

RTS POWER CORPORATION LIMITED

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NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

To,
The Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (the '**Act**') read with Rule 22 of Companies (Management and Administration) Rules, 2014, (the '**Rules**') and Secretarial Standard-2 issued by the Institute of Company Secretaries of India including any statutory modification and re-enactment thereof, and other applicable laws and regulations for the time being in force for transacting the Special Business by the Members of RTS Power Corporation Limited (the '**Company**') by passing the Resolution appended below for approval by way of Postal Ballot/Electronic Voting (**e-voting**).

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable legal provisions, pertaining to the said Resolution setting out the material facts and the reasons thereof, is also appended. The said Resolution and Explanatory Statement are being sent to you along with a Postal Ballot Form ("**Postal Ballot Form**") and self-addressed Business Reply envelope for your consideration.

The Board of Directors at its Meeting held on Monday, February 04, 2019, has appointed CS Manoj Prasad Shaw (FCS No. 5517,C.P.No. 4194), Practising Company Secretary, Proprietor Manoj Shaw & Co. as Scrutinizer for conducting the Postal Ballot (physical and e-voting process) in a fair and transparent manner.

This Notice is being sent to all Members / beneficiaries whose names appear on the Register of Members / Record of Depositories as on **Cut-of-date i.e. 1st February, 2019**.

The Members holding Equity Shares of the Company are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer not later than close of working hours (5.00 pm IST) on March 13, 2019. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. Also, the e-voting module will be disabled after the business hours i.e. 5.00 pm IST on March 13, 2019 for voting by the Members holding Equity Shares of the Company. The postage will be borne and paid for by the Company.

In accordance with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer facility of voting by electronic means ("**e-voting**") to its Members to enable them to cast their votes through e-voting instead of returning duly filled Postal Ballot forms. Members holding Equity Shares of the Company are requested to follow the procedure as stated in the Notes and instructions for casting of votes by e-voting. The Members holding Equity Shares of the Company have both the options of voting i.e. by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, Members holding Equity Shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case Member votes through both the modes, voting done by E-voting shall prevail and votes cast through Postal Ballot will be treated as invalid.

The Scrutinizer will submit his Report to the Chairman and in his absence to any other Director authorised after completion of scrutiny of Postal Ballot (including e-voting). The results of the Postal Ballot will be announced on March 14, 2019 and will be displayed at the website of the Company i.e., www.rtspower.com and communicated to BSE Limited (the "**BSE**") (herein after referred as the "**Stock Exchange**"), being the Stock Exchange where the Equity Shares of the Company are listed.

The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Wednesday, March 13, 2019. Further, Resolutions passed by the Members through Postal Ballot and remote e-voting are deemed to have been passed effectively at a General Meeting.

SPECIAL BUSINESS:**1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to: (i) the provisions of Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“ICDR Regulations”); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchange and/or any other statutory/regulatory authority and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot 10,00,000 (Ten Lakh) Equity Shares of the Company of the Face Value of Rs 10 (Rupees Ten) each (“Equity Shares”) on preferential allotment basis, at a price as may be arrived at in accordance with the ICDR Regulations, for an aggregate amount of upto Rs.4,00,00,000 (Rupees Four Crores only), ranking paripassu in all respects with the existing fully paid up Equity Shares of the Company, by way of preferential allotment on a private placement basis to the following allottees forming part of the promoters/members of the promoter group of the Company (hereinafter referred to as the “Proposed Allottees”):

Names of the proposed Allottees	Number of Equity Shares
ABHAY TRANSFORMERS PRIVATE LIMITED	5,50,000
BHUTORIA BROTHERS PRIVATE LIMITED	4,50,000
TOTAL	10,00,000

“RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the **“Relevant Date”** for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be **Monday, 11th February, 2019**, being the date falling 30 (thirty) days prior to the last date of the Postal Ballot being held on Wednesday, March 13, 2019 to approve this offer.”

“RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the allottee(s) within 15 days from the date of passing of this Resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.”

“RESOLVED FURTHER THAT the Equity Shares, issued to the Proposed Allottees, be listed on BSE Limited and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the listing of the said Equity Shares and the admission of the Equity Shares with the depositories, viz. National Securities Depository Limited & Central Depository Services (India) Limited, and for the credit of such Equity Shares to the respective dematerialized securities accounts of the Proposed Allottees.

