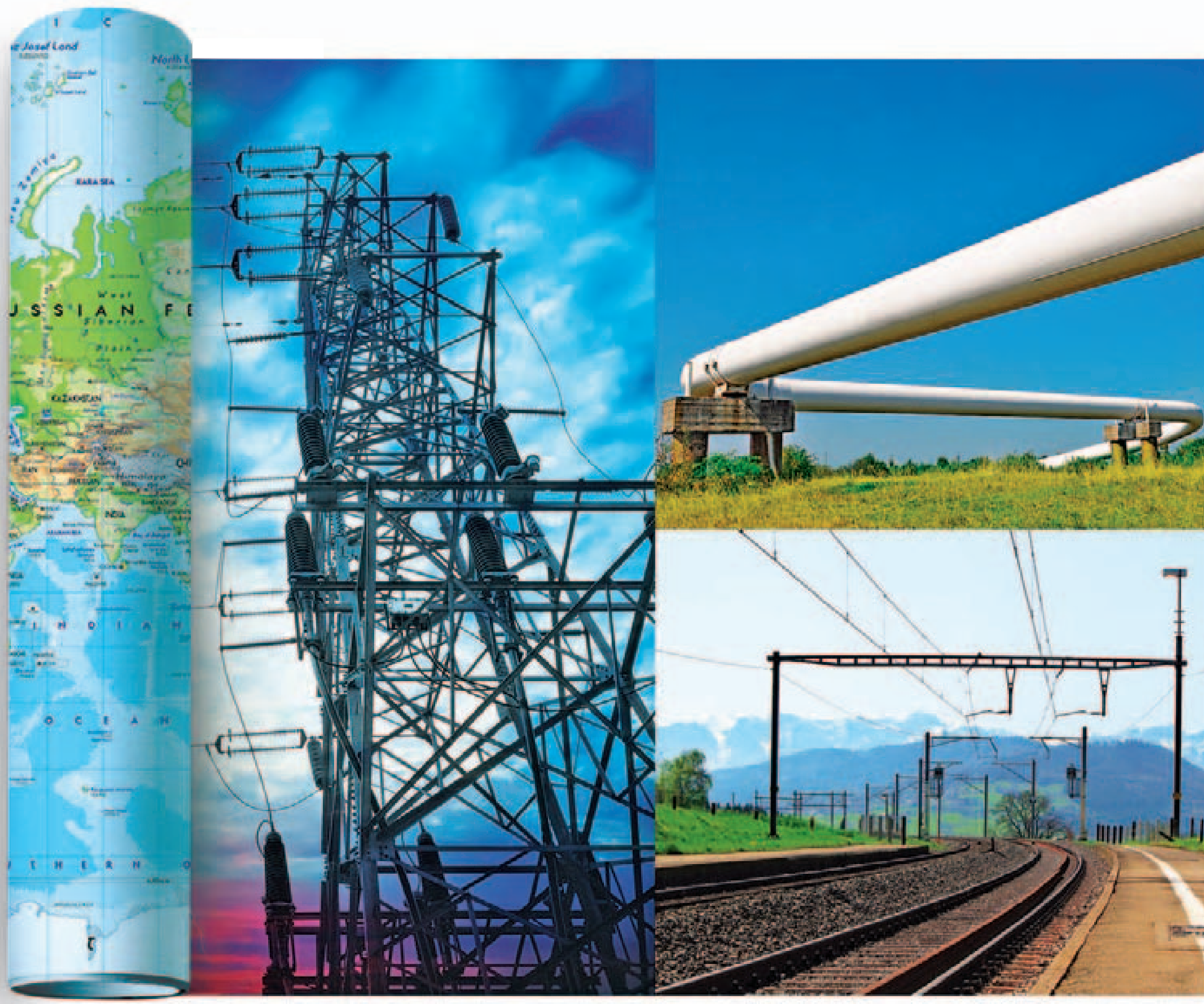
Our design experience confirms to the latest Indian and global standards including ASCE 74 (USA), DIN VDE 0210 (Germany), Cenelac (European), ASTM CSA and other country specific standard and practices.

Order Book - ₹68 Bn



The disproportionate increase in the share of orders from markets outside India also reflects their growing importance in our overall strategy. As of March 31, 2013, around 60% of our order book is from international markets, clearly highlighting our faster growth outside India.

Expanding global footprints progressively



Our multidimensional and dynamic business universe has helped us to focus on diversifying our client mix by pursuing new opportunities in less competitive markets across the globe. We today have footprints in more than 37 countries across Africa, Middle East, South East Asia, U.S.A, Canada and Europe and are striving to expand our reach further in SAARC and other parts of the world.

Over the last five years, we have been steadily increasing our footprints across the globe. During FY'12-'13 we expanded our operations of transmission line business in six more countries. While retaining our focus on our core business of power transmission line, we are also expanding into other high growth business verticals such as oil & gas pipelines, infrastructure and roads & railways among others.

In addition to these, through our subsidiary, Shree Shubham Logistics, we further intensified the export of several agri-commodities to the Middle Eastern markets of UAE, Lebanon, Morocco, Saudi Arabia, Kuwait, Yemen and Tunisia. In the financial year 2013, we exported over 3,000 MT of various products into these countries.

Deepening engagement in existing global markets

Our strong local understanding of the global markets we operate in help us to move up the value chain, make deeper inroads into these markets and also cross sell our other products and services. Quite in line with same, during the year, our subsidiary, JMC won its first international road EPC contract in Ethiopia worth over INR 3.4 Bn. Similarly in 2011, we won a project in Bangladesh from Bangladesh Railways to complete track renewal of 85 kms.

Our understanding of local working condition including soil environment, local laws and labour market facilitate in making a more informed judgment during the bidding or designing stage of the additional projects in these markets. This along with our global experience helps us to bring the best of both worlds. For each of our project, we bring along the best of global standards along with customized solution to address needs of our client in each of these markets.

Our wholly owned subsidiary, Kalpataru Power Transmission-USA Inc (KPT-USA Inc.) based in Houston, Texas serves the largest global energy market of North and Latin America. Our dedicated presence helps to explore better business opportunities in USA, Canada and Latin America, to tie-up with constructors, engineering consultants and other supporting agencies for project execution. Today, we are among India's largest supplier of lattice towers in North America. We have supplied over 40,000 MT during the last 3 yrs and 15,000 MT is under execution in USA & Canada.

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., Kalpataru Construction Overseas Private Ltd. and Caprihans India Ltd. 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 has been serving as a Director since 1991. 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. K. V. Mani - Non-Executive 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 been serving the Company as a Non-Executive Director.

He holds a degree in Engineering and is a M.B.A from IMD, Switzerland.

Mr. Ranjit Singh – Managing Director

Managing Director since November 2012, 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).

Mr. Manish Mohnot - Executive Director

He has been the Company's Executive Director since November 2006 with almost 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.

Mr. Sajjanraj Mehta - Independent Director

He has been serving the Company as an Independent Non-Executive Director since July, 1998. A renowned senior professional and expert in the field of Accounting, Tax and Corporate law; he has over 37 years of experience and serves as consultant in the field of Foreign Exchange, Taxation and Corporate Affairs to well-known companies.

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

Mr. S. P. Talwar - Independent Director

He is a prominent name in the banking industry and has served as chairman of Oriental Bank of Commerce, Union Bank of India and Bank of Baroda and as the Deputy Governor of RBI for a period of 7 years. He is currently serving as the senior advisor to YES Bank and is on the Board of various well-known listed companies.

He has an experience of more than 40 years in Operational and Policy formulation. He is an expert in the matters of Banking, Economics, Policy and Planning.

Mr. Mahendra G. Punatar - Independent Director,

With a career spanning more than 50 years in transmission line, he is an industry veteran and 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. Vimal Bhandari - Independent Director

He has over 25 years of experience in financial services industry. He is currently serving as the Managing Director and Chief Executive Officer of Indostar Capital Finance Pvt. 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 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 Seshadri - Independent Director

He has over 25 years of consulting experience in the field of finance, accounts, tax and business strategy. He was KPMG India's Managing Partner heading the Business Advisory practice.

He is the founder of Tranzmute Capital & Management Pvt. Ltd., established with the 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 qualified Chartered Accountant.

Executive Management Team

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

Mr. Dinesh B. Patel
Director (Operations)

Mr. B. K. Satish
President & CEO (Distribution Projects)

Mr. Sanjay Dalmia
Head - International Business

Mr. Gyan Prakash
President & CEO (Infrastructure Projects)

Mr. M. A. Baraiya
Dy. President (HR & Admin)

Mr. Subhasish Mukherjee
President (International TL Business)

Mr. S. Ayya. Durrai Pandian
President (Construction)

Mr. Vinod Radadia
President (Production)

Chairman's Letter

With the inclusion of these new territories, your Company now has footprints in 37 countries and around 60% of the order book is from countries outside India. During the year, our subsidiary JMC Projects (India) Ltd., made its foray into international markets by securing its first road EPC project from Ethiopia for about INR 3.4 Bn.

Dear Shareholders,

I am delighted to present the 32nd annual report of your Company.

I am pleased that your Company has continued its growth momentum, expanded its production capabilities, recorded highest production in its history, has all time high order book and further consolidated its position in key markets in a relatively subdued economic environment. The thrust on infrastructure development in India and across the world continues, which will carry on serving as the key driver for economic growth. Well-established power infrastructure is the key to socio-economic development and your Company plays an important role in developing the same, bringing huge benefits to the societies wherein it operates. Our vision is to be a world-class international Company offering value to all its stake holders.

In FY'13, various initiatives have been undertaken to strengthen and de-risk operations by focusing on the core business of Transmission Line EPC. The new Plant at Raipur has enhanced our annual production capacity over 1,80,000 MT, which will provide economies of scale, improved productivity and lower cost. Global economic growth has been uneven with certain regions like Africa and Middle East growing at a faster rate as compared to others and offer growth opportunities in an otherwise subdued economic environment. It is growth in such markets that has made us intensify our global pursuit. Last year, your Company expanded its global operations to six new countries and consolidated its position in the SAARC region. With the inclusion of these new territories, your Company now has footprints in 37 countries and around 60% of the order book is from countries outside India. During the year, our subsidiary JMC Projects (India) Ltd., made its foray into international markets by securing its first road EPC project from Ethiopia for about INR 3.4 Bn.

I would like to highlight that our thrust for global expansion has been in alignment to our core belief of staying ahead of the curve. We have focused on winning international projects with price variation clauses or with free supply of materials, which provides hedge against commodity risks. In addition, most of these projects are funded by any of the multilateral funding agencies, which provide comfort on credit risk.

It's a matter of pride that your Company has emerged as a preferred vendor to PGCIL, thereby cementing its leadership position in the domestic market wherein, a shift in demand is being witnessed to higher voltage segments viz., 500 KV, 765 KV and HVDC. Since, these segments enjoy comparatively better margins and low competitive intensity; we are confident to benefit from our strong experience, pre-qualifications, and ability to deliver complex projects on-time.

Despite the growth momentum, we have witnessed margin pressures. We have realigned our business strategy to ensure value creation to our shareholders by focusing on effective capital management and realigning our business portfolio by:

- Focusing on our core strength of Transmission Line EPC business and increasing our international presence and targeting big orders in higher voltage segments, which have limited competition.
- Strengthen key international markets by winning repeat orders especially in Africa and CIS countries by leveraging on our existing infrastructure and local knowledge.
- Revenue generation from ownership assets by increasing focus on BOOT / BOOM projects
  - Success of Haryana BOOT Project, which is yielding stable revenues
  - Winning second such project in Madhya Pradesh
  - Expedite the execution of Road BOOT Projects to start early revenue generation – all of the four Road BOOT Projects secured funding, two projects are well ahead of schedule
  - Expansion of SSLL & its value creation
- Expand geographical presence of other EPC businesses by synergizing our Transmission line strengths and experience
  - JMC's Projects going global – forayed into international markets by securing its first Road EPC project from Ethiopia

Currently, our biggest challenge is creating a profitable order book on sustainable basis in the backdrop of prevailing grim domestic and global macro-economic scenario. We also continue to face larger challenges in some of the other EPC businesses, namely pipeline and railways, with limited visibility of new orders and severe competition, albeit some improvement is expected in near future.

I remain very confident and upbeat of our future prospects and would take this opportunity to thank our shareholders for their valuable support, my colleagues on the Board for their enlightened counsel, all our prestigious clients for their faith, the Government and its various agencies and our lenders for their kind support.

I place on record my appreciation for the dedication, commitment and hard work put in by the employees of the Company at all levels and look forward to their continued support and encouragement, as we head for even more challenging and exciting future.

Mofatraj P. Munot
Chairman

Kalpataru in Brief

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 & agri-logistics and warehousing business. Over the years, it has expanded its footprints in 37 countries across the globe including India, Africa, Middle East, SAARC, USA, Canada, Australia, North America, CIS region and Far East. Currently, the Company is implementing turnkey contracts in over 15 countries.

As on 31st March, 2013, the Company has consolidated an order book of INR 124 Bn and standalone order book of INR 68 Bn, providing visibility for next 2 years.

Engineering, Procurement and Construction (EPC)

Power Transmission & Distribution

As an industry leader in the power transmission business, KPTL provides end-to-end solution ranging from in-house designs, testing, procurement and fabrication to erection, installing and commissioning of transmission lines. With state-of-the-art testing facility and a production capacity of more than 1,80,000 MT of transmission towers, KPTL is among the trusted names in the industry. The Company has installed over 14,000 kms of transmission lines and supplied over 1 million tons of towers across the globe supported by its strong and dedicated human resource pool of more 1900 professionals.

During the year 2012-13, the Company strengthened its leadership position in the Indian market by displaying on-time project execution and maintaining highest safety standards. Continuous expansion into overseas markets to diversify and de-risk its business led to addition of 6 new markets during the year. Share of international orders is now 60% of the overall order book.

By choosing international projects, which are normally funded by global multi-lateral funding agencies such as World Bank, IMF, African Development Bank, EXIM Bank etc., the Company significantly reduces its credit risk.

The Company has expanded its manufacturing capacity to over 180,000 MT per annum by setting up a green-field tower manufacturing plant of 55,000 MT at Raipur, Chhatisgarh. This plant would support domestic operations by providing cost synergies due to close proximity with project locations and raw material sources. Also, existing two plants at Gandhinagar, Gujarat, shall focus on international orders, which being closer to ports, bring operational efficiency in serving international projects.

Raipur Plant, Capacity of 55,000 MT

Civil Construction (JMC projects)

JMC Projects India Limited (JMC), a subsidiary of Kalpataru Power Transmission Limited (KPTL), is a leading contracting company that undertakes Civil & Structural works for Factories and Buildings, Roads and Bridges, Power Plants, Water pipelines, Rail and Metro Infrastructure projects in India and abroad. Incorporated in 1982, it has a professionally qualified workforce of over 3,000 people.

The Company is one of the fastest growing Indian construction Company and has a strong order book of over INR 56 Bn. During the fiscal, the Company expanded its footprints outside Indian by pocketing its first road EPC contract in Ethiopia in Africa. The Company plans to leverage on strong global understanding of its parent company and strengthen its international portfolio going forward.

Oil & Gas Infrastructure

KPTL undertakes EPC contracting for cross-country pipelines, terminals and gas gathering stations for oil & gas sector across diverse territories. The Company has a well-qualified engineering and designing team for successful completion of projects and provides end-to-end solutions.

Over the years, KPTL has catered to some of the major players in the oil & gas sector and has been involved with setting up of more than 70 oil & gas stations and laying of over 2,500 kms of pipeline across the country. It is presently executing 6 projects of GAIL, IOC & OIL with an order value of around INR 3 Bn.

Railways Infrastructure

A relatively smaller portion of the Company's business, KPTL diversified into railway EPC business which leverages on with KPTL's skills for track electrification and JMC Projects for its civil infrastructure work. The Company offers an entire range of services on turnkey basis in railway infrastructure projects globally and is geared up for various more such bids across geographies. The Company is executing an international turnkey project in Bangladesh.


Cognizant

Kalpataru in Brief

Asset Ownership Portfolio

Biomass Power Plant

KPTL has two operational biomass plants in Rajasthan, a 7.8 MW in Ganganagar district and an 8 MW plant in Tonk District of Rajasthan. Kalpataru Power is one of the few companies around the globe to get registered with UNFCCC in 2005 and has benefited from CERs (Certified Emission Reduction) generated from its both the plants.

Power Transmission BOOT

With the advent of the Public Private Partnership (PPP) mode, KPTL has expanded its business portfolio by executing the first Transmission Line BOOT project at Jhajjar (Haryana), which was commissioned in FY'12. The project was completed in a record time of 15 months and the Company shall own the project for 25 years which can further be extended to 10 years. Similarly, the Company shall be expanding and participating in more such opportunities.

Road BOOT

JMC Projects (I) Ltd. is executing four Road BOOT Projects, all of which are currently under implementation phase. Some of these projects are ahead of the schedule. Of the four, two projects are expected to get commissioned in FY'14 and the remaining in FY'15.

Shree Shubham Logistics Ltd. (SSLL)

Another subsidiary of KPTL, SSLL is among the few early private players to identify the potential of warehousing and agri-logistics sector and is now among the largest private players in these fast growing sectors.

SSLL provides one-stop-shop comprehensive range of Agri-logistics Services, which include:

- Storage & Preservation with Weighing Facilities
- Testing and Certification & Fumigation and Pest Management
- Collateral Management for Commodity Funding

  Commodity Procurement
- Domestic & International Trading

Currently, SSLL is operating and managing over 90 warehouses (owned / leased) with storage capacity of about 11 lakhs MT and total floor plate area of around 6 million sq. ft. in the state of Rajasthan, Gujarat and Madhya Pradesh. During the current year, the Company raised INR 0.8 Bn. from Tano India Private Equity Fund II to fund its capacity expansion plan.

Owned Agri Logistics Park at Jodhpur (Rajasthan), Capacity of 19,100 MT

Financial Highlights

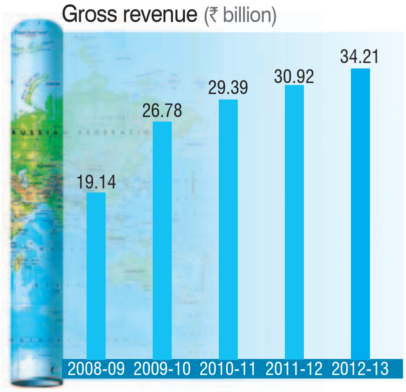
Standalone	₹billion					USD million
	2008-09	2009-10	2010-11	2011-12	2012-13	2012-13
Production in MT	93,484	* 121,483	* 127,055	* 127,331	* 151,772	* 151,772
Gross Revenue	19.14	26.78	29.39	30.92	34.21	628.98
Sales Growth	8.2%	40.0%	9.7%	5.2%	10.6%	10.6%
International Revenue	5.19	11.58	9.70	9.10	12.94	237.91
Total Expenditure	17.08	23.75	26.03	27.70	31.04	570.70
Operating Profit (PBDIT before other income)	2.06	3.04	3.36	3.22	3.17	58.28
Other Income	0.31	0.35	0.47	0.51	0.48	8.83
Interest	0.88	0.73	0.80	1.01	1.17	21.51
Profit before depreciation & tax (PBDT)	1.48	2.66	3.03	2.72	2.48	45.60
Depreciation	0.27	0.38	0.46	0.48	0.52	9.56
Profit before Tax	1.21	2.28	2.57	2.24	1.96	36.04
Provision for Taxation (Incl. FBT & Deferred Tax)	0.26	0.57	0.66	0.59	0.58	10.66
Profit after Tax (PAT)	0.94	1.70	1.91	1.65	1.38	25.37
Equity Share Capital	0.27	0.27	0.31	0.31	0.31	5.64
Net Worth	8.37	9.88	15.91	17.43	18.46	339.40
Total Borrowings (including current maturities)	6.54	6.04	4.52	4.72	5.91	108.66
Debt Equity Ratio (Total)	0.79:1	0.62:1	0.29:1	0.28:1	0.32:1	0.32:1
Book Value Per Equity Share (₹)	63.17	74.57	103.67	113.58	120.29	$2.21
Earning per Equity Share (₹)	7.13	12.86	12.58	10.75	8.97	$0.16
Operating Profit	10.7%	11.3%	11.4%	10.4%	9.3%	9.3%
Profit before Tax	6.2%	8.4%	8.6%	7.1%	5.7%	5.7%
Profit after Tax	4.9%	6.3%	6.4%	5.3%	4.0%	4.0%
Order Book at year end	43.70	50.15	55.00	61.00	68.00	1250.25
Consolidated						
Gross Revenue	32.77	40.43	44.23	53.67	61.71	1,134.60
Profit after Tax (PAT)	1.11	1.78	1.99	1.89	1.29	23.72
Earning per Equity Share (₹)	8.37	13.41	13.13	12.29	8.44	$0.16
Consolidated Order Book at year end	65.70	76.86	96.50	117.00	124.00	2,279.86

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

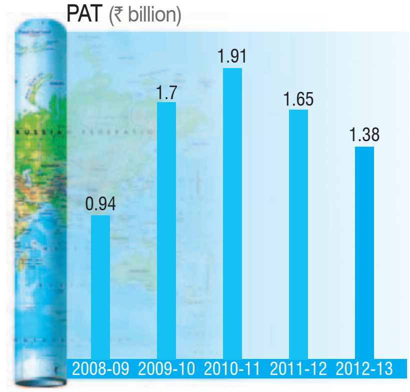
1 USD = ₹54.3893

Standalone

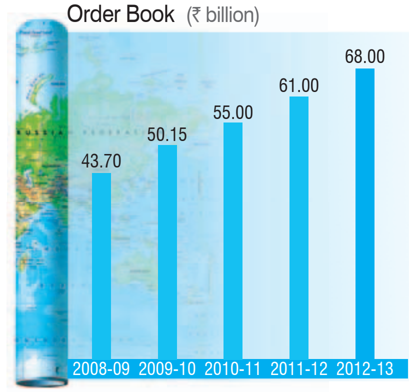
Gross revenue (₹ billion)



PAT (₹ billion)

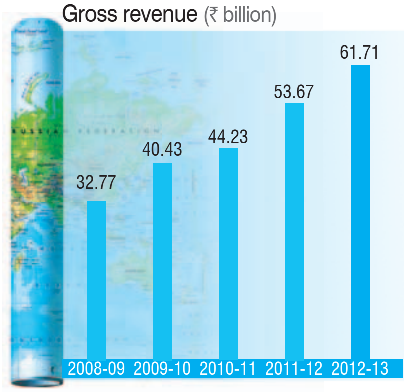


Order Book (₹ billion)

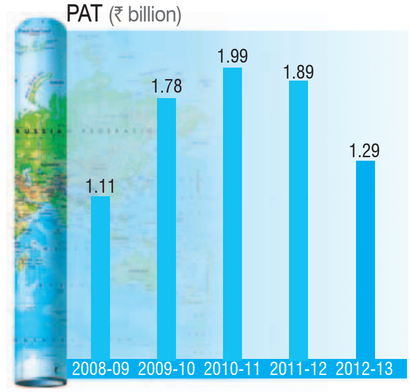


Consolidated

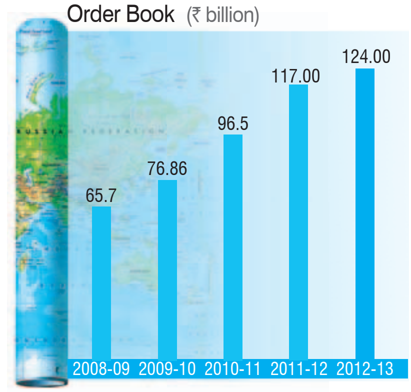
Gross revenue (₹ billion)



PAT (₹ billion)



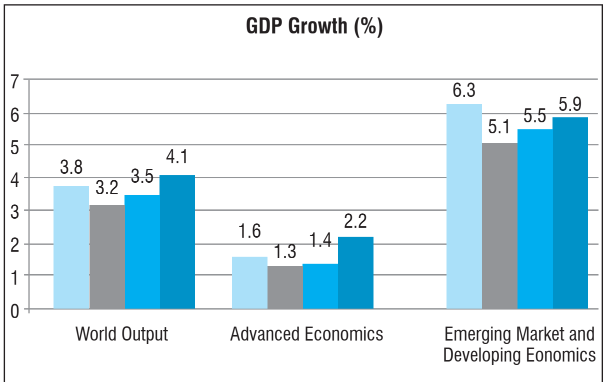
Order Book (₹ billion)



Management Discussion & Analysis

Economic Overview

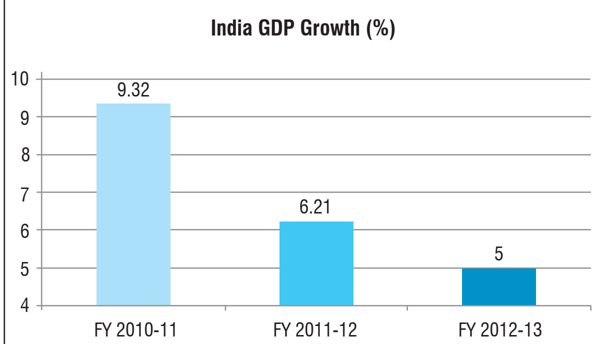
Post tough 2011, the year 2012 started on a very somber note. After a sharp slowdown in the global growth momentum in 2011 to 3.8% from 5.2% in 2010, most economists predicted a further slowdown to 3.3% with little positive expectations from any major economy. Despite such low expectations, the global economy grew even a tad lower at 3.2%, mostly due to sharp slowdown in the emerging economies during the year to 5.1% against the projected growth of 5.4% at the start of the year.



Source: IMF

On the positive side, after witnessing high volatility for nearly two years, timely policy actions after a leadership change in ECB and in a few of the Euro member countries brought much needed stability to region's debt and currency market.

Going forward, while there are several downside risks like US fiscal cliff, renewed setback in Euro area and Chinese slowdown that can derail the growth momentum, the global growth is expected to gradually strengthen. As per IMF projection, the global economy is expected to grow by 3.5% and 4.1% in 2013 and 2014, respectively.



Source: CSO

Indian economic growth continued to remain weak and the economy grew at a decade low rate of less than 5%, much lower than the estimated growth rate of 6.7% at the start of the financial year.

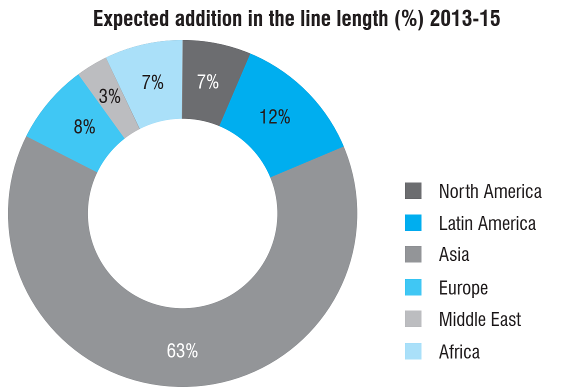
Lately Government & Central Bank have taken policy decisions to attract foreign inflows, boost investors sentiment and increase infrastructure spending, therefore, it is expected that the growth momentum will be back on track in near future.

