

**RTS POWER CORPORATION LIMITED**

Registered Office : 56 Netaji Subhas Road, 2nd Floor, Kolkata - 700001  
Phone : (033) 2242-6025, 98310 39925, Fax : (033) 2242-6732  
E-mail ID : headoffice@rtspower.com, Website : www.rtspower.com  
CIN : L17232WB1947PLC016105

**(ANNEXURE TO THE NOTICE FOR THE 70TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON FRIDAY, SEPTEMBER 28, 2018)**

**Serial No.** :  
**Name & Registered Address of Sole/First named Member** :  
**Joint Holders Name (If any)** :  
**Folio No. / DP ID & Client ID** :  
**No. of Equity Shares Held** :

Dear Shareholder,

**Subject: Process and manner for availing of E-voting facility**

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote E-voting facility to the Members to cast their votes electronically on all Resolutions proposed to be considered at the Annual General Meeting (AGM) to be held at Bharatiya Bhasha Parishad ,36A, Shakespeare Sarani, Kolkata -700017 on Friday, September 28, 2018 at 10.00 A.M and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

<b>EVSN</b> (Electronic Voting Sequence Number)	<b>User ID</b>	<b>PAN / Sequence No.</b>
<b>180811006</b>		

The E-voting facility will be available during the following voting period:

<b>Remote e-Voting Starts On</b>	<b>Remote e-Voting Ends On</b>
Tuesday, September 25, 2018 from 9:00 A.M. (IST)	Thursday, September 27, 2018 till 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of AGM before exercising your vote.

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

**Rajendra Bhutoria**  
Whole-time Director  
DIN : 00013637

Place : Kolkata  
Date : August 29, 2018

Encl: AGM Notice / Route Map / Attendance Slip / Proxy Form

## RTS POWER CORPORATION LIMITED

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### NOTICE

**NOTICE** is hereby given that the Seventieth Annual General Meeting of Shareholders of the Company will be held at Bharatiya Bhasha Parishad , 36A, Shakespeare Sarani, Kolkata-700017 on Friday, September 28, 2018 at 10.00 A.M. to transact the following business:-

#### ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statements of the Company for the Financial Year ended March 31, 2018, the Reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Sri Ram Lal Saini (DIN 03534117), who retires by rotation at this Annual General Meeting, and being eligible, has offered himself for re-appointment.

#### SPECIAL BUSINESS

3. To re-appoint Sri Abhay Bhutoria (DIN 00013712) as Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Company be and is hereby accorded to the re- appointment of Sri Abhay Bhutoria (DIN00013712) as Managing Director of the Company for a further period of 5(five) years with effect from December1,2018 on such remuneration, including the minimum remuneration to be paid in the event of loss or inadequacy of profit in any Financial Year and upon such terms and conditions as set out in the Statement annexed to the Notice convening this Meeting , with power to the Board of Directors of the Company (the Board ) to alter and vary the terms and conditions, including remuneration of the said re-appointment , if necessary , in such manner as it may deem fit and as may be agreed to by and between the Board and Sri Abhay Bhutoria, subject to the same not exceeding the limits specified under Schedule V to the Companies Act,2013 or any statutory modification(s) or re-enactment(s) thereof."

**" RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

4. To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2019 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the remuneration of Rs. 40,000/- (Rupees Forty thousand only) plus applicable GST, if any, agreed to be paid to M/s K.G.Goyal & Associates, Cost Accountants, the Cost Auditors (Registration No FRN 000024)

appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2019 on the recommendation of the Audit Committee, be and is hereby ratified .”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

5. To authorise the Board of Directors of the Company to enter into contracts or arrangements with related parties for the purpose of the business of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 188 and any other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and the Board of Directors vide Resolutions passed in their respective Meetings held on February 13, 2018 and March 31, 2018 in this regard, the consent of the Company be and is hereby accorded for entering into contracts or arrangements with the related parties as defined under the abovesaid Act, the Rules and the Listing Regulations as per details and on terms and conditions as set out under Item No 5 of the Statement under Section 102 of the abovesaid Act annexed to the Notice convening this Meeting.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid Resolution.”

Registered Office :  
56, Netaji Subhas Road, 2nd Floor  
Kolkata - 700 001  
Dated : August 29, 2018

By Order of the Board  
**For RTS Power Corporation Limited**  
**Rajendra Bhutoria**  
*Whole-time Director*  
DIN : 00013637

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**Notes :**

1. **A Member of the Company entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote on a Poll instead of himself/herself and a Proxy need not be a Member of the Company. Proxies, in order to be effective, must be received by the Company at its Registered Office not less than 48 hours before the Meeting.**

**A person can act as a Proxy on behalf of Members not exceeding fifty and holding in aggregate Shares not more than 10 percent of the total Share Capital of the Company carrying voting rights. A Member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or Shareholder.**

2. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 22, 2018 to Friday, September 28, 2018, both days inclusive.
3. The relevant Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the Item Nos 3 to 5 of Special Business is annexed hereto.

