

RTS POWER CORPORATION LIMITED

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

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

E Mail Id : headoffice@rtspower.com

CIN : L17232WB1947PLC016105 Website :www.rtspower.com

Notice is hereby given that the 68th Annual General Meeting (AGM) of the Company will be held on Thursday, the 29th September, 2016 at 10.00 A.M at Hotel Lindsay, 8A &8B Lindsay Street, Kolkata-700087 to transact the business as set out in the AGM Notice dated 12th August, 2016.

Notice is hereby further given that pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies(Management and Administration) Rules, 2014 and Regulation42 of the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 (Listing Regulations) the Register of Members and Share Transfer Books of the Company will remain closed from Friday,23rd September 2016 to Thursday, 29th September, 2016, both days inclusive

Electronic copies of the AGM Notice and Annual Report for the Financial Year ended 31st March, 2016 have been separately sent to all the Members whose email IDs are registered with the Depository Participants(s). Physical copies of the AGM Notice and Annual Report separately have been sent to all other Members at their registered addresses in the permitted mode. The AGM Notice and the Annual Report are also available at the Company's Website www.rtspower.com

Notice is hereby further given that pursuant to the provisions of Section 108 of the Companies Act,2013 read with 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 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India the Company is providing the facility to its Members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice of AGM. Other details in this connection are as under:

1. Members holding Shares either in dematerialized or in physical form as on cut-off date i.e.Thursday, 22ndSeptember,2016 shall only be entitled for availing the Remote e-voting facility or voting in the General Meeting.
2. 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).
3. The facility for voting through 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.
4. 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.
5. Date of completion of sending Notice of AGM by e-mail through CDSL: Friday, 19thAugust, 2016 and through Registered Post : Tuesday, 23rdAugust, 2016

6. The remote e-voting period commences on Monday, 26th September, 2016 (9.00 A.M.) and ends on Wednesday, 28th September 2016 (5.00 P.M.)
7. The remote e-voting through electronic means shall not be allowed beyond 5.00 P.M. on Wednesday, 28th September 2016.
8. The Notice of AGM is available on Company's website viz. www.rtspower.com and on CDSL website viz. www.evotingindia.com
9. Investors who become Members of the Company subsequent to the despatch of the Notice by the Company and hold the shares till the Cut-off Date i.e. 22nd September, 2016 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.
10. In case of any queries and assistance, you may contact 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.

**By the Order of the Board
FOR RTS POWER CORPORATION LIMITED**

**Place: Kolkata
Dated: 3rd September, 2016**

**J. BISWAS
Company Secretary**

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 Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting 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 Monday, September 26, 2016 (9.00A.M) and ends on Wednesday, September 28, 2016 (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. Thursday, September 22, 2016** 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	<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 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)	<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).

- (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
- (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 or contact them at 1800 200 5533.
- (xx) 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. Ii-phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

1. 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 Wednesday, September 28, 2016 upto 5 P.M. without which the vote shall not be treated as valid.
2. **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 Thursday, September 22, 2016. A person who is not a member as on Cut-off Date should treat this notice for information purpose only.**
3. 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, August 5, 2016.
4. 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. Thursday, September 22, 2016 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.
5. The Shareholders shall have one vote per Equity Share held by them as on the cut-off date of Thursday, September 22, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
6. 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
7. 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 hedoffice@rtspower.com or to Telephone No (033) 2242-6025
8. 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.
9. 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.

10. 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 on each Resolution, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
11. 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.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.
12. 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, 2016