Industry Overview

Transmission & Distribution

Global

Globally, nations are committing increasing investments to develop modern, efficient, reliable, secure and well-networked transmission infrastructure. The key factors that are driving investment demand of transmission infrastructure in the developed economies include integration of lower carbon fuel & renewable energy plants. The thrust is also on enhancement of grid reliability and security. Developing economies and many countries



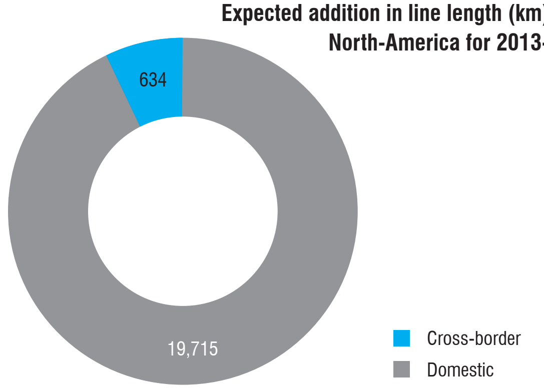
Source: Global Transmission Research

in the Middle East region are expanding the capacity of their transmission networks to increase penetration and meet growing demand of their people. Many African economies are also investing in new electricity networks to serve growing demand of their population and also to efficiently utilize the regional energy resources. As per Global Transmission research (Jan 2013 research report), over the next three years, globally around 316,775 km of new transmission lines (of over 220 kV and above voltage levels) are likely to be built.

North America

In North America, due to expected decline in electricity consumption over the next few years, high profile projects have been deferred. Over the longer term, the region is expected to make considerable investment to build its inter-regional transmission link. Over the next three years, around 20,349 km of additional lines are expected to be added in the region including 634km of cross border lines.

Expected addition in line length (km) in North-America for 2013-15



Source : Global Transmission Research

Asia

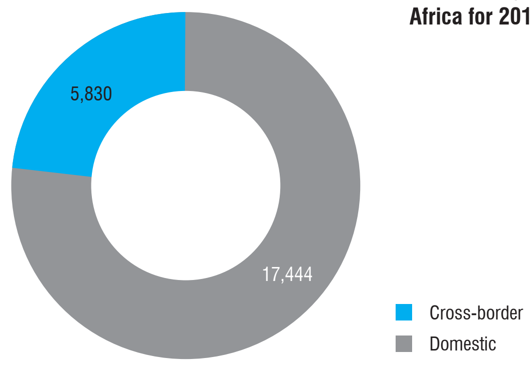
In Asia, around 63% of the total estimated transmission lines between 2013-15 are expected to be added. Many of these are inter-regional projects that are trying to connect huge hydro-electric power generation capacity of surplus central Asian countries with power deficit South-East Asian countries through regional links. The changing regulatory environment, unshackling of transmission network away from utilities and unbundling of fixed tariff structure is resulting in increasing participation of private companies in the region.

Overall around 200,304 km of transmission lines are expected to be added in the region of which around 760km are expected to be cross-border transmission lines.

Africa

In Africa, countries are investing to build their intra-regional network and cross-border projects. The region is also witnessing increase in overall electricity consumption, which is also driving the demand for new transmission network. A total of 23,274 km of transmission line length is expected to be added during the period 2013-15. This includes around 5,830 km of cross-border line addition.

Expected addition in line length (km) in Africa for 2013-15



Source : Global Transmission Research

Middle East

Soaring demand and rapid industrial development enabled the countries in the Middle East region to continue in their sphere as the most dynamic power sectors in the world. The consumption of electricity in the Middle East region has been growing continuously and is further poised to grow at even faster pace in the next decade.

The governments in these countries have liberalized policies pertaining to the electricity sector and are currently in the process of formulating privatization strategies. This has attracted significant investments in the private sectors of the Middle East countries. The privatization of the electricity sector will not only strengthen their power generation infrastructure, but will also facilitate towards efficient management of transmission and distribution, providing a desired balance between power demand-supply mechanisms.

New transmission lines of 8,769 km are expected to be added during the period between 2013-15.

CIS

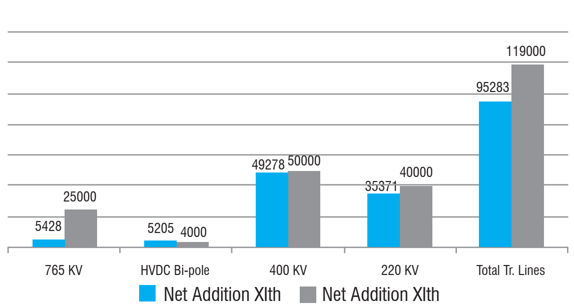
Energy is a key sector with important implications for growth and macroeconomic stability in several CIS countries. Over the last few years, several processes have been shaping the internal dynamics of energy sector development in the CIS, macroeconomic outcomes in these countries and prospects for co-operation in the energy sphere between the EU and CIS. The CIS energy sector has attracted substantial FDI inflows, in many countries being the primary target of foreign investors.

Europe and CIS, countries are to build single Europe union wide energy market by 2014, to achieve this goal cross border electricity connection has been planned. Large work on developing and strengthening the integrating processes between CIS states has been carried out, which will assist in stabilizing the situation.

Domestic

In India, the government has moved its focus from increasing the generation capacity of power to improve the efficacy of Transmission and Distribution (T&D). Government's higher thrust on T&D is also justifiable via the 12th five year plan. In this plan, the T&D spend has been increased to 56% from 51% in XI Plan, on the total spending on power sector. Earlier, lower T&D infrastructure investments have led to high power losses to the tune of around 30%.

Transmission Addition Programme (ckm)



Source: CEA

The investment target for the transmission segment alone for the Twelfth and Thirteenth Five-Year plan has been increased to INR 1.8 Tn and INR 2.3 Tn, respectively. Of this, around INR 1 Tn of investment is expected from PGCIL alone in the Twelfth Five-Year plan. PGCIL plans to increase its transmission capacity from 28GW in FY'12 to 63GW by FY'17.

During the year, the cabinet committee of economic affairs (CCEA) approved restructuring of state electricity boards. The 1.9 lakh crore debt restructuring would help to turn around near - bankrupt power Distribution Company. In June 2013, Tamil Nadu became the first state to restructure debt of its power distribution companies and issued bonds worth INR 6,144 crore in the first phase of restructuring.

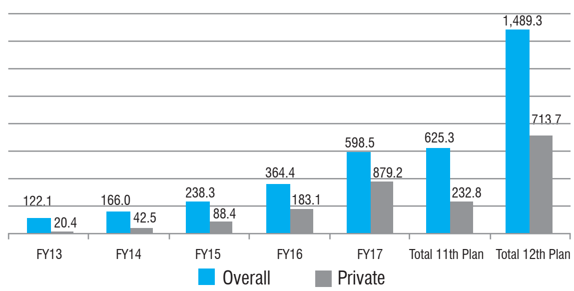
Also, to tap increasing disparity in the regional demand-supply, there has been a gradual movement towards creating a strong inter-regional high voltage transmission backbone. To boost this momentum and create Transmission Super Highways, the government has allowed private sector participation in the transmission sector. State level utilities have been encouraged to develop the intra state transmission system under Viability Gap Funding Scheme of central government through Public Private Partnership. The government has been enabling private participation in the sector through Joint Venture (JV) Partner and Independent Private Transmission Company (IPTC) Route. In case of JV CTU/STU shall own at least 26% equity while for IPTC 100% equity would be owned by private entity.

Considering the Central Government focused approach to bring back economy on track, infrastructure spending should go up and in turn it will lead to resolving the issues of coal supplies, land acquisition, tariff revision etc., hence spending on transmission & distribution will again pick up as country like India cannot sustain slowdown because of its demography, population and consumption needs for which infrastructure is the backbone

Oil & Gas Pipeline

Globally, countries are now favoring pipeline to transfer oil, gas and other products. While pipeline infrastructure calls for much higher initial capex, it lowers the cost of transportation and transit loses. It is also more reliable, environment friendly and energy efficient than the other modes of transportation. As per the estimates of a global research firm, GlobalData, the global oil and gas trunk pipeline length is expected to increase by 104,884 km during 2011–2015. Around half of this planned addition would come from just five countries viz. Russia, India, USA, China and Canada.

Projected Investment in Infrastructure - O&G pipelines (INR Bn)



Source: Planning Commission

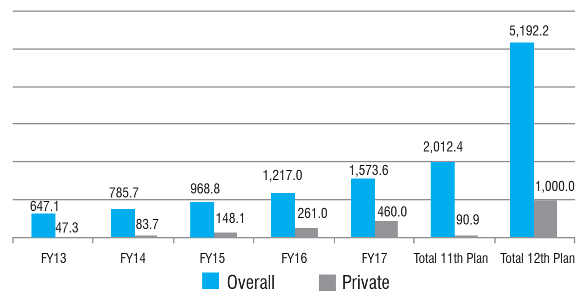
India is among the top four energy consumers in the world. According to PwC Petrotech October 2012 report, India has a pipeline infrastructure of 19,300 km for crude oil, 16,293 km for gas and 15,903 km for other products. India has one of the least penetrated gas pipeline networks in the world. The pipeline spread in India is just 0.003km/sq, which is much lower than 0.19 km/sq in US and 1.08 km/sq in UK. India's gas pipeline infrastructure is expected to increase to 31,000 km by 2017.

In the XII plan, the planning commission have nearly trebled the planned spend for Oil & Gas Pipelines to INR 1,489 Bn from INR 507 Bn in the XI plan and against actual spend of INR 625 Bn. The actual spend in X plan was INR 234 Bn.

Railways

While during the six decades post Independence there has not been much new additions to the Indian Railways, the Indian Railways intends to expand railway infrastructure by nearly 40% by 2020. The high estimated expenditure of INR 5.19 lakh crore would be funded through a mix of government funding and Public Private Partnerships (PPP). During the fiscal, the railway ministry announced highest ever plan outlay of INR 633.6 Bn and a target to add 500 km new lines, 750km doubling, 450 km gauge

Projected Investment in Infrastructure - Railways (INR Bn)



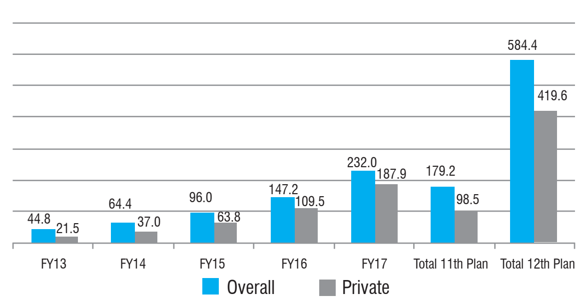
Source: Planning Commission

conversion and 1200 km electrification. The ministry earmarked a target investment of INR 10 Bn each for Rail Land Development Authority and IR Station Development Corporation and plans to raise the same through PPP route. The budget also introduced train protection warning signal on automatic signaling system and plan to set up a modern signaling equipment facility at Chandigarh through PPP route. As per the railway budget, the railway is likely to award a civil construction contract to cover around 1,500 km of Eastern and Western Freight Corridors during the financial year 2013-14.

Logistics & Warehousing

The Indian logistics industry is growing by 10%-12% per annum and is currently estimated at USD 100-125 Bn. The warehousing is a key logistics segment. As of March 2011, India had a warehouse space of around 1,800-2,000 million sq. ft. Most of these were less than 10,000 sq. ft. much lesser than the common size of 250,000 to 1 million sq. ft. in US and Europe.

Projected Investment in Infrastructure - Storage (INR Bn)



Source: Plannng Commission

The logistic cost in India at 13% of GDP is much higher than 5%-7% of the GDP in the developed countries and highlights the inefficiencies within the industry. Unlike most developed countries, where most food wastage happens at the end consumer level, in India there is a loss of around INR 50 - 60 Bn of food grains, oil seeds, pulses, vegetables, fruits during transit and inadequate & improper storage facilities.

In 2013 budget, the government has sanctioned INR 5,000 crore through NABARD for financing construction of warehouses, godowns, silos and cold storage units designed to store agricultural produce, both in the public and the private sectors. The earlier measures taken by the government such as implementation of warehousing act 2007 and introduction of GST should provide further fillip to the sector.

Segment Wise Operational Performance

The Company has two primary business segments: Transmission & Distribution and Infrastructure EPC.

The revenue of the Company can be divided geographically in two different segments - Sales within India and Sales outside India. Out of the total revenue (Net of Excise Duty) of INR 33.35 Bn for FY'13, revenue from India is INR 20.41 Bn (61%) and revenue from outside India is INR 12.94 Bn (39%).

Other segments mainly include generation & sale of power being produced from two power generation plants in Rajasthan, which has contributed a revenue of INR 541 Mn during the last year.

Transmission & Distribution Segment (T & D) :

Segment's revenue was higher by 12% at INR 29.57 Bn.

T&D is the core business segment of the Company contributing 89% of the total revenue of the Company. Division has been performing consistently well and sustaining Company's growth trajectory and going forward also it will remain the core area for growth.

At the operational level, the following are the major highlights for this segment:

- Production (including outsourced) and dispatches of transmission line towers were at an all-time high of 151,772 MT and 142,745 MT, respectively
- Over 105,000 MT of transmission towers were erected at various domestic and international locations
- Over 1400 CKM of stringing work done to connect the grid to sub-station or sub-station to sub-station

The segment has secured following prestigious projects during the reporting period:

- Supply and installation of 800 KV HVDC, 238 kms transmission Line from PGCIL.
- Supply and installation of two projects of 132 KV D/C, 420 kms transmission line in Uganda.
- Supply and installation of 230 KV S/.C, 228 kms transmission line in Armenia (CIS country).
- Supply and installation of 138 KV S/C, 80 kms transmission line in Philippines.
- Supply and Erection of 400 KV transmission lines of 160 kms in Bhutan. The project is funded by Government of India.
- Supply and Erection of 220 KV transmission line of 152 kms in Tajikistan. The project is funded by Asian Development Bank.
- Supply & Construction of 500Kv MAC MOH 3 THA TAKO Transmission line in Thailand.
- Supply & Erection of 765 Kv S/C & D/C Gwalior-Jaipur Transmission Line from PGCIL.
- Supply & Erection of Towers Package for 765 KV D/C Kurnool-Thiruvalam Transmission Line from PGCIL.

This business segment has secured orders worth INR 30 Bn during year. The order book position can be divided into 40:60 for domestic and international. Out of this, majority of orders are backed by price escalation clauses, which will to a large extent protect us in the present uncertain market conditions.

The Company has commenced commercial production at its Greenfield state-of-the-art facility at Raipur, Chhattisgarh, to annually manufacture 55,000 MT of power transmission towers. With this expansion, the Company's total production capacity has reached over 180,000 MT and your Company has become one of the largest tower manufacturing Company of the world.

The Company has also made successful entry into 6 new countries namely Saudi Arabia, Tajikistan, Uganda, Bhutan, Thailand & Armenia and continues to keep its focus on new markets and territories to expand its presence. The Company is also focusing on sub-station EPC as part of T&D only and recently got initial success.

Infrastructure Segment

The year remained challenging for this segment on account of intense competition in domestic market and limited number of tenders in international market.

During the year, the Company has received orders worth INR 2.81 Bn for this segment.

With competition being intense in core area of expertise, we have geared to enter into the promising work of submarine pipelines, floating production & storage systems, offshore pipeline services, process facilities & plants and fabrication yards; all of which will help us in expanding our breadth and width in this business. Apart from the domestic market, we are continuously focusing on the overseas market.

The revenue in this segment was reduced to INR 3.24 Bn as against revenue of INR 3.39 Bn in the previous fiscal year.

Financial Review

The consolidated revenue of the Company grew at 15%, with total revenue of INR 60.85 Bn during the year. The consolidated order book of the Company is above INR124 Bn.

On a standalone basis, the Company reported net sales and service revenue of INR 33.35 Bn, a growth of 10%. Revenue of Power T&D segment grew by 12%, Infrastructure segment growth reduced by 4%. On a standalone basis, the order book of the Company, as on March 31, 2013, stands at INR 68 Bn, the break-up of which is as follows:

- Transmission & Distribution – INR 63 Bn
- Infra (Pipeline and Railways) – INR 5 Bn

Exports revenue (including overseas projects) earnings during the year is INR12.94 Bn, representing over 39% of your Company's gross revenue.

The Company's profit after tax is at INR1.38 Bn as against INR1.65 Bn of the previous fiscal. The decline in profits is due to increase in input cost, employee cost, other cost and higher finance cost.

Net fixed assets (including capital work in progress), as at March 31st, 2013, is INR 5.39 Bn as against INR 4.53 Bn in the previous year increase of INR 0.86 Bn, mainly for construction equipment and setting up of manufacturing facility at Raipur.

Net current assets as at March 31st, 2013, reduced to INR 6.09 Bn as against INR 8.33 Bn in the previous year. Current assets levels of the Company reduced mainly on account of increase in advances from customers, trade payables and other current payables.

Borrowing levels of the Company remain at comfortable level thus total debt/equity ratio currently stands at 0.32. 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 it's growth plan.

Risk Management

For any company, an internal risk management framework is an important ingredient of its 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. To ensure business continuity across different stages of the economic cycle, we have suitable risk management framework in place. The framework reduce 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 are some of these risks and their mitigation plans:

1. Economic Risk: An unexpected development in any of the macroeconomic variables that may adversely impact the company's profitability or viability. Infrastructure is cyclical industry and it gets impacted more by the changes in macroeconomic variables like interest rate, GDP Growth, employment, purchasing power and inflation etc., than a non-cyclical industry like FMCG.

   Company has always been very conservative and has well-defined internal prudential norms. The Company maintains a low debt equity ratio, better liquidity, strong clientele with timely payment tack-record and focus on select markets, minimize the impact in adverse situations. The Company, over the last few years, has geographically diversified into 37 countries, which reduces dependency on one market or country.

2. Execution Risk: Execution delay may results in cost overruns and may also negatively impact company's reputation. An EPC contract has a long execution period, hence, delay in execution is expected being dependency on external factors.

   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. However external factors are always unavoidable but timely steps to lowering that risk is being taken for each project.

3. Credit Risk: Customers' inability to make timely payments in line with their contractual or pre-agreed obligations may unsettle Company's projected cash flow. The same can adversely impact the project completion timeframe and financials of the Company.

   The Company generally undertakes the projects from those clients which have a history of making timely payment and are well-supported by financial institution. For its global projects, the company undertake projects, of which majority are funded by multilateral funding agencies.

4. Input Price Risk: Risk to earnings arising from the volatility in the price of input. Given that most of the projects that the company undertakes is generally long gestation by design, the likely hood of such event happening is high.

   Most of the projects of Company have a price escalation; hence, any increase/decrease in covered input cost can be passed on to the client. However timing mismatch can be an area of concern which can be difficult to mitigate. In case of firm price contracts, the Company tries to pass on back-to-back firm price contract to vendor/contractor or wherever possible hedge on the exchanges.

5. Currency Risk: Business of Company is expanding overseas, the exchange exposure is eminent. Any adverse movement in any particular currency can ruin financials. In present uncertain time, it becomes more difficult to judge the market and take appropriate decision.

   Company manages its currency risk by adopting proper mix of orders in foreign currency. monitoring related market developments and taking appropriate call to hedge or not as per its well adopted risk management framework.

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 and independent Internal Auditors 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.

Audit plans, internal/external auditors' 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.

Corporate Social Responsibility

Safety

Company gives utmost importance to safety function. At all manufacturing units, power plants and all project sites, necessary procedures are in place to ensure safety of personnel and equipments. To ensure safety and health of 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.

Environment

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 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 14001 for Environment Management Systems by Intertek Quality Registrar, PLC, U.K., for its Export Oriented Unit (EOU) Division.

Community Development

As a good corporate citizen, the Company undertakes various community welfare measures and environment friendly initiatives. The Company's social welfare and community development measures are focused on healthcare, child development and promotion of cultural activities.

The Company undertakes community development initiatives by sponsoring the various programs of government and nongovernment organizations such as Rotary Club of Gandhinagar, Gandhinagar Cultural Forum, Kalrav etc. in fields of healthcare, child development, cultural activities, youth development, women empowerment, medical check-up camp in nearby areas. Every year Company co-sponsor grand Garba celebration for 9 nights under the banner of Gujarat Cultural Forum, which is enjoyed by over 50,000 people. The Company has arranged games competition and other cultural programmes for student of government school. Also, the Company has donated waste disposal van and installed solar based street light around its power plant.

Kalpataru Seva Kendra, a multi-specialty medical facility with ultra-modern facilities provides consultancy and routine health check-up facilities at almost free of cost with medicines. Over 125 patients from surrounding villages of Gandhinagar takes benefit of this facility on daily basis. We are thankful to all well-known doctors of Gandhinagar, who are providing these services on honorary basis.

The Company has organized medical checkup camp for students of government school apart from several other medical and health check-up camps for economically weaker sections of the society. The Company has also donated dead body carrier van to Junior Citizen Council of Gandhinagar to carry the dead body from villages to nearby cremation center. The Company has also arranged "Shakti 2013" for women's empowerment in association with Rotary Club of Gandhinagar.

On social front, spouses of employees always remain ahead to ensure that the bonding of family members is made more strong and for which Ladies wing – Inner Circle-- organizes various welfare, entertaining and educative programs for ladies and children of the staff, which include sports days, movie show, medical check-up, outside educative visit, summer camps and many more such activities.

Human resources

Human resources is one of the biggest assets of the Company. Recruiting, motivating and retaining the best talent is the biggest challenge in today's environment. The Company focuses on building an expert talent base by grooming existing talent as well as fresh recruits from reputed professional institutions in a variety of areas to enable them to take on positions of greater responsibility. For the development of the internal talent, the Company has state-of-the-art training and learning centre namely "Kalpa Vriksh Learning Centre". It is a back bone of the Company and is delivering desired results in line with the objective of the Company. The Company firmly believes that the human asset is the biggest strength to achieve its vision. There is a great team sprit amongst the member of staff. The Company has strong workforce of around 1,900 people as on 31st, March, 2013.

Directors' Report

TO,

THE MEMBERS,

Your Directors are pleased to present the 32nd ANNUAL REPORT of your company together with the Audited Statement of Accounts for the year ended March 31, 2013.

FINANCIAL RESULTS

(₹ in billion)

	2012-2013	2011-2012
Total Revenue	**34.69**	31.43
Profit before Depreciation	**2.48**	2.72
Less: Depreciation	**0.52**	0.48
Profit before Tax	**1.96**	2.24
Less: Provision for Tax including Deferred Tax	**0.58**	0.59
Net Profit after Tax	**1.38**	1.65
Add: Surplus brought forward from previous year	**7.15**	6.13
Profit available for appropriation:	**8.53**	7.78
APPROPRIATIONS :		
Transfer to General Reserve	**0.30**	0.30
Transfer to Debenture Redemption Reserve	**0.02**	0.07
Proposed Dividend on Equity Shares	**0.23**	0.23
Corporate Tax on Proposed Dividend	**0.03**	0.03
Balance carried to Balance Sheet	**7.95**	7.15
TOTAL	**8.53**	7.78

DIVIDEND

Your Directors are also pleased to recommend dividend for the year ended March 31, 2013 @ ₹ 1.50 (75%) per equity share of ₹ 2 each considering overall profitability and growth of Company.

OPERATIONAL HIGHLIGHTS

The gross revenue of the Company grew by 10.4% to ₹ 34.69 billion (USD 638 million) as against ₹31.43 billion (USD 614 million) in the previous year. Total Export Turnover (including overseas projects) was ₹ 12.94 billion (USD 238 million) or approx. 37% of revenues in 2012-13.

The net profit for the year stood at ₹1.38 billion (USD 25 million) as against ₹1.65 billion (USD 32 million) in 2011-12.

Your company has supplied 142,745 MT of Transmission Line Towers as against 1,30,903 MT in preceding year, which is higher by 9%.

Your company has an order book of over ₹68 billion (USD 1.25 billion) excluding fairly placed bids.

Your Company has commenced commercial production of transmission tower at its Greenfield, State of Art facility at Raipur, Chhattisgarh having total production capacity of 55,000 MT. With this expansion, your Company's total production capacity has reached over 180,000 MT and your Company has become largest tower manufacturing company of India and one of the largest of Globe.

Transmission BOOT Project

The first intra state transmission DBFOT(Development of a 400 kV/220 kV transmission system for the evacuation of electricity from the 2 x 660 MW thermal power plant at Jhajjar, Haryana) project for Harayana Vidhyut Prasaran Nigam Ltd has been commissioned by SPV of your Company and is running successfully above the committed load level.

Your Company is successful in securing one more DBFOT project from Madhya Pradesh State Electricity Board to built, own, operate & transfer 240 Kms, 400 KV Double Circuit Power Transmission line between Satpura to Ashta, under Viability Gap Funding for concession period of 25 years with construction period of 15 months with optional extension of 10 years on annuity basis.

SUBSIDIARIES

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

JMC has reported consolidated revenue of ₹25.56 billion (USD 470 million) as against ₹20.76 billion (USD 407 million), which is 23% higher than the previous year. Profit before tax as well as profit after tax stood at ₹62 million and ₹86 million as against ₹576 million and ₹452 million respectively.

JMC is executing 4 road projects on DBFOT basis, out of which 3 are for NHAI and one for MPRNL. Out of 4 projects, 2 are expected to be commissioned in financial year 2013-14 and other 2 are expected to be commissioned in financial year 2014-15.

JMC has a strong order book exceeding ₹ 56 billion (USD 1.03 billion). Your company has invested ₹ 2.19 billion in JMC and holds 67.19% stake.

Shree Shubham Logistics Ltd (SSLL):

In reporting period, SSLL has achieved a turnover of ₹ 2.43 billion as against ₹ 2.04 billion, registering a growth of 19%. SSLL reported profit of ₹ 146 million as against ₹ 32 million.

SSLL has signed an agreement with Tano India Private Equity Fund II to raise ₹ 0.8 billion to fund its capacity expansion plan. Tano made a choice of SSLL as it follows a differentiated and scalable model in the agri-logistics space.

Currently, SSLL is operating and managing 90 warehouses (owned & leased) with storage capacity of around 1.1 million Metric Tonnes and total floor plate area of around 6.0 Million Sq. Ft in the states of Rajasthan, Gujarat & Madhya Pradesh. The company will expand this capacity to 1.5 million Metric Tonnes by end of this financial year and to nearly 2 million Metric Tonnes over the next two to three financial years with a pan India presence.

At the year end, investment of your Company in SSLL was ₹2.11 billion as equity shares, preference share capital and loan. SSLL is an 85% subsidiary of your Company.

Energylink (India) Ltd (ELL):

ELL plans to foray into real estate business for which ELL has formed 100% subsidiary namely, Saicharan Properties Limited which has land to implement commercial cum residential project in Indore. This project is expected to commence construction during financial year 2013-14.