4. Sri Sandip Gupta, Company Secretary, is the Compliance Officer in terms of Regulation 6 of the Listing Regulations. Members may communicate with the Compliance Officer in relation to any query pertaining to their shareholdings.
5. The Notice of the Meeting will also be available on the Company's Website [www.rtspower.com](http://www.rtspower.com) and the Website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com).
6. **The voting rights of Members shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on Friday, September 21, 2018 ("Cut - Off Date"). A person who is not a Member as on Cut-Off Date should treat this Notice for information purpose only.**
7. As per the provisions of the Act, the facility for making /varying/ cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in Form SH 13 (in new format) and any variation/ cancellation thereof can be made by giving notice in Form SH 14 (in new format) prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrars and Share Transfer Agents or from the Website of the Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in). The necessary Forms in this regard will have to be deposited with the Company's Registrar & Share Transfer Agent - M/s. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata-700001 (RTA) in case the Shares are held in physical form and with the respective Depositories in case the Shares are held in dematerialized form.
8. **Members are requested to produce the accompanying Attendance Slip at the entrance of the Meeting Hall and bring their copies of the Annual Report to the Meeting as extra copies will not be available at the venue. Members who hold shares in Dematerialized form are requested to indicate without fail their DP ID and Client ID Numbers on the Attendance Slip.**
9. Members desirous of receiving Notices and/or documents from the Company through the **electronic** mode are urged to update their email addresses with their **Depository Participants**, where Shares are held in electronic form or with **RTA** where Shares are held in physical form.  
  
Email addresses of Members as advised to **RTA** where Shares are held in physical mode or **registered with Depositories** where Shares are held in the electronic mode will be deemed to be the Member's registered Email Address for serving Company documents/notices as per the provisions of the Act and the instructions of the Ministry of Corporate Affairs. Members intending to refresh/update their email addresses should do so as soon as possible.
10. **Members intending to require information/clarifications/explanations on any matter regarding Accounts at the Meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting so as to enable the Company to keep the information/clarifications /explanations ready.**
11. **Members holding Shares in physical form are requested to notify change of their addresses, if any, along with address proof i.e. copies of their Voter Identity Card/ Aadhar Card /Electric/ Telephone Bill/ Driving License or a copy of their Passport or Bank Statement to the RTA and, in case the shares are held in dematerialized form, then this information should be passed on to the respective Depository Participants and not to the Share Department of the Company / RTA.**
12. In case the mailing address mentioned on the envelope of this Annual Report sent over Post is either without Pin Code or with incorrect Pin Code, Members are urged to advise the correct Pin Code to the **RTA** or the respective **Depository Participant**, as the case may be, immediately, for speedier delivery in future.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with

whom they are maintaining their Demat Accounts. Members holding Shares in physical form must submit their PAN details to **RTA**.

14. Details in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the Notice pursuant to the Listing Regulations. The Directors have furnished the requisite declarations/consents for their appointment/re-appointment.
15. Electronic copy of the Annual Report for Financial Year 2017-2018 is being sent by electronic mode to all the Members whose email IDs are registered with the **RTA/Depository Participant(s)** for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report for Financial Year 2017- 2018 is being sent in the permitted mode.
16. Electronic copy of the Notice of the 70th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the **RTA/Depository Participant(s)** for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 70th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
17. Members may also note that the Notice of the 70th Annual General Meeting and the Annual Report for Financial Year 2017-18 will also be available on the Company's Website [www.rtpower.com](http://www.rtpower.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. Even after registering for e-communication Members are entitled to receive the Annual Report and Notice along with the abovesaid enclosures in the physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's Investor email id: [headoffice@rtpower.com](mailto:headoffice@rtpower.com).
18. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), (including any statutory modification(s)/ re-enactment(s)/amendment(s) thereof, for the time being in force), the dividend which remains unclaimed/unpaid for a period of seven (7) years from the date of transfer to the unpaid dividend account of the Company, is required to be transferred to the Investor Education and Protection Fund Authority ('IEPF') established by the Central Government.

Further, according to the IEPF Rules, the shares in respect of which dividend has not been paid/ claimed by the Shareholders for seven (7) consecutive years or more, shall also be transferred to demat account created by the IEPF Authority.

Members who have not encashed their Dividend Warrants in respect of the Company's Final Dividend 2009-2010 and Final Dividend 2010-2011 were requested to send their claims to the Company immediately along with unencashed Dividend Warrants lying with them. It was also pointed out that once the Unclaimed Dividend is transferred to the IEPF as above, claim thereof should be made to IEPF Authorities. Subsequent reminders were issued to the concerned Shareholders in this respect.

After considering the applications received from the concerned shareholders who had applied for encashment of their Dividend, the Company has transferred the Shares and Dividend of the concerned Shareholders who have not encashed their Dividend Warrants for a period of 7 (seven) years in respect of the Company's Final Dividend 2008-2009 vide Form No IEPF 4 SRN G71579890 dated December 27, 2017 and for Unpaid Dividend 2009-2010 and vide Form No IEPF4 SRN G78608700 dated March 7th, 2018.

It may please be noted that no claim shall lie against the Company in respect of share(s) transferred to IEPF pursuant to the said Rules.

The voting rights in respect of the above Equity Shares are frozen until the rightful owner claims the Equity Shares.

All corporate benefits on such Shares in the nature of Bonus Shares, split shares, Rights etc., shall be credited to 'Unclaimed Suspense Account', as applicable for a period of 7 years and thereafter be transferred in line with the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with Section 124(5) and Section 124(6) of the Companies Act, 2013

However, the Shareholders are entitled to claim their shares including all the corporate benefits accruing on such shares, if any, from the IEPF Authority by submitting an online application in Form IEPF-5 and sending a physical copy of the Form IEPF-5 duly signed by all the joint shareholders, if any, as per the specimen signature recorded with the Company along with requisite documents enumerated in the Form IEPF-5 to the Company's RTA. The Rules and Form IEPF-5, as prescribed, for claiming back the shares, are available on the website of the IEPF, i.e., on [www.iepf.gov.in](http://www.iepf.gov.in).

