

RTS POWER CORPORATION LIMITED

Registered Office: 56 Netaji SubhasRoad , 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 Seventh Annual General Meeting of Shareholders of the Company will be held at Hotel Lindsay, 8B Lindsay Street, Kolkata –700087 on Tuesday, 29th day of September, 2015 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, 2015, 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, 2015 and the Report of the Auditors thereon.
2. To appoint a Director in place of Sri Ram Lal Saini.(DIN: 03534117), who retires by rotation at this Annual General Meeting , and being eligible, has offered himself for re-appointment.
3. To ratify the appointment of Auditors and to 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 re-appointment of the Auditors , M/s. A.C.Bhuteria& Co, Chartered Accountants (Firm Registration No. 303105E) to hold office from the conclusion of the Sixty Sixth Annual General Meeting (AGM) till the conclusion of the Sixty Ninth AGM of the Company be and is hereby ratified and the said Auditors be paid such remuneration as may be decided by the Board of Directors of the Company.”

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SPECIAL BUSINESS

4. To re-appoint Sri Abhay Bhutoria (DIN 00013712) as Managing Director 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 accordance with the provisions of Sections 196,197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Sri AbhayBhutoria (DIN00013712) as Managing Director of the Company for a further period of 3(three) years with effect from December 1, 2015 on such remuneration, including the minimum remuneration to be paid in the event of loss or inadequacy of profit in any Financial Year and upon such terms and conditions as set out in the Statement annexed to the Notice convening this Meeting , with liberty to the Board of Directors of the Company (the Board) to alter and vary the terms and conditions, including remuneration of the said re-appointment , if necessary , in such manner as it may deem fit and as may be agreed to by and between the Board and Sri AbhayBhutoria,subject to the same not exceeding the limits specified under Schedule V to the Companies Act,2013 or any statutory modification(s) or re-enactment(s) thereof.”

“ **RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution .”

5. To ratify the appointment of Branch Auditors and to 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 re-appointment of the Branch Auditors , M/s. Jain Shrimal & Co,

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Chartered Accountants (Firm Registration No. 001704C) to hold office from the conclusion of the Sixty Sixth Annual General Meeting (AGM) till the conclusion of the Sixty Ninth AGM of the Company be and is hereby ratified and the said Branch Auditors be paid such remuneration as may be decided by the Board of Directors of the Company .”

6. To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2016 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 148 and all other applicable provisions of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the remuneration of Rs. 40,000/- (Rupees Forty thousand only) plus applicable Service Tax , if any, agreed to be paid to M/s K.G. Goyal & Associates, Cost Accountants, the Cost Auditors (Registration No FRN 000024) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2016 on the recommendation of the Audit Committee, be and is hereby ratified .”

“ **RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Registered Office :

56 Netaji Subhas Road
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Dated: 14th August, 2015

**By Order of the Board
For RTS Power Corporation Limited**

**J Biswas
Company Secretary**

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NOTES:

1. **A Member of the Company entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote on a Poll 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 Wednesday, September 23, 2015 to Tuesday, September 29, 2015, 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 6 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 Agreement with the Stock Exchange. 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 September 22, 2015 ("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**(in new format) and any variation/ cancellation thereof can be made by giving notice in **Form SH.14**,(in new format) 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, 5th Floor, 71, B.R.B. Basu Road, Kolkata-700001 (**RTA**) in case the Shares are held in physical form and with the respective Depositories in case the Shares are held in dematerialized form.

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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.**

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 **RTA** where shares are held in physical form.