At the year end, investment of your Company in ELL was ₹1.67 billion as capital and loan. ELL is a Wholly Owned Subsidiary of your Company.

Amber Real Estate Ltd. (Amber):

Amber has created a 0.32 Million Sq. Ft. of leasing space for IT/ Software Technology Park at Thane, Mumbai at cost of ₹1.60 billion, which has recently got occupancy certificate. At the year end, investment of your Company in Amber was ₹1.33 billion as capital and loan and 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. At the year end, investment of your Company in Adeshwar was ₹ 2.55 million as capital and loan. It is a Wholly Owned Subsidiary of your Company.

Kalpataru Power Transmission-USA, INC.

This company was incorporated to increase its focus on American markets with local presence. Total income of the company for the year was ₹ 21.44 million with Loss of ₹ 9.87 million. Your Company has invested ₹ 22.82 million as capital and loan in this company. It is a Wholly Owned Subsidiary of your Company.

Kalpataru SA (Proprietary) Ltd.:

This Company was formed in South Africa to bid for EPC Power Transmission jobs in South Africa. Your Company has invested ₹6.40 million towards equity capital in this company. It is a Wholly Owned Subsidiary of your Company.

Kalpataru Power Transmission Nigeria Ltd.:

This Company was incorporated to explore the Power Transmission market in Nigeria. Your company has invested ₹ 8.25 million towards equity capital and loan in this company. It is a Wholly Owned Subsidiary of your Company.

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

This Company was incorporated to engage in investment holding activities. Your Company has invested ₹ 35.42 million as capital and loan in this Company. It is a Wholly Owned Subsidiary of your Company.

KPTML has a 100% wholly owned subsidiary in Dubai, namely Kalpataru Power JLT in DMCC of UAE. KPTML has invested ₹ 32.64 million as capital and loan in this company.

Kalpataru Power Transmission International BV, Netherland (KPTIBV). :

This Company was incorporated as financial holding company. Your Company has ₹ 34.80 million as capital and loan in this Company. It is a Wholly Owned Subsidiary of your Company.

During the year, this company has formed a 100% wholly owned subsidiary in Brazil, namely Kalpataru Industria E Commercio S.A., Brazil, in which KPTIBV has invested ₹ 24.10 million as capital.

Kalpataru Power Transmission Ukraine:

This Company was incorporated to explore & execute Power Transmission contracts in Ukraine. Your company made an investment of ₹2.73 million towards equity capital in this Company. It is a Wholly Owned Subsidiary of your Company.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the general circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company.

Your Directors have pleasure in attaching the Audited Consolidated Financial Statements pursuant to 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 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. The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary companies and jointly controlled entities.

DIRECTORS

Mr. Ranjit Singh was appointed as an Additional Director of the Company w.e.f. 31st October, 2012. Pursuant to Section 260 of the Companies Act, 1956 and Article 114 of Articles of Association of the Company, Mr. Ranjit Singh hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member of the Company signifying his candidature for the office of the Board of Director of the Company.

Mr. Ranjit Singh was appointed as a Managing Director of the Company for a period of 5 year w.e.f. 1st November, 2012.

Mr. Pankaj Sachdeva has resigned as a Director and Managing Director of the Company w.e.f. 31st October, 2012. The Directors would like to place on record their sincere appreciation of the contribution made by Mr. Pankaj Sachdeva during his tenure on the Board since 2008.

In accordance with provisions of Section 256 of the Companies Act, 1956 and the Articles of Association of your company, Mr. Mofatraj P. Munot and Mr. Sajjanraj Mehta are liable to retire by rotation at ensuing Annual General Meeting and being eligible they have offered themselves for re-appointment.

A brief resume of directors being appointed / reappointed with the nature of their expertise, their shareholding in the Company as stipulated under clause 49 of the Listing Agreement is appended as an annexure to the Notice of the ensuing Annual General Meeting.

STATEMENT OF DIRECTORS' RESPONSIBILITY

Pursuant to requirement under Section 217(2AA) of the Companies Act, 1956, Directors based on representations received from Operating Management, confirm:

(i) That in the preparation of the annual accounts for the financial year ended March 31, 2013, the applicable accounting standards had been followed;

(ii) That Directors had 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 at the end of the financial year and of the profit of the company for the year;

(iii) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(v) That the Directors had prepared the annual accounts for the financial year ended March 31, 2013 on a "going concern" basis.

FIXED DEPOSITS

During the year, your company has not accepted fixed deposits from the public within provisions of Section 58-A and 58-AA of the Companies Act, 1956.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS

As per Clause 49 of listing agreement with the Stock Exchanges, a separate section on Corporate Governance and Management Discussion and Analysis, confirming compliance is set out in Annexure forming part of this report.

Your company has been practicing principles of good corporate governance over the years. Your Board of Directors supports broad principles of corporate governance. In addition to basic governance issues, Board lays strong emphasis on transparency, accountability and integrity.

AUDITORS AND AUDITORS' REPORT

Board of Directors have recommended appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as auditors of your company who retire at the conclusion of forthcoming Annual General Meeting and are eligible for re-appointment.

M/s. Deloitte Haskins & Sells, Chartered Accountants have given their consent to act as auditors, if re-appointed. Members are requested to consider their re-appointment. Auditors comments on your company's accounts for year ended March 31, 2013 are self explanatory in nature and do not require any explanation as per provisions of Section 217(3) of the Companies Act, 1956.

COST AUDITORS:

M/s. K.G. Goyal & Associates, Cost Accountants has been appointed as Cost Auditor of the Company for the financial year 2012-13.

The due date for filing the Cost Audit Reports in XBRL mode for the financial year ended March 31, 2012 was February 28, 2013 and the Cost Audit Reports were filed by the Cost Auditor on February 28, 2013.

PARTICULARS OF EMPLOYEES

In terms of provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, names and other particulars of employees are required to be set out in Annexure to the Directors' Report. However, as per provisions of Section 219(1)(b)(iv) of the said Act, the Annual Report excluding aforesaid information is being sent to all the Members of company and others entitled thereto. Members who are desirous of obtaining such particulars are requested to write to company.

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

Information required under Section 217(1)(e) of the Companies Act, 1956 is annexed hereto and forms part of this Report.

ACKNOWLEDGEMENT

Your Directors wish to place on record their gratitude to the shareholders of the Company, Banks, Financial Institutions, valued Customers, Suppliers and Business Associates for their support and confidence in the Company.

Your Directors gratefully appreciate the co-operation and assistance extended by various Central and State Governmental Agencies. Your Directors also place on record their appreciation for overwhelming co-operation and assistance extended to your company by its employees.

On behalf of the Board of Directors

Place: Mumbai — **MOFATRAJ P. MUNOT**

Date: May 16, 2013 — CHAIRMAN

ANNEXURE TO DIRECTORS' REPORT

Information required under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

A. CONSERVATION OF ENERGY:

Transmission & Distribution Division

Following measures taken by your Company from time to time has helped us maintaining energy consumption at optimum level:

1. Use of Voltage Stabilizer to regulate fluctuations in voltage of the Torrent Power Ltd. supply, which helps to reduce energy consumption and eliminates wastage.
2. Installed capacitors at electrical control panel boards to improve the overall power factor.
3. Implementation of recommendations made by the National Productivity Council while conducting energy audit.
4. Installed differential wound linear regulator, automatic voltage controller with advanced technology for energy saving.
5. Installed PNG Connection, an environment friendly fuel, for galvanizing plant and hot bending machine to conserve the energy.

   Our total energy cost is less than 1% of our total turnover, which reflects success of your company's efforts in this direction.

Biomass Energy Division

Following measures taken by your company from time to time has helped us in maintaining the auxiliary consumption at optimum level :

1. Use of energy efficient motors for all auxiliaries of the plant has helped in reduction in auxiliary consumption.
2. High capacity motors like boiler feed pump motor have been provided with soft starters (electronic starters) to conserve energy.
3. Variable Frequency Drives (VFD's) have been provided for majority of continuous running auxiliaries which helps in conserving energy.

B. TECHNOLOGY ABSORPTION:

We have not imported or used any special technology which is required to be covered under this disclosure.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

	(₹ in billion)
Foreign exchange earnings (including overseas projects)	8.46
Foreign exchange outgo	6.36

Report on Corporate Governance

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Company's philosophy of corporate governance streams from its belief from transparency, integrity and accountability towards all stakeholders. Corporate Governance helps to enhance stakeholders' value by focusing on long-term value creation without compromising on integrity, social obligations and regulatory compliances.

At Kalpataru Power, 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.

We, at Kalpataru Power, strive to improve operational performance guided by our values which forms the basis for good Corporate Governance. Corporate Governance is strongly driven by our values such as quality, commitment, customer orientation and integrity.

I. BOARD OF DIRECTORS

A. Composition of the Board

The Board of directors consists of 10 Directors as on March 31, 2013. There are 8 Non-Executive Directors including the Chairman of the Company. The 2 Executive Directors include the Managing Director and the Executive Director. Out of 8 non executive directors, 5 are Independent Directors. 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.

B. Meetings of Board of Directors

4 Board Meetings were held during the year ended on March 31, 2013 and the time gap between any two meetings has not exceeded four months. The dates on which the Board Meetings were held are May 21, 2012, August 04, 2012, October 31, 2012 and January 28, 2013.

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 are given below:

Name of the Directors	Category	Attendance at		No. of Directorships and Committee Memberships / Chairmanship (Other than Kalpataru Power Transmission Ltd.)**		
		Board Meetings	Last AGM	Directorship#	Committee Chairmanship	Committee Membership
Mr. Mofatraj P. Munot	Non – Executive (Promoter) Chairman	4	Yes	68	-	-
Mr. Ranjit Singh	Managing Director (w.e.f. 01.11.2012)	1	No	-	-	-
Mr. Pankaj Sachdeva	Managing Director (Till 31.10.2012)	3	Yes	1	-	-
Mr. Parag M. Munot	Non – Executive (Promoter)	3	No	71	-	1
Mr. Manish Mohnot	Executive Director	4	Yes	8	-	1
Mr. Sajjanraj Mehta	Non - Executive (Independent)	4	Yes	2	1	1
Mr. Vimal Bhandari	Non - Executive (Independent)	4	Yes	10	3	1

Name of the Directors	Category	Attendance at		No. of Directorships and Committee Memberships / Chairmanship (Other than Kalpataru Power Transmission Ltd.)**		
		Board Meetings	Last AGM	Directorship#	Committee Chairmanship	Committee Membership
Mr. Narayan Seshadri	Non - Executive (Independent)	4	Yes	13	4	3
Mr. Mahendra G. Punatar	Non – Executive (Independent)	2	No	1	-	1
Mr. K. V. Mani	Non – Executive	4	Yes	-	-	-
Mr. S. P. Talwar	Non - Executive (Independent)	3	Yes	12	2	7

**Represent Memberships / Chairmanships of Audit Committee and Shareholders' Grievance Committee only.

Including Private Limited 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.

Appointment / Re-appointment of Directors:

Mr. Ranjit Singh has been appointed as an Additional Director with effect from 31st October, 2012. He will retire pursuant to the provision of Section 260 of the Companies Act, 1956 at the ensuing Annual General Meeting. Mr. Ranjit Singh has also been appointed as a Managing Director of the Company for a period of 5 years with effect from 1st November, 2012, subject to approval of members in General Meeting. He will not retire till the time he holds the office as Managing Director of the Company.

Mr. Sajjanraj Mehta, Independent Director and Mr. Mofatraj P. Munot, Promoter Director are directors retiring by rotation at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment.

The Board has recommended the appointment of Mr. Ranjit Singh as Director and Managing Director and re-appointment of Mr. Sajjanraj Mehta and Mr. Mofatraj P. Munot, retiring directors.

The brief resume and other information required to disclosed under this section is provided in the Notice of the Annual General Meeting.

D. Code of Conduct

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

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

The Managing Director has confirmed the compliance of the Code of Conduct and as required under sub-clause I (D) of Clause 49 of the Listing Agreement given a declaration as under:

Declaration

All Board members and senior management personnel have, for the year ended March 31, 2013 affirmed compliance with the Code of Conduct laid down by the Board of Directors in terms of sub clause I (D) of Clause 49 of the Listing Agreement entered with the Stock Exchanges.

For Kalpataru Power Transmission Limited

Ranjit Singh
Chief Executive Officer & Managing Director

Place: Mumbai
Date :May 16, 2013

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

The terms of reference of the Audit Committee are broadly as under:

- 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.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor/s and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements 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 (2AA) of section 217 of the Companies Act, 1956.
  - 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, performance of statutory and internal auditors and 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 regarding 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 nonpayment of declared dividends) and creditors.
- Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, right issue and 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 right issue and making appropriate recommendations to the Board to take up steps in the matter.
- 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 & background etc. of the candidate.

The Committee met 4 times during the year on May 21, 2012, August 04, 2012, October 31, 2012 and January 28, 2013 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	4 / 4
Mr. Mofatraj P. Munot	Non Executive-Promoter	Member	4 / 4
Mr. Vimal Bhandari	Non Executive-Independent	Member	4 / 4
Mr. Narayan K. Seshadri	Non Executive-Independent	Member	4 / 4
Mr. Mahendra G. Punatar	Non Executive-Independent	Member	2 / 4

The Director-Finance and Statutory Auditors are regular invitee and Internal Auditors are invited as and when required. The Company Secretary 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 and other information as mentioned in para II (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 4th August, 2012.

III. Nomination and Compensation Committee:

The Nomination and Compensation Committee comprises of 3 Non-Executive Directors out of which 2 are independent directors.

Although non mandatory in terms of the listing agreement, the Company has Nomination & Compensation Committee to review, assess and recommend the appointment of executive directors from time to time, to periodically review the remuneration package of the executive directors and recommend suitable revision to the Board.

Remuneration of employees largely consists of base remuneration, perquisites and performance incentives. The components of the total remuneration vary for different cadres and are governed by industry pattern, qualification and experience of the employee, responsibilities handled by him, individual performance etc.

The objectives of the remuneration policy are to motivate employees to excel in their performance, recognize their contribution retain talent in the organization and reward merit.

The Committee met on May 21, 2012, October 31, 2012 and January 28, 2013 to determine the commission/ incentives to Managing Director & Executive Director, re-appointment and revision of remuneration of Managing Director and Executive Director, resignation and appointment of Managing Director, remuneration/promotion of top executive of the Company and appointment of relative of director/s.

The meeting was attended by following members of committee:

Name of Member	Category	Status	No. of Meetings attended / held
Mr. Mofatraj P. Munot	Non Executive-Promoter	Chairman	3 / 3
Mr. Sajjanraj Mehta	Non Executive Independent	Member	3 / 3
Mr. Vimal Bhandari	Non Executive-Independent	Member	3 / 3

Remuneration paid or payable to Directors for the year 2012-13 (₹ In Lacs)

Name of Director	Sitting Fees	Commission	Salary	Contribution to PF	Perquisites	Total
Mr. Ranjit Singh (as Managing Director w.e.f. 01.11.2012)	-	47.00	112.39	9.00	5.28	173.67
Mr. Pankaj Sachdeva (as Managing Director till 31.10.2012)	-	-	144.60	9.18	7.08	160.86
Mr. Manish Mohnot	-	160.00	138.84	11.16	0.40	310.40
Mr. K. V. Mani	0.80	90.00	-	-	-	90.80
Mr. Mofatraj P. Munot	1.00	65.00	-	-	-	66.00
Mr. Sajjanraj Mehta	1.00	7.50	-	-	-	8.50
Mr. M. G. Punatar	0.50	6.50	-	-	-	7.00
Mr. Parag M. Munot	0.60	5.00	-	-	-	5.60
Mr. Vimal Bhandari	1.00	6.50	-	-	-	7.50
Mr. Narayan Seshadri	1.00	6.50	-	-	-	7.50
Mr. S. P. Talwar	0.60	5.00	-	-	-	5.60

In terms of agreement/appointment approved by members, commission/incentive to Mr. Ranjit Singh (as Managing Director w.e.f. 01.11.2012) and Mr. Manish Mohnot, Executive Director has been decided by Board of Directors on recommendation of nomination and compensation Committee.

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 2012-13 not exceeding in aggregate 1% of net profits for the financial year 2012-13, calculated under Section 198 and 309(5) of the Companies Act, after taking into account the qualifications, experience, directorship in other companies having diverse businesses, time spent on strategic matters and contribution to the company.

Information of Directors as on March 31, 2013 is as under:-

Name	Age	Designation	Date of initial appointment	Nature of employment	Shares held
Mr. Mofatraj P. Munot	68	Chairman	27.06.1989		12,306,553
Mr. K. V. Mani	69	Director	01.06.2009		Nil
Mr. Parag M. Munot	43	Director	30.09.1991		12,312,036
Mr. Sajjanraj Mehta	61	Director	25.07.1998		10,000
Mr. Vimal Bhandari	54	Director	28.06.2002		Nil
Mr. Narayan Seshadri	55	Director	29.01.2007		Nil
Mr. S. P. Talwar	73	Director	30.01.2009		Nil
Mr. M. G. Punatar	77	Director	01.06.2009		7,000
Mr. Ranjit Singh	55	Managing Director (w.e.f. 01.11.2012)	01.11.2012	Contractual	Nil
Mr. Pankaj Sachdeva	50	Managing Director (Till 31.10.2012)	09.07.2008	Contractual	Nil
Mr. Manish Mohnot	41	Executive Director	01.11.2006	Contractual	Nil

The contractual agreements with Managing Director and Executive Director can be terminated by either party giving 6 months and 3 months prior notice respectively.

There is no pecuniary relationship or transaction of the company with any Non-Executive Director. All related party transactions are disclosed in notes to accounts.

The Company does not pay any severance fee and presently no stock option is available to the directors.

IV Shareholders' Grievance Committee:

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

The scope of the Committee is to look into the shareholders' complaints, if any, and to redress the same expeditiously like non-receipt of balance sheet, non-receipt of declared dividend, revalidation of dividend warrants etc. The committees 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 two times during the year on October 31, 2012 and March 16, 2013 and the attendance of members at the meetings were as follows :

Name of Member	Capacity	Status	No. of Meetings attended / held
Mr. K. V. Mani	Director	Chairman	2 / 2
Mr. Ranjit Singh	Managing Director (w.e.f. 01.11.2012)	Member	1 / 2
Mr. Manish Mohnot	Executive Director	Member	2 / 2
Mr. Pankaj Sachdeva	Managing Director (Till 31.10.2012)	Chairman	1 / 2

Mr. Bajrang Ramdharani, Company Secretary is the Compliance Officer.

During the year company has received 5 Complaints which were resolved on time and no complaint remains pending at the year end. The status of complaints is periodically reported to the Committee and Board of Directors in their meetings.

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 Committee of senior executives. The Committee met 3 times during the year. There were no transfers pending as on March 31, 2013.

V. Subsidiary Companies:

The company has the following subsidiaries:

1. JMC Projects (India) Ltd. (67.19% Subsidiary), Listed Company
2. Shree Shubham Logistics Ltd. (85.11% Subsidiary)
3. Energylink (India) Ltd. (100% Subsidiary)
4. Amber Real Estate Ltd. (100% Subsidiary)
5. Kalpataru Power Transmission USA INC. (100% Subsidiary)
6. Kalpataru Power Transmission (Mauritius) Ltd. (100% Subsidiary)
7. Kalpataru SA (Proprietary) Ltd. (100% Subsidiary)
8. Kalpataru Power Transmission Nigeria Ltd. (100% Subsidiary)
9. Adeshwar Infrabuild Ltd. (100% Subsidiary)
10. Kalpataru Power Transmission International B. V. (Netherlands) (100% Subsidiary)
11. Kalpataru Power JLT. (a100% Subsidiary of Kalpataru Power Transmission (Mauritius) Ltd.)
12. Kalpataru Power Transmission Ukraine(a 100% subsidiary)
13. Saicharan Properties Ltd. (a 100% Subsidiary of Energylink (India) Ltd.)
14. JMC Mining & Quarries Ltd. (a 100% Subsidiary of JMC Projects (India) Ltd.)
15. Brij Bhoomi Expressway Pvt. Ltd.(a 100% Subsidiary of JMC Projects(India) Ltd.)
16. Wainganga Expressway Pvt. Ltd.(a 100% Subsidiary of JMC Projects(India) Ltd.)
17. Vindhyachal Expressway Pvt. Ltd. (a 100% Subsidiary of JMC Projects(India) Ltd.)
18. Kalpataru Industria E Comercio S.A. (a 100% Subsidiary of Kalpataru Power Transmission International B.V.)

Except JMC Projects (India) Ltd., all other subsidiaries are non-material non listed subsidiaries of the 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.

VI. General Body Meeting

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

Financial Year	Date	Time	Venue
2011-2012	04.08.2012	3.00 p.m.	Kalpa-Vriksha Learning Centre, A-1 & A-2, GIDC Electronic Estate Sector-25, Gandhinagar
2010-2011	29.07.2011	3.00 p.m.	Kalpa-Vriksha Learning Centre, A-1 & A-2, GIDC Electronic Estate Sector-25, Gandhinagar
2009-2010	29.07.2010	4.30 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 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.

In AGM held on July 29, 2011, No Special Resolution was passed.

In AGM held on July 29, 2010, a Special Resolution was passed to pay commission, not exceeding 1% of the net profits of Company to Non-Executive Directors, for a period of three years commencing from April 1, 2010, as may be determined by the board of directors from time to time under the provision of the Companies Act, 1956.

Postal Ballot

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

VII. Disclosures:

a) Management Discussion and Analysis:

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

b) Basis of Related Party Transaction:

All related party transactions are being placed before Audit Committee. There were no transactions with related parties, which are not on arm's length basis required to be placed before audit committee, together with Management's justification for the same.

For Related Party Transaction refer to Note No. 43 to the Statement of Account contained in separate Standalone Financial Statements in Annual Report of the Company.

Representation from Senior Management personnel has been received confirming no material financial and commercial transactions were entered by he/she or his/her relatives which may have personal interest, that may have a potential conflict with the interest of the Company at large.

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) No penalty/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

VIII.Means of Communication

a. Financial Results

The Company has published its Quarterly Results in Economic Times – English & Gujarati and Gandhinagar Samachar – Gujarati daily.

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 VI(ii)of Clause-49 of the Listing Agreement.

The Company has complied with the applicable mandatory requirements of Clause 49 of the Listing Agreement.

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's website www.kalpatarupower.com contains a separate dedicated section namely "Investors" where all information relevant to shareholders' is available. The Annual Report of the Company is also available on the website of the Company www.kalpatarupower.com in a downloadable form.

IX. ADDITIONAL SHAREHOLDERS 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 14th February
Annual Results	:	by 30th May

Listing

At present, the equity shares of the Company are listed on the Bombay Stock Exchange Ltd. (BSE) and the National Stock Exchange of India Ltd. (NSE).

Name of Stock Exchange	Stock Code
Bombay Stock Exchange Ltd.	522287
National Stock Exchange of India Ltd.	KALPATPOWR

The Company has already paid the listing fees for the year 2012-13 to both the Stock Exchanges.

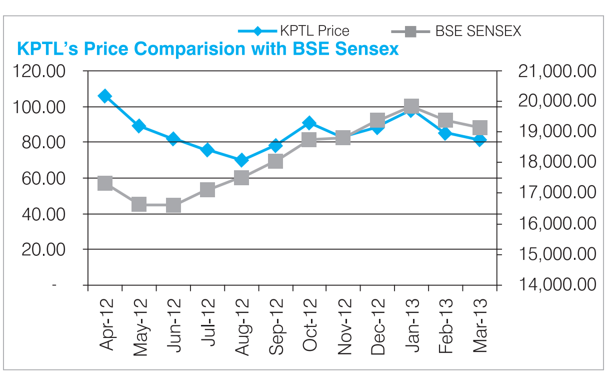
Stock Market Data

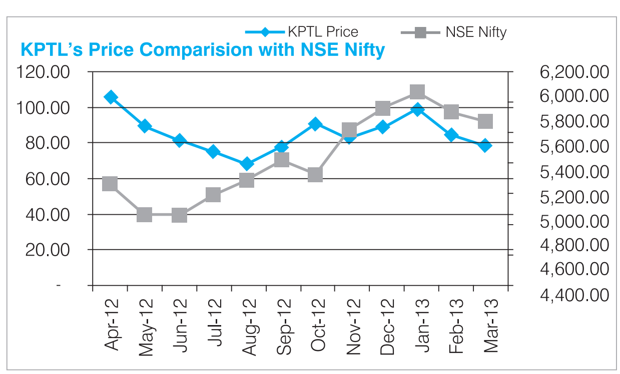
Monthly High and Low price of the Company's shares for 2012-2013 on BSE and NSE

Face value of Shares: ₹ 2 each.

The share prices are as under:

Month	Bombay Stock Exchange 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-12	113.15	98.80	17,664.10	17,010.16	112.95	97.50	5,378.75	5,154.30
May-12	100.00	78.50	17,432.33	15,809.71	101.00	78.50	5,279.60	4,788.95
Jun-12	88.90	75.00	17,448.48	15,748.98	88.95	75.55	5,286.25	4,770.35
Jul-12	86.50	65.20	17,631.19	16,598.48	86.20	65.80	5,348.55	5,032.40
Aug-12	75.65	64.15	17,972.54	17,026.97	75.50	63.95	5,448.60	5,164.65
Sep-12	92.50	64.25	18,869.94	17,250.80	92.80	64.00	5,735.15	5,215.70
Oct-12	97.50	84.55	19,137.29	18,393.42	97.45	84.75	5,815.35	4,888.20
Nov-12	86.50	78.80	19,372.70	18,255.69	87.00	80.05	5,885.25	5,548.35
Dec-12	95.40	83.00	19,612.18	19,149.03	95.70	83.00	5,965.15	5,823.15
Jan-13	105.40	90.75	20,203.66	19,508.93	106.90	90.85	6,111.80	5,935.20
Feb-13	96.85	73.10	19,966.69	18,793.97	97.00	72.80	6,052.95	5,671.90
Mar-13	92.50	70.05	19,754.66	18,568.43	89.60	69.70	5,971.20	5,604.85





Distribution of Shareholding: (As on March 31, 2013)

No. of Shares of ₹ 2 each	Shareholders		No. of Share Held	
	Number	% of Total	Number	% of Total
Upto – 500	20,917	85.22	2,571,843	1.68
501 – 1000	2,150	8.76	1,897,746	1.24
1001 – 2000	661	2.69	1,043,510	0.68
2001 – 3000	232	0.95	602,360	0.39
3001 – 4000	137	0.56	513,460	0.33
4001 – 5000	92	0.37	437,151	0.28
5001 – 10000	156	0.64	1,140,182	0.74
10001 – And Above	199	0.81	145,254,318	94.66
Total	**24,544**	**100**	**153,460,570**	**100**

Shareholding Pattern as on March 31, 2013

Sr. No.	Category	No. of Shares held	% of Shares held
A	Promoter & Promoter Group Shareholding :		
	Indian	88,352,815	57.57
	Foreign	300,000	0.20
B	Public Shareholding :		
	1. Institutional :		
	Mutual Funds & UTI	18,816,334	12.26
	Banks, Financial Inst.	512,740	0.33
	Venture Capital Fund	7,195,000	4.69
	Insurance Companies	8,857,193	5.77
	FIIs	17,036,495	11.10
	Foreign Financial Institution	1,000	0.00
	Trustee	6,008	0.00
	2. Non-Institutional :		
	Private Corporate Bodies	3,145,947	2.05
	NRIs / OCBs	836,876	0.55
	Indian Public	8,196,655	5.34
	Clearing Members	203,507	0.13
	Total	**153,460,570**	**100**

*Out of above, Promoters & promoter group have pledged 29,415,000 Equity Shares constituting 33.18% of their holding in the Company and 19.17% of total equity of the Company.

