



MANOJ SHAW & CO.
COMPANY SECRETARIES

"COMMERCE HOUSE",
2A, GANESH CHANDRA AVENUE,
8 TH FLOOR, R. NO. 8C, KOLKATA - 700013
☎ :033-2213-2007, Cell : 9830271137
e-mail : shawmanoj2003@yahoo.co.in
:shawmanoj2003@gmail.com

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 and as amended by Companies
(Management and Administration) Rules, 2015]

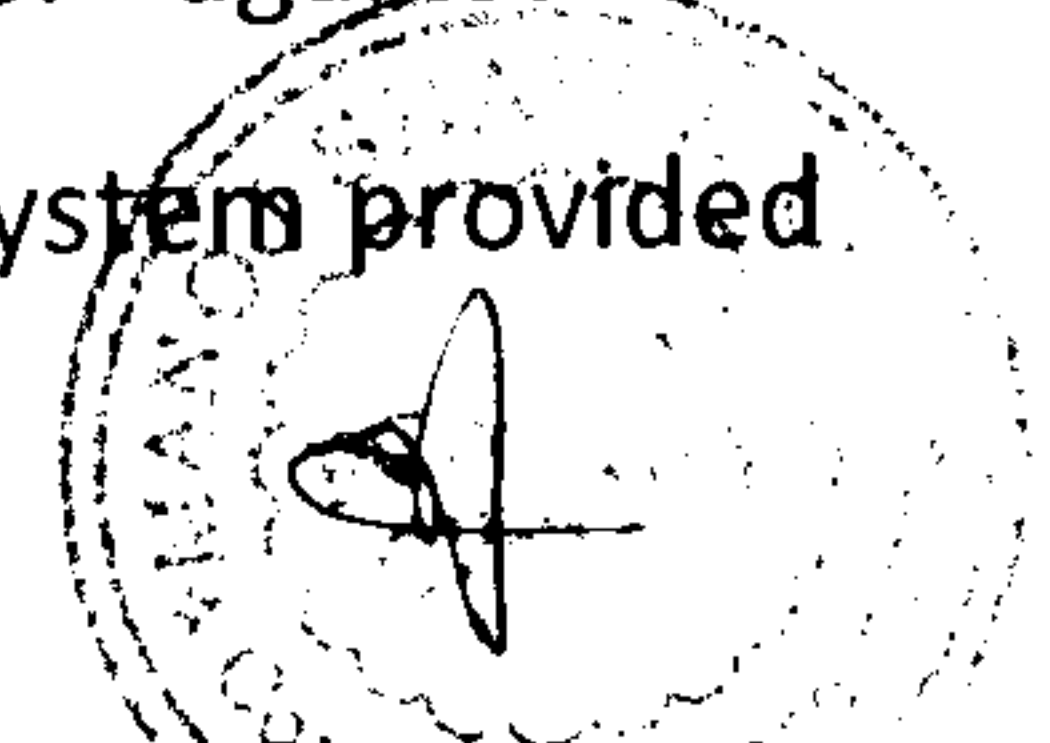
To,
The Chairman
RTS Power Corporation Limited
56, Netaji Subhas Road
2nd Floor
Kolkata- 700001

**SUBJECT: Report on the Remote e-Voting Process for the 67th Annual General Meeting
(AGM) of RTS POWER CORPORATION LIMITED, held on TUESDAY,
the 29th day of September, 2015**

Dear Sir,

I, Manoj Prasad Shaw, a Company Secretary in practice, holding Membership Number FCS 5517 and Certificate of Practice Number 4194 and 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 Remote e-voting process for the 67th Annual General Meeting of the Company held on Tuesday, the 29th day of September, 2015.

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 67th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the Remote e-voting process is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated, based on the reports generated from the Remote E-voting system provided.



by the Central Depository Services Limited (CDSL), the authorized agency to provide Remote e-voting facilities, engaged by the Company.

