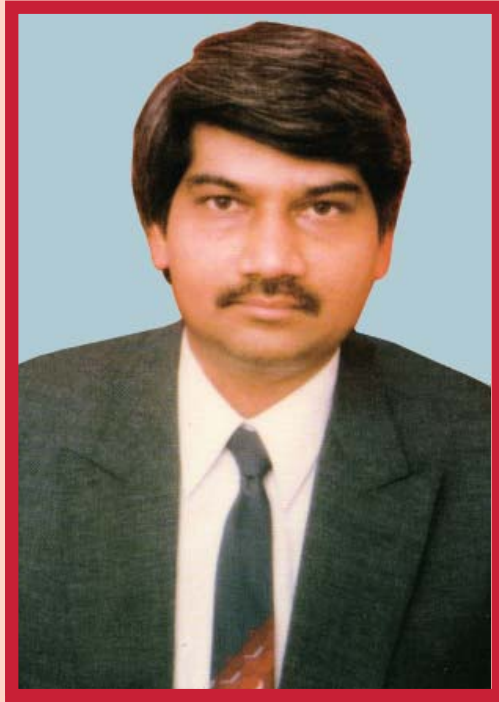




RTS Power Corporation Ltd.
ANNUAL REPORT 2016-17

Mortal in Life - immortal in memory



Late Surendra Bhutoria (1961-1995)

CORPORATE INFORMATION

BOARD OF DIRECTORS

Sri Sardul Singh Jain
Sri Rajendra Bhutoria
Sri Abhay Bhutoria
Smt Rachna Bhutoria
Sri Ram Lal Saini
Sri Alok Kumar Banthia

Chairman
Vice Chairman & Whole-Time Director
Managing Director
Director
Director
Director

COMPANY SECRETARY

Sri J. Biswas

AUDITORS

A. C. Bhutoria & Co.
Chartered Accountants
2, India Exchange Place (2nd Floor)
Kolkata - 700 001

BANKERS

State Bank of Bikaner & Jaipur
(Merged with State Bank of India
w.e.f. 1st April, 2017)
ICICI Bank Limited
Bank of Baroda
Canara Bank
Oriental Bank of Commerce

REGISTERED OFFICE

56, Netaji Subhas Road (2nd Floor)
Kolkata - 700 001
Phone : (033) 2242-6025
98310 39925, 98300 09827
Fax : (033) 2242-6732
E-mail : headoffice@rtspower.com
Website : www.rtspower.com

CIN : L17232WB1947PLC016105

PLANTS

1. Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Power & Distribution Transformers Unit
C-174, Road No 9J Vishwakarma Industrial Area
Chomu Road, Jaipur - 302013 (Rajasthan)
2. Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Power & EHV Division Unit - 132 KV Class Transformers
E-346, Road No. 16, Vishwakarma Industrial Area
Jaipur - 302013 (Rajasthan)
3. Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Distribution Transformers Division
F 139 to 142 Udyog Vihar, Jetpura, Jaipur (Rajasthan)
4. RTS Power Corporation Limited
Transformer & Speciality Oil Unit
A-25, 26 RIICO Industrial Area, Kaladera,
Chomu, Jaipur, (Rajasthan)
5. Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Power & Distribution Transformers Unit
Near 14 KM Mile Stone, Mathura Road
P.O. Artoni, Agra - 282007 (U.P.)
6. RTS Power Corporation Limited
Power & Distribution Transformers Unit
Jala Dhulagori, Sankrail, Dhulagori
Howrah - 711302 (West Bengal)
7. RTS Power Corporation Limited
Wind Energy Division
Dhule - Maharashtra
8. RTS Power Corporation Limited
Wind Energy Division
Barmer - Rajasthan

REGISTRAR & SHARE TRANSFER AGENT :

NICHE TECHNOLOGIES PRIVATE LIMITED

D-511, BAGREE MARKET, 5TH FLOOR, 71, B.R.B. BASU ROAD, KOLKATA - 700001

PHONE : (033) 2234-3576, 2235-7270/7271/3070, Fax No. : (033) 2215-6823

E-mail: nichetechpl@nichetechpl.com

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Directors' Report

Dear Shareholders,

Your Directors have the pleasure in presenting their 69th Annual Report on the business and operations of your Company and the audited Financial Statements of your Company for the year ended March 31, 2017:

FINANCIAL RESULTS

(₹ In Lacs)

	2016-2017		2015-2016	
Total Income		10974.43		14532.63
Total Expenditure		10740.94		14499.75
		233.49		32.88
Add :				
Exceptional Item		0.00		236.84
Profit Before Tax		233.49		269.72
Less :				
Current Tax	62.00		68.70	
Deferred Tax	(14.82)		(10.35)	
FBT for earlier years	0.16	47.34	-	58.35
Profit After Tax		186.15		211.37
Add: Profit Brought Forward		1210.57		999.20
Balance Carried to Reserves & Surplus		1396.72		1210.57

No material changes and commitments affecting the financial position of your Company occurred between the end of the Financial Year of your Company to which the Financial Statements relate and the date of this Report.

There is no change in the nature of business of your Company.

DIVIDEND

The Board of Directors has proposed to retain the entire amount of profit of ₹ 1.86 Crores in Reserves and Surplus as Credit Balance in the Statement of Profit & Loss for expansion and further growth of the Company and therefore, has not recommended payment of any Dividend.

STATE OF THE COMPANY'S AFFAIRS

OPERATIONAL REVIEW

During the year under review, your Company's Net operating Revenue (excluding Excise Duty and VAT) has fallen down to Rs 107.94 Crores from Rs 142.41 Crores over last year a reduction of approx. 24%. Including other income, total Revenue has fallen down by 24 % approx. from Rs 145.33 Crores in 2015-2016 to Rs 109.74 Crores in 2016-2017. Such shortfall has arisen due to a variety of reasons. Prime amongst them has been the non-lifting of Finished products by various Private Customers, due to their poor financial health and delay in executing rural electrification projects.

Coupled with the above has been the upheavals and structural changes in the transformer industry .This has been explained in greater detail in the Management and Discussion Analysis.

Directors' Report

Despite its best efforts to reduce Inventory and Debtors this year saw an increase in both from the last year. However, even though this was the case the Company has still endeavored to reduce its borrowing both secured and unsecured.

The Unsecured Loans of your Company have been reduced from Rs 5.37 Crores of last year to Rs 4.71 Crores of this year. Your Company is committed to reducing its borrowings and also to bring all external liabilities further down next year.

This year your Company has earned a Profit Before Tax of Rs 2.33 Crores as against Rs 2.70 Crores of last year. The operating Profit of the Company has increased from Rs 0.33 Crores to Rs 2.33 Crores, an increase of 610 % over last year.

FUTURE OUTLOOK

Your Company continues to focus on Exports as a new growth engine for its operations. Although this year the Company's Export Sales has registered a nominal growth of about Rs 45.47 lacs over last year with its increase from Rs 11.21 Crores in 2015-2016 to Rs 11.67 Crores in 2016-2017 your Company is putting much thrust on Export Sales and expects further increase in Export Sales in coming years. Along with this thrust on Exports, the Company has also made great efforts to change its customer profile in the last couple of years. From deriving more than 90% of its Sale from State owned Utilities the Company with great effort has changed its customer profile to a larger extent. Today the Company derives only 30% of its Sales from Electricity Boards. EPC Contractors / Private Company Sales contributed more than 70 % of the total Sales of your Company in the current year.

However, as in the past, mushroom growth and unhealthy competition from various Transformer manufacturing Units in unorganized sector is posing problems to organized sector, like your Company, resulting in under utilization of production capacities, and therefore, the selling prices are under pressure, so are the lower margins.

SHARE CAPITAL

The Paid-up Equity Share Capital and Non-cumulative, Non-convertible and Redeemable Preference Share Capital as on March 31, 2017 was ₹ 8.17 Crores and ₹ 7.50 Crores respectively. During the year under review, your Company has not made any further Issue of Shares. Your Company has so far neither issued Shares with differential voting rights nor granted Stock Options nor Sweat Equity Shares. Your Company has not made so far any Buy-back of its own Equity Shares

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

Monitoring and control of consumption of sources of energy like power, oil, etc. continued to be a priority area of your Company. Energy conservation procedures also form an important part of your Company's operational practices. No alternative sources of energy has so far been utilized. There is no capital investment during the year under review on energy conservation equipment.

Your Directors have nothing to report in the matter of Technology Absorption since your Company has neither hired nor imported any technology from outside sources. Your Company has no Research and Development (R&D) Department and has not spent any amount on R & D during the Financial Year.

Your Company has achieved increased Export business and consequently, Foreign Exchange earnings (FOB) out of such Export business during this year was Rs 1166.96 Lacs (reflecting increase of 4 % over last year). The Foreign Exchange outgo during this year was as follows:

Directors' Report

Expenditure in Foreign Currency

Foreign Travelling	₹ 11.74 Lacs
Bank Charges	₹ 1.25 Lacs
	₹ 12.99 Lacs

DIRECTORS

The Board of Directors (the Board) of your Company consists of a balanced profile of Members specializing in different fields that enables the Board to address the various business needs of your Company, while placing very strong emphasis on corporate governance.

(a) Appointment /Resignation of Directors

There was no change in Directors of your Company during the year under review.

(b) Independent Directors

Your Company has at present two Independent Directors, namely, Sri Sardul Singh Jain (DIN 00013732) and Sri Alok Kumar Banthia (DIN 00528159) which meets the requirements of both the Companies Act, 2013 (the Act) and the Rules made thereunder as well as the provisions contained in Regulation 17(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"). They are not liable to retire by rotation.

Your Company has received necessary declarations from the above mentioned Independent Directors under Section 149(7) of the Act confirming that they meet the criteria of independence as prescribed both under Sub-Section(6) of Section 149 of the Act and under Regulation 16(b) of the Listing Regulations.

(c) Re-appointment of Whole-time Director

The Board at its Meetings held on March 14,2017 and March 31, 2017 has re-appointed Sri Rajendra Bhutoria (DIN : 00013637) as Whole-time Director of your Company for a further period of 3(three) years from April 1, 2017 subject to the approval of Members.

A Special Resolution proposing his re-appointment and the payment of remuneration to him is included as part of the Notice convening the forthcoming Sixty Ninth Annual General Meeting.

(d) Retirement of Director by rotation

As per the provisions of the Companies Act, 2013 and the Articles of Association of the Company Smt Rachna Bhutoria (DIN 00977628), Director of your Company will retire by rotation at the forthcoming Annual General Meeting and, being eligible, offers herself for re-appointment.

(e) Meetings of the Board and its Committees

The number and dates of Meetings of the Board and its Committees thereof and the Directors' present therein have been given in the Report on Corporate Governance attached herewith.

(f) Separate Meetings of Independent Directors

As per stipulation in Clause VII of the Code for Independent Directors in Schedule IV of the Companies Act, 2013 and as per Regulation 25(3) of the Listing Regulations , a separate Meeting of the Company's Independent Directors was held on October 26, 2016 without the attendance of Non-Independent Directors and members of the Management to review inter alia the performance of Non-Independent Directors and the Board as whole as per the criteria formulated by the Nomination and Remuneration Committee for evaluation of performance of Directors and Board of Directors.

Directors' Report

They also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

(g) Performance Evaluation of Independent Directors

The performance evaluation of Independent Directors was done by the entire Board of Directors as required under Regulation 17(10) of the Listing Regulations and as per stipulation in Clause VIII of the Code for Independent Directors in Schedule IV of the Companies Act, 2013 in its Meeting held on May 30, 2016, excluding the Independent Director being evaluated as per the criteria formulated by the Nomination and Remuneration Committee (NRC) for evaluation of performance of Independent Directors. On the basis of the Report of performance evaluation by the Board, it shall be determined by NRC whether to extend or to continue the term of appointment of Independent Directors.

(h) Annual Evaluation of Board, its Committees and Individual Directors

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations the Board has carried out an annual evaluation of its own performance, of each Board Member individually as well as the working of its Committees .

The manner in which the evaluation was carried out was as follows:

The Nomination and Remuneration Committee of your Company formulated and laid down criteria for Performance Evaluation of the Board (including Committees) and every Director (including Independent Directors) pursuant to the provisions of Section 134, Section 149 read with Code of Independent Directors (Schedule IV) and Section 178 of the Companies Act, 2013 and Regulation 19(4) read with Part D of Schedule II of Listing Regulations covering inter-alia the following parameters, namely :

- i) Board Evaluation - degree of fulfilment of key responsibilities; Board culture and dynamics.
- ii) Board Committee Evaluation - effectiveness of Meetings; Committee dynamics.
- iii) Individual Director Evaluation (including IDs) - contribution at Board Meetings /Committee Meetings.

Further, the Chairman and Managing/Whole-time Director are evaluated on key aspects of their roles which include inter-alia effective leadership to the Board and adequate guidance to the Management team respectively.

Based on these criteria, the performance of the Board, various Board Committees viz. Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee and Individual Directors (including Independent Directors) was evaluated by the Board and found to be satisfactory.

During the year under review, the Independent Directors of your Company reviewed the performance of Non Independent Directors and Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.

Further, the Independent Directors hold unanimous opinion that the Chairman and other Non Independent Directors, including Managing Director and Whole-time Director, bring to the Board, abundant knowledge in their respective fields and are experts in their respective areas. Besides, they are efficient, dynamic, matured, practical and have sufficient knowledge of the Company.

The Board as a whole is an integrated, balanced and cohesive platform where diverse views are expressed and dialogued when required, with each Director bringing professional domain knowledge to the table. All Directors are participative, interactive and communicative.

Directors' Report

The Chairman has abundant knowledge, experience, skills and understanding of the Board's functioning, possesses a mind for detail, is meticulous to the core and conducts the Meetings with poise and maturity.

The information flow between the Company's Management and the Board is complete, timely with good quality and sufficient quantity.

The following Policies of the Company are attached herewith marked as **Annexure 'C'** and **Annexure 'D'**, which have also been placed on the Company's Website www.rtspower.com:

- (i) **Policy for selection of Directors and determining Directors' independence; and**
- (ii) **Remuneration Policy for Directors, Key Managerial Personnel and other employees.**

KEY MANAGERIAL PERSONNEL

During the year there was no change in the Key Managerial Personnel of your Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 (the 'Act') and, based upon representations from the Management, the Board, to the best of its knowledge and belief, confirms that:

- I. in the preparation of the Annual Accounts for the year ended March 31, 2017, the applicable Accounting Standards have been followed and there are no material departures from the same;
- II. the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the Profit of the Company for the year ended on that date;
- III. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. the Directors have prepared the Annual Accounts of the Company on a 'going concern' basis ,
- V. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively ; and
- VI. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively .

CORPORATE GOVERNANCE

A separate Report on Corporate Governance in format as prescribed in Part C of Schedule V under Regulation 34(3) of the Listing Regulations forms a part of the Annual Report of your Company and is being attached hereto marked as **Annexure- 'A'**, along with the Auditors' Certificate on its compliance. A Report on Management Discussion and Analysis as stipulated in the Part B of the said Schedule is also attached herewith marked as **Annexure -'B'**.

DEPOSITS

Your Company has not accepted any Deposit within the meaning of Sections 73 and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

No loan or deposit has been taken or accepted from any Director of your Company.

Directors' Report

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of the Companies Act, relevant dividend amounts which remained unpaid or unclaimed for a period of seven years have been transferred by the Company, from time to time on due dates, to the Investor Education and Protection Fund (IEPF).

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 29, 2016 (date of its last Annual General Meeting) on the Company's Website www.rtspower.com and has also filed Form No IEPF 2 on November 16, 2016 with the Registrar of Companies, West Bengal. Since the abovesaid last Annual General Meeting, the Company has also transferred unpaid and unclaimed Dividend amount in respect of Final Dividend for the Financial Year 2008-2009 to IEPF on November 15, 2016 and filed Form No IEPF 1 with the Registrar of Companies, West Bengal following such transfers.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return as provided in Sub Section 3 of Section 92 of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014 in Form MGT 9 is enclosed, marked as **Annexure 'E'**.

AUDITORS AND AUDITORS' REPORT

STATUTORY AUDITORS

M/s A .C. Bhuteria & Co, Chartered Accountants, (FRN 303105E) statutory Auditors of the Company (ACB) were re-appointed Auditors to hold office from the conclusion of Sixty Sixth Annual General Meeting (AGM) held on September 29, 2014 till the conclusion of Sixty Ninth AGM to be held on September 11, 2017 subject to ratification by the Members at the Sixty Seventh and Sixty Eighth AGM of the Company. As such, ACB retires at the conclusion of Sixty Ninth AGM. In view of the provisions of Section 139 of the Act, ACB can no more continue as the Company's Auditors. The Board, upon the recommendation of the Audit Committee, has appointed in its Meeting held on June 15, 2017 M/s Lodha & Co., Chartered Accountants (FRN 301051E) as Auditors for a period of five years from the conclusion of the Sixty Ninth AGM, subject to the approval of the Members in the said AGM. The Board, therefore, recommends an Ordinary Resolution to this effect for approval of the Members at the forthcoming Sixty-Ninth AGM.

AUDITORS' REPORT

The Notes on Financial Statements of the Company referred to in the Auditors' Report are self-explanatory and do not call for any further comments by the Board. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Pursuant to the provisions of Section 143(12) of the Companies Act, 2013, the Auditors have not reported any incident of fraud to the Audit Committee during the year under review.

INTERNAL AUDITORS

The Board has re-appointed, on the recommendation of the Audit Committee, M/s K.S. Bothra & Co, Chartered Accountants (FRN 304084E) as Internal Auditors of your Company to conduct Internal Audit of the functions and activities of your Company for the Financial Year 2017-2018.

COST AUDITORS

Pursuant to Section 148 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Amendment Rules, 2014 the Board of Directors of your Company, on the recommendation of the Audit Committee, has appointed M/s K.G.Goyal & Associates (FRN 000024) as Cost Auditors of your Company, with due information to the Central Government by way of filing the prescribed Form No CRA 2 on June 7, 2017, for conducting audit of cost records of

Directors' Report

your Company for the Financial Year 2017-2018, subject to ratification of their remuneration as approved by the Board, on the recommendation of the Audit Committee, by the Members of the Company in its ensuing Annual General Meeting

SECRETARIAL AUDITOR

The Board has appointed Sri Manoj Prasad Shaw, Proprietor of M/s Manoj Shaw & Co., Practicing Company Secretary (FCS No 5517 C.P. No 4194) to conduct Secretarial Audit for the Financial Year 2016-2017.

The Secretarial Audit Report for the Financial Year ended March 31, 2017 in the prescribed Form No MR3 is annexed herewith pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 marked as **Annexure 'F'** to this Report.

The Management has taken a note of the observation made by the Secretarial Auditor for the delay of 10 days in filing of disclosure under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for disclosing a quarterly compliance report on Corporate Governance for quarter ended 30th September, 2016 and assured for future compliance.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEE GIVEN AND SECURITIES PROVIDED

The Company has neither given any Loan and Guarantee nor provided any security in terms of Section 186 of the Companies Act, 2013.

Your Company has invested Rs 6,65,675/- for purchase of 66,400 Equity Shares of Rs 10/-each of Bhutoria Brothers Private Limited during the period under review.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Particulars of all contracts/ arrangements/transactions entered into by the Company during the Financial Year with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 are given in Form AOC 2 as prescribed in Rule 8(2) of the Companies (Accounts) Rules, 2014 annexed herewith and marked as **Annexure 'G'**. During the year the Company has not entered into any contract/ arrangement/transaction with any related parties which could be considered material in accordance with the Policy of the Company on materiality of the related party transactions.

The Policies on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's Website at the link www.rtspower.com

Your Directors draw attention of the Members to Note No 39 to the Financial Statements which sets out related party disclosures.

A Statement in summary form of transactions with related parties in the ordinary course of business has been periodically placed before the Audit Committee and the Board of Directors for its approval before entering into such transactions or making any amendment thereto during the year under review.

For the current Financial Year 2017-2018, the Audit Committee has given omnibus approval of related party transactions to be entered into by the Company on the basis of criteria laid down by it and approved by the Board of Directors. The Audit Committee reviews on a quarterly basis the details of related party transactions entered into by the Company pursuant to each of the omnibus approval given by it. All such related party transactions for which omnibus approval has been given by the Audit Committee has also been subsequently approved by the Board for the current Financial Year 2017-2018.

Directors' Report

SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY

Your Company does not have any Subsidiary, Joint Venture and Associate Company during the year under review.

As mentioned in the last year's Directors' Report both Blue Nile Projects Limited, Hong Kong and ABAY Energy Private Limited Company, Ethiopia have ceased to be Subsidiary Company and step-down Subsidiary Company respectively of your Company on July 27, 2015.

Therefore, consolidated Financial Statements of the Company and its abovesaid two Subsidiaries for the year ended March 31, 2017 need no more be prepared and thus will not form part of the Annual Report this year unlike previous years.

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended by the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 (the Rules) are provided in **Annexure 'H'**.

Further the information, as required pursuant to Rule 5(2) and 5(3) of the said Rules, also forms a part of this Annual Report. However, as per the proviso to Section 136(1) of the Act, this Annual Report is being sent to all the Members of your Company excluding the abovesaid information. The said information is available for inspection by Members at the Company's Registered Office during working hours upto the date of the Annual General Meeting. Any Member interested in obtaining such information may also write to the Company Secretary at the Registered Office of the Company.

AUDIT COMMITTEE

The Audit Committee of the Board of Directors, constituted in terms of Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, has been functioning in your Company for a long time.

As on the close of business on March 31, 2017 the Audit Committee comprises of two Non-Executive Independent Directors, Sri S. S. Jain and Sri Alok Kumar Banthia and one Executive Non-Independent Director, Sri R. Bhutoria, Vice Chairman & Whole-time Director of your Company. Sri S.S.Jain is the Chairman of the Committee, who also chaired the Annual General Meeting of your Company held on September 29, 2016. All the Members of the Committee are financially literate and have accounting or related financial management expertise.

The Company's Accounts personnel and representatives of the statutory Auditors as well as Internal Auditors and Cost Auditors are invitees in most of the Meetings of the Audit Committee. Mr. J. Biswas, Company Secretary acts as the Secretary of the Committee.

All recommendations of the Audit Committee were duly accepted by the Board and there were no instances of any disagreements between the Committee and the Board.

VIGIL MECHANISM

A Vigil Mechanism, which also incorporates a Whistle Blower Policy in terms of the Listing Regulations, has been established for Directors, Employees and Stakeholders to report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy or grievances in accordance with the provisions contained in Section 177 of the Companies Act, 2013 read with Rule 7 of The Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the Listing Regulations. Such Vigil Mechanism provides for adequate safeguards against victimization of Directors, Employees and Stakeholders who avail of the Vigil Mechanism and also provides for the direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

Directors' Report

The Audit Committee, as formed above, oversees the Vigil Mechanism and should any of the Members of the Committee have a conflict of interest in a given case, they should recuse themselves and the others on the Audit Committee would deal with the matter on hand.

Details in this regard have been disclosed in the Company's Website at the link: www.rtspower.com

CORPORATE SOCIAL RESPONSIBILITY POLICY

Your Company has not developed and implemented any Policy on Corporate Social Responsibility initiatives as the relevant provisions of the Companies Act, 2013 and the Rules framed thereunder are not applicable to your Company.