Dematerialization of Shares and Liquidity

99.51% Shares are in demat form as on March 31, 2013

ISIN No. (For Dematerialized Shares) INE220B01022

Registrar & Transfer Agent

For Physical Mode & Depository Mode:
Link Intime India Private Limited
303 3rd Floor, Shoppers`s Plaza - 5
Near Government Society
Opp - Municipal Market, C G Road
Navrangpura, Ahmedabad - 380009
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 at the beginning of this section. A Committee of executives 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.

Outstanding GDRs/ADRs/Warrants/Options

The Company has no GDRs/ADRs/Warrants/Options outstanding as on March 31, 2013

Plant Location

Main Plant & Registered Office

(Address for Correspondence)

Plot No.101, Part III,
G.I.D.C. Estate, Sector – 28
GANDHINAGAR – 382 028
Tel : 079 – 23214000,
Fax : 079- 23211966 & 68

EOU Plant

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

R & D 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
Chhattishgarh
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 – 30645000
Fax: 022 – 30643131

CEO/CFO Certificate

Board of Directors

Kalpataru Power Transmission Limited

We, Ranjit Singh, Chief Executive Officer and Kamal Jain, Chief Financial Officer, 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, 2013 and:

   (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) Significant changes in internal control over financial reporting during the year;

   (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   (iii) 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	**Ranjit Singh**	**Kamal Jain**
Date:	May 16, 2013	CEO & Managing Director	Director-Finance & CFO

AUDITORS' REPORT 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, 2013 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

(Gaurav J. Shah)
Partner
Membership No. 35701

Place: Ahmedabad
Date: May 16, 2013

Auditors' Report

TO

THE MEMBERS OF

KALPATARU POWER TRANSMISSION LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of KALPATARU POWER TRANSMISSION LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March , 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these 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 Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act") and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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:

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;

(b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and

(c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
   (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

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

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

   (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in Section 211(3C) of the Act.

   (e) On the basis of the written representations received from the directors as on 31st March, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of Section 274(1)(g) of the Act.

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

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

Place: Mumbai
Date : May 16, 2013

Annexure to the Auditors' Report

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

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

   (c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.

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. In respect of loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the Register under Section 301 of the Companies Act, 1956, according to the information and explanations given to us:

   (a) The Company has given loans to two companies aggregating to ₹ 332.64 lacs during the year. In respect of said loans the maximum amount involved during the year is ₹ 16,828.25 lacs and the year end balance is ₹ 16,696.51 lacs.

   (b) The rate of interest and other terms and conditions of such loans are, in our opinion, prima facie not prejudicial to the interest of the Company.

   (c) The receipts of principal amounts and interest have been regular/as per stipulations.

   (d) In respect of the said loans and interest thereon, there are no overdue amounts.

   (e) The Company has not taken any loan during the year from companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956. Consequently, the requirements of Clauses (iii) (f) and (iii) (g) of paragraph 4 of the Order are not applicable.

4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchases of inventory and fixed assets and for the sale of goods and services. During the course of audit, no major weakness has been noticed in the internal controls in respect of these areas.

5. In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us:

   (a) The particulars of contracts or arrangements referred to in Section 301 that needed to be entered in the Register maintained under the said Section have been so entered.

(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts / arrangements entered in the Register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rs 5,00,000 in respect of each party during the year have been made at prices which appear reasonable as per information available with the Company.

6. According to the information and explanations given to us, the Company has not accepted any deposit from the public within the meaning of provisions of Section 58A and 58AA or any relevant provisions of the Companies Act, 1956 and rules made thereunder.

7. In our opinion, the Company has adequate internal audit system commensurate with the size and nature of its business.

8. We have broadly reviewed the cost records maintained by the Company pursuant to the companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

9. According to the information and explanations given to us in respect of statutory dues:

(a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales tax, wealth tax, service tax, custom duty, excise duty, Cess and other material statutory dues applicable to it.

(b) There were no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, Income-tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2013 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, Custom Duty, Excise Duty and Cess which have not been deposited as on March 31,2013 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.	Finance Act,1994	Service Tax	2003-04 & 2004-05	1757.69	Customs, Excise and Service Tax Appellate Tribunal
		Penalty for Input service tax	2006-07	1.01	Commissioner (Appeals)
2.	Madhya Pradesh Entry Tax Act, 1976	Entry Tax	2005-06	6.54	Joint Commissioner (Appeals), Commercial Taxes
3.	Rajasthan VAT Act, 2003	VAT	2004-05	37.09	Deputy Commissioner of Commercial Tax (Appeal)
4.	West Bengal VAT Act, 2003	VAT	2004-05	12.33	West Bengal VAT Appellate Tribunal
5.	Andhra Pradesh VAT Act, 2005	VAT	2006-07	10.56	Deputy Commissioner, Commercial Taxes
		VAT	2009-10	49.04	Deputy Commissioner (Apeal)
6.	Haryana VAT Act, 2003	VAT	2007-08	37.38	Joint Commissioner (Appeals)

10. There are no accumulated losses of the Company as at March 31, 2013. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.

11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank or debentures holders.

12. The Company has not granted any loans or advances on the basis of security, by way of pledge of shares, debentures and other securities.

13. As per the information and explanations given to us, the Company is not a chit fund or nidhi mutual benefit fund/ society, therefore, the provisions of para 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.

14. As per the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments. Accordingly, the provisions of para 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.

15. In our opinion and according to the information and explanations given to us, the terms and conditions of the letter of comfort given by the Company for loans taken by Company's subsidiary from banks are not prima facie prejudicial to the interests of the Company.

16. According to the information and explanations given to us, in our opinion, the term loans raised during the year have been applied for the purposes for which they were raised.

17. In our opinion and according to the information and explanations given to us and on an overall examination of the Balance Sheet, we report that funds raised on short-term basis have not been used during the year for long- term investment.

18. The Company has not made any preferential allotment of shares during the year.

19. The Company has not issued any debentures during the year.

20. We have verified the end use of money raised through Qualified Institutional Placement, as disclosed in note 41 to the Financial Statement.

21. In our opinion and according to the information and explanations given to us, no material fraud by the Company and no material fraud on the Company was noticed or reported during year.

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

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

Plalce: Mumbai
Date : May 16, 2013

Balance Sheet

as at 31st March, 2013

(₹ in lacs)

	Note	As at 31st March 2013		As at 31st March 2012	
EQUITY AND LIABILITIES					
Shareholder's Funds					
(a) Share Capital	1	**3,069.21**		3,069.21	
(b) Reserves and Surplus	2	**181,564.74**		171,221.64	
			184,633.95		174,290.85
Non-Current Liabilities					
(a) Long Term Borrowings	3	**15,261.35**		20,961.55	
(b) Deferred Tax Liabilities (Net)	4	**1,181.10**		981.51	
(c) Other Long Term Liabilities	5	**68.75**		95.10	
(d) Long Term Provisions	6	**6,691.53**		6,188.39	
			23,202.73		28,226.55
Current Liabilities					
(a) Short Term Borrowings	7	**37,969.01**		23,772.08	
(b) Trade Payables	8	**119,441.06**		104,847.80	
(c) Other Current Liabilities	9	**43,142.22**		26,071.56	
(d) Short Term Provisions	10	**7,472.51**		7,911.95	
			208,024.80		162,603.39
TOTAL			**415,861.48**		365,120.79
ASSETS					
Non-current assets					
(a) Fixed assets	11				
(i) Tangible assets		**52,606.26**		38,914.84	
(ii) Intangible assets		**465.26**		458.27	
(iii) Capital work-in-progress		**792.94**		5,914.93	
(b) Non-current Investments	12	**33,392.15**		32,879.57	
(c) Long Term Loans and Advances	13	**54,193.41**		35,259.27	
(d) Other Non-Current Assets	14	**5,527.06**		5,901.65	
			146,977.08		119,328.53
Current Assets					
(a) Current Investments	15	**115.00**		7,613.97	
(b) Inventories	16	**44,396.71**		32,115.49	
(c) Trade Receivables	17	**128,789.77**		126,250.81	
(d) Cash and Cash Equivalents	18	**5,690.24**		10,454.96	
(e) Short-Term Loans and Advances	19	**42,986.41**		29,942.06	
(f) Other Current Assets	20	**46,906.27**		39,414.97	
			268,884.40		245,792.26
TOTAL			**415,861.48**		365,120.79
Significant Accounting Policies					
Notes forming part of the Financial Statements	1 to 53				

In terms of our report attached

For Deloitte Haskins & Sells,
Chartered Accountants

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

Mumbai : May 16 , 2013

Kamal Jain
Director (Finance) & CFO

Bajrang Ramdharani
Company Secretary

For and on behalf of the Board

Ranjit Singh
Managing Director

Manish Mohnot
Executive Director

Mumbai : May 16 , 2013

Statement of Profit & Loss

for the year ended 31st March, 2013

(₹ in lacs)

	Note	**2012-13**		2011-12	
INCOME					
Revenue from Operations - Gross	21	**342,135.05**		309,219.20	
Less: Excise Duty		**8,595.32**		5,948.01	
Revenue from Operations - Net			**333,539.73**		303,271.19
Other Income	22		**4,772.51**		5,118.33
TOTAL REVENUE			**338,312.24**		308,389.52
EXPENSES					
Cost of Materials Consumed	23		**164,917.35**		148,857.98
(Increase) / Decrease in Stocks	24		**(8,007.94)**		1,337.02
Employee Benefits Expense	25		**20,063.96**		17,023.11
Other Expenses	26		**124,358.09**		103,128.38
Finance costs	27		**12,201.06**		10,824.86
Depreciation and Amortization Expense	44		**5,225.35**		4,809.74
TOTAL EXPENSES			**318,757.87**		285,981.09
Profit Before Tax			**19,554.37**		22,408.43
Tax Expenses					
Current Tax			**5,800.00**		6,650.00
Excess Provision in prior years			**(210.49)**		(647.38)
Deferred Tax			**199.58**		(85.00)
Net Profit for the year			**13,765.28**		16,490.81
Earnings per Equity Share of ₹ 2 each					
Basic and Diluted (₹)	45		**8.97**		10.75
Significant Accounting Policies					
Notes forming part of the Financial Statements	1 to 53				

In terms of our report attached

For Deloitte Haskins & Sells,
Chartered Accountants

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

Mumbai : May 16 , 2013

Kamal Jain
Director (Finance) & CFO

Bajrang Ramdharani
Company Secretary

For and on behalf of the Board

Ranjit Singh
Managing Director

Manish Mohnot
Executive Director

Mumbai : May 16 , 2013

Cash Flow Statement

for the year ended 31st March, 2013

(₹ in lacs)

		2012-13	2011-12
A.	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Net profit for the year before tax	**19,554.37**	22,408.43
	Adjustments for :		
	Depreciation	**5,225.35**	4,809.74
	Interest Paid	**10,777.54**	9,301.29
	Dividend Received	**(637.08)**	(818.54)
	Interest Received	**(3,941.24)**	(3,936.61)
	Loss / (Profit) on sale of assets	**(10.92)**	21.23
	Profit on sale of Mutual funds	**(38.77)**	-
	Foreign Currency Translation Difference	**(779.11)**	836.68
	Unrealised Foreign Exchange Loss (net)	**1,000.93**	1,637.56
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**31,151.07**	34,259.78
	Adjustments for:		
	Trade and Other Receivables	**(22,617.70)**	(27,161.64)
	Inventories	**(12,281.22)**	(8,011.77)
	Trade and Other Payables	**29,934.50**	22,837.16
	CASH GENERATED FROM OPERATIONS	**26,186.65**	21,923.53
	Income Tax Paid	**(7,539.99)**	(6,307.20)
	NET CASH FLOW FROM OPERATING ACTIVITIES	**18,646.66**	15,616.33
B.	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Purchase of fixed assets	**(16,075.93)**	(7,754.78)
	Sale of fixed assets	**192.81**	85.29
	Sale of Investment in Mutual Funds	**7,537.74**	2,010.58
	Investments in Shares of Joint Venture	**-**	(1,500.00)
	Investment in Subsidiaries	**(512.58)**	(1,446.14)
	Loans to Subsidiaries and Joint Ventures	**(13,976.34)**	(2,311.98)
	Interest Received	**279.51**	512.53
	Dividend Received	**637.08**	818.54
	Deposits with Banks	**1,192.91**	7,789.45
	Balance under Lien with Banks	**(57.05)**	(337.93)
	NET CASH (USED IN) INVESTING ACTIVITIES	**(20,781.85)**	(2,134.44)
C.	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Proceeds from Term Borrowings	**200.42**	7,989.89
	Repayment of Term Loan	**(2,618.87)**	(715.97)
	Short Term Borrowings	**14,337.24**	(5,499.68)
	Interest Paid	**(10,794.06)**	(9,138.27)
	Dividend Paid	**(2,301.91)**	(2,301.91)
	Corporate Dividend Tax	**(316.49)**	(335.09)
	NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES	**(1,493.67)**	(10,001.03)
D.	**NET INCREASE/[DECREASE] IN CASH AND CASH EQUIVALENTS**	**(3,628.86)**	3,480.86
E.	**Opening Cash and Cash Equivalents**	**8,064.41**	4,583.55
F.	**Closing Cash and Cash Equivalents**	**4,435.55**	8,064.41
	NOTES :	**As at 31st March 2013**	As at 31st March 2012
	Cash and Cash Equivalents		
	Cash and Bank Balance (Note 18)	**5,690.24**	10,454.96
	Deposits with Banks	**(517.64)**	(1,710.55)
	Lien with Banks	**(737.05)**	(680.00)
	Cash and Cash Equivalents As per Cash flow statement	**4,435.55**	8,064.41

In terms of our report attached

For Deloitte Haskins & Sells,
Chartered Accountants

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

Mumbai : May 16 , 2013

Kamal Jain
Director (Finance) & CFO

Bajrang Ramdharani
Company Secretary

For and on behalf of the Board

Ranjit Singh
Managing Director

Manish Mohnot
Executive Director

Mumbai : May 16 , 2013

Significant Accounting Policies

for the year ended 31st March, 2013

A. Basis of preparation of Financial Statement

The Financial Statements are prepared under the historical cost convention, except for certain fixed assets which are revalued, in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956.

B. Use of Estimates:

The presentation of financial statements requires certain estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialized.

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:

Depreciation is provided on the basis of straight-line method on all depreciable fixed assets at the rates prescribed in Schedule –XIV of the Companies Act, 1956, on pro-rata basis except:

a) Depreciation pertaining to assets of Research and Development Centre and of the Export Oriented Unit is provided on the basis of written down value method.

b) Depreciation on plant and machinery of bio-mass energy plants is provided at a higher rate at 7.5% instead of the prescribed rate for continuous process plant considering the useful life of plant supported by technical evaluation and report.

c) In case of revalued assets, the difference between the depreciation based on revalued cost and the depreciation charged on historical cost is recouped out of revaluation reserve.

d) Depreciation on assets of overseas projects is provided at the rates as per the requirement of laws of respective foreign countries. Such rates of depreciation in each overseas project are higher than the depreciation at prescribed rates under Schedule-XIV of the Companies Act, 1956.

e) Depreciation on all the vehicles in the Company is provided at a higher rate at 15% instead of the prescribed rate, considering the useful life of vehicles based on technical evaluation of the management.

f) Intangible assets are amortized over a period of five years on prorata basis.

E. Impairment of assets:

The carrying amount of assets is reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the assets is estimated. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating units exceeds its recoverable amount. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount and recognized in compliance with AS-28.

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. 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.

(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. Retirement Benefits:

(i) Gratuity liability is provided under a defined benefit plan, under Group Gratuity Cash Accumulation Scheme of the Life Insurance Corporation of India 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 for the year in which the related service is rendered.

L. Excise/Custom Duty:

The liability for excise and custom duty in respect of materials lying in factory/bonded premises is accounted for as and when they are cleared / debonded.

M. Foreign Currency Transactions:

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

Foreign currency 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 for the month 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 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 which arise mainly on account of expenses debited to Statement of Profit and Loss but allowable under Income Tax Act, 1961 in subsequent year(s), unabsorbed losses or unabsorbed depreciation are recognized and carried forward only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

N. 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, 2013

(₹ in lacs)

	As at 31st March 2013	As at 31st March 2012
1. SHARE CAPITAL		
AUTHORISED :		
175,000,000 (175,000,000) Equity Shares of ₹2 each	**3,500.00**	3,500.00
TOTAL	**3,500.00**	3,500.00
ISSUED, SUBSCRIBED and PAID-UP:		
153,460,570 (153,460,570) Equity Shares of ₹ 2 each fully paid up	**3,069.21**	3,069.21
TOTAL	**3,069.21**	3,069.21

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

Equity Shares	As at 31st March 2013		As at 31st March 2012	
	Numbers	₹ in Lacs	Numbers	₹ in Lacs
Shares outstanding at the beginning of the year	**153,460,570**	**3,069.21**	153,460,570	3,069.21
Shares outstanding at the end of the year	**153,460,570**	**3,069.21**	153,460,570	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

(₹ in lacs)

Name of Shareholder	As at 31st March 2013		As at 31st March 2012	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mofatraj P. Munot	**12,306,553**	**8.02**	10,669,130	6.95
Parag M. Munot	**12,312,036**	**8.02**	10,947,970	7.13
Kalpataru Construction Private Limited	**23,350,000**	**15.22**	23,350,000	15.22
K. C. Holding Private Limited	**21,142,600**	**13.78**	21,142,600	13.78
Kalpataru Properties Private Limited	**13,646,196**	**8.89**	13,646,196	8.89
ICICI Prudential Life Insurance Company	**7,775,474**	**5.07**	9,137,813	5.95
ICICI Prudential Mutual Fund	**8,014,782**	**5.22**	8,984,709	5.85

(₹ in lacs)

	As at 31st March 2013		As at 31st March 2012	
2. RESERVES AND SURPLUS				
REVALUATION RESERVE :				
As per last Balance Sheet	**36.12**		40.77	
Less: Transferred to Profit and Loss Account	**4.65**		4.65	
		31.47		36.12
SECURITIES PREMIUM ACCOUNT:				
As per last Balance Sheet		**77,942.17**		77,942.17
FOREIGN CURRENCY TRANSLATION RESERVE :				
As per last Balance Sheet	**1,728.94**		413.34	
Add / (Less) : During the year	**(795.72)**		1,315.60	
		933.22		1,728.94
DEBENTURES REDEMPTION RESERVE :				
As per last Balance Sheet	**2,650.00**		2,000.00	
Add : Transferred from Profit and Loss Account	**200.00**		650.00	
		2,850.00		2,650.00
GENERAL RESERVE :				
As per last Balance Sheet	**17,333.02**		14,333.02	
Add : Transferred from Profit and Loss Account	**3,000.00**		3,000.00	
		20,333.02		17,333.02
PROFIT AND LOSS :				
As per last Balance Sheet	**71,531.39**		61,308.98	
Net Profit after Tax During the year	**13,765.28**		16,490.81	
	85,296.67		77,799.79	
Less: Appropriations				
Proposed Dividend on Equity Shares				
[Dividend per Share ₹1.50 (Previous year ₹ 1.50)]	**2,301.91**		2,301.91	
Corporate Tax on Proposed Dividend	**319.90**		316.49	
Transfer to Debentures Redemption Reserve	**200.00**		650.00	
Transfer to General Reserve	**3,000.00**		3,000.00	
		79,474.86		71,531.39
TOTAL		**181,564.74**		171,221.64

(₹ in lacs)

	As at 31st March 2013		As at 31st March 2012	
	Non-Current	**Current**	Non-Current	Current
3. LONG TERM BORROWINGS				
Secured				
Non-Convertible Redeemable Debentures	**8,833.33**	**4,416.67**	13,250.00	1,750.00
Term Loans				
Foreign Currency Loans				
From Banks	**6,240.81**	**1,134.69**	7,375.50	565.16
Rupee Loans				
From NBFC	**24.99**	**171.73**	196.72	155.05
From Banks	**162.22**	**152.12**	139.33	123.26
Amount disclosed under the head “Other				
Current Liabilities (Note 9)		**(5,875.21)**		(2,593.47)
TOTAL	**15,261.35**	**-**	20,961.55	-

3.1 Details of Secured Non-Convertible Redeemable Debentures :

Redemption Profile	Amount (₹ in lacs)		Interest	Date of Allotment
	As at 31st March 2013	As at 31st March 2012		
Redeemable at face value in 3 equal annual instalments at the end of 5th, 6th & 7th year starting from 26.12.2013	8,000.00	8,000.00	12.50% p.a. payable annually	December 26, 2008
Redeemable at face value in 3 instalments - 25% each at the end of 3rd year and 4th year and 50% at the end of 5th year started from 15.07.2012	5,250.00	7,000.00	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 Foreign Currency Loans from Banks carries interest of 3M $ Libor + Spread and is repayable in 13 equal quarterly instalments starting from 21.10.2013. The loan is secured by charge over specific movable fixed assets financed through this loan.

3.3 Rupee Loans:

(a) Rupee loans from NBFC carries interest of 10.25% p.a. and is repayable in 35 equal monthly instalments along with interest. The loan is secured by hypothecation of specific moveable fixed assets of the Company.

(b) Rupee loans from Bank carries interest in the range of 6.99% - 10.85% p.a. and is repayable in 35 / 36 equal monthly instalments along with interest. The loan is secured by hypothecation of Vehicles.

(₹ in lacs)

	As at 31st March 2013		As at 31st March 2012	
4. DEFERRED TAX LIABILITIES				
a) Deferred Tax Liability:				
Depreciation	**1,524.32**		1,328.01	
Deductions claimed u/s 43 B of Income Tax Act,1961	**757.73**		747.85	
		2,282.05		2,075.86
b) Deferred Tax Assets:				
Expenses debited to Profit & Loss account allowable in subsequent year(s) u/s 43 B / 40(a) of Income Tax Act, 1961.	**819.15**		743.63	
Others	**281.80**		350.72	
		1,100.95		1,094.35
Deferred Tax Liability (Net) (a-b)		**1,181.10**		981.51

4.1 In accordance with the AS-22 "Accounting for Taxes on Income", issued by the Instittue of Chartered Accountants of India, net deferred tax liability is accounted for using applicable current rate of tax.

	As at 31st March 2013	As at 31st March 2012
5. OTHER LONG TERM LIABILITIES		
Other Payables	**68.75**	95.10
TOTAL	**68.75**	95.10

	As at 31st March 2013	As at 31st March 2012
6. LONG TERM PROVISIONS		
Provision for Employee Benefits	**540.69**	438.88
Provision for Performance Warranties	**6,150.84**	5,749.51
TOTAL	**6,691.53**	6,188.39

	As at 31st March 2013	As at 31st March 2012
7. SHORT TERM BORROWINGS		
Secured		
Working Capital Facilities from Banks	**31,124.82**	6,619.78
Unsecured		
Loans repayable on demand from Banks	**6,844.19**	17,152.30
TOTAL	**37,969.01**	23,772.08

7.1 Working Capital Facilities from Banks are secured in favour of consortium of bankers by hypothecation of stocks, stores and spares, books debts, bills receivables and all other movable assets on pari passu basis. Also secured by movable and immovable fixed assets (including land and building situated at Gandhinagar, Gujarat) of transmission and distribution division and infrastructure division of company, on which debenture holders have first exclusive charge to the extent of 1.25 times of outstanding NCDs.

	As at 31st March 2013	As at 31st March 2012
8. TRADE PAYABLES		
Micro, Small and Medium Enterprises	**8,577.46**	4,327.21
Acceptances	**34,830.75**	20,456.95
Others	**76,032.85**	80,063.64
TOTAL	**119,441.06**	104,847.80

8.1 The amount outstanding to Micro, Small and Medium Enterprises is based on the information received and available with the Company. There are no overdue amount.

(₹ in lacs)

	As at 31st March 2013	As at 31st March 2012
9. OTHER CURRENT LIABILITIES		
Current maturities of Long Term debts (refer note no. 3)	**5,875.21**	2,593.47
Interest accrued but not due on borrowings	**492.11**	512.94
Interest accrued and due on borrowings	**83.02**	78.71
Unclaimed Dividend *	**30.96**	26.72
Advance from Customers	**32,406.03**	17,743.40
Statutory Liabilities	**3,315.90**	2,331.49
Creditors for capital expenditure	**938.99**	2,784.83
TOTAL	**43,142.22**	26,071.56

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

	As at 31st March 2013	As at 31st March 2012
10. SHORT TERM PROVISIONS		
Provision for Employee Benefits	**66.20**	115.14
Others		
Provision for Performance Warranties	**4,784.50**	5,178.41
Proposed Dividend	**2,301.91**	2,301.91
Corporate Tax on Proposed Dividend	**319.90**	316.49
TOTAL	**7,472.51**	7,911.95

11. FIXED ASSETS

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1st April 2012	Additions	Deductions	As at 31st March 2013	As at 1st April 2012	During the Year	Recouped	As at 31st March 2013	As at 31st March 2013	As at 31st March 2012
TANGIBLE ASSETS										
Leasehold Land	2,538.41	-	-	**2,538.41**	-	-	-	**-**	**2,538.41**	2,538.41
Freehold Land	3,660.55	535.59	-	**4,196.14**	-	-	-	**-**	**4,196.14**	3,660.55
Buildings	6,817.19	5,545.78	-	**12,362.97**	977.78	193.39	-	**1,171.17**	**11,191.80**	5,839.41
Plant and Equipment	40,900.08	10,908.13	56.55	**51,751.86**	18,428.96	3,919.74	13.14	**22,335.56**	**29,416.30**	22,471.12
Electric Installation	463.64	226.03	-	**689.67**	175.79	24.96	-	**200.75**	**488.92**	287.85
Furniture and Fixtures	1,766.94	137.07	8.46	**1,895.55**	489.32	128.79	6.25	**611.86**	**1,283.69**	1,277.62
Office Equipments	2,085.32	246.19	27.65	**2,303.86**	994.07	204.22	22.74	**1,175.55**	**1,128.31**	1,091.25
Vehicles	3,190.59	1,382.71	178.20	**4,395.10**	1,441.96	725.61	135.16	**2,032.41**	**2,362.69**	1,748.63
Total (A)	**61,422.72**	**18,981.50**	**270.66**	**80,133.56**	**22,507.88**	**5,196.71**	**177.29**	**27,527.30**	**52,606.26**	**38,914.84**
INTANGIBLE ASSETS										
Software										
(Other than internally generated)	892.05	231.96	38.66	**1,085.35**	433.78	188.47	2.16	**620.09**	**465.26**	458.27
Total (B)	**892.05**	**231.96**	**38.66**	**1,085.35**	**433.78**	**188.47**	**2.16**	**620.09**	**465.26**	**458.27**
Total (A) + (B)	**62,314.77**	**19,213.46**	**309.32**	**81,218.91**	**22,941.66**	**5,385.18**	**179.45**	**28,147.39**	**53,071.52**	**39,373.11**
Previous Year	53,854.62	8,738.25	278.10	**62,314.77**	17,918.78	5,194.46	171.58	**22,941.66**	**39,373.11**	35,935.84

Notes:

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 ₹133.81 lacs [Previous Year ₹ 856.17 lacs] and of ₹150.43 lacs [Previous Year ₹ 377.25 lacs] have been increased / (reduced) in additions and depreciation for the year respectively.