Email addresses of Members as advised to **RTA** 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 **RTA** 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 / RTA.**

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 **RTA** 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 **RTA.**

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

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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 2014- 2015 is being sent by electronic mode to all the Members whose email Ids are registered with the **RTA/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 2014- 2015 is being sent in the permitted mode.
16. Electronic copy of the Notice of the 67th 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 **RTA/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 Notice of the 67th 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 67th Annual General Meeting and the Annual Report for 2014-15 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 abovesaidenclosures 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 upto and including the Company's Final Dividend 2006-2007 has 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 Interim Dividend 2007-2008 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 Dividends 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

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has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 29, 2014 (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:

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)
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. Voting through Electronic Means

- A. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
- B. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the AGM and the Members attending the Meeting who have not already cast their vote by using the said “remote e–voting” shall be able to exercise their voting rights at the Meeting.
- C. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again in the Meeting .

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

- (i) **The remote e-voting period begins on Saturday, September 26, 2015 (9.00A.M) and ends on Monday, September 28, 2015 (5.00 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 i.e. Tuesday, September 22, 2015** may cast their vote electronically. The remote E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholders , the Shareholders shall not be allowed to change it subsequently or cast his vote again .
- (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,
 - 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> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the

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	name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	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
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <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 the Beneficiary-ID / Folio Number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (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 “**RTSPower 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.

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- (xiv) After selecting the Resolution if 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.
- (xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 which 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.
20. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who

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are authorized to vote through e-mail at shawmanoj2003@gmail.com with a copy marked to helpdesk.evoting@cDSLindia.com on or before September 28 , 2015 upto 5 P.M. without which the vote shall not be treated as valid.

21. The voting rights of shareholders shall be in proportion to their Shares of the paid up equity share capital of the Company as on the cut-off date of September ,22 2015.
22. The Notice will be sent to the members, whose names appear in the register of members/depositories as at closing hours of business, on August 7, 2015.
23. Investors who became members of the Company subsequent to the dispatch of the Notice by the Company and wish to hold the shares till the cut-off date i.e. September 22, 2015 are requested to send the written/email communication to the Company at headoffice@rtspower.com by mentioning their Folio No./DP ID and Client ID to obtain the Login-ID and Password for e-voting.
24. The shareholders shall have one vote per equity share held by them as on the cut-off date of September 22,2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
25. The Notice of AGM shall be placed on the Company's Website www.rtspower.com and on the Website of CDSL www.evotingindia.com after it is sent to Members
26. 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 PinakpaniBhattacharjee 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
27. The Company has appointed Sri Manoj Prasad Shaw FCS (ICSI CP Registration No. 4194), Practicing Company Secretary, as a Scrutinizer for conducting the entire voting process either through electronic voting system or ballot or polling paper, in a fair and transparent manner.
28. The Scrutinizer shall, immediately after conclusion of voting at the AGM , first count the votes cast at the Meeting , thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than three days of conclusion of the Meeting , a consolidated Scrutinizers' Report of the total votes cast in favour or against , if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
29. The Results shall be declared forthwith upon receipt of the Scrutinizers' Report. The Results declared along with the Scrutinizers' Report shall be placed on the Company's Website

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www.rtspower.com and on the website of CDSL immediately after their declaration by the Chairman and communicated to the Stock Exchange where the Shares of the Company are listed i.e. BSE Limited.

30. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of Meeting i.e. 29th September, 2015

BRIEF PROFILE OF MANAGING DIRECTOR PROPOSED TO BE RE-APPOINTED AT THE ANNUAL GENERAL MEETING PURSUANT TO THE CORPORATE GOVERNANCE CODE

:

Name of the Director	Sri AbhayBhutoria
Age	52 years
Qualifications	B.Com.
Nature of expertise	He completed B Com from the Calcutta University. He joined the Company as a Managing Director in 1995 and since then he had been serving the same position very successfully. There has been tremendous growth in the operation of the Company during his tenure due to his competence , experience and leadership
Date of First Appointment	17.10.1995
Name of the companies in which he holds Directorship of Boards	BHUTORIA TRANSFORMERS & RECTIFIERS PRIVATE LIMITED LADNUN AGRICULTURAL FARMS PRIVATE LIMITED KALINGA PERTROCHEMICALS LLP (PARTNER)
Name of the companies in which he holds Membership of Committees of Board	NIL
Professional Membership	NIL
No of Shares held in the Company	1.54.495

