

RTS POWER CORPORATION LIMITED
Registered Office: 56 Netaji Subhas Road , 2nd Floor , Kolkata-700001
Phone : (033) 2242-6025 9831039925,9830009827 Fax : (033) 2242-6732
E Mail Id : headoffice@rtspower.com
CIN : L17232WB1947PLC016105 Website :www.rtspower.com

(ANNEXURE TO THE NOTICE FOR THE 69TH ANNUAL GENERAL MEETING OF THE COMPANY
TO BE HELD ON MONDAY, SEPTEMBER 11, 2017)

Serial No : _____

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 of E-voting facility

Pursuant to the 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Bharatiya Bhasha Parishad , 36A, Shakespeare Sarani, Kolkata -700017 on Monday, September 11, 2017 at 10.00 A.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> and at the Company's Website <https://www.rtspower.com>

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
170713010		

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

Remote e-Voting Start On	Remote e-Voting End On
Friday, September 8, 2017 from 9:00 A.M. (IST)	Sunday, September 10, 2017 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
RAJENDRA BHUTORIA
WHOLE-TIME DIRECTOR
DIN 00013637

Place: Kolkata
Date: August 1, 2017
Encl: AGM Notice/ Route Map /Attendance Slip/ Proxy Form

RTS POWER CORPORATION LIMITED

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NOTICE

NOTICE is hereby given that Sixty Ninth Annual General Meeting of Shareholders of the Company will be held at Bharatiya Bhasha Parishad , 36A, Shakespeare Sarani, Kolkata-700017 on Monday, September 11, 2017 at 10.00 A.M to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statements of the Company for the Financial Year ended March 31, 2017, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt Rachna Bhutoria (DIN 00977628), who retires by rotation at this Annual General Meeting, and being eligible, has offered herself for re-appointment.
3. To appoint 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 Messrs. Lodha & Co, Chartered Accountants (Firm Registration No 301051E) of 14, Government Place East, Kolkata-700069 be and is hereby appointed Auditors of the Company to hold office from the conclusion of the Sixty-Ninth Annual General Meeting for a term of five years on such remuneration plus taxes and actual out of pocket expenses as may be fixed by the Board of Directors of the Company from time to time."

SPECIAL BUSINESS

4. To re-appoint Sri Rajendra Bhutoria (DIN 00013637) as Whole-time 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 Rajendra Bhutoria (DIN 00013637) as Whole-time Director of the Company for a further period of 3 (three) years with effect from April 1, 2017 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 Rajendra Bhutoria, 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 such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

5. To ratify the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2018 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 GST, 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, 2018 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."

6. 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 an **Ordinary 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 Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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 March 22, 2017 and March 31, 2017 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 Listing Regulations as per details and on terms and conditions as set out under Item No 6 of the Statement under Section 102 of the abovesaid Act annexed to the Notice convening this Meeting."

"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."

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

"RESOLVED THAT in accordance with the provisions of the Section 188 and 197 and other applicable provisions , if any of the Companies Act, 2013 and Rules framed thereunder and Regulation 17(6)(a) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, if any, as may be necessary, the Company hereby approves continuing payment of consultancy Fees which is currently Rs. 12 Lacs (Rupees Twelve Lacs only) per annum to Sri Ram Lal Saini, Director, that he has been getting for rendering consultancy services to the Company on Accounting and Auditing matters in his professional capacity,with liberty to the Board of Directors of the Company ('the Board') to increase his Fees for the same consultancy services from time to time in future as they deem fit upto an amount not exceeding Rs 15 Lacs (Rupees Fifteen Lacs only) per annum as may be agreed

upon by and between the Board and Sri Saini , till he continues to be a Director of the Company and till he renders such consultancy services to the Company in his professional capacity.”

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

By Order of the Board
For RTS Power Corporation Limited
Rajendra Bhutoria
Whole-time Director
DIN : 00013637

NOTES :

- 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.
- The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 5, 2017 to Monday, September 11, 2017, both days inclusive.
- The relevant Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the Item Nos 4 to 7 of Special Business is annexed hereto.
- Mr. J. Biswas, Company Secretary is the Compliance Officer in terms of Regulation 6 of the Listing Regulations. Members may communicate with the Compliance Officer in relation to any query pertaining to their shareholdings.
- The Notice of the Meeting will also be available on the Company’s Website www.rtspower.com and the Website of CDSL www.evoting.cdsl.com.
- The voting rights of Members shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on Monday, September 4, 2017 (“Cut - Off Date”). A person who is not a Member as on Cut-Off Date should treat this Notice for information purpose only.**
- 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.

