

RTS POWER CORPORATION LIMITED

Registered Office: 56 Netaji Subhas Road , 2nd Floor , Kolkata-700001

Phone : (033) 2242-6025 (033) 2242 -6054 Fax : (033) 2242-6732

E Mail Id : headoffice@rtspower.com

CIN : L17232WB1947PLC016105 Website :www.rtspower.com

NOTICE

NOTICE is hereby given that Sixty Sixth Annual General Meeting of Shareholders of the Company will be held at Hotel Lindsay, 8B Lindsay Street, Kolkata –700087 on Monday, 29th day of September, 2014 at 10.00 A.M to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt :
 - (a) the audited Financial Statements of the Company for the Financial Year ended March 31, 2014, the Reports of the Board of Directors and Auditors thereon; and
 - (b) the audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2014 and the Report of the Auditors thereon.
2. To appoint a Director in place of Sri Rajendra Bhutoria (DIN: 00013637), who retires by rotation at this Annual General Meeting , and being eligible, has offered himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“ **RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the retiring Auditors , M/s. A.C.Bhuteria & Co, Chartered Accountants (Firm Registration No. 303105E) be and they are hereby re-appointed Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Sixty Ninth AGM of the Company at such remuneration as may be decided by the Board of Directors of the Company and the said re-appointment be placed for ratification by Members at the Sixty Seventh and Sixty Eighth AGM of the Company .”

SPECIAL BUSINESS

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4. To appoint Sri Sardul Singh Jain (DIN: 00013732) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the revised Clause 49 of the Listing Agreement, Sri Sardul Singh Jain (DIN : 00013732), an existing Independent Director and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company , being not liable to retire by rotation, to hold office for 5 (five) consecutive years from the conclusion of the Company’s Sixty Sixth Annual General Meeting to the conclusion of the Company’s Seventy First Annual General Meeting .”

5. To appoint Sri Bachhraj Begwani (DIN: 03157720) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the revised Clause 49 of the Listing Agreement, Sri Bacchraj Begwani (DIN: 03157720), an existing Independent Director and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, being not liable to retire by rotation, to hold office for 5 (five) consecutive years from the conclusion of the Company’s Sixty Sixth Annual General Meeting to the conclusion of the Company’s Seventy First Annual General Meeting.”

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6. To appoint Sri Alok Kumar Banthia (DIN: 00528159) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the revised Clause 49 of the Listing Agreement, Sri Alok Kumar Banthia (DIN: 00528159), who was appointed as an additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Article 89 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company with immediate effect and be also appointed as an Independent Director of the Company , being not liable to retire by rotation, to hold office for 5 (five) consecutive years from the conclusion of the Company’s Sixty Sixth Annual General Meeting to the conclusion of the Company’s Seventy First Annual General Meeting.”.

7. To appoint Smt Rachna Bhutoria (DIN: 00977628) as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Smt Rachna Bhutoria (DIN: 00977628), who was appointed as an additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Article 89 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company , liable to retire by rotation .”

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8. To appoint Branch Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“ **RESOLVED THAT** pursuant to the provisions of Sections 139 and 143(8) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the Branch Auditors, M/s. Jain Shrimal & Co, Chartered Accountants (Firm Registration No. 001704C) be and they are hereby re-appointed Branch Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Sixty Ninth AGM of the Company at such remuneration as may be decided by the Board of Directors of the Company and the said re-appointment be placed for ratification by Members at the Sixty Seventh and Sixty Eighth AGM of the Company .”

9. To authorise the Board of Directors of the Company to borrow for the purpose of business of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the earlier Ordinary Resolution passed by the Members at the Company’s Extra-ordinary General Meeting held on January 15, 1999, consent of the Members be and is hereby accorded pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules 2014 (including any statutory modification (s) or reenactment thereof for the time being in force) to the Board of Directors of the Company to borrow for the purpose of business of the Company such sum or sums of monies as they may deem necessary, notwithstanding the fact that the monies already borrowed and the monies to be borrowed from time to time (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of its business) may exceed the aggregate of the Paid up Capital of the Company and its Free Reserves provided that the total outstanding amount of such borrowings shall not exceed Rs 200 Crores (Rupees Two hundred Crores) at any point of time.”

“ **RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and other things as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid Resolution.”

10. To authorise the Board of Directors of the Company to mortgage, charge and/or otherwise encumber all or any of the properties /assets of the Company for borrowing /obtaining Credit

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Facilities and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“ **RESOLVED THAT** in supersession of the earlier Ordinary Resolution passed by the Members at the Company’s Extra-ordinary General Meeting held on January 15, 1999, consent of the Members be and is hereby accorded pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules 2014 (including any statutory modification (s) or reenactment thereof for the time being in force) to the Board of Directors of the Company to mortgage, charge and/or otherwise encumber all or any of the properties/assets of the Company, whether immovable or moveable and whether present or future and wheresoever the same may be situate or the whole or substantially the whole of the undertaking or undertakings of the Company, in favour of :

- (i) State Bank of Bikaner and Jaipur,
- (ii) Bank of Baroda,
- (iii) ICICI Bank Limited,
- (iv) Canara Bank,
- (v) Oriental Bank of Commerce, and

any other Nationalized Bank and /or Scheduled Bank and/or Financial Institution and/or Public Financial Institution and/or Foreign Financial Institution, present or future (from whom the Company will obtain Credit Facilities)

to secure any Term Loan Facilities, Cash Credit and Overdraft Facilities, Working Capital Facilities, Demand Loan Facilities, Bill Discounting Facilities, Bank Guarantee Facilities, Letter of Credit Facilities, and/or any other Credit Facilities/Assistance together with interest, charge, expenses, front-end fees and all other moneys payable by the Company to the abovesaid Banks and/or Financial Institutions in terms of their respective Letters of Sanction, Loan Agreements, Bank Guarantee Agreements, Facility Agreements, Hypothecation Agreements or any other Agreement or any amendment thereto entered into or to be entered into by the Company with all or any of the Banks and /or Financial Institutions so that Mortgage and/or Charge and/or encumbrances may be created by the Company over and in respect of its properties/assets /undertaking(s) in their favour, either singly or collectively, in such form and subject to such prior charges or with such pari passu or subservient ranking of charges as may be decided by the Board of Directors in consultation with any one or more of the abovesaid Bankers and/or Financial Institutions.”