2. The Amount of interest capitalized during the year is ₹367.75 (Previous year ₹147.56)

12. NON-CURRENT INVESTMENTS

(₹ in lacs)

Name of the Body Corporate	No. of Shares / Units		Amount	
	As at 31st March 2013	As at 31st March 2012	**As at 31st March 2013**	As at 31st March 2012
Trade Investments (at Cost)				
(a) Investement in Equity Instruments				
(i) Subsidiary, Quoted, Fully Paid				
JMC Projects (India) Limited	**17,548,908**	17,548,908	**21,923.40**	21,923.40
(ii) Subsidiaries, Unquoted, Fully Paid				
Shree Shubham Logistics Limited	**35,850,000**	35,850,000	**3,585.00**	3,585.00
Energylink (India) Limited	**1,000,000**	1,000,000	**100.00**	100.00
Amber Real Estate Limited	**990,000**	990,000	**99.00**	99.00
Adeshwar Infrabuild Limited	**50,000**	50,000	**5.00**	5.00
Jhajjar Power Transmission Private Limited	**-**	5,099	**-**	0.51
Kalpataru Power Transmission International B.V.	**500,000**	18,000	**347.99**	11.76
Kalpataru Power Transmission (Mauritius) Limited	**575,000**	300,000	**290.33**	140.78
Kalpataru Power Transmission USA,INC.	**500,000**	500,000	**228.17**	228.17
Kalpataru SA Proprietary Limited,South Africa	**500,000**	500,000	**64.03**	64.03
Kalpataru Power Transmission Nigeria Limited	**10,000,000**	10,000,000	**31.27**	31.27
Kalpataru Power Transmission Ukraine	**399,650**	-	**27.31**	-
(iii) Joint Venture, Unquoted, Fully Paid				
Jhajjar KT Transco Private Limited *	**11,264,286**	11,264,286	**3,815.00**	3,815.00
Gestamp Kalpataru Solar Steel Structures Private Ltd (formerly Kalpataru Metfeb Private Limited)	**15,005,000**	15,005,000	**1,500.50**	1,500.50
(iv) Others, Quoted, Fully Paid				
Power Grid Corporation of India Limited	**48,366**	48,366	**25.15**	25.15
(v) Others, Unquoted, Fully Paid				
Transpower Engineering Limited	**100**	100	**0.04**	0.04
(b) Investments in Preference Shares				
Subsidiary, Unquoted, Fully Paid				
Shree Shubham Logistics Limited	**13,500,000**	13,500,000	**1,350.00**	1,350.00
TOTAL			**33,392.19**	32,879.61
Less : Provision for dimunition in the value of Investments			**0.04**	0.04
TOTAL			**33,392.15**	**32,879.57**

* 5,893,123 Equity Shares pledged with Banks and Financial Institutions for providing financial assistance to Jhajjar KT Transo Private Limited

Aggregate amount of Quoted Investments	**21,948.55**	21,948.55
Market Value of Quoted Investments	**13,853.46**	18,952.48
Aggregate amount of Unquoted Investments	**11,443.64**	10,931.06

(₹ in lacs)

	As at 31st March 2013	As at 31st March 2012
13. LONG TERM LOANS AND ADVANCES		
Unsecured, considered good		
Capital Advances	**407.33**	182.16
Security/Earnest Money Deposits	**3,808.78**	3,844.42
Advance tax (net of Provisions)	**-**	259.50
Prepaid Expenses	**185.68**	83.87
Advances recoverable in cash or in kind or for value to be received	**2,601.27**	2,188.72
Loans and Advances to related parties		
to Subsidiaries	**46,144.07**	27,876.15
to Joint Venture Company	**1,046.28**	824.45
TOTAL	**54,193.41**	35,259.27

	As at 31st March 2013	As at 31st March 2012
14. OTHER NON-CURRENT ASSETS		
Unsecured, considered good		
Long term Trade Receivables	**5,527.06**	5,901.65
TOTAL	**5,527.06**	5,901.65

15. CURRENT INVESTMENTS

Name of the Body Corporate	No. of Shares / Units		Amount	
	31st March 2013	31st March 2012	31st March 2013	31st March 2012
Other Investments (at Cost) (Unquoted)				
HDFC Debt Fund for Cancer Cure -100% Dividend Donation Option	**1,000,000**	1,000,000	**100.00**	100.00
Union KBC Asset Allocation Fund	**149,990**	-	**15.00**	-
Baroda Pioneer Liquid Fund - Institutional Daily Dividend Plan	**-**	24,990	**-**	250.06
Birla Sunlife Floating Rate Term Institutional Plan Daily dividend Plan	**-**	500,800	**-**	500.90
Birla Sunlife Floating Rate Fund STP - IP - Daily Div.	**-**	500,024	**-**	500.12
ICICI Pru Floating Rate Plan D-DDR	**-**	1,499,213	**-**	1,500.00
IDFC Cash Fund - Super Inst Plan C - Daily Dividend	**-**	25,005	**-**	250.11
Kotak Floater Short Term - Daily Dividend	**-**	4,944,171	**-**	500.16
Kotak Floater Long Term - Daily Dividend	**-**	7,453,236	**-**	751.27
Religare Liquid Fund Super Inst.Daily Dividend	**-**	125,784	**-**	1,258.83
Reliance Medium Fund - Daily Dividend Plan	**-**	2,933,640	**-**	501.53
Taurus Ultra Short Term Bond Fund - Super Insti Daily Dividend Plan	**-**	99,911	**-**	1,000.99
Union KBC Dynamic Bond Fund - Dividend Reinvestment Plan	**-**	4,999,990	**-**	500.00
TOTAL			**115.00**	7,613.97

(₹ in lacs)

	As at 31st March 2013	As at 31st March 2012
16. INVENTORIES		
(As verified, valued and certified by management)		
Raw Materials and Components [(including goods in transit ₹947.49 Lacs (Previous Year ₹2,308.93 Lacs)]	**18,975.32**	19,253.46
Finished Goods	**8,613.21**	2,947.57
Semi-finished Goods	**4,365.42**	2,177.61
Stores, Spares and Tools	**9,399.93**	7,533.74
Construction Work-in-Progress	**2,709.15**	23.92
Scrap	**333.68**	179.19
TOTAL	**44,396.71**	32,115.49

	As at 31st March 2013	As at 31st March 2012
17. TRADE RECEIVABLES		
(Unsecured and considered good)		
Outstanding for a period exceeding six months from the date they are due for payment	**23,885.55**	23,345.93
Other debts	**104,904.22**	102,904.88
TOTAL	**128,789.77**	126,250.81

	As at 31st March 2013	As at 31st March 2012
18. CASH AND CASH EQUIVALENT		
Cash in hand	**166.17**	159.94
Balances with Banks		
In Current Accounts	**3,766.47**	4,377.75
In Fixed Deposit Accounts	**471.95**	3,500.00
Unpaid Dividend Accounts	**30.96**	26.72
Other Bank Balances		
Deposits with original maturity more than 3 months but less than 12 months	**517.64**	1,710.55
Deposits with original maturity more than 12 months under lien with a bank	**737.05**	680.00
TOTAL	**5,690.24**	10,454.96

	As at 31st March 2013	As at 31st March 2012
19. SHORT-TERM LOANS AND ADVANCES		
(Unsecured and considered good)		
Advances recoverable in cash or in kind or for value to be received	**34,101.02**	22,846.21
Advance Income Tax and TDS (net of provisions)	**4,781.59**	2,571.61
Loans to Subsidiaries	**-**	1,053.81
Prepaid Expenses	**2,841.47**	2,323.16
Security/Earnest Money Deposits	**1,262.33**	1,147.27
TOTAL	**42,986.41**	29,942.06

	As at 31st March 2013	As at 31st March 2012
20. OTHER CURRENT ASSETS		
Accrued Value of work done	**46,345.94**	39,163.22
Accrued Income	**560.33**	251.75
TOTAL	**46,906.27**	39,414.97

(₹ in lacs)

	2012-13		2011-12	
21. REVENUE FROM OPERATIONS - GROSS				
Sale of Products		**221,969.13**		204,087.60
Income from Services		**115,216.89**		100,522.03
Other Operating Income				
Sale of Scrap	**4,918.02**		4,087.08	
Certified Emission Reduction Receipts	**31.01**		509.99	
Others	-		12.50	
		4,949.03		4,609.57
TOTAL		**342,135.05**		309,219.20

	2012-13	2011-12
22. OTHER INCOME		
Interest Income	**3,941.24**	3,936.61
Dividend from Subsidiaries	**541.09**	350.98
Dividend from Non Current Investments	**1.41**	0.99
Dividend from Current Investments	**94.58**	466.57
Insurance Claims	**39.21**	74.95
Liabilities Written Back	**41.83**	214.68
Miscellaneous Income	**51.97**	27.67
Rent Income	**50.26**	67.11
Profit/(Loss) on Sale of fixed assets (net)	**10.92**	(21.23)
TOTAL	**4,772.51**	5,118.33

	2012-13	2011-12
23. COST OF MATERIALS CONSUMED		
Raw Materials		
Steel	**68,701.99**	50,266.41
Zinc	**8,097.40**	6,935.23
Components & Accessories etc	**84,789.24**	88,445.52
Agricultural Residues	**3,328.72**	3,210.82
TOTAL	**164,917.35**	148,857.98

	2012-13		2011-12	
24. (INCREASE) / DECREASE IN STOCKS				
STOCK AT BEGINNING OF THE YEAR				
Finished Goods				
Towers and Steel structures	**2,929.30**		4,273.83	
Others	**18.27**		84.74	
	2,947.57		4,358.57	
Semi-finished Goods	**2,177.61**		2,058.39	
Scrap	**179.19**		224.43	
		5,304.37		6,641.39
STOCK AT CLOSE OF THE YEAR				
Finished Goods				
Towers and Steel structures	**8,592.98**		2,929.30	
Others	**20.23**		18.27	
	8,613.21		2,947.57	
Semi-finished Goods	**4,365.42**		2,177.61	
Scrap	**333.68**		179.19	
		13,312.31		5,304.37
TOTAL		**(8,007.94)**		1,337.02

(₹ in lacs)

		2012-13		2011-12
25. EMPLOYEE BENEFITS EXPENSE				
Salaries, Wages, Bonus		**18,463.05**		15,733.96
Contributions to Provident and Other Funds (includes social security and other benefits for overseas employees)		**1,116.97**		850.59
Employees' Welfare Expenses		**483.94**		438.56
TOTAL		**20,063.96**		17,023.11

		2012-13		2011-12
26. OTHER EXPENSES				
Erection and Sub-contracting Expenses		**85,508.07**		73,563.93
Job charges		**3,223.61**		2,492.57
Power and Fuel		**1,112.33**		867.68
Excise Duty		**69.05**		41.47
Repairs and Maintenance:				
Plant and Machinery		**258.07**		208.25
Building		**151.43**		117.84
Others		**82.42**		61.27
Freight and Forwarding Expenses		**5,627.31**		3,690.97
Stores, Spares and Tools Consumed		**1,160.99**		928.91
Vehicle/ Equipment Running and Hire Charges		**397.78**		380.21
Testing Expenses		**449.30**		195.00
Pollution Control Expenses		**79.69**		74.13
Insurance Charges		**1,461.11**		1,058.66
Rent		**1,935.16**		1,489.15
Rates and Taxes		**127.75**		83.53
Stationery, Printing and Drawing Expenses		**336.63**		256.29
Telecommunication Expenses		**340.76**		309.37
Travelling Expenses		**1,884.30**		1,684.14
Legal and Professional Expenses		**1,141.38**		1,054.27
Service Charges		**4,910.92**		2,657.99
Auditor's Remuneration				
Audit Fees	**32.50**		32.50	
Other Services & Reports	**5.99**		1.50	
Reimbursement of Expenses	**0.92**		0.75	
		39.41		34.75
General Expenses		**543.66**		516.05
Service Tax		**3,403.70**		2,292.50
Taxes and Duties		**4,334.50**		3,241.22
Bank Commission and Charges		**2,296.17**		2,399.57
Bad Debts Written Off		**-**		4.42
Balances Written Off		**-**		71.29
Performance Warranties Expenses		**2,042.78**		1,119.29
Loss by Theft/Damage/Fire		**203.93**		203.57
Miscellaneous Expenses		**1,346.28**		1,016.95
(Gain)/Loss on Exchange Rate Variation		**(372.34)**		719.15
Sitting fees and Commission to Non-executive Directors		**198.50**		231.70
Carbon Credit Expenses		**63.44**		62.29
TOTAL		**124,358.09**		103,128.38

		2012-13		2011-12
27. FINANCE COSTS				
Interest		**10,777.54**		9,301.29
Other Borrowing Costs		**471.66**		737.07
Exchange rate variation		**951.86**		786.50
TOTAL		**12,201.06**		10,824.86

(₹ in lacs)

	2012-13		2011-12	
28. C.I.F. value of Imports:				
Raw Material	**25,019.28**		16,415.16	
Stores, Spares & Tools	**639.42**		256.18	
Capital Goods	**3,327.51**		4,357.77	
29. Composition of Materials consumed				
Indigenous	**124,815.20**	**75.68%**	115,729.36	77.74 %
Imported	**40,102.15**	**24.32%**	33,128.62	22.26 %
TOTAL	**164,917.35**	**100.00%**	148,857.98	100.00 %
30. Expenditure in foreign currency:				
Legal, Professional & Consultancy Fees	**359.45**		493.53	
Dividend *	**4.50**		4.50	
Travelling Expenses	**889.47**		790.82	
Service Charges	**4,352.42**		3,732.49	
Interest	**1,226.78**		928.10	
Third country purchases	**21,549.34**		18,238.72	
Others	**6,214.83**		8,384.24	
* No. of non-resident Shareholder	**1**		1	
No. of Equity Shares held by them	**300,000**		300,000	
31. Earnings in foreign currencies :				
Export of goods on FOB basis	**80,469.44**		58,816.86	
Services	**1,913.79**		889.15	
Overseas Projects Earnings	**2,160.48**		9,982.68	
Certified Emission Reduction (CER's)	**31.01**		509.99	

32. In the opinion of the Management, the balances shown under trade receivable, accrued value of work done, loans and advances, whether current or noncurrent, have approximately the same realizable value as shown in the accounts. However, these balances are subject to confirmations.

33. 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.

34. A fire occurred on 9th April 2013 at one of the transmission line project store where insulators supplied by the client and lying in Company's custody were damaged. These insulators are covered under insurance. Survey by insurance company and loss assessment is in progress. In view of insurance coverage, Company does not envisage any significant loss from the incident.

35. Financial figures of foreign operations of the company's overseas branches in Philippines, Ukraine, Thailand, Sri Lanka, Bangladesh, Algeria, Ethiopia, Kenya, Abu Dhabi, Tanzania, Congo, Qatar, Kuwait and South Africa have been incorporated on the basis of balance sheets and statement of profit and loss (financial statements) audited locally at the respective branches. In respect of overseas branches in Nepal, Armenia, Saudi Arabia, Djibouti, Uganda and Bhutan, financial statements for the year have been prepared and audited in India.

36. 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.

37. The disclosure as to provision for performance warranties is : (₹ in lacs)

	2012-13		2011-12	
Carrying amount at the beginning of the year		**10,927.92**		11,837.85
Add: Provision / Expenses during the year	**3,418.17**		2,875.34	
Less: Reversal of Provision on finality of Warrantee & Guarantee	**(1,375.39)**		(1,756.05)	
		2,042.78		1,119.29
Less: Utilisation during the year		**2,035.36**		2,029.22
Carrying amount at the close of the year		**10,935.34**		10,927.92

38. Information in accordance with the requirement of the AS-7 issued by the Institute of Chartered Accountants of India as follows:-

(₹ in lacs)

	2012-13	2011 -12
1. Amount of Contract Revenue Recognized	**118,750.36**	104,331.57
2. Disclosure in respect of Contracts in progress at the Reporting Date		
(i) Contract cost incurred & Recognized Profits less recognized losses upto the reporting date	**282,198.43**	217,882.93
(ii) Advances Received	**28,477.28**	17,629.79
(iii) Retentions	**14,950.66**	11,491.81
3. Due from Customers	**32,688.97**	21,861.11

39. Erection and subcontracting expenses comprises of : (₹ in lacs)

	2012-13	2011-12
Subcontracting expenses	**39,850.17**	33,270.52
Construction material and stores and spares consumed	**32,527.74**	24,346.06
Power and fuel	**1,187.88**	684.66
Freight and Forwarding Expenses	**4,953.56**	5,104.44
Vehicle and Equipment Hire Charges	**3,644.33**	3,760.42
Custom Duty, Clearing & Handling Charges	**1,310.50**	854.55
Service Charges	**1,032.40**	2,899.03
Others	**1,001.49**	2,644.25
Total	**85,508.07**	73,563.93

40. Information as required under Clause 32 of Listing Agreement with Stock Exchanges with regard to loans to subsidiaries having no repayment schedule:

(₹ in lacs)

	2012-13	Maximum Balance during the year
Shree Shubham Logistics Limited	**16,199.90**	16,199.90
Energy Link (India) Limited	**16,632.64**	16,632.64
Amber Real Estate Limited	**13,175.97**	13,769.27
Kalpataru Power Transmission (Mauritius) Limited	**63.87**	195.61
Kalpataru Power Transmission Limited, Nigeria	**51.20**	51.20
Adeshwar Infrabuild Limited	**20.50**	20.50
Kalpataru Power Transmission USA INC.	**-**	0.28

41. During the financial year 2010-11, 4,192,114 equity shares of ₹10/- each at a premium of ₹1,064.20 per share totaling to ₹ 45,031.69 lacs were allotted to the Qualified Institutional Investors under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the purpose of capital expenditure, expansion of manufacturing capacity (transmission line towers), long-term investment in PPP, BOT, BOOT and BOOM projects, development of EPC services, further investment in existing divisions and subsidiaries, working capital and such other purposes as may be permissible under applicable laws and government policies, including strategic initiatives such as investment and/or acquisitions. The proceeds from the issue have been utilized as follows:

	2012-13	2011-12
Investments in Subsidiary Companies	**13,722.43**	13,722.43
Investment in Jhajjar KT Transco Private Limited (SPV)	**3,814.75**	3,814.75
Investment for Raipur Manufacturing Plant	**3,510.39**	3,407.25
Utilisation in Working Capital	**18,067.46**	13,472.43
Capex for Construction Equipments	**4,801.83**	-
Share Issue Expenses	**1,114.83**	1,114.83
Investments in units of Mutual Funds	**-**	7,500.00
Fixed Deposits with Banks	**-**	2,000.00
Total	**45,031.69**	45,031.69

42. 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 ₹ 793.13 lacs (Previous Year ₹679.75 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 scheme of the Life Insurance Corporation of India & Star Union Dai-ichi Life Insurance Company Ltd., funded defined benefit plans for qualifying employees. The scheme provides for payment to vested employees at retirement/death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

The present value of the defined benefit obligation and the related current service cost were measured using the Projected Unit Credit method as per actuarial valuation carried out at the balance sheet date.

The following tables sets out the status of the gratuity plan as required under AS-15 and the amounts recognized in the Company's financial statements as at March 31, 2013.

(₹ in lacs)

	2012-13	2011-12
Change in present value of obligations :		
Obligations at beginning of the year	**871.75**	834.42
Service cost	**144.13**	136.57
Interest cost	**73.14**	69.09
Actuarial (gain) / loss	**29.74**	(108.13)
Benefits paid	**(71.67)**	(60.20)
Obligations at the end of the year	**1,047.09**	871.75
Change in Plan assets :		
Fair value of Plan assets at beginning of the year	**997.52**	834.42
Expected returns on plan assets	**92.18**	82.05
Actuarial (loss) / gain	**3.59**	(2.20)
Contributions by employer	**72.60**	143.45
Benefits paid	**(71.67)**	(60.20)
Fair value of plan assets at end of the year	**1,094.22**	997.52
Reconciliation of Present Value of Obligation and the fair value of plan assets :		
Present value of the defined benefit obligation at the end of the year	**1,047.09**	871.75
Less: Fair value of plan assets	**1,094.22**	997.52
Unfunded status amount of liability recognized in the balance sheet		
Gratuity cost for the year :		
Service Cost	**144.13**	136.57
Interest Cost	**73.14**	69.09
Expected return on plan assets	**(92.18)**	(82.05)
Actuarial (gain) / loss	**26.15**	(105.93)
Net gratuity cost charged to profit & loss	**151.24**	17.68
Assumptions :		
Discount rate	**8.10%**	8.75%
Estimated rate of return on plan assets	**9.00%**	8.75%
Annual increase in salary costs	**7.00%**	7.00%

Experience Adjustments of Gratuity

Particulars	**2012-13**	2011-12	2010-11	2009-10	2008-09
Experience Adjustments					
Defined Benefit obligation	**1,047.09**	871.75	834.42	603.74	574.41
Plan assets	**1,094.22**	997.52	887.02	461.54	389.75
Surplus/ (Deficit)	**47.13**	125.77	52.60	(142.21)	(184.65)
Experience Adjustment on Plan Liabilities [(Gain)/ Loss]	**(32.95)**	(97.91)	-	-	-
Experience Adjustment on Plan assets [Gain / (Loss)]	**3.59**	(2.20)	(12.74)	(10.59)	(3.42)

43. Related Party disclosure as required by Accounting Standard -18 is as below:

(a) List of Related Parties

i. Subsidiaries

- JMC Projects (India) Limited
- Shree Shubham Logistics Limited
- Energy Link (India) Limited
- Amber Real Estate Limited
- Kalpataru Power Transmission (Mauritius) Limited
- Kalpataru South Africa (Pty) Limited
- Kalpataru Power Transmission Nigeria Limited
- Kalpataru Power Transmission USA INC
- Adeshwar Infrabuild Limited
- Jhajjer Power Transmission Private Limited *
- Kalpataru Power Transmission International BV
- Kalpataru Power Transmission Ukraine

ii. Indirect Subsidiaries:

- JMC Mining and Quarries Limited
- Saicharan Properties Limited
- Brij Bhoomi Expressway Private Limited
- Wainganga Expressway Private Limited
- Kalpataru Power JLT
- Vindhyachal Expressway Private Limited
- Kalpataru Industria E comercia S.A.**

iii. Enterprises under significant influence, which are having transaction with Companies:

- Kalpataru Properties Private Limited
- Kalpataru Theatres Private Limited
- Property Solution (India) Private Limited
- P.K. Velu & Co. Private Limited
- Kalpataru Enterprises
- Kalpataru Limited
- Argos International Marketing Private Limited

iv. Key Management Personnel:

- Ranjit Singh - Managing Director (since 1st Nov.,2012)
- Pankaj Sachdeva - Managing Director (upto 31st Oct.,2012)
- Manish Mohnot - Executive Director

v. Individuals having significant influence :

- Mofatraj P. Munot - Promoter Director
- Parag Munot - Promoter Director

vi. Joint Ventures :

- Jhajjer KT Transco Private Limited
- Gestamp Kalpataru Solar Steel Structure Private Limited

* The Company has sold its stake on 13-03-2013

** Earlier known as Brafer Kalpataru Industria E Comercio S.A.

(b) The related party transactions in ordinary course of business are:

(i) (a) Transactions during the year with Entities (₹ in lacs)

Particulars	2012-13			2011-12		
	Subsidiary Companies	**Entities under significant influence**	**Joint Venture**	Subsidiary Companies	Entities under significant influence	Joint Venture
Investment in Equity Shares	**512.58**	**-**	**-**	1,446.64	-	1,499.50
Loans given	**21,968.84**	**-**	**754.45**	12,723.68	-	1,494.52
Loans repaid back	**7,877.47**	**-**	**615.00**	10,074.75	-	1,494.52
Construction contract for Capital Expenditure	**-**	**370.16**	**-**	-	145.35	-
Construction of Fixed Assets	**3,462.71**	**18.80**	**-**	1,398.03	14.89	-
Revenue from Operations	**9,072.32**	**-**	**150.75**	979.80	-	7,724.40
Dividend Received	**541.09**	**-**	**-**	350.98	-	-
Interest Received	**3,462.52**	**-**	**91.53**	2,894.04	-	147.78
Rent Received	**6.75**	**-**	**0.19**	6.97	-	0.08
Reimbursement of Expenses (Receivable)	**277.53**	**0.23**	**35.69**	4.81	-	335.38
Job Charges	**-**	**-**	**-**	162.87	-	-
Service Charges	**503.74**	**-**	**-**	257.28	-	-
Rent Expenses	**-**	**631.23**	**-**	-	307.58	-
Interest Expenses	**51.44**	**-**	**-**	14.03	-	-
Sale of Fixed Assets	**38.67**	**-**	**-**	-	-	-
Hire Charges	**28.17**	**-**	**-**	27.67	-	-
Security Charges	**-**	**-**	**-**	-	1.39	-
Reimbursement of Expenses (Payable)	**13.24**	**67.90**	**-**	43.37	31.92	-
(i)(b) Balances with Entities						
Loans Given	**46,144.07**	**-**	**1,046.28**	28,929.96	-	824.45
Trade Receivable	**2,459.67**	**-**	**393.50**	148.60	-	363.32
Advance from Customers	**975.95**	**-**	**-**	1,839.69	-	-
Advances Recoverable in Cash or in Kind	**293.83**	**-**	**0.13**	2.73	145.35	137.90
Security Deposit Given	**-**	**3,462.16**	**-**	-	3,326.07	-
Trade Payable	**1,202.74**	**9.06**	**-**	413.74	7.01	-

(ii) (a) Transactions during the year with individuals (₹ in lacs)

Particulars	2012-13		2011-12	
	Key Managerial Persons	**Individuals having significant influence**	Key Managerial Persons	Individuals having significant influence
Salary & Commission	**644.93**	**70.00**	444.99	100.00
(ii) (b) Balances with Individuals				
Trade Payable	**207.00**	**70.00**	175.00	100.00

44. Depreciation and Amortisation Expense (₹ in lacs)

	2012-13	2011-12
Depreciation and Amortisation	**5,230.00**	4,814.39
Less: Transferred from Revaluation Reserve	**4.65**	4.65
	5,225.35	4,809.74

45. Earnings per Share

	2012-13	2011-12
No. of Equity Shares at the end of the year	**153,460,570**	153,460,570
Weighted No. of Equity Shares at the end of the year	**153,460,570**	153,460,570
Profit for calculation of EPS (₹ in Lacs)	**13,765.28**	16,490.81
Basic and Diluted Earnings Per Share (₹)	**8.97**	10.75
Nominal value of Equity Share (₹)	**2.00**	2.00

46. 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 ₹ 2,610.24 lacs (previous year ₹2,304.07 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 ₹ 867.21 lacs (previous year ₹ 828.32 lacs) and for later than 1 year but not later than 5 years is ₹ 696.07 lacs (previous year ₹347.44 lacs).

