



MANOJ SHAW & CO.
COMPANY SECRETARIES

"COMMERCE HOUSE", 8TH FLOOR, R. NO. 8C
2A, GANESH CHANDRA AVENUE, KOLKATA-700013
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SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the
Companies (Management and Administration) Rules, 2014]

To,
THE CHAIRMAN
RTS POWER CORPORATION LIMITED
56, NETAJI SUBHAS ROAD, 2ND FLOOR,
KOLKATA- 700001

**SUBJECT : Report on the e-Voting Process for the 66th Annual General Meeting
of RTS POWER CORPORATION LIMITED.**

Dear Sir,

I, Manoj Prasad Shaw, a Company Secretary in practice, holding Membership Number FCS 5517 and Certificate of Practice Number 4194, Proprietor of MANOJ SHAW & CO., Company Secretaries at 2A, Ganesh Chandra Avenue, "Commerce House", 8th floor, Room No 8C, Kolkata- 700013 have been appointed by the Board of Directors of **M/s RTS POWER CORPORATION LIMITED** as a Scrutinizer for conducting the e-voting process for the 66th Annual General Meeting of the Company to be held on 29th September, 2014.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of the 66th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make Scrutinizer's Report of the votes cast "in favor" or "against" the resolution stated, based on the reports generated from the E-voting system provided by the Central Depository Services Limited (CDSL), the authorized agency to provide E-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:-

- I. The e-voting period remained open from Tuesday, 23rd September, 2014 (9.00 A.M) to Thursday, 25th September, 2014 (6:00 P.M).
- II. The members of the Company as on the "cut-off" date i.e. 22nd August, 2014 were entitled to vote on the resolutions (items no. 1 to 11 as set out in the notice of the 66th AGM of the Company).
- III. The votes cast were unblocked on September 25th, 2014 in the presence of two witnesses, Ms. Namita Nagpal and Ms. Kanak Sharma who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Namita Nagpal.

Name: Namita Nagpal

Kanak Sharma.

Name: Kanak Sharma

- IV. Thereafter, the details *inter alia*, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services Limited i.e., <https://www.evotingindia.com> and based on such reports generated, the results of the e-voting are as under:

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SUMMARY OF E-VOTING RESULT								
Resolution No.	Subject Matter of the Resolution	Total No. of Shares through E-Voting	Assent/ in Favour of			Dissent/ Against		
			No. of members voted	No. of Votes through E-Voting	% of votes in favour of votes through e-voting	No. of members voted	No. of Votes through E-Voting	% of votes against on votes through e-voting
1	ORDINARY RESOLUTION: Consideration and adoption of the audited Financial Statements of the Company, the Reports of the Board of Directors and Auditors thereon and the audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2014.	6632856	22	6632856	100	0	0	0
2	ORDINARY RESOLUTION: Appointment of Sri Rajendra Bhutoria as a Director of the Company who retires by rotation	6451998	18	6451998	100	0	0	0
3	ORDINARY RESOLUTION: Re-appointment of M/s. A.C. Bhuteria & Co as statutory Auditors and fixation of their remuneration	6632856	22	6632856	100	0	0	0
4	ORDINARY RESOLUTION: Appointment of Sri Sardul Singh Jain as an Independent Director	6632856	22	6632856	100	0	0	0
5	ORDINARY RESOLUTION: Appointment of Sri Bachhraj Begwani as an Independent Director	6632856	22	6632856	100	0	0	0
6	ORDINARY RESOLUTION: Appointment of Sri Alok Kumar Banthia as an Independent Director	6632856	22	6632856	100	0	0	0
7	ORDINARY RESOLUTION: Appointment of Smt Rachna Bhutoria as a Director of the Company	6594056	21	6594056	100	0	0	0
8	ORDINARY RESOLUTION: Re-appointment of M/s Jain Shrimal & Co as Branch Auditors of the Company and fixation of their remuneration	6632856	22	6632856	100	0	0	0



9	SPECIAL RESOLUTION: Authorising the Board of Directors of the Company to borrow for the purpose of business of the Company	6632856	21	6632331	99.9920849	1	525	0.007915142
10	SPECIAL RESOLUTION: Authorising the Board of Directors of the Company to mortgage, charge and/or otherwise encumber all or any of the properties /assets of the Company for borrowing /obtaining Credit Facilities	6632856	21	6632331	99.9920849	1	525	0.007915142
11	SPECIAL RESOLUTION: Authorising the Board of Directors of the Company to enter into contracts or arrangements with related parties for the purpose of business of the Company	1140637	6	1140637	100	0	0	0

PLACE: KOLKATA

DATE: 25th September, 2014



Thanking you,
Yours Faithfully,

Manoj Prasad Shaw

For M/s MANOJ SHAW & CO.
MANOJ PRASAD SHAW
MEMBERSHIP NO.: 5517,
C. P. No.: 4194