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

- i. The Remote e-voting period remained open from 26th September, 2015 (9.00 a.m. IST) and ends on 28th September, 2015 (5.00 p.m. IST)
- ii. The members of the Company as on the "cut-off" date i.e. 22nd September, 2015 were entitled to vote on the resolutions (i.e. from resolution 1 to 6) as set out in the notice of the 67th AGM of the Company.
- iii. The votes cast were unblocked on September 29th, 2015 in the presence of two witnesses, Mr. Shiw Narayan and Miss Trishala Majumder who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence

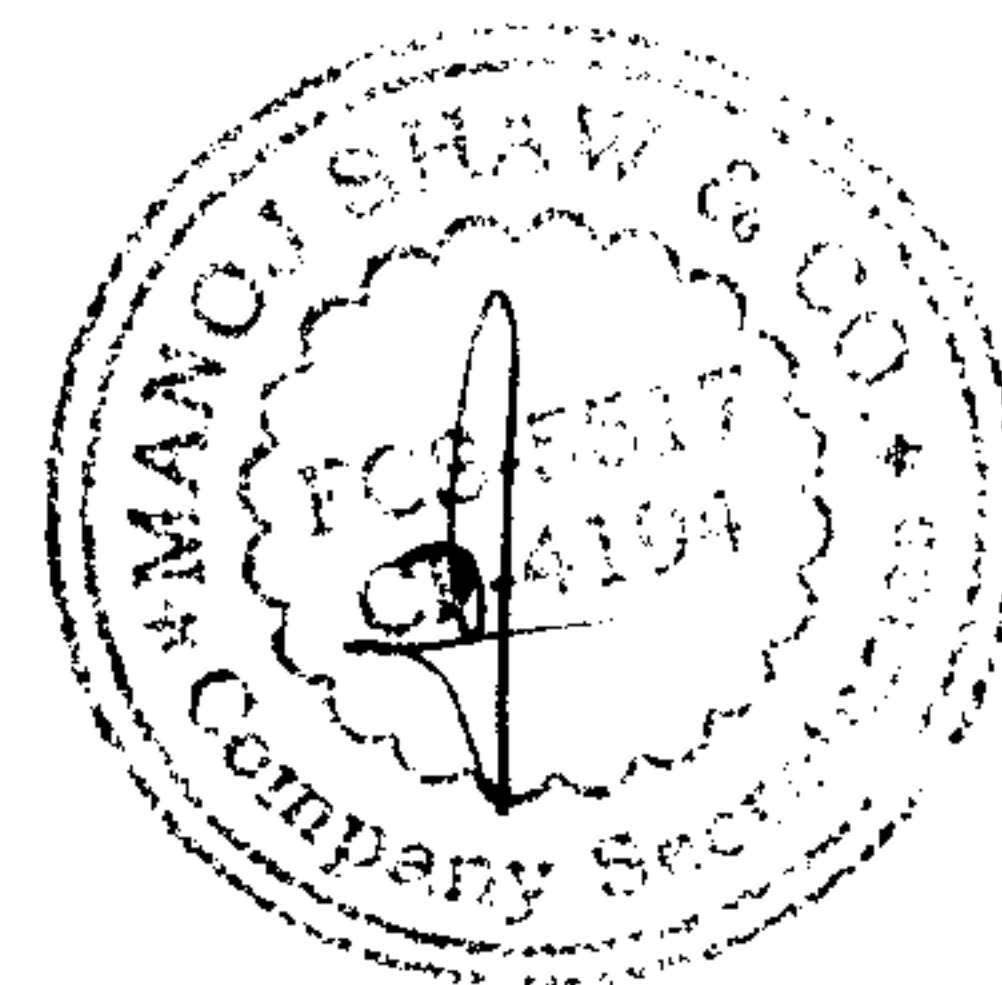
Shiw Narayan

Name: Shiw Narayan

T. Majumder

Name: Trishala Majumder

- 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 (CDSL)
i.e., <https://www.evotingindia.com/evotehome.jsp> and based on such reports generated, the results of the Remote e-voting are as under:



SUMMARY OF REMOTE E-VOTING RESULT										
Resolutio n No.	Subject matter of the Resolution	Total No. of Votes through Remote E- Voting	Invalid Votes through Remote e voting	Valid votes through Remote e- voting	Assent/ in Favour of			Dissent/ Against		
					No. of members Voted	No. of Votes through Remote E- Voting	% of votes in favour of votes through Remote e- Voting	No. of members Voted	No. of Votes through Remote E- Voting	% of votes against on votes through Remote 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 and the Report of the Auditors thereon for the Financial Year ended March 31, 2015	6636006	0	6636006	21	6636006	100.00	0	0	0
2	ORDINARY RESOLUTION: Appointment of Sri Ram Lal Saini (DIN :03534117) as a Director of the Company who retires by rotation	6636006	0	6636006	21	6636006	100.00	0	0	0
3	ORDINARY RESOLUTION: Ratification of re-appointment of M/s. A.C. Bhuteria and Co. as statutory Auditors and fixation of their remuneration.	6636006	0	6636006	21	6636006	100.00	0	0	0
4	SPECIAL RESOLUTION: Re-appointment of Sri Abhay Bhutoria (DIN: 00013712) as the Managing Director of the Company	6445953	0	6445953	18	6445953	100.00	0	0	0
5	ORDINARY RESOLUTION: Ratification of re-appointment of M/s. Jain Shrimal and Co. as Branch Auditors of the Company and fixation of their remuneration	6636006	0	6636006	21	6636006	100.00	0	0	0
6	Ordinary Resolution: Ratification of remuneration payable to M/s K G Goyal and Associates as Cost Auditors of the Company for the Financial Year ending March 31, 2016	6636006	0	6636006	21	6636006	100.00	0	0	0