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Note: Disclosure of relationship between Directors inter-se as required under Sub-Clause E.2 of Part VIII of Clause 49 of the Listing Agreement (Corporate Governance Code) -----Sri AbhayBhutoria, Managing Director of the Company and Sri RajendraBhutoria, Vice Chairman and Whole-time Director are cousin brothers. SmtRachnaBhutoria, Director of the Company is the wife of Late SurendraBhutoria ,own brother of Sri AbhayBhutoria and cousin brother of Sri RajendraBhutoria.

BRIEF PROFILE OF DIRECTOR PROPOSED TO BE RE-APPONITED AT THE ANNUAL GENERAL MEETING PURSUANT TO THE CORPORATE GOVERNANCE CODE:

Name of the Director	Sri Ram Lal Saini
Age	61 years
Qualifications	M.Com, FCA
Nature of expertise	About 36years' experience in Accounting, Auditing ,Budgeting, banking operations, Project and Working Capital Financing and Management for Hotels as well as Manufacturing Industries Have been rendering Consultancy Services to the Company on Accounting and Auditing matters for last 28 years
Date of First Appointment	14 th May,2011
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	Fellow Member of the Institute of Chartered Accountants of India
No of Shares held in the Company	160

Note: Disclosure of relationship between Directors inter-se as required under Sub-Clause E.2 of Part VIII of Clause 49 of the Listing Agreement (Corporate Governance Code) ----- No relationship

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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 Seventh Annual General Meeting

Item No. 4

The Board of Directors of the Company ('the Board') at its Meeting held on August 14, 2015 has, subject to the approval of the Members , re-appointed Sri AbhayBhutoria as Managing Director of the Company, for a further period of 3(three) years from December 1, 2015, on expiry of his present term on November 30, 2015, at the remuneration recommended by the Nomination and Remuneration Committee of the Board of Directors (the 'N R Committee') at its Meeting held on August 12, 2015 and approved by the Board.

Sri AbhayBhutoria has been so re-appointed to manage and control the operations of the Company in Northern and Western India under the superintendence, control and direction of the Board on account of his very rich experience in the same position for last 20 years in the Company.

The terms and conditions of the re-appointment of Sri AbhayBhutoria as the Company's Managing Director and remuneration payable to him are embodied in the Agreement ('the Agreement') entered into between the Company and Sri Bhutoria , the broad particulars of which may be summarized as follows :

[1] Sri AbhayBhutoria shall be the Managing Director of the Company for a period of 3(three) years with effect from 1st December 2015.

[2] Sri Bhutoria shall subject to the superintendence, control and direction of the Board have substantial powers of management and shall perform the duties and exercise the powers referable or in relation thereto and shall also perform such other duties and exercise such further powers as may from time to time be entrusted to or conferred upon him by the Board either alone or jointly with any other person or persons as the Board shall determine and shall devote the whole of his time and attention to the business and affairs of the Company and shall at all times obey and comply with the lawful orders from time to time of the Board and in all regards conform to and comply with the directions and regulations given and made by the Board in relation to the business or trade of the Company and to the best of his skill and ability serve and promote the interests of the Company .

[3] In consideration of his services Sri Bhutoria shall be entitled to the following by way of remuneration:

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

(I) **Basic Salary** : Presently at the rate of Rs1,25,000/- (Rupees One lac twenty five thousand only) per month with such revision as the NR Committee and the Board may approve from time to time in future in the Salary Scale of Rs1,25,000/- to Rs2,25,000/- per month during the tenure of the Agreement.

(II) **Commission** : As approved by the Board based on the Net Profits of the Company of the relevant year computed in the manner laid down in Section 198 of the Companies Act,2013('the Act'), subject to a maximum of 50% of his annual Basic Salary. Payment of such Commission will be at the sole discretion of the Board and cannot be claimed by the Appointee as his right to receive the same per year.