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 11, 2017 (the date of the last Annual General Meeting) on the Website of the Company [www.rtspower.com](http://www.rtspower.com) and also on the Website of IEPF i.e. [www.iepf.gov.in](http://www.iepf.gov.in) vide Form No IEPF 2 filed vide SRN G59001263 on October 28, 2017.

Pursuant to Rule 5(4) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 all Unpaid or Unclaimed Dividends upto and including the Company's Final Dividend 2009-2010 have been transferred to the "Investor Education and Protection Fund" vide Form No IEPF 1 filed through SRN G69803468 on December 13, 2017.

Members who have not claimed the dividends declared for the Financial Year ended March 31, 2011 were notified to lodge their claim on or before September 30, 2018, with the Company's Registrar and Transfer Agents at the address mentioned in the Annual Report. The Company has already sent reminders to all such Members at their registered address in this regard.

The last date for claiming the following Dividend are as follows:

<b>Dividend for the Financial Year ended</b>	<b>Date of declaration of Dividend</b>	<b>Last date for claiming Unpaid Dividend to the Company (One month before the respective last dates of transferring the same to IEPF)</b>
2010-2011 (Final Dividend)	30.09.2011	30.09.2018

#### 19. Voting through Electronic Means

A. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members the facility to exercise their right to vote on all Resolutions proposed to be considered at the forthcoming Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting of votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

B. The facility for voting, either through electronic voting system or ballot or polling paper shall

also be made available at the AGM and the Members attending the Meeting who have not already cast their vote by using the said "remote e-voting" shall be able to exercise their voting rights at the Meeting.

- C. The Members who have already cast their vote by remote e-voting prior to the Meeting may also attend the Meeting, but shall not be entitled to cast their vote again in the Meeting.
- D. The process and manner of remote e-Voting will be as follows:
- (i) **The remote e-voting period begins on Tuesday, September 25, 2018 (9.00A.M) and ends on Thursday, September 27, 2018 (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 i.e. Friday, September 21, 2018** may cast their vote electronically. The remote e-voting shall not be allowed beyond the said date and time. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the Shareholders, the Shareholders shall not be allowed to change it subsequently or cast their vote again.
  - (ii) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> <li>• 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 ).</li> </ul>
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- (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 if 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,NR!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](mailto: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

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](http://www.evotingindia.com) under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.

- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. i-phone and Windows phone users can download the app from the App Store and the Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
20. 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 Thursday, September 27, 2018 upto 5 P.M. without which the vote shall not be treated as valid.
  21. **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, September 21, 2018. A person who is not a Member as on Cut-off Date should treat this Notice for information purpose only.**
  22. The Notice will be sent to the Members, whose names appear in the Company's Register of Members/Beneficial Owners Position List provided by the Depositories as at closing hours of business, on Friday, August 17, 2018.
  23. Investors who became Members of the Company subsequent to the dispatch of the Notice/E-mail and hold the Shares on the Cut-off Date i.e. Friday, September 21, 2018 are requested to send the written/email communication to the Company at headoffice@rtspower.com by mentioning their Folio No./DP ID and Client ID to obtain the Login-ID and Password for e-voting.
  24. The Shareholders shall have one vote per Equity Share held by them as on the cut-off date of Friday, September 21, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
  25. The Notice of AGM shall be placed on the Company's Website [www.rtspower.com](http://www.rtspower.com) and on the Website of CDSL [www.evotingindia.com](http://www.evotingindia.com) after it is sent to Members
  26. Any query relating to the e-Voting and Resolutions proposed to be passed at the ensuing Annual General Meeting (AGM) may be addressed to Sri Pinakpani Bhattacharjee of the Secretarial Department of the Company at the e-mail address of the Company at

headoffice@rtspower.com or to Telephone No (033) 2242-6025.

27. The Company has appointed Sri Manoj Prasad Shaw FCS (ICSI CP Registration No. 4194), Practicing Company Secretary, as a Scrutinizer for conducting the entire voting process either through electronic voting system or ballot or polling paper ,in a fair and transparent manner.
28. The Chairman shall at the end of discussion on all the Resolutions on which voting is to be held, allow voting at the Annual General Meeting, with the assistance of the Scrutinizer, by use of ballot or polling paper or by using an electronic voting system for all those Members who are present at the Meeting, but have not cast their vote by availing the remote E-voting facility.
29. The Scrutinizer shall, immediately after conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two days of conclusion of the Meeting ,a consolidated Scrutinizers' Report of the total votes cast in favour or against on each Resolution, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
30. The Results shall be declared forthwith upon receipt of the Scrutinizers' Report. The Results declared along with the Scrutinizers' Report shall be placed on the Company's Website [www.rtspower.com](http://www.rtspower.com) and on the Website of CDSL immediately after their declaration by the Chairman and communicated to the Stock Exchange where the Shares of the Company are listed i.e. BSE Limited.
31. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Annual General Meeting i.e. September 28, 2018.
32. Pursuant to SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, Shareholders whose ledger folios do not have/have incomplete details with respect to PAN and Bank Account particulars are mandatorily required to furnish these details to the Issuer Company/RTA for registration in the folio. As per our records, all such folio needs to be updated with the PAN / complete Bank Account details so that the investments held by shareholders are in compliance with the aforementioned Circular. All such Shareholders have been sent intimation for submission of form with requisite documents in support of it within the scheduled time.
33. Further as per amended Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended vide SEBI Notification No. SEBI/LAD- NRO/ GN/2018/24 dated June 8, 2018, to be effective from December 5, 2018 securities of the listed companies can be transferred (except in case of transmission or transposition) only in the dematerialized form.All Shareholders holding shares in physical form have been sent intimation for making necessary arrangement for dematerialization of the Shares on urgent basis.