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above Resolutions, including without limitation issuing clarifications on the issue and allotment of Equity Shares, resolving any difficulties, effecting any modifications to the foregoing (including any modifications to the terms of the issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, including lender approvals (where applicable), entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing listing and trading of Equity Shares, including making applications to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to appoint such consultants, legal advisors and all such agencies as may be required for issuance of the Equity Shares, and to delegate all or any of the powers conferred by the aforesaid Resolutions on it to any Committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above Resolutions and also to initiate all necessary actions for and to settle all questions, difficulties or doubts whatsoever that may arise and take all steps and decisions in this regard.”

By Order of the Board
For **RTS POWER CORPORATION LIMITED**
SANDIP GUPTA
Company Secretary
ACS 5447

Date: 04.02.2019
Place: Kolkata

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business set out in the Postal Ballot Notice (Notice) is annexed herewith.
 - Any query in relation to the Resolution proposed by Postal Ballot may be addressed to Mr Sandip Gupta, Company Secretary, RTS Power Corporation Limited, 56, Netaji Subhas Road, Kolkata - 700 001 or through email: headoffice@rtspower.com.
 - Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Sundays, during business hours up to the date of the closure of Postal Ballot and e-voting process herein below given.
2. The Board of Directors of the Company has appointed Mr. Manoj Prasad Shaw, a Practicing Company Secretary, Proprietor Manoj Shaw & Co. as the Scrutinizer for conducting Postal Ballot and e-voting process in a fair and transparent manner. After completion of his scrutiny, he will submit his report to the Chairman and in his absence to any other Director of the Company.
3. The Postal Ballot Form and self addressed, pre-paid postage envelopes, are enclosed for use of the Shareholders and it bears the address to which the duly completed Postal Ballot Forms are to be sent. The facility of voting by electronic means is being provided by Central Depository Services (India) Limited (“CDSL”) for which the required procedure is incorporated in this Notice.
4. The Shareholders are requested to read carefully the instructions printed on the Postal Ballot Form and return the Form (Original) duly completed and signed in the attached self addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours on Wednesday, March 13, 2019.

5. VOTING THROUGH ELECTRONIC MEANS

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and the Company is pleased to provide Members facility to exercise their right to vote by electronic means. As an alternative to vote through Ballot the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

The instructions for Shareholders voting electronically are as under:

- (i) **The voting period begins on Tuesday, February 12, 2019 at 10.00 A.M. and ends on Wednesday, March 13, 2019 at 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 of Friday, February 1 ,2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (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) <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. 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)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the Beneficiary-ID / Folio Number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding Shares in physical form will then directly reach the Company selection screen. However, Members holding Shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding Shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for **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 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.
6. 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, March 13, 2019 upto 5 P.M. without which the vote shall not be treated as valid.
7. 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 Friday, February 1, 2019.
8. The Notice of Postal Ballot will be sent to the Members, whose names appear in the Register of Members/depositories as at closing hours of business, on Friday, February 1, 2019
9. The Shareholders shall have one vote per Equity Share held by them as on the cut-off date of Friday, February 1, 2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

10. Mr. Manoj Prasad Shaw, a Practicing Company Secretary (Certificate of Practice Number 4194), Proprietor Manoj Shaw & Co. has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company, who shall countersign the same .
11. The results shall be declared by Thursday, March 14, 2019. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL and that of Company on Thursday, March 14, 2019 and will be communicated to the Stock Exchange, BSE Limited.
12. Members have option to vote either through Postal Ballot Form or through e-voting. If a Member exercises his / her vote by opting both Postal Ballot Form and through e-voting, then the vote cast through e-voting shall be considered as valid. Further, the decision of the Scrutinizer on validity of vote shall be final.
13. The Postal Ballot Notice along with the Explanatory Statement shall be placed on the Company's Website www.rtspower.com and also on the Website of CDSL www.evotingindia.com, after it is sent to the Members.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1:

The Company proposes to make a preferential allotment of Equity Shares to:

Serial No	Names of the proposed Allottees	Number of Equity Shares
1	ABHAY TRANSFORMERS PRIVATE LIMITED	5,50,000
2	BHUTORIA BROTHERS PRIVATE LIMITED	4,50,000
	TOTAL	10,00,000

(collectively known as "Subscribers"), on preferential allotment basis, which has been approved by the Board of Directors of the Company at its Meeting held on 4th February, 2019.

Approval of the Members by way of Special Resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "CA 2013") as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2018 ("ICDR Regulations").

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

Objects of the Preferential Issue

To meet general business requirements addressing Working Capital needs as well as expansion of business activities. Therefore, the Company has proposed the Issue of Shares on preferential basis to Companies of the Promoters Group to meet its capital requirements in due course

Total number of Equity Shares to be issued

10,00,000 (Ten Lakhs) Equity Shares.

Terms of Issue of the Equity Shares, if any

The Equity Shares allotted in terms of this Resolution shall rank paripassu with existing Equity Shares of the Company in all respects.

