



RTS Power Corporation Limited

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

(P) +91 33 2242 6025 / 98310 39925 / 98300 09827 (F) +91 33 22426732, (E) kolkata@rtspower.com

Works Kolkata – Jala Dhulagori, Sankrail, Howrah-711302, (P) +91 98300 70074 (E) dhulagori@rtspower.com

Jaipur - C-174, Road No.9J, V.K.I. Area, Chomu Road, Jaipur-302013, (P) +91 141 2330405, (F) +91 141 2330315

Agra - Near 14 KM Mile Stone, Mathura Road, P.O. Artoni, Agra-282007. (P) +91 562 2641431, (E) rtsagra5@gmail.com

CIN L17232WB1947PLC016105, Website www.rtspower.com

14.03.2019

To,
BSE Limited,
Floor 25
PJ Towers
Dalal Street,
MUMBAI- 400 001

Kind Attention: Mr Rajesh

Dear Sir,

Sub: Outcome of Postal Ballot conducted through Notice dated 4th February, 2019

**Ref: Special Resolution for Issue of Equity Shares
on Preferential basis to Companies of Promoter's Group**

With reference to the captioned matter, kindly note that the Shareholders of the Company have approved by way of Special Resolution for issue of Shares on Preferential basis to Companies of Promoters Group on Private Placement Basis, as specified in the Postal Ballot Notice dated 4th February, 2019 read with the Special Resolution and Explanatory Statement attached thereto.

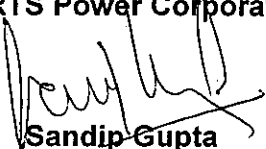
In this regard, the extract of the Special Resolution duly passed by the Shareholders through Remote e-voting and Postal Ballot Forms are enclosed herewith for your information and record.

Further, the details of the voting results on the Special Resolution conducted through Postal Ballot in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the prescribed annexure is enclosed.

Thanking you.

Yours faithfully,

For RTS Power Corporation Limited


Sandip Gupta
(Company Secretary)
ACS 5447

Enclosure – as said above



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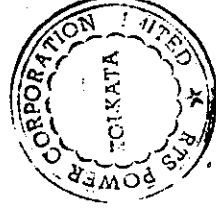
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RESULT OF POSTAL BALLOT

Pursuant to the provision of Section 108 & 110 of the Companies Act. 2013 read with the Companies (Management & Administration) Rules, 2014, the approval of the Shareholders was sought by means of Postal Ballot (including Remote e-voting) for **Resolution 1** i.e. Special Resolution issue of Equity Shares on Preferential Basis, as specified in the Postal Ballot Notice dated 4th February, 2019 read with the Special Resolution and Explanatory Statement attached thereto.

Sri S. S. Jain, Chairman of the Company has announced at the Registered Office of the Company the Result of the Postal Ballot as follows on the on the basis of the Report dated 14th March, 2019 submitted by the Scrutinizer, Mr. Manoj Prasad Shaw, Practicing Company Secretary appointed in accordance with the provisions of the Companies Act. 2013:

RTS POWER CORPORATION LIMITED



Company Secretary

Annexure

18)	13th March, 2019
	3053
in person or through proxy:	12
	47
8th Video Conferencing:	0

Separately for each agenda item)		Issue of Equity Shares on Preferential basis to Promoter group Companies					
		Special					
		No					
No. of votes polled(2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in Favour (4)	No. of Votes- against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	TOTAL	
0	0.00	0	0	0.00	0.00	0.00	0.00
0	0.00			0.00	0.00	0.00	0.00
4057995	73.87	4057995	0	100.00	0.00	100.00	0.00
4057995	73.87	4057995	0	100.00	0.00	100.00	0.00
0	0.00	0	0	0.00	0.00	0.00	0.00
0	0.00	0	0	0.00	0.00	0.00	0.00
0	0.00	0	0	0.00	0.00	0.00	0.00
0	0.00	0	0	0.00	0.00	0.00	0.00
408863	15.28	241661	167202	59.11	40.89	100.00	0.00
0	0.00	0	0	0.00	0.00	0.00	0.00
532	0.02	527	5	99.06	0.94	100.00	0.00
409395	15.30	242188	167207	59.16	40.84	100.00	0.00
4467390	54.69	4300183	167207	96.26	3.74	100.00	0.00

RTS POWER CORPORATION LIMITED

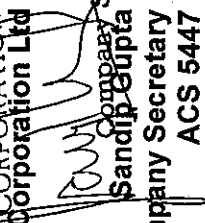
Company Secretary

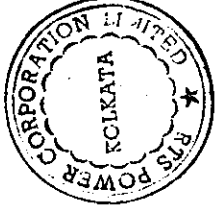
Notes:

The total valid votes cast by the Public Shareholders in favour of the proposed Resolution are more than the requisite majority as required under the Act. Accordingly the Special Resolution as set out in the Postal Ballot Notice dated 04th February, 2019 was declared as approved.