**BRIEF PROFILE OF DIRECTOR PROPOSED TO BE RE-APPOINTED AT THE ANNUAL GENERAL MEETING AS REQUIRED TO BE DISCLOSED UNDER REGULATIONS 36(3) & 26 OF LISTING REGULATIONS AND CLAUSE 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS SS-2 :**

<b>Name of the Director</b>	Sri Ram Lal Saini
<b>Age</b>	63 years
<b>Date of First Appointment</b>	14 <sup>th</sup> May,2011
<b>Qualifications</b>	M.Com, FCA
<b>Professional Membership</b>	Fellow Member of the Institute of Chartered Accountants of India
<b>Nature of his expertise in specific functional area</b>	About 39 years' experience in Accounting, Auditing ,Budgeting, Banking operations, Project and Working Capital Financing and Management for Hotels as well as Manufacturing Industries Have been rendering Consultancy Services to the Company on Accounting and Auditing matters for last 31 years
<b>Experience</b>	39 years
<b>Number of Board Meetings attended by him during the calendar year 2017</b>	13
<b>Names of other listed entities in which he holds Directorships of the Board</b>	NIL
<b>Name of the other unlisted entities in which he holds Directorship of Boards</b>	NIL
<b>Name of the Chairmanship/Membership of Committee in the Company</b>	NIL
<b>Names of the other listed entities in which he holds Chairmanship/ Membership of Committee of Boards</b>	NIL
<b>Names of the other unlisted entities in which he holds Chairmanship/ Membership of Committee of Boards</b>	NIL
<b>No of Shares held in the Company</b>	160

**Note:** Disclosure of relationship between Directors inter-se and relationship with Key Managerial Personnel of the Company as required under Sub-regulation 3 of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 and Clause 1.2.5 of Secretarial Standard on General Meetings SS-2: None

**BRIEF PROFILE OF DIRECTOR PROPOSED TO BE RE-APPOINTED AS THE MANAGING DIRECTOR AT THE ANNUAL GENERAL MEETING AS REQUIRED TO BE DISCLOSED UNDER REGULATIONS 36(3) & 26 OF LISTING REGULATIONS AND CLAUSE 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS SS-2:**

<b>Name of the Director</b>	Sri Abhay Bhutoria
<b>Age</b>	55 years
<b>Date of First Appointment</b>	17.10.1995
<b>Qualifications</b>	B.Com.
<b>Professional Membership</b>	NIL

<b>Nature of expertise in specific functional area</b>	He joined the Company as a Managing Director in 1995 and since then he has been holding the position very successfully. There has been tremendous growth in the operations of the Company during his tenure due to his competence, experience and leadership
<b>Experience</b>	23 years as Director of the Company
<b>Number of Board Meetings attended by him during the calendar year 2017</b>	14
<b>Names of other listed entities in which he holds Directorships of the Board</b>	NIL
<b>Name of the other unlisted entities in which he holds Directorship of Boards</b>	BHUTORIA TRANSFORMERS & RECTIFIERS PRIVATE LIMITED LADNUN AGRICULTURAL FARMS PRIVATE LIMITED KALINGA PERTROCHEMICALS LLP (PARTNER)
<b>Name of the Chairmanship/ Membership of Committee of the Company</b>	NIL
<b>Names of the other listed entities in which he holds Chairmanship/ Membership of Committee of Boards</b>	NIL
<b>Names of the other unlisted entities in which he holds Chairmanship/ Membership of Committee of Boards</b>	NIL
<b>No of Shares held in the Company</b>	53,800(Self) and 1,00,695(HUF)

Note: Disclosure of relationship between Directors inter-se and relationship with Key Managerial Personnel of the Company as required under Sub-regulation 3 of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meetings SS-2 :

----- Sri Abhay Bhutoria, Managing Director of the Company and Sri Rajendra Bhutoria, Vice Chairman and Whole-time Director are cousins. Smt Rachna Bhutoria, Director of the Company is the wife of Late Surendra Bhutoria, brother of Sri Abhay Bhutoria and cousin of Sri Rajendra Bhutoria.

**Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Items of Special Business set out in the Notice convening the Seventieth Annual General Meeting**

**Item No 3**

The Board of Directors of the Company ('the Board') at its Meeting held on August 14, 2018 has, subject to the approval of the Members, re-appointed Sri Abhay Bhutoria as Managing Director of the Company, for a further period of 5(five) years from December 1, 2018, on expiry of his present term on November 30, 2018, at the remuneration recommended by the Nomination and Remuneration Committee of the Board of Directors (the 'N R Committee') at its Meeting held on August 13, 2018 and approved by the Board.

Sri Abhay Bhutoria has been so re-appointed to manage and control the operations of the Company in Northern and Western India under the superintendence, control and direction of the Board on account of his very rich experience in the same position for last 23 years in the Company.