“ **FURTHER RESOLVED THAT** the Board be and is hereby authorized to finalise and execute with all or any of the Banks and /or Financial Institutions

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all such deeds or documents for creating the aforesaid Mortgage , Charge and/or encumbrances and to do all such acts, deeds and things as may be deemed necessary by the Board for giving effect to the aforesaid Resolution.”

11. To authorise the Board of Directors of the Company to enter into contracts or arrangements with related parties for the purpose of the business of the Company and in this regard to consider and if thought fit , to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 188 and any other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and revised Clause 49 VII of the Equity Listing Agreement specified by Securities and Exchange Board of India (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and the Board of Directors vide Resolutions passed in their respective Meetings held on May 30, 2014 in this regard, the consent of the Company be and is hereby accorded for entering into contracts or arrangements with the related parties as defined under the abovesaid Act, the Rules and the revised Clause 49 as per details and on terms and conditions as set out under Item No. 11 of the Statement under Section 102 of the abovesaid Act annexed to this Notice”

“ **RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid Resolution.”

Registered Office :

56 Netaji Subhas Road
Kolkata-700001

Dated: 14th August, 2014

By Order of the Board

J Biswas
Company Secretary

NOTES:

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1. **A Member of the Company entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself/herself and a Proxy need not be a Member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not less than 48 hours before the Meeting.**

A person can act as a Proxy on behalf of Members not exceeding fifty and holding in aggregate Shares not more than 10 percent of the total Share Capital of the Company carrying voting rights. A Member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or Shareholder.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 22, 2014 to Monday, September 29, 2014, both days inclusive.
3. The relevant Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") in respect of the Item Nos 4 to 11 of Special Business is annexed hereto.
4. Mr. J. Biswas, Company Secretary is the Compliance Officer in terms of Clause 47(a) of the Listing Agreements with the Stock Exchanges. Members may communicate with the Compliance Officer in relation to any query pertaining to their shareholdings.
5. The Notice of the Meeting will also be available on the Company's website <http://www.rtspower.com> and the Website of CDSL at <http://www.evoting.cdsl.com>.
6. **The voting rights of Members shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on August 22, 2014 ("Cut - Off Date").**
7. As per the provisions of the Act, the facility for making /varying/ cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in **Form-SH.13** and any variation/ cancellation thereof can be made by giving notice in **Form SH.14**, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrars and Share Transfer Agents or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in. The necessary Forms in this regard will have to be deposited with the Company's Registrar & Share Transfer Agent - M/s. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata-700001 (**RSTA**) in case the Shares are held in physical form and with the respective Depositories in case the Shares are held in dematerialized form.
8. **Members are requested to produce the accompanying Attendance Slip at the entrance of the Meeting Hall and bring their copies of the Annual Report to the Meeting as extra copies will not be possible to be supplied. Members who hold shares in Dematerialized form are requested to indicate without fail their DP ID and Client ID Numbers on the Attendance Slip.**

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9. Members desirous of receiving Notices and/or documents from the Company through the **electronic** mode are urged to update their email addresses with their **Depository Participants**, where shares are held in electronic form or with **RSTA** where shares are held in physical form.

Email addresses of Members as advised to **RSTA** where Shares are held in physical mode or **registered with Depositories** where Shares are held in the electronic mode will be deemed to be the Member's registered Email Address for serving Company documents/notices as per the provisions of the Act and the instructions of the Ministry of Corporate Affairs. Members intending to refresh/update their email addresses should do so as soon as possible.

10. **Members intending to require information/clarifications/explanations on any matter regarding Accounts at the Meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting so as to enable the Company to keep the information/ clarifications /explanations ready.**
11. **Members holding Shares in physical form are requested to notify change of their addresses** , if any, along with address proof i.e. copies of their Voter Identity Card/ Electric/Telephone Bill/ Driving License or a copy of their Passport or Bank Statement to the **RSTA** and, **in case the shares are held in dematerialised form**, then this information should be passed on to the respective Depository Participants and not to the **Share Department of the Company / RSTA.**
12. In case the mailing address mentioned on the envelope of this Annual Report is either without Pin Code or with incorrect Pin Code, Members are urged to advise the correct Pin Code to the **RSTA** or the respective **Depository Participant**, as the case may be, immediately, for speedier delivery in future.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding Shares in physical form can submit their PAN details to **RSTA.**
14. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the Notice. The Directors have furnished the requisite declarations/consents for their appointment/re-appointment.
15. Electronic copy of the Annual Report for 2013- 2014 is being sent by electronic mode to all the Members whose email Ids are registered with the **RSTA/Depository Participant(s)** for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report for 2013- 2014 is being sent in the permitted mode.
16. Electronic copy of the Notice of the 66th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the **RSTA/Depository**

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Participant (s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 66th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

17. Members may also note that the Notice of the 66th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's Website www.rtspower.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. Even after registering for e-communication Members are entitled to receive the Annual Report and Notice along with the abovesaid enclosures in the physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's Investor email id : headoffice@rtspower.com
18. Pursuant to Section 205A(5) and 205C of the Companies Act, 1956 all Unpaid or Unclaimed Dividends for and upto and including the Company's Final Dividend 2005-2006 and Interim Dividend 2006-2007 have been transferred to the " Investor Education and Protection Fund " .

Pursuant to the provisions of Section 205A of the Companies Act, 1956 as amended, Dividend which remains Unpaid or Unclaimed for a period of 7 (seven) years is required to be transferred to the " Investor Education and Protection Fund " (IEPF) of the Central Government. Members who have not encashed their Dividend Warrants (including Warrants for Interim Dividend, wherever applicable) from the Company's Final Dividend 2006-2007 to Final Dividend 2010-2011 are requested to send their claims to the Company immediately along with unencashed Dividend Warrants lying with them. It may also be noted that once the Unclaimed Dividend is transferred to the IEPF as above, claim thereof should be made to IEPF Authorities.