RISK MANAGEMENT POLICY

Keeping in view of the nature of industry in which your Company is engaged, your Company has all along been conscious of the risk associated with the nature of its business. Senior Management personnel carried out risk identification, risk assessment, risk treatment and risk minimization procedures for all functions of the Company, which are periodically reviewed on an ongoing basis and Board Members are informed about all these from time to time to ensure that executive management controls risk through means of a properly defined framework. The Board of Directors is overall responsible for framing, implementing and monitoring the Company's systems for risk management.

The Board of Directors also oversees that all the risks that the organization faces such as strategic, financial, credit, marketing, liquidity, security, property, goodwill, IT, legal, regulatory, reputational and other risks have been identified and assessed and executive management keeps a vigil on such risks so that it can be addressed properly as soon as possibility of occurrence of any one of such risks arises.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India . Your Company's internal control structure showed no reportable material weakness.

GENERAL

- No significant and material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operations in future.
- Your Directors state that during the year under review, there was no case filed pursuant to The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

APPRECIATION

Your Directors take this opportunity to express their whole-hearted appreciation for the unstinted support and co-operation received from Banks, State Electricity Boards, Government and Semi Government Authorities, Power Utilities, other customers, vendors and Shareholders during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the sincere and devoted services that the Executives, Staffs and Workers at all levels have rendered to your Company.

Registered Office :
56, Netaji Subhas Road, 2nd Floor
Kolkata - 700001
Dated : August 1, 2017

For and on behalf of the Board of Directors
S. S. JAIN
Chairman
DIN : 00013732

Report on Corporate Governance (Annexure 'A' to Directors' Report)

Company's Philosophy on Code of Governance

Your Company believes in adopting and adhering to the best recognized Corporate Governance practices. Your Company has infused the philosophy of Corporate Governance into all its activities. The philosophy of Corporate Governance is an important tool for Shareholders for protection and maximization of their long term values. Your Company's core values of quality consciousness, customer satisfaction, fairness in dealings, adopting transparent accounting policies, following superior Board practices, consistent consideration for all its stakeholders' interests serve as the means for implementing its philosophy of Corporate Governance in letter and spirit. Your Company complies with Corporate Governance Systems not as a mere structure or statutory guidelines, but as a way of corporate life.

Board of Directors

- (a) As on close of business on March 31, 2017 the Board is headed by Sri Sardul Singh Jain, regular Non Executive Chairman and comprises of five other Directors (one Vice Chairman & Whole-time Director, one Managing Director and three Non-Executive Directors, including one woman Director) all of whom have considerable experiences in their own fields.

The day-to-day management of your Company is conducted by the Managing Director and Vice Chairman & Whole-time Director subject to the superintendence, control and directions of the Board of Directors ('the Board'). About sixty seven percent of the Board consists of Non-Executive Directors, including one woman Director and about thirty three percent of the Board are Independent Directors. As on close of business on March 31, 2017, the composition of the Board satisfies the conditions that Regulations 17(a) and (b) of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") have laid down in this regard as also Section 149 of the Companies Act, 2013 ("the Act").

The details of the Directors and their Shareholdings as at March 31, 2017 are given below :

Name of the Directors	Category of Directorship	No. of Shares held in the Company
Sri S. S. Jain	Non-Executive/Independent / Chairman	Nil
Sri Rajendra Bhutoria	Executive / Promoter / Vice Chairman & Whole- time Director	84,900 39,700 (Self) 45,200(HUF)
Sri Abhay Bhutoria	Executive / Promoter / Managing Director	1,54,495 53,800(Self) and 1,00,695(HUF)
Smt Rachna Bhutoria	Woman/ Non-Executive/Promoter	38,800
Sri Ram Lal Saini	Non-Executive/ Non-Independent	160
Sri Alok Kumar Banthia	Non-Executive/ Independent	Nil

Report on Corporate Governance (Annexure 'A' to Directors' Report)

- (b) Number of other Board of Directors or Board Committees (other than in your company) where Directors of your Company are Directors / Members / Chairman as on the close of business on March 31, 2017 :

Name of the Directors	No. of Directorship in other Boards	No of Independent Directorships held in other Listed Companies	No. of Membership in other Board Committees	No. of Chairmanship in other Board Committees
Sri S. S. Jain	16	5	8	3
Sri Rajendra Bhutoria	7	Nil	Nil	Nil
Sri Abhay Bhutoria	2	Nil	Nil	Nil
Sri Ram Lal Saini	Nil	Nil	Nil	Nil
Smt Rachna Bhutoria	2	Nil	Nil	Nil
Sri Alok Kumar Banthia	1	Nil	Nil	Nil

The Chairmanship and Membership of Board Committees in other Companies held by Directors as mentioned above, do not include those held, if any, in foreign companies, companies registered under Section 8 of the Companies Act, 2013 and Private Limited Companies. Chairmanship/Membership held in Public Limited Companies, whether listed or not, only, therefore, has been considered as per the Listing Regulations. Necessary disclosures regarding Committee positions in other Companies as on March 31, 2017 have been made by the Directors.

In accordance with the Listing Regulations Memberships/Chairmanships of only Audit Committees and Stakeholders Relationship Committees have been considered.

- (c) Details of Board Meetings held during the period from April 1, 2016 to March 31, 2017 and attendance of each Director at the Board Meetings and at the last Annual General Meeting (AGM) held during the Financial Year ended on March 31, 2017 are given below:

10 (Ten) Board Meetings were held during the Financial Year ended March 31, 2017 on May 30, 2016, August 12, 2016, August 27, 2016, September 29, 2016, November 14, 2016, December 20, 2016, February 13, 2017, February 28, 2017, March 14, 2017 and March 31, 2017

Name of the Directors	Attendance	
	No. of Board Meetings	Last AGM
Sri S. S. Jain	10	Yes
Sri Rajendra Bhutoria	10	Yes
Sri Abhay Bhutoria	10	Yes
Smt Rachna Bhutoria	10	Yes
Sri Ram Lal Saini	8	Yes
Sri Alok Kumar Banthia	10	Yes

The Board met more than four times and at least once in every Quarter during the Calendar Year 2016. The gap between any two Meetings did not exceed 120 days.

- (d) Necessary information, where applicable, as mentioned in Part A of Schedule II under Regulation 17(7) of the Listing Regulations has been placed before the Board in each Board Meeting.

Report on Corporate Governance (Annexure 'A' to Directors' Report)

Audit Committee

The terms of reference of the Audit Committee are in line with Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, besides other terms as may be referred to it by the Board of Directors.

The Audit Committee of the Board exercises the powers and plays the role and discharges its function as per the abovesaid Regulation of the Listing Regulations and Section of the Companies Act.

As on the close of business on March 31, 2017 the Audit Committee comprises of two Non-Executive Independent Directors, Sri S. S. Jain and Sri Alok Kumar Banthia and one Executive Non-Independent Director, Sri R. Bhutoria, Vice Chairman & Whole-time Director of the Company. Sri S.S.Jain is the Chairman of the Committee, who also chaired the Annual General Meeting of the Company held on September 29, 2016. All the Members of the Committee are financially literate and have accounting or related financial management expertise.

The Company's Accounts personnel and representatives of the statutory Auditors as well as Internal Auditors are usually invitees in the Meetings of the Audit Committee. Mr. J. Biswas, Company Secretary acts as the Secretary of the Committee.

During the Financial Year ended on March 31, 2017, 5 (Five) Meetings were held on May 30, 2016, August 12, 2016, November 14, 2016, February 13, 2017 and March 22, 2017.

The gap between any two Meetings did not exceed 120 days. Moreover, the requisite Quorum as required by the Listing Regulations was present in all the Meetings held during the abovesaid Financial Year.

Composition of the Audit Committee and the attendance of the Members during the Financial Year ended on March 31, 2017 are furnished below:

Sl. No.	Name of Directors who are Members of the Audit Committee	No. of Meetings held	No. of Meetings Attended
1	Sri S. S. Jain, Chairman	5	5
2	Sri Rajendra Bhutoria, Member	5	5
3	Sri Alok Kumar Banthia, Member	5	5

Vigil Mechanism

A Vigil Mechanism, which also incorporates a Whistle Blower Policy in terms of the Listing Regulations, has been established for Directors, Employees and Stakeholders to report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy or grievances in accordance with the provisions contained in Section 177 of the Companies Act, 2013 read with Rule 7 of The Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the Listing Regulations. Such Vigil Mechanism provides for adequate safeguards against victimization of Directors, Employees and Stakeholders who avail of the Vigil Mechanism and also provides for the direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

There has not been any case that a person wanted to have an access to the Audit Committee, but he has been denied.

The Audit Committee, as formed above, oversees the Vigil Mechanism and should any of the Members of the Committee have a conflict of interest in a given case, they should recuse themselves and the others on the Audit Committee would deal with the matter on hand.

The Policy on Vigil Mechanism and Whistle Blower Policy is available on the Company's Website at the link www.rtspower.com

Report on Corporate Governance (Annexure 'A' to Directors' Report)

Anti-Sexual Harassment Policy

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 covering all employees of the Company. Audit Committee, consisting of two Independent Directors and Vice Chairman and Whole-time Director, has been considered most suitable to look into any complaints in this regard. Hence this Audit Committee should be treated acting as the Internal Complaints Committee for the purpose of this Act set up to redress complaints received regarding sexual harassment. The Audit Committee, however, did not receive any complaint for redressal during the year. No case has been filed pursuant to this Act during the year. The Company carried out awareness programmes against sexual harassment throughout the year.

Nomination and Remuneration Committee

- Nomination and Remuneration Committee of the Board of Directors comprises of three Non-Executive Directors, two of them being Independent Directors. The Members of the Committee are Sri Alok Kumar Banthia and Sri S. S. Jain, Non-Executive Independent Directors and Smt Rachna Bhutoria, Non-Executive Promoter Director. Sri Alok Kumar Banthia, Chairman of the Committee attended the last Annual General Meeting of the Company held on September 29, 2016. Sri J. Biswas, Company Secretary acts as the Secretary of the Committee.

The Committee essentially discharges the role as assigned to it by the Board as per Clause A of Part D of Schedule II under Regulation 19(4) of the Listing Regulations, Section 178 of the Companies Act, 2013 (the Act) read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Explanation IV to Part II of Schedule V to the Act.

During the Financial Year 2016-2017 3(Three) Meetings of the Nomination and Remuneration Committee were held on November 10, 2016, March 18, 2017 and March 31, 2017 and the attendance of the Members were as follows :

Sl. No.	Name of Directors who are Members of the Nomination and Remuneration Committee	No. of Meetings held	No. of Meetings Attended
1	Sri Alok Kumar Banthia, Chairman	3	3
2	Sri Sardul Singh Jain, Member	3	3
3	Smt Rachna Bhutoria, Member	3	3

- (l) Payment of Remuneration to Sri Rajendra Bhutoria, the Whole-time Director of the Company is governed by statutory guidelines and the Company's Service Agreement with him, the terms and conditions of which have been approved by the Nomination and Remuneration Committee, Audit Committee, the Board and Shareholders. His annual remuneration structure for the Financial Year 2016-2017 mainly comprises of –

(i)	Salary	:	₹ 12,00,000/-
(ii)	Contribution to Provident Fund	:	₹ 1,44,000/-
(iii)	Perquisites	:	Nil
(iv)	Bonuses	:	Nil
	Service Contract	-	5 (Five) years from 1st April 2012
	Notice Period	-	3 (Three) months'notice from either side
	Stock Option	-	Nil
	Severance Fee	-	3 (Three) months' salary in lieu of Notice
	Pension	-	Nil

Report on Corporate Governance (Annexure 'A' to Directors' Report)

Note :

- (a) Provisions for incremental gratuity for the current year has not been considered, since the provision is based on actuarial basis for the Company as a whole.
 - (b) No incentive, fixed or performance linked, is payable to the Whole-time Director.
 - (c) Sri Rajendra Bhutoria has been re-appointed as Whole-time Director of the Company for another period of 3(three) years with effect from April 1, 2017 by the Board subject to the approval of the Shareholders in the ensuing Annual General Meeting (AGM). The terms and conditions of his re-appointment has been given in the Explanatory Statement to the Notice convening the AGM.
- (II) Payment of Remuneration to Sri Abhay Bhutoria, the Managing Director of the Company is governed by statutory guidelines and the Company's Service Agreement with him, the terms and conditions of which have been approved by the Nomination and Remuneration Committee, Audit Committee, the Board and Shareholders. His annual remuneration structure for the Financial Year 2016-2017 mainly comprises of –
- | | | |
|-------------------------------------|---|--|
| (i) Salary | : | ₹ 17,00,000/- |
| (ii) Contribution to Provident Fund | : | ₹ 2,04,000/- |
| (iii) Perquisites | : | ₹ 1,67,751/- |
| (iv) Bonuses | : | Nil |
| Service Contract | : | 3 (Three) years from 1st December, 2015 |
| Notice Period | : | 3 (Three) months' from either side |
| Stock Option | : | Nil |
| Severance Fee | : | 3 (Three) months' salary in lieu of Notice |
| Pension | : | Nil |

- Notes :**
- (a) Provisions for incremental gratuity for the current year has not been considered, since the provision is based on actuarial basis for the Company as a whole.
 - (b) No incentive, fixed or performance linked, is payable to the Managing Director.

No sitting Fee is paid to the Whole-time Director and Managing Director for attending Meetings of the Board and its Committees.

3. No remuneration is paid to any Non-Executive Director, except to Sri R L Saini, who gets Fee of Rs 9 Lacs per annum for rendering consultancy services to the Company on Accounting and Auditing matters in his professional capacity being a Chartered Accountant by profession, which has been approved by the Nomination and Remuneration Committee, Audit Committee, Board and Shareholders. The Non-Executive Directors do not get any sitting Fees for attending Meetings of the Board and its Committees.
4. No Stock Option has been granted to any of the Directors. No Equity Share and convertible instrument was held by Non-Executive Directors as on March 31, 2017 except by Sri R.L.Saini and Smt Rachna Bhutoria who held 160 Equity Shares and 38,800 Equity Shares of Rs 10/- each fully paid up respectively in the Company as on that date.
5. Other than what has been stated above, there has been no pecuniary relationship or transaction of the Non-Executive Directors vis-à-vis the Company during the year.

All these have been shown in "Criteria of making payments to Non-Executive Directors " as appearing in the Company's website www.rtspower.com

Report on Corporate Governance (Annexure 'A' to Directors' Report)

Remuneration Policy

In accordance with the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your Company has formulated a Remuneration Policy for Directors, Key Managerial Personnel and other Employees of the Company, details of which has been annexed to the Directors' Report forming part of the Annual Report for 2016-17.

Criteria for evaluation of the Board of Directors and its various Committees

The Performance evaluation criteria for Board of Directors and its various Committees laid down by the Nomination and Remuneration Committee and taken on record by the Board of Directors includes :

- (a) For Board Evaluation – degree of fulfillment of key responsibilities, Board culture and dynamics
- (b) For Board Committee Evaluation- effectiveness of Meetings, Committee dynamics

Criteria for evaluation of Non-Executive Directors including Independent Directors

The Performance evaluation criteria for Non-Executive Directors, including Independent Directors, laid down by the Nomination and Remuneration Committee and taken on record by the Board of Directors includes :

- (a) Attendance and participation in the Board as well as Committee Meetings and General Meetings regularly and timely
- (b) Preparedness for the Meetings
- (c) Understanding and fulfilling the functions as assigned by the Board and the Law
- (d) Taking initiative actively with respect to various areas
- (e) Devoting sufficient time and attention to his professional obligations for informed and balanced decision making
- (f) Commitment to the Board and the Company
- (g) Understanding of the Company and the external environment in which it operates and contributes to strategic direction/decision.
- (h) Raising valid concerns to the Board and constructive and effective contribution to issues/problems/ risks and active participation at Meetings.
- (i) Working together objectively with other Board Members/ Management (as an effective team Member) and whenever necessary challenging the Management without being confrontational or obstructionist.
- (j) Not unfairly obstructing functioning of an otherwise proper Board or Committees of the Board.
- (k) Acting within his authority and assist in protecting the legitimate interests of the Company , shareholders and its employees
- (l) Not disclosing confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by Law and at the same time disclosing conflict of interests whenever arises, thus demonstrating highest level of integrity.

Familiarization Programmes for Independent Directors

In terms of Regulation 25(7) of the Listing Regulations your Company organizes Familiarisation Programmes for Independent Directors (IDs) to familiarize them about the Company, their roles, rights and responsibilities in the Company , nature of industry in which the Company operates , business model of the Company and any other relevant information through various programmes.

Report on Corporate Governance (Annexure 'A' to Directors' Report)

The Programme aims to provide insights into the Company to enable the IDs to understand its business in depth that would facilitate their active participation in managing the Company and to contribute effectively towards progress and development of the Company. Such Programmes also help them to participate actively and effectively in Board Meetings.

The Familiarization Programmes are broadly divided into two tranches- one at the time of appointment (on induction) and another on an ongoing basis.

The manner in which such Familiarization Programmes are arranged for IDs are available on the Company's Website at the link www.rtspower.com.

The details of such Familiarization Programmes imparted to the IDs during the year as well as on cumulative basis till date (in terms of both number of Programmes attended and number of hours spent therein by them) as specified in Regulation 46(2)(i) of the Listing Regulations have also been disclosed on the Company's abovementioned Website.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee is headed by Sri S.S.Jain, an Independent Non-Executive Director. Other Members of the Committee comprises of Sri Alok Kumar Banthia, an Independent Non- Executive Director and Sri R. Bhutoria, a Non Independent Whole-time Director of the Company. Sri Sardul Singh Jain, Chairman of the Committee attended the last Annual General Meeting of the Company held on September 29, 2016. Sri J. Biswas, Company Secretary acts as Secretary to the Committee.

In accordance with the provisions of Section 178 and Regulation 20 of the Listing Regulations the Committee considers and resolves the grievances of the security holders of the Company, including complaints relating to transfer /transmission of Shares, non-receipt of Annual Report, Notice, declared dividends, Share Certificates, etc. and other complaints/grievances.

No Meeting of the Stakeholders Relationship Committee was held during the Financial Year 2016-2017.

Name of Compliance Officer

Sri J. Biswas, Company Secretary is the Compliance Officer of the Company under Regulation 6 of the Listing Regulations.

No of Shareholders Complaints received during the year 2016-2017	NIL
No of Complaints not resolved to the satisfaction of Shareholders as on March 31, 2017	NIL
No of pending Complaints as on March 31, 2017	NIL

General Body Meetings

The last three Annual General Meetings of the Company were held as under :-

AGM	Year	Venue	Date	Time	No. of Special Resolutions passed
68th	2016	Hotel Lindsay 8A & 8B Lindsay Street, Kolkata-700087	29.09.2016	10.00 A.M.	Nil
67th	2015	Hotel Lindsay 8A & 8B Lindsay Street, Kolkata-700087	29.09.2015	10.00 A.M.	One
66th	2014	Hotel Lindsay 8A & 8B Lindsay Street, Kolkata-700087	29.09.2014	10.00 A.M.	Three

Report on Corporate Governance (Annexure 'A' to Directors' Report)

Neither any Resolution was put through Postal Ballot last year (2016-2017) nor any Resolution is proposed to be conducted through Postal Ballot in the ensuing Annual General Meeting.

No Special Resolution is proposed to be passed through Postal Ballot at present.

Resume and other information regarding the Directors being appointed/ reappointed as required under Regulation 26(4) and Regulation 36(3) of the Listing Regulations as well as Clause 1.2.5 of Secretarial Standard on General Meetings SS-2 have been given in the Notice of the ensuing Annual General Meeting.

Disclosures

- (a) Details of transactions of a material nature with any of the related parties as specified in Accounting Standard (AS)-18 notified under the Companies (Accounting Standards) Rules, 2006, Section 188 of the Companies Act, 2013, Rule 15 of The Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 23 of the Listing Regulations have been reported in the Notes attached to the Accounts 2016-2017. There is no transaction of a material nature with any of the related parties which may have potential conflict with the interests of the Company or which are not in the normal course of business.

The Company's Policy on dealing with related party transactions has been disclosed on the Company's Website link www.rtpower.com, as required in terms of the Clause 10(f) of Part C of Schedule V under Regulation 34(3) of the Listing Regulations.

- (b) A Statement in summary form of transactions entered into with related parties in the ordinary course of business has been periodically placed before the Audit Committee and the Board of Directors for its approval before entering into such transactions or making any amendment thereto.
- (c) The Company has complied with all the requirements of the Listing Regulations as well as the Regulations and Guidelines prescribed by SEBI except for delay in submission of Corporate Governance Report for the quarter ended 30th September, 2016 and paid the required fines. No other penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any other statutory Authority for non-compliance of any matter related to Capital Markets during the last three Financial Years.
- (d) The Company follows Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 as applicable to and in the preparation of Financial Statements the Company has not adopted a treatment different from that prescribed in any Accounting Standard.
- (e) The Company has laid down a process of assessing risk management. The scope of function of Audit Committee includes evaluation of the Company's internal financial control and risk management systems.
- (f) CEO / CFO Certificate as specified in Part B of Schedule II under Regulation 17(8) of the Listing Regulations has duly been submitted to the Board.
- (g) All disclosures relating to financial and commercial transactions where Directors and/or their relatives may have potential interest are provided to the Board, and the interested Directors leave the Meeting room and thereby do not participate in the discussion nor do they vote on such matters.
- (h) Details of compliance with mandatory requirements and adoption of non-mandatory requirements- all mandatory requirements have been complied with and the non-mandatory requirements are dealt with at the end of this Report.

Report on Corporate Governance (Annexure 'A' to Directors' Report)

- (i) There is no inter-se relationship between Directors except Sri Abhay Bhutoria, Managing Director and Sri Rajendra Bhutoria, Vice-Chairman and Whole-time Director who are cousin brothers. Smt Rachna Bhutoria, Director is the wife of Late Surendra Bhutoria, brother of Sri Abhay Bhutoria, Managing Director and cousin brother of Sri Rajendra Bhutoria, Vice Chairman and Whole-time Director of the Company.
- (j) The Company is in compliance with the requirements specified in the Regulations 17 to 27 and Clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 of the Listing Regulations with regard to Corporate Governance.

Policy with respect to obligations of Directors and Senior Management

The Company has laid a Policy by virtue of which –

1. all the Directors inform the Company about the Committee positions he or she occupies in other companies and notify changes as and when it takes place.
2. senior management make disclosures to the Board of Directors relating to all material financial and commercial transactions, namely, dealing in shares of the Company, commercial dealings with bodies, if any, which have shareholding of management and their relatives, etc. where they have personal interest that may have a potential conflict with the interest of the Company at large

Means of Communication

The main channel of communication of the Company with the Shareholders is through the Annual Report which contains all relevant information about the Company. Shareholders communicate with the Company by letters /mails also.

The General Meetings are the principal forum for interaction with the Shareholders where their queries are clarified, future plans of the Company are announced and the Shareholders offer their suggestions for improving performance of the Company.

Quarterly Results and Annual audited Results are sent to Bombay Stock Exchange where the Company's Shares are listed. The Company has a Website www.rtspower.com which is updated from time to time. During the Financial Year the Company has neither displayed any official news release nor made any presentation to the Institutional Investors or Analysts. The Quarterly Results and Annual audited Results were mainly published in the Business Standard in its Kolkata edition (in English) and Dainik Lipi, Kolkata (in Bengali) and also displayed in the Company's aforesaid Website along with all other vital information about the Company relevant from the point of view of Shareholders and Investors.