(III) **Provident Fund**: The Company's contribution towards Provident Fund at the rate applicable for statutory Provident Fund

(IV) **Gratuity** : He will be entitled to Gratuity as per Payment of Gratuity Act, 1972.

(V) **Perquisites—**

(a) **Housing** : The Company shall provide furnished accommodation for his residential purpose for which 10% of his Basic Salary will be deducted by the Company. The Company shall also provide Electricity and Water free of cost at his residence. The valuation of such Perquisites will be made as per the Income Tax Rules,1962

(b) **Car** : The Company will provide car with driver for his official and limited private use, perquisite value of which will be made as per Income Tax Rules.

(c) **Telephone** : Reimbursement of bills of one telephone at his residence.

(d) **Medical Expenses**: Reimbursement of Medical Expenses of Rs 25,000/- per year for self and his family.

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[4] In the event of absence or inadequacy of profits of the Company in any Financial Year during the term of Sri Bhutoria's re-appointment hereunder, he shall for that year receive the same remuneration as in Clause 3 hereinabove within the ceiling limits laid down in Section II of Part II of Schedule V to the Act .

[5] Sri Bhutoria shall not so long as he functions as the Managing Director of the Company, be entitled to receive any fee(s) for attending Meetings of the Board or Committee thereof.

[6] Sri Bhutoria shall be entitled to reimbursement of other expenses actually and properly incurred by him in connection with the Company's business.

The Agreement , which inter alia provides for earlier termination by either party by giving or paying to the other three months ' notice in writing or three months' salary in lieu of such notice , as the case may be , also sets out the mutual rights and obligations of the parties and other administrative details.

The terms and conditions of his service, including remuneration, may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its sole discretion deem fit without seeking further approval of the Shareholders of the Company within the maximum amount payable to the Managing Director in accordance with the Act and Schedule V thereto and accepted by Sri Bhutoria.

The appointment and terms and conditions of appointment and remuneration, including minimum remuneration , payable to Sri Bhutoria as the Company's Managing Director require the approval of the Members of the Company in General Meeting by passing a Special Resolution in terms of Section II of Part II and Paragraph 1 of Part III of Schedule V to the Act read with Section 196 of the Act, which will be sought for in this Annual General Meeting of the Company.

The appointment of Sri Bhutoria on the terms and remuneration proposed satisfies the conditions laid down in Parts I ,II and III of Schedule V to the Act and the requisite Return in Form No MR1 (along with a Certificate under Paragraph 2 of Part III of the said Schedule) under Section 196(4) of the Act will be filed with the Registrar of Companies, West Bengal.

As required under Section II of Part II of Schedule V to the Act, it is confirmed that :

(i) The Remuneration payable to Sri Bhutoria has been approved by a Resolution passed by the Board at its Meeting held on August 14, 2015 and also by the NR Committee at its Meeting held on August 12, 2015.

(ii) The Company has not made any default in repayment of any of its debts (including Public Deposits) or Debentures or interest payable thereon for a continuous period of 30 days in the preceding Financial Year before the date of appointment of Sri Bhutoria.

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The following information is also given as required under Section II of Part II of Schedule V to the Act :

I. General Information:

- (1) Nature of industry- Manufacture and repair of Transformers, Cables and Conductors
- (2) Date of commencement of commercial production- 12.12.1947
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus –Not Applicable
- (4) Financial performance based on given indicators

	2014-2015	2013-2014	% increase in 2014-15 over 2013-14
Total Revenue	17214.68	14290.19	20
Total Expenditure	17089.85	14275.49	20
Profit Before Tax	124.83	14.70	750
Profit After Tax	62.71	11.81	431

- (5) Foreign investments or collaborations, if any- None

II. Information about the re-appointee:

- (1) Background details –Having rich experience of last 20years for working as Managing Director of the Company with successful track record.