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 27, 2013 (the date of the last Annual General Meeting) on the Website of the Company www.rtspower.com and also on the Website of IEPF i.e. www.iepf.gov.in

The last dates for claiming the following Dividends are as follows:

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Dividend for the Financial Year ended	Date of declaration of Dividend	Last date for claiming Unpaid Dividend to the Company (One month before the respective last dates of transferring to IEPF)
2006-2007 (Final Dividend)	28.09.2007	28.09.2014
2007-2008 (Interim Dividend)	30.04.2008	30.04.2015
2007-2008 (Final Dividend)	03.09.2008	03.09.2015
2008-2009 (Final Dividend)	16.09.2009	16.09.2016
2009-2010 (Final Dividend)	30.09.2010	30.09.2017
2010-2011 (Final Dividend)	30.09.2011	30.09.2018

19. As per Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement all the items of business set out in the attached Notice will be transacted through Electronic Voting System. The Company is providing the facility of casting votes through the Electronic Voting System (“E-Voting”) under an arrangement with Central Depository Services (India) Limited (“CDSL”) as specified more fully in the instructions hereunder provided that once the vote on a Resolution is cast, a Member shall not be allowed to change it subsequently.

20. A Member, holding shares whether in physical form or in dematerialised form, will cast his/her vote electronically. The Company will consider votes casted by him/her through the e-Voting system while declaring the results of the voting.

21. The process and manner of e-Voting will be as follows:

- (i) **The voting period begins on Tuesday, September 23, 2014 (9.00A.M) and ends on Thursday, September 25, 2014 (6.00 P.M).** During this period Shareholders of the Company, holding Shares either in physical form or in dematerialized form, as **on the cut-off date (record date) i.e. Friday, August 22, 2014** may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as Physical Shareholders)</p> <p>*Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the Name and Folio Number and name shall be excluded of titles like Mr / Mrs / Smt / Miss / Ms / M/s etc.</p> <p>Example:</p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	<p>Enter the Date of Birth as recorded in your Demat Account with the Depository or in the Company records for your Folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your Demat Account with the Depository or in the company records for your Folio.</p> <ul style="list-style-type: none">• Please Enter the DOB or Bank Account Number in order to Login.• If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on August 22, 2014

(viii) After entering these details appropriately, click on "SUBMIT" tab.

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- (ix) Members holding Shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for E-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <**RTS POWER CORPORATION LIMITED**> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat Account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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(xviii) **Note for Institutional Shareholders**

- Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details they have to create a Compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

(xx) Institutional Members/ Bodies Corporate (i.e. other than individuals ,HUF,NRI, etc.)are required to send scan copy (PDF/ JPG Format) of the Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote through e mail at shawmanoj2003@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before September 25, 2014 upto 6 P.M . without which the vote shall not be treated as valid.

22. Any query relating to the Resolutions and e-Voting proposed to be passed at the ensuing Annual General Meeting (AGM) may be addressed to Sri Pinakpani Bhattacharjee of the Secretarial Department of the Company at the e mail address of the Company at headoffice@rtspower.com or to Telephone No (033) 2242-6025
23. The Company has appointed Sri Manoj Prasad Shaw FCS (ICSI CP Registration No. 4194), Practising Company Secretary, as a Scrutinizer for conducting the entire e voting process in a fair and transparent manner.
24. The Scrutinizer shall, no later than three (3) working days from the conclusion of the e-voting period, unblock the votes and submit his Report on the voting pattern in accordance with the

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procedure set out in the Companies (Management & Administration) Rules, 2014.

25. The Results shall be declared at the AGM. The Results declared together with the Scrutinizer's Report shall be communicated to the Stock Exchanges and placed on the Company's Website www.rtspower.com and on the Website of CDSL within two (2) days of passing of the Resolutions.

BRIEF PROFILE OF DIRECTOR FOR RE-APPOINTMENT AS DIRECTOR AT THE ANNUAL GENERAL MEETING PURSUANT TO THE CORPORATE GOVERNANCE CODE :

Name of the Director	Sri Rajendra Bhutoria
Age	57 years
Qualifications	B.Com. (Hons.)
Nature of expertise	An Alumuni of St Xaviers College, Kolkata. He has joined the family business at the age of 18 years and has been looking after the affairs of the Company since then. He has ample experience in general administration, production , marketing and finance .During this period, apart from looking after the Company's Power and Distribution Transformers business, he has been looking after the business of Cold Storage, Properties, Warehousing, etc of the Group Companies.
Date of First Appointment	23 rd December, 1975
Name of the companies in which he holds Directorship of Boards	BHUTORIA BROTHERS LIMITED ABHAY TRANSFORMERS PRIVATE LIMITED BHUTORIA INVESTMENTS PRIVATE LIMITED NISHARAJ DEALERS PRIVATE LIMITED KAMALRAJ DEALERS PRIVATE LIMITED RAJANJALI CONSULTANCY PRIVATE LIMITED NISHARAJ CONSULTANCY PRIVATE LIMITED DHRUVSARA DEALERS PRIVATE LIMITED RAVISHILPA CONSULTANCY PRIVATE LIMITED SHILPANJALI CONSULTANCY PRIVATE LIMITED
Name of the companies in which he holds Membership of Committees of Board	NIL
Professional Membership	NIL
No of Shares held in the Company	84,900

Note: Disclosure of relationship between Directors inter-se as required under Sub-Clause (ia) of Clause (G) of Part IV of the Corporate Governance Code ----- Sri Rajendra Bhutoria, Vice Chairman and

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Whole-time Director and Sri Abhay Bhutoria, Managing Director of the Company are cousin brothers. Smt Rachna Bhutoria, Director is the wife of own brother of Sri Abhay Bhutoria and cousin brother of Sri Rajendra Bhutoria.

