

RTS POWER CORPORATION LIMITED

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

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

E-mail ID : headoffice@rtspower.com, Website : www.rtspower.com

CIN : L17232WB1947PLC016105

NOTICE

NOTICE is hereby given that Sixty Eighth Annual General Meeting of Shareholders of the Company will be held at Hotel Lindsay, 8A & 8B Lindsay Street, Kolkata -700087 on Thursday, 29th day of September, 2016 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, 2016, 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, 2016 and the Report of the Auditors thereon.
2. To appoint a Director in place of Sri Rajendra Bhutoria (DIN: 00013637), who retires by rotation at this Annual General Meeting , and being eligible, has offered himself for re-appointment.
3. To 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."

SPECIAL BUSINESS

4. 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 Sarimal & Co 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 ."
5. To ratify the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2017 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, 2017 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 consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution** :

RESOLVED THAT consent of the Company be and the same is hereby accorded pursuant to Section 181 of the Companies Act, 2013 to the Board of Directors of the Company contributing to bona fide charitable and other funds registered under the Income-Tax Act, 1961 and engaged in various charitable and social activities, such sum or sums as it may from time to time determine but so that the aggregate amount of such contribution shall not exceed Rs 25 lacs (Rupees Twenty Five Lacs only) in any Financial Year notwithstanding that such contribution exceed the limit prescribed by the said Section."

Registered Office :
56, Netaji Subhas Road
Kolkata - 700 001
Dated : 12th August, 2016

By Order of the Board
For RTS Power Corporation Limited
J. Biswas
Company Secretary

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 Friday, September 23, 2016 to Thursday, September 29, 2016, both days inclusive.
- 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.
- 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.

5. 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.
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 Thursday, September 22, 2016 ("Cut - Off Date"). A person who is not a Member as on Cut-off Date should treat the Notice for information purpose only.
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.
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 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 pursuant to the Listing Regulations forms integral part of the Notice. The Directors have furnished the requisite declarations/consents for their appointment/re-appointment.
15. Electronic copy of the Annual Report for 2015- 2016 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 2015- 2016 is being sent in the permitted mode.
16. Electronic copy of the Notice of the 68th 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 68th 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 68th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's Website www.rtspower.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. Even after registering for e-communication Members are entitled to receive the Annual Report and Notice along with the abovesaid enclosures in the physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's Investor email id : headoffice@rtspower.com
18. Pursuant to Section 205A(5) and 205C of the Companies Act,1956 all Unpaid or Unclaimed Dividends upto and including the Company's Final Dividend 2007-2008 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 from the Company's Final Dividend 2008-2009 to Final Dividend 2010-2011 are requested to send their claims to the Company immediately along with unencashed Dividend Warrants lying with them. It may also be noted that once the Unclaimed Dividend is transferred to the IEPF as above, claim thereof should be made to IEPF Authorities.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 29, 2015 (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)
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 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.
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 Wednesday, September 28, 2016 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 Thursday, September 22, 2016. 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 Companies Register of members/Beneficial Owners Positions List provided by the Depositories as at closing hours of business, on Friday, August 5, 2016.

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. 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.
24. 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.
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 Pinakpani Bhattacharjee 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
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 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 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.
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.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.
31. 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

BRIEF PROFILE OF DIRECTOR PROPOSED TO BE RE-APPOINTED AT THE ANNUAL GENERAL MEETING AS REQUIRED TO BE DISCLOSED UNDER LISTING REGULATIONS :

Name of the Director	Sri Rajendra Bhutoria
Age	59 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.
Names of the listed entities in which he also holds Directorship of Boards	NIL
Name of the listed entities in which he also holds Membership of Committees of Boards	NIL
No of Shares held in the Company	84,900

Note: Disclosure of relationship between Directors inter-se as required under Sub-regulation 3 of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ----- 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.

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 Eighth Annual General Meeting

Item No. 4

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 at the Sixty Sixth Annual General Meeting (AGM) to hold office from the conclusion of the Sixty Sixth 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.

Their said re-appointment was ratified in the Sixty Seventh AGM of the Company held last year. Their said re-appointment has also to be ratified this year in the Sixty Eighth 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 4 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. 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, 2017.

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 for 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 Service Tax, if any, payable to the Cost Auditors for the Financial Year ending March 31,2017 , 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

Section 181 of the Companies Act, 2013 (the Act) provides inter alia that the Board of Directors of a Company shall not except with the prior permission of the Company in General Meeting contribute to any bona fide charitable or other funds any amount the aggregate of which will, in any Financial Year, exceed 5% of its average net profits for the three immediately preceding Financial Years.

With a view to enabling the Company to meet its social obligations it is considered that the Board should have power to make contributions to bona fide charitable and other funds, registered under the Income Tax Act, 1961 and carrying on various charitable and social activities for the noble cause of serving the Society, in excess of the limits prescribed by Section 181 of the Act subject to a maximum sum of Rs 25 Lacs (Rupees Twenty five lacs) in any Financial Year.

The Resolution set out in Item No 6 of the convening Notice has to be considered accordingly and the Board recommends the same.

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 6 of the Notice.

Registered Office :
56, Netaji Subhas Road
Kolkata - 700 001

Dated : 12th August, 2016

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