- (2) Past remuneration–

(i) Salary :Rs 9,00,000/- per annum

(ii) Contribution to Provident Fund :Rs 1,08,000/- per annum

(iii) Perquisites :Rs2,34,600/- during the Financial Year 2014-2015

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(3) Recognition or awards- Proposed re-appointment is in recognition of his effective and satisfactory past performance in the Company

(4) Job profile and his suitability –To manage and control the operations of the Company in Northern and Western India under the superintendence, control and direction of the Board. Due to his satisfactory past performance of this job the Board considered him most suitable for the proposed re-appointment

(5) Remuneration proposed –As given in Clause 3 at the beginning of this Statement above in detail

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates therelevant details would be with respect to the country of his origin) –Comparative remuneration for a corresponding position in a Company of our size and belonging to Transformer Industry with a more or less equivalent profile to that of the proposed re-appointee will be around-Salary Rs 1,50,000 to Rs 2,00,000/-per month plus usual Perquisites

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.-The appointee has no pecuniary relationship, directly or indirectly ,either with the Company or with any managerial personnel of the Company other than the remuneration he gets from the Company as Managing Director and his or his relatives' Shareholdings in the Company.

He is the cousin brother of Sri Rajendra Bhutoria, Vice Chairman and Whole-time Director of the Company and Smt Rachna Bhutoria , Director of the Company is wife of his own brother , Late Surendra Bhutoria .

III. Other information:

(1) Reasons of loss or inadequate profits –Profit Before Tax earned by the Company has increased by 750 % from Rs14.70Lacs in 2013-2014 to Rs 124.83 Lacs in 2014-2015.

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- (2) Steps taken or proposed to be taken for improvement – Continuous all out efforts are always made by the Management for further improvement, wherever and whenever possible. Effective steps are also being taken to achieve higher export Sales , which has increased by 150% during the year 2014-2015 over last year 2013-2014
- (3) Expected increase in productivity and profits in measurable terms.

	Estimated during 2015-2016 Rs in lacs	Actual during 2014-2015 Rs in lacs	% increase in 2015- 2016 over 2014- 2015
Total Revenue	19000	17215	10.37
Profit Before Tax	300	125	140

IV. Disclosures: Necessary disclosures have already been made in the Corporate Governance Report attached with the Report of the Board of Directors for the Financial Year ended on 31st March,2015

The Board considers that having regard to his background and long experience , the appointment and remuneration of Sri Bhutoria as Managing Director of the Company, as proposed, are justified. The Resolution set out in Item 4 of the convening Notice has to be considered accordingly and the Board recommends the same.

A copy of the Agreement referred to hereinabove will be available for inspection by the Members of the Company at its Registered Office on any working day during usual business hours prior to the date of the Meeting and will also be available at the Meeting.

Sri AbhayBhutoria may be deemed to be concerned or interested , financially or otherwise , to the extent of his shareholding and remuneration as a Director .His relatives , to the extent of their Shareholding interest in the Company, may be deemed to be concerned or interested in his re-appointment .

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 the Resolution set out at Item No 4 of the Notice.

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

Item No 5

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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 re-appointed as the Branch Auditors for the said Branch Offices of the Company last year to hold office from the conclusion of the Sixty Sixth 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 in terms of Section 139 and Section 143(8) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

Therefore, their said re-appointment has to be ratified in this Sixty Seventh AGM of the Company and they be paid such remuneration as may be decided by the Board of Directors. The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No 5 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. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment of and remuneration payable to M/s K.G.Goyal& Associates, Cost Accountants(Registration NoFRN 000024) as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2016 .

In accordance with the provisions of Section 148 of the Act read with The Companies (Audit and Auditors) Rules, 2014, the Remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No6of the Notice for ratification of the remuneration of Rs 40,000/- plus applicable Service Tax, if any, payable to the Cost Auditors for the Financial Year ending March 31, 2016 , as fixed by the Board , on the recommendation of the Audit Committee .

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None of the 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 No6 of the Notice.