General Shareholders Information

ANNUAL GENERAL MEETING

Day, Date and Time : Monday, September 11, 2017 at 10.00 A.M.

Venue : Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata, -700017

Financial Year : April 1 to March 31.

Financial Calendar

Board / Audit Committee Meetings for approval of :	Expected Date
April 2017 – June 2017 Quarterly Results	Within September 14, 2017
July 2017 – September 2017 Quarterly Results	Within December 14, 2017
October 2017– December 2017 Quarterly Results	Within February 14, 2018
January 2018– March 2018 Quarterly Results & Financial Year 2017-18 audited Annual Results	Within May 30, 2018

Report on Corporate Governance (Annexure 'A' to Directors' Report)

Date of Book Closure

The dates of Book Closure are from Tuesday, September 5, 2017 to Monday, September 11, 2017, both days inclusive, for the Annual General Meeting.

ISIN Number for NSDL and CDSL

ISIN No. – INE005C01017

Stock Code and Existing Listing on Stock Exchange

BSE Limited, Mumbai

Stock Code : 531215

Note

Your Company's Shares continue to be listed on Bombay Stock Exchange. The Company entered into fresh Listing Agreement with BSE on February 15, 2016 in terms of the Listing Regulations.

All Listing and Custodial Fees to the Stock Exchange and Depositories have been paid up-to-date to the respective Institutions.

Market Price Data

Market Price Data (High/Low) during each month in the year 2016-17

Month	B S E		
	High (₹)	Low (₹)	Volume (Nos.)
April'16	40.00	27.55	42,472
May'16	41.70	29.35	26,465
June'16	34.50	26.25	35,909
July'16	39.85	30.10	53,168
August'16	34.80	27.00	44,774
September'16	30.50	25.10	40,396
October'16	29.65	24.20	34,611
November'16	29.50	24.25	39,854
December'16	29.40	25.65	40,645
January'17	36.45	27.40	67,974
February'17	37.95	30.00	75,536
March'17	36.70	26.10	44,277

Share price performance compared with broad based indices

Company's Share Price as on	BSE
1st April, 2016	36.50
31st March, 2017	31.85
Change	-12.74%
Indices	
1st April, 2016	25,269.64
31st March, 2017	29,620.50
Change	17.22 %

Report on Corporate Governance (Annexure 'A' to Directors' Report)

Registrar & Share Transfer Agent

M/s. Niche Technologies Pvt. Ltd.

D-511, Bagree Market, 5th Floor

71 B.R.B. Basu Road, Kolkata –700001

Phone: (033) 2234-3576, 2235-7270/7271

Fax : (033) 2215-6823

E Mail: nichetechpl@nichetechpl.com

Website : www.nichetechpl.com

Share Transfer System

The Share transfers in physical form are at present processed and the Share Certificates are returned, duly transferred in favour of transferees, subject to all the documents being in order. Share transfers under objection are returned immediately. The Stakeholders Relationship Committee of the Board of Directors meets to consider the Share transfer proposals in physical form, whenever received by the Company or its Registrar & Share Transfer Agent.

Shareholding Pattern as on March 31, 2017

Category	No. of Shares	% of Total
A. PROMOTERS' HOLDING		
1. PROMOTERS		
INDIAN PROMOTERS	54,93,256	67.25
FOREIGN PROMOTERS	NIL	NIL
2. PERSON ACTING IN CONCERT	NIL	NIL
SUB - TOTAL	54,93,256	67.25
B. NON-PROMOTERS' HOLDINGS		
3. INSTITUTIONAL INVESTORS		
a. MUTUAL FUNDS & UTI	NIL	NIL
b. BANKS, FIS, INSURANCE COS. (CENTRAL/ STATE GOVT. INSTITUTIONS / NON-GOVT. INSTITUTIONS)	NIL	NIL
c. FIs	NIL	NIL
SUB-TOTAL	NIL	NIL
4. OTHERS		
a. PRIVATE CORPORATE BODIES	12,30,375	15.06
b. INDIAN PUBLIC	10,97,379	13.44
c. NRIS / OCBS	4,103	0.05
d. ANY OTHER - CLEARING MEMBERS	3,43,387	4.20
SUB - TOTAL	26,75,244	32.75
GRAND - TOTAL	81,68,500	100.000

Report on Corporate Governance (Annexure 'A' to Directors' Report)

Distribution of Share Holding as on March 31, 2017

No. of Equity Shares held	Total No. of Shares	% of Holding	No. of Shareholders	% of Shareholders
Upto - 500	2,66,833	3.2666	2,321	86.0267
501 - 1,000	1,31,595	1.6110	164	6.0786
1,001 - 5,000	3,63,177	4.4461	167	6.1898
5,001 - 10,000	75,909	0.9293	11	0.4077
10,001 - 50,000	5,41,569	6.6300	22	0.8154
50,001 - 1,00,000	3,85,977	4.7252	5	0.1853
1,00,001 - And Above	64,03,440	78.3919	8	0.2965
TOTAL	81,68,500	100.0000	2698	100.0000

Dematerialization of Shares & Liquidity

The Company's Shares are compulsorily traded in dematerialized form. The Shares are available for trading with either of the two Depositories in India – National Securities Depositories Limited and Central Depository Services (India) Limited, under ISIN: INE005C01017.

As on March 31, 2017 about 99.90% of the total number of Equity Shares of the Company were in dematerialized form. The entire Promoters' Group shareholding of the Company is in dematerialized form.

Risk Management

Keeping in view of the nature of industry in which your Company is engaged, your Company has all along been conscious of the risks associated with the nature of its business. Senior Management personnel carried out risk identification, risk assessment, risk treatment and risk minimization procedures for all functions of the Company, which are periodically reviewed on an ongoing basis and Board Members are informed about all these from time to time to ensure that executive management controls risk through means of a properly defined framework. The Board of Directors is overall responsible for framing, implementing and monitoring of the Company's systems for risk management.

The Board of Directors also oversees that all the risks that the organization faces such as strategic, financial, credit, marketing, liquidity, security, property, goodwill, IT, legal, regulatory, reputational and other risks have been identified and assessed and executive management keeps a vigil on such risks so that it can be addressed properly as soon as possibility of occurrence of any one of such risks arises.

Code of Conduct

The Company has framed and adopted a Code of Business Conduct and Ethics for Members of the Board, including Independent Directors and Senior Management Personnel relating to their duties and responsibilities, duties of Independent Directors, conflict of interest, corporate opportunities, statutory compliance, financial reporting and records, integrity of data furnished, confidentiality and behaviours. All Directors and Senior Management Personnel have affirmed compliance during the year 2016-2017 with the provisions of the Code and a declaration from the Managing Director to that effect is attached to this Report.

Report on Corporate Governance (Annexure 'A' to Directors' Report)

Code for Prevention of Insider Trading Practices

In compliance with the SEBI Regulation on prevention of insider trading, the Company has in place a comprehensive code of conduct for its Directors and Senior Management Officers. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with Shares of the Company. The code clearly specifies, among other matters, that Directors and specified employees of the Company can trade in the Shares of the Company only during "Trading Window Open Period". The trading window is closed during the time of declaration of results, dividend and material events, as per the Code.

Two new sets of Codes—Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct to regulate, monitor and report trading by Insiders—have been adopted by the Board during last year, in supersession of the earlier ones, in accordance with SEBI(Prohibition of Insider Trading)Regulations, 2015.

The Code of Business Conduct and Ethics, Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct to regulate, monitor and report trading by Insiders all are available on the Website of your Company.

Disclosure of events or information pursuant to SEBI Listing Regulations, 2015

Pursuant to Regulation 30(1) of the Listing Regulations, the Board of Directors of the Company at its Meeting held on February 12, 2016 approved and adopted the Policy for Determination of Materiality of any event/information for the purpose of proper, sufficient and timely disclosure of the same to the Stock Exchange(s) and the said Policy is available on the Company's Website www.rtspower.com.

The Board at the aforesaid Meeting also approved that for determination of Materiality of events/information and for the purpose of making disclosures to Stock Exchange, the Committee of Key Managerial Personnel shall comprise of the following Managerial Personnel of the Company :

Name	Designation
Sri Rajendra Bhutoria	Vice Chairman and Whole-time Director
Sri Abhay Bhutoria	Managing Director
Sri Jagabandhu Biswas	Company Secretary & Compliance Officer

Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, Conversion date and likely impact on Equity - NIL

Commodity price risk or foreign exchange risk and hedging activities - The Company is applying a prudent hedging strategy in covering its foreign exchange risk arising out of its Exports.

Plant Locations

- Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Power & Distribution Transformers Unit
C-174, Road No 9J Vishwakarma Industrial Area,
Chomu Road, Jaipur –302013 (Rajasthan)
- Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Power & EHV Division Unit-132 KV Class Transformers
E-346, Road No. 16, Vishwakarma Industrial Area,
Jaipur –302013 (Rajasthan)

Report on Corporate Governance (Annexure 'A' to Directors' Report)

- c. Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Distribution Transformers Division
F 139 to 142 Udyog Vihar, Jetpura, Jaipur (Rajasthan)
- d. RTS Power Corporation Limited
Transformer & Speciality Oil Unit
A-25, 26 RIICO Industrial Area,
Kaladera, Chomu, Jaipur, (Rajasthan)
- e. Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Power & Distribution Transformers Unit
Near 14 KM Mile Stone, Mathura Road,
P.O.Artoni, Agra -282007 (U.P)
- f. RTS Power Corporation Limited
Power & Distribution Transformers Unit
Jala Dhulagori, Sankrail, Dhulagori,
Howrah-711302 (West Bengal)
- g. RTS Power Corporation Limited
Wind Energy Division
Dhule -Maharashtra
- h. RTS Power Corporation Limited
Wind Energy Division
Barmer -Rajasthan

Address for Correspondence

Shareholders are requested to make the correspondences relating to their Shareholdings to the Registrar and Share Transfer Agent :

M/s. Niche Technologies Pvt. Ltd.

D-511 Bagree Market, 5th Floor
71 B. R. B. Basu Road, Kolkata - 700 001
Phone: (033) 2234-3576, 2235-7270/7271
Fax: (033)22156823
E mail: nichetechpl@nichetechpl.com

In case any Shareholder is not satisfied with the response or do not get any response within a reasonable period from the Registrar and Share Transfer Agent, they shall approach to Company Secretary and Compliance Officer at the Registered Office of the Company :

56, N. S. Road, 2nd Floor, Kolkata - 700001
Phone : (033) 2242-6025, 98310 39925, 98300 09827
Fax : (033) 2242-6732
E-mail : headoffice@rtspower.com

Report on Corporate Governance (Annexure 'A' to Directors' Report)

Status of adoption of the non-mandatory requirements

The Company has adopted the following discretionary requirements as prescribed in Sub Regulation (I) of Regulation 27 (Part E of Schedule II) of the Listing Regulations as follows:

a. Modified opinion(s) in Audit Report :

The Company has already a regime of Financial Statements with unmodified audit opinion.

b. Separate posts of Chairperson and Chief Executive Officer :

Sri S. S. Jain is the Chairman of the Company, being a Non-Executive Independent Director and Sri Abhay Bhutoria is the Managing Director of the Company.

c. Reporting of Internal Auditors :

Internal Auditors of the Company report directly to the Audit Committee and make representations to the Audit Committee on their Reports. Internal Auditors of the Company are almost a permanent invitee to the Audit Committee Meetings and regularly attend the Meetings.

Other Items

- The rest of the non-mandatory requirements will be implemented by the Company as and when required and /or deemed necessary by the Board.

Auditors' Certificate on Corporate Governance

As required under Clause E of Schedule V of the Listing Regulations, the Auditors' Certificate on the Company's compliance of conditions of the Corporate Governance norms is attached.

For and on behalf of the Board of Directors

Registered Office :

56, Netaji Subhas Road, 2nd Floor

Kolkata - 700 001

Dated : August 1, 2017

SARDUL SINGH JAIN

Chairman

DIN 00013732

Certificate of Compliance with the Code of Conduct Policy

As required under Clause D of Schedule V of the Listing Regulations, it is confirmed that all the Directors and Senior Management Personnel have affirmed compliance with the Code of Business Conduct and Ethics of the Company during the year 2016-2017.

For RTS POWER CORPORATION LIMITED

Registered Office :

56, Netaji Subhas Road, 2nd Floor

Kolkata - 700 001

Dated : August 1, 2017

ABHAY BHUTORIA

Managing Director

DIN 00013712

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
RTS Power Corporation Limited

We have examined the compliance of conditions of Corporate Governance by **RTS Power Corporation Limited** ("the Company") for the year ended 31st March, 2017, as per Regulations 17-27, clauses (b) to (i) of Regulation 46(2) and Para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

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

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

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

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

For A. C. Bhuteria & Co.
Chartered Accountants
Firm Registration No. 303105E

Rahul Sethia
Partner
Membership No. 303931

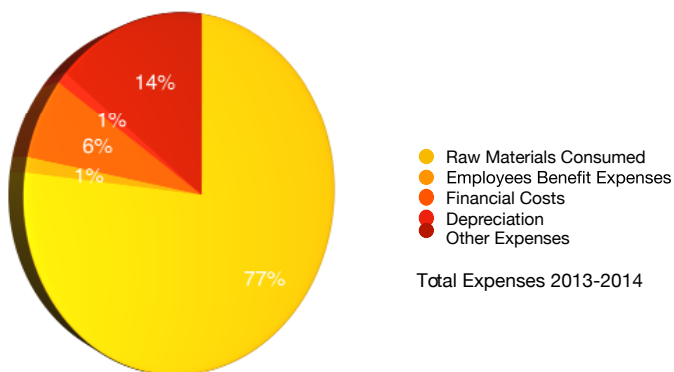
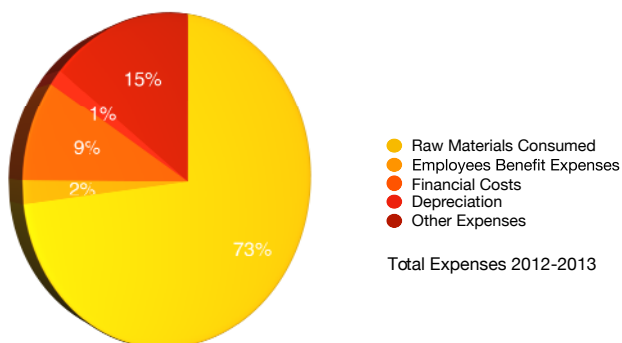
Place: Kolkata
Date : 1st August, 2017

Management Discussion and Analysis (Annexure 'B' to Directors' Report)

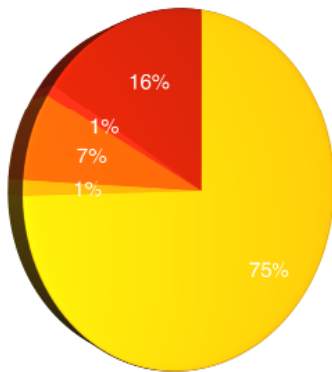
Illustrative Snapshot of the Key Financial Parameters

Illustration 1 :

Pie Chart showing break up of all expenses of the Company in last 5 years.

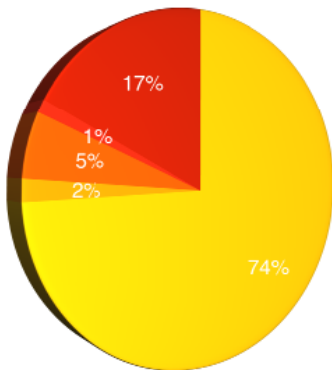


Management Discussion and Analysis (Annexure 'B' to Directors' Report)



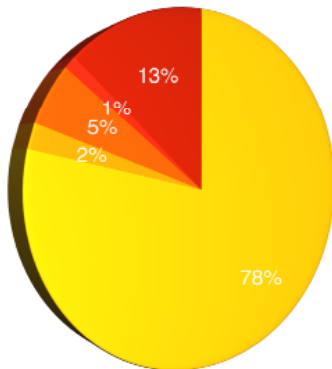
- Raw Materials Consumed
- Employees Benefit Expenses
- Financial Costs
- Depreciation
- Other Expenses

Total Expenses 2014-2015



- Raw Materials Consumed
- Employees Benefit Expenses
- Financial Costs
- Depreciation
- Other Expenses

Total Expenses 2015-2016



- Raw Materials Consumed
- Employees Benefit Expenses
- Financial Costs
- Depreciation
- Other Expenses

Total Expenses 2016-17

Management Discussion and Analysis (Annexure 'B' to Directors' Report)

Illustration 2 :
Graph showing Earnings Per Share of the Company in last 5 years.

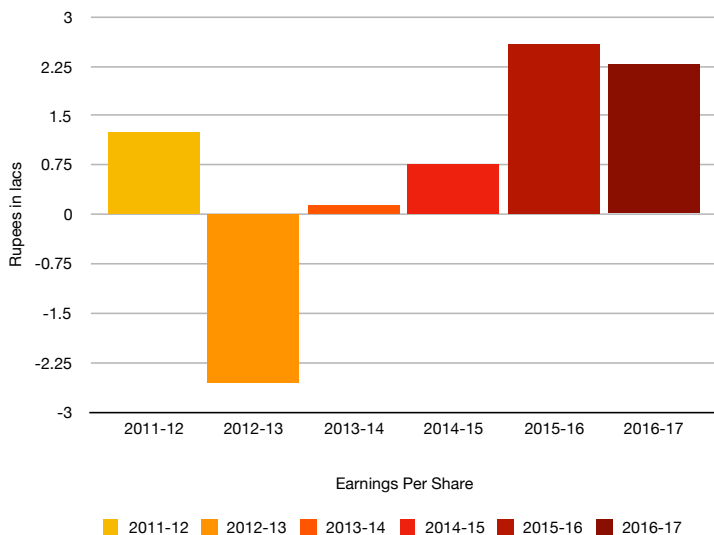
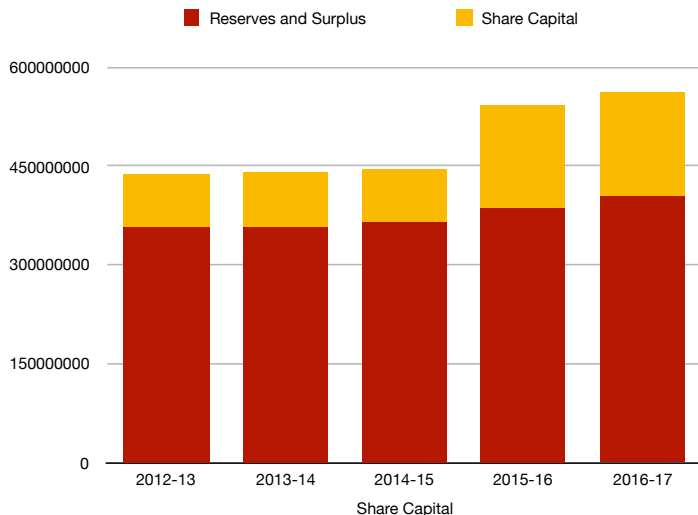
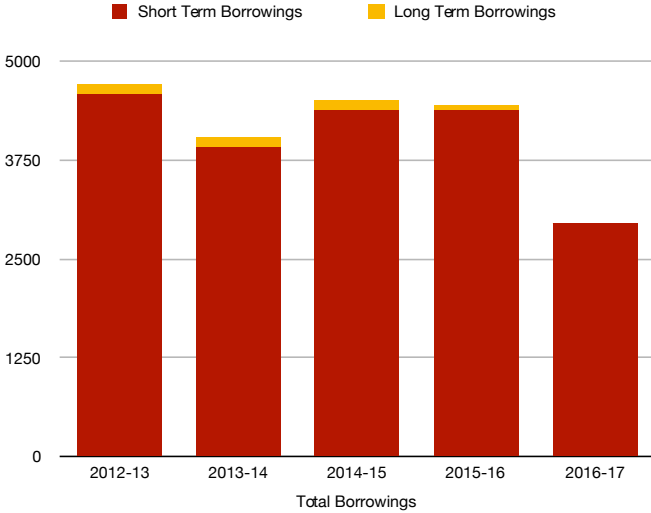


Illustration 3 :
Graph showing Share Capital of the Company in last 5 years.



Management Discussion and Analysis (Annexure 'B' to Directors' Report)

Illustration 4 :
Graph showing Total Borrowings of the Company in last 5 years.



Management Discussion and Analysis (Annexure 'B' to Directors' Report)

Industry Structure and Developments

Power plays a very important role in the country's economy for a sustained economic growth. Your Company is manufacturing Power & Distribution Transformers, Cables and Conductors of various capacities which are major and indispensable equipment for generation, transmission and distribution of electricity in the country.

The growth of Transformer Industry mainly depends upon progress of Power Generation, Transmission & Distribution Industry. The Power Sector is growing at a reasonable pace and is poised for further growth in the near future. Government's Agenda of giving priorities on development of the Power Transmission and Distribution Segment have contributed for development of Indian Transformer, Cable & Conductor Industry. As a result, your Company too, being in the Transformer, Cable & Conductor Industry, is also trying to reap advantage of the greater Governmental focus on the Power Sector.

Opportunities and threats

With the Government of India's current Policy and Programme of giving thrust on Power Sector, the Transformer Industry in India is poised for growth. The demand for smaller size of Distribution Transformers has also increased due to Central and State Government's rural electrification Programmes namely Deen Dayal Upadhyaya Gram Jyoti Yojana and Integrated Power Distribution Scheme. All these opportunities will help the Industry which is struggling hard with various problems for past few years.

There has been a spate of expansions by various companies in the Transformer Industry for manufacturing different types and ratings of Transformers resulting in stiff competition. Therefore, the selling prices are under constant pressure. The increase in cost of inputs like CRGO steel, copper, bushings, etc and payment problem from SEBs are causes for concern. Imports from China in particular is posing a real threat.

There is a strong base of about 200 Transformer Companies in the organized Sector in India, with an overall production over 90,000 MVA per annum. Besides meeting the domestic requirement, India is exporting Transformers to over 50 countries covering USA, Europe, Africa, Cyprus, Syria, Iraq and other Middle East and Far East countries all over the world. Continued inflation, volatile commodity prices, tight liquidity, increased financing costs, delayed finalization of Orders, delayed inspection of finished products by customers, etc. are threats for satisfactory sales growth and proper margins.

Delay in payments from utilities and intense price competition has resulted in many large transformer units becoming unprofitable. Consequently many have defaulted on debt repayments and either closed down completely or have gone for restructuring of their debts. Your Company with a very low gearing and conservative debt structure has faced no such problems. The Management continues to remain conservative and prudent in its external borrowings.

Management Discussion and Analysis (Annexure 'B' to Directors' Report)**Segment-wise or Product-wise Performance**

PARTICULARS	SALES (Gross)	
	Year ended 31.3.2017 (₹)	Year ended 31.3.2016 (₹)
Transformers	68,96,69,647	1,26,47,53,456
Cables & Conductors	15,39,58,970	6,44,17,049
Wind Energy	1,19,01,324	1,12,34,954
Others	30,18,85,784	19,72,84,900

Outlook**(a) Transformers**

The Government of India's plan of electrifying each and every village in rural areas through Deen Dayal Upadhyaya Gram Jyoti Yojana and Integrated Power Distribution Scheme will boost the demand of Distribution Transformers. Your Company with technical expertise and various manufacturing set-ups are trying to take share of such future growth in Power Sector in our Country.