BRIEF PROFILE OF DIRECTOR FOR APPOINTMENT AS INDEPENDENT DIRECTOR AT THE ANNUAL GENERAL MEETING PURSUANT TO THE CORPORATE GOVERNANCE CODE:

Name of the Director	Sri Sardul Singh Jain
Age	79 years
Qualifications	B Com, LLB
Nature of expertise	He is a B Com, LLB and is on the Company's Board for a period of about 29 years. He has vast professional expertise in finance, taxation, legal and management for last five decades and is Members of the Board of various Companies within and outside the Group in his professional capacity.
Date of First Appointment	20 th February, 1985
Name of the companies in which he holds Directorship of Boards	OMNI HOLDINGS LIMITED ALLIANCE UDYOG LIMITED ALLIANCE MILLS SOUTH PRIVATE LIMITED EAST INDIA COTTON MANUFACTURING COMPANY LIMITED RGF CAPITAL MARKETS LIMITED EAST INDIA UDYOG LIMITED SUNGRACE FINVEST PRIVATE LIMITED HARI HOLDINGS PRIVATE LIMITED PARAKH PROJECTS PRIVATE LIMITED ANNAPURNA SAVINGS & FINANCE PRIVATE LIMITED ALFRED HERBERT (INDIA) LIMITED ALFRED HERBERT LIMITED EITA INDIA LIMITED JALAN CHEMICAL INDUSTRIES PRIVATE LIMITED LODHA CAPITAL MARKETS LIMITED BARODA AGENTS & TRADING COMPANY PRIVATE LIMITED
Name of the companies in which he holds Membership of Committees of Board	AUDIT COMMITTEE- ALFRED HERBERT (INDIA) LIMITED –CHAIRMAN EITA INDIA LIMITED-MEMBER
Professional Qualification	LLB
No of Shares held in the Company	Nil

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Note: Disclosure of relationship between Directors inter-se as required under Sub-Clause (ia) of Clause (G) of Part IV of the Corporate Governance Code ----- No relationship

BRIEF PROFILE OF DIRECTOR FOR APPOINTMENT AS AN INDEPENDENT DIRECTOR AT THE ANNUAL GENERAL MEETING PURSUANT TO THE CORPORATE GOVERNANCE CODE:

Name of the Director	Sri Bachhraj Begwani
Age	73 years
Qualifications	B.Com, LLB
Nature of expertise	About 18 years' experience in corporate Management and 42 years' experience in practice on Taxation matters.
Date of First Appointment	30 th April,2010
Name of the companies in which he holds Directorship of Boards	NIL
Name of the companies in which he holds Membership of Committees of Board	NIL
Professional Membership	Member of Bar Council of West Bengal
No of Shares held in the Company	NIL

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Note: Disclosure of relationship between Directors inter-se as required under Sub-Clause (ia) of Clause (G) of Part IV of the Corporate Governance Code ----- No relationship

BRIEF PROFILE OF DIRECTOR FOR APPOINTMENT AS AN INDEPENDENT DIRECTOR AT THE ANNUAL GENERAL MEETING PURSUANT TO THE CORPORATE GOVERNANCE CODE:

Name of the Director	Sri Alok Kumar Banthia
Age	56 years
Qualifications	B.Com LLB
Nature of expertise	Long experience in business
Date of First Appointment	August 14,2014
Name of the companies in which he holds Directorship of Boards	BHURAMAL RATANKUMAR TEXTILE PRIVATE LIMITED
Name of the companies in which he holds Membership of Committees of Board	NIL
Professional Membership	LLB
No of Shares held in the	NIL

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Company	
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Note: Disclosure of relationship between Directors inter-se as required under Sub-Clause (ia) of Clause (G) of Part IV of the Corporate Governance Code ----- No relationship

BRIEF PROFILE OF DIRECTOR FOR APPOINTMENT AS WOMAN DIRECTOR AT THE ANNUAL GENERAL MEETING PURSUANT TO THE CORPORATE GOVERNANCE CODE :

Name of the Director	Smt Rachna Bhutoria
Age	48years
Qualifications	B.Com. (Hons.)
Nature of expertise	Her long experience in the Group Company will be beneficial for this Company
Date of First Appointment	14 th February,2014
Name of the companies in which she holds Directorship of Boards	BHUTORIA INVESTMENTS PRIVATE LIMITED LADNUN AGRICULTURAL FARMS PRIVATE LIMITED
Name of the companies in which she holds Membership of Committees of Board	NIL
Professional Membership	NIL
No of Shares held in the Company	38,800

Note: Disclosure of relationship between Directors inter-se as required under Sub-Clause (ia) of Clause (G) of Part IV of the Corporate Governance Code ----- She is the wife of own brother of Sri Abhay Bhutoria , Managing Director and wife of cousin brother of Sri Rajendra Bhutoria , Vice Chairman and Whole-time Director of the Company

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Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Items of Special Business set out in the Notice convening the Sixty Sixth Annual General Meeting

Item Nos. 4 and 5

Sri Sardul Singh Jain and Sri Bachhraj Begwani are existing Independent Directors of the Company under Clause 49 of the Listing Agreement and have held the positions as such for more than 10 (Ten) years and almost 4(Four) years respectively as on April 1, 2014.

The Companies Act , 2013 has also introduced for the first time the concept of appointment of independent Directors by the Listed and certain class of companies.

The Securities and Exchange Board of India (SEBI) has recently amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Directors by a listed company.

It is proposed to appoint Sri Sardul Singh Jain and Sri Bachhraj Begwani as Independent Directors under Section 149 of the Act and the revised Clause 49 of the Listing Agreement to hold office for a term of 5 (five) consecutive years each from the conclusion of the Company's Sixty Sixth Annual General Meeting to the conclusion of the Company's Seventy First Annual General Meeting .

Sri Sardul Singh Jain and Sri Bachhraj Begwani are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received separate Notices in writing from two Members along with the deposit of requisite amounts under Section 160 of the Act proposing the candidatures of each of Sri Sardul Singh Jain and Sri Bachhraj Begwani for the office of Directors of the Company.

The Company has also received Declarations from Sri Sardul Singh Jain and Sri Bachhraj Begwani that they meet with the criteria of independence as prescribed both under Sub-section (6) of Section 149 of the Act and under the revised Clause 49 of the Listing Agreement.

In the opinion of the Board, Sri Sardul Singh Jain and Sri Bachhraj Begwani fulfill the conditions for appointment as Independent Directors as specified in the Act and the Rules made thereunder and the revised Clause 49 of the Listing Agreement. Sri Sardul Singh Jain and Sri Bachhraj Begwani are

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independent of the Management of the Company . The Board also considers that both of them possess appropriate skill, experience and knowledge for being appointed as Independent Directors of the Company.

Brief resume of Sri Sardul Singh Jain and Sri Bachhraj Begwani , nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are annexed herewith.