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/ Aadhar 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 dematerialized 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 sent over Post 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 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the Notice pursuant to the Listing Regulations. The Directors have furnished the requisite declarations/consents for their appointment/re-appointment.
15. Electronic copy of the Annual Report for Financial Year 2016-2017 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 Financial Year 2016- 2017 is being sent in the permitted mode.
16. Electronic copy of the Notice of the 69th 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 69th 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 69th Annual General Meeting and the Annual Report for Financial Year 2016-17 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 Rule 5(4) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 all Unpaid or Unclaimed Dividends upto and including the Company's Final Dividend 2008-2009 has been transferred to the "Investor Education and Protection Fund" on November 15, 2016.

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, 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 in respect of the Company's Final Dividend 2009-2010 and 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 29, 2016 (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 the same to IEPF)
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 Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members the facility to exercise their right to vote on all Resolutions proposed to be considered at the forthcoming Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting

Services. The facility of casting of 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 already 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.
- D. The process and manner of remote e-Voting will be as follows :
 - (i) **The remote e-voting period begins on Friday, September 8, 2017 (9.00A.M) and ends on Sunday, September 10, 2017 (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. Monday, September 4, 2017** may cast their vote electronically. The remote e-voting shall not be allowed beyond the said date and time. 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 their 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 name in CAPITAL letters. e.g. 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)	<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 the Beneficiary-ID / Folio Number in the Bank Account Number details field as mentioned in above instruction (iv).
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- (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 “**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 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.

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 or contact them at 1800 200 5533.

- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2017. Please follow the instructions as prompted by the mobile app while voting on your mobile.
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 are authorized to vote through e-mail at shawmanoj2003@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before Sunday, September 10, 2017 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 Monday, September 4, 2017. A person who is not a Member as on Cut-off Date should treat this Notice for information purpose only.**
 22. The Notice will be sent to the Members, whose names appear in the Company's Register of Members/Beneficial Owners Position List provided by the Depositories as at closing hours of business, on Friday, July 14, 2017.
 23. Investors who became Members of the Company subsequent to the dispatch of the Notice/E-mail and hold the Shares on the Cut-off Date i.e. Monday, September 4, 2017 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 Monday, September 4, 2017. 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 e-Voting and Resolutions 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.
 27. The Company has appointed Sri Manoj Prasad Shaw FCS (ICSI CP Registration No. 4194), Practising 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 Chairman shall at the end of discussion on all the Resolutions on which voting is to be held, allow voting at the Annual General Meeting, with the assistance of the Scrutinizer, by use of ballot or polling paper or by using an electronic voting system for all those Members who are present at the Meeting, but have not cast their vote by availing the remote E-voting facility.

29. 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 two days of conclusion of the Meeting ,a consolidated Scrutinizers' Report of the total votes cast in favour or against on each Resolution, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
30. 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 www.rtpower.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.
31. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Annual General Meeting i.e. September 11, 2017.

BRIEF PROFILE OF DIRECTOR PROPOSED TO BE RE-APPOINTED AT THE ANNUAL GENERAL MEETING AS REQUIRED TO BE DISCLOSED UNDER REGULATIONS 36(3) & 26(4) OF LISTING REGULATIONS AND CLAUSE 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS SS-2 :

Name of the Director	Smt Rachna Bhutoria
Age	51 years
Date of First Appointment	February 14,2014
Qualifications	B. Com. (Hons)
Professional Membership	NIL
Nature of her expertise in specific functional areas	Her long experience in the Group Company will be beneficial for this Company
Experience	3 years as Director of the Company
Number of Board Meetings attended by her during the Calendar Year 2016	7
Names of the other listed entities in which she holds Directorship of Boards	NIL
Names of the other unlisted entities in which she holds Directorship of Boards	Ladnun Agricultural Farms Private Limited Bhutoria Investments Private Limited
Names of the Chairmanship/Membership of Committees in the Company	Member- Nomination and Remuneration Committee
Names of the other listed entities in which she also holds Chairmanship/Membership of Committees of Boards	NIL
Names of the other unlisted entities in which she holds Chairmanship/ Membership of Committees of Boards	NIL
No of Shares held in the Company	38,800

Note : Disclosure of relationship between Directors inter-se and relationship with Key Managerial Personnel of the Company as required under Sub-regulation 3 of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meetings SS-2 :

----- Smt Rachna Bhutoria, Director of the Company is the wife of Late Surendra Bhutoria, own brother of Sri Abhay Bhutoria, Managing Director and cousin brother of Sri Rajendra Bhutoria, Whole-time Director. She has no relationship with any Key Managerial Personnel of the Company.