However, unhealthy competition from various Transformer manufacturing Units in unorganized Sector is posing problems to organized Sector, like your Company, resulting in under utilization of production capacities and therefore, the selling prices are under pressure.

The Transformer industry has gone through a lot of upheavals and structural changes in the last couple of years. Starting from the Central Governments decision to standardize and centralize procurement of major electrical equipment including Transformer, Cables & Conductors for Deen Dayal Upadhyaya Gram Jyoti Yojana Projects. Your Company was one of the few Companies which was qualified by the Power Grid Corporation of India Limited as an approved vendor for this Scheme.

Consequently in the online bidding process your Company secured Orders of more than Rs 150 crores. Unfortunately, the entire process was scrapped by the Government and the earlier system was reverted to. This resulted in a period of uncertainty and flux in the industry.

Coupled with this was the Government of India introducing mandatory Bureau of Indian Standards (BIS) labelling in addition to mandatory star labelling by the Bureau of Energy Efficiency (BEE). This once again resulted in time being lost in certification and approval delays.

Your Company's continued effort in exploring export market has been fruitful and your Company has now stabilized its export markets. The Company expects better growth in this Segment in the years to come.

(b) Cables and Conductors

Your Company's Cable and Conductor Unit contributes to the overall turnover of the Company. Historically lower selling prices and margins have forced the Company to reduce the business of this Segment. However your Company's focus on value added products such as Railway Signaling Cables within this Segment has borne fruit and both turnover and profitability of this Segment has seen a sharp increase in the current Financial Year.

(c) Wind Mill

Your Company's Wind Mill division continues to do well. Revenue and Profitability both stabilized. Both the Dhule and Barmer Unit have repaid all their debts owed to the Banks and as a result, there will be no further interest outgo for this Unit.

Management Discussion and Analysis (Annexure 'B' to Directors' Report)

Today this Division of your Company is completely debt free and therefore will become a source of free Cash Flow in years to come. Additionally the Company is availing Income Tax benefit under Section 80 IA of the Income Tax Act , 1962.

Risks and Concerns

There has been a spate of expansions of various companies in the Transformer Industry for manufacturing different types of Transformers. Hence your Company is facing the problem of lower margins due to the widespread and stiff competition .Continuous increase in cost of raw materials, like CRGO steel, Copper, Transformer Oil, etc. will contribute for a further erosion in margins since the raw materials form around 75% of the pricing of Transformers.

However, risks and threats are there and the Management is fully aware and cautious of the same.

Internal Control Systems and their adequacy

The philosophy being followed with regard to Internal Control Systems and their adequacy has been formulation of effective Systems, commensurate with the Company's size and nature of its operations and their strict implementation to ensure that assets and interest of the Company are safeguarded and checks and balances are in place to determine the accuracy and reliability of the accounting data.

The Company has a well-established and comprehensive Internal Control structure to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, that transactions are properly authorized, recorded and reported correctly and that operations are conducted in an efficient and cost effective manner and that all applicable laws and regulations are complied with.

Your Company has proper and adequate system of Internal Control in all areas of its operations. This Internal Control System are regularly reviewed and monitored. The Audit Committee of the Board of Directors supervises the functioning and effectiveness of Internal Controls.

Financial Performance

₹ in Lacs

PARTICULARS	Year Ended 31.03.2017	Year Ended 31.03.2016
Total Income	10974.43	14,532.63
Total Expenditure	10740.94	14,499.75
Profit Before Tax before Exceptional Item	233.49	32.88
Profit Before Tax after Exceptional Item	233.49	269.70
Profit After Tax	186.15	211.37

Operational Performance

During the year under review, your Company's Net operating Revenue (excluding Excise Duty and VAT) has fallen down to Rs 107.94 Crores from Rs 142.41 Crores over last year a reduction of approximately 24 %. Including other income, total Revenue has fallen down by 24 % approx. from Rs 145.33 Crores in 2015-2016 to Rs 109.74 Crores in 2016-2017. Such shortfall has arisen due to a variety of reasons. Prime amongst them has been the non-lifting of Finished products by various Private Customers, due to their poor financial health and delay in executing rural electrification projects.

Coupled with the above has been the upheavals and structural changes in the transformer industry .This has already been explained in great detail above.



Management Discussion and Analysis (Annexure 'B' to Directors' Report)

Despite its best efforts to reduce Inventory and Debtors this year saw as increase in both from the last year. However, even though this was the case the Company has still endeavored to reduce its borrowing both secured and unsecured.

The Unsecured Loans of your Company have been reduced from Rs 5.37 Crores of last year to Rs 4.71 Crores of this year. Your Company is committed to reducing its borrowings and also to bring all external liabilities further down next year.

This year your Company has earned a Profit Before Tax of Rs 2.33 Crores as against Rs 2.70 Crores of last year. The operating Profit of the Company has increased from Rs 0.33 Crores to Rs 2.33 Crores, an increase of 610 % over last year.

Material developments in Human Resources / Industrial Relations front

Employee Relations scenario of your Company continues to be excellent.

Your Company would like to record its appreciation of the wholehearted support and dedication from employees at all levels numbering 70 as on March 31,2017 in maintaining its operation and functioning during the period under review.

For and on behalf of the Board of Directors

Registered Office :

56, Netaji Subhas Road, 2nd Floor
Kolkata - 700 001

Dated : August 1, 2017

S. S. JAIN

Chairman

DIN : 00013732

Policy for Selection of Directors and determining Directors' independence (Annexure 'C' to Directors' Report)

INTRODUCTION

The Board of Directors of the Company (the Board) consists of a balanced profile of Members specializing in different fields that enables it to address the various business needs of the Company, while placing very strong emphasis on corporate governance.

The Company recognizes the importance of Independent Directors in achieving the effectiveness of the Board. The Company has at present an optimum combination of Executive, Non-Executive and Independent Directors which too complies with the Companies Act, Rules made thereunder and the Listing Regulations.

This Policy sets out the Guidelines for the Nomination and Remuneration Committee (the NRC) and the Board for identifying persons who are qualified to become Directors or are suitable for appointment as Director of the Company and to determine the independence of Directors for Independent Directors of the Company.

POLICY

1. Qualifications Criteria

- (a) Before appointment of a person as a Director, NRC and the Board shall ensure that the person concerned has appropriate skill, knowledge and experience required to be a Member of the Board .The objective is to have a Board with diverse background and experience that are relevant for the Company's operations.
- (b) In evaluating the suitability of an individual to be a Board Member, NRC and the Board shall take into consideration the following factors :
 - (i) Educational and professional background
 - (ii) Relevant expertise and experience
 - (iii) Personal and professional ethics, integrity and values;
 - (iv) Readiness to devote sufficient time and energy in carrying out his duties and responsibilities
- (c) The proposed Director shall :
 - (i) not be disqualified under the Companies Act, 2013 and gives a declaration to that effect;
 - (ii) give his written consent to act as a Director of the Company
 - (iii) possess a Director Identification Number;
 - (iv) abide by the Code of Conduct established by the Company for Directors, Independent Directors and Senior Management Personnel;
 - (v) disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals or other entity, including his shareholding at the first Meeting of the Board in every Financial Year and thereafter whenever there is a change during the Financial Year in the disclosures already made;
 - (vi) Comply with such other requirements as may be prescribed, from time to time in future, under the Companies Act, 2013, Rules made thereunder, Listing Regulations and other laws as applicable.

2. Independence Criteria

- (a) NRC shall assess the independence of Directors at the time of appointment / re-appointment

Policy for Selection of Directors and determining Directors' independence (Annexure 'C' to Directors' Report)

and the Board shall assess the same annually. The Board shall also assess continuity/maintenance of independence whenever any new interests or relationships are disclosed by a Director.

- (b) The Companies Act, 2013 and Listing Regulations sets out the following criteria of independence for a person to be an Independent Director :

An Independent Director in relation to a Company, means a Director other than a Managing Director or a Whole-time Director or a Nominee Director—

- (i) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- (ii)
 - (a) who is or was not a promoter of the company or its holding, subsidiary or associate company;
 - (b) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- (iii) who, apart from receiving Directors Remuneration, has or had no material pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- (iv) none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (v) who, neither himself nor any of his relatives—
 - I. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - II. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - III. holds together with his relatives two per cent or more of the total voting power of the company; or
 - IV. is a Chief Executive or director, by whatever name called, of any non profit organization that receives twenty-five per cent or more of its receipts or corpus from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company; or

Policy for Selection of Directors and determining Directors' independence (Annexure 'C' to Directors' Report)

- V. is a material supplier, service provider or customer or a lessor or lessee of the company.
- (vi) who shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the Company's business.
- (vii) who shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013 and the Listing Regulations
- (viii) who is not less than 21 years of age.
- (c) The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013
- (d) Every Independent Director shall at the first Meeting of the Board in which he participates as a Director and thereafter at the first Meeting of the Board in every Financial Year or whenever there is any change in the circumstances which may affect his status as an Independent Director, gives a declaration that he meets the criteria of independence as mentioned above.

3. Criteria for Making Effective Contribution

Before making its recommendation to the Board for appointment of an individual as a Director of the Company, NRC shall take into consideration his Directorships/ Committee Memberships in other companies because Directors are expected to give sufficient time and energy to the Company for his effective contribution as a Board Member.

The Companies Act 2013, and the Listing Regulations already stipulates the following restrictions in this regard:

- A Director shall not serve as Director, including as alternate Director, in more than 20 companies of which not more than 10 shall be Public Limited Companies.
- A Director shall not serve as an Independent Director in more than 7 Listed Companies, and in more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company.
- A Director shall not be a Member in more than 10 Committees or act as Chairperson of more than 5 Committees across all the companies in which he holds directorships.

For the purpose of considering the limit of the Committee Chairpersonship and Membership, Chairpersonship and Membership of Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies only, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

For and on behalf of the Board of Directors

Registered Office :
56, Netaji Subhas Road, 2nd Floor
Kolkata - 700 001
Dated : August 1, 2017

S. S. JAIN
Chairman
DIN : 00013732

Remuneration Policy for Directors, Key Managerial Personnel and Other Employees (Annexure 'D' to Directors' Report)

INTRODUCTION

The Company gives importance of meeting the business objectives along with fulfilling of individual objectives of employees and their aspirations. The Company has accordingly formulated the Remuneration Policy for its Directors, Key Managerial Personnel and other employees ensuring that:

- (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors, Key Managerial Personnel and employees of the qualities required to run the company successfully;
- (b) relationship of remuneration to performance is clear and meets the appropriate performance benchmarks; and
- (c) remuneration of Directors, Key Managerial Personnel and employees involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

POLICY

This Policy sets out a broad guidelines for the Nomination and Remuneration Committee (NRC) for recommending to the Board the remuneration of the Directors, Key Managerial Personnel and other employees of the Company and for the Board to finally determine the same .

A. Remuneration of Executive Directors and Key Managerial Personnel

- (1)(a). The Board shall review and approve the remuneration as recommended by NRC to be payable to the Executive Directors of the Company within the overall limits under the Companies Act and Schedule thereto, which shall be finally approved by the shareholders.
- (1)(b) (i) While recommending to the Board the remuneration payable by the Company to Executive Directors in case of absence or inadequacy of profits of the Company, NRC shall :-
 - (a) take into account, financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration, etc.
 - (b) be in a position to bring about objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders
- (ii) In case of absence or inadequacy of Profit, the Board shall fix the remuneration of the Executive Directors, keeping in view the recommendation of NRC, but within the limits specified in the Companies Act and Schedule V thereto, at such amount or percentage of profits of the Company, as it may deem fit and while fixing the remuneration, the Board shall have regard to –
 - (a) the financial position of the company;
 - (b) the remuneration or commission drawn by the individual concerned in any other capacity;
 - (c) the remuneration or commission drawn by him from any other company;
 - (d) professional qualifications and experience of the individual concerned;
 - (e) such other matters as may be prescribed under the Companies Act and Schedule thereto.

Remuneration Policy for Directors, Key Managerial Personnel and Other Employees (Annexure 'D' to Directors' Report)

- (2) The remuneration structure of the Executive Directors and Key Managerial Personnel shall include the following components:
 - (i) Salary
 - (ii) Perquisites and Allowances
 - (iii) Retiral benefits
 - (iv) Annual Bonus
- (3) The Board shall also review and approve the remuneration as recommended by NRC to be payable to the Key Managerial Personnel of the Company.
- (4) The Annual Plan and Objectives for Executive Directors, Key Managerial Personnel and Senior Executives shall be reviewed by the NRC and Annual increments /increases in their salaries will be recommended by the NRC to the Board for its approval based on their achievements against the Annual Plan and Objectives.

B. Remuneration to other Employees

Employees shall get remuneration according to their nature of jobs, qualifications, work experience, competencies as well as their roles and responsibilities in the organization. Annual increments shall be based on various factors, such as, their performance in the last year, job profile, skill sets, seniority, experience, attitude, behavior pattern, commitments to their jobs, etc. Their promotions in respective deserving cases according to the needs of the Company will also be based on the abovesaid criteria.

For and on behalf of the Board of Directors

Registered Office :

56, Netaji Subhas Road, 2nd Floor
Kolkata - 700 001

Dated : August 1, 2017

S. S. JAIN
Chairman

DIN : 00013732

Extract of Annual Return (Annexure ‘ E ’ to Directors’ Report)

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN as on the Financial Year ended on 31st March, 2017
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1)
of the Companies (Management and Administration) Rules, 2014]**

I	REGISTRATION AND OTHER DETAILS	
i	CIN	L17232WB1947PLC016105
ii	Registration Date	12.12.1947
iii	Name of the Company	RTS POWER CORPORATION LIMITED
iv	Category / Sub-Category of the Company	A Public Company limited by Shares
v	Address of the Registered Office and contact details	56 Netaji Subhas Road, 2nd Floor, Kolkata-700001 Telephone No : (033) 224 26025, 9831039925, 9830009827 Fax No : (033) 2242-6732 E Mail : headoffice@rtspower.com
vi	Whether listed company Yes / No	Yes
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Niche Technologies Pvt. Ltd. D-511, Bagree Market, 71 B.R.B.Basu Road, Kolkata –700001 Phone : (033) 2234-3576/ 2235-7270/7271/5236 Fax : (033) 2215-6823 E Mail:nichetechpl@nichetechpl.com
II	PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY All the business activities contributing 10% or more of the total turnover of the Company	As per Attachment – A
III	PARTICULARS OF HOLDING SUBSIDIARY AND ASSOCIATE COMPANIES	As per Attachment – B
IV	SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAK UP AS PERCENTAGE OF TOTAL EQUITY)	
	i) Category-wise Shareholding	As per Attachment – C
	ii) Shareholding of Promoters	As per Attachment – D
	iii) Change in Promoter’s Shareholding	As per Attachment – E
	iv) Shareholding Pattern of top Ten Shareholders (other than Directors, promoters and Holders of GDRs and ADRs)	As per Attachment – F
	v) Shareholding of Directors and Key Managerial Personnel	As per Attachment – G

Extract of Annual Return (Annexure ' E' to Directors' Report)

V	INDEBTEDNESS Indebtedness of the Company including interest outstanding / accrued but not due for payment	As per Attachment – H
VI	REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	
	A. Remuneration to Managing Director, Whole-time Director and/or Manager	As per Attachment – I
	B. Remuneration to other Directors	As per Attachment – J
	C. Remuneration to Key Managerial Personnel other than MD/MANAGER/ WTD	As per Attachment – K
VII	PENALTIES/PUNISHMENT/ COMPOUNDING OF OFFENCES	As per Attachment – L

ATTACHMENT – A

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company :-

Sl No	Name and Description of main products / services	NIC Code of the product/ services*	% to total turnover of the company
1.	Transformers	271	59.59%
2.	Cables & Conductors	273	13.30%

* As per National Industrial Classification –Ministry of Statistics and Programme Implementation

ATTACHMENT – B

III PARTICULARS OF HOLDING ,SUBSIDIARY AND ASSOCIATE COMPANIES

Your Company does not have any Subsidiary, Joint Venture and Associate Company during the year under review.

As mentioned in the last year's Directors' Report both Blue Nile Projects Limited, Hong Kong and ABAY Energy Private Limited Company, Ethiopia have ceased to be Subsidiary Company and step-down Subsidiary Company respectively of your Company on July 27, 2015.

ATTACHMENT C

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
1) Indian									
a) Individual / HUF	409711	0	409711	5.016	409711	0	409711	5.016	0.000

Extract of Annual Return (Annexure ' E' to Directors' Report)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Central Government									
c) State Government									
d) Bodies Corporate	5071365	0	5071365	62.084	5083545	0	5083545	62.234	0.150
e) Banks / Financial Institutions									
f) Any Other									
Sub-total (A)(1)	5481076	0	5481076	67.100	5493256	0	5493256	67.249	0.149
2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corporate									
d) Banks / Financial Institutions									
e) Any Other									
Sub-total (A)(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	5481076	0	5481076	67.100	5493256	0	5493256	67.249	0.149
B. PUBLIC SHAREHOLDING									
1) Institutions									
a) Mutual Funds									
b) Banks / Financial Institutions									
c) Central Governments									
d) State Governments									
e) Venture Capital Funds									

Extract of Annual Return (Annexure ' E' to Directors' Report)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
f) Insurance Companies									
g) Foreign Institutional Investors (FII)									
h) Foreign Venture Capital Funds									
i) Others (Specify)									
Sub-total (B)(1)	0	0	0	0	0	0	0	0	0
2) Non-Institutions									
a) Bodies Corporate									
i) Indian	1454616	1001	1455617	17.820	1229374	1001	1230375	15.062	-2.758
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	756739	6965	763704	9.349	774784	6965	781749	9.570	0.221
ii) Individual shareholders holding nominal share capital in excess of Rs 1 Lakh	286089	0	286089	3.502	315630	0	315630	3.864	0.362
c) Others (specify)									
1. NRI	15000	0	15000	0.184	4103	0	4103	0.050	-0.134
2. Overseas Corporate Bodies									
3. Foreign Nationals									
4. Clearing Members	167014	0	167014	2.045	343387	0	343387	4.204	2.159
5. Trusts									
6. Foreign Bodies - D.R.									
Sub-total (B)(2)	2679458	7966	2687424	32.900	2667278	7966	2675244	32.751	-0.149

Extract of Annual Return (Annexure ' E' to Directors' Report)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Total Public Shareholding (B) = (B)(1)+(B)(2)	2679458	7966	2687424	32.900	2667278	7966	2675244	32.751	-0.149
C. Shares held by Custodian for GDRs & ADRs									
GRAND TOTAL (A+B+C)	8160534	7966	8168500	100.000	8160534	7966	8168500	100.000	0.000

ATTACHEMNT D**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****(ii) Shareholding of Promoters**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	
1	ABHAY BHUTORIA (HUF)	100695	1.233	0.000	100695	1.233	0.000	0.000
2	ABHAY BHUTORIA	53800	0.659	0.000	53800	0.659	0.000	0.000
3	ABHAY TRANSFORMERS PVT. LTD.	89800	1.099	0.000	89800	1.099	0.000	0.000
4	BHUTORIA BROS LTD.	1333281	16.322	0.000	1345461	16.471	0.000	0.149
5	BHUTORIA INVESTMENTS PVT. LTD.	2298648	28.140	0.000	2298648	28.140	0.000	0.000
6	BHUTORIA TRANSFORMERS & RECTIFIERS PVT.LTD.	676336	8.280	0.000	676336	8.280	0.000	0.000
7	HEMLATA BHUTORIA	35800	0.438	0.000	35800	0.438	0.000	0.000
8	LADNUN AGRICULTURAL FARMS PVT.LTD.	204800	2.507	0.000	204800	2.507	0.000	0.000
9	RACHNA BHUTORIA	38800	0.475	0.000	38800	0.475	0.000	0.000
10	RAJASTHAN TRANSFORMERS & SWITCHGEARS PVT. LTD.	468500	5.735	0.000	468500	5.735	0.000	0.000

Extract of Annual Return (Annexure ' E' to Directors' Report)

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	
11	RAJENDRA BHUTORIA	39700	0.486	0.000	39700	0.486	0.000	0.000
12	RAJENDRA BHUTORIA(HUF)	45200	0.553	0.000	45200	0.553	0.000	0.000
13	SADHNA BHUTORIA .	35558	0.435	0.000	35558	0.435	0.000	0.000
14	SHARAD BHUTORIA	60158	0.736	0.000	60158	0.736	0.000	0.000
	TOTAL	5481076	67.100	0.000	5493256	67.249	0.000	0.149

ATTACHMENT E
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(iii) Change in Promoter's Shareholding

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	ABHAY BHUTORIA (HUF)				
	a) At the Beginning of the Year	100695	1.233		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			100695	1.233
2	ABHAY BHUTORIA .				
	a) At the Beginning of the Year	53800	0.659		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			53800	0.659
3	ABHAY TRANSFORMERS PVT. LTD.				
	a) At the Beginning of the Year	89800	1.099		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			89800	1.099
4	BHUTORIA BROTHERS LTD.				
	a) At the Beginning of the Year	1333281	16.322		
	b) Changes during the year				
	Date Reason				
	15/04/2016 Transfer	12180	0.149	1345461	16.471

Extract of Annual Return (Annexure ' E' to Directors' Report)

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	c) At the End of the Year			1345461	16.471
5	BHUTORIA INVESTMENTS PVT. LTD.				
	a) At the Beginning of the Year	2298648	28.140		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			2298648	28.140
6	BHUTORIA TRANSFORMERS & RECTIFIERS PVT. LTD.				
	a) At the Beginning of the Year	676336	8.280		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			676336	8.280
7	HEMLATA BHUTORIA				
	a) At the Beginning of the Year	35800	0.438		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			35800	0.438
8	LADNUN AGRICULTURAL FARMS PVT. LTD.				
	a) At the Beginning of the Year	204800	2.507		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			204800	2.507
9	RACHNA BHUTORIA .				
	a) At the Beginning of the Year	38800	0.475		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			38800	0.475
10	RAJASTHAN TRANSFORMERS & SWITCHGEARS PVT. LTD.				
	a) At the Beginning of the Year	468500	5.735		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			468500	5.735
11	RAJENDRA BHUTORIA				
	a) At the Beginning of the Year	39700	0.486		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			39700	0.486

Extract of Annual Return (Annexure ' E' to Directors' Report)

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
12	RAJENDRA BHUTORIA (HUF)				
	a) At the Beginning of the Year	45200	0.553		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			45200	0.553
13	SADHNA BHUTORIA				
	a) At the Beginning of the Year	35558	0.435		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			35558	0.435
14	SHARAD BHUTORIA				
	a) At the Beginning of the Year	60158	0.736		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			60158	0.736
	T O T A L	5481076	67.100	5493256	67.249

ATTACHMENT F
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(iv) Shareholding Pattern of top Ten Shareholders(other than Directors, Promoters and Holder of GDRs and ADRs) :