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 No6 of the Notice for approval by the Shareholders.

Registered Office:

56 Netaji Subhas Road

Kolkata-700001

Dated: 14th August, 2015

By Order of the Board

For RTS Power Corporation Limited

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, 5th Floor, 71, B.R.B. Basu Road, Kolkata–700001, E Mail id: nichetechpl@nichetechpl.com

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ATTENDANCE SLIP

SIXTY SEVENTH ANNUAL GENERAL MEETING -29TH SEPTEMBER, 2015

Serial No	:		Client Id No/DP Id No	:	
Folio No	:		No of Shares	:	
Name	:		E Mail Id	:	
Address	:				

I hereby record my presence at the Sixty Seventh Annual General Meeting of the Members of RTS Power Corporation Limited held on Tuesday, 29th September, 2015 at 10.00A.M at Hotel Lindsay, 8B Lindsay Street , Kolkata 700087

.....
Name of Proxy (in Block Letters)

.....
Member's/Proxy's Signature

Notes:

1. Members/Proxy holders are requested to bring this Slip with them when they come to the Meeting and hand it over at the entrance of the Meeting Hall duly signed.
2. Please bring your copy of the Annual Report at the Meeting

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PROXY FORM

67th Annual General Meeting -29th September, 2015

FORM MGT11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) Registered Address E Mail Id Folio No / Client Id No DPID	
--	--

I/We, being the Member(s) of.....Shares of the above named Company, hereby appoint

1. **Name :** **Signature :**
, or failing him/her;

Address:
E Mail Id :

2. **Name :** **Signature :**
, or failing him/her;

Address:
E Mail Id :

3. **Name :** **Signature :**

Address:
E Mail Id :

as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Sixty Seventh Annual General Meeting of the Company to be held on Tuesday, the 29th day of September, 2015 at 10.00 A.M at Hotel Lindsay, 8 B Lindsay Street, Kolkata-700087 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No	Resolution Proposed	Please tick ()
1	Consideration and adoption of the audited Financial Statements of the Company, the Reports of the Board of Directors and Auditors thereon and the audited Consolidated Financial Statements of the Company and the Report of the Auditors thereon for the Financial Year ended March 31, 2015.	
2	Appointment of Sri Ram Lal Saini as a Director of the Company who retires by rotation	
3	Ratification of re-appointment of M/s. A.C. Bhuteria & Co as statutory Auditors and fixation of their remuneration	
4	Re-appointment of Sri Abhay Bhutoria as the Managing Director of the Company	
5	Ratification of re-appointment of M/s Jain Shrimal & Co as Branch Auditors of the Company and fixation of their remuneration	
6	Ratification of remuneration payable to M/s K G Goyal & Associates as Cost Auditors of the Company for the Financial Year ending March 31, 2016.	

Signed this day of 2015

RTS POWER CORPORATION LIMITED

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Signature of Shareholder:

Affix

Revenue Stamp

Signature of Proxy holder(s):

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company , not less than 48 hours before the commencement of the Meeting.

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(ANNEXURE TO THE NOTICE FOR THE 67th ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 29TH SEPTEMBER,2015)

Name & Registered Address
of Sole/First named Member :

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide remote E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held at Hotel Lindsay ,8B Lindsay Street, Kolkata-700087 on Tuesday, 29th September, 2015 at 10.00A.M. and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
150825087		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
26 th September, 2015 from 9:00 A.M. (IST)	28 th September, 2015 till 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of AGM before exercising your vote.

By Order of the Board
For RTS POWER CORPORATION LIMITED
J BISWAS
Company Secretary

Place: Kolkata
Date :14th August,2015

Encl: AGM Notice/Attendance Slip/Proxy Form/Annual Report

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Date : 14th August,2015

Dear Shareholder,

Re: Green Initiative in the Corporate Governance – GO PAPERLESS

The Ministry of Corporate Affairs (MCA) has taken a “ Green Initiative in Corporate Governance “ (Circular No 17/2011 dated 21.04.2011 and Circular No 18/2011 dated 29.04.2011) allowing paperless compliances by companies through electronic mode and companies are now permitted to send various Notices/ Documents including Annual Reports to its Shareholders through electronic mode to their registered E-mail addresses.