You may accordingly declare the result of the Remote E-voting.

Thanking you,

Place : Kolkata

Dated : 29.09.2015

Manoj Prasad

(CS MANOJ PRASAD SHAW)

SCRUTINIZER

Proprietor

MANOJ SHAW & CO.

COMPANY SECRETARY

FCS NO. 5517,

C. P. No. 4194

RTS POWER CORPORATION LTD.

V. S. Sharma

Chairman



MANOJ SHAW & CO.
COMPANY SECRETARIES

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:shawmanoj2003@gmail.com

FORM No. MGT-13: Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)
of the Companies (Management and Administration) Rules, 2014]

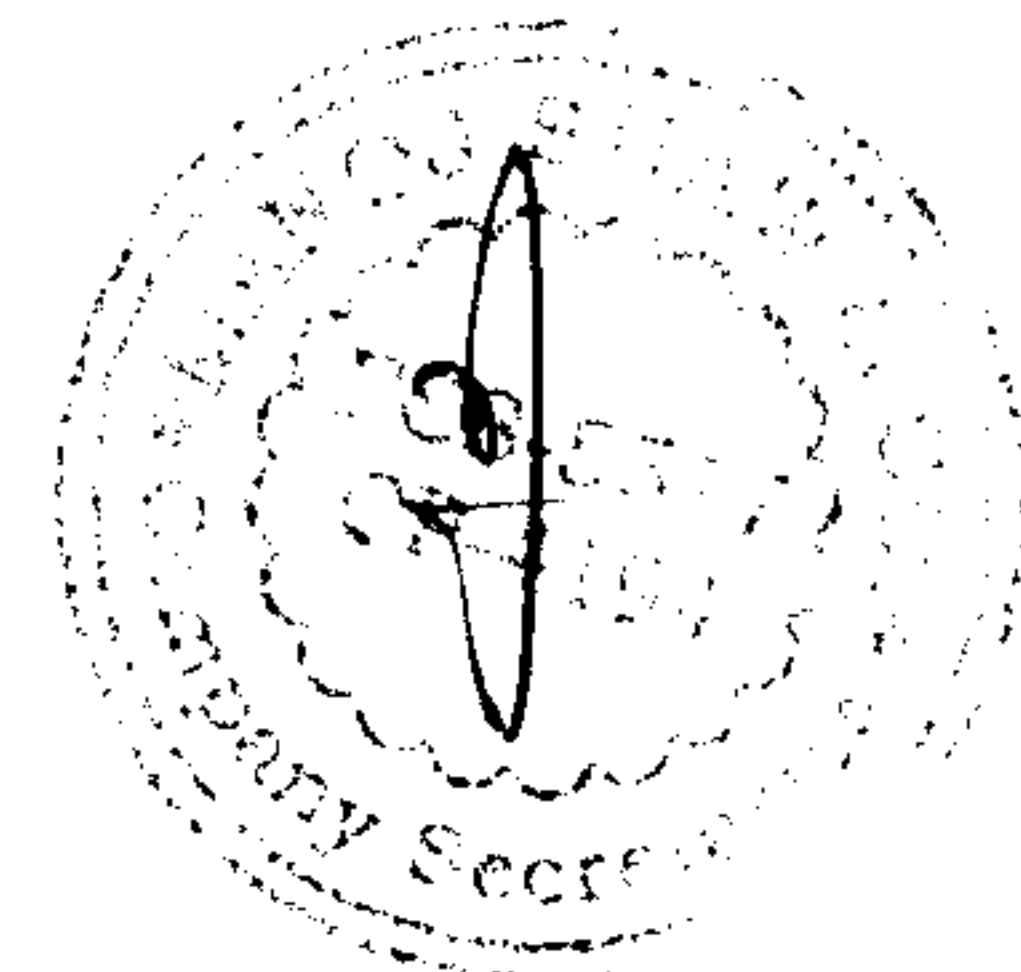
To,
The Chairman
RTS Power Corporation Limited
56, Netaji Subhas Road
2nd Floor
Kolkata- 700001