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	BONANZA PORTFOLIO LTD				
	a) At the Beginning of the Year	31904	0.391		
	b) Changes during the year				
	Date Reason				
	15/04/2016 Transfer	-200	0.002	31704	0.388
	22/04/2016 Transfer	479	0.006	32183	0.394
	06/05/2016 Transfer	-92	0.001	32091	0.393
	13/05/2016 Transfer	3	0.000	32094	0.393
	20/05/2016 Transfer	35	0.000	32129	0.393
	27/05/2016 Transfer	-194	0.002	31935	0.391
	03/06/2016 Transfer	-52	0.001	31883	0.390
	10/06/2016 Transfer	2100	0.026	33983	0.416
	17/06/2016 Transfer	-1000	0.012	32983	0.404

Extract of Annual Return (Annexure ' E' to Directors' Report)

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	24/06/2016 Transfer	311	0.004	33294	0.408
	01/07/2016 Transfer	689	0.008	33983	0.416
	19/08/2016 Transfer	-500	0.006	33483	0.410
	26/08/2016 Transfer	-200	0.002	33283	0.407
	02/09/2016 Transfer	-1000	0.012	32283	0.395
	30/09/2016 Transfer	-331	0.004	31952	0.391
	04/11/2016 Transfer	-134	0.002	31818	0.390
	18/11/2016 Transfer	-5104	0.062	26714	0.327
	25/11/2016 Transfer	-1313	0.016	25401	0.311
	09/12/2016 Transfer	-19488	0.239	5913	0.072
	16/12/2016 Transfer	-1981	0.024	3932	0.048
	23/12/2016 Transfer	-1000	0.012	2932	0.036
	13/01/2017 Transfer	92	0.001	3024	0.037
	10/02/2017 Transfer	-92	0.001	2932	0.036
	03/03/2017 Transfer	-820	0.010	2112	0.026
	24/03/2017 Transfer	800	0.010	2912	0.036
	31/03/2017 Transfer	-32	0.000	2880	0.035
	c) At the End of the Year			2880	0.035
2	CASTLE COMMODITIES PVT. LTD.				
	a) At the Beginning of the Year	0			
	b) Changes during the year				
	Date Reason				
	13/01/2017 Transfer	1140000	13.956	1140000	13.956
	c) At the End of the Year			1140000	13.956
3	GEOJIT BNP PARIBAS FINANCIAL SERVICES LTD.				
	a) At the Beginning of the Year	169000	2.069		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			169000	2.069
4	MANI MARKETING & HOLDINGS PVT. LTD.				
	a) At the Beginning of the Year	1140000	13.956		
	b) Changes during the year				

Extract of Annual Return (Annexure ' E' to Directors' Report)

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	Date Reason				
	13/01/2017 Transfer	-1140000	13.956	0	0.000
	c) At the End of the Year			0	0.000
5	MONARCH NETWORK CAPITAL LIMITED				
	a) At the Beginning of the Year	89219	1.092		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			89219	1.092
6	MUKESH KUMAR CHANDULAL SHAH				
	a) At the Beginning of the Year	93000	1.139		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			93000	1.139
7	PRAKASH CHANDRA MODI				
	a) At the Beginning of the Year	29500	0.361		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			29500	0.361
8	PRECISE CONSULTING & ENGINEERING PVT. LTD.				
	a) At the Beginning of the Year	32450	0.397		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			32450	0.397
9	RAHUL FATEHCHAND SHAH				
	a) At the Beginning of the Year	33650	0.412		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			33650	0.412
10	SPATIAL SERVICES (P) LTD.				
	a) At the Beginning of the Year	31746	0.389		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			31746	0.389
11	SURESHKUMAR GURUMUKHDAS UDHANI				
	a) At the Beginning of the Year	17050	0.209		
	b) Changes during the year				

Extract of Annual Return (Annexure ' E' to Directors' Report)

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	Date Reason				
	06/01/2017 Transfer	343	0.004	17393	0.213
	13/01/2017 Transfer	4241	0.052	21634	0.265
	03/02/2017 Transfer	2245	0.027	23879	0.292
	c) At the End of the Year			23879	0.292
12	TATA SECURITIES LIMITED				
	a) At the Beginning of the Year	25900	0.317		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			25900	0.317
	TOTAL	1693419	20.731	1671224	20.459

ATTACHMENT G
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(v) Shareholding of Directors and Key Managerial Personnel

Sl No.	For Each of the Directors and Key Management Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	RAJENDRA BHUTORIA (WHOLETIME DIRECTOR)				
	a) At the Beginning of the Year	39700	0.486		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			39700	0.486
2	ABHAY BHUTORIA (MANAGING DIRECTOR)				
	a) At the Beginning of the Year	53800	0.659		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			53800	0.659
3	RACHNA BHUTORIA (DIRECTOR)				
	a) At the Beginning of the Year	38800	0.475		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			38800	0.475

Extract of Annual Return (Annexure ' E ' to Directors' Report)

Sl No.	For Each of the Directors and Key Management Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
4	RAM LAL SAINI (DIRECTOR)				
	a) At the Beginning of the Year	160	0.002		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			160	0.002
5	MUKHESH JAIN (CHIEF FINANCIAL OFFICER)				
	a) At the Beginning of the Year	1400	0.017		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1400	0.017

NOTE : None of the other Directors and Key Managerial Personnel hold any Shares in the Company.

ATTACHMENT – H
V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	237416972	64756970		302173942
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	237416972	64756970		302173942
Change in Indebtedness during the Financial Year				
Addition	12743373			12743373
Reduction		17642516		17642516
Net Change	12743373	17642516		(4899143)
Indebtedness at the end of the financial year				
i) Principal Amount	250160345	47114454		297274799
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	250160345	64756970		297274799

Extract of Annual Return (Annexure ' E' to Directors' Report)**ATTACHMENT – I****VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager :**

(₹)

Sl. No.		Name of MD Abhay Bhutoria	Name of WTD Rajendra Bhutoria	Total Amount
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	17,00,000	12,00,000	29,00,000
	(b) Value of perquisites under Section 17(2) of the Income-Tax Act, 1961	1,67,751	NIL	1,67,751
	(c) Profits in lieu of salary under Section 17(3) of the Income-Tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission - as % of profit - others	NIL	NIL	NIL
5	Others-Contribution to Provident Fund	2,04,000	1,44,000	3,48,000
	Total	20,71,751	13,44,000	34,15,751
	Ceiling as per the Act	84,00,000	84,00,000	1,68,00,000

Note : Provisions for incremental gratuity for the current year has not been considered, since the provision is based on actuarial basis for the Company as a whole.

Extract of Annual Return (Annexure ' E' to Directors' Report)

ATTACHMENT – J

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

B. Remuneration to other Directors :

Sl No.	Particulars of Remuneration	Name of Directors				Total Amount
		SARDUL SINGH JAIN	ALOK KUMAR BANTHIA			
1.	Independent Directors (a) Fee for attending Board / Committee Meetings (b) Commission (c) Others	NIL	NIL			NIL
	Total (1)	NIL	NIL			NIL
				RACHNA BHUTORIA	RAM LAL SAINI	
2.	Other Non-Executive Directors (a) Fee for attending Board / Committee Meetings (b) Commission (c) Others			NIL	NIL	NIL
	Total (2)			NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act					

NOTE : Non-Executive Directors do not get any remuneration from the Company , except Sri R L Saini , who gets Fee of Rs 9 Lacs per annum for rendering consultancy services to the Company on Accounting and Auditing matters in his professional capacity being a Chartered Accountant by profession , which has been approved by the Nomination and Remuneration Committee, Board and Shareholders. The Non-Executive Directors do not get any sitting Fees for attending Meetings of the Board and its Committees.

Extract of Annual Return (Annexure ' E' to Directors' Report)**ATTACHMENT – K****VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

Sl No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary	Chief Financial Officer	
	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	2,66,400	5,37,919	8,04,319
	(b) Value of perquisites under Section 17(2) of the Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act,1961	NIL	NIL	NIL
	Stock Option	NIL	NIL	NIL
	Sweat Equity	NIL	NIL	NIL
	Commission - as % of profit - others,	NIL	NIL	NIL
	Others Provident Fund	NIL	33,204	33,204
	Total	2,66,400	5,71,123	8,37,523

Extract of Annual Return (Annexure ' E' to Directors' Report)

ATTACHMENT – L

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding Fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NONE		
Punishment			NONE		
Compounding			NONE		
B. DIRECTORS					
Penalty			NONE		
Punishment			NONE		
Compounding			NONE		
C. OTHER OFFICERS IN DEFAULT					
Penalty			NONE		
Punishment			NONE		
Compounding			NONE		

For and on behalf of the Board of Directors

Registered Office :

56, Netaji Subhas Road, 2nd Floor

Kolkata - 700 001

Dated : August 1, 2017

S. S. JAIN

Chairman

DIN : 00013732

Secretarial Audit Report (Annexure 'F' to Directors' Report)

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
M/s RTS POWER CORPORATION LIMITED
56, NETAJI SUBHAS ROAD
KOLKATA - 700001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s RTS POWER CORPORATION LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31st, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31st, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period)**

Secretarial Audit Report (Annexure 'F' to Directors' Report)

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
- (vi) The followings are the other laws as specifically applicable to the Company:
 - a) The Factories Act, 1948;
 - b) The Payment of Bonus Act, 1965;
 - c) The Industrial Disputes Act, 1947;
 - d) The Employees Provident Fund and Miscellaneous Provisions Act, 1952;
 - e) The Employees' State Insurance Act, 1948.

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

- (i) The company has complied with the applicable Clauses of Secretarial Standard (SS-1 and SS-2) issued by the Institute of Company Secretaries of India and it was noted that the company has complied with the same to the extent possible.
- (ii) The company has complied with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the period under review.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to following observation/qualification :

- There has been delay of 10 days in filing of disclosure under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for disclosing a quarterly compliance report on corporate governance for quarter ended 30th September, 2016.

Management's Responsibility :

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

Secretarial Audit Report (Annexure 'F' to Directors' Report)

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review are carried out in compliance with the provisions of the Act.

Generally adequate notice are given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there was no specific event/ action having a major bearing on the company's affairs in pursuance to the laws, rules, regulations, guidelines, etc. referred to above.

For **M/s Manoj Shaw & Co.**
(Company Secretaries)

Manoj Prasad Shaw
(Proprietor)

Place : Kolkata
Date : 30th May 2017

FCS No. 5517
C P No.: 4194

Disclosure of Related Party Transaction (Annexure 'G' to Directors' Report)

Form No. AOC-2

[Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

The Audit Committee and the Board of Directors of the Company at their respective Meetings held on May 30, 2014 have approved the proposals for entering into the following Related Party contracts/ arrangements / transactions, which were also approved by the Shareholders by passing a Special Resolution in the Company's Annual General Meeting held on 29th September, 2014. No amount of advance has been paid by the Company against such contracts / arrangements / transactions :

Name of the Related Party	Name of the Director or Key Managerial Personnel of the Company who is related, if any	Nature of their relationship with the Related Party	Maximum Monetary Value In Rupees	Nature, salient terms and particulars of the proposed Contracts or Arrangements or Transactions	Justification for entering into such Contracts or Arrangements or Transactions	Duration or validity of the proposed Contracts or Arrangements or Transactions
Bhutoria Brothers Limited (BBL)	Sri Rajendra Bhutoria Whole-time Director	Director & Member (holding 22% of BBL's Paid up Share Capital)	12 lakhs per year	Building and Godown Rent payable to BBL for the premises taken on rent by the Company from BBL	Tenancy arrangement has been continuing for a long time	To remain valid till this limit is not exceeded and approved and changed
	Sri Abhay Bhutoria Managing Director	Member (holding 16% of BBL's Paid up Share Capital)				
	Smt Rachna Bhutoria Director	Member (holding 3.53% of BBL's Paid up Share Capital)				
ABAY Energy Private Limited Company, Ethiopia	Sri Rajendra Bhutoria Whole-time Director	Erstwhile Step-down Subsidiary of the Company	50 Crores per year	Sale of Goods	Additional business of the Company by way of Export	To remain valid till this limit is not exceeded and approved and changed
	Sri Abhay Bhutoria Managing Director					
	Smt Rachna Bhutoria Director					



Disclosure of Related Party Transaction (Annexure 'G' to Directors' Report)

Name of the Related Party	Name of the Director or Key Managerial Personnel of the Company who is related, if any	Nature of their relationship with the Related Party	Maximum Monetary Value In Rupees	Nature, salient terms and particulars of the proposed Contracts or Arrangements or Transactions	Justification for entering into such Contracts or Arrangements or Transactions	Duration or validity of the proposed Contracts or Arrangements or Transactions
Bhutoria Transformers & Rectifiers Private Limited (BTR)	Sri Rajendra Bhutoria Whole-time Director	Member (holding 2.89 % of BTR's Paid up Share Capital)	12 lakhs per year	Rent payable to BTR for the premises taken on rent by the Company from BTR	Tenancy arrangement has been continuing for a long time	To remain valid till this limit is not exceeded and approved and changed
	Sri Abhay Bhutoria Managing Director	Director & Member (holding 6.56 % of BTR's Paid up Share Capital)				
	Smt Rachna Bhutoria Director	Member (holding 6.94 % of BTR's Paid up Share Capital)				
	Sri Sharad Bhutoria Chief Executive Officer	Director & Member				
Bhutoria Properties (BP)	Smt Rachna Bhutoria Director	Co-owner	50,000 per year	Rent payable to BP for the premises taken on rent by the Company from BP	Tenancy arrangement has been continuing for a long time	To remain valid till this limit is not exceeded and approved and changed
Sri Sharad Bhutoria	Son of Sri Rajendra Bhutoria, Wholetime Director	Chief Executive Officer	12 Lakhs per year	Salary & Perquisites	Already in employment for about 9 and 1/2years	To remain valid till this limit is not exceeded and approved and changed
Sri Ram Lal Saini		Director	9 Lakhs per year	Getting such remuneration (Fees) not as a Director, but for rendering consultancy services to the Company on Accounting and Auditing matters in his professional capacity being a Chartered Accountant	Has been rendering such services for last 29 years, even before he became a Director of the Company from May14, 2011	To remain valid till he continues to be a Director of the Company and renders such services to the Company in his professional capacity

Disclosure of Related Party Transaction (Annexure 'G' to Directors' Report)

Name of the Related Party	Name of the Director or Key Managerial Personnel of the Company who is related, if any	Nature of their relationship with the Related Party	Maximum Monetary Value In Rupees	Nature, salient terms and particulars of the proposed Contracts or Arrangements or Transactions	Justification for entering into such Contracts or Arrangements or Transactions	Duration or validity of the proposed Contracts or Arrangements or Transactions
Bhutoria Transformers & Rectifiers Private Limited (BTR)	Sri Rajendra Bhutoria Whole-time Director	Member (holding 2.89 % of BTR's Paid up Share Capital)	20 Crores per year	Purchase of Transformer Oil	Transactions between group Companies to achieve economy and convenience of operations	To remain valid till this limit is not exceeded and approved and changed by a further Resolution
	Sri Abhay Bhutoria Managing Director	Director & Member (holding 6.56 % of BTR's Paid up Share Capital)	5 Crores per year	Purchase of all kinds of paper and paper products , including excise books but excluding handmade papers		
	Smt Rachna Bhutoria Director	Member (holding 6.94 % of BTR's Paid up Share Capital)	5 Crores per year	Purchase and/or sale of Power and Distribution Transformers and raw materials, parts, spares, accessories, and others used in manufacturing of Power & Distribution Transformers, Cables & Conductors		
	Sri Sharad Bhutoria Chief Executive Officer	Director & Member				
Bhutoria Transformers & Rectifiers Private Limited (BTR)	Sri Rajendra Bhutoria Whole-time Director	Member (holding 2.89 % of BTR's Paid up Share Capital)	5 Lacs per year	Factory Building Repair Charges	Necessary repair and maintenance done to run the Company	
	Sri Abhay Bhutoria Managing Director	Director & Member (holding 6.56 % of BTR's Paid up Share Capital)				
	Smt Rachna Bhutoria Director	Member (holding 6.94 % of BTR's Paid up Share Capital)				
	Sri Sharad Bhutoria Chief Executive Officer	Director & Member				

2. Details of material contracts or arrangements or transactions at arm's length basis - **NOT APPLICABLE**

For and on behalf of the Board of Directors

Registered Office :

56, Netaji Subhas Road, 2nd Floor
Kolkata - 700 001

Dated : August 1, 2017

S. S. JAIN

Chairman

DIN : 00013732

Annexure 'H' to Directors' Report

DETAILS PERTAINING TO REMUNERATION AND OTHER DETAILS AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014, AS AMENDED BY THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

- (i) The percentage increase in remuneration of each Director, Company Secretary and Chief Financial Officer during the Financial Year 2016-2017 and ratio of remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2016-2017 are as under:

Sl No	Name of Director/KMP & Designation	Remuneration of Director /KMP for Financial Year 2016-2017 (₹)	% increase in remuneration in Financial Year 2016-2017	Ratio of remuneration of each Director to the median remuneration of the employees for the Financial Year 2016-2017
1	Sri Rajendra Bhutoria Vice Chairman & Whole-time Director	13,44,000/-	NIL	5.06
2	Sri Abhay Bhutoria Managing Director	20,71,751/-	44.74%	7.79
3	Sri J Biswas Company Secretary	2,66,400/-	7.25%	1.00
4	Sri Mukesh Jain Chief Financial Officer	5,71,123,-/-	12.03.%	2.15

- (ii) Non-Executive Directors do not get any remuneration from the Company, except Sri R L Saini, who gets Fee of Rs 9 Lacs per annum for rendering consultancy services to the Company on Accounting and Auditing matters in his professional capacity being a Chartered Accountant by profession, which has been approved by the Nomination and Remuneration Committee, Board and Shareholders. The Non-Executive Directors do not get any sitting Fees for attending Meetings of the Board and its Committees.
- (iii) The median remuneration of employees of the Company during the Financial Year was Rs 2,65,776 /-.
- (iv) In the Financial Year, there was an increase of 1.59 % in the median remuneration of employees;
- (v) There were 70 permanent employees on the rolls of Company as on March 31, 2017;
- (vi) Average percentage increase in the salaries of employees other than the Managerial Personnel in the last Financial Year i.e. 2016-17 was 4.42 % whereas the average percentage increase in managerial remuneration for the same Financial Year was 20.36 % ;
- (vii) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company for Directors, Key Managerial Personnel and other Employees.

For and on behalf of the Board of Directors

Registered Office :

56, Netaji Subhas Road, 2nd Floor
Kolkata - 700 001

Dated : August 1, 2017

S. S. JAIN

Chairman

DIN : 00013732

Independent Auditors' Report

To the Members of
RTS Power Corporation Limited

Report on the Financial Statements

We have audited the accompanying financial statements of RTS Power Corporation Limited ("the Company") which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

Independent Auditors' Report

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - ii. 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.
 - iii. The Branch Auditor's report in respect of branches not visited by us, have been properly dealt with in preparing our report.
 - iv. The Balance Sheet, the Statement of Profit and Loss and the Cash flow Statement dealt with this Report are in agreement with the books of account.
 - v. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - vi. On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - vii. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - viii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note No. 33 to the financial statements.
 - (ii) The Company has made adequate provision for long term contracts including derivative contracts.
 - (iii) There has been no delay in transferring the amounts required to be transferred, to the Investor Education and Protection Fund by the Company.
 - (iv) The company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and based on Audit procedures and relying on the management representation we report that the disclosures are in accordance with the books of accounts maintained by the company and as produced to us by the management. (Refer Note No. 36 to the financial statements)

For **A.C. Bhuteria & Co.**
Chartered Accountants
Firm Regn. No. 303105E

Rahul Sethia
Partner

Place: Kolkata
Dated : 30th May, 2017

Membership No.: 303931

Annexure 'A' to the Auditors' Report

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS REPORT REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING OF "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE.

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets have been physically verified by the management in a phased manner, during the year which in our opinion is reasonable having regard to the size of the Company and nature of its business. No material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. Physical verification of inventories has been conducted at reasonable intervals by the management. No material discrepancies were noticed on physical verification as compared to book record.
- iii. The Company has not granted any loan, secured or unsecured, to Companies / firms/ parties covered in the register maintained under Section 189 of the Companies Act, 2013 ("the Act"). Accordingly, paragraphs 3(iii)(b) & 3(iii)(c) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not given any loan/guarantee/security to or on behalf of any party referred to in Section 185 of the Companies Act 2013. The Company has complied with Section 186 in respect of loans and investments made. The Company has not given any guarantee or provided any security in connection with a loan to any body corporate or any other person.
- v. On the basis of our examination of books and records of the Company, in our opinion and according to the information and explanations given to us, the Company has not accepted deposits during the year and therefore the directives issued by the Reserve bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act 2013 and the rules framed there under are not applicable to the Company.
- vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 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.
- vii. a. According to the information and explanations given to us and on the basis of our examination of the books and records of the Company, the Company is generally regular in depositing undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax and other statutory dues as applicable to it with appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the books and records of the Company, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31st March 2017 for a period of more than six months from the date they became payable except as under:

Name of the Statute	Nature of Dues	Amount (₹)	Financial Year to which the amount relates
Rajasthan Tax on Entry of Goods in Local Area Act, 1999	Entry Tax	20,95,481	2014-2015

Annexure 'A' to the Auditors' Report

- b. According to the information & explanation give to us, there are no dues of Income tax and other applicable Statutory Dues which have not been deposited on account of any dispute except as under:

Name of the Statute	Nature of Dues	Amount (₹)	Period	Forum where dispute is pending
Rajasthan VAT/CST	VAT,CST, Interest, Penalty on Freight and insurance recovered	7,33,527/-	2007-08	Tax Board, Rajasthan
		9,93,285/-	2008-09	
		8,72,954/-	2009-10	
		11,21,471/-	2010-11	
		21,12,544/-	2011-12	
West Bengal VAT	VAT	40,46,172/-	2009-10	Appellate & Revision Board of Sales Tax
Central Excise Act	Excise	6,26,170/-	2010-11	Deputy Commissioner of Central Excise
Central Excise Act	Service Tax	39,41,342/-	2010-11 to 2013-14	Joint Commissioner of Central Excise

- viii. Based on our audit procedures and as per the information & explanation given by the management, the Company has not defaulted in repayment of loans or borrowings to financial Institution or Banks. The Company has not issued any debentures. The Company does not have any Loans or borrowings from Government.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x. On the basis of our examination of books and records of the Company and according to the information and explanation provided to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013, where applicable, and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. The company has not entered into any non cash transaction with directors or persons connected with him under section 192 of the Companies Act, 2013.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **A.C. Bhuteria & Co.**
Chartered Accountants
Firm Regn. No. 303105E

Rahul Sethia
Partner

Place: Kolkata
Dated : 30th May, 2017

Membership No.: 303931

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of RTS Power Corporation Ltd ("the Company") as of 31st March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

Annexure - B to the Auditors' Report

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting, in so far as it relates to 6 branches, is based on the corresponding reports of the branch auditors of such branches.