Relevant Date

The relevant date as per the ICDR Regulations for the determination of the price per Equity Share pursuant to the preferential allotment is February 11, 2019 ("Relevant Date").

Pricing of Preferential Issue

The Equity Shares are proposed to be allotted for an aggregate amount of upto Rs. 4,00,00,000 (Rupees Four Crores only) at such price as may be arrived at on the Relevant Date i.e. Monday, February 11, 2019, in accordance with the ICDR Regulations in cash.

Basis on which the price has been arrived at

The Company is listed on BSE Limited and the Equity Shares of the Company are frequently traded in accordance with Regulation 164(1) of the ICDR Regulations.

In terms of ICDR Regulations, the Equity Shares shall be allotted at a price not less than higher of the following:

- Average of the weekly high and low of the volume weighted average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the twenty six weeks preceding the Relevant Date
- or
- Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date.

Since the Equity Shares of the Company have been listed on the recognized Stock Exchange for a period of more than 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price per Equity Share.

Intention of promoters / directors /key managerial personnel to subscribe to the offer

All the Proposed Allottees are promoters / members of the promoter group of the Company.

The names of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:

Sr. No.	Details of Subscriber	Category / Class of Subscriber	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Names of Ultimate Beneficial Owners of the proposed allottee(s)
1	Abhay Transformers Private Limited	Body Corporate of Promoter Group	89,800	5,50,000	6.98	Sri Rajendra Bhutoria and Sri Abhay Bhutoria
2	Bhutoria Brothers Private Limited	Body Corporate of Promoter Group	13,45,461	4,50,000	19.58	Sri Rajendra Bhutoria and Sri Abhay Bhutoria

The pre issue and post issue shareholding pattern of the Company:

CATEGORY	Pre-Preferential Issue		Post-Preferential Issue	
	No of Shares	%	No of Shares	%
A PROMOTERS HOLDING				
1. INDIAN PROMOTERS				
(a) Individual	4,09,711	5.016 %	4,09,711	4.469 %
(b) Bodies Corporate	50,83,545	62.234 %	60,83,545	66.353 %
Sub Total of A1	54,93,256	67.250 %	64,93,256	70.822 %
2. FOREIGN PROMOTERS	NIL	NIL	NIL	NIL
Sub Total of A2	NIL	NIL	NIL	NIL
Total of A (A1 + A2)	54,93,256	67.250 %	64,93,256	70.822 %
B.NON PROMOTER HOLDING (Public Share Holding)				
B1. Institutions				
Fin. Institutions /Banks/FII	NIL	NIL	NIL	NIL
Sub Total of B1				
B2. Non Institutions	NIL	NIL	NIL	NIL
(a) Bodies Corporate	3,74,859	4.589 %	3,74,859	4.088%
(b) Individuals	19,37,369	23.718 %	19,37,369	21.131%
(c) Any Other -				
NRI.	16,400	0.200 %	16,400	0.179 %
Clearing Members.	3,38,631	4.145 %	3,38,631	3.693 %
IEPF Authorities	7,985	0.098%	7,985	0.087%
Sub Total of B 2	26,75,244	32.750%	26,75,244	29.178%
Total of B (B1 + B2)	26,75,244	32.750%	26,75,244	29.178%
C. Shares held by custodians and against which DRs have been Issued	NIL	NIL	NIL	NIL
GRAND TOTAL OF (A)+(B)+(C)	81,68,500	100%	91,68,500	100%

(*) Shares of Face Value Rs. 10/-each as on 31st December, 2018

Proposed time within which the allotment shall be completed

As required under the ICDR Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 days from the date of passing of the Special Resolution by the Shareholders granting consent for preferential issue or in the event allotment of Equity Shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price

During the year, no preferential allotment has been made to any person.

Change in control, if any, in the Company that would occur consequent to the preferential offer

There shall be no change in management or control of the Company pursuant to the issue of the Equity Shares.

The justification for the allotment proposed to be made for consideration other than cash together with Valuation Report of the Registered Valuer

Not Applicable.

Lock in period

The Equity Shares to be allotted to the Proposed Allottees including the pre-preferential allotment shareholding of the Proposed Allottees will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable.

Auditors' Certificate

A certificate from Statutory Auditors of the Company, certifying that the issue of Equity Shares is being made in accordance with requirements of ICDR Regulations shall be placed before the General Meeting of the Shareholders.