**Polling Result: 67TH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS
OF RTS POWER CORPORATION LIMITED HELD ON 29TH SEPTEMBER 2015 AT 10:00
AM**

Dear Sir,

I Manoj Prasad Shaw, FCS, holding Membership Number FCS 5517 and Certificate of Practice Number-4194 Proprietor of Manoj Shaw & Co, Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 67th Annual General Meeting of the Equity Shareholders of **RTS POWER CORPORATION LIMITED**, held on 29th September, 2015 at Hotel Lindsay, 8B Lindsay Street, Kolkata –700087 submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



Resolution 1: 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 and the Report of the Auditors thereon for the Financial Year ended March 31, 2015 (Ordinary Resolution).

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
3	6	100

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0

Resolution 2: Appointment of Sri Ram Lal Saini (DIN :03534117) as a Director of the Company who retires by rotation (Ordinary Resolution).

(I) VOTED IN FAVOUR THE RESOLUTION:

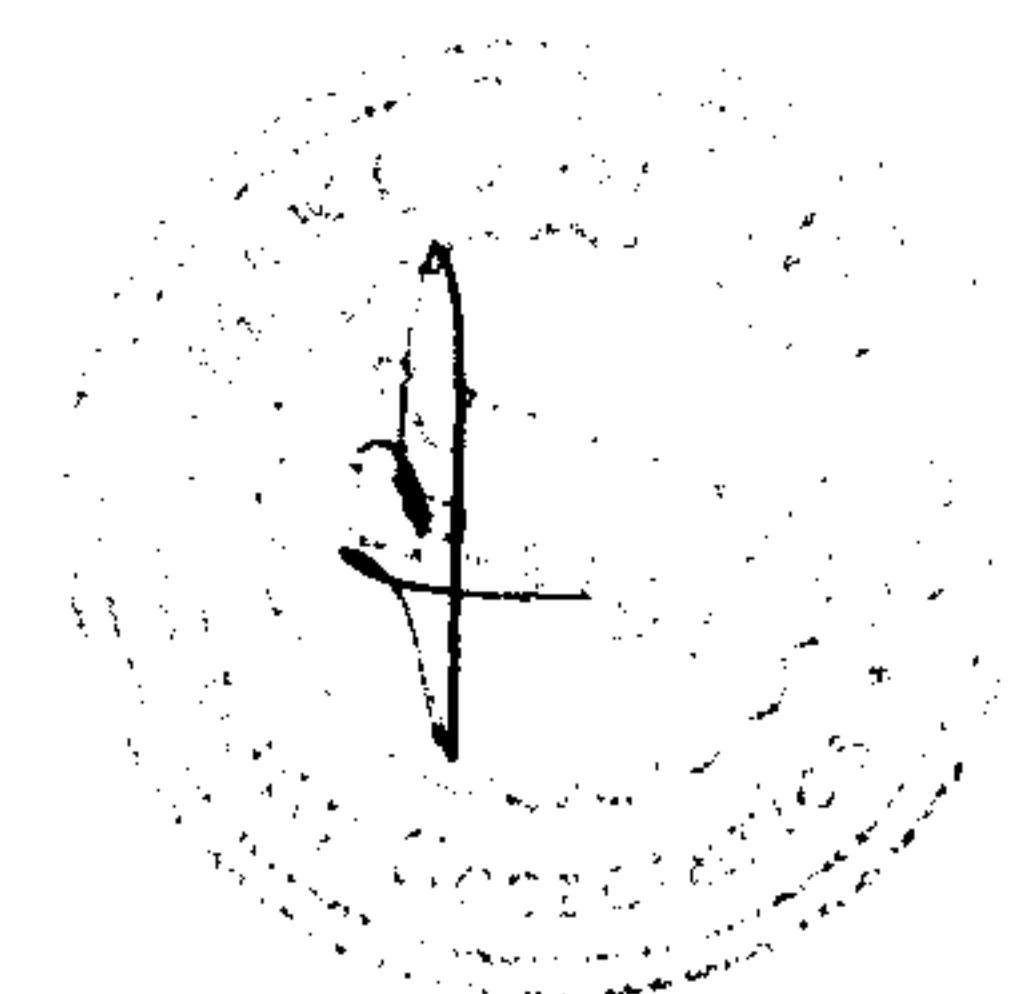
No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
3	6	100

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0



Resolution 3: Ratification of re-appointment of M/s. A.C. Bhuteria and Co. as statutory Auditors and fixation of their remuneration.