47. Segmental Reporting: (₹ in lacs)

S. N.	Particulars	Segment				
		T&D	Infra EPC	Others	Unallocable	Total
(I)	Business Segment					
1	Revenue :					
	Sales & Services	290,781.46	32,435.39	5,373.85	-	328,590.70
		(259,972.28)	(33,874.50)	(4,814.84)	(-)	(298,661.62)
	Other Operating Income	4,911.73	-	37.30	-	4,949.03
		(4,079.88)	(-)	(529.69)	(-)	(4,609.57)
	Net Sales/Income from Operation	295,693.19	32,435.39	5,411.15	-	333,539.73
		(264,052.16)	(33,874.50)	(5,344.53)	(-)	(303,271.19)
	Add : Other Income	109.69	65.47	2.24	4,595.11	4,772.51
		(241.23)	(230.35)	(0.83)	(4,645.92)	(5,118.33)
	Total	**295,802.88**	**32,500.86**	**5,413.39**	**4,595.11**	**338,312.24**
		(264,293.39)	**(34,104.85)**	**(5,345.36)**	**(4,645.92)**	**(308,389.52)**
2	Segment Result Before Finance cost	27,097.22	-125.62	188.72	4,595.11	31,755.43
		(26,324.59)	(1,925.21)	(338.36)	(4,645.13)	(33,233.29)
	Finance Cost					12,201.06
						(10,824.86)
	Profit after Finance Cost					19,554.37
						(22,408.43)
3	Current Tax					5,800.00
						(6,650.00)
4	Deferred Tax					199.58
						(85.00)
5	Tax Adjustment earlier years					-210.49
						(-647.38)
6	Net Profit after Tax					13,765.28
						(16,490.81)

7	Segment Asset	283,337.23	44,629.08	6,325.00	81,570.16	415,861.48
		(234,809.08)	(45,295.68)	(8,753.51)	(76,262.52)	(365,120.79)
8	Segment Liability	159,613.21	8,091.13	100.35	3,825.14	171,629.83
		(126,314.71)	(12,809.42)	(237.92)	(3,627.84)	(142,989.89)
9	Capital Expenditure (Including CWIP)	13,866.56	91.03	185.43	-	14,143.02
		(11,844.97)	(1,014.02)	(331.60)	(-)	(13,190.59)
10	Depreciation	3,286.00	1,457.81	481.29	0.25	5,225.35
		(2,924.76)	(1,407.51)	(477.26)	(0.22)	(4,809.74)
(II)	Geographical Segment					
	Revenue					
	India	166,327.93	32,435.39	5,411.15	-	204,174.47
		(163,792.09)	(33,874.50)	(5,344.53)	(-)	(203,011.12)
	Outside India	129,365.26	-	-	-	129,365.26
		(100,260.07)	(-)	(-)	(-)	(100,260.07)
	Total	**295,693.19**	**32,435.39**	**5,411.15**	**-**	**333,539.73**
		(264,052.16)	**(33,874.50)**	**(5,344.53)**	**(-)**	**(303,271.19)**

T & D – Transmission and Distribution; Infra EPC – Infrastructure EPC,
* Figures in bracket represent previous year numbers.

Notes:

Geographical segment considered for disclosure are as follows:

Revenue within India includes sales and services to customers located within India.

Revenue outside India includes sales and services to customers located outside India.

48. A sum of ₹ 572.01 Lacs is receivable (Previous Year ₹ 1,554.85 Lacs) from eligible Certified Emission Reduction (CERs) from Senter Novem, an agency of Government of Netherland & Atmosfair GmbH of Germany, on account of generation of electricity from agricultural residues like mustard husk and cotton sticks at Sri Ganganagar & Tonk Power Plants under the Clean Development Mechanism (CDM) of Kyoto Protocol for preventing environmental degradation. Number of CER's under certification as on 31-03-2013 were 93,724 pertaining to period 01-03-2011 to 30-06-2012.

49. (1) The Company has entered into consortium with

(a) JSC Zangas, Russia separately for four gas pipeline projects (i) Vijaipur to Kota, (ii) Panvel to Dabhol

(iii) Vijaipur to Dadari and (iv) Dadari-Panipat,

(b) JMC Projects (India) Limited and G.B. Yadav for railway projects as "KPTL-JMC-Yadav JV".

(c) GPT Infrastructure Limited for railway projects as "GPT-KPTL JV".

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 Venture entities, the services rendered to the Joint Venture entities are accounted as revenue for the work done. The detail of Joint Venture entities are as follows:-

Name of the Joint Venture	Share of Interest
Jhajjar KT Transco Private Limited (JKTPL)	49.72%
Gestamp Kalpataru Solar Steel Structures Private Limited (GKSSSPL)	50.00%

(3) Details of proportionate share in the Assets, Liabilities, Income and Expenditure of the Company in its Joint Venture entities namely are given below: (₹ in lacs)

Particulars	2012-13	2011-12
Assets	**23,860.22**	24,041.89
Liabilities	**14,301.51**	15,111.76
Income	**3,654.70**	143.10
Expenditure	**3,181.83**	174.18
Capital Commitment	**404.69**	609.64
Contingent Liability	**696.08**	-

50. 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 31.03.2013 as under :

(₹ in lacs)

Category of Derivative Instruments	Amount of Exposures Hedged	
	31st March 2013	31st March 2012
Forward Contracts	**127,023.00**	122,011.99
Option Contracts	**4,881.25**	9,193.38
Currency Swaps	**5,100.00**	5,100.00
Interest Rate Swap	**-**	565.16
Commodity Futures	**19,982.74**	7,470.26
TOTAL	**156,986.99**	144,340.79

b. Unhedged Foreign Currency Exposure as at 31st March, 2013 are as under :

The Foreign Currency Exposure that is not hedged by derivative instruments as on 31st March 2013 amounts to ₹ 35,652.06 lacs (Previous year ₹ 40,502.91 lacs)

51. Contingent Liabilities in respect of: (₹ in lacs)

Particulars	31st March 2013	31st March 2012
i) Bank guarantees given by the Company.	**1,760.47**	466.11
ii) Claims against Company not acknowledged as debt	**2,482.63**	407.01
iii) Bonds/Undertakings given by the Company to Customs for Exemption / concessional duty	**3,485.69**	1,611.09
iv) Notices / Demands by Excise / Income Tax / Stamp Duty and other Tax/ Revenue Authorities, disputed by the company	**3,467.66**	43.51
v) Demand of Service Tax & Penalty disputed before Appellate authority already stayed unconditionally	**1,757.70**	1,757.70
vi) VAT/WCT demands disputed in Appeals	**245.44**	404.56
vii) Bills Discounted	**8,263.29**	7,547.78
viii) Guarantees & Letter of Comfort on behalf of a Subsidiary Company	**-**	1,000.00

52. Capital & Other Commitments: (₹ in lacs)

Particulars	31st March 2013	31st March 2012
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances)	**1,243.04**	4,850.81

53. Previous year's figures have been regrouped and/or reclassified wherever necessary to correspond with current year's classification/ disclosures.

In terms of our report attached

For Deloitte Haskins & Sells,
Chartered Accountants

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

Mumbai : May 16 , 2013

For and on behalf of the Board

Kamal Jain
Director (Finance) & CFO

Bajrang Ramdharani
Company Secretary

Ranjit Singh
Managing Director

Manish Mohnot
Executive Director

Mumbai : May 16 , 2013

Auditors' Report on Consolidated Financial Statments

TO

THE BOARD OF DIRECTORS OF

KALPATARU POWER TRANSMISSION LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Kalpataru Power Transmission Limited (the "Company"), its subsidiaries and jointly controlled entities (the Company, its subsidiaries and jointly controlled entities constitute "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2013, the Consolidated Statement of Profit and Loss and the Consolidated 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 Consolidated Financial Statements

The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 judgement, 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 control relevant to the Company's preparation and presentation 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 the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on the financial statements of the subsidiaries and jointly controlled entities referred to below in the Other Matter paragraph, the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at 31st March, 2013;

(b) in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date; and

(c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matter

We did not audit the financial statements of 12 subsidiaries and 2 jointly controlled entities, whose financial statements reflect total assets (net) of ₹ 304,409.09 lacs as at 31st March, 2013, total revenues of ₹ 285,672.29 lacs and net cash out flows amounting to ₹ 2,335.80 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and jointly controlled entities, is based solely on the reports of the other auditors.

Our opinion is not qualified in respect of this matter.

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

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

Place : Mumbai
Date : May 16, 2013

Consolidated Balance Sheet

as at 31st March, 2013

(₹ in lacs)

	Note	As at 31st March, 2013		As at 31st March, 2012	
EQUITY AND LIABILITIES					
Shareholder's Funds					
(a) Share Capital	1	**3,069.21**		3,069.21	
(b) Reserves and Surplus	2	**191,657.05**		182,070.81	
			194,726.26		185,140.02
Minority Interest			**13,160.70**		12,856.71
Non-Current Liabilities					
(a) Long Term Borrowings	3	**107,146.23**		77,766.86	
(b) Deferred Tax Liabilities/(Asset) [Net]	4	**(243.08)**		295.44	
(c) Other Long Term Liabilities	5	**10,628.89**		2,491.25	
(d) Long Term Provisions	6	**10,226.62**		8,785.49	
			127,758.66		89,339.04
Current Liabilities					
(a) Short Term Borrowings	7	**59,749.57**		37,925.13	
(b) Trade Payables	8	**172,499.06**		145,432.88	
(c) Other Current Liabilities	9	**62,618.04**		49,400.84	
(d) Short Term Provisions	10	**8,615.43**		8,827.10	
			303,482.10		241,585.95
TOTAL			**639,127.72**		528,921.72
ASSETS					
Non-current Assets					
(a) Fixed Assets	11				
(i) Tangible Assets		**124,851.21**		106,359.90	
(ii) Intangible Assets		**960.12**		530.77	
(iii) Intangible Assets Under Development		**87,108.22**		24,273.26	
(iv) Capital Work-in-progress		**18,850.35**		18,381.69	
(b) Goodwill on Consolidation		**2,016.77**		2,016.77	
(c) Non-current Investments	12	**761.15**		750.64	
(d) Long Term Loans and Advances	13	**15,466.89**		13,238.51	
(e) Other Non-Current Assets	14	**11,497.64**		11,209.84	
			261,512.35		176,761.38
Current Assets					
(a) Current Investments	15	**354.10**		7,613.97	
(b) Inventories	16	**92,187.41**		71,776.09	
(c) Trade Receivables	17	**147,436.08**		159,275.75	
(d) Cash and Cash Equivalent	18	**10,286.45**		17,314.02	
(e) Short Term Loans and Advances	19	**60,281.63**		41,267.13	
(f) Other Current Assets	20	**67,069.70**		54,913.38	
			377,615.37		352,160.34
TOTAL			**639,127.72**		528,921.72
Significant Accounting Policies					
Notes to Financial Statements	1 to 47				

In terms of our report attached

For Deloitte Haskins & Sells,
Chartered Accountants

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

Mumbai : May 16, 2013

Kamal Jain
Director (Finance) & CFO

Bajrang Ramdharani
Company Secretary

For and on behalf of the Board

Ranjit Singh
Managing Director

Manish Mohnot
Executive Director

Mumbai : May 16, 2013

Consolidated Statement of Profit & Loss

for the year ended 31st March, 2013

(₹ in lacs)

	Note	2012-13		2011-12	
INCOME					
Revenue from operations - Gross	21	**617,098.68**		536,148.87	
Less: Excise Duty Paid		**(8,595.32)**		(5,948.01)	
Revenue from operations - Net			**608,503.36**		530,200.86
Other Income	22		**3,566.68**		3,292.63
Total Revenue			**612,070.04**		533,493.49
EXPENSES					
Cost of materials consumed	23		**271,383.61**		245,974.51
(Increase) / Decrease in Stocks	24		**(13,463.18)**		(4,087.15)
Employee Benefit Expenses	25		**36,189.32**		32,227.29
Other Expenses	26		**266,945.54**		206,062.81
Financial Costs	27		**19,378.61**		15,712.32
Depreciation and Amortization Expenses	33		**12,235.84**		9,858.84
Total Expenses			**592,669.74**		505,748.62
Profit Before Tax			**19,400.30**		27,744.87
Tax Expense					
Current Tax			**6,924.69**		9,084.02
Minimum Alternate Tax			**-**		91.17
Less: MAT Credit Entitlement			**(184.63)**		(91.17)
Excess Provision in Prior Year(s)			**(250.07)**		(646.43)
Deferred Tax			**(538.46)**		(1,089.53)
Net Profit for the year			**13,448.77**		20,396.81
Less: Minority Interest			**498.86**		1,530.10
Net Profit after Minority Interest			**12,949.91**		18,866.71
Earnings per Equity Share of ₹ 2 each					
Basic and Diluted (₹)	36		**8.44**		12.29
Significant Accounting Policies					
Notes to Financial Statements	1 to 47				

In terms of our report attached

For Deloitte Haskins & Sells,
Chartered Accountants

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

Mumbai : May 16 , 2013

Kamal Jain
Director (Finance) & CFO

Bajrang Ramdharani
Company Secretary

For and on behalf of the Board

Ranjit Singh
Managing Director

Manish Mohnot
Executive Director

Mumbai : May 16 , 2013

Consolidated Cash Flow Statement

for the year ended 31st March, 2013

(₹ in lacs)

		2012-2013	2011-2012
A.	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Net profit before Taxation, Extraordinary items and Minority Interest	**19,400.30**	27,744.87
	Adjustments for :		
	Depreciation	**12,235.84**	9,858.84
	Interest Paid	**16,853.47**	14,046.55
	Dividend Received	**(101.01)**	(510.22)
	Interest Received	**(771.31)**	(1,607.03)
	Amortisation of Employees Compensation (ESOP)	**(61.80)**	(4.02)
	Loss / (Profit) on sale of assets	**(1,127.51)**	18.00
	Foreign Currency Translation Difference	**(725.38)**	1,356.80
	Unrealised Foreign Exchange (gain) / Loss (net)	**1,008.93**	1,637.50
	Profit on sale of investments	**(38.44)**	-
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**46,673.09**	52,541.29
	Adjustment for:		
	Trade and other Receivables	**(19,563.38)**	(32,911.31)
	Inventories	**(20,411.32)**	(31,421.58)
	Trade and other payables	**47,026.42**	31,701.69
	CASH GENERATED FROM OPERATIONS	**53,724.81**	21,018.23
	Income Tax Paid	**(9,366.22)**	(8,692.65)
	NET CASH FLOW FROM OPERATING ACTIVITIES	**44,358.59**	11,217.44
B.	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Intangible assets under development	**(62,834.96)**	(20,212.65)
	Purchase of fixed assets	**(39,488.95)**	(31,875.50)
	Sale of fixed assets	**1,903.33**	790.56
	Sale of Mutual Fund	**7,298.31**	5,088.19
	Investments in Joint Venture	**(10.75)**	117.25
	Investments in Partnership Firm	**(2.23)**	(3.81)
	Interest Received	**771.31**	1,607.03
	Dividend Received	**101.01**	510.22
	Fixed Deposits	**1,063.11**	7,247.90
	Inter Corporate Deposits	**297.32**	-
	Loans to Joint Ventures	**(82.27)**	-
	Sale of equity shares	**2.47**	-
	NET CASH (USED IN) INVESTING ACTIVITIES	**(85,982.30)**	(36,730.81)
C.	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Premium on Equity shares issued during the year	**0.23**	-
	Proceeds from Term Borrowings	**45,067.16**	52,567.49
	Repayment of Term Loan	**(11,973.13)**	(6,019.23)
	Short Term Borrowings	**21,964.76**	(1,698.52)
	Interest Paid	**(16,623.08)**	(14,046.55)
	Dividend Paid	**(2,301.91)**	(2,301.91)
	Corporate Dividend Tax	**(435.97)**	(419.83)
	Grant in Aid (Viability Gap Funding)	**156.11**	3,137.59
	Payment (to) / from Minority Shareholders	**(194.87)**	127.85
	Share issue expenses	**-**	(10.92)
	NET CASH GENERATED FROM / (USED IN) FINANCING ACTIVITIES	**35,659.30**	31,335.97
D.	**NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENT**	**(5,964.41)**	5,822.60
E.	**Opening Cash and Cash Equivalent**	**14,482.33**	8,659.73
F.	**Closing Cash and Cash Equivalent**	**8,517.92**	14,482.33

		2012-2013	2011-2012
	NOTES:		
	Cash & Cash Equivalents		
	Cash & Bank Balance (Note-18)	**10,286.45**	17,314.02
	Deposits with Banks	**(1,031.48)**	(2,151.69)
	Lien with Banks	**(737.05)**	(680.00)
	Cash and Cash Equivalent As per Cash Flow Statement	**8,517.92**	14,482.33

In terms of our report attached

For Deloitte Haskins & Sells,
Chartered Accountants
(Gaurav J. Shah)
Partner
(M. No. 35701)
Mumbai : May 16, 2013

Kamal Jain
Director (Finance) & CFO
Bajrang Ramdharani
Company Secretary

For and on behalf of the Board
Ranjit Singh
Managing Director
Manish Mohnot
Executive Director

Mumbai : May 16, 2013

Significant Accounting Policies

for the year ended 31st March, 2013

A. Basis of Preparation:

The Consolidated financial statements of Kalpataru Power Transmission Limited, (the Parent) and; its subsidiaries and Joint Controlled Entities (JCE) collectively referred as ('the Group') are prepared in accordance with relevant accounting standards under the historical cost convention except as stated in note C(i). The accounts have been prepared on accrual basis of accountancy in accordance with the accounting principles generally accepted in India.

B. Principles of Consolidation:

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.

The consolidated financial statements have been prepared on the following basis:

(I) The financial statements of the Parent 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. Inter-company balances and transactions and unrealized profits or losses have been fully eliminated.

(ii) The excess of cost to the Parent of its investments in subsidiary companies over its share of the net assets of the subsidiary companies at the dates, on which the investments in the subsidiary companies are made, is recognized as "Goodwill" being an asset in the consolidated financial statements.

(iii) 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 are made by the parent in the subsidiary companies. And share of movement in equity since the date parent Subsidiary relationship came in existence.

(iv) Interest in Jointly Controlled Entities (JCE) are consolidated proportionately on a line-by-line basis by adding together the book values of assets, liabilities, income and expenses. Unrealised profit / loss on inter company transactions have been eliminated 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. 39 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 is inclusive of 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 profit and loss account. Direct cost as well as related incidental expenses incurred on assets that are not yet ready for their intended use or not put to use as on the balance sheet date are stated as Capital Work In Progress.

(iii) All expenditure for capital works in progress viz. civil works, machinery under erection, construction and erection materials, pre-operative expenditure, expenditure indirectly related to the project and incidental to setting up project facilities, borrowing cost incurred prior to the date of commercial operation and trial run expenditure are shown under Capital Work In Progress (CWIP). These expenses are net of recoveries, claims and income (net of tax), if any, from surplus funds arising out of project specific borrowings.

D. Depreciation:

Depreciation is provided on the basis of straight-line method on all depreciable fixed assets at the rates prescribed in Schedule –XIV of the Companies Act, 1956, on prorata basis except:

i) Depreciation pertaining to assets of Research & Development Centre, the Export Oriented Unit, mining and quarries, real estate and operating leases are provided on the basis of written down value method.

ii) Depreciation on plant and machinery of bio-mass energy plants is provided at a higher rate at 7.5% instead of the prescribed rate for continuous process plant considering the useful life of plant supported by technical evaluation and report.

iii) In case of revalued assets the difference between the depreciation based on revalued cost and the depreciation charged on historical cost is recouped out of revaluation reserve.

iv) Depreciation on overseas projects' assets are provided at the rates as per the requirement of law of respective foreign countries and as per such rates, depreciation provided in each overseas project is higher than the depreciation rates prescribed under Schedule-XIV of the Companies Act, 1956.

v) Deprecation on the vehicles in the group is provided at a higher rate at 15% instead of the prescribed rate, considering the useful life of vehicle based on technical evaluation by the management.

vi) Considering the useful life based on technical evaluation by the management, higher rate than the prescribed rates are applied on a few shuttering items of machinery at 30%, on few office equipments at 12.5% and on few plant and machineries which are acquired on or after 1st October,2005 at 12.5% .

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

E. Revenue Recognition:

(i) Transmission & Distribution:

Sales are recognized on delivery of materials. Sales includes excise duty, freight receipts and export benefits but excludes 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) Real Estate:

Revenue is recognized at the time of transfer of significant risks and rewards of ownership to the buyer on executing agreement for sale and estimated cost of completion against Sales recognized, wherever applicable, is provided for in the statment of profit and loss. Advances received against booking of units are appearing as current liabilities.

(iii) Bio-mass Energy:

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

(iv) Infrastructure:

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.

(v) Construction:

Running Account Bills for work completed are 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.

(vi) Warehousing:

Revenue from Cold storage and other warehousing facility is recognized mainly as per prevailing rules and regulations of Local mandi / market, and as per terms of MOU with Rajasthan State Warehousing Corporation (RSWC) for storage of commodities; however at the end of the year revenue if any, remain to be booked is accounted for as accrued income under the accrual system of Accounting.

(vii) Other income:

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

F. 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.

G. 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.

H. 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 respective present location and condition. Cost is determined using FIFO method of inventory valuation.

Work in progress is valued at lower of cost and net realizable value. In case where work is completed but Running Account bill cannot be raised on client due to contractual conditions, the work in progress is valued at contract rates.

I. 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.

J. Retirement Benefits:

(i) Gratuity liability is provided under a defined benefit plan, under Group Gratuity Cash Accumulation Scheme of the Life Insurance Corporation of India 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 for year in which the related service is rendered.

K. Excise Duty:

The liability for excise and custom duty in respect of materials lying in factory/bonded premises is accounted for as and when they are cleared / debonded.

L. Foreign Currency Transactions:

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

Foreign currency 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.

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 & loss account 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 for the month of transaction.

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

M. 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.

N. Impairment of assets:

The carrying amount of assets is reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the assets is estimated. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating units exceeds its recoverable amount. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount and recognized in compliance with AS-28.

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 which arise mainly on account of expenses debited to Statement of Profit and Loss but allowable under Income Tax, 1961 in subsequent year(s), unabsorbed losses or unabsorbed depreciation are recognized and carried forward only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

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 presentation of financial statements requires certain estimates and assumptions. These estimates and assumptions affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known /materialized.

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 Statement

for the year ended 31st March, 2013

(₹ in lacs)

	As at 31st March 2013	As at 31st March 2012
1. Share Capital		
AUTHORISED :		
175,000,000 (175,000,000) Equity Shares of ₹2 each	**3,500.00**	3,500.00
ISSUED, SUBSCRIBED and PAID-UP:		
153,460,570 (153,460,570) Equity Shares of ₹2 each fully paid up	**3,069.21**	3,069.21
TOTAL	**3,069.21**	3,069.21

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

Equity Shares	As at 31st March 2013		As at 31st March 2012	
	Numbers	₹ in Lacs	Numbers	₹ in Lacs
Shares outstanding at the beginning of the year	**153,460,570**	**3,069.21**	153,460,570	3,069.21
Shares outstanding at the end of the year	**153,460,570**	**3,069.21**	153,460,570	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 holder 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% Equity Shares in the Company

Name of Shareholder	As at 31st March 2013		As at 31st March 2012	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Mofatraj P. Munot	**12,306,553**	**8.02**	10,669,130	6.95
Parag M. Munot	**12,312,036**	**8.02**	10,947,970	7.13
Kalpataru Construction Private Limited	**23,350,000**	**15.22**	23,350,000	15.22
K. C. Holding Private Limited	**21,142,600**	**13.78**	21,142,600	13.78
Kalpataru Properties Private Limited	**13,646,196**	**8.89**	13,646,196	8.89
ICICI Prudential Life Insurance Company	**7,775,474**	**5.07**	9,137,813	5.95
ICICI Prudential Mutual Fund	**8,014,782**	**5.22**	8,984,709	5.85

(₹ in lacs)

	As at 31st March 2013		As at 31st March 2012	
2. RESERVES AND SURPLUS				
REVALUATION RESERVE :				
As per last Balance Sheet	**36.12**		40.77	
Less : Transfer to Profit and Loss Account	**(4.65)**		(4.65)	
		31.47		36.12
SECURITIES PREMIUM ACCOUNT :				
As per last Balance Sheet	**77,912.46**		77,923.38	
Add: Premium on Equity shares issued during the year	**0.23**		-	
Less: Share issue expenses	**-**		(10.92)	
		77,912.69		77,912.46
FOREIGN CURRENCY TRANSLATION RESERVE :				
As per last Balance Sheet	**1,763.21**		405.65	
Add / (Less) : During the year	**(742.00)**		1,357.56	
		1,021.21		1,763.21
DEBENTURE REDEMPTION RESERVE :				
As per last Balance Sheet	**3,218.75**		2,243.75	
Add: Transferred from Profit and Loss Account	**525.00**		975.00	
		3,743.75		3,218.75
EMPLOYEE SHARE OPTIONS OUTSTANDING :				
Employee share option - at the beginning of the year	**198.02**		202.04	
Less : Deferred Employee Share Compensation	**(62.86)**		(4.02)	
		135.16		198.02
GRANT IN AID (Viability Gap Funding) :				
Opening Balance	**3,642.21**		504.62	
Add: Addition During the Year	**156.11**		3,137.59	
		3,798.32		3,642.21
GENERAL RESERVE :				
As per last Balance Sheet	**18,937.83**		15,412.83	
Add: Transferred from Profit and Loss Account	**3,225.00**		3,525.00	
		22,162.83		18,937.83
Miscellaneous expenditure not written off		**-**		(0.20)
PROFIT AND LOSS :				
As per last Balance Sheet	**76,362.41**		64,698.92	
Opening Ratio Change	**1.03**		(0.08)	
Net Profit after Tax During the year	**12,949.91**		18,866.71	
	89,313.35		83,565.55	
Less: Appropriations				
Proposed Dividend on Equity Shares	**2,301.91**		2,301.91	
Corporate Tax on Proposed Dividend	**409.82**		401.23	
Transfer to Debenture Redemption Reserve	**525.00**		975.00	
Transfer to General Reserve	**3,225.00**		3,525.00	
		82,851.62		76,362.41
TOTAL		**191,657.05**		182,070.81

(₹ in lacs)

	As at 31st March 2013		As at 31st March 2012	
	Non-Current	Current	Non-Current	Current
3. LONG TERM BORROWINGS				
Secured				
Non-Convertible Redeemable Debentures	**12,333.33**	**5,916.67**	18,250.00	1,750.00
Term Loans				
Foreign Currency Loans				
From Banks	**10,463.12**	**1,134.69**	12,365.50	565.16
Rupee Loans				
From Banks	**76,796.17**	**8,616.96**	40,435.06	8,581.94
From NBFC	**5,844.32**	**440.20**	6,061.38	704.35
Unsecured				
Rupee Term Loans				
From Company	**496.78**	**-**	365.29	-
Fixed Deposits from Public	**1,212.51**	**127.15**	289.63	919.56
Amount disclosed under the head "Other Current Liabilities" (Note 9)		**(16,235.67)**		(12,521.01)
TOTAL	**107,146.23**	**-**	77,766.86	-

3.1 Details of Secured Non-Convertible Redeemable Debentures :

Non convertible redeemable debentures of ₹ 13,250 lacs 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 NCD's outstanding.

