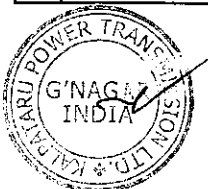


**Compliance Report for the quarter ended March 31, 2013**

Name of Issuer Company : Kalpataru Power Transmission Limited

| SN | Particulars                                                                                                                                                                                                            | Remarks                                                                                                                                                                                                                                                     |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1  | Description of the Debenture Series / Issue (Secured / Unsecured PCD / FCD / NCD)                                                                                                                                      | 9.55% Secured Redeemable Non-Convertible Debentures                                                                                                                                                                                                         |
| 2  | Type of Issue (Private / Public / Rights)                                                                                                                                                                              | Private                                                                                                                                                                                                                                                     |
| 3  | Issue amount                                                                                                                                                                                                           | 700,000,000 (Rs. 70 Crores)                                                                                                                                                                                                                                 |
| 4  | Listed / Unlisted (If listed, the Exchange where listed)                                                                                                                                                               | Listed in Bombay Stock Exchange of India (Code 946829)                                                                                                                                                                                                      |
| 5  | Coupon Rate (if revised please specify)                                                                                                                                                                                | 9.55%                                                                                                                                                                                                                                                       |
| 6  | Tenor of Issue                                                                                                                                                                                                         | 5 Years                                                                                                                                                                                                                                                     |
| 7  | Date of Allotment of Debentures                                                                                                                                                                                        | July 15, 2009                                                                                                                                                                                                                                               |
| 8  | Date of Issue of Debenture Certificate (Physical) or credit to Demat A/c                                                                                                                                               | 1st September, 2010                                                                                                                                                                                                                                         |
| 9  | Utilisation of fund raised in the debenture issue and progress of the project, if any                                                                                                                                  | Fund has been utilised for procurement of Fixed Assets of the Company                                                                                                                                                                                       |
| 10 | Whether the debenture issued are not utilised for financing, replenishing funds or acquiring shareholding in other group companies                                                                                     | No                                                                                                                                                                                                                                                          |
| 11 | Confirmation on outstanding amount as on 31-03-2013                                                                                                                                                                    | Rs. 52.50 Crores                                                                                                                                                                                                                                            |
| 12 | Last interest payment date and amount                                                                                                                                                                                  | 15/01/2013 Rs. 25,274,795/-                                                                                                                                                                                                                                 |
| 13 | Next interest payment date and amount                                                                                                                                                                                  | 15/07/2013 Rs. 24,862,705/-                                                                                                                                                                                                                                 |
| 14 | Last repayment date and amount                                                                                                                                                                                         | 15/07/2012 Rs. 175,000,000/-                                                                                                                                                                                                                                |
| 15 | Next repayment date and amount                                                                                                                                                                                         | 15/07/2013 Rs. 175,000,000/-                                                                                                                                                                                                                                |
| 16 | Whether there has been any default in payment of interest and/or principal amount ? If yes the due dates thereof                                                                                                       | No                                                                                                                                                                                                                                                          |
| 17 | Instrument rated by                                                                                                                                                                                                    | Care Rating                                                                                                                                                                                                                                                 |
| 18 | Credit rating at the time of issue                                                                                                                                                                                     | 'CARE AA' (double A) by CARE                                                                                                                                                                                                                                |
| 19 | Present credit rating and date of change of credit rating. In case of revision, the reasons thereof and attach letter from credit rating agency indicating revision in rating.                                         | CARE AA                                                                                                                                                                                                                                                     |
| 20 | a) No. of debenture holders on the date of allotment                                                                                                                                                                   | 7                                                                                                                                                                                                                                                           |
|    | b) No. of debenture holders as on beginning of this quarter                                                                                                                                                            | 7                                                                                                                                                                                                                                                           |
| 21 | Details of security created for the debentures                                                                                                                                                                         | 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. |
| 22 | Whether any security is pending to be created for the debentures                                                                                                                                                       | No                                                                                                                                                                                                                                                          |
| 23 | Whether the secured Assets are insured? If yes, attach the copies thereof                                                                                                                                              | Yes, Annexure attached                                                                                                                                                                                                                                      |
| 24 | Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured assets for the issue have been paid. If No, please give details and reasons for the same                             | Yes                                                                                                                                                                                                                                                         |
| 25 | Whether Debenture Redemption Reserve (DRR) as per SEBI regulations and Companies Act has been maintained (if applicable). If No, please give reasons for the same                                                      | Yes                                                                                                                                                                                                                                                         |
| 26 | Whether any material change has taken place in the nature and the conduct of the business of the Issuer since the date of issue which is detrimental to the interest of debenture holders. If yes, please give details | No                                                                                                                                                                                                                                                          |