For **A.C. Bhuteria & Co.**
Chartered Accountants
Firm Regn. No. 303105E

Rahul Sethia
Partner
Membership No.: 303931

Place: Kolkata
Dated : 30th May, 2017

Balance Sheet as at 31st March, 2017

Particulars	Notes	As At	As At
		31st March 2017 (₹)	31st March 2016 (₹)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	15,66,85,000	15,66,85,000
(b) Reserves & Surplus	3	40,41,45,087	38,55,29,671
	(A)	56,08,30,087	54,22,14,671
(2) Non-Current Liabilities			
(a) Long Term Borrowings	4	11,61,614	61,47,812
(b) Deferred Tax Liabilities (Net)	5	81,12,000	95,94,000
(c) Long Term Provisions	6	41,42,345	44,12,216
	(B)	1,34,15,959	2,01,54,028
(3) Current Liabilities			
(a) Short Term Borrowings	7	29,39,02,833	29,03,22,912
(b) Trade Payables	8		
- Due to Micro & Small Enterprises		5,95,990	7,10,819
- Due to Other than Micro & Small Enterprises		43,48,95,421	29,91,82,171
(c) Other Current Liabilities	9	2,86,62,653	2,16,05,721
(d) Short Term Provisions	10	19,61,276	31,28,302
	(C)	76,00,18,173	61,49,49,925
Total (A+B+C)		1,33,42,64,219	1,17,73,18,624
II. ASSETS			
(1) Non Current Assets			
(a) Fixed Assets	11		
(i) Tangible Assets		12,09,00,184	13,04,81,277
(b) Non Current Investments - Long Term	12	6,87,175	21,500
(c) Long Term Loans and Advances	13	64,80,034	56,82,425
(d) Other Non Current Assets	14	1,45,39,900	1,90,94,395
	(A)	14,26,07,293	15,52,79,597
(2) Current Assets			
(a) Inventories	15	42,01,84,778	29,45,73,418
(b) Trade Receivables	16	59,63,83,263	56,78,96,530
(c) Cash and Bank Balances	17		
(i) Cash & Cash Equivalents		1,86,43,955	1,43,11,176
(ii) Other Bank Balances		8,12,64,947	5,97,64,254
(d) Short Term Loans and Advances	18	7,12,22,575	8,16,30,218
(e) Other Current Assets	19	39,57,408	38,63,431
	(B)	1,19,16,56,926	1,02,20,39,027
Total (A+B)		1,33,42,64,219	1,17,73,18,624
Significant Accounting Policies	1		
Notes to Financial Statements	2-41		

As per our Report of even date.
For **A.C. Bhuteria & Co.**
Chartered Accountants
Firm Registration No.: 303105E

Rahul Sethia
Partner
Membership No. : 303931

Place : Kolkata
Date : 30th May, 2017

S. S. Jain
Chairman

R. Bhuteria
Vice Chairman &
Whole Time Director

J. Biswas
Company Secretary

Abhay Bhutoria
Managing Director

Mukesh Jain
Chief Financial Officer

Statement of Profit and Loss for the year ended on 31st March, 2017

Particulars	Notes	Figures for the year ended 31st March, 2017 (₹)	Figures for the year ended 31st March, 2016 (₹)
I. Revenue from Operations (Gross)	20		
Sale of Products		1,15,74,15,725	1,53,76,90,359
Sale of Traded Goods		68,96,198	23,49,004
Revenue from Works Contract		1,66,46,832	14,12,938
Other Operating Revenues		2,62,09,918	3,19,44,397
		<u>1,20,71,68,673</u>	<u>1,57,33,96,698</u>
Less: Excise Duty		12,77,40,631	14,93,43,730
		<u>1,07,94,28,042</u>	<u>1,42,40,52,968</u>
II. Other Income	21	1,80,15,475	2,92,09,758
III. Total Revenue (I+II)		<u>1,09,74,43,517</u>	<u>1,45,32,62,726</u>
IV. EXPENSES			
Cost of Materials Consumed	31(a)	94,89,22,418	1,04,13,45,703
Purchases of Stock-in-trade/Traded Goods		56,69,033	17,52,300
Changes in Inventories of Finished Goods, Work in Progress and Scrap Materials	22	(14,58,28,153)	4,96,12,282
Employee Benefits Expenses	23	2,56,35,865	2,54,80,132
Finance Costs	24	6,31,72,677	7,36,54,484
Depreciation	11	1,39,03,847	1,56,73,911
Other Expenses	25	16,26,18,409	24,24,56,074
Total Expenses		<u>1,07,40,94,096</u>	<u>1,44,99,74,886</u>
V. Profit Before Tax, Exceptional & Non recurring Item (III-IV)		2,33,49,421	32,87,840
VI. Add: Exceptional Item	26	–	2,36,84,311
VII. Profit Before Tax (V+VI-VII)		<u>2,33,49,421</u>	<u>2,69,72,151</u>
VIII. Tax Expenses			
Current Tax		62,00,000	68,70,000
Deferred Tax	5	(14,82,000)	(10,35,000)
FBT for earlier years		16,005	–
		<u>47,33,995</u>	<u>58,35,000</u>
IX. Profit/ (Loss) for the Year (VII-VIII)		<u>1,86,15,416</u>	<u>2,11,37,151</u>
X. Earnings Per Equity Share	27		
a) Basic		2.28	2.59
b) Diluted		2.28	2.59
c) Face Value per Equity Share		10	10
Significant Accounting Policies	1		
Notes to Financial Statements	2-41		

As per our Report of even date.
 For **A.C. Bhuteria & Co.**
 Chartered Accountants
 Firm Registration No.: 303105E

Rahul Sethia
 Partner
 Membership No. : 303931

Place : Kolkata
 Date : 30th May, 2017

Abhay Bhutoria
 Managing Director

Mukesh Jain
 Chief Financial Officer

S. S. Jain
 Chairman

R. Bhutoria
 Vice Chairman &
 Whole Time Director

J. Biswas
 Company Secretary

Cash Flow Statement annexed to the Balance Sheet as at 31st March, 2017

	2016-17 (₹)	2015-16 (₹)
(A) Cash Flow from Operating Activities :		
Net Profit Before Tax, Exceptional and Extra Ordinary Items	2,33,49,421	2,69,72,151
Adjusted for :		
- Depreciation	1,39,03,847	1,56,73,911
- Finance Costs	6,31,72,677	7,36,54,484
- Profit on Sale of Investments in Wholly Owned Subsidiary	-	(67,31,382)
- Profit on Sale of Fixed Asset	17,497	(1,69,52,929)
- Interest Income	(93,60,727)	6,77,33,294
- Operating Profit before Working Capital Change	9,10,82,715	7,39,21,974
Movements in Working Capital		
- Decrease/ (Increase) in Inventories	(12,56,11,360)	7,74,13,205
- Decrease/ (Increase) in Trade and Other Receivables	(2,14,84,811)	37,71,74,413
- Increase/ (Decrease) in Trade and Other Payables	14,47,11,322	(23,84,849)
Cash generated / (used) from operations	8,86,97,866	2,85,82,831
Direct Tax (Paid) / Refunds Received (including interest)	(62,56,704)	(52,52,953)
Net Cash from / (used in) Operating activities	(A) 8,24,41,162	2,33,29,878
(B) Cash Flow From Investing Activities:		
Addition to Fixed Assets / Capital WIP	(43,40,251)	(59,24,361)
Sale of Fixed Assets	-	1,95,31,598
Sale of Long Term Investments	-	3,50,000
Purchase of Long Term Investments	(6,65,675)	-
Sale of Long Term Investments in Wholly Owned Subsidiary	-	2,40,46,400
Interest received	88,41,579	1,87,03,089
Fixed Deposits (Made) / Matured	(1,38,84,801)	(24,26,323)
Net Cash Flow from / (used in) Investing activities	(B) (1,00,49,148)	5,42,80,403

Cash Flow Statement annexed to the Balance Sheet as at 31st March, 2017

	2016-17 (₹)	2015-16 (₹)
(C) Cash Flow from Financing Activities :		
Repayment of Long Term Borrowing	(84,79,064)	(62,71,383)
Proceeds / (Repayment) of Short Term Borrowing (Net)	35,79,921	(14,78,39,351)
Proceeds from Issue of Preference Shares	-	7,50,00,000
Finance Cost	(6,31,72,677)	(7,36,54,484)
Net Cash used in Finance Activity	(C) (6,80,71,820)	(15,27,65,218)
Net Increase in Cash & Cash Equivalents	(A + B + C) 43,20,194	(7,51,54,937)
Cash & Cash Equivalents (Opening)	1,43,68,612	8,95,23,549
Cash & Cash equivalents (Closing)	1,86,88,806	1,43,68,612
Components of Cash and Cash Equivalents		
Cash on Hand	9,36,964	4,97,142
Balances with Bank		
- In Current Accounts	1,71,71,463	71,15,325
- Fixed Deposits (due within 3 months)	5,35,528	66,98,709
Unpaid Dividend Account	44,851	57,436
	1,86,88,806	1,43,68,612

Note :

- Cash Flow Statement has been prepared using the indirect method in accordance with Accounting Standard (AS) - 3 "Cash Flow Statement" notified under Section 133 of the Companies Act, 2013.

As per our Report of even date.
For **A.C. Bhuteria & Co.**
Chartered Accountants
Firm Registration No.: 303105E

Rahul Sethia
Partner
Membership No. : 303931

Place : Kolkata
Date : 30th May, 2017

Abhay Bhutoria
Managing Director

Mukesh Jain
Chief Financial Officer

S. S. Jain
Chairman

R. Bhutoria
Vice Chairman &
Whole Time Director

J. Biswas
Company Secretary

1 Significant Accounting Policies

a. Accounting Convention

To prepare financial statements in accordance with applicable Accounting Standards in India. A summary of important accounting policies is set out below. The financial statements have also been prepared in accordance with relevant presentational requirements of the Companies Act, 2013.

b. Basis of Preparation

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis and comply with the Accounting Standards prescribed by Companies (Accounting Standards) Rules, 2006, as amended and other pronouncements of the Institute of Chartered Accountants of India ('ICAI'). GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of operations of the Company, the Company has ascertained its operating cycle as 12 months for the purpose of current/ non-current classification of all assets and liabilities.

c. Use of Estimates

The preparation of the financial statements is in conformity with Generally Accepted Accounting Principles (GAAP) which requires the management to make estimates and assumptions that affect the reported amounts of income and expenditure for the period ended, assets and liabilities and disclosures of contingent liabilities on the date of the financial statements. The estimates and assumptions used in the preparation of accompanying financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of financial statement. Actual results could, however, differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

d. Property, Plant & Equipment

(i) Initial Recognition

The tangible items of property, plant and equipment are carried at cost less accumulated depreciation and accumulated impairment losses, if any, using the cost model as prescribed under Accounting Standard, AS-10 "Property, Plant & Equipment". Cost of an item of property, plant and equipment comprises of the purchase price, including import duties, if any, non-refundable purchase taxes, after deducting trade discounts and rebates, and costs that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

(ii) Depreciation

Depreciation on tangible property, plant & equipment is charged on written down value method over the useful life/remaining useful life of the asset as per Schedule II of the Companies Act 2013. Depreciation on assets purchased / acquired during the year is charged from the date of purchase / acquisition of the asset or from the day the asset is ready for its intended use. Similarly, depreciation on assets sold / discarded during the year is charged up to the date when the asset is sold / discarded.

e. Inventories

- a) Raw Materials, Stores & Spares, Work in Progress and Finished Goods are valued at lower of cost or net realisable value and cost is determined on FIFO basis, net of cenvat credit availed.
- b) Cost for Finished Goods and Work-in-Progress is determined taking material cost [net of cenvat credit availed] labour and relevant appropriate overheads and excise duty.
- c) Scrap, empty drums and replaced materials are valued at their respective net realisable value.

f. Investments

Long-term (Non Current) investments are stated at cost. Provision is made for diminution in the value of the investments, if, in the opinion of the management, the same is considered to be other than temporary in nature. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

g. Revenue from Operation

Revenue from operations includes sale of goods and works contract including excise duty, adjusted for discounts (net).

Sale of products are recognised when significant risk and rewards of ownership of the products are passed on to the customers. Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.

h. Recognition of other items of Income & Expenditures

Other items of income and expenditure are accounted for on accrual basis.

i. Employee Benefits**(i) Short Term Employee Benefits**

All employee benefits falling due wholly within twelve months of rendering the services are classified as short term employee benefits, which includes benefits like salary, wages, short term compensated absences and bonus, are recognized as expenses in the period in which the employee renders the related service.

(ii) Post- Employment Benefits**- Defined Contribution Plans**

The Company has Defined Contribution Plans for Post employment benefits in the form of Provident / Family Pension Fund for all employees which are administered by Regional Provident Fund Commissioner. Provident Fund and Family Pension Fund are classified as defined contribution plans as the Company has no further obligation beyond making the contributions. The Company's contributions to Defined Contribution plans are charged to the Statement of Profit and Loss as and when incurred.

- Defined Benefit Plans

Non-Funded Plan : The Company has a defined benefit plan for Post-employment benefit in the form of Gratuity. Liability for the above defined benefit plan is provided on the basis of valuation, as at the Balance Sheet date, carried out by an independent actuary. The actuarial method used for measuring the liability is the Projected Unit Credit Method.

- (iii) Termination benefits are recognised as an expense as and when incurred.

(iv) The Actuarial gains and losses arising during the year are recognised in the Statement of Profit and Loss.

(v) Provision is made for value of un-availed leaves due to employees at the end of accounting year on actual calculations.

j. Foreign Currency Transactions

Transactions in foreign currency are accounted for at exchange rates prevailing on the date of the transaction. Foreign currency assets and liabilities (monetary items-trade receivables / trade payables) at the year-end are accounted for at year-end exchange rates and differences, if any, are adjusted in the Statement of Profit and Loss. Exchange differences arising on settlement of monetary items (trade receivables / trade payables) are recognised as income or expense in the period in which the settlements are made.

k. Borrowing Cost

Interest and other costs in connection with the borrowings of the funds to the extent related / attributed to the acquisition /construction of qualifying fixed assets are capitalised upto the date when such assets are ready for their intended use and other borrowing costs are charged to Statement of Profit and Loss.

l. Segment reporting

Segments are identified based on the dominant source and nature of risks and returns and the internal organisation and management structure. The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. In addition, the following specific accounting policies have been followed for segment reporting: a) Inter segment revenue is accounted for based on the transaction price agreed to between segments on cost basis. b) Revenue and expenses are identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been disclosed as "Unallocable".

m. Leases

Where the Company is a Lessee:

Leases where the Lessor effectively retains substantially all the risks and benefits of ownership of the Leased Asset, are classified as 'Operating Leases'. Lease rentals with respect to assets taken on 'Operating Lease' are charged to Statement of Profit and Loss on a straight line basis over the lease term.

Leases which effectively transfer to the Company substantially all the risks and benefits incidental to the ownership of the leased item are classified as 'Finance Lease'. Assets acquired on Finance Lease which substantially transfer all the risks and rewards of ownership to the Company are capitalized as assets by the Company at the lower of the fair value and the present value of the minimum lease payment and a liability is created for an equivalent amount. Amortization of capitalized Leased asset is computed on Straight Line Method over the useful life of the asset. Lease rentals payable is apportioned between the liability and finance charge so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

n. Taxation

Tax expense for the year comprising current tax & deferred tax are considered in determining the net profit for the year. Provision is made for current tax and based on tax liability computed in accordance with relevant tax laws applicable to the Company. Provision is made for deferred tax for all timing difference arising between taxable incomes & accounting income at currently

enacted or substantively enacted tax rates, as the case may be. Deferred tax assets (other than in situation of unabsorbed depreciation and carry forward losses) are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date. Deferred tax assets, in situation of unabsorbed depreciation and carry forward losses under tax laws are recognised only to the extent that where is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be recognised. Deferred Tax Assets and Deferred Tax Liability have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liability and where the Deferred Tax Asset and Deferred Tax Liability relate to Income taxes is levied by the same taxation authority.

o. Earning Per Share

The earnings in ascertaining the Company's EPS comprises the net profit after tax attributable to equity shareholders and includes the post tax effect of any extraordinary items. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit/(loss) after tax (including the post tax effect of extra ordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period.

p. Impairment of Assets

The Company evaluates the impairment losses on the fixed assets whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable at the year-end in term of clause 5 to 13 of AS -28. If such assets are considered to be impaired the impairment loss is then recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount.

Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on the appropriate discount factor.

An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

q. Provisions, Contingent Liabilities And Contingent Assets

Provisions involving substantial degree of estimation in measurements are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources.

Contingent liabilities are disclosed in respect of possible obligations that arises from past events but their existence is confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company.

Contingent Assets are neither recognized nor disclosed in the financial statements.

Notes to Financial Statements for the year ended 31st March, 2017

	As at 31st March, 2017		As at 31st March, 2016	
	Qty (Nos.)	Amount (₹)	Qty (Nos.)	Amount (₹)
2 SHARE CAPITAL				
(a) Authorized Share Capital				
Equity Shares of ₹ 10/- each	1,20,00,000	12,00,00,000	1,20,00,000	12,00,00,000
Preference Shares of ₹ 10/- each	1,00,00,000	10,00,00,000	1,00,00,000	10,00,00,000
	2,20,00,000	22,00,00,000	2,20,00,000	22,00,00,000
(b) Issued, Subscribed & Fully Paid-up Capital				
Equity Shares of ₹ 10/- each	81,68,500	8,16,85,000	81,68,500	8,16,85,000
Preference Shares of ₹ 10/- each	75,00,000	7,50,00,000	75,00,000	7,50,00,000
	1,56,68,500	15,66,85,000	1,56,68,500	15,66,85,000
(c) Reconciliation of Equity Shares of ₹ 10/- each outstanding at the beginning and at the end of the financial year.				
Balance as at the beginning of the financial year	81,68,500	8,16,85,000	81,68,500	8,16,85,000
Balance as at the end of the financial year	81,68,500	8,16,85,000	81,68,500	8,16,85,000
(d) Reconciliation of Preference Shares of ₹ 10/- each outstanding at the beginning and at the end of the financial year.				
Balance as at the beginning of the financial year	75,00,000	7,50,00,000	-	-
Add: Preferential Allotment made during the year	-	-	75,00,000	7,50,00,000
Balance as at the end of the financial year	75,00,000	7,50,00,000	75,00,000	7,50,00,000

(e) **Rights, Preference and restriction attached to each class of shares :
Equity Shares**

The Company has only one class of shares referred to as Equity Shares having a par value of ₹ 10/- each. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of Equity Shares held by the shareholders. Dividend recommended by the Board of Directors (other than interim dividend) is subject to approval of the shareholders ensuring Annual General Meeting.

Notes to Financial Statements for the year ended 31st March, 2017**Preference Shares**

The Company has only one class of preference share which is 9% non cumulative, non participating and redeemable at a par value of ₹ 10/- each, within a period not exceeding 20 years from the date of issue i.e. 30th June, 2015. The preference shareholders have preferential rights vis-a-vis Equity Shareholders of the Company in respect of dividend, repayment in case of winding up or repayment of capital and shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013.

(f) Shareholders holding more than 5% of Equity Share Capital

	As at 31st March, 2017		As at 31st March, 2016	
	No. of Shares held	% of holdings	No. of Shares held	% of holdings
Bhutoria Investments Private Limited	22,98,648	28.14	22,98,648	28.14
Mani Marketing & Holdings Private Limited	0	0.00	11,40,000	13.96
Castle Commodities Private Limited	11,40,000	13.96	0	0.00
Rajasthan Transformers & Switchgears Private Limited	4,68,500	5.74	4,68,500	5.74
Bhutoria Brothers Private Limited	13,45,461	16.47	13,33,281	16.32
Bhutoria Transformers & Rectifiers Private Limited	6,76,336	8.28	6,76,336	8.28

(g) Shareholders holding more than 5% of Preference Share Capital

	As at 31st March, 2017		As at 31st March, 2016	
	No. of Shares held	% of holdings	No. of Shares held	% of holdings
Bhutoria Brothers Private Limited	40,00,000	53.33	40,00,000	53.33
Abhay Transformers Private Limited	20,00,000	26.67	20,00,000	26.67
Rajasthan Transformers & Switchgears Private Limited	10,00,000	13.33	10,00,000	13.33
Bhutoria Investments Private Limited	5,00,000	6.67	5,00,000	6.67

Notes to Financial Statements for the year ended 31st March, 2017

Particulars	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
3 RESERVES & SURPLUS		
a) Securities Premium Account		
Balance as at the beginning of the year	25,42,85,500	25,42,85,500
Balance as at the end of the year	25,42,85,500	25,42,85,500
b) Share Forfeited Reserve		
Balance as at the beginning of the year	15,500	15,500
Balance as at the end of the year	15,500	15,500
c) Rajasthan State Investment Subsidy Reserve		
Balance as at the beginning of the year	5,21,505	5,21,505
Balance as at the end of the year	5,21,505	5,21,505
d) Generator Subsidy Reserve		
Balance as at the beginning of the year	61,000	61,000
Balance as at the end of the year	61,000	61,000
e) General Reserve		
Balance as at the beginning of the year	95,89,264	95,89,264
Balance as at the end of the year	95,89,264	95,89,264
f) Surplus, i.e., Balance in the Statement of Profit & Loss		
Balance as at the beginning of the year	12,10,56,902	9,99,19,751
Add: Transfer from Statement of Profit & Loss	1,86,15,416	2,11,37,151
Balance as at the end of the year	13,96,72,318	12,10,56,902
Total (a to f)	40,41,45,087	38,55,29,671

Particulars	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
4 LONG TERM BORROWINGS		
Secured		
a) Term Loan		
From Banks		
- State Bank of Bikaner & Jaipur, Kolkata (Security margin has been estimated considering the all existing as well as proposed fixed assets of the company and personal guarantee by two Directors.) - rate of interest @ 12.55% p.a.	8,46,153	28,50,153
- Bank of Baroda, Johari Bazar Jaipur (Wind Energy Division) (Secured against equitable mortgage of Wind Mill Project & Hypothecation of Plant and Machinery situated at Rawat ka Gaon, District - Barmer and personal guarantee of two Directors.)	-	27,72,117
- Bank of Baroda, Johari Bazar Jaipur (Car Loan) (Loan is secured against hypothecation of vehicle acquired under hire purchase agreement & personal guarantee by two directors)	3,15,461	5,25,542
	11,61,614	61,47,812

Notes to Financial Statements for the year ended 31st March, 2017

Additional Notes on Long Term Borrowings including amount shown under Other Current Liabilities as "Current Maturities of Long Term Debt" & "Current Maturities of Finance Lease Obligation"

A Terms of Repayment	Period of Maturity (Months)	Number of Instalments Due (Quarterly / Monthly)	Amount of Instalments Due (₹)
Term Loan			
From Bank			
- State Bank of Bikaner & Jaipur, Kolkata	17 Months	17 Monthly*	28,50,153
Rate of Interest - Base Rate plus 2.85% i.e. 12.55% p.a as on 31.03.2017	(29 Months)	(29 Monthly*)	(48,54,153)
- Bank of Baroda, Johari Bazar, Jaipur	-	-	-
Rate of Interest : Base Rate + 3.25%	(36 Months)	(8 Quarterly)	(63,28,117)
Bank of Baroda, Johari Bazar, Jaipur			
- (Car Loan)	36 Months	36 Months	5,21,813
Rate of Interest - 10.15% p.a	(48 Months)	(48 Months)	(6,68,760)

B Aggregate amount of loans guaranteed by Directors

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
Term Loan		
From Banks	33,71,966	1,18,51,030