BRIEF PROFILE OF DIRECTOR PROPOSED TO BE RE-APPOINTED AS THE WHOLE-TIME DIRECTOR AT THE ANNUAL GENERAL MEETING AS REQUIRED TO BE DISCLOSED UNDER REGULATIONS 36(3) & 26(4) OF LISTING REGULATIONS AND CLAUSE 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS SS-2 :

Name of the Director	Sri Rajendra Bhutoria
Age	60 years
Date of First Appointment	December 23, 1975
Qualifications	B Com (Hons)
Professional Membership	NIL
Nature of his expertise in specific functional areas	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.
Experience	10 years as Whole-time Director and 42 years as Director of the Company
Number of Board Meetings attended by him during the Calendar Year 2016	8
Names of the other listed entities in which he holds Directorship of Boards	NIL
Names of the other unlisted entities in which he holds Directorship of Boards	Abhay Transformers Private Limited Bhutoria Investments Private Limited Bhutoria Brothers Private Limited Dhruvsara Dealers Private Limited Shilpanjali Consultancy Private Limited Nisharaj Consultancy Private Limited Ravishilpa Consultancy Private Limited
Names of the Chairmanship/Membership of Committees in the Company	Member – Audit Committee
Names of the other listed entities in which he also holds Chairmanship/ Membership of Committees of Boards	NIL
Names of the other unlisted entities in which he holds Chairmanship/ Membership of Committees of Boards	NIL
No of Shares held in the Company	84,900 [39,700 (SELF) +45,200 (HUF)]
Terms and conditions of re-appointment	As given in the Explanatory Statement attached herewith

Note : Disclosure of relationship between Directors inter-se and relationship with Key Managerial Personnel of the Company as required under Sub-regulation 3 of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 and Clause 1.2.5 of Secretarial Standard on General Meetings SS-2 :

----- Sri Rajendra Bhutoria, Vice Chairman and Whole-time Director and Sri Abhay Bhutoria, Managing Director of the Company are cousin brothers. Smt Rachna Bhutoria, Director of the Company is the wife of Late Surendra Bhutoria, own brother of Sri Abhay Bhutoria and cousin brother of Sri Rajendra Bhutoria. Sri Rajendra Bhutoria has no relationship with any Key Managerial Personnel of the Company.

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 Ninth Annual General Meeting

Item No. 4

The Board of Directors of the Company ('the Board') at its Meeting held on March 14, 2017 has, subject to the approval of the Members, re-appointed Sri Rajendra Bhutoria as Whole-time Director of the Company, for a further period of 3 (three) years from April 1, 2017, on expiry of his present term on March 31, 2017, at the remuneration recommended by the Nomination and Remuneration Committee of the Board of Directors at its Meeting held on March 18, 2017 and by the Audit Committee of the Board of Directors at its Meeting held on March 22, 2017 and finally approved by the Board in its Meeting held on March 31, 2017.

Sri Rajendra Bhutoria has been so re-appointed mainly to continue to manage and control the functions of Head Office and Eastern India operations of the Company under the superintendence, control and direction of the Board on account of his very rich experience in the same position for last 10 years and also as a Director of the Company since the year 1975 i.e. for last 42 years in the Company.

The terms and conditions of the re-appointment of Sri Rajendra Bhutoria as the Company's Whole-time 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 Rajendra Bhutoria shall be the Whole-time Director of the Company for a period of 3(three) years with effect from April 1, 2017.
- [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 and shall not at any time unless prevented by ill health , accident or by reason of being on leave as per Rules of the Company , absent himself from the services of the Company without the consent of the Board.
- [3] In consideration of his services as the Company's Whole-time Director, Sri Bhutoria shall be entitled to receive the following remuneration from the Company :