Copies of the draft letters for respective appointments of Sri Sardul Singh Jain and Sri Bachhraj Begwani as Independent Directors setting out the terms and conditions are available for inspection by Members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Sri Sardul Singh Jain and Sri Bachhraj Begwani are interested in the Resolutions set out respectively at Item Nos. 4 and 5 of the Notice with regard to their respective appointments.

The relatives of Sri Sardul Singh Jain and Sri Bachhraj Begwani may be deemed to be interested in the Resolutions set out respectively at Item Nos. 4 and 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these Resolutions.

The passing of the aforesaid Resolutions also do not relate to or affect any other Company.

The Board considers that the continued association of the above Directors as Independent Directors would be of immense benefit to the Company and commends the Ordinary Resolutions set out at Item Nos 4 and 5 of the Notice for approval by the Shareholders.

Item No. 6

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and Article 89 of the Articles of Association of the Company, Sri Alok Kumar Banthia as an additional Director of the Company with effect from August 14,2014.

In terms of the provisions of Section 161(1) of the Act, Sri Alok Kumar Banthia would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a Notice in writing from a Member along with the deposit of requisite amount

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under Section 160 of the Act proposing the candidature of Sri Alok Kumar Banthia for the office of Director of the Company.

Sri Alok Kumar Banthia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a Company and he shall not be included in the total number of Directors for retirement by rotation.

The Company has received a Declaration from Sri Alok Kumar Banthia that he meets with the criteria of independence as prescribed both under Sub-section (6) of Section 149 of the Act and under the revised Clause 49 of the Listing Agreement. The Board considers that Sri Alok Kumar Banthia possesses appropriate skill, experience and knowledge for being appointed an Independent Director of the Company.

In the opinion of the Board, Sri Alok Kumar Banthia fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Rules made thereunder and the Listing Agreement. Sri Alok Kumar Banthia is independent of the Management of the Company.

Brief resume of Sri Alok Kumar Banthia and names of companies in which he holds Directorships and Memberships / Chairmanships of Board Committees, Shareholding and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges , is annexed herewith.

In view of the above position, approval of the Members is sought through an Ordinary Resolution to appoint him as an Independent Director for an initial term of 5 (five) years from the conclusion of the Company's Sixty Sixth Annual General Meeting to the conclusion of the Company's Seventy First Annual General Meeting.

Copy of the draft letter for appointment of Sri Alok Kumar Banthia as an Independent Director setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Sri Alok Kumar Banthia and his relatives, to the extent of his/their shareholding

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interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The passing of the aforesaid Resolution also does not relate to or affect any other Company.

The Board is of the opinion that it would be in the interest of the Company to appoint Sri Alok Kumar Banthia as an Independent Director and commends the Ordinary Resolution set out at Item No 6 of the Notice for approval by the Shareholders.

Item No. 7

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and Article 89 of the Articles of Association of the Company, Smt Rachna Bhutoria as an additional Director of the Company with effect from February 14, 2014 .

In terms of the provisions of Section 161(1) of the Act, Smt Rachna Bhutoria would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a Notice in writing from a Member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt Rachna Bhutoria for the office of Director of the Company.

Smt Rachna Bhutoria is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Brief resume of Smt Rachna Bhutoria and names of companies in which she holds Directorships and Memberships / Chairmanships of Board /Committees, Shareholding and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Annual Report.

Keeping in view of her long experience in the group companies and their activities and operations it will be in the interest of the Company that Smt Rachna Bhutoria is appointed as a Director.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Smt Rachna Bhutoria and her relatives, to the extent of her/their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.7 of the Notice, other than disclosure made as annexed to the Notice of her relationship between Directors inter-se as required under Sub Clause (ia) of Clause (G) of Part IV of the Corporate Governance Code of SEBI.

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The passing of the aforesaid Resolution also does not relate to or affect any other Company.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Shareholders.

Item No 8

The Company has Branch Offices and Units at Jaipur-Rajasthan, Barmer - Rajasthan , Agra-U.P and Dhule–Maharashtra. M/s. Jain Shrimal & Co, Chartered Accountants, (Firm Registration No 001704C) were appointed the Branch Auditors for the Financial Year 2013-2014. It is proposed to reappoint M/s. Jain Shrimal & Co, Chartered Accountants, as Branch Auditors for the Jaipur-Rajasthan, Barmer - Rajasthan , Agra-U.P and Dhule–Maharashtra Branch Offices and Units pursuant to Section 143(8) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (hereinafter referred to as the Act and Rules respectively) .

In terms of Section 139 of the said Act and the Rules they will hold office, if re-appointed by the Members , from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Sixty Ninth AGM of the Company at such remuneration as may be decided by the Board of Directors of the Company and the said re-appointment be placed for ratification by Members at the Sixty Seventh and Sixty Eighth AGM of the Company.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No 8 of the Notice for approval of the Members of the Company.

Pursuant to Section 102 of the Act none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The passing of the aforesaid Resolution also does not relate to or affect any other Company.

Item No. 9

The Members of the Company at the Extra-ordinary General Meeting held on January15 ,1999 had accorded by way of an Ordinary Resolution their approval to the Board of Directors of the Company for borrowing monies on behalf of the Company, from time to time, in excess of the Paid up Capital of the Company and its Free Reserves (apart from temporary loans obtained from the Company's bankers in

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the ordinary course of its business) but not exceeding an amount Rs 100 Crores (Rupees One hundred Crores) at any point of time.

However, after the applicability of the provisions of Section 180(1)(c) of the Companies Act, 2013 the Company needs to pass a Special Resolution for making such Borrowings . Simultaneously, the aforesaid limit of such borrowings as fixed earlier is proposed to be increased up to an amount of Rs 200 Crores (Rupees Two hundred Crores) due to increased borrowing requirements of the Company . The approval of the Members, therefore, is sought by way of a Special Resolution as appearing in Item 9 in the Notice convening the Annual General Meeting.

The Board of Directors accordingly recommends the Special Resolution for approval of the Members of the Company.

Pursuant to Section 102 of the Companies Act, 2013 none of the Directors and Key Managerial Personnel of the Company and their relatives are , in any way, concerned or interested, financially or otherwise, in this Resolution.