5 DEFERRED TAX LIABILITIES (NET)

In accordance with Accounting Standard 22 on Accounting for Taxes on Income, the Company has accounted for Deferred Asset / Liability. The break up of the deferred tax assets and liability as on 31st March, 2017 are as under :

Particulars	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
(a) Deferred Tax Liability		
In respect of timing difference on Depreciation charged in books as per Companies Act, 2013 and tax depreciation allowable as per Income Tax Act, 1961.		
- Opening Balance	1,22,04,000	1,27,12,000
- Charged / (Credited) to Statement of Profit & Loss	(20,51,000)	(5,08,000)
- Closing balance	1,01,53,000	1,22,04,000

Notes to Financial Statements for the year ended 31st March, 2017

Particulars	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
(b) Deferred Tax Asset		
Provision for Gratuity	24,66,000	19,54,000
- Opening Balance	5,63,000	(5,12,000)
- Charged / (Credited) to Statement of Profit & Loss	19,03,000	24,66,000
- Closing balance		
Disallowance of Leave Pay Provision under section 43B of Income Tax Act, 1961		
- Opening Balance	1,44,000	1,29,000
- Charged / (Credited) to Statement of Profit & Loss	6,000	(15,000)
- Closing balance	1,38,000	1,44,000
Deferred Tax Liability (Net of DTA)	81,12,000	95,94,000
Deferred Tax Assets and Liabilities are being off set as they relate to taxes on income levied by the same governing taxation laws.		
6 LONG TERM PROVISIONS		
(a) Provision for Employee Benefits - Gratuity	41,42,345	44,12,216
	41,42,345	44,12,216
7 SHORT TERM BORROWINGS		
Secured		
(a) Loans Repayable on Demand		
From Banks		
- Cash Credit with State Bank of Bikaner & Jaipur, Kolkata (Rate of Interest @ 13.10% p.a.) (The above loan is secured against hypothecation of Raw Material, Finished Goods, Stores & Spares, Book Debts, Other Current Assets and personal guarantee of two Directors.)	4,24,69,403	3,25,43,721
- Cash Credit with ICICI Bank Ltd. Jaipur (Rate of Interest @ 13% p.a.) (The above loan is secured against hypothecation of Raw Material, Finished Goods, Stock-in-process, Stores & Spares, Book Debts and is further Secured by Equitable mortgage / hypothecation of all Fixed Assets and personal guarantee of two Directors.)	1,64,28,761	2,82,33,075
- Cash Credit with Bank Of Baroda , Jaipur (Rate of Interest @ 11.25% p.a.) (The above loan is secured against hypothecation of Raw Material, Finished Goods, Stock-in-process, Stores & Spares, Book Debts. The above Loan is further Secured by Equitable mortgage / hypothecation of all Fixed Assets and personal guarantee of three Directors.)	9,83,82,226	8,10,65,329

Notes to Financial Statements for the year ended 31st March, 2017

Particulars	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
7 SHORT TERM BORROWINGS (Contd.)		
- Cash Credit with Oriental Bank of Commerce, Jaipur (Rate of Interest @ 12.70% p.a.) (The above loan is secured against hypothecation of Raw Material, Finished Goods, Stock-in-process, Stores & Spares, Book Debts. The above Loan is further Secured by Equitable mortgage / hypothecation of all Fixed Assets and personal guarantee of three Directors.)	3,14,94,741	2,08,32,179
- Bill Discounting Facility With Bank Of Baroda Johari Bazar Jaipur (The above loan is secured against hypothecation of Raw Materials, Finished Goods Stores & Spares, Book Debts and Other Current Assets) (Rate of Interest @ 9.65% p.a.)	1,70,41,650	6,28,91,638
- Bill Discounting Facility With ICICI VKI, Jaipur (The above loan is secured against hypothecation of Raw Materials, Finished Goods Stores & Spares, Book Debts and Other Current Assets) (Rate of Interest @ 8.10% p.a.)	4,09,71,598	-
Unsecured		
Bill Discounting Facility with ICICI Bank, Kolkata	-	1,10,51,460
(b) Loans and Advances from Related Parties	2,08,65,794	4,26,25,510
(c) Loans and Advances from Others	2,62,48,660	1,10,80,000
	29,39,02,833	29,03,22,912
Note :		
Aggregate amount of loans guaranteed by Directors		
Loan Repayable on Demand	24,67,88,379	22,55,65,942
	24,67,88,379	22,55,65,942
8 TRADE PAYABLES		
(a) Payable for goods and services received in the ordinary course of business		
-Due to Micro & Small Enterprises	5,95,990	7,10,819
-Due to Others	43,48,95,421	29,91,82,171
	43,54,91,411	29,98,92,990

Notes to Financial Statements for the year ended 31st March, 2017

Particulars	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
9 OTHER CURRENT LIABILITIES		
(a) Current Maturities of Long Term Debt	20,67,134	55,60,000
(b) Current Maturities of Finance Lease Obligations	1,43,218	1,43,218
(c) Unpaid Dividend	44,851	57,436
(d) MTM Margin Currency Futures	1,20,890	-
(e) Other Payables		
- Statutory Dues	1,52,69,872	80,40,902
- Due to Employees	6,24,012	6,92,989
- Trade Deposits & Advances from Customers	82,32,676	56,86,176
- Security Deposit	21,60,000	14,25,000
	2,86,62,653	2,16,05,721
10 SHORT TERM PROVISIONS		
(a) Provision for Employee Benefits		
- Gratuity	16,14,036	27,11,875
- Leave Encashment	3,47,240	4,16,427
	19,61,276	31,28,302



Notes to Financial Statements for the year ended 31st March, 2017

Description	Gross Block			Depreciation For the year	Adjustments during the year	Total	Net Block	
	As at 1st April 2016	Addition During the year	Sold During the year				As at 31st March 2017	As at 31st March 2016
11 FIXED ASSETS								
TANGIBLE ASSETS								
(a) Land	2,43,80,384	-	-	-	-	-	2,43,80,384	2,43,80,384
- Freehold Land	48,81,177	-	-	-	-	-	48,81,177	48,81,177
- Leasehold Land	-	-	-	-	-	-	-	-
(b) Building	6,76,47,908	2,94,85,791	44,42,938	1,80,848	3,39,28,729	3,39,28,729	3,37,19,179	3,81,62,117
- Factory Building	2,23,38,601	1,13,59,909	1,80,848	-	1,15,40,757	1,15,40,757	1,07,97,844	1,09,78,892
- Office Building	48,400	-	-	-	-	-	48,400	48,400
- Time Share Building	-	-	-	-	-	-	-	-
(c) Plant & Equipment	7,75,92,445	28,47,641	26,88,061	35,72,732	6,15,93,379	6,15,93,379	1,59,99,066	1,67,24,177
- Main Plant & Machinery	26,88,061	-	-	-	25,53,658	25,53,658	1,34,403	1,34,403
- Oil Storing Tank	9,00,58,340	6,25,20,073	33,81,428	7,04,456	6,95,01,501	6,95,01,501	2,41,58,639	2,75,38,287
- Wind Turbine Generator	99,70,453	60,83,787	7,04,456	15,095	67,86,243	67,86,243	31,82,270	38,01,892
- Handling Equipments	6,81,747	5,86,780	11,088	422	6,12,963	6,12,963	68,784	94,967
- Research & Development	4,96,578	4,44,491	26,386	34,908	4,71,299	4,71,299	94,484	52,087
- Auxiliary Machinery	11,35,853	9,40,140	34,908	1,23,696	9,75,048	9,75,048	1,60,805	1,95,713
- Generator	26,46,664	2,68,706	29,15,370	2,23,696	25,58,071	25,58,071	3,57,299	2,12,832
(d) Furniture & Fixture	62,02,844	6,35,588	68,38,432	4,84,219	61,73,803	61,73,803	6,64,629	5,13,260
(e) Vehicles	10,20,007	10,20,007	10,20,007	2,18,977	5,38,170	5,38,170	4,81,837	7,00,814
- Motor Car	-	-	-	-	-	-	-	-
- Assets under Finance Lease	-	-	-	-	-	-	-	-
- Motor Car	10,20,007	10,20,007	10,20,007	2,18,977	5,38,170	5,38,170	4,81,837	7,00,814
(f) Office Equipment	41,52,032	1,08,033	42,60,065	3,36,961	40,63,542	40,63,542	1,96,823	4,25,451
- Computer	20,61,820	1,08,507	20,61,820	3,68,13	15,11,399	15,11,399	5,50,421	5,67,234
- General Office Equipment	1,08,507	1,08,507	1,08,507	3,872	95,511	95,511	12,986	16,868
- Fax Machine	14,290	14,290	14,290	-	14,162	14,162	128	128
- Type Writer	-	-	-	-	-	-	-	-
(g) Others	6,53,756	13,700	6,67,456	16,658	6,12,892	6,12,892	54,564	57,522
- Tube Well	18,790	9,428	28,218	3,979	21,334	21,334	6,884	1,810
- Television	18,15,504	64,891	18,80,395	94,184	17,12,511	17,12,511	1,67,884	1,97,177
- Air Conditioner	1,52,181	2,38,285	1,52,181	12,308	1,38,855	1,38,855	13,206	26,696
- Fire Extinguisher	42,74,897	2,38,285	45,13,182	1,80,742	39,57,971	39,57,971	5,55,211	4,97,668
- Electric Installation	4,12,172	70,150	4,12,172	366,94	2,11,910	2,11,910	2,00,282	2,36,896
- Close Circuit Television	70,150	55,505	70,150	38,038,47	55,505	55,505	14,645	14,645
- EPBX System	32,25,91,146	49,40,251	32,69,31,397	39,03,847	17,497	20,60,31,213	12,08,00,184	13,04,81,277
Total	33,10,86,302	59,24,361	33,70,10,663	5,67,3,911	19,21,09,869	19,21,09,869	13,04,81,277	13,04,81,277
Figure as at 31.03.2016 (₹)		1,44,19,517	32,25,91,146	1,18,40,848	17,497	20,60,31,213	12,08,00,184	13,04,81,277

Notes to Financial Statements for the year ended 31st March, 2017

	As At 31st March, 2017			As At 31st March, 2016	
	Face Value	Qty (Nos.)	Amount (₹)	Qty (Nos.)	Amount (₹)
12 NON-CURRENT INVESTMENTS - LONG TERM NON-TRADE - UN QUOTED - AT COST					
(a) Investment in Equity Instruments					
Fully Paid up Equity Shares					
- Bhutoria Brothers Private Limited	₹10	66,400	6,65,675	-	-
	(a)	66,400	6,65,675	-	-
(b) Investment in Government Securities					
- National Savings Certificate					
(Lodged with Sales Tax Department)	(b)	-	21,500	-	21,500
Total (a+b)			6,87,175		21,500

Particulars	Figure as at 31st March, 2017 (₹)	Figure as at 31st March, 2016 (₹)
13 LONG TERM LOANS AND ADVANCES		
(Unsecured Considered Good)		
Security Deposits	54,80,034	56,82,425
Capital Advance	10,00,000	-
	64,80,034	56,82,425
14 OTHER NON- CURRENT ASSETS		
Other Bank Balance		
Fixed Deposit with Bank (with original maturity of more than 12 months)	1,44,87,663	1,90,48,535
(Receipt lodged with Bank as security against Bank Guarantee & Letter of Credit facilities availed)		
Interest Accrued on Fixed Deposit	52,237	45,860
	1,45,39,900	1,90,94,395
15 INVENTORIES		
(Valued at lower of Cost and Net Realizable Value, unless otherwise specified)		
(a) Raw Material		
- In Stock	3,08,75,278	5,49,14,596
- Goods in Transit	1,61,91,448	-
(b) Work in Progress	27,42,20,638	18,57,63,536
(c) Finished Goods	9,44,21,939	3,70,58,520
(d) Stores and Spares	12,22,313	1,35,91,236
(e) Scrap (Valued at Net Realizable Value)	32,53,162	32,45,530
	42,01,84,778	29,45,73,418

Notes to Financial Statements for the year ended 31st March, 2017

Particulars	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
16 TRADE RECEIVABLES		
(Unsecured Considered Good)		
(a) Receivables outstanding for a period exceeding six months from the due date of payment	28,81,76,941	31,97,38,871
(b) Other Trade Receivables	30,82,06,322	24,81,57,659
	59,63,83,263	56,78,96,530
17 CASH AND BANK BALANCES		
(a) Cash and Cash Equivalents :		
- Balances with Banks in Current Account	1,71,71,463	71,15,325
- Cash on Hand	9,36,964	4,97,142
- Fixed Deposits(due within 3 months)	5,35,528	66,98,709
	(a) 1,86,43,955	1,43,11,176
(b) Other Bank Balances		
- Earmarked Balance in Dividend Account	44,851	57,436
- Fixed Deposit (Receipts lodged with Bank as security against Bank Guarantees & Letter of Credit facilities availed)	8,04,51,908	5,94,51,401
- Interest Accrued on Fixed Deposit	7,68,188	2,55,417
	(b) 8,12,64,947	5,97,64,254
	(a + b) 9,99,08,902	7,40,75,430
Note		
Fixed Deposits having original maturity of more than 12 months	-	11,99,100
18 SHORT TERM LOANS AND ADVANCES		
(Unsecured Considered Good)		
(a) Advances recoverable in cash or in kind or for value to be received	1,08,17,419	1,49,48,678
(b) Earnest Money Deposits	1,02,30,439	1,13,89,513
(c) Advance Income Tax / Tax deducted at Source (Net of Provision)	60,24,844	59,68,140
(d) Advance Fringe Benefit Tax (Net of Provision)	-	16,005
(e) Balance with Tax Authorities (Excise, Sales Tax, etc)	4,41,49,873	4,93,07,882
	7,12,22,575	8,16,30,218
19 OTHER CURRENT ASSETS		
(a) Fixed Deposits matured(including accrued interest)	9,52,395	35,07,229
(b) Export Incentive receivable	1,46,861	1,95,139
(c) Excise Duty Refundable	20,80,522	1,61,063
(d) Deposit against appeal	2,10,921	-
(e) Other receivables	5,66,709	-
	39,57,408	38,63,431

Notes to Financial Statements for the year ended 31st March, 2017

Particulars	Year ended 31st March, 2017 (₹)	Year ended 31st March, 2016 (₹)
20 REVENUE FROM OPERATIONS		
(a) Sale of Products		
- Transformers	68,96,69,647	1,26,47,53,456
- Cables & Conductors	15,39,58,970	6,44,17,049
- Wind Energy	1,19,01,324	1,12,34,954
- Others	30,18,85,784	19,72,84,900
	<u>1,15,74,15,725</u>	<u>1,53,76,90,359</u>
(b) Sale of Traded Goods	<u>68,96,198</u>	<u>23,49,004</u>
	68,96,198	23,49,004
(c) Revenue from Works Contract	<u>1,66,46,832</u>	<u>14,12,938</u>
	1,66,46,832	14,12,938
(d) Other Operating Revenues		
- Labour Charges	10,14,033	2,83,989
- Freight and Insurance Charges	2,19,97,735	3,03,30,322
- Duty Drawback	20,50,568	13,30,086
- Sale of Import Licence	11,47,582	-
	<u>2,62,09,918</u>	<u>3,19,44,397</u>
(e) Less : Excise Duty		
- On Sale of Products	12,60,10,227	14,92,03,652
- On Revenue from Works Contract	17,30,404	1,40,078
	<u>12,77,40,631</u>	<u>14,93,43,730</u>
21 OTHER INCOME		
(a) Interest Income	93,60,727	1,86,94,261
(b) Gain in Foreign Exchange Fluctuation (Net)	64,356	46,46,745
(c) Liabilities no longer required written back	12,28,011	21,45,425
(d) Profit in Currency derivative	4,38,997	-
(e) Miscellaneous Income	69,23,384	37,23,327
	<u>1,80,15,475</u>	<u>2,92,09,758</u>
22 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & SCRAP MATERIALS		
(a) Finished Goods		
Opening Stock	3,70,58,520	5,97,56,869
Less : Closing Stock	9,44,21,939	3,70,58,520
	(a) <u>(5,73,63,419)</u>	<u>2,26,98,349</u>
(b) Work In Progress		
Opening Stock	18,57,63,536	21,30,13,639
Less: Closing Stock	27,42,20,638	18,57,63,536
	(b) <u>(8,84,57,102)</u>	<u>2,72,50,103</u>
(c) Scrap & Replaced materials		
Opening Stock	32,45,530	29,09,360
Less: Closing Stock	32,53,162	32,45,530
	(c) <u>(7,632)</u>	<u>(3,36,170)</u>
Net (Increase)/ Decrease [a+b+c]	<u>(14,58,28,153)</u>	<u>4,96,12,282</u>

Notes to Financial Statements for the year ended 31st March, 2017

Particulars	Year ended 31st March, 2017 (₹)	Year ended 31st March, 2016 (₹)
23 EMPLOYEE BENEFIT EXPENSE		
(a) Salaries, Wages, Bonus & Gratuity	2,36,30,766	2,34,25,351
(b) Contribution to Provident and Other Funds	13,11,141	12,82,302
(c) Staff Welfare Expenses	6,93,958	7,72,479
	2,56,35,865	2,54,80,132
24 FINANCE COSTS		
(a) Interest Expense	4,96,71,452	6,32,43,613
(b) Other Borrowing Costs	1,35,01,225	1,04,10,871
	6,31,72,677	7,36,54,484
25 OTHER EXPENSES		
(a) Consumption of Stores and Spare Parts	1,47,39,554	2,26,61,907
(b) Packing Material Consumed	48,73,990	29,13,609
(c) Power & Fuel	1,09,15,563	1,07,89,698
(d) Rent	10,09,552	15,69,008
(e) Repairs		
- To Plant & Machinery	33,95,463	25,13,385
- To Buildings	35,98,882	48,51,539
- To Others	15,77,543	15,92,029
(f) Insurance	11,60,901	10,73,990
(g) Rates and Taxes (excluding Taxes on Income)	2,32,764	1,61,240
(h) Auditors Remuneration (Including Branch Auditors)		
Statutory Auditor		
- As Auditors	2,58,750	2,25,000
- For Tax Audit	28,750	25,000
- For Certification Fees / Limited Review	2,47,800	1,93,499
- For Taxation Matter	15,000	24,000
Branch Auditors		
- As Auditors	1,20,750	1,05,000
- For Taxation Matters	34,500	30,000
(i) Excise Duty on Stock (Net)	65,15,209	(25,85,028)
(j) Carriage Inward	96,73,188	94,88,635
(k) Carriage Outward	2,12,43,714	3,47,21,324
(l) Commission	47,92,548	34,12,697
(m) Clearing & Forwarding Expenses	-	59,130
(n) Job & Fabrication Charges	2,57,20,306	3,21,53,087
(o) Legal & Professional Fees	52,89,594	45,66,178
(p) Damages for Delayed Supply	1,74,67,461	8,27,73,570
(q) Prior Period Adjustments	2,57,251	92,814
(r) Sales / Business Promotion	14,53,159	10,55,461
(s) Testing Fees	37,84,162	20,35,395
(t) Transformer Repairs & Maintenance	38,65,208	21,36,940
(u) Travelling & Conveyance	58,13,096	71,56,314
(v) Vehicle Expenses	8,08,707	7,21,411
(w) Miscellaneous Expenses	1,37,25,044	1,59,39,242
	16,26,18,409	24,24,56,074

Notes to Financial Statements for the year ended 31st March, 2017

Particulars	Year ended	Year ended
	31st March, 2017 (₹)	31st March, 2016 (₹)
26 EXCEPTIONAL ITEMS		
- Profit on sale of Land	-	1,50,23,879
- Profit on sale of Other Fixed Assets	-	19,29,050
- Profit on Sale of Investment in Wholly Owned Subsidiary	-	67,31,382
	-	2,36,84,311
27 EARNINGS PER SHARE		
Net Profit/(Loss) attributable to Equity Shareholders (₹)	1,86,15,416	2,11,37,151
Weighted average number of Equity Share in issue (Nos)	81,68,500	81,68,500
Earnings per Equity Share of ₹ 10/-each (₹)		
- Basic	2.28	2.59
- Diluted	2.28	2.59
The company does not have any outstanding dilutive potential equity shares. Consequently the basic and dilutive earning per share of the Company remain the same.		
28 FOB VALUE OF EXPORTS (in ₹)	11,66,96,364	11,21,49,170
	11,66,96,364	11,21,49,170
29 EXPENDITURE IN FOREIGN CURRENCY (₹)		
(a) Foreign Travelling	11,73,852	13,96,750
(b) Bank Charges	1,24,813	1,46,153
	12,98,665	15,42,903

Particulars	Amount (₹)	% of Total Consumption
30 DETAILS OF CONSUMPTION OF INDIGENOUS & IMPORTED RAW MATERIALS, STORES AND SPARES		
(a) Raw Materials		
Imported	-	-
Indigenous	94,89,22,418	100.00
	(1,04,13,45,703)	100.00
	94,89,22,418	100.00
	(1,04,13,45,703)	100.00

(b) Stores & Spare Parts consumed during the financial year is 100% (P.Y. 100%) indigenous.