- (I) **Basic Salary** : Presently at the rate of Rs 1,50,000/- (Rupees One lac fifty thousand only) per month with such revision as the Nomination and Remuneration Committee and the Board may approve from time to time in future in the Salary Scale of Rs 1,50,000/- to Rs 3,00,000/- per month during the tenure of the Agreement.
- (II) **Provident Fund** :The Company's contribution towards Provident Fund at the rate applicable for statutory Provident Fund
- (III) **Gratuity** : He will be entitled to Gratuity as per Payment of Gratuity Act, 1972.
- (IV) **Perquisites –**
 - (a) **Electricity and Water** : Reimbursement of actual expenses incurred by Sri Bhutoria on Electricity and Water at his residence.
 - (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 upto Rs. 25,000/- per year for self and his family.
 - (e) **Medical Insurance Premium** : Reimbursement of Medical Insurance Premium for self and spouse upto an amount of Rs.1,00,000/- per year.
 - (f) **Club Membership** : Reimbursement of Fees (both admission as well as annual and monthly subscription)paid for Membership of one Club.
- [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 Companies Act, 2013 (the Act).
- [5] Sri Bhutoria shall not so long as he functions as the Whole-time 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/work.

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 Whole-time 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 Whole-time 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 has since been 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 March 31, 2017 and also by the Nomination and Remuneration Committee at its Meeting held on March 18, 2017.
- (ii) The Company has not committed 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.

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 - May 1972.
- (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

	2016-2017	2015-2016	% decrease or (increase) in 2016-17 over 2015-16
Total Revenue	10,974.43	14,532.63	24.48
Total Expenditure	10,740.94	14,499.75	25.92
Profit Before Tax before Exceptional Item	233.49	32.88	(-) 610.13
Profit Before Tax after Exceptional Item	233.49	269.72	13.43
Profit After Tax	186.15	211.37	11.93

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

II. Information about the re-appointee :

- (1) Background details – Having rich experience of last 10 years for working as Whole-time Director of the Company with successful track record and also as a Director of the Company for last 42 years.
- (2) Past remuneration –
 - (i) Salary : Rs.12,00,000/- per annum
 - (ii) Contribution to Provident Fund : Rs.1,44,000/- per annum
 - (iii) Perquisites : Rs. Nil during the Financial Year 2016-2017

- (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 functions of Head Office and Eastern India operations of the Company 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 above at the beginning of this Statement in detail.
- (6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant 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 2,00,000/- to Rs 3,00,000/-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 or will get from the Company as Whole-time Director and apart from his or his relatives' Shareholdings in the Company.

He is the cousin brother of Sri Abhay Bhutoria, Managing Director of the Company and Smt Rachna Bhutoria, Director of the Company is wife of his cousin brother, Late Surendra Bhutoria. Apart from this, he has no relationship with any other Directors and Key Managerial Personnel of the Company.

III. Other information :

- (1) Reasons of loss or inadequate profits – Though Profit Before Tax after Exceptional Item for the year 2016-2017 has marginally decreased by 13.43% over 2015-2016, but Profit Before Tax before Exceptional item (Operational Profit) for the year 2016-2017 has increased by 610.13 % over the year 2015-2016.
- (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 4 % during the year 2016-2017 over last year 2015-2016
- (3) Expected increase in productivity and profits in measurable terms.

	Estimated during 2017-2018 Rs in lacs	Actual during 2016-2017 Rs in lacs	% increase in 2017-2018 over 2016-2017
Total Revenue	16,000.00	10,974.43	45.80
Profit Before Tax	400.00	233.49	71.31

- 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 March 31, 2017.

Some more information about the appointee required as per Secretarial Standard SS-2 introduced by the Institute of Company Secretaries of India, as approved by the Central Government :

Age	:	60 Years
Qualifications	:	B. Com (Hons.)
Experience	:	10 years as Whole-time Director and 42 years as Director of the Company
Date of first appointment on the Board	:	December 23, 1975
Shareholding in the Company	:	39,700 (Self) and 45,200 (HUF)
Number of Board Meetings attended by him during the Calendar Year 2016	:	8 (Eight)
Other Directorships held by him	:	<ol style="list-style-type: none">1. Abhay Transformers Private Limited2. Bhutoria Investments Private Limited3. Bhutoria Brothers Private Limited4. Dhruvsara Dealers Private Limited5. Shilpanjali Consultancy Private Limited6. Nisharaj Consultancy Private Limited7. Ravishilpa Consultancy Private Limited

Chairmanship/Membership of Committees in the Company : Member, Audit Committee

Chairmanship/Membership of Committees in other companies : None

The Board considers that having regard to his background and long experience, the appointment and remuneration of Sri Bhutoria as Whole-time 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 Rajendra Bhutoria 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 respective 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

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 No FRN 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, 2018.