The passing of the aforesaid Resolution also does not relate to or affect any other Company.

Item No. 10

The Members of the Company at the Extra-ordinary General Meeting held on January15 ,1999 had accorded by way of an Ordinary Resolution their approval to the Board of Directors of the Company to create mortgage, charge and/or otherwise encumbrances on all or any of the properties/assets of the Company , whether immoveable or moveable and whether present or future and wheresoever the same may be situate or the whole or substantially the whole of the undertaking or undertakings of the Company, in favour of Banks and /or Financial Institutions.

However, after the applicability of the provisions of Section 180(1)(a) of the Companies Act, 2013 the Company needs to pass a Special Resolution for creating such mortgage, charge and/or encumbrances.

Your Company would continue to seek or may seek in future Term Loan Facilities , Cash Credit and Overdraft Facilities , Working Capital Facilities , Demand Loan Facilities, Bill Discounting Facilities ,Letter of Credit Facilities , Bank Guarantee Facilities and/or any other Credit Facilities/ Assistance from :

- (i) State Bank of Bikaner and Jaipur,
- (ii) Bank of Baroda,
- (iii) ICICI Bank Limited,
- (iv) Canara Bank,
- (v) Oriental Bank of Commerce, and
any other Nationalized Bank and /or Scheduled Bank and/or
Financial Institution and/or Public Financial Institution and/or

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Foreign Financial Institution , present or future, from whom your Company has obtained or will obtain Credit Facilities.

The above Credit Facilities sanctioned or to be sanctioned by the above named Bankers or Financial Institutions as per their respective terms of sanction are required to be secured by mortgage, charge or encumbrances over the Company's immovable or moveable properties /assets / whole or substantially the whole of the undertaking or undertakings in the form and manner required by the abovesaid Banks and/or Financial Institutions.

The Special Resolution set out under Item No 10 of the Notice is for obtaining the approval of the Members in terms of the provisions of Section 180(1) (a) of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2014 to enable the Board of Directors of the Company to create the aforesaid Mortgage and /or Charge and /or encumbrances on behalf of the Company in favour of all or any of the Banks and/or Financial Institutions.

The Board of Directors accordingly recommends the Special Resolution for approval of the Members of the Company.

Pursuant to Section 102 of the Companies Act, 2013 none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested , financially or otherwise , in this Resolution.

The passing of the aforesaid Resolution also does not relate to or affect any other Company.

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Item No 11

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 Transactions :

Name of the Related Party	Name of the Director or Key Managerial Personnel of the Company who is related, if any	Nature of Relationship with the related party	Maximum Monetary Value In Rupees	Nature, material terms and particulars of the proposed Contract or Arrangement	Any other information relevant or important for the Members to take decision on the proposed Resolution	Duration or validity of the proposed Contract or Arrangement
Bhutoria Brothers Limited (BBL)	Sri Rajendra Bhutoria Whole-time Director Sri Abhay Bhutoria Managing Director Smt Rachna Bhutoria Director	Director & Member(holding 22% of BBL's Paid up Share Capital) Member (holding 16% of BBL's Paid up Share Capital) Member (holding 2% of BBL's Paid up Share Capital)	6 Crores	Sale of the Company's unutilized agricultural lands at Village Parasrampura, Tehasil –Shree Madhopur, District -Sikar Rajasthan measuring 60,000 sq metres approx. to BBL. .	Sale proceeds to be utilized towards repayment of outstanding loans and thus to reduce the interest burden of the Company payable on such outstanding loans	One-time
Bhutoria Brothers Limited (BBL)	Sri Rajendra Bhutoria Whole-time Director Sri Abhay Bhutoria Managing Director Smt Rachna Bhutoria Director	Director & Member (holding 22% of BBL's Paid up Share Capital) Member (holding 16% of BBL's Paid up Share Capital) Member (holding 2% 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 by a further Special Resolution

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<p align="center">Bhutoria Brothers Limited (BBL)</p>	<p>Sri Rajendra Bhutoria Whole-time Director</p> <p>Sri Abhay Bhutoria Managing Director</p> <p>Smt Rachna Bhutoria Director</p>	<p>Director & Member(holding 22% of BBL's Paid up Share Capital)</p> <p>Member (holding 16% of BBL's Paid up Share Capital)</p> <p>Member (holding 2% of BBL's Paid up Share Capital)</p>	<p align="center">5 Crores</p>	<p>Inter Corporate Loans taken /to be taken from BBL</p> <p>Payable on Demand.</p> <p>Interest payable to BBL at a rate not more than 12% p.a .</p>	<p>To meet the Company's urgent Working Capital requirements as and when needed</p>	<p>To remain valid till this limit is not exceeded and approved and changed by a further Special Resolution</p>
<p align="center">Abhay Transformers Private Limited (ATPL)</p>	<p>Sri Rajendra Bhutoria Whole-time Director</p> <p>Sri Abhay Bhutoria Managing Director</p> <p>Smt Rachna Bhutoria Director</p>	<p>Director & Member (holding 13.37 % of ATPL's Paid up Share Capital)</p> <p>Member (holding 8.48 % of ATPL's Paid up Share Capital)</p> <p>Member (holding 6.26 % of ATPL's Paid up Share Capital)</p>	<p align="center">4 Crores</p>	<p>Inter Corporate Loans taken /to be takenfrom ATPL .</p> <p>Payable on Demand.</p> <p>Interest payable to ATPL at a rate not more than 12% p.a.</p>	<p>To meet the Company's urgent Working Capital requirements as and when needed</p>	<p>To remain valid till this limit is not exceeded and approved and changed by a further Special Resolution</p>
<p align="center">Kalinga Petrochemicals Private Limited (KPPL)</p>	<p>Sri Rajendra Bhutoria Whole-time Director</p> <p>Sri Abhay Bhutoria Managing Director</p> <p>Smt Rachna Bhutoria Director</p> <p>Sri Sharad Bhutoria Chief Executive Officer</p>	<p>Member</p> <p>Member</p> <p>Member (holding 6.45 % of KPPL's Paid up Share Capital)</p> <p>Member (holding 10.75% of KPPL's Paid up Share Capital)</p>	<p align="center">3 Crores</p>	<p>Inter Corporate Loans taken /to be taken from KPPL .</p> <p>Payable on Demand.</p> <p>Interest payable to KPPL at a rate not more than 12% p.a</p>	<p>To meet the Company's urgent Working capital requirements as and when needed</p>	<p>To remain valid till this limit is not exceeded and approved and changed by a further Special Resolution</p>