Non Convertible redeemable debentures of ₹ 5,000 lacs are secured by First charge of movable fixed assets of the company to the extent of 1.25 times of the amount of NCD's in pari passu with consortium term lender Banks and HDFC Bank, and first charge by mortgage of a land at Maharajpura, Kadi, Gujarat.

3.2 Foreign Currency Loans :

External Commercial Borrowings are secured by charge over specific movable and immovable Plant and Machineries financed through this loan.

3.3 Rupee Loans from banks and NBFCs:-

Details of securities provided are as under :-

1. Secured against hypothecation of specific movable and immovable fixed assets.
2. Secured against Lands, Building, Plant & Machinery created out of term loan and personally guaranteed by two Executive Directors of one of its subsidiary.
3. Secured by :
   a. First mortgage and charge on all the Borrower's immovable properties, if any, both present and future; save and except the Project Assets.
   b. A first charge by way of hypothecation of all the Borrower's movable assets; save and except the Project Assets.
   c. A first charge on Borrower's Receivables save and except the Project Assets
   d. A first charge over all the Escrow Accounts of the Borrower.
   e. A first charge on all intangibles of the Borrower.
   f. A first charge by way of assignment or otherwise creation of Security Interest in all the right, title, interest, benefits, claims, and demands whatsoever of the Borrower in accordance with the provisions of the Substitution Agreement and the Concession Agreement.
   g. A first charge by way of assignment or creation of security interest of all the rights, title, interest, benefits, claims and demands whatsoever of the Borrower in the Project Documents.
   h. Pledge of equity shares held by the Promoter aggregating to 51% (fifty one percent) of paid up and voting equity share capital of the Borrower.

(₹ in lacs)

	As at 31st March 2013		As at 31st March 2012	
4. DEFERRED TAX LIABILITIES / (ASSETS) [NET]				
a) Deferred Tax Liability:				
Depreciation	**2,819.89**		2,632.60	
Deductions claimed u/s 43 B of Income Tax Act,1961	**787.82**		747.84	
		3,607.71		3,380.44
b) Deferred Tax Assets:				
Expenses debited to Profit & Loss account allowable in subsequent year(s) u/s 43 B / 40(a) of Income Tax Act, 1961.	**2,853.61**		2,087.09	
Others	**997.18**		997.91	
		3,850.79		3,085.00
Deferred Tax Liability/ (Asset) (Net) (a-b)		**(243.08)**		295.44

4.1 In accordance with the AS-22 "Accounting for Taxes on Income", issued by the Institute of Chartered Accountants of India, net deferred tax liability / asset is accounted for using applicable current rate of tax.

	As at 31st March 2013	As at 31st March 2012
5. OTHER LONG TERM LIABILITIES		
Trade Payables	**7,009.44**	2,198.09
Advance from Clients	**3,395.41**	33.11
Payable to Joint Venture Entities	**155.29**	164.95
Others	**68.75**	95.10
TOTAL	**10,628.89**	2,491.25

	As at 31st March 2013	As at 31st March 2012
6. LONG TERM PROVISIONS		
Provision for Employee Benefits	**825.88**	668.61
Provision for Performance Warranties	**9,400.74**	8,116.88
TOTAL	**10,226.62**	8,785.49

	As at 31st March 2013	As at 31st March 2012
7. SHORT TERM BORROWINGS		
Secured		
Working Capital Facilities From Banks	**48,968.16**	16,985.11
Other Loans From Banks	**3,425.61**	3,284.95
Unsecured		
Loans repayable on demand from Company / Others	**349.67**	367.70
Loans repayable on demand from Banks	**6,844.19**	17,152.30
Fixed Deposits from Public	**161.94**	135.07
TOTAL	**59,749.57**	37,925.13

7.1 Working Capital Facilites from Banks are secured in favour of consortium of bankers by hypothecation of stocks, stores and spares, book debts, bills receivable and all other movable assets on pari passu basis. Also secured by movable and immovable fixed assets (including land and building situated at Gandhinagar, Gujarat.) of transmission & distribution division and infrastructure division of Company, on which debenture holders have first exclusive charge to the extent of 1.25 times of Outstanding Debentures.

7.2 Working Capital Facilities from Banks are secured in favour of Consortium of Bankers, by way of :

(a) First charge against hypothecation of stocks, work in progress, stored and spares, bills receivable, book debts and other current assets

(b) Second charge on plant and machineries financed by consortium bankers.

(c) First charge on the office premises of the company.

7.3 Working Capital Loan 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 & Personally Guaranteed by two Executive Directors of a subsidiary.

(₹ in lacs)

	As at 31st March 2013	As at 31st March 2012
8. TRADE PAYABLES		
Micro, Small and Medium Enterprises	**8,577.46**	4,327.21
Acceptances	**45,919.31**	27,357.91
Others	**118,002.29**	113,747.76
TOTAL	**172,499.06**	145,432.88

8.1 The amount outstanding to Micro, Small and Medium Enterprises is based on the information received and available with the company. There are no overdue amount.

	As at 31st March 2013	As at 31st March 2012
9. OTHER CURRENT LIABILITIES		
Current maturities of Long Term debts (Refer Note 3)	**16,235.67**	12,521.01
Interest accrued but not due on borrowings	**1,186.31**	985.43
Interest accrued and due on borrowings	**174.52**	145.01
Unclaimed Dividend *	**39.20**	33.55
Advance from Customers	**34,329.10**	24,664.99
Unclaimed matured deposits and interest accrued thereon	**28.55**	16.13
Unclaimed Share Application Money	**8.33**	0.49
Statutory Liabilities	**6,898.60**	5,452.22
Creditors for Capital expenditure	**3,633.02**	5,279.80
Share application money pending allotment	**-**	148.83
Security Deposits	**42.88**	59.78
Other Payables	**41.86**	93.60
TOTAL	**62,618.04**	49,400.84

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

	As at 31st March 2013	As at 31st March 2012
10. SHORT TERM PROVISIONS		
Provision for Employee Benefits	**420.04**	267.48
Others		
Provision for Performance Warranties	**5,518.40**	5,856.48
Proposed Dividend	**2,301.91**	2,301.91
Corporate Tax on Proposed Dividend	**375.08**	401.23
TOTAL	**8,615.43**	8,827.10

11. Fixed Assets

(₹ in lacs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1st April 2012	Additions*	Deductions	**As at 31st March, 2013**	As at 1st April 2012	During the Year *	Recouped	**As at 31st March, 2013**	**As at 31st March, 2013**	As at 31st March, 2012
Tangible										
Leasehold Land	2,726.03	185.80	-	**2,911.83**	-	-	-	**-**	**2,911.83**	2,726.03
Freehold Land	10,467.82	2,434.57	253.76	**12,648.63**	-	-	-	**-**	**12,648.63**	10,467.82
Buildings	18,158.23	11,116.59	96.01	**29,178.81**	1,427.27	389.58	3.54	**1,813.31**	**27,365.50**	16,730.96
Plant and Equipments	106,052.15	14,931.35	686.38	**120,297.12**	35,481.16	10,310.88	415.66	**45,376.38**	**74,920.74**	70,570.99
Electrical Installations	683.73	231.29	-	**915.02**	297.11	44.06	-	**341.17**	**573.85**	386.62
Furniture and Fixtures	2,209.52	410.23	24.35	**2,595.40**	627.58	174.87	15.44	**787.01**	**1,808.39**	1,581.94
Office Equipments	3,197.61	419.77	43.12	**3,574.26**	1,563.82	347.80	35.64	**1,875.98**	**1,698.28**	1,633.79
Vehicles	4,602.83	1,644.87	313.13	**5,934.57**	2,341.08	900.84	231.34	**3,010.58**	**2,923.99**	2,261.75
Total (A)	**148,097.92**	**31,374.47**	**1,416.75**	**178,055.64**	**41,738.02**	**12,168.03**	**701.62**	**53,204.43**	**124,851.21**	**106,359.90**
Intangible										
Copy right and Trade Mark	41.69	9.24	-	**50.93**	14.27	8.49	-	**22.76**	**28.17**	27.42
Software (Other than internally generated)	978.83	691.79	38.67	**1,631.95**	475.48	226.68	2.16	**700.00**	**931.95**	503.35
Total (B)	**1,020.52**	**701.03**	**38.67**	**1,682.88**	**489.75**	**235.17**	**2.16**	**722.76**	**960.12**	**530.77**
Total (A + B)	**149,118.44**	**32,075.50**	**1,455.42**	**179,738.52**	**42,227.77**	**12,403.20**	**703.78**	**53,927.19**	**125,811.33**	**106,890.67**
As at 31st March, 2012	105,393.43	45,001.89	1,276.88	**149,118.44**	32,457.26	10,247.46	476.95	**42,227.77**	**106,890.67**	

Notes:

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 ₹ 133.82 lacs [Previous Year ₹ 856.17 lacs] and of ₹ 150.43 lacs [Previous Year ₹ 377.25 lacs] have been increased / (reduced) in additions and depreciation for the year respectively.

2. The Amount of interest capitalized during the year is ₹ 4370.80 (Previous year ₹ 982.46)

12. NON-CURRENT INVESTMENTS

(₹ in lacs)

Name of the Body Corporate	No. of Shares / Units		Amount	
	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2013	As at 31st March, 2012
Trade Investments (at cost)				
Joint Venture, Unquoted, Fully Paid				
Aggrawal JMC Joint Venture			699.98	689.22
Partnership Firm				
Kalpataru Shubham Enterprises			34.87	31.65
Shree Pujya Kripa Cold Storage LLP			-	1.00
Others, Quoted, Fully Paid				
Power Grid Corporation of India Limited	48,366	48,366	25.15	25.15
Others, Unquoted, Fully Paid				
Nutan Nagarik Sahakari Bank Limited	4,600	14,480	1.15	3.62
Transpower Engineering Limited	100	100	0.04	0.04
TOTAL			761.19	750.68
Less: Provision for diminution in the value of Investments			0.04	0.04
TOTAL			761.15	750.64
Aggregate amount of Quoted Investments			25.15	25.15
Market Value of Quoted Investments			51.24	52.31
Aggregate amount of Unquoted Investments			736.00	725.49

13. LONG TERM LOANS AND ADVANCES

	As at 31st March 2013	As at 31st March 2012
Unsecured Considered good		
Capital Advances	1,539.22	1,119.17
Security / Earnest Money Deposits	4,865.32	4,790.72
Advance tax (net of Provisions)	1.29	259.50
Prepaid Expenses	185.68	83.87
Advance recoverable in cash or in kind or for the value to be received	8,349.12	6,541.25
Loan to Joint Venture Company	526.26	444.00
TOTAL	15,466.89	13,238.51

14. OTHER NON-CURENT ASSETS

	As at 31st March 2013	As at 31st March 2012
Unsecured, Considered good		
Long term Trade Receivables	8,600.96	8,880.70
MAT Tax credit receivable	325.27	140.64
Non Current Bank balances	-	5.77
Subsidy Deposit	275.00	300.00
Accrued Income	3.29	1.26
Unamortized Expenses	2,293.12	1,881.47
TOTAL	11,497.64	11,209.84

15. CURRENT INVESTMENTS

(₹ in lacs)

Name of the Body Corporate	No. of Shares / Units in Lacs		Amount	
	As at 31st March, 2013	As at 31st March, 2012	**As at 31st March, 2013**	As at 31st March, 2012
(a) Current Investments				
Other Investments (At Cost) (Unquoted)				
Union KBC Asset Allocation Fund	**149,990.00**	-	**15.00**	-
ING Liquid Fund	**2,389,854.20**	-	**239.10**	-
HDFC Debt Fund for Cancer Cure -100% Dividend Donation Option	**1,000,000.00**	1,000,000.00	**100.00**	100.00
Baroda Pioneer Liquid Fund - Institutional Daily Dividend	**-**	24,990.00	**-**	250.06
Birla Sunlife Floating Rate Term Insti. Plan Daily Dividend	**-**	500,799.92	**-**	500.90
Birla Sunlife Floating Rate Fund STP - IP - Daily Dividend	**-**	500,023.75	**-**	500.12
ICICI Pru Floating Rate Plan D-DDR	**-**	1,499,212.91	**-**	1,500.00
IDFC Cash Fund - Super Inst Plan C - Daily Dividend	**-**	25,005.00	**-**	250.11
Kotak Floater Short Term - Daily Dividend	**-**	4,944,171.37	**-**	500.16
Kotak Floater Long Term - Daily Dividend	**-**	7,453,236.42	**-**	751.27
Religare Liquid Fund Super Inst.Daily Dividend	**-**	125,784.00	**-**	1,258.83
Reliance Medium Fund - Daily Dividend Plan	**-**	2,933,639.72	**-**	501.53
Taurus Ultra ST Bond Fund - Super Insti Daily Dividend Plan	**-**	99,911.10	**-**	1,000.99
Union KBC Dynamic Bond Fund - Dividend Reinvestment	**-**	4,999,990.00	**-**	500.00
TOTAL			**354.10**	7,613.97

(₹ in lacs)

	As at 31st March 2013	As at 31st March 2012
16. INVENTORIES		
(As verified, valued and certified by management)		
Raw Materials and Components (including goods in transit ₹ 947.49 Lacs (Previous Year ₹ 2308.93 Lacs)	**30,527.88**	19,243.17
Finished Goods of Tower Structures	**8,613.21**	2,947.57
Semi-finished Goods of Tower Structures	**4,365.42**	2,177.61
Construction and other Stores, Spares and Tools	**13,847.63**	23,484.98
Construction Work-in-Progress	**11,480.96**	5,316.71
Scrap	**333.68**	179.19
Semi-finished Goods of Real Estate Division	**14,218.94**	13,649.17
Agro Commodities	**8,736.16**	4,744.12
Packing Material & Consumables	**63.53**	33.57
TOTAL	**92,187.41**	71,776.09

(₹ in lacs)

	As at 31st March 2013	As at 31st March 2012
17. TRADE RECEIVABLES		
(Unsecured and considered good)		
Outstanding for a period exceeding six months from the date they are due for payment	**31,130.43**	31,470.44
Other debts	**116,305.65**	127,805.31
TOTAL	**147,436.08**	159,275.75

	As at 31st March 2013	As at 31st March 2012
18. CASH AND CASH EQUIVALENT		
Cash in Hand	**229.70**	224.64
Cheques on Hand	**173.94**	-
Balances with Banks		
In Current Accounts	**6,538.62**	5,985.98
In Fixed Deposit Accounts	**1,536.46**	8,238.17
Unpaid Dividend Accounts	**39.20**	33.55
Other Bank Balances		
Deposits with original maturity more than 3 months but less than 12 months.	**619.29**	2,001.18
Deposits with original maturity more than 12 months. *	**1,149.24**	830.50
TOTAL	**10,286.45**	17,314.02

* includes Deposits under lien with a Bank ₹ 737.05 Lacs (Previous year ₹ 680.00 Lacs)

	As at 31st March 2013	As at 31st March 2012
19. SHORT-TERM LOANS AND ADVANCES		
(Unsecured and considered good)		
Adv. recoverable in cash or in kind or for value to be received	**47,360.00**	30,987.39
Advance Income Tax and TDS (net of provisions)	**7,605.44**	4,655.63
Prepaid Expenses	**3,334.99**	3,086.79
Security/Earnest Money Deposits	**1,962.85**	2,218.73
Inter Corporate Deposit	**18.35**	318.59
TOTAL	**60,281.63**	41,267.13

	As at 31st March 2013	As at 31st March 2012
20. OTHER CURRENT ASSETS		
Accrued Value of work done	**62,455.46**	51,275.93
Unamortised Expenses	**2,599.34**	2,843.01
Receivables for Sale of Fixed Assets	**805.32**	7.94
Accrued Income	**1,209.58**	786.50
TOTAL	**67,069 .70**	54,913.38

(₹ in lacs)

	2012-13		2011-12	
21. REVENUE FROM OPERATIONS				
(a) Sale of Products		**245,464.21**		222,870.76
(b) Income from Services		**366,685.44**		308,668.53
(c) Other Operating Income				
Sale of Scrap	**4,918.02**		4,087.09	
Certified Emission Reduction Receipts	**31.01**		509.99	
Others	**-**		12.50	
		4,949.03		4,609.58
TOTAL		**617,098.68**		536,148.87

	2012-13		2011-12	
22. OTHER INCOME				
Interest Income		**771.31**		1,599.57
Dividend From Non Current Investments		**1.41**		0.99
Dividend from Current Investments		**99.60**		516.69
Insurance Claims		**39.20**		74.95
Liabilities Written Back		**328.64**		606.77
Miscellaneous Income		**833.11**		27.70
Rent Income		**328.67**		413.18
Profit on Sale of Fixed Assets		**1,144.32**		45.64
Share of Profit in Joint Ventures		**20.42**		7.14
TOTAL		**3,566.68**		3,292.63

	2012-13		2011-12	
23. COST OF MATERIALS CONSUMED				
a) Raw Materials				
Steel		**68,701.99**		50,278.82
Zinc		**8,097.40**		6,935.23
Components & Accessories etc		**84,789.24**		88,445.52
b) Agricultural Residues		**3,328.72**		3,210.82
c) Agro Commodities		**21,408.27**		16,436.59
d) Construction Materials		**85,057.99**		80,667.53
TOTAL		**271,383.61**		245,974.51

	2012-13		2011-12	
24. (INCREASE) / DECREASE IN STOCKS				
STOCK AT BEGINNING OF THE YEAR				
Finished Goods				
Towers and Steel structures	**2,929.30**		4,242.30	
Others	**18.27**		116.27	
	2,947.57		4,358.57	
Semi-finished Goods of Tower Structures	**2,177.61**		2,058.37	
Scrap	**179.19**		224.43	
Agro Commodities	**4,744.12**		3,037.12	
Work-in-Progress-Work done but not billed	**5,316.69**		1,599.54	
		15,365.18		11,278.03
STOCK AT CLOSE OF THE YEAR				
Finished Goods				
Towers and Steel structures	**8,592.98**		2,929.30	
Others	**20.23**		18.27	
	8,613.21		2,947.57	
Semi-finished Goods of Tower Structures	**4,365.42**		2,177.61	
Scrap	**333.68**		179.19	
Agro Commodities	**8,736.16**		4,744.12	
Work-in-Progress-Work done but not billed	**6,779.89**		5,316.69	
		28,828.36		15,365.18
TOTAL		**(13,463.18)**		(4,087.15)

	2012-13		2011-12	
25. EMPLOYEE BENEFIT EXPENSES				
Salaries, Wages, Bonus		**32,616.15**		29,046.84
Contributions to Provident and Other Funds		**2,128.01**		1,738.95
Employee Share Option Scheme Expenses		**(62.85)**		(4.02)
Employees' Welfare Expenses		**1,508.01**		1,445.52
TOTAL		**36,189.32**		32,227.29

(₹ in lacs)

	2012-13		2011-12	
26. OTHER EXPENSES				
Erection and Sub-contracting Expenses		**210,742.19**		162,090.84
Job charges		**5,647.09**		2,345.63
Power and Fuel		**1,228.49**		954.11
Excise Duty		**69.05**		41.47
Repairs and Maintenance:				
Plant and Machinery		**262.81**		224.82
Building		**153.06**		174.47
Other		**217.06**		97.86
Work Charges		**51.18**		183.90
Fumigation Expenses		**212.66**		152.41
Rent		**2,702.59**		2,241.08
Freight and Forwarding Expenses		**5,979.22**		4,081.98
Stores, Spares and Tools Consumed		**1,267.71**		1,020.82
Vehicle/ Equipment Running and Hire Charges		**710.36**		643.29
Testing Expenses		**454.30**		197.23
Water Charges		**14.03**		8.25
Pollution Control Expenses		**79.69**		74.13
Insurance Charges		**1,991.17**		1,504.55
Rates and Taxes		**8,514.69**		8,204.76
Stationery,Printing and Drawing Expenses		**514.20**		455.57
Telecommunication Expenses		**598.86**		561.51
Travelling Expenses		**2,775.82**		2,413.33
Legal and Professional Expenses		**1,967.42**		1,892.51
Service Charges		**4,753.24**		2,362.15
Auditor's Remuneration				
Audit Fees	**72.97**		62.20	
Company Law Matters	**-**		1.12	
Taxation Matters	**2.37**		2.34	
Other Services & Reports	**6.73**		2.83	
Reimbursement of Expenses	**0.92**		3.00	
		82.99		71.49
General Expenses		**767.00**		702.92
Miscellaneous Expenses		**1,839.18**		1,585.18
Taxes and Duties		**4,338.82**		3,250.30
Bank Commission and Charges		**3,024.38**		3,039.05
Selling Expenses		**15.07**		47.22
Training Expenses		**30.60**		26.89
Loss on sale of assets		**16.81**		63.64
Bad Debts Written Off		**40.94**		62.57
Balances Written Off		**-**		71.30
Share Issue Expenses		**-**		16.60
Share of RSWC		**208.55**		288.16
Business Development Expenses		**124.67**		282.15
Loss on Investments		**0.33**		0.33
Performance Warranties Expenses		**2,042.78**		1,119.29
Loss by Theft/Damage/Fire		**253.39**		203.57
Service Tax		**3,403.70**		2,292.49
(Gain)/Loss on Exchange Rate Variation		**(422.88)**		702.40
Sitting fees and Commission to Non-executive Directors		**208.88**		234.15
Preliminary Expenses		**-**		14.15
Carbon Credit Expenses		**63.44**		62.29
TOTAL		**266,945.54**		206,062.81

	2012-13		2011-12	
27. FINANCE COSTS				
Interest		**16,853.47**		14,046.55
Other Borrowing Cost		**1,496.52**		756.31
Exchange Rate Variation		**1,028.62**		909.46
TOTAL		**19,378.61**		15,712.32

28. a) Particulars of Subsidiaries included in Consolidation

Name of Subsidiaries	With Effect From	Country of Incorporation	Percentage of voting power as at 31st March, 2013
Subsidiaries Held Directly			
Adeshwar Infrabuild Limited	11.08.2009	India	**100.00%**
Amber Real Estate Limited	16.05.2008	India	**100.00%**
Energylink India Limited	30.01.2007	India	**100.00%**
JMC Projects (India) Limited	06.02.2007	India	**67.19%**
Jhajjar Power Transmission Private Limited *	25.06.2010	India	**-**
Kalpataru Power Transmission International B.V.	10.02.2012	Netherlands	**100.00%**
Kalpataru Power Transmission (Mauritius) Limited	08.01.2009	Mauritius	**100.00%**
Kalpataru Power Transmission Nigeria Limited	19.05.2008	Nigeria	**100.00%**
Kalpataru Power Transmission - USA, INC	11.09.2009	USA	**100.00%**
Kalpataru SA (Proprietary) Limited	03.09.2008	South Africa	**100.00%**
Kalpataru Power Transmission Ukraine	06.11.2012	Ukraine	**100.00%**
Shree Shubham Logistics Limited	19.03.2007	India	**85.19%**
Subsidiaries Held Indirectly			
Brij Bhoomi Expressway Private Limited	06.12.2010	India	**67.19%**
Kalpataru Indûstria E Comercio SA. **	17.07.2012	Brazil	**100.00%**
JMC Mining and Quarries Limited	06.02.2007	India	**67.19%**
Kalpataru Power JLT	03.08.2011	UAE	**100.00%**
Saicharan Properties Limited	30.06.2009	India	**100.00%**
Vindhyachal Expressway Private Limited	16.01.2012	India	**67.19%**
Wainganga Expressway Private Limited	02.06.2011	India	**67.19%**

* The Company has sold its stake on 13.03.2013
** Earlier known as Brafer Kalpataru Industria E Comercio S.A.

b) Particulars of JCE included in Consolidation

Name of Subsidiaries	With Effect From	Country of Incorporation	Percentage of voting power as at 31st March, 2013
Gestamp Kalpataru Solar Steel Structures Private Limited	05.03.2011	India	**50.00%**
Jhajjar KT Transco Private Limited	19.05.2010	India	**49.72%**
Kurukshetra Expressway Private Limited	29.03.2010	India	**49.58%**

29. Information in accordance with the requirement of the AS-7 issued by the Institute of Chartered Accountants of India as follows:-

(₹ in lacs)

Particulars	**2012-13**	2011 -12
1. Amount of Contract Revenue Recognized	**3,71,372.31**	3,08,809.63
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	**7,61,088.95**	5,16,375.27
(ii) Advances Received	**50,426.11**	38,757.45
(iii) Retentions	**25,318.29**	21,058.47
3. Due from Customers	**66,053.15**	45,341.98

30. Contingent Liabilities in respect of:

(₹ in lacs)

	Particulars	As at 31st March, 2013	As at 31st March, 2012
(a)	Bank Guarantees	**4,538.31**	1,849.40
(b)	Claims against group not acknowledged as debts *	**3,969.03**	1,574.57
(c)	Bonds/Undertaking given by group for concessional duty/exemption to customs	**3,485.69**	1,611.09
(d)	Notices/demands by Service Tax /Excise/ income tax and other tax/revenue authorities under dispute	**6,173.21**	2,848.10
(e)	Disputed Royalty demand under Tamilnadu Minor Mineral Concession Rules in appeal before High Court	**466.77**	426.90
(f)	Disputed Income Tax demand in appeal before Appellate Authorities	**1,114.58**	580.51
(g)	Demand of Service Tax and penalty disputed before Appellate Authority already stayed unconditionally	**1,757.70**	1,757.70
(h)	Disputed VAT/WCT Demands in Appeals	**1,826.37**	1,939.35
(i)	Income Tax (Net of Deferred Tax) on deductions claimed u/s. 80-IA (4) of the Income Tax Act, 1961 (Refer Note 41)	**2,499.12**	2,068.64
(j)	Guarantees/Letter of Comfort given in respect of loans provided to Subsidiary Company	**-**	40.00
(k)	Guarantee given in respect of Performance of contracts of Joint Ventures entities & associates in which one of the subsidiaries is one of the members/holder of substantial equity	**28,121.28**	20,107.30
(l)	Bills Discounted	**8,263.29**	7,547.78
(m)	Corporate guarantee given to banks and Guarantee Commitment to RSWC **	**-**	1,000.00
(n)	Unexpired Letter of Credit	**-**	11.45

* One of the Subsidiaries has raised claims on clients against which counter claims have been raised by clients, the excess of counter claims raised by the client over the amount of claims raised by one of the subsidiaries are only considered in the above figures.