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
3	6	100

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0

Resolution 4: Re-appointment of Sri Abhay Bhutoria (DIN: 00013712) as the Managing Director of the Company (Special Resolution).

(I) VOTED IN FAVOUR THE RESOLUTION:

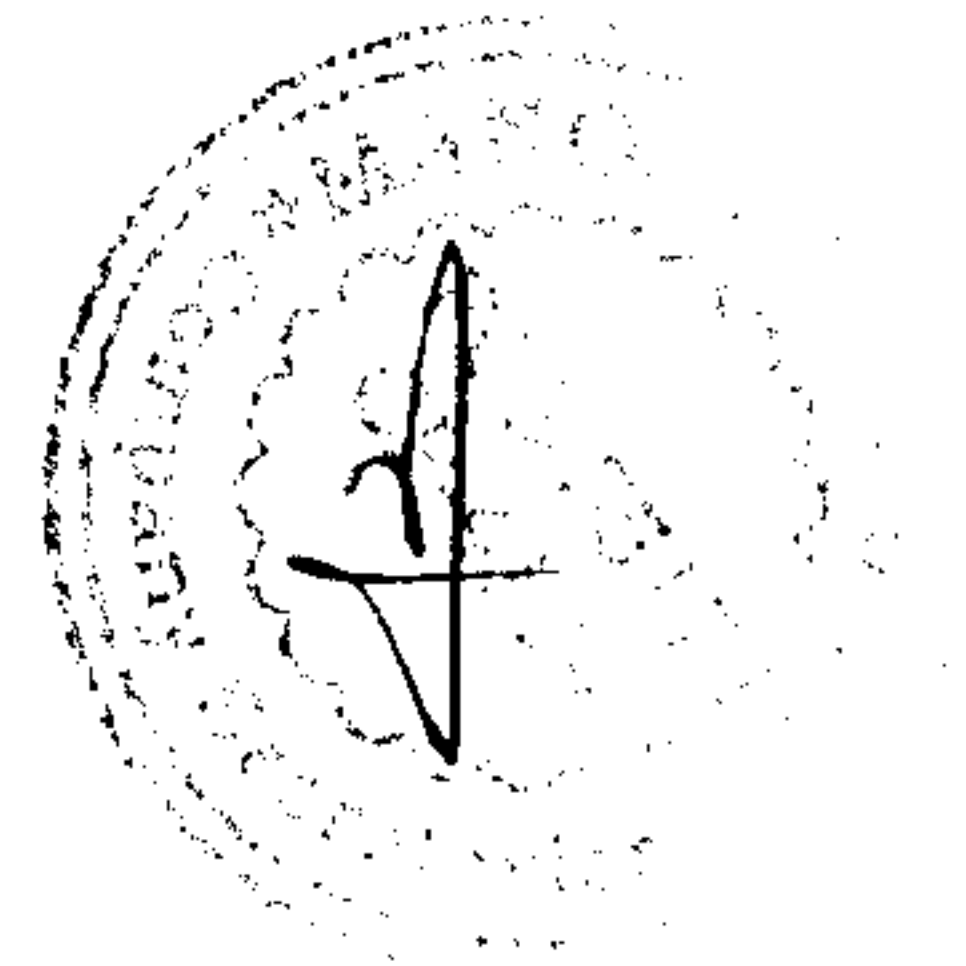
No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
3	6	100

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0



Resolution 5: Ratification of re-appointment of M/s. Jain Shrimal and Co. as Branch Auditors of the Company and fixation of their remuneration (Ordinary Resolution).

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
3	6	100

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0

Resolution 6: Ratification of remuneration payable to M/s K G Goyal and Associates as Cost Auditors of the Company for the Financial Year ending March 31, 2016 (Ordinary Resolution).

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
3	6	100

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0



The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you,


Place : Kolkata

Dated : 29th September, 2015

RTS POWER CORPORATION LTD

[Handwritten Signature]

Chairman

Manoj Prasad Shaw


(MANOJ PRASAD SHAW)

MANOJ SHAW & CO.