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<p>Kalinga Petrochemicals Private Limited (KPPL)</p>	<p>Sri Rajendra Bhutoria Whole-time Director</p> <p>Sri Abhay Bhutoria Managing Director</p> <p>Smt Rachna Bhutoria Director</p> <p>Sri Sharad Bhutoria Chief Executive Officer</p>	<p>Member</p> <p>Member</p> <p>Member (holding 6.45 % of KPPL's Paid up Share Capital)</p> <p>Member (holding 10.75% of KPPL's Paid up Share Capital)</p>	<p>1.75 Crores</p>	<p>Sale of 2,82,500 Shares held by the Company in its wholly –owned subsidiary , Blue Nile Projects Limited , Hong Kong of USD 1.00 each fully Paid up to KPPL</p>	<p>Sale proceeds to be utilized towards repayment of outstanding loans and thus to reduce the interest burden of the Company payable on such outstanding loans</p>	<p>One-time</p>
<p>Bhutoria Investments Private Limited (BIPL)</p>	<p>Sri Rajendra Bhutoria Whole-time Director</p> <p>Sri Abhay Bhutoria Managing Director</p> <p>Smt Rachna Bhutoria Director</p> <p>Sri Sharad Bhutoria Chief Executive Officer</p>	<p>Director & Member</p> <p>Member (holding 8.96 % of BIPL's Paid up Share Capital)</p> <p>Director & Member (holding 2.60% of BIPL's Paid up Share Capital)</p> <p>Director & Member (holding 9.47% of BIPL's Paid up Share Capital)</p>	<p>2.00 Crore</p>	<p>Inter Corporate Loans taken/to be taken from BIPL</p> <p>Payable on Demand.</p> <p>Interest payable to BIPL at a rate not more than 12% p.a</p>	<p>To meet the Company's urgent Working capital requirements as and when needed</p>	<p>To remain valid till this limit is not exceeded and approved and changed by a further Special Resolution</p>

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<p>BLB Cables & Conductors Private Limited (BLB)</p>	<p>Sri Rajendra Bhutoria Whole-time Director</p> <p>Sri Abhay Bhutoria Managing Director</p> <p>Sri Sharad Bhutoria Chief Executive Officer</p>	<p>Member</p> <p>Member</p> <p>Director & Member(holding 7.15% of BLB's Paid up Share Capital)</p>	<p>2.00 Crores</p>	<p>Inter Corporate Loans taken/to be taken from BLB</p> <p>Payable on Demand.</p> <p>Interest payable to BLB at a rate not more than 12% p.a</p>	<p>To meet the Company's urgent Working capital requirements as and when needed</p>	<p>To remain valid till this limit is not exceeded and approved and changed by a further Special Resolution</p>
<p>Rajasthan Transformers & Switchgears Private Limited (RTSPL)</p>	<p>Sri Rajendra Bhutoria Whole-time Director</p> <p>Sri Abhay Bhutoria Managing Director</p> <p>Smt Rachna Bhutoria Director</p>	<p>Member</p> <p>Member</p> <p>Member (holding 11.51% of RTSPL's Paid up Share Capital)</p>	<p>6.00 Crores</p>	<p>Inter Corporate Loans taken/to be taken from RTSPL.</p> <p>Payable on Demand .</p> <p>Interest payable to RTSPL at a rate not more than 12% p.a.</p>	<p>To meet the Company's urgent Working capital requirements as and when needed</p>	<p>To remain valid till this limit is not exceeded and approved and changed by a further Special Resolution</p>
<p>Bhutoria Agrotech Limited (BAL)</p>	<p>Sri Rajendra Bhutoria Whole-time Director</p> <p>Sri Abhay Bhutoria Managing Director</p>	<p>Member (holding 8.33 % of BAL's Paid up Share Capital)</p> <p>Member (holding 9.72 % of BAL's Paid up Share Capital)</p>	<p>1.00 Crore</p>	<p>Inter Corporate Loans taken/to be taken from BAL.</p> <p>Payable on Demand.</p> <p>Interest payable to BAL at a rate not more than 12% p.a</p>	<p>To meet the Company's urgent Working capital requirements as and when needed</p>	<p>To remain valid till this limit is not exceeded and approved and changed by a further Special Resolution</p>

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<p align="center">Howrah Warehouse Private Limited (HWPL)</p>	<p>Sri Rajendra Bhutoria Whole-time Director</p> <p>Sri Abhay Bhutoria Managing Director</p>	<p>Member (holding 25. % of HWPL's Paid up Share Capital)</p> <p>Member (holding 27.50 % of HWPL's Paid up Share Capital)</p>	<p>0.50 Crore</p>	<p>Inter Corporate Loans taken/to be taken from HWPL</p> <p>Payable on Demand.</p> <p>Interest payable to HWPL at a rate not more than 12% p.a</p>	<p>To meet the Company's urgent Working capital requirements as and when needed</p>	<p>To remain valid till this limit is not exceeded and approved and changed by a further Special Resolution</p>
<p align="center">Bhutoria Transformers & Rectifiers Private Limited (BTR)</p>	<p>Sri Rajendra Bhutoria Whole-time Director</p> <p>Sri Abhay Bhutoria Managing Director</p> <p>Smt Rachna Bhutoria Director</p> <p>Sri Sharad Bhutoria Chief Executive Officer</p>	<p>Member (holding 2.89 % of BTR's Paid up Share Capital)</p> <p>Director & Member (holding 6 % of BTR's Paid up Share Capital)</p> <p>Member (holding 6.94 % of BTR's Paid up Share Capital)</p> <p>Director & Member</p>	<p>1.00 Crore</p>	<p>Inter Corporate Loans taken/to be taken from BTR. .</p> <p>Payable on Demand.</p> <p>Interest payable to BTR at a rate not more than 12% p.a</p>	<p>To meet the Company's urgent Working capital requirements as and when needed</p>	<p>To remain valid till this limit is not exceeded and approved and changed by a further Special Resolution</p>
<p align="center">Ladnun Agricultural Farms Private Limited (LADNUN)</p>	<p>Sri Rajendra Bhutoria Whole-time Director</p> <p>Sri Abhay Bhutoria Managing Director</p> <p>Smt Rachna Bhutoria Director</p>	<p>Member (holding 44.29 % of LADNUN's Paid up Share Capital)</p> <p>Director & Member (holding 22.67 % of LADNUN's Paid up Share Capital)</p> <p>Director & Member (holding 21.97 % of LADNUN's Paid up Share Capital)</p>	<p>1.00 Crore</p>	<p>Inter Corporate Loans taken/to be taken from LADNUN</p> <p>Payable on Demand.</p> <p>Interest payable to LADNUN at a rate not more than 12% p.a.</p>	<p>To meet the Company's urgent Working capital requirements as and when needed</p>	<p>To remain valid till this limit is not exceeded and approved and changed by a further Special Resolution</p>