COMPLIANCE IV

|    |                                                                                                                                                                                                                             |                                          |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|
| 27 | Whether any orders, directions, notice of court / tribunal/authority affecting or likely to affect the secured assets has been passed. If yes, please give details                                                          | No                                       |
| 28 | Whether any major change in the composition of the Board of Directors or shareholders as defined in the Takeover Regulations which amounts to change in control of Issuer Company has occurred. If yes, please give details | No                                       |
| 29 | Security cover as on March 31, 2013                                                                                                                                                                                         | Minimum 1.25 times of the amount of NCDs |
| 30 | Whether any encumbrances have been created over the Secured Assets during this quarter. If yes, give the details                                                                                                            | No                                       |
| 31 | In case of Secured Debentures, whether Register of Debenture Holders has been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons.            | Yes                                      |
| 32 | In case of Partially / Fully Convertible Debentures, whether the Debentures have been converted into Equity in accordance with the terms of issue? If no, please give reasons.                                              | Not Applicable                           |
| 33 | Whether the provisions of the following laws applicable to Debentures have been complied with:                                                                                                                              |                                          |
|    | a) Companies Act (for all the Issuers)                                                                                                                                                                                      | Yes                                      |
|    | b) SEBI Model Listing Agreement (for listed issues)                                                                                                                                                                         | Yes                                      |
|    | c) SEBI Listing Regulations (for all issues)                                                                                                                                                                                | Yes                                      |
|    | d) ICDR Regulations (for all issuers)                                                                                                                                                                                       | Yes                                      |
| 34 | In case of listed issues, whether any dividend has been declared during this quarter.                                                                                                                                       | No                                       |

Annexure

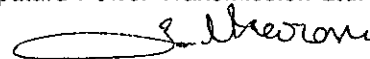
|   |                                                                                                                                                                                                   |                      |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|
| 1 | Updated list of names and addresses of Debenture Holders. (In case of large list, kindly provide a CD in lieu of hard copies)                                                                     | As per List attached |
| 2 | Number and nature of grievances received from Debenture Holders and time frame within which the same were resolved by the Issuer Company. Nil statement to be submitted in case of no grievances. | Nil                  |

|    |                                 |                                                                                                                                  |
|----|---------------------------------|----------------------------------------------------------------------------------------------------------------------------------|
|    | Contact Details:                |                                                                                                                                  |
| a) | Name of Authorised Signatory    | Bajrang Ramdharani                                                                                                               |
| b) | E-mail Address                  | <a href="mailto:cs@kalpatarupower.com">cs@kalpatarupower.com</a>                                                                 |
| c) | Contact Number                  | 079 23214144                                                                                                                     |
| d) | Name and Address of R & T Agent | Link Intime India Private Limited having its office at C 13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai, India. |

I, Bajrang Ramdharani, VP-Finance & Company Secretary of Kalpataru Power Transmission Ltd., do hereby certify that the above information and details are true and correct.

Date : 19/04/2013  
Place : Gandhinagar

For Kalpataru Power Transmission Ltd.



Bajrang Ramdharani  
VP-Finance & Company Secretary

**Kalpataru Power Transmission Ltd. Gandhinagar****Name and Address of Original Allottees**

| <b>Sr. No.</b> | <b>Name of the allottees</b>                                    | <b>Address</b>                                                                                                                         |
|----------------|-----------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| 1              | Dena Bank                                                       | Dena Bank Treasury ,<br>4th Floor, Corporate Centre,<br>C-10 - G Block<br>Bandra - Kurla Complex,<br>Bandra (East)<br>MUMBAI - 400 051 |
| 2              | The Federal Bank Ltd.                                           | Treasury Department<br>C-8, First Floor, Laxmi Tower,<br>Bandra Kurla Complex,<br>Bandra (East)<br>MUMBAI - 400 051                    |
| 3              | Corporation Bank                                                | Investment & International<br>Banking Division,<br>15, Mittal Chambers,<br>Nariman Point,<br>MUMBAI - 400 021                          |
| 4              | Syndicate Bank                                                  | F.I.M. Departement<br>Maker Towers E,<br>II Floor, Cuffe Parade,<br>Colaba,<br>MUMBAI - 400 005                                        |
| 5              | Karnataka Vikas Grameena Bank                                   | Karnataka Vikas Grameena Bank<br>Head Office<br>P.B. No. 111, Belgaum Road,<br>Dharwad - 580 008,<br>Karnataka                         |
| 6              | United India Insurance Company Ltd.<br>Employees Providend Fund | No. 24 Whites Road<br>Chennai<br>CHENNAI -600 014                                                                                      |
| 7              | United India Insurance Company Ltd.<br>Employees Gratuity Fund  | No. 24 Whites Road<br>Chennai<br>CHENNAI -600 014                                                                                      |