In accordance with the ICDR Regulations, (i) all the Equity Shares held by the Proposed Allottees in the Company are in dematerialized form only; (ii) No person belonging to the promoters / promoter group have sold any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date; (iii) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them; (iv) the Company and none of its promoters or directors is a willful defaulter or a fugitive economic offender; and (v) valuation requirement is not applicable as the securities are proposed to be issued for cash consideration.

Undertakings

In terms of the ICDR Regulations, the Company hereby undertakes that:

- a) It shall re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so.
- b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottee(s).

Relevant documents are open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the last date of the Postal Ballot.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its Members.

The Board of Directors, therefore, recommends the Resolution for your approval.

Since the issue of Equity Shares to be issued and allotted to Promoters / Promoters Group relates to or affects other companies in which the Promoter or Director or KMP of the Company are concerned or interested, the extent of their shareholdings of two percent or above of the paid up share capital in such other companies are as stated below:

Name	Relation (with RTS)	Bhutoria Brothers Pvt. Ltd.	Kalinga Petro chemicals LLP	Abhay Transformers Pvt. Ltd.	Rajasthan Transformers & Switchgears Pvt. Ltd.	Bhutoria Investments Pvt. Ltd.	Bhutoria Transformers & Rectifiers Pvt. Ltd.	Ladnun Agricultural Farms Pvt. Ltd.	Bhutoria Agrotech Pvt. Ltd.
Rajendra Bhutoria	Director & Promoter	21.54	25.89	8.92	4.57	N.A.	2.90	44.29	8.33
Abhay Bhutoria	Director & Promoter	16.13	44.63	5.66	5.41	8.96	6.56	22.67	9.72
Rachna Bhutoria	Director & Promoter	3.53	14.81	4.18	9.41	2.60	6.94	21.97	NA
Hemlata Bhutoria	Promoter	6.82	9.95	5.66	N.A.	N.A.	N.A.	N.A.	8.06
Sadhna Bhutoria	Promoter	N.A.	N.A.	4.18	N.A.	N.A.	N.A.	N.A.	N.A.
Sharad Bhutoria	Promoter	N.A.	3.22	N.A.	N.A.	9.47	N.A.	N.A.	N.A.
Abhay Transformers Pvt. Ltd.	Promoter Group	N.A.	N.A.	N.A.	N.A.	4.81	N.A.	N.A.	N.A.
Bhutoria Brothers Pvt. Ltd	Promoter Group	N.A.	N.A.	16.50	43.53	13.24	17.26	N.A.	48.89
Bhutoria Investments Pvt. Ltd.	Promoter Group	N.A.	N.A.	4.04	18.21	N.A.	18.01	8.63	N.A.
Bhutoria Transformers & Rectifiers Pvt. Ltd.	Promoter Group	N.A.	N.A.	N.A.	7.06	4.79	N.A.	N.A.	N.A.
Ladnun Agricultural Farms Pvt. Ltd.	Promoter Group	9.06	N.A.	12.11	N.A.	4.56	16.35	N.A.	8.33
Rajasthan Transformers & Switchgears Pvt. Ltd.	Promoter Group	N.A.	N.A.	19.25	N.A.	18.97	5.56	N.A.	N.A.
Kalinga Petrochemicals LLP	Promoter Group	N.A.	N.A.	N.A.	N.A.	12.55	6.67	N.A.	N.A.

No other Director or KMP of the Company or their relatives are in any way concerned or interested in the proposed Resolution.

The Board recommends the Resolution for your approval.

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

SANDIP GUPTA
Company Secretary
ACS 5447

Date: 04.02.2019
Place: Kolkata

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

POSTAL BALLOT FORM

Serial No.	
Name & Registered Address of the Sole/First Named Shareholders	
Name of the Joint Holder(s), (if any)	
Registered Folio Number/DP ID No./ Client ID No* (Applicable to investors holding shares in dematerialized form)	
No. of share(s) held	

I/We hereby exercise my/our vote in respect of the **Special Resolution** to be passed through Postal Ballot for the business stated in the enclosed Notice dated 04.02.2019 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick mark at the appropriate box below:

Sl. No	Resolution	Number of shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Special Resolution for Issue of Equity Shares on Preferential basis to promoter group companies			

Place : _____

Date : _____

Signature of the Member/Authorised Representative

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID (BO-ID or Folio No. as per Point No.5(iv) of the Notice)	Permanent Account Number (Original PAN as per Point No.5(vii) of the Notice)
190204004		

- NOTES :** (I) *Please read carefully the instructions mentioned in the Notice before exercising your vote.*
 (II) *Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is 13.03.2019.*
 (III) *The e-Voting period will start from 12.02.2019 at 10.00 A.M. and will end on 13.03.2019 at 05.00 P.M.*

Please refer to e-voting instructions mentioned in the Notice