The terms and conditions of the re-appointment of Sri Abhay Bhutoria as the Company's Managing Director and remuneration payable to him are embodied in the Agreement ('the Agreement') entered into between the Company and Sri Bhutoria, the broad particulars of which may be summarized as follows :

- [1] Sri Abhay Bhutoria shall be the Managing Director of the Company for a period of 5(five) years with effect from December 1,2018.
- [2] Sri Bhutoria shall subject to the superintendence, control and direction of the Board have substantial powers of management and shall perform the duties and exercise the powers referable or in relation thereto and shall also perform such other duties and exercise such further powers as may from time to time be entrusted to or conferred upon him by the Board either alone or jointly with any other person or persons as the Board shall determine and shall devote the whole of his time and attention to the business and affairs of the Company and shall at all times obey and comply with the lawful orders from time to time of the Board and in all regards conform to and comply with the directions and regulations given and made by the Board in relation to the business or trade of the Company and to the best of his skill and ability serve and promote the interests of the Company .
- [3] In consideration of his services Sri Bhutoria shall be entitled to the following by way of remuneration:
- A. 1. **Salary** : Presently at the rate of Rs 2,25,000/- (Rupees two lac twenty five thousand only) per month enhanced to the scale of Rs 3,25,000/- to Rs 7,00,000/- per month during the tenure of the Agreement, with such revision as the NR Committee and the Board may approve from time to time in future.
2. **Provident Fund**: The Company's contribution towards Provident Fund at the rate applicable for statutory Provident Fund
- B. **Commission** : As approved by the Board based on the Net Profits of the Company of the relevant year computed in the manner laid down in Section 198 of the Companies Act,2013 ('the Act'), subject to a maximum of 50% of his annual Basic Salary. Payment of such Commission will be at the sole discretion of the Board and cannot be claimed by the Appointee as his right to receive the same per year.
- C. **Perquisites**
1. **Housing**: The Company shall provide furnished accommodation for his residential purpose for which 10% of his Basic Salary will be deducted by the Company. The Company shall also provide Electricity and Water free of cost at his residence and will reimburse the property tax. The valuation of such Perquisites will be made as per the Income Tax Rules,1962
2. **Car**: The Company will provide car with driver for his official and limited private use, perquisite value of which will be made as per Income Tax Rules.
3. **Telephone**: Reimbursement of telephone and mobile bills used for official and personal purpose.
4. **Medical Expenses**: Reimbursement of Medical Expenses for self and his family including hospitalization in India and abroad.
5. **Medical Insurance Premium**: Reimbursement of Medical Insurance Premium for self and spouse upto an amount of Rs 1,00,000/- per year.
6. **Club Membership**: Reimbursement of Fees (both admission as well as annual and monthly subscription) paid for Membership of two Clubs.
7. **Leave Travel Allowance**: Leave Travel Allowance /Concession for self and family once in a year as per actual amount.
8. **Life Insurance Premium**: Reimbursement of Life Insurance Premium upto an amount of Rs 1,00,000/- per year.
- [4] In the event of absence or inadequacy of profits of the Company in any Financial Year during the term of Sri Bhutoria's re-appointment hereunder, he shall, for that year, receive the same remuneration

as in Clause 3 hereinabove within the ceiling limits laid down in Section II of Part II of Schedule V to the Act.

- [5] Sri Bhutoria shall not so long as he functions as the Managing Director of the Company, be entitled to receive any fee(s) for attending Meetings of the Board or Committee thereof.
- [6] Sri Bhutoria shall be entitled to reimbursement of other expenses actually and properly incurred by him in connection with the Company's business.

The Agreement, which inter alia provides for earlier termination by either party by giving or paying to the other, three months' notice in writing or three months' salary in lieu of such notice, as the case may be, also sets out the mutual rights and obligations of the parties and other administrative details.

The terms and conditions of his service, including remuneration, may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its sole discretion deem fit without seeking further approval of the Shareholders of the Company within the maximum amount payable to the Managing Director in accordance with the Act and Schedule V thereto and accepted by Sri Bhutoria.

The appointment and terms and conditions of appointment and remuneration, including minimum remuneration payable to Sri Bhutoria as the Company's Managing Director requires the approval of the Members of the Company in General Meeting by passing a Special Resolution in terms of Section II of Part II and Paragraph 1 of Part III of Schedule V to the Act read with Section 196 of the Act, which will be sought for in this Annual General Meeting of the Company.

The appointment of Sri Bhutoria on the terms and remuneration proposed satisfies the conditions laid down in Parts I, II and III of Schedule V to the Act and the requisite Return in Form No MR1 (along with a Certificate under Paragraph 2 of Part III of the said Schedule) under Section 196(4) of the Act will be filed with the Registrar of Companies, West Bengal.

As required under Section II of Part II of Schedule V to the Act, it is confirmed that:

- (i) The Remuneration payable to Sri Bhutoria has been approved by a Resolution passed by the Board at its Meeting held on August 14, 2018 and also by the NR Committee at its Meeting held on August 13, 2018 .
- (ii) The Company has not made any default in repayment of any of its debts (including Public Deposits) or Debentures or interest payable thereon for a continuous period of 30 days in the preceding Financial Year before the date of appointment of Sri Bhutoria.

The following information is also given as required under Section II of Part II of Schedule V to the Act :

**I. General Information:**

- (1) Nature of industry- Manufacture and repair of Transformers, Cables and Conductors
- (2) Date of commencement of commercial production- 12.12.1947
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable
- (4) Financial performance based on given indicators

	2017-2018	2016-2017	% increase in 2017-18 over 2016-17
<b>Total Revenue</b>	21,525.27	12,282.63	75.25
<b>Total Expenditure</b>	20,948.75	12,105.07	73.06
<b>Profit Before Tax</b>	576.52	177.56	224.68
<b>Profit After Tax</b>	418.19	149.42	179.87

- (5) Foreign investments or collaborations, if any- None

## II. Information about the re-appointee:

- (1) Background details – Having rich experience of 23 years working as Managing Director of the Company with successful track record.
- (2) Past remuneration –
  - (i) Salary : Rs 23,00,000/- per annum
  - (ii) Contribution to Provident Fund : Rs 2,76,000/- per annum
  - (iii) Perquisites : Rs 2,30,614/- during the Financial Year 2017-2018
- (3) Recognition or awards- Proposed re-appointment is in recognition of his effective and satisfactory past performance in the Company
- (4) Job profile and his suitability – To manage and control the operations of the Company in Northern and Western India under the superintendence, control and direction of the Board. Due to his satisfactory past performance of this job the Board considered him most suitable for the proposed re-appointment
- (5) Remuneration proposed –As given in Clause 3 at the beginning of this Statement above in detail
- (6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) –Comparative remuneration for a corresponding position in a Company of our size and belonging to Transformer Industry with a more or less equivalent profile to that of the proposed re-appointee will be around- Salary Rs 3,00,000 to Rs 6,00,000 per month plus usual Perquisites.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.-The appointee has no pecuniary relationship, directly or indirectly ,either with the Company or with any managerial personnel of the Company other than the remuneration he gets from the Company as Managing Director and his or his relatives' Shareholdings in the Company.