COMPANY SECRETARIES

FCS NO. 5517,

C.P. No. 4194



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:shawmanoj2003@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING & POLL OF
RTS POWER CORPORATION LIMITED

[Pursuant to section 108 & 109 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2015]

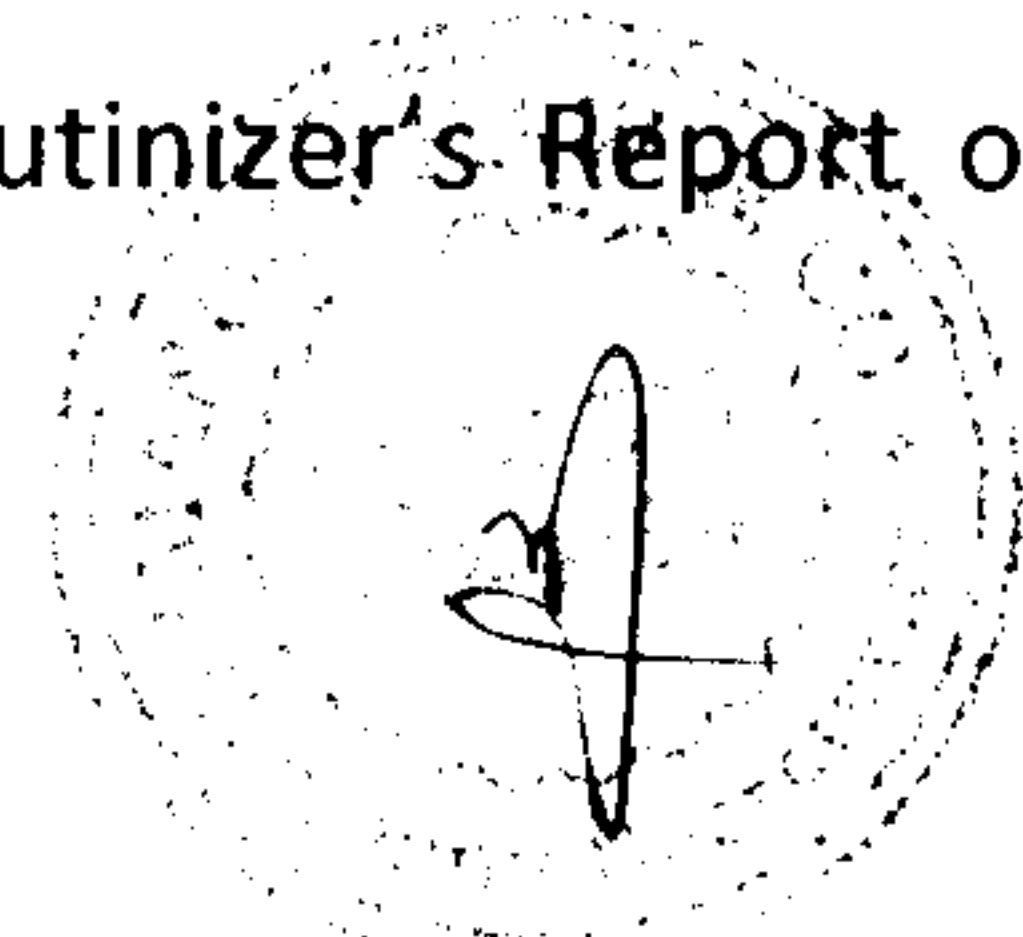
To,
The Chairman
RTS Power Corporation Limited
56, Netaji Subhas Road
2nd Floor
Kolkata- 700001

Subject : Passing of Resolution through Remote E voting and poll conducted at the 67th AGM of RTS POWER CORPORATION LIMITED held on Tuesday, the 29th day of September, 2015

Dear Sir,

I, Manoj Prasad Shaw, Company Secretary in Practice, have been appointed as Scrutinizer, by RTS Power Corporation Limited ("the Company") for the purpose of Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules") and Poll through ballot papers under the provisions of Section 109 of the Act, read with Rule 21 of the Rules, on the resolutions contained in the notice of the AGM of the Equity Shareholders of the Company held on September 29, 2015 at Hotel Lindsay, 8B Lindsay Street, Kolkata -700087.