** Corporate Guarantees given by one of the subsidiaries to bankers as service provider is considered Nil, being a remote contingent liability in view of pledge of sufficient value of stocks in warehouses & past history of non occurrence of any liability on the group.

31. Capital & Other Commitments:

(₹ in lacs)

Particulars	As at 31st March, 2013	As at 31st March, 2012
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances)	**73,634.54**	**12,204.28**

32. The disclosure as to provision for performance warranties is :

(₹ in lacs)

Particulars	2012-13		2011-12	
Carrying amount at the beginning of the year		**13,973.36**		14,981.18
Add: Provision / Expenses during the year	**4,754.99**		4,071.91	
Less: Reversal of Provision on finality of Warrantee & Guarantee	**(1,660.95)**		(2,908.67)	
		3,094.04		1,163.24
Less: Utilization during the year		**2,148.25**		2,171.06
Carrying amount at the close of the year		**14,919.15**		13,973.36

33. Depreciation and Amortization Expense

(₹ in lacs)

Particulars	2012-13	2011-12
Depreciation and Amortization	**12,240.49**	9,861.49
Less: Transferred from Revaluation Reserve	**4.65**	4.65
TOTAL	**12,235.84**	9,856.84

34. The group has significant leasing/ licensing arrangements/ (leasing arrangement) mainly in respect of residential/ office premises and equipments (operating lease). The aggregate lease rental payable on these leasing arrangements are charged as rent and equipment hire charges in these accounts amounting to ₹ 2,745.23 Lacs (previous year ₹ 3,337.12 Lacs).

These leasing arrangements are for a period not exceeding 5 years and are in most cases renewal by mutual consent, on mutually agreeable terms. Future lease rental payable in respect of assets on lease for not later than 1 year is ₹ 2,470.24 Lacs (previous year ₹ 1,910.34 Lacs) and for later than 1 year but not later than 5 years is ₹ 2,801.38 Lacs (previous year ₹ 2,459.61 Lacs).

35. Related Party disclosure as required by Accounting Standard -18 is as below: -

(a) List of related persons

(i) Joint Venture having transaction with group

JMC-Associated

Aggrawal-JMC

JMC-Sadbhav

JMC-Taher Ali

JMC-PPPL

JMC-Tantia-JV

JMC-MSKE-JV

GIL-JMC-JV

(ii) Key Management Personnel and their relatives having transactions with group

(a) Key Managerial Personnel at Parent Company:

Ranjit Singh	-	Managing Director (from 1st November 2012)
Pankaj Sachdeva	-	Managing Director (upto 31st October 2012)
Manish Mohnot	-	Executive Director

(b) Key Managerial Personnel at Subsidiary Companies:

Hemant Modi	-	Vice Chairman & Managing Director
Suhas Joshi	-	Managing Director
Shailendra Tripathi	-	CEO & Dy. Managing Director
Manoj Kumar Singh	-	Executive Director
Aditya Bafna	-	Whole time Director
Shubhendra Bafna	-	Whole time Director
Suverna I. Modi	-	Relative of Key Managerial Personnel
Sonal H. Modi	-	Relative of Key Managerial Personnel
Ami H. Modi	-	Relative of Key Managerial Personnel

(iii) Associates/Enterprises under significant influence having transaction with group

Kalpataru Properties Private Limited

Property Solution (India) Private Limited

Kalpataru Limited

P.K.Velu & Co. Private Limited

Kalpataru Theatres Private Limited.

Kalpataru Subham Enterprise

JMC Infrastructure Limited

Sai Consultant Engineers Private Limited

Kalpataru Enterprises

Kalpataru Properties (Thane) Private Limited

International Financial Services Limited

Kalpataru Retail Ventures Private Limited

Vistra B.V., The Netherlands

Kalpataru + Sharyans

Argos International Marketing

(iv) Individuals having significant influence

Mofatraj P. Munot	-	Promoter Director
Parag Munot	-	Promoter Director

(i) (a)Transactions During the year with Entities (₹ in lacs)

Particulars	2012-13		2011-12	
	Entities Having Significant Influence	**Joint Venture**	Entities Having Significant Influence	Joint Venture
Advance Given for Flat	**370.16**	**-**	145.35	-
Advance Received	**-**	**-**	22.27	-
Construction of Fixed Assets	**18.80**	**-**	29.74	-
Fixed Deposits Accepted / Renewed	**-**	**-**	5.45	-
Investment in Equity Shares	**-**	**-**	-	5,315.80
Interest Paid	**-**	**-**	91.10	158.09
Interest Received	**5.73**	**140.49**	6.82	147.78
Loans Given	**-**	**754.45**	-	1,494.52
Loans Repaid	**-**	**615.00**	-	1,494.52
Other Expenses	**20.92**	**-**	51.05	-
Purchase of Fixed Assets	**434.95**	**-**	-	2.65
Purchase of Material	**-**	**-**	32.39	-
Reimbursement of Expenses Paid	**183.43**	**1.18**	-	-
Rent Paid	**1,106.99**	**-**	380.44	-
Revenue from Operations	**-**	**4,569.86**	-	17,664.91
Reimbursement of Expenses Received	**6.15**	**35.69**	79.73	335.38
Rent Received	**-**	**0.19**	0.01	0.08
Sale of Fixed Assets	**-**	**-**	4.32	-
Share of Loss in Joint Venture	**-**	**-**	-	0.16
Share of Profit in Joint Venture	**-**	**20.43**	-	7.14
Investment in JV/ Partnership Firm	**-**	**-**	1.00	-
Loss from Partnership Firm	**0.22**	**-**	0.18	-
Project Management Fees	**0.99**	**70.34**	-	-
General Repairs	**13.64**	**-**	-	-
Land Advances Given	**408.00**	**-**	-	-
(i) (b)Balance with Entity				
Advance Received	**-**	**2,947.38**	-	2,738.72
Capital Work in Progress	**-**	**-**	20.51	-
Advance Given	**-**	**0.13**	145.35	137.90
Loans Given	**18.35**	**1,046.28**	30.50	824.45
Security Deposit Given	**3,462.16**	**-**	3,356.57	-
Trade Receivables	**1.58**	**2,923.52**	-	3,104.93
Investment in JV/Partnership Firm	**34.87**	**699.98**	32.65	689.22
Trade Payable	**35.80**	**155.29**	293.99	177.69
Land Advances	**408.00**	**-**	-	-

(ii) a) Transaction During the year with Individuals

(₹ in lacs)

Particulars	2012-13		2011-12	
	Key Managerial Persons	Individual Having Significant Influence	Key Managerial Persons	Individual Having Significant Influence
Fixed Deposits Accepted / Renewed	13.00	-	3.50	-
Interest Paid	3.65	-	3.04	-
Service Charges Paid	-	-	7.90	-
Sale of Fixed Assets	-	-	2.00	-
Land Advances Given	40.00	-	-	-
Salary & Commission	931.69	70.00	797.09	100.00
(ii) b) Balance with Individual				
Fixed Deposits Accepted / Renewed	43.50	-	-	-
Trade Payable	212.07	70.00	184.91	100.00
Land Advances	40.00	-	-	-

36. Earnings per Share

(₹ in lacs)

Particulars	2012-13	2011-12
No. of Equity Shares at the end of the year	153,460,570	153,460,570
Weighted No. of Equity Shares at the end of the year	153,460,570	153,460,570
Profit for calculation of EPS (₹ in lacs)	12,949.91	18,866.71
Basic and Diluted Earnings Per Share (₹)	8.44	12.29
Nominal value of Equity Share (₹)	2.00	2.00

37. 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 the speculative purpose.

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

(₹ in lacs)

Category of Derivative Instruments	Amount of Exposures Hedged	
	2012-13	2011 -12
Forward Contract	127,023.00	122,011.99
Options Contracts	4,881.25	9,193.38
Currency Swaps	5,100.00	5,100.00
Interest Rate Swap	-	565.16
Commodity Futures	19,982.74	7,470.26
TOTAL	156,986.99	144,340.79

b. The Foreign Currency Exposure that is not hedged by derivative instruments as on March 31, 2013 amounts to ₹ 37,987.89 lacs (Previous year ₹ 47, 376.81 lacs).

38 . The disclosure requirement as per Accounting Standard 17 segment reporting is: -

(₹ in lacs)

Sr. No.	Particulars	Segment					
		T&D #	INFRA #	Construction	Others	Unallocable	Consolidated
(I)	**Business Segment Revenue:**						
1	Sales & Services	2,82,968.96	32,435.39	2,54,365.76	33,784.22	-	6,03,554.33
		(2,59,828.21)	(33,874.50)	(2,05,964.36)	(25,924.21)	(-)	(5,25,591.28)
	Other Operating Income	4,911.73	-	-	37.30	-	4,949.03
		(4,079.89)	(-)	(-)	(529.69)	(-)	(4,609.58)
	Net Sales/Income from Operation	2,87,880.69	32,435.39	2,54,365.76	33,821.52	-	6,08,503.36
		(2,63,908.10)	(33,874.50)	(2,05,964.36)	(26,453.90)	(-)	(5,30,200.86)
	Add : Other Income	109.68	65.47	1,032.18	1,866.23	493.12	3,566.68
		(241.23)	(230.35)	(1,499.83)	(76.79)	(1,244.43)	(3,292.63)
	Total	**2,87,990.37**	**32,500.86**	**2,55,397.94**	**35,687.75**	**493.12**	**6,12,070.04**
		(2,64,149.33)	**(34,104.85)**	**(2,07,464.19)**	**(26,530.69)**	**(1,244.43)**	**(5,33,493.49)**
2	Segment Result Before Interest	27,097.22	-125.62	5,945.53	5,361.82	499.96	38,778.91
		(27,031.88)	(1,925.26)	(10,480.64)	(2,767.08)	(1,252.33)	(43,457.19)
	Finance Cost						19,378.61
							(15,712.32)
	Profit after Finance cost						19,400.30
							(27,744.87)
3	Current Tax						6,740.06
							(9,084.02)
4	Deferred Tax						-538.46
							(1,089.53)
	Prior Years' Tax Adjustments						-250.07
							(646.43)
5	Net Profit after Tax						13,448.78
							(20,396.81)
6	Segment Asset	2,80,210.81	44,629.08	1,97,182.37	1,13,551.79	3,553.68	6,39,127.73
		(2,34,564.87)	(45,295.67)	(1,43,612.48)	(89,404.54)	(16,043.76)	(5,28,921.32)
7	Segment Liability	1,57,781.96	8,091.13	65,192.84	13,456.10	2,400.96	2,46,922.99
		(1,23,971.17)	(12,809.42)	(58,346.75)	(3,657.44)	(3,732.98)	(2,02,517.76)
8	Capital Expenditure (Including CWIP)	13,696.96	91.03	67,052.12	14,539.46	-	95,379.57
		(11,835.40)	(1,014.02)	(29,431.09)	(12,413.37)	(-)	(54,693.88)
9	Depreciation	3,286.00	1,457.81	5,490.05	2,001.73	0.25	12,235.84
		(2,924.76)	(1,407.51)	(4,720.27)	(805.44)	(0.22)	(9,858.20)

(II)	Geographical Segment						
	Revenue						
	India	1,58,557.47	32,435.39	2,54,365.77	31,456.74	-	4,76,815.37
		(1,63,648.03)	(33,874.50)	(2,05,964.36)	(26,453.90)	(-)	(4,29,940.79)
	Outside India	1,29,323.22	-	-	2,364.77	-	1,31,687.99
		(1,00,260.07)	(-)	(-)	(-)	(-)	(1,00,260.07)
	TOTAL	**2,87,880.69**	**32,435.39**	**2,54,365.77**	**33,821.51**	**-**	**6,08,503.36**
		(2,63,908.10)	**(33,874.50)**	**(2,05,964.36)**	**(26,453.90)**	**(-)**	**(5,30,200.86)**

T&D -Transmission & Distribution ; INFRA - Infrastructure EPC

* Construction include mining receipt of JMC Mining & Quarries Ltd. @ Figures in ( ) are for previous year.

Note:

(1) Geographical segment considered for disclosure are as follows:
Revenue within India includes sales and services to customers located within India.
Revenue outside India includes sales and services to customers located outside India.

(2) Segment revenue, results, assets & liabilities of Research & Development Centre are considered as part of transmission division segment and consequently are considered as respective part of disclosure with transmission segment herein above.

39. Joint Ventures

In respect of contracts executed in Joint Ventures entities, the services rendered to the Joint Venture entities are accounted as revenue for the work done. The share of profit / loss in following Joint Venture entities has been accounted for and the same is reflected as investments or current liabilities in books of the Company.

The details of Joint Venture entities :

Name of the Joint Venture	Name of Venture Partner	Method of Accounting	Share of Interest
a. Aggrawal - JMC JV	Dinesh Chandra Aggrawal Infracon Pvt.Ltd.	Percentage of Completion	50.00%
b. JMC - Sadbhav JV	Sadbhav Engineering Ltd.	Percentage of Completion	50.50%
c. JMC - CHEC JV	China Harbour Engineering Company Ltd.	Percentage 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	Aggrawal JMC JV		JMC Sadbhav JV		JMC CHEC JV	
	2012-13	2011-12	**2012-13**	2011-12	**2012-13**	2011-12
% of Holding	**50.00%**	50.00%	**50.50%**	50.50%	**49.00%**	NA
Assets	**436.75**	531.51	**1,015.91**	1,390.93	**1,574.02**	NA
Liabilities	**87.42**	186.90	**1,093.37**	1,473.27	**1,573.37**	NA
Income	**16.10**	9.23	**11.32**	-	**4,881.21**	NA
Expenditure	**6.67**	9.21	**1.66**	0.08	**4,878.96**	NA

The aforesaid 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 above 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 they fell in the exception for proportionate consolidation as per para 29 of AS - 27.

40. During the financial year 2010-11, parent had Issued 4,192,114 equity shares of ₹ 10/- each at a premium of ₹ 1,064.20 per share totaling to ₹ 45,031.69 Lacs were allotted to the Qualified Institutional Investors under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the purpose of capital expenditure, expansion of manufacturing capacity (transmission line towers), long-term investment in PPP, BOT, BOOT and BOOM projects, development of EPC services, further investment in existing divisions and subsidiaries, working capital and such other purposes as may be permissible under applicable laws and government policies, including strategic initiatives such as investment and/or acquisitions. The proceeds from the issue have been utilized as follows:

Utilization from QIP issue	**2012-13**	2011-12
Investment in Subsidiary Companies	**13,722.43**	13,722.43
Investment in Jhajjar KT Transco P. Ltd. (SPV)	**3,814.75**	3,814.75
Investment for Raipur Manufacturing Plant	**3,510.39**	3,407.25
Utilization in Working Capital	**18,067.46**	13,472.43
Capex for construction equipments	**4,801.83**	-
Share Issue Expenses	**1,114.83**	1,114.83
Investment in Units of Mutual Funds	**-**	7,500.00
Fixed Deposits with Banks	**-**	2,000.00
TOTAL	**45,031.69**	45,031.69

41. 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 Subsidiaries 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 create a liability for provision of Income Tax. However, an amount of Income tax (Net of Deferred Tax) of ₹ 430.48 Lacs for the current year and of ₹ 2,068.64 Lacs for the earlier years since FY 2006-07 (both - include the amount of tax applicable on the share of Profit of Joint Venture Business claiming such deduction) has been disclosed as a contingent liability in note no. 30[i] to these Accounts.

42. During the year, one of the employee working with a subsidiary had indulged himself in fraudulent activities in multiple ways including releasing original export documents without realizing payment in connivance with the consignee, etc. Due to the fraudulent act of the employee sum of ₹ 221.42 lacs is stuck up with the customers. The subsidiary had detected the fraud and filed a FIR against the employee for his fraudulent act. Arrest warrant has been issued and matter is under investigation. The subsidiary has also lodged insurance claim under the fidelity insurance policy for the outstanding amount plus incidental costs. Based on the initial police report and evidences available, the subsidiary is hopeful that the amount involved will get recovered along with expenses and losses.

43. 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 is ₹ 831.76 Lacs. The subsidiary does not expect any liability on account of the same.

44. One of the Subsidiaries has entered into MOU with Rajasthan State Warehousing Corporation (RSWC), a Government of Rajasthan Undertaking, for storage of Agriculture/Non Agriculture produces on the basis of sharing of revenue for own and RSWC warehouses. The share of RSWC for the revenue billed by subsidiary is shown as operating charges in Note 26 to the statement of Profit & Loss Account.

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 non current, have approximately the same realizable value as shown in the accounts. However, these balances are subject to confirmations.

46. 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.

47. Figures pertaining to the group companies have been re-classified wherever necessary to bring them in line with the parent's financial statements. Previous year's figures have been regrouped and/ or reclassified wherever necessary to correspond with current year's classification / disclosures.

For and on behalf of the Board

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

(Gaurav J. Shah)
Partner

(M. No. 35701)
Mumbai: May 16, 2013

Kamal Jain
Director (Finance) & CFO

Bajrang Ramdharani
Company Secretary

Ranjit Singh
Managing Director

Manish Mohnot
Executive Director

Mumbai: May 16, 2013

Statement pursuant to Section 212 of the Companies Act, 1956 relating to Subsidiary Companies

(₹ in lacs)

Name of the Subsidiary Company	JMC Projects (India) Ltd.	JMC Mining & Quarries Ltd. (subsidiary of JMC Projects (India) Ltd.)	Wainganga Expressway Private Limited	Brij Bhoomi Expressway Private Limited	Vindhyachal Expressway Private Limited	Shree Shubham Logistics Ltd.	Energylink (India) Ltd.	Amber Real Estate Ltd.
Financial year of the subsidiary company ended on	31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013
Number of Equity Shares in the subsidiary company held by Kalpataru Power Transmission Ltd. at the above date and %:	17,548,908	-	-	-	-	35,850,000	1,000,000	990,000
	67.19%	67.19%	67.19%	67.19%	67.19%	85.11%	100.00%	100.00%
The net aggregate profit less losses of the subsidiary company so far as it concerns the members of Holding Company.								
(i) Dealt with or provided for in the accounts of Holding Company amounted to :								
(a) for the subsidiary's financial year ended March 31, 2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b) for previous financial years of the subsidiary since it became subsidiary :	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(ii) Not dealt or provided for in the accounts of Holding Company amounted to :								
(a) for the subsidiary's financial year ended March 31, 2013 ₹ in lacs	576.73	NIL	NIL	NIL	NIL	1,242.01	(4.20)	(23.94)
(b) for previous financial years of the subsidiary since it became subsidiary Rs in lacs:	11,357.25	NIL	NIL	NIL	Not Applicable, Since it became subsidiary during the year	237.40	(29.60)	(9.90)

Statement pursuant to exemption received under Section 212(8) of the Companies Act, 1956 relating to Subsidiary Companies

Sr. No.	Name of Subsidiary Companies	JMC Projects (India) Ltd.	JMC Mining & Quarries Ltd.	Wainganga Expressway Pvt. Ltd.	Brij Bhoomi Expressway Pvt. Ltd.	Vindhyachal Expressway Private Limited	Shree Shubham Logistics Ltd.	Energylink (India) Ltd.	Amber Real Estate Ltd.
	Financial year of the subsidiary companies ended on	31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013
1	Capital	2,611.83	50.00	3,000.00	2,275.70	2,705.00	5,800.00	100.00	99.00
2	Reserves	41,099.31	26.57	(11.31)	(9.60)	(6.17)	1,383.39	(33.72)	(34.67)
3	Total Liabiltiies	110,879.67	40.54	20,204.49	11,523.77	15,374.15	41,011.27	16,827.46	16,115.06
4	Assets	154,590.81	117.11	23,193.18	13,789.87	18,072.97	48,194.66	16,893.74	16,179.39
5	Investments (Other than in subsidiaries)	701.13	-	-	-	-	34.87	-	-
6	Turnover	253,884.07	96.88	1,527.35	-	-	23,187.13	24.00	-
7	Profit before taxation	1,592.36	5.93	-	-	(6.17)	1,971.59	(3.70)	(23.94)
8	Provision for taxation	(240.70)	1.52	-	-	-	512.30	0.25	-
9	Profit after taxation	1,833.06	4.41	-	-	(6.17)	1,459.30	(3.96)	(23.94)
10	Proposed dividend	261.18	-	-	-	-	63.52	-	-

As on 31.03.2013:1USD = INR 54.39, 1ZAR = INR 5.91, 1 NGN = INR 0.34, 1 EUR = INR 69.54, 1 UAH = INR 6.68, 1 BRL = INR 26.88

Statement pursuant to Section 212 of the Companies Act, 1956 relating to Subsidiary Companies (Cont.)

(₹ in lacs)

Kalpataru Power Transmision Nigeria Ltd.	Kalpataru SA (Proprietary) Ltd.	Kalpataru Power Transmision (Mauritius) Ltd.	Kalpataru Power Transmision USA., INC	Kalpataru Power JLT	Kalpataru Power Transmission International B.V.	Kalpataru Power Transmission Ukraine	Kalpataru Industria E Commercio S.A.*	Adeshwar Infrabuild Limited	Saicharan Properties Ltd.
31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013
1,000,000	500,000	575,000	500,000	-	500,000	399.650	-	50,000	-
100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Nil	Nil	Nil	Nil	Nil	Nil	Not Applicable, Since it became subsidiary during the year	Not Applicable, Since it became subsidiary during the year	Nil	Nil
(28.52)	(0.44)	(148.28)	(98.72)	NIL	(118.77)	(47.84)	Nil	(0.19)	NIL
(51.66)	(3.53)	(35.50)	74.89	NIL	(8.91)	Not Applicable, Since it became subsidiary during the year	Not Applicable, Since it became subsidiary during the year	(25.32)	NIL

Statement pursuant to exemption received under Section 212(8) of the Companies Act, 1956 relating to Subsidiary Companies

Kalpataru Power Transmision Nigeria Ltd.	Kalpataru SA (Proprietary) Ltd.	Kalpataru Power Transmision (Mauritius) Ltd.	Kalpataru Power Transmision USA., INC	Kalpataru Power JLT	Kalpataru Power Transmission International B.V.	Kalpataru Power Transm ission Ukraine	Kalpataru Industria E Commercio S.A.*	Adeshwar Infrabuild Limited	Saicharan Properties Limited
31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013	31/03/2013
31.27	32.01	290.33	228.17	139.30	347.99	27.32	237.80	5.00	5.00
(75.04)	22.05	(34.14)	23.99	(137.60)	(36.66)	(48.47)	(59.17)	(25.51)	(3.24)
52.43	0.79	67.74	(18.86)	184.95	3.16	5,759.19	9.27	20.72	16,966.72
8.66	54.85	323.93	233.29	186.65	314.49	5,738.04	186.89	0.21	16,968.48
-	-	-	-	-	-	-	-	-	-
-	-	-	214.06	-	-	2,275.19	-	-	-
(28.52)	(0.44)	(12.14)	(210.07)	(136.14)	(23.15)	(47.84)	(95.62)	(0.19)	(0.24)
-	-	-	(111.35)	-	-	-	-	-	-
(28.52)	(0.44)	(12.14)	98.72	(136.14)	(23.15)	(47.84)	(95.62)	(0.19)	(0.24)
-	-	-	-	-	-	-	-	-	-

* Earlier it is known as Brafer Kalpataru Industria E Comercio S.A.

NOTES

Corporate Information

Company Secretary	Auditors	Legal Advisor
Mr. Bajrang Ramdharani	M/s. Deloitte Haskins & Sells, Ahmedabad	M/s. Singhi & Co., Ahmedabad

Bankers

Indian Bank	EXIM Bank	DBS Bank
Oriental Bank of Commerce	ICICI Bank	BNP Paribas, Abu Dhabi
Union Bank of India	IDBI Bank	HSBC, Qatar
State Bank of India	Standard Chartered Bank	

Factory and Registered Office

Plot No. 101, Part III, G.I.D.C. Estate, Sector 28,
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Tel. No.: +91-22-3064 5000
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Global Footprints

Australasia		SAARC
Australia	Philippines	Bangladesh
Indonesia	Thailand	Nepal
Laos	Vietnam	Srilanka
Malaysia	India	Bhutan

Africa

Algeria	Kenya	South Africa
Congo	Mozambique	Tanzania
Djibouti	Namibia	Uganda
Ethiopia	Nigeria	Zambia

Americas	Europe	Middle East
Canada	Turkey	Iraq
Mexico	Ukraine (CIS)	Kuwait
Peru	Armenia (CIS)	Syria
USA	Tajikistan (CIS)	UAE
		Qatar
		Saudi Arabia

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FORM A

(Pursuant to Clause 31(a) of Listing Agreement)

1.	Name of the Company	: Kalpataru Power Transmission Limited
2.	Annual stand alone Financial Statements for the year ended	: March 31, 2013
3.	Type of Audit observation	: Unqualified
4.	Frequency of observation	: N.A.
5.	To be signed by-	
	- ~~CEO~~/Managing Director	Ranjit Singh
	- Director-Finance	Kamal Jain
	- Audit Committee Chairman	Vimal Bhandari
	- Auditor of the Company	: Refer our Audit Report dated May 16, 2013 on the standalone financial statements of the Company For DELOITTE HASKINS & SELLS Chartered Accountants (Firm Registration No 117365W) Gaurav J Shah (Partner) (Membership No. 35701)

Mumbai, May 16, 2013

FORM A

(Pursuant to Clause 31(a) of Listing Agreement)

1.	Name of the Company	: Kalpataru Power Transmission Limited
2.	Annual consolidated Financial Statements for the year ended	: March 31, 2013
3.	Type of Audit observation	: Unqualified
4.	Frequency of observation	: N.A.
5.	To be signed by-	
	- ~~CEO~~/Managing Director	Ranjit Singh
	- Director-Finance	Kamal Jain
	- Audit Committee Chairman	Vimal Bhandari
	- Auditor of the Company DELOITTE HASKINS & SELLS AHMEDABAD CHARTERED ACCOUNTANTS	: Refer our Audit Report dated May 16, 2013 on the consolidated financial statements of the Company For DELOITTE HASKINS & SELLS Chartered Accountants (Firm Registration No 117365W) Gaurav J Shah (Partner) (Membership No. 35701)

Mumbai, May 16, 2013