He is the cousin of Sri Rajendra Bhutoria, Vice Chairman and Whole-time Director of the Company and Smt Rachna Bhutoria, Director of the Company is wife of his brother, Late Surendra Bhutoria

## III. Other information:

Reasons of loss or inadequate profits – Profit Before Tax earned by the Company has increased by 224.68 % from 177.56 Lacs in 2016-2017 to Rs 576.52 Lacs in 2017-2018.

Steps taken or proposed to be taken for improvement – Continuous efforts are always made by the Management for further improvement. Effective steps are also being taken to achieve higher export Sales.

Expected increase in productivity and profits in measurable terms:

	Estimated during 2018-2019 Rs in lacs	Actual during 2017-2018 Rs in lacs	% increase in 2018- 2019 over 2017-2018
<b>Total Revenue</b>	23,680.00	21,525.27	10%
<b>Profit Before Tax</b>	635.00	576.52	10%

- IV. **Disclosures:** Necessary disclosures have already been made in the Corporate Governance Report attached with the Report of the Board of Directors for the Financial Year ended on March 31, 2018

The Board considers that having regard to his background and long experience , the appointment and remuneration of Sri Bhutoria as Managing Director of the Company, as proposed ,are justified. The Resolution set out in Item 3 of the convening Notice has to be considered accordingly and the Board recommends the same.

A copy of the Agreement referred to hereinabove will be available for inspection by the Members of the Company at its Registered Office on any working day during usual business hours prior to the date of the Meeting and will also be available at the Meeting.

Sri Abhay Bhutoria may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding and remuneration as a Director. His relatives, to the extent of their Shareholding interest in the Company, may be deemed to be concerned or interested in his re-appointment.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No 3 of the Notice.

The passing of the aforesaid Resolution also does not relate to or affect any other Company.

#### **Item No. 4**

The Board, on the recommendation of the Audit Committee, has approved the appointment of and remuneration payable to M/s K.G.Goyal & Associates, Cost Accountants (Registration No FRN 000024) as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31,2018.

In accordance with the provisions of Section 148 of the Act read with The Companies (Audit and Auditors) Rules, 2014, the Remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Shareholders of the Company.

Accordingly, consent of the Shareholders is sought for by way of passing an Ordinary Resolution as set out at Item No 4 of the Notice for ratification of the remuneration of Rs 40,000/- plus applicable GST, if any, payable to the Cost Auditors for the Financial Year ending March 31,2018, as fixed by the Board, on the recommendation of the Audit Committee.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No 4 of the Notice.

The passing of the aforesaid Resolution also does not relate to or affect any other Company.

The Board commends the Ordinary Resolution set out at Item No 4 of the Notice for approval by the Shareholders.

#### **Item No 5**

The Audit Committee and the Board of Directors of the Company at their respective Meetings held on February 13, 2018 and March 31,2018 have approved the proposals for entering into the following Related Party Transactions:



<b>Bhutoria Transformers &amp; Rectifiers Private Limited (BTR)</b>	<p>Sri Rajendra Bhutoria Whole-time Director</p> <p>Sri Abhay Bhutoria Managing Director</p> <p>Smt Rachna Bhutoria Director</p> <p>Sri Sharad Bhutoria Chief Executive Officer (son of Sri Rajendra Bhutoria )</p> <p>Sri Siddharth Bhutoria (son of Sri Rajendra Bhutoria )</p> <p>Smt Hemlata Bhutoria (wife of Sri Rajendra Bhutoria )</p> <p>Smt Sadhna Bhutoria (wife of Sri Abhay Bhutoria</p>	<p>Member (holding 2.89 % of BTR's Paid up Share Capital)</p> <p>Director &amp; Member (holding 6.56 % of BTR's Paid up Share Capital)</p> <p>Member (holding 6.94 % of BTR's Paid up Share Capital)</p> <p>Director &amp; Member of BTR</p> <p>Member of BTR</p> <p>Member of BTR</p> <p>Whole-time Director &amp; Member of BTR</p>	<p>12 lakhs per year</p> <p>10 lakhs per year</p>	<p>Rent payable to BTR for the premises taken on rent by the Company at Jaipur from BTR</p> <p>Rent receivable from BTR for the premises taken on rent by BTR at Jaipur from RTS</p>	<p>Tenancy arrangement has been continuing for a long time</p> <p>Tenancy arrangement executed during the year</p>	<p>To remain valid till 31<sup>st</sup> March, 2019</p>
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Name of the Related Party	Name of the Director or Key Managerial Personnel of the Company and their relatives who is related, if any	Nature of Relationship with the related party	Maximum Monetary Value In Rupees	Nature, material terms and particulars of the proposed Contract or Arrangement	Any other information relevant or important for the Members to take decision on the proposed Resolution	Duration or validity of the proposed Contract or Arrangement
Bhutoria Transformers & Rectifiers Private Limited (BTR)	<p>Sri Rajendra Bhutoria Whole-time Director</p> <p>Sri Abhay Bhutoria Managing Director</p> <p>Smt Rachna Bhutoria Director</p> <p>Sri Sharad Bhutoria Chief Executive Officer (son of Sri Rajendra Bhutoria)</p> <p>Sri Siddharth Bhutoria (son of Sri Rajendra Bhutoria)</p> <p>Smt Hemlata Bhutoria (wife of Sri Rajendra Bhutoria)</p> <p>Smt Sadhna Bhutoria (wife of Sri Abhay Bhutoria)</p>	<p>Member (holding 2.88 % of BTR's Paid up Share Capital)</p> <p>Director &amp; Member (holding 6.56 % of BTR's Paid up Share Capital)</p> <p>Member (holding 6.94 % of BTR's Paid up Share Capital)</p> <p>Director &amp; Member of BTR</p> <p>Member of BTR</p> <p>Member of BTR</p> <p>Whole-time Director &amp; Member of BTR</p>	<p>2 Crores</p>	<p>Inter Corporate Loans taken/ to be taken from BTR.</p> <p>Payable on Demand.</p> <p>Interest payable to BTR at a rate not more than 12% p.a</p>	<p>To meet the Company's urgent Working capital requirements as and when needed</p>	<p>To remain valid till 31<sup>st</sup> March, 2019</p>

