



MANOJ SHAW & CO.
COMPANY SECRETARIES

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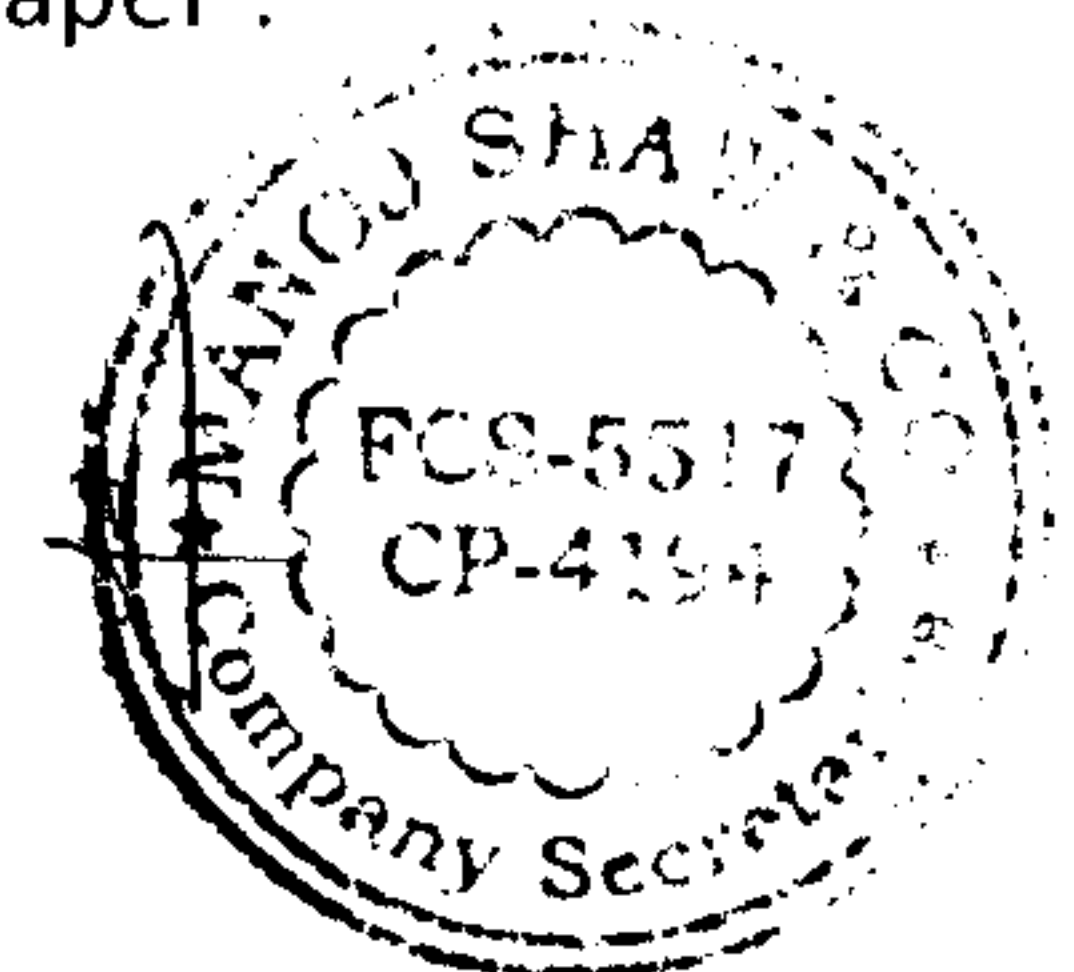
Date: 8TH June, 2015

SCRUTINIZER'S REPORT

To,
The Board of Directors,
M/s RTS POWER CORPORATION LTD
56 NETAJI SUBHAS ROAD,
KOLKATA -700001