Notes to Financial Statements for the year ended 31st March, 2017

Particulars	(Figures in ₹)	
	2016-17	2015-16
	Sales	
31 DETAILS OF SALE, CLOSING STOCK & OPENING STOCK		
(a) OF FINISHED GOODS		
Manufactured Goods		
Transformers	68,96,69,647	1,26,47,53,456
Wind Energy	1,19,01,324	1,12,34,954
Cable Conductor	15,39,58,970	6,44,17,049
Others	30,18,85,784	19,72,84,900
Total	1,15,74,15,725	1,53,76,90,359
	Closing Inventory	
Manufactured Goods		
Transformers	9,42,51,657	3,63,46,970
Cable Conductor	1,70,282	7,11,550
Total	9,44,21,939	3,70,58,520
	Opening Inventory	
Manufactured Goods		
Transformers	3,63,46,970	5,89,29,524
Cable Conductor	7,11,550	8,27,345
Total	3,70,58,520	5,97,56,869

Particulars	(Amount in ₹)	
	2016-17	2015-16
(b) DETAILS OF RAW MATERIALS CONSUMED		
Aluminium Conductor	32,57,61,993	26,70,55,317
Copper Conductor	22,03,10,284	21,50,18,765
Lamination	17,18,93,026	12,00,22,549
Transformer Oil	4,82,76,747	10,58,82,532
Tank Materials	5,86,98,338	11,68,84,184
Semi Finished-Aluminium,Copper,Lamination & Tank Material	5,66,11,082	14,36,19,280
By Product	46,67,837	–
Fittings and Other Raw Material	6,27,03,111	7,28,63,076
Total	94,89,22,418	1,04,13,45,703

Particulars	(Amount in ₹)	
	2016-17	2015-16
(c) DETAILS OF CLOSING STOCK OF WORK-IN-PROGRESS		
Core Coil Assembly (05 KVA TO 750 KVA)	1,68,12,157	1,76,01,555
Core Coil Assembly (750 KVA TO 3150 KVA)	–	4,35,478
Core Coil Assembly (3150 KVA TO 12500 KVA)	1,01,37,571	48,56,426
Core Assembly (10 KVA TO 3150 KVA)	1,05,51,275	45,09,521
Core Assembly (3150 KVA TO 12500 KVA)	1,12,40,393	67,56,368

Notes to Financial Statements for the year ended 31st March, 2017

Particulars	(Amount in ₹)	
	2016-17	2015-16
(c) DETAILS OF CLOSING STOCK OF WORK-IN-PROGRESS (Contd.)		
H.T.Coil (10 KVA TO 1000 KVA)	45,83,178	19,86,786
H.T.Coil (3150 KVA TO 12500 KVA)	61,14,477	32,62,230
L.T.Coil (10 KVA TO 3150 KVA)	13,75,761	26,09,205
M.S.Tank (3150 KVA TO 12500 KVA)	10,27,487	10,39,805
M.S.Tank (10 KVA TO 500 KVA)	29,67,414	8,64,693
Transformer Under Process (10 KVA TO 500 KVA)	12,09,36,958	10,53,22,064
L.T.Coil (3150 KVA TO 12500 KVA)	44,08,278	21,22,145
Replaced Material	8,40,65,689	3,30,73,396
Others (Damaged Conductors)	–	13,23,864
Total	27,42,20,638	18,57,63,536

Particulars	Outstanding Balance as on 31st March, 2017	Maximum Balance Outstanding during the year
32 Disclosure of Loans/ Advances and investments in its own shares by listed companies, their subsidiaries, associates, etc. (as certified by the management)		
I. Loans and Advances in the nature of loans to subsidiaries	NIL	NIL
II. Loans and Advances in the nature of loans to associates.	NIL	NIL
III. Loans and Advances in the nature of loans to firms/ companies in which directors are interested.	NIL	NIL
	No. of Shares	Amount (₹)
iv. Investments by loanee in the shares of parent company and subsidiary company when the company has made a loan or advance in the nature of loan.	NIL	NIL

Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016
33 Contingent Liabilities		
Contingent Liability not provided for in respect of:		
(a) WBVAT ⁽ⁱ⁾	40,46,172	2,44,67,740
(b) CST ⁽ⁱⁱ⁾	–	33,96,824
(c) Rajasthan VAT ⁽ⁱⁱⁱ⁾	58,33,781	58,33,781
(d) Excise & Service Tax ^(iv)	45,67,512	–
	1,44,47,465	3,36,98,345

Notes to Financial Statements for the year ended 31st March, 2017

Notes w.r.t. contingent liabilities disclosed above :

⁽ⁱ⁾ The Sales Tax Authorities have raised demand for ₹40,46,172/- for the financial year 2009-10 denying the Company the benefit of Input Tax Credit (ITC) validly claimed as per the tax invoices for the year 2009-10. The Company has preferred an appeal with appellate authorities based on the tax invoices available with the Company and other relevant records. The Company is reasonably certain that the demand will be reversed and the same shall not have any adverse impact on the financial statements. Therefore, no provision for the same required to be made in the books of accounts of the Company.

The Sales Tax Authorities had in earlier years raised demand for ₹2,04,21,568/- for the financial year 2010-11, where ex parte assessment was made and against which the company had preferred an appeal. Upon final outcome of the case the Company was liable to pay ₹48,231/-, which has been duly paid and charged to Statement of profit and loss account.

⁽ⁱⁱ⁾ The Sales Tax Authorities had in earlier years raised demand for ₹18,96,071/- for the financial year 2010-11 and ₹15,00,753/- for the financial year 2011-12 denying the Company the benefit of concessional tax under "C" Forms, way bills submitted and set off of Input Tax Credit (ITC) / Input VAT Credit against the Central Sales Tax (CST) liability. The Company had preferred an appeal with the appellate authorities based on the validly available ITC and "C" Forms available with the Company. During the current year, the company has gone for settlement of disputes and upon assessment the Company was liable to pay ₹5,06,050/-, which has been duly paid and charged to Statement of profit and loss account.

⁽ⁱⁱⁱ⁾ Contingent Liabilities with regard to VAT on Freight & Insurance

Commercial Taxes Anti Evasion Department, Jaipur have communicated the demand of VAT on Freight & Insurance recoverable with interest and penalty vide various orders aggregating to ₹ 1,29,13,097/- for various financial years. The Appellate Authority has allowed the appeal of the Company, partially and for rest of the amount the Company has gone to further appeal with the Tax Board, Rajasthan for relief aggregating to ₹ 58,33,781/- for various financial years.

The Commercial Tax Department, Rajasthan has preferred appeals with Tax Board Rajasthan against the appellate order of Deputy Commissioner, Appeal for deleting penalty aggregating to ₹ 68,43,298/- for various financial years. Based on interpretations of relevant provisions, the company has been advised that the additional demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

^(iv) The Central Excise authorities have raised demand for ₹6,26,170/- (including 100% penalty) for the financial year 2010-11 denying the Company the benefit of Cenvat Credit validly claimed as per the tax invoices. The Company has preferred an appeal with appellate authorities based on the tax invoices available with the Company and other relevant records. The Company is reasonably certain that the demand will be reversed and the same shall not have any adverse impact on the financial statements. Therefore, no provision for the same required to be made in the books of accounts of the Company.

The Central Excise authorities have raised demand for ₹ 39,41,342/- (including 100% penalty) for the financial years 2010-11 to 2013-14 denying the Company the benefit of Cenvat Credit of Service Tax validly claimed as per the tax invoices. The Company has preferred an appeal with appellate authorities based on the tax invoices available with the Company and other relevant records. The Company is reasonably certain that the demand will be reversed and the same shall not have any adverse impact on the financial statements. Therefore, no provision for the same required to be made in the books of accounts of the Company.

Notes to Financial Statements for the year ended 31st March, 2017

Particulars	As at	As at
	31st March, 2017 (₹)	31st March, 2016 (₹)
34 Disclosure of the amounts due to the The Micro and Small Enterprises (On the basis of the information & records available with the Management).		
(i) The principal amount and the interest due thereon remaining unpaid to any Micro/Small supplier		
*Principal amount	5,95,990	7,10,819
*Interest thereon	–	–
(ii) The interest paid by the buyer as above, along with the amount of payments made beyond the appointed date during each accounting year.	–	–
(iii) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	–	–
(iv) The amount of interest accrued and remaining unpaid at the end each accounting year.	–	–
(v) The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues as above are actually paid to the small/micro enterprise.	–	–

35 Previous years figures have been re-grouped / re-arranged wherever considered necessary to conform to current year presentation.

36 **Details of Specified Bank Notes (SBN) held and transacted during the period 08.11.2016 to 30.12.2016**

Particulars	SBNs	Other denomination notes	Total
Closing Cash in hand as on 08.11.2016	3,00,000	5,03,453	8,03,453
(+) Permitted receipts (incl. withdrawal from bank)	–	21,99,260	21,99,260
(-) Permitted payments	–	14,98,848	14,98,848
(-) Amount deposited in Banks	3,00,000	–	3,00,000
Closing Cash in hand as on 30.12.2016	–	12,03,865	12,03,865

37 Estimated amount of contracts remaining to be executed on capital account not provided for (net of advance) ₹23,50,000/- (Previous Year NIL/-)

38 **Disclosure of Open Future Position as on 31st March, 2017 (for trading and arbitrage operations)**

Currency Future Underlying	No of Lot	Series Future	Expiry Date	Buy / Sold	Nature of Position	No of Units Involved	Mark To Market Price (₹)
USD	1	Apr-17	26.4.17	Sold	Short	1000	64.08

Notes to Financial Statements for the year ended 31st March, 2017**39 RELATED PARTY DISCLOSURES**

Related party disclosures as required by Accounting Standard (AS-18) on "Related Party Disclosures" notified under Section 133 of the Companies Act, 2013 are as under:

i) Key Management Personnel

- Mr. Rajendra Bhutoria
- Mr. Abhay Bhutoria

ii) Relatives of Key Management Personnel

- Mr. Sharad Bhutoria
- Mr. Siddharth Bhutoria

iii) Wholly Owned Subsidiary

- Blue Nile Projects Ltd. - (upto 27-07-2015)

iv) Subsidiary

- ABAY Energy Private Limited Company - (upto 27-07-2015)

v) Enterprises where Key Management Personnel have significant influence.

- Abhay Transformers (P) Limited
- Bhutoria Agrotech (P) Limited
- Bhutoria Brothers (P) Limited
- Bhutoria Investments (P) Limited
- Bhutoria Properties
- Bhutoria Transformers & Rectifiers (P) Limited
- BLB Cables & Conductors (P) Limited
- Howrah Warehouse (P) Limited (upto 14-03-2016)
- Kalinga Petrochemicals (P) Limited (Upto 03.03.2015)
- Kalinga Petrochemicals LLP. (w.e.f 04.03.2015)
- Ladnun Agricultural Farms (P) Limited
- Rajasthan Transformers & Switchgears (P) Limited

Notes to Financial Statements for the year ended 31st March, 2017

(Figures in ₹)

vi. The following related party transactions were carried out during the year.

Nature of Transaction	Key Management Personnel		Relatives Of Key Management Personnel		Wholly Owned Subsidiary/ Subsidiary		Enterprises Where Key Management Personnel Have Significant Influence	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
(a) Interest Expenses								
- Abhay Transformers (P) Limited	-	-	-	-	-	-	55,816	8,38,330
- Bhutoria Agrotech (P) Limited	-	-	-	-	-	-	34,985	2,41,479
- Bhutoria Brothers (P) Limited	-	-	-	-	-	-	22,093	8,51,877
- Bhutoria Investments (P) Limited	-	-	-	-	-	-	2,80,054	4,24,554
- BLB Cables & Conductors (P) Limited	-	-	-	-	-	-	12,32,046	20,37,343
- Kalinga Petrochemicals LLP.	-	-	-	-	-	-	-	3,79,265
- Ladnun Agricultural Farms (P) Limited	-	-	-	-	-	-	71,550	3,28,769
- Rajasthan Transformers & Switchgears (P) Limited	-	-	-	-	-	-	16,17,232	31,68,980
Total (a)	-	-	-	-	-	-	33,13,776	82,70,597
(b) Rent								
- Bhutoria Properties	-	-	-	-	-	-	33,233	2,458
- Bhutoria Transformers & Rectifiers (P) Limited	-	-	-	-	-	-	4,16,748	3,96,900
- Bhutoria Brothers (P) Ltd.	-	-	-	-	-	-	1,58,400	1,66,000
Total (b)	-	-	-	-	-	-	6,08,381	5,65,358

Notes to Financial Statements for the year ended 31st March, 2017

vi. The following related party transactions were carried out during the year.

Nature of Transaction	Key Management Personnel		Relatives Of Key Management Personnel		Wholly Owned Subsidiary/ Subsidiary		Enterprises Where Key Management Personnel Have Significant Influence	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
(c) Salary & Perks								
- Abhay Bhutoria	20,71,751	14,31,369	-	-	-	-	-	-
- Rajendra Bhutoria	13,44,000	13,44,000	-	-	-	-	-	-
- Sharad Bhutoria	-	-	10,08,000	10,08,000	-	-	-	-
Total (c)	34,15,751	27,75,369	10,08,000	10,08,000	-	-	-	-
(d) Purchases and Repairs								
Raw Materials								
- Bhutoria Transformers & Rectifiers Pvt. Ltd.	-	-	-	-	-	-	4,81,13,779	15,66,42,089
Factory Building Repairing Charges								
- Bhutoria Transformers & Rectifiers Pvt. Ltd.	-	-	-	-	-	-	-	4,32,701
Total (d)	-	-	-	-	-	-	4,81,13,779	15,70,74,790
(e) Sales								
- ABAY Energy Private Limited Company	-	-	-	-	9,10,09,033	6,05,07,566	-	-
Total (e)	-	-	-	-	9,10,09,033	6,05,07,566	-	-
(f) Rental Income								
- Abhay Bhutoria	1,10,000	1,10,000	-	-	-	-	-	-
Total (f)	1,10,000	1,10,000	-	-	-	-	-	-

Notes to Financial Statements for the year ended 31st March, 2017
vi. The following related party transactions were carried out during the year.

Nature of Transaction	Key Management Personnel		Relatives Of Key Management Personnel		Wholly Owned Subsidiary/ Subsidiary		Enterprises Where Key Management Personnel Have Significant Influence	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
(Figures in ₹)								
(g) Services Rendered								
- Bhutoria Transformers & Rectifiers (P) Limited	-	-	-	-	-	-	3,93,781	-
Total (g)							3,93,781	-
(h) Short Term Borrowings								
(i) Taken During The Year								
- Abhay Transformers (P) Limited	-	-	-	-	-	-	39,80,503	55,60,000
- Bhutoria Agrotech (P) Limited	-	-	-	-	-	-	7,00,000	2,26,823
- Bhutoria Brothers (P) Limited	-	-	-	-	-	-	36,72,093	1,39,00,029
- Bhutoria Investments (P) Limited	-	-	-	-	-	-	3,42,901	41,00,000
- BLB Cables & Conductors (P) Limited	-	-	-	-	-	-	7,73,75,000	2,04,80,536
- Ladnun Agricultural Farms (P) Limited	-	-	-	-	-	-	-	1,87,527
- Rajasthan Transformers & Switchgears (P) Limited	-	-	-	-	-	-	2,18,92,918	2,80,50,768
Total (h) (i)							10,79,63,415	7,25,05,683
(ii) Repaid During The Year								
- Abhay Transformers (P) Limited	-	-	-	-	-	-	43,55,234	3,24,34,469
- Bhutoria Agrotech (P) Limited	-	-	-	-	-	-	9,17,331	30,53,788
- Bhutoria Brothers (P) Limited	-	-	-	-	-	-	36,72,093	5,46,04,847
- Bhutoria Investments (P) Limited	-	-	-	-	-	-	23,90,000	87,60,412
- Bhutoria Transformers & Rectifiers (P) Limited	-	-	-	-	-	-	-	41,443
- BLB Cables & Conductors (P) Limited	-	-	-	-	-	-	7,14,88,609	3,11,63,734
- Howrah Warehouse (P) Limited	-	-	-	-	-	-	-	12,69,232
- Ladnun Agricultural Farms (P) Limited	-	-	-	-	-	-	892	40,32,877
- Rajasthan Transformers & Switchgears (P) Limited	-	-	-	-	-	-	4,25,00,000	3,56,22,475
Total (h) (ii)							12,53,24,159	17,09,83,277

Notes to Financial Statements for the year ended 31st March, 2017

vi. The following related party transactions were carried out during the year.	(Figures in ₹)					
	Nature of Transaction	Key Management Personnel	Relatives Of Key Management Personnel	Wholly Owned Subsidiary/ Subsidiary	Enterprises Where Key Management Personnel Have Significant Influence	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
(iii) Balance as at year end (Cr.) (Including Interest Accrued on Borrowings)						
- Abhay Transformers (P) Limited	-	-	-	-	-	7,54,497
- Bhutoria Agrotech (P) Limited	-	-	-	-	-	2,17,331
- Bhutoria Investments (P) Limited	-	-	-	-	23,37,049	41,32,099
- BLB Cables & Conductors (P) Limited	-	-	-	-	1,01,68,841	1,00,73,609
- Ladnun Agricultural Farms (P) Limited	-	-	-	-	8,59,395	7,95,892
- Rajasthan Transformers & Switchgears (P) Limited	-	-	-	-	75,00,509	2,66,52,082
Total (h) (iii)	-	-	-	-	2,08,65,794	4,26,25,510
(i) Trade Payables - Balance As At Year End (Cr.)						
- Bhutoria Transformers & Rectifiers (P) Limited	-	-	-	-	2,56,35,383	2,23,04,751
Total (i)	-	-	-	-	2,56,35,383	2,23,04,751
(j) Trade Receivable - Balance As At Year End (Dr.)						
- ABAY Energy Private Limited Company	-	-	-	-	14,705	-
Total (j)	-	-	-	-	14,705	-
(k) Investments sold / disposed during the year						
- Blue Nile Projects Limited	-	-	-	-	1,73,15,018	-
Total (k)	-	-	-	-	1,73,15,018	-

Notes to Financial Statements for the year ended 31st March, 2017

Particulars	2016-17 (₹)	2015-16 (₹)
40 EMPLOYEE BENEFITS :		
Post Retirement Benefits :		
Defined Contribution Plans		
The Company has recognised the following amounts in the Statement of Profit and Loss for the year:		
Contribution to Employees' Provident & Family Pension Funds	1,44,000	1,44,000
Defined Benefit Plans - Gratuity		
Changes in the Present Value of Obligation		
- Present Value of Obligation as at 1st April, 2016	71,24,091	60,23,411
- Interest Cost	5,44,993	4,66,814
- Employer Service Cost	-	-
- Current Service Cost	5,18,177	5,54,190
- Curtailment Cost/(Credit)	-	-
- Settlement Cost/(Credit)	-	-
- Benefits Paid	(18,80,469)	(10,96,803)
- Actuarial (Gain)/Loss	(5,50,411)	11,76,479
- Present Value of Obligation as at 31st March, 2017	57,56,381	71,24,091
Changes in the Fair value of Plan Assets		
- Present Value of Plan Assets as at 1st April, 2016	N.A., as	N.A., as
- Expected Return on Plan Assets	Gratuity benefit	Gratuity benefit
- Actuarial Gain/(Loss)	is not funded.	is not funded.
- Employers' Contributions		
- Employees' Contributions		
- Benefits Paid		
- Fair Value of Plan Assets as at 31st March, 2017		
Amount recognised in the Balance Sheet including a reconciliation of the Present Value of Defined Benefit Obligation and the Fair Value of Assets		
- Present Value of Funded Obligation as at 31st March, 2017	-	-
- Fair Value of Plan Assets as at 31st March, 2017	-	-
- Funded (Asset)/Liability recognised in the Balance Sheet	-	-
- Present Value of Unfunded Obligation as at 31st March, 2017	57,56,381	71,24,091
- Unrecognised Past Service Cost	-	-
- Unrecognised Actuarial (Gains)/Losses	-	-
- Unfunded Net Liability recognised in the Balance Sheet	57,56,381	71,24,091

Notes to Financial Statements for the year ended 31st March, 2017

Particulars	2016-17 (₹)	2015-16 (₹)
Expenses recognised in the Statement of Profit and Loss		
- Current Service Cost	5,18,177	5,54,190
- Past Service Cost	–	–
- Interest Cost	5,44,993	4,66,814
- Expected Return on Plan Assets	–	–
- Curtailment Cost/(Credit)	–	–
- Settlement Cost/(Credit)	–	–
- Net actuarial (Gain)/Loss	(5,50,411)	11,76,479
- Employees' Contribution	–	–
- Total Expenses recognised in the Statement of Profit and Loss	5,12,759	21,97,483
Percentage of each Category of Plan Assets to total Fair Value of Plan Assets as at 31st March, 2017	N.A.	N.A.
- Government of India Securities		
- Corporate Bonds		
- Special Deposit Scheme		
- Equity Shares of Listed Companies		
- Property		
- Insurer Managed Funds		
- Others		
The Actual Return on Plan Assets is as follows (₹)		
- Actual return on plan assets	N.A.	N.A.
Following are the Principal Actuarial Assumptions used as at the Balance Sheet date :		
- Interest Rate	–	–
- Discount Rate	7.65%	7.65%
- Expected Rate of Return on Plan Assets	NA	NA
- Salary Escalation Rate	5.00%	5.00%
The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.		
Retirement age - 58 years		

Notes to Financial Statements for the year ended 31st March, 2017

(Figures in ₹)

41 Segment Reporting

The Company has identified three reportable segments i.e. Transformers, Cable Conductors and Wind Energy.

Particulars	Transformers		Cable Conductor		Wind Energy		Unallocated		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
Segment Revenue:										
External Turnover	1,04,13,08,379	1,49,55,92,461	15,39,58,970	6,65,69,263	1,19,01,324	1,12,34,954	-	-	1,20,71,68,673	1,57,33,96,698
Inter Segment Turnover	-	-	-	-	-	-	-	-	-	-
Gross Turnover	1,04,13,08,379	1,49,55,92,461	15,39,58,970	6,65,69,263	1,19,01,324	1,12,34,954	-	-	1,20,71,68,673	1,57,33,96,698
Less: Excise Duty	11,05,37,604	14,16,01,608	1,72,03,027	77,42,122	-	-	-	-	12,77,40,631	14,93,43,730
Net Turnover	93,07,70,775	1,35,39,90,853	13,67,55,943	5,88,27,141	1,19,01,324	1,12,34,954	-	-	1,07,94,28,042	1,42,40,52,968
Segment Result before interest, non recurring item and taxes	13,08,62,817	8,66,79,848	1,59,41,167	19,85,075	60,74,194	60,74,194	(8,27,32,196)	(3,68,43,999)	7,01,37,286	5,78,94,118
Less: Interest Expense	-	-	-	-	-	-	-	-	-	-
Add: Interest Income	-	-	-	-	-	-	-	-	-	-
Add: Exceptional Item	-	-	-	-	-	-	-	-	-	-
Profit Before Tax	13,08,62,817	8,66,79,848	1,59,41,167	19,85,075	60,74,194	60,74,194	(8,27,32,196)	(3,68,43,999)	7,01,37,286	5,78,94,118
Less: Tax Expenses	-	-	-	-	-	-	-	-	-	-
Profit After Tax	13,08,62,817	8,66,79,848	1,59,41,167	19,85,075	60,74,194	60,74,194	(8,27,32,196)	(3,68,43,999)	7,01,37,286	5,78,94,118
Other Information:										
Segment Assets	1,02,00,81,203	96,91,05,885	15,56,98,868	5,24,11,735	5,99,56,977	5,35,40,854	-	-	1,23,57,37,048	1,07,50,58,484
Add: Unallocated Assets	-	-	-	-	-	-	-	-	-	-
Total Assets	1,02,00,81,203	96,91,05,885	15,56,98,868	5,24,11,735	5,99,56,977	5,35,40,854	-	-	1,23,57,37,048	1,07,50,58,484
Segment Liabilities	43,83,61,555	34,94,12,157	6,57,59,491	1,39,51,055	5,08,703	63,64,042	-	-	50,46,29,749	36,97,27,294
Add: Unallocated Liabilities	-	-	-	-	-	-	-	-	-	-
Total Liabilities	43,83,61,555	34,94,12,157	6,57,59,491	1,39,51,055	5,08,703	63,64,042	-	-	50,46,29,749	36,97,27,294
Capital Expenditure	37,77,978	54,57,741	-	2,34,940	-	-	-	-	26,88,04,383	26,53,76,659
Depreciation	74,63,814	82,88,721	22,55,927	27,83,059	34,88,098	39,71,739	6,12,300	6,40,362	1,33,42,64,219	1,17,73,18,624
Non-Cash Expenses other than depreciation	-	-	-	-	-	-	-	-	-	-
- Surry Balances w/o	-	-	-	-	-	-	-	-	-	-

J. Biswas
Company Secretary

Mukesh Jain
Chief Financial Officer

R. Bhutoria
Vice Chairman &
Whole Time Director

Abhay Bhutoria
Managing Director

S.S.Jain
Chairman

As per our Report of even date.
For **A.C. Bhutoria & Co.**
Chartered Accountants
Firm Registration No.: 303105E
Rahul Sethia
Partner

Membership No.: 303931
2, India Exchange Place
Kolkata - 700 001
Date: 30th May, 2017

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If undelivered, please return to:

RTS POWER CORPORATION LTD.

Registered Office: #56 N S Road (2nd floor), Kolkata - 700001

Phone: (033)2242-6025 | **Fax:** (033)2242-6732 | **Email:** headoffice@rtspower.com