<b>Bhutoria Transformers &amp; Rectifiers Private Limited (BTR)</b>	Sri Rajendra Bhutoria Whole-time Director  Sri Abhay Bhutoria Managing Director  Smt Rachna Bhutoria Director  Sri Sharad Bhutoria Chief Executive Officer (son of Sri Rajendra Bhutoria) Sri Siddharth Bhutoria (son of Sri Rajendra Bhutoria) Smt Hemlata Bhutoria (wife of Sri Rajendra Bhutoria) Smt Sadhna Bhutoria (wife of Sri Abhay Bhutoria)	Member (holding 2.89 % of BTR's Paid up Share Capital)  Director & Member (holding 6.56 % of BTR's Paid up Share Capital)  Member (holding 6.94 % of BTR's Paid up Share Capital)  Director & Member of BTR  Member of BTR  Member of BTR  Whole-time Director & Member of BTR	60 Crores per year          45 Crores per year	Purchase of all kinds of finished, Semi finished, Parts, Accessories and all types of Raw Material to be used in the manufacturing of Power & Distribution Transformers, Cables & Conductors from BTR  Sale of all kinds of finished, Semi finished, Parts, Accessories and all types of Raw Material to be used in the manufacturing of Power & Distribution Transformers, Cables & Conductors to BTR	Transactions between group Companies to achieve economy and convenience of operations	To remain valid till 31 <sup>st</sup> March, 2019
<b>Bhutoria Transformers &amp; Rectifiers Private Limited (BTR)</b>	Sri Rajendra Bhutoria Whole-time Director  Sri Abhay Bhutoria Managing Director  Smt Rachna Bhutoria Director	Member (holding 2.89 % of BTR's Paid up Share Capital)  Director & Member (holding 6.56 % of BTR's Paid up Share Capital)  Member (holding 6.94 % of BTR's Paid up Share Capital)	6 Crores per year	Job work charges payable to BTR for the manufacturing of Power & Distribution Transformer, Parts & Accessories	Transactions between group Companies to achieve economy and convenience of operations	To remain valid till 31 <sup>st</sup> March, 2019

<b>Bhutoria Transformers &amp; Rectifiers Private Limited (BTR)</b>	<p>Sri Sharad Bhutoria Chief Executive Officer (son of Sri Rajendra Bhutoria ) Sri Siddharth Bhutoria (son of Sri Rajendra Bhutoria ) Smt Hemlata Bhutoria (wife of Sri Rajendra Bhutoria )</p> <p>Smt Sadhna Bhutoria (wife of Sri Abhay Bhutoria</p>	<p>Director &amp; Member of BTR</p> <p>Member of BTR</p> <p>Member of BTR</p> <p>Whole-time Director &amp; Member of BTR</p>	<p>5 Crores per year</p>	<p>Job work charges receivable from BTR for the manufacturing of Power &amp; Distribution Transformer ,Parts &amp; Accessories</p>	<p>Transactions between group Companies to achieve economy and convenience of operations</p>	<p>To remain valid till 31<sup>st</sup> March,2019</p>
	<p>Sri Rajendra Bhutoria Whole-time Director</p> <p>Sri Abhay Bhutoria Managing Director</p> <p>Smt Rachna Bhutoria Director</p> <p>Sri Sharad Bhutoria Chief Executive Officer (son of Sri Rajendra Bhutoria )</p> <p>Sri Siddharth Bhutoria (son of Sri Rajendra Bhutoria ) Smt Hemlata Bhutoria (wife of Sri Rajendra Bhutoria )</p> <p>Smt Sadhna Bhutoria (wife of Sri Abhay Bhutoria</p>	<p>Member (holding 2.89 % of BTR's Paid up Share Capital)</p> <p>Director &amp; Member (holding 6.56 % of BTR's Paid up Share Capital)</p> <p>Member (holding 6.94 % of BTR's Paid up Share Capital)</p> <p>Director &amp; Member of BTR</p> <p>Member of BTR</p> <p>Member of BTR</p> <p>Whole-time Director &amp; Member of BTR</p>	<p>2 Crores per year</p> <p>2 Crores per year</p>	<p>Charges payable to BTR for services of manpower provided</p> <p>Charges receivable from BTR for services of manpower provided</p>		