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Blue Nile Projects Limited		Wholly owned Subsidiary of the Company	50 Crores per year	Sale of traded Goods	Additional business of the Company by way of Export	To remain valid till this limit is not exceeded and approved and changed by a further Special Resolution
ABAY Energy Private Limited Company		Step -down Subsidiary of the Company	50 Crores per year	Sale of traded Goods	Additional business of the Company by way of Export	To remain valid till this limit is not exceeded and approved and changed by a further Special Resolution
Jalan Chemical Industries Private Limited (JCIPL)	Sri S S Jain Director	Director	2.00 Crores	Inter Corporate Loans taken/to be taken from JCIPL . Payable on Demand. Interest payable to JCIPL at a rate not more than 12% p.a	To meet the Company's urgent Working capital requirements as and when needed	To remain valid till this limit is not exceeded and approved and changed by a further Special Resolution
Sungrace Finvest Private Limited (SFPL)	Sri S S Jain Director	Director & Member	4.00 Crores	Inter Corporate Loans taken/to be taken from SFPL . Payable on Demand. Interest payable to SFPL at a rate not more than 12% p.a	To meet the Company's urgent Working capital requirements as and when needed	To remain valid till this limit is not exceeded and approved and changed by a further Special Resolution

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<p align="center">Bhutoria Transformers & Rectifiers Private Limited (BTR)</p>	<p>Sri Rajendra Bhutoria Whole-time Director</p> <p>Sri Abhay Bhutoria Managing Director</p> <p>Smt Rachna Bhutoria Director</p> <p>Sri Sharad Bhutoria Chief Executive Officer</p>	<p>Member (holding 2.89 % of BTR's Paid up Share Capital)</p> <p>Director & Member (holding 6 % of BTR's Paid up Share Capital)</p> <p>Member (holding 6.94 % of BTR's Paid up Share Capital)</p> <p>Director & Member</p>	<p>12 lakhs per year</p>	<p>Rent payable to BTR for the premises taken on rent by the Company from BTR</p>	<p>Tenancy arrangement has been continuing for a long time</p>	<p>To remain valid till this limit is not exceeded and approved and changed by a further Special Resolution</p>
<p align="center">Bhutoria Properties (BP)</p>	<p>Smt Rachna Bhutoria Director</p>	<p>Co-owner</p>	<p>50,000 per year</p>	<p>Rent payable to BP for the premises taken on rent by the Company from BP</p>	<p>Tenancy arrangement has been continuing for a long time</p>	<p>To remain valid till this limit is not exceeded and approved and changed by a further Special Resolution</p>
<p align="center">Sri Abhay Bhutoria</p>		<p>Managing Director</p>	<p>20 lakhs per year</p>	<p>Salary & Perquisites</p>	<p>Already in employment for about 19 years</p>	<p>To remain valid till this limit is not exceeded and approved and changed by a further Special Resolution</p>
<p align="center">Sri Rajendra Bhutoria</p>		<p>Whole-time Director</p>	<p>15 lakhs per year</p>	<p>Salary & Perquisites</p>	<p>Already in employment for about 7 and 1/2years</p>	<p>To remain valid till this limit is not exceeded and approved and changed by a further Special Resolution</p>
<p align="center">Sri Sharad Bhutoria</p>	<p>Son of Sri Rajendra Bhutoria , Wholetime Director</p>	<p>Chief Executive Officer</p>	<p>12 Lakhs per year</p>	<p>Salary & Perquisites</p>	<p>Already in employment for about 7 and 1/2years</p>	<p>To remain valid till this limit is not exceeded and approved and changed by a further Special Resolution</p>

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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 27 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
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 Special Resolution
	Sri Abhay Bhutoria Managing Director	Director & Member (holding 6 % 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)		Purchase of raw materials, parts, spares, accessories, and others used in manufacturing of Power & Distribution Transformers , Cables & Conductors		
	Sri Sharad Bhutoria Chief Executive Officer	Director & Member	5 Crores per year			

The abovesaid transactions are Related Party Transactions and require approval of the Shareholders by passing Special Resolution in terms of Section 188 and any other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules,2014 and revised Clause 49 VII of the Equity Listing Agreement specified by Securities and Exchange Board of India .

Further, in terms of the abovesaid Act, the Rules and the revised Clause 49, the abovesaid Related Parties, wherever they are Shareholders of the Company , will not vote on this Special Resolution .

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The extent of respective shareholding interests of the Directors and Key Managerial Personnel of the

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Company in the Related Party Companies , wherever applicable, have been disclosed above, in cases where their shareholding interests are not less than 2% of the Paid-up Share Capital of such Related Party Companies pursuant to Section 102 of the abovesaid Act.

The Board commends the Special Resolution set out at Item No 11 of the Notice for approval by the Shareholders.

Registered Office :

56 Netaji Subhas Road

Kolkata-700001

Dated: 14th August, 2014

By Order of the Board

J Biswas

Company Secretary

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in Corporate Governance” by allowing paperless compliances by the companies and has issued Circulars stating that service of Notice / documents including Annual Report can be sent by e-mail to its Members. To support this Green Initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold Shares in physical form are also requested to register their email addresses with the Company’s Registrar & Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata–700001, E Mail id: nichetechpl@nichetechpl.com