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 Shareholders is sought for by way of passing an Ordinary Resolution as set out at Item No 5 of the Notice for ratification of the remuneration of Rs 40,000/- plus applicable GST, if any, payable to the Cost Auditors for the Financial Year ending March 31, 2018, as fixed by the Board, on the recommendation of the Audit Committee.

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 No 5 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 No 5 of the Notice for approval by the Shareholders.

Item No 6

The Audit Committee and the Board of Directors of the Company at their respective Meetings held on March 22, 2017 and March 31, 2017 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 and their relatives 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 Transformers & Rectifiers Private Limited (BTR)	Sri Rajendra Bhutoria Whole-time Director	Member (holding 2.89 % of BTR's Paid up Share Capital)	2 Crores	Inter Corporate Loans taken/to be taken from BTR.	To meet the Company's urgent Working capital requirements as and when needed	To remain valid till 31st March,2018
	Sri Abhay Bhutoria Managing Director	Director & Member (holding 6.56 % of BTR's Paid up Share Capital)		Payable on Demand.		
	Smt Rachna Bhutoria Director	Member (holding 6.94 % of BTR's Paid up Share Capital)		Interest payable to BTR at a rate not more than 12% p.a		
	Sri Sharad Bhutoria Chief Executive Officer (son of Sri Rajendra Bhutoria)	Director & Member of BTR				
	Sri Siddharth Bhutoria (son of Sri Rajendra Bhutoria)	Member of BTR				
	Smt Hemlata Bhutoria (wife of Sri Rajendra Bhutoria)	Member of BTR				
	Smt Sadhna Bhutoria (wife of Sri Abhay Bhutoria)	Whole-time Director & Member of BTR				

Bhutoria Transformers & Rectifiers Private Limited (BTR)	Sri Rajendra Bhutoria Whole-time Director	Member (holding 2.89 % of BTR's Paid up Share Capital)	12 lakhs per year	Rent payable to BTR for the premises taken on rent by the Company at Jaipur from BTR	Tenancy arrangement has been continuing for a long time	To remain valid till 31st March,2018
	Sri Abhay Bhutoria Managing Director	Director & Member (holding 6.56 % of BTR's Paid up Share Capital)				
	Smt Rachna Bhutoria Director	Member (holding 6.94 % of BTR's Paid up Share Capital)	10 lakhs per year	Rent receivable from BTR for the premises taken on rent by BTR at Jaipur from RTS	Tenancy arrangement executed during the year	
	Sri Sharad Bhutoria Chief Executive Officer (son of Sri Rajendra Bhutoria)	Director & Member of BTR				
	Sri Siddharth Bhutoria (son of Sri Rajendra Bhutoria)	Member of BTR				
	Smt Hemlata Bhutoria (wife of Sri Rajendra Bhutoria)	Member of BTR				
	Smt Sadhna Bhutoria (wife of Sri Abhay Bhutoria	Whole-time Director & Member of BTR				

Bhutoria Transformers & Rectifiers Private Limited (BTR)	Sri Rajendra Bhutoria Whole-time Director	Member (holding 2.89 % of BTR's Paid up Share Capital)	60 Crores per year	Purchase of all kinds of finished , Semi finished , Parts, Accessories and all types of Raw Material to be used in the manufacturing of Power & Distribution Transformers ,Cables & Conductors from BTR	Transactions between group Companies to achieve economy and convenience of operations	To remain valid till 31 st March,2018
	Sri Abhay Bhutoria Managing Director	Director & Member (holding 6.56 % of BTR's Paid up Share Capital)				
	Smt Rachna Bhutoria Director	Member (holding 6.94 % of BTR's Paid up Share Capital)				
	Sri Sharad Bhutoria Chief Executive Officer (son of Sri Rajendra Bhutoria)	Director & Member of BTR				
	Sri Siddharth Bhutoria (son of Sri Rajendra Bhutoria)	Member of BTR	45 Crores per year	Sale of all kinds of finished, Semi finished , Parts, Accessories and all types of Raw Material to be used in the manufacturing of Power & Distribution Transformers ,Cables & Conductors to BTR		
	Smt Hemlata Bhutoria (wife of Sri Rajendra Bhutoria)	Member of BTR				
	Smt Sadhna Bhutoria (wife of Sri Abhay Bhutoria	Whole-time Director & Member of BTR				