Dear Sirs,

1. The Board of Directors of the Company at its meeting held on **14th April, 2015** has appointed me as the Scrutinizer for conducting the postal ballot voting process.
2. **Based on the dispatch proof being provided by you, the Ballots were sent to all members on 5th May, 2015 and subsequently on the completion of the formalities of the Postal Ballot process, I hereby submit my report as under:**
 - 2.1 The Company has completed on **5th May, 2015** the dispatch of Postal Ballot Forms along with self-addressed, pre-paid postage envelopes to its Members whose name(s) appeared on the Register of Member as on **17th April, 2015**.
 - 2.2 Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
 - 2.3 The Postal Ballot Forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot Forms.
 - 2.4 The Postal Ballot Forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Register of Members of the Company.
 - 2.5 The ballot box was opened after the close of working hours on **5th June 2015**.
 - 2.6 All postal ballot forms received up to the close of working hours on **5th June 2015**, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
 - 2.7 I did not find any defaced or mutilated ballot paper , but find one invalid Ballot paper .



A summary of the Postal Ballot Forms received is given below: (RESOLUTION 1)

Sl. No.	Particulars	No. of shares (through Postal Ballot)	No. of shares (through e- voting)	Total No. of Shares voted	Total % of Shares voted
a.	Total no. of votes received	8197	6635165	6643362	--
b.	Less: No. of invalid votes	1	Nil	1	-
c.	Net valid no. of votes cast	8196	6635165	6643361	100.00
d.	Postal Ballot Forms/ No. of votes with assent to the Resolution (including Promoters)	8192	6635165	6643357	99.99
(i)	Postal Ballot /Votes received from the Promoters with assent to the Resolution [percentage (d (i) /c)]	Nil	5246616	5246616	78.98
(ii)	Postal Ballot /Votes received from the Public Shareholders with assent to the Resolution [percentage (d (ii) /c)]	8192	1388549	1396741	21.02
e.	Postal Ballot Forms/No. of votes received with dissent to the Resolution (including Promoters)	4	0	4	0.0001
(i)	Postal Ballot /Votes received from the Promoters with dissent to the Resolution [percentage (e (i) /c)]	Nil	Nil	Nil	Nil
(ii)	Postal Ballot /Votes received from the Public Shareholders with dissent to the Resolution [percentage (e (ii) /c)]	4	0	4	0.0001

As per clause 35A of the Listing Agreement the summary of the postal ballot received are as follows:

Promoter / Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of votes in favour on votes polled	% of votes against on votes polled
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Promoter and Promoter Group	5246616	5246616	64.23	5246616	Nil	100	Nil
Public Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	2921884	1396745	17.099	1396741	4	99.99	0.0001
Total	8168500	6643361	81.33	6643357	4	99.99	0.0001



A summary of the Postal Ballot Forms received is given below: (RESOLUTION 2)

Sl. No.	Particulars	No. of shares (through Postal Ballot)	No. of shares (through e- voting)	Total No. of Shares voted	Total % of Shares voted
a.	Total no. of votes received	8197	6635165	6643362	--
b.	Less: No. of invalid votes	1	Nil	1	-
c.	Net valid no. of votes cast	8196	6635165	6643361	100.00
d.	Postal Ballot Forms/ No. of votes with assent to the Resolution (including Promoters)	8182	6635165	6643347	99.99
(i)	Postal Ballot /Votes received from the Promoters with assent to the Resolution [percentage (d (i) /c)]	Nil	5246616	5246616	78.98
(ii)	Postal Ballot /Votes received from the Public Shareholders with assent to the Resolution [percentage (d (ii) /c)]	8182	1388549	1396731	21.02
f.	Postal Ballot Forms/No. of votes received with dissent to the Resolution (including Promoters)	14	0	14	0.0002
(i)	Postal Ballot /Votes received from the Promoters with dissent to the Resolution [percentage (e (i) /c)]	Nil	Nil	Nil	Nil
(ii)	Postal Ballot /Votes received from the Public Shareholders with dissent to the Resolution [percentage (e (ii) /c)]	14	0	14	0.0002

As per clause 35A of the Listing Agreement the summary of the postal ballot received are as follows:

Promoter / Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of votes in favour on votes polled	% of votes against on votes polled
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Promoter and Promoter Group	5246616	5246616	64.23	5246616	Nil	100	Nil
Public Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	2921884	1396745	17.099	1396731	14	99.99	0.001
Total	8168500	6643361	81.33	6643347	14	99.99	0.0001



