



# **RTS Power Corporation Limited**

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21<sup>st</sup> January, 2016

To  
The General Manager  
Corporate Relationship Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Fort  
**Mumbai-400001**

**BSE Scrip Code: 531215**

Dear Sir,

**Sub: QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Please find enclosed herewith the Quarterly Compliance Report On Corporate Governance for the Quarter ended on 31<sup>st</sup> December, 2015, prepared pursuant to Regulation 27(2) of SEBI (Listing and Disclosure Requirements) Regulations, 2015

Kindly take the above in your record.

Yours faithfully

**For RTS Power Corporation Limited**

**J Biswas**

**Company Secretary**

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of the Listed Entity : RTS POWER CORPORATION LIMITED  
 2. Quarter ending : 31<sup>st</sup> December 2015

| I. Composition of Board of Directors |                      |                                    |  |  |         |  |  |  |
|--------------------------------------|----------------------|------------------------------------|--|--|---------|--|--|--|
| Title (Mr/Mrs)                       | Name of the Director | PAN & DIN                          | Category/(Chairperson /Executive/Non-Executive /Independent/Nominee) | Date of appointment in the current term /cessation | Tenure* | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of the Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) (In listed entities) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr                                   | Sardul Singh Jain    | PAN: ACW/PJ3922A<br>DIN : 00013732 | Non-Executive – Independent -Chairman                                | 29/09/2014   | 1 year  | 6  | Audit Committee- 6<br>Stakeholders Relationship Committee -4<br>Total 10   | 5  |
| Mr                                   | Rajendra Bhutoria    | PAN: ADPPB9324C<br>DIN : 00013637  | Executive-Vice Chairman & Whole-time Director                        | 01/04/2012   |         | 1  | 2  | -  |

|     |                    |                                  |                              |            |        |   |   |   |
|-----|--------------------|----------------------------------|------------------------------|------------|--------|---|---|---|
| Mr  | Abhay Bhutoria     | PAN: ADQPB1485K<br>DIN: 00013712 | Executive- Managing Director | 01/12/2015 |        | 1 | - | - |
| Mr  | Bachraj Begwani    | PAN: AEGPB8741K<br>DIN: 03157720 | Non-Executive - Independent  | 29/09/2014 | 1 year | 1 | - | - |
| Mr  | Ram Lal Saini      | PAN: AFMPS7371B<br>DIN: 03534117 | Non-Executive                | 29/09/2015 |        | 1 | - | - |
| Mrs | Rachna Bhutoria    | PAN: ADOPB0852E<br>DIN: 00977628 | Woman-Non-Executive          | 29/09/2014 |        | 1 | - | - |
| Mr  | Alok Kumar Banthia | PAN: ADFPB4063L<br>DIN: 00528159 | Non Executive- Independent   | 29/09/2014 | 1 year | 1 | - | - |

PAN Number of any Director would not be displayed on the Website of Stock Exchange & Category of Directors means Executive/Non-Executive/Independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen  
\* to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

| II. Composition of Committees               |                           |  |
|---|---------------------------|--|
| Names of Committees of the Company          | Name of Committee Members | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) |
| 1. Audit Committee                          | Sri Sardul Singh Jain     | Chairperson - Non-Executive –Independent                           |
|   | Sri Rajendra Bhutoria     | Executive-Vice Chairman & Whole-time Director                      |
|   | Sri Bachhraj Begwani      | Non-Executive –Independent   |
|   | Sri Alok Kumar Banthia    | Non Executive-Independent  |
| 2. Nomination & Remuneration Committee      | Sri Alok Kumar Banthia    | Chairperson - Non Executive-Independent                            |
|   | Sri Sardul Singh Jain     | Non-Executive –Independent   |
|   | Sri Bachhraj Begwani      | Non-Executive –Independent   |
| 3. Risk Management Committee(if applicable) | NOT APPLICABLE            |  |
|   | Sri Sardul Singh Jain     | Chairperson - Non-Executive –Independent                           |
| 4. Stakeholders Relationship Committee      | Sri Rajendra Bhutoria     | Executive-Vice Chairman & Whole-time Director                      |
|   | Sri Alok Kumar Banthia    | Non Executive-Independent  |

Category of Directors means Executive/Non-Executive/Independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive Meetings (in number of days) |
|---|---|--|
| 10/08/2015, 14/08/2015 and 29/09/2015               | 09/11/2015  | 45 days  |

IV. Meeting of Committees - AUDIT COMMITTEE

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)                                  | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|--|---|---|
| 09/11/2015  | Yes.<br>All the Members, including three Independent Directors, were present | 14/08/2015  | 86 days   |

\* This information has to be mandatorily be given for Audit Committee, for rest of the committees giving this information is optional

| V. Related Party Transactions<br>Subject   | Compliance status (Yes/No/NA) |
|--|-------------------------------|
| Whether prior approval of Audit Committee obtained   | Yes                           |
| Whether shareholder approval obtained for material RPT   | Yes                           |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA                            |


**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.  
 2 If status is "No" details of non-compliance may be given here

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following Committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk Management Committee (applicable to the top 100 listed entities) NOT APPLICABLE
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

**Name & Designation**

  
 Company Secretary & Compliance Officer