Bhutoria Transformers & Rectifiers Private Limited (BTR)	<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 (son of Sri Rajendra Bhutoria)</p> <p>Sri Siddharth Bhutoria (son of Sri Rajendra Bhutoria)</p> <p>Smt Hemlata Bhutoria (wife of Sri Rajendra Bhutoria)</p> <p>Smt Sadhna Bhutoria (wife of Sri Abhay Bhutoria</p>	<p>Member (holding 2.89 % of BTR's Paid up Share Capital)</p> <p>Director & Member (holding 6.56 % of BTR's Paid up Share Capital)</p> <p>Member (holding 6.94 % of BTR's Paid up Share Capital)</p> <p>Director & Member of BTR</p> <p>Member of BTR</p> <p>Member of BTR</p> <p>Whole-time Director & Member of BTR</p>	<p>6 Crores per year</p> <p>5 Crores per year</p>	<p>Job work charges payable to BTR for the manufacturing of Power & Distribution Transformer ,Parts & Accessories</p> <p>Job work charges receivable from BTR for the manufacturing of Power & Distribution Transformer ,Parts & Accessories</p>	<p>Transactions between group Companies to achieve economy and convenience of operations</p>	<p>To remain valid till 31st March,2018</p>
ABAY Energy Private Limited Ethiopia		<p>Step -down Subsidiary of Kalinga Petrochemicals LLP , where the Directors of the Company and their relatives and Group Companies are Partners</p>	<p>50 Crores</p> <p>5 Crores</p>	<p>Export Sales of the Company's products to Ethiopia</p> <p>Import (Purchase) of parts/accessories required for manufacture of the Company's products in India</p>	<p>Additional business of the Company by way of Exports</p> <p>To utilise such parts /accessories lying unused in Ethiopia for manufacturing activities of the Company in India</p>	<p>To remain valid till 31st March,2018</p> <p>To remain valid till 31st March,2018</p>

The abovesaid transactions are Related Party Transactions and require approval of the Shareholders by passing 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 Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Further, in terms of the Listing Regulations Members of the Company, being Related Parties, irrespective of whether they are Related Parties to the particular transactions or not, cannot vote on this 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 Company and their relatives 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 Resolution set out at Item No 6 of the Notice for approval by the Shareholders.

Item No. 7

Sri Ram Lal Saini is a Chartered Accountant by profession and has 38 years of experience in Accounting, Auditing, Budgeting, Banking operations, Project and Working Capital Financing and Management for Hotels as well as Manufacturing Industries. He is a Fellow Member of the Institute of Chartered Accountants of India and is also a Post Graduate in Commerce of Rajasthan University.

Sri Saini is a practicing Chartered Accountant. He has been associated with the Company and rendering consultancy services to the Company on Accounting and Auditing matters for last 30 years at a Fee which is currently Rs 12 Lacs per annum. Apart from his rendering consultancy services to the Company he also deals with his various outside clients in his professional capacity. The Board wanted to take benefit of his expertise by inducting him as a Non Executive Member of the Board in the year 2011 without paying him any extra remuneration for his directorship.

However, your Company intends to continue to pay Sri Saini his existing Fees which is currently Rs 12 Lacs (Rupees Twelve Lacs only) per annum. He has been getting the Fees for rendering consultancy services to the Company for last 30 years on Accounting and Auditing matters in his professional capacity even from the time before his appointment as a Director of the Company in the year 2011. In view of rising price index condition, authority may also be given to the Board for increasing his Fees for the same consultancy services from time to time in future as they deem fit upto an amount not exceeding Rs 15 Lacs (Rupees Fifteen Lacs only) per annum as may be agreed upon by and between the Board and Sri Saini without seeking any further approval of the Shareholders of the Company. The Company intends to continue to pay Sri Saini such Consultancy Fees till he continues to be a Director of the Company and till he renders such consultancy services to the Company in his professional capacity.

As per Proviso Clause to Sub-section 4 of Section 197 of the Companies Act, 2013 (the Act) any remuneration paid to a Director for services rendered by him in any other capacity should not be treated as and included in "remuneration" as defined in terms of and for the purpose of the Act, if-

- (a) the services rendered are of a professional nature, and
- (b) in the opinion of the Nomination and Remuneration Committee, such Director possesses the requisite qualification for the practice of the profession.