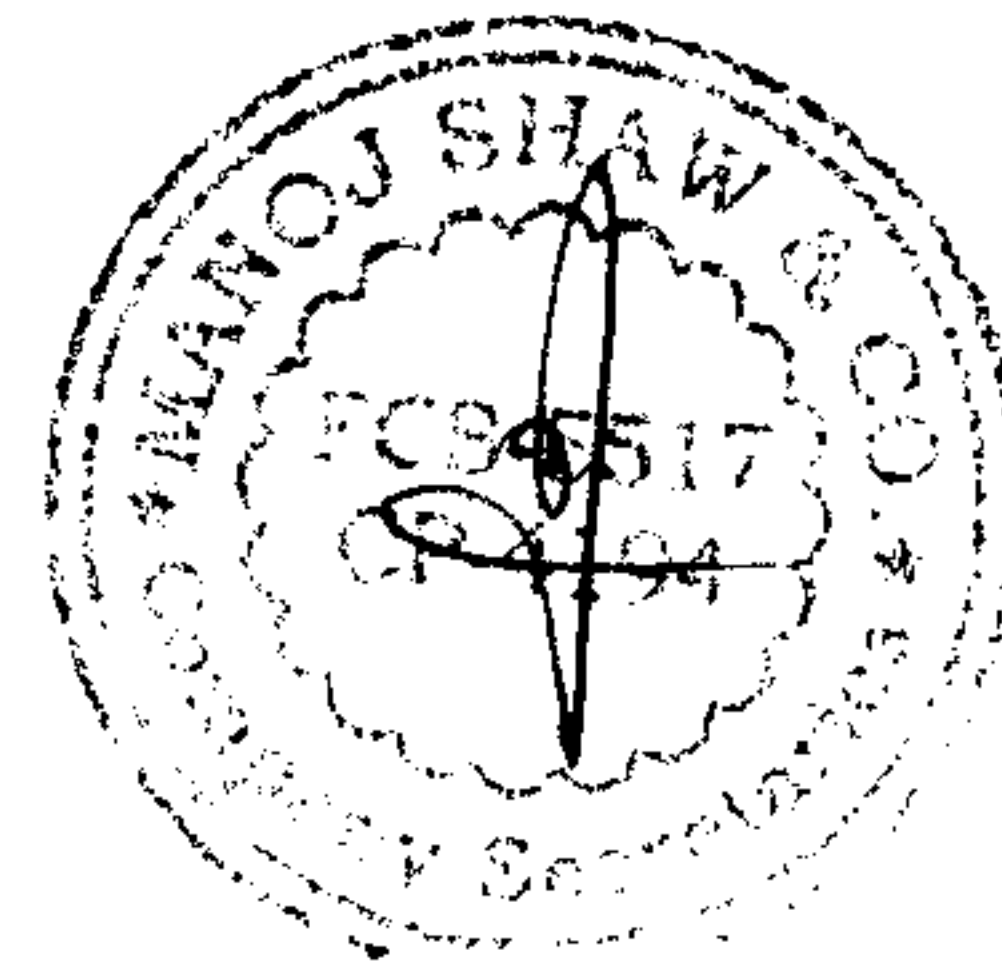
It is understood that the management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting on the resolutions contained in the Notice of meeting. My responsibilities as scrutinizer was restricted to make Scrutinizer's Report of the



otes cast "in favour" or "against" the resolutions stated, based on the reports generated from the Remote e-voting system provided by the Central Depository Services Limited (CDSL), the authorized agency to provide Remote e-voting facilities, engaged by the Company from, 26th September, 2015 (9.00 a.m. IST) and ends on, 28th September, 2015 (5.00 p.m. IST) and physical voting through poll as conducted during the meeting.