This move by the Ministry is welcome since it will benefit the society at large through reduction in paper consumption and contribution towards a Greener Environment. Keeping in view the underlying spirit and pursuant to the said initiative of MCA your Company proposes to send henceforth all documents to be sent to Shareholders, like General Meeting Notices (including AGM), Audited Financial Statements , Directors' Report, Auditors' Report etc. in electronic form in lieu of physical form. **It will ensure prompt receipt of communication, avoid loss in postal transit and unnecessary accumulation of paper at your end.**

In case you are holding shares in electronic form and have registered your E-mail address with the Depository, we intend to use E-mail address provided by you to the Depository and available with the Company from time to time for sending now onwards various Shareholders correspondence. If you desire to have a different E-mail address or changed your earlier e-mail address by this time, please update the same with your Depository Participant (DP) immediately.

Those Shareholders who have not yet registered their E-mail address but holding Shares in demat form are requested to update the same in your Demat Account with your DP immediately. Those Shareholders holding Shares in physical form are requested to register their E-mail address with our Registrar and Share Transfer Agent viz. Niche Technologies Private Limited, D-511 Bagree Market, 5th Floor, 71 B.R.B.Basu Road, Kolkata - 700001 immediately by sending a letter or through e-mail at **nichetechpl@nichetechpl.com** only quoting your Name, Folio No. and Number of Shares.

In case you desire to receive the abovementioned documents in physical form, you are requested to send immediately an e-mail at **rts@nichetechpl.com** only quoting your Name, Folio No. and Number of Shares.

Shareholders may note that the full text of all the documents sent by electronic mode will also be displayed at the **Company's Website www.rtspower.com** and be made available for inspection at the Registered Office of the Company, 56 Netaji Subhas Road, 2nd Floor, Kolkata-700001 on all working days between 12 Noon to 3 P.M. A copy of the Annual Report will also be made available upon requisition from any shareholder free of cost.

In absence of any communication in this regard from any Shareholder for receiving any such documents either through electronic mode or in physical mode, the same shall be sent by other physical modes as provided under the Companies Act, 2013 and the Rules made thereunder.

We are sure that as a responsible citizen as well as one of our valued Shareholders too you will wholeheartedly support this initiative of "Greener Environment" and will cooperate with the Company in implementing the same from now onwards by sending your prompt reply over the abovesaid E-mail.

We look forward to your support in this initiative.

Thanking you,

Yours faithfully,

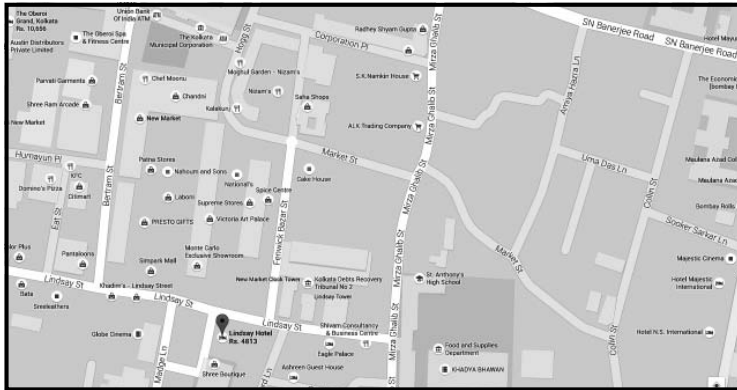
For **RTS Power Corporation Limited**

Sd/-

J Biswas

Company Secretary

Route Map to Venue of AGM



Full Address :

Lindsay Hotel, 8A & 8B, Lindsay Street

Kolkata - 700 087

Landmark : Opposite to New Market, Kolkata