<p><b>ABAY Energy Private Limited Company, Ethiopia</b></p>		<p>Step-down Subsidiary of Kalinga Petrochemicals LLP, where the Directors of the Company and their relatives and Group Companies are Partners</p>	<p>50 Crores</p>	<p>Export Sales of the Company's products to Ethiopia  Import (Purchase) of parts/accessories required for manufacture of the Company's products in India</p>	<p>Additional business of the Company by way of Exports  To utilise such parts / accessories lying unused in Ethiopia for manufacturing activities of the Company in India</p>	<p>To remain valid till 31<sup>st</sup> March, 2019  To remain valid till 31<sup>st</sup> March, 2019</p>
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The above are Related Party Transactions and require approval of the Shareholders by passing Resolution in terms of Section 188 and any other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) .

Further, in terms of the Listing Regulations Members of the Company, being Related Parties, irrespective of whether they are Related Parties to the particular transactions or not, cannot vote on this Resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The extent of respective shareholding interests of the Directors and Key Managerial Personnel of the Company and their relatives in the Related Party Companies, wherever applicable, have been disclosed above, in cases where their shareholding interests are not less than 2% of the Paid-up Share Capital of such Related Party Companies pursuant to Section 102 of the abovesaid Act.

The Board commends the Resolution set out at Item No 5 of the Notice for approval by the Shareholders.

Registered Office:  
56 Netaji Subhas Road  
Kolkata-700 001  
Dated: August 29, 2018

By Order of the Board  
For **RTS Power Corporation Limited**  
**Rajendra Bhutoria**  
*Whole-Time Director*  
Din: 00013637

### **IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies and has issued Circulars stating that service of Notice / documents including Annual Report can be sent by e-mail to its Members. To support this Green Initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold Shares in physical form are also requested to register their email addresses with the Company's Registrar & Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata-700 001, E Mail id: nichetechpl@nichetechpl.com

## Route Map to Venue of AGM



**Full Address :**

**BHARATIYA BHASHA PARISHAD**

36A, Shakespeare Sarani, Kolkata-700017

Phone : (033) 2287 9962, 2290 0977

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### RTS POWER CORPORATION LIMITED

Registered Office : 56 Netaji Subhas Road, 2nd Floor, Kolkata - 700001

Phone : (033) 2242-6025, 98310 39925, Fax : (033) 2242-6732

E-mail ID : headoffice@rtspower.com, Website : www.rtspower.com

CIN : L17232WB1947PLC016105

### ATTENDANCE SLIP

#### SEVENTIETH ANNUAL GENERAL MEETING - SEPTEMBER 28, 2018

Serial No		Client Id No/DP Id No	
Folio No		No of Shares	
Name		E Mail Id	
Address			

I hereby record my presence at the Seventieth Annual General Meeting of the Members of RTS Power Corporation Limited held on Friday, September 28, 2018 at 10.00 A.M. at Bharatiya Bhasha Parishad , 36A, Shakespeare Sarani, Kolkata -700017.

.....  
**Name of Proxy (in Block Letters)**

.....  
**Member's/Proxy's Signature**

Notes:

1. Members/Proxy holders are requested to bring this Slip with them when they come to the Meeting and hand it over at the entrance of the Meeting Hall duly signed.
2. Please bring your copy of the Annual Report at the Meeting

**RTS POWER CORPORATION LIMITED**

Registered Office : 56 Netaji Subhas Road, 2nd Floor, Kolkata - 700001

Phone : (033) 2242-6025, 98310 39925, Fax : (033) 2242-6732

E-mail ID : headoffice@rtspower.com, Website : www.rtspower.com

CIN : L17232WB1947PLC016105

**PROXY FORM**

**70th Annual General Meeting September 28, 2018**

**Form No. MGT-11**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s)
Registered Address
E Mail Id
Folio No / Client Id No
DPID

I/We, being the Member(s) holding.....Shares of the above named Company, hereby appoint

- Name :  
Address :  
E Mail Id : Signature : ..... or failing him/her;
- Name :  
Address :  
E Mail Id : Signature : ..... or failing him/her;
- Name :  
Address :  
E Mail Id : Signature : .....

as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Seventieth Annual General Meeting of the Company to be held on Friday, September 28, 2018 at 10.00 A.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700017 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No	Resolution Proposed	Please tick (✓)
1	<b>ORDINARY RESOLUTION</b> - Consideration and adoption of the audited Financial Statements of the Company, the Reports of the Board of Directors and Auditors thereon for the Financial Year ended March 31, 2018.	
2	<b>ORDINARY RESOLUTION</b> - Appointment of Sri Pram Lal Saini (DIN03534117) as a Director of the Company who retires by rotation and being eligible offers himself for appointment.	
3	<b>SPECIAL RESOLUTION</b> - Re-appointment of Sri Abhay Bhutoria (DIN 00013712) as Managing Director of the Company for a further period of 5 (five years)	
4	<b>ORDINARY RESOLUTION</b> - Ratification of remuneration payable to M/s K G Goyal & Associates as Cost Auditors of the Company for the Financial Year ending on March 31, 2019	
5	<b>ORDINARY RESOLUTION</b> - Authorisation for the Board of Directors of the Company to enter into contracts or arrangements with related parties for the purpose of the business of the Company	

Signed this ..... day of ..... 2018  
 Signature of Shareholder : .....  
 Signature of Proxy holder(s) : .....

Affix Revenue Stamp
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**Note: (i) This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**  
 (ii) A Shareholder may vote either for or against each Resolution as mentioned hereinabove