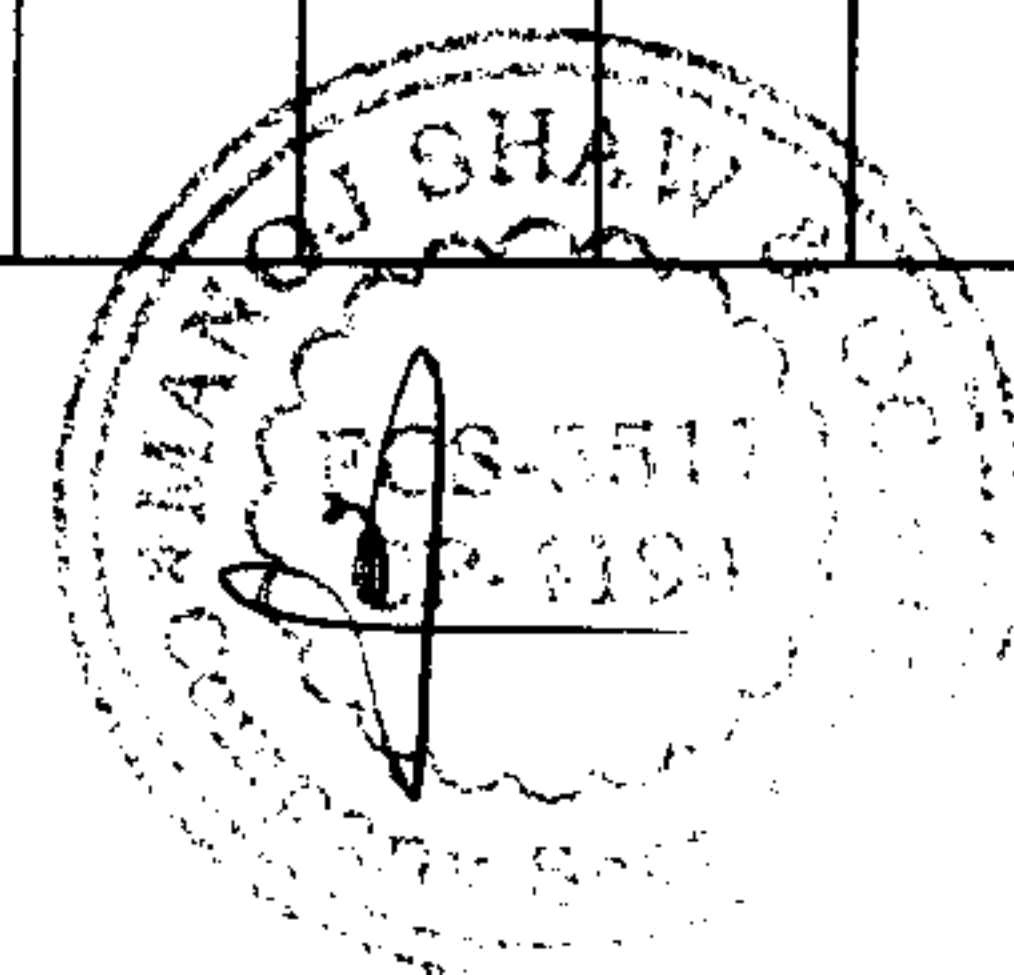
At the meeting, voting through poll process was facilitated to the attending members and proxies who could not participate in the Remote e-voting. Separate Scrutinizers' Report dated 29th September, 2015 has been generated in relation to voting conducted through the concerned poll process.

This report combines result of voting conducted through electronic means and result of voting conducted through physical means through poll. The summary of the combined result is provided hereinafter, for reference.



SUMMARY OF REMOTE E-VOTING AND POLL RESULT

Resolution No.	Subject Matter of the Resolution	Total No. of Valid Votes through Remote E-Voting	Total No. of Valid Votes through Poll	Total Valid Votes	Assent/ in Favour of						Dissent/ Against					
					No. of Votes through Remote E-Voting	% of votes in favour of votes through Remote e-voting	No. of Votes through Poll	% of votes in favour of votes through Poll	Total		No. of Votes through Remote E-Voting	% of votes against of votes through Remote e-voting	No. of Votes through Poll	% of votes against of votes through Poll	Total	
									No. of Votes	%					No. of Votes	%
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 and the Report of the Auditors thereon for the Financial Year ended March 31, 2015	6636006	6	6636012	6636006	100	6	100	6636012	100	0	0	0	0	0	0
2	ORDINARY RESOLUTION: Appointment of Sri Ram Lal Saini (DIN :03534117) as a Director of the Company who retires by rotation	6636006	6	6636012	6636006	100	6	100	6636012	100	0	0	0	0	0	0
3	ORDINARY RESOLUTION: Ratification of re-appointment of M/s. A.C. Bhuteria and Co. as statutory Auditors and fixation of their remuneration.	6636006	6	6636012	6636006	100	6	100	6636012	100	0	0	0	0	0	0
4	SPECIAL RESOLUTION: Re-appointment of Sri Abhay Bhutoria (DIN: 00013712) as the Managing Director of the Company	6445953	6	6445959	6445953	100	6	100	6445959	100	0	0	0	0	0	0
5	ORDINARY RESOLUTION: Ratification of re-appointment of M/s. Jain Shrimal and Co. as Branch Auditors of the Company and fixation of their remuneration	6636006	6	6636012	6636006	100	6	100	6636012	100	0	0	0	0	0	0
6	Ordinary Resolution: Ratification of remuneration payable to M/s K G Goyal and Associates as Cost Auditors of the Company for the Financial Year ending March 31, 2016	6636006	6	6636012	6636006	100.00	6	100	6636012	100	0	0	0	0	0	0



The electronic data and all other relevant records relating to the Remote e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Place: Kolkata

Date: 29th September, 2015

Yours faithfully

For M/s MANOJ SHAW & CO

Manoj Prasad Shaw

CS MANOJ PRASAD SHAW



RTS POWER CORPORATION LTD

[Signature]

Chairman

SCRUTINIZER

MEMBERSHIP NO.: 5517,

C. P.: No. 4194