The Nomination and Remuneration Committee of the Company considered the matter in its Meeting held on September 22, 2014 and unanimously decided that the consultancy services being rendered by Sri R L Saini, Director in Accounting and Auditing matters are of a professional nature and he,

being a Chartered Accountant, possesses the requisite qualification for practice of such profession and therefore the Fees being paid at present or payable in future to him should not be treated as his remuneration as a Director of the Company as defined in the Act.

As per Regulation 17(6)(a) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any payment made by the Company to its Non-Executive Directors (other than payment of sitting Fees for attending Board/Committee Meetings within the limit prescribed under the Act) require approval of the Shareholders in General Meeting which will be sought for in this Annual General Meeting of the Company.

The Board considers that payment of the abovesaid Fees to Sri Saini in other capacity is justified and shall not be treated as his remuneration for being a Director of the Company because he has been getting such Fees for last 30 years for services rendered by him to the Company which are of a professional nature and the Nomination and Remuneration Committee of the Company has also given its opinion under proviso Clause to Sub-Section (4) of Section 197 of the Act in this regard that Sri Saini has the requisite qualifications for rendering such professional services to your Company as mentioned above. The Resolution set out in Item 7 of the convening Notice has to be considered accordingly and the Board recommends the same.

Sri Ram Lal Saini may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding and the Fees.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No 7 of the Notice.

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

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

By Order of the Board
For RTS Power Corporation Limited
Rajendra Bhutoria
Whole-time Director
DIN : 00013637

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

Route Map to Venue of AGM



Full Address :
BHARATIYA BHASHA PARISHAD
 36A, Shakespeare Sarani, Kolkata-700017
 Phone : (033) 2287 9962, 2290 0977

Tear Here

RTS POWER CORPORATION LIMITED

Registered Office : 56 Netaji Subhas Road, 2nd Floor, Kolkata - 700001
 Phone : (033) 2242-6025, 98310 39925, 98300 09827, Fax : (033) 2242-6732
 E-mail ID : headoffice@rtspower.com, Website : www.rtspower.com
 CIN : L17232WB1947PLC016105

ATTENDANCE SLIP

SIXTY NINTH ANNUAL GENERAL MEETING - SEPTEMBER 11, 2017

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 Ninth Annual General Meeting of the Members of RTS Power Corporation Limited held on Monday, September 11, 2017 at 10.00 A.M at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata -700 017.

.....
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

RTS POWER CORPORATION LIMITED

Registered Office : 56 Netaji Subhas Road, 2nd Floor, Kolkata - 700001
Phone : (033) 2242-6025, 98310 39925, 98300 09827, Fax : (033) 2242-6732
E-mail ID : headoffice@rtspower.com, Website : www.rtspower.com
CIN : L17232WB1947PLC016105

PROXY FORM

69th Annual General Meeting September 11, 2017

Form No. MGT-11

[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

- Name :
Address :
E Mail Id : Signature : or failing him;
- Name :
Address :
E Mail Id : Signature : or failing him;
- Name :
Address :
E Mail Id : Signature :

as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Sixty Ninth Annual General Meeting of the Company to be held on Monday, September 11, 2017 at 10.00 A.M at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700017 and at any adjournment thereof in respect of such Resolutions as are indicated below :

Resolution No	Resolution Proposed	Please tick (✓)
1	ORDINARY RESOLUTION - Consideration and adoption of the audited Financial Statements of the Company, the Reports of the Board of Directors and Auditors thereon for the Financial Year ended March 31, 2017.	
2	ORDINARY RESOLUTION - Appointment of Smt Rachna Bhutoria (DIN 00977628) as a Director of the Company who retires by rotation	
3	ORDINARY RESOLUTION - Appointment of M/s Lodha & Co as statutory Auditors of the Company and fixation of their remuneration	
4	SPECIAL RESOLUTION - Re-appointment of Sri Rajendra Bhutoria (DIN 00013637) as Whole-time Director of the Company	
5	ORDINARY RESOLUTION - Ratification of remuneration payable to M/s K G Goyal & Associates as Cost Auditors of the Company for the Financial Year ending on March 31, 2018	
6	ORDINARY RESOLUTION - Authorisation for 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	
7	ORDINARY RESOLUTION - Approval of payment of consultancy Fees to Sri Ram Lal Saini, Director of the Company in his professional capacity	

Signed this day of 2017

Signature of Shareholder :

Signature of Proxy holder(s) :



Note: (i) 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.

(ii) A Shareholder may vote either for or against each Resolution as mentioned hereinabove