Place: Kolkata

Date: 14th March, 2019

For. **RPS POWER CORPORATION LIMITED**
For. RPS Power Corporation Ltd

Company Secretary
Sandip Gupta
Company Secretary
ACS 5447





MANOJ SHAW & CO.
COMPANY SECRETARIES

"PODDAR COURT" 18, Rabindra Sarani
Gate no. 1, 3rd Floor, Room No. 331,
Kolkata - 700001

☎ : 033-46031517

E-mail : shawmanoj2003@gmail.com
shawmanoj2003@yahoo.co.in

SCRUTINIZER'S REPORT- COMBINED

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and subsequent amendments thereon]

To,

The Chairman
RTS POWER CORPORATION LTD
56 NETAJI SUBHAS ROAD,
2ND FLOOR
KOLKATA -700001

Combined Report of Scrutinizer on Voting by Postal Ballot including Remote E-Voting in terms of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (and subsequent amendments thereon)

I, Manoj Prasad Shaw, Company Secretary in Practice having membership no. FCS 5517, CP 4194, Proprietor of Manoj Shaw & Co. have been appointed by the Board of Directors of **RTS POWER CORPORATION LTD** ("the Company") as the Scrutinizer for the purpose of scrutinizing the Postal Ballot & Remote E-voting process in a fair and transparent manner and ascertaining the requisite majority on Postal Ballot and Remote E-Voting carried out as per the provision of section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and subsequent amendments thereon, on the resolution set out in the Notice of the Postal Ballot.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereon and Listing Obligation and Disclosure Requirement) Regulation, 2015, and subsequent amendments thereon, relating to voting through electronic means and Postal Ballot on the resolution contained in the Notice of Postal Ballot.

My responsibility as a scrutinizer for the Postal Ballot voting process and Remote E-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and to make a Scrutinizer's Report for the votes cast "In Favour" or "Against" the resolutions as stated in the Notice of Postal Ballot, based on the Postal Ballots received from shareholders and report generated from the e-



voting system provided by CDSL, the authorized Agency to provide e-voting facility, engaged by the Company.

The members of the Company holding shares as on Cut-off date i.e. 1st February, 2019 are entitled to vote on the Resolutions proposed as set out in the Notice.

In this regard, I submit my report as under:-

1. The Company had provided facility of casting vote to the members of the Company through postal ballot voting process and also through electronic means.
2. The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (and subsequent amendments thereon), in respect of providing voting through postal ballot and electronic means.
3. The Company dispatched postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members/depositories as on Friday, 01st February, 2019 and whose email ids were not registered for remote e- voting.
4. All Postal Ballot forms received up to the close of working hours on 13th March, 2019 (5:00 p.m. IST) being the last date and time fixed by the Company for receipt of the Postal Ballot forms, were considered for scrutiny for the purpose of this report.
5. The Postal Ballot forms were kept under my safe custody in sealed and tampered proof ballot boxes before commencing the scrutiny of such Postal Ballot forms.
6. The Remote e-voting period remained open from Tuesday 12th February 2019 (10:00 a.m. IST) and ended on Wednesday 13th March, 2019, (5:00 p.m. IST).
7. At the end of the e- voting period, I blocked the electronic votes in the presence of two witnesses not in the employment of the company.
8. The details containing list of the shareholders who voted for or against each of the resolutions that were put to vote were downloaded from the e-voting website of CDSL (www.evotingindia.com).
9. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/ list of beneficiaries as on, 1st February, 2019, being the cut- off date for dispatch of postal ballot notice.



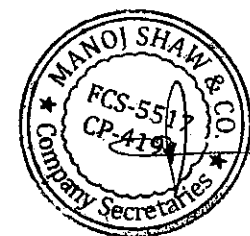
10. The particulars of all the votes casted by postal ballots as well as through e- voting process have been recorded in a register separately maintained for the purpose.
11. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
12. The combined results of voting i.e. remote e-voting through e-voting services by CDSL and votes casted through postal ballot process is as hereunder:-

Resolution No.1

Special Resolution: Issue of Equity Shares on Preferential basis to promoter group companies:

	Remote e-voting		Voting through postal Ballot		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which valid votes cast	Percentage of votes to total number of valid votes cast
Total Votes in the resolution	29	408863	32	4058652	61	4467515	N.A.
Invalid votes	0	0	2	125	2	125	
Net Valid votes	29	408863	30	4058527	59	4467390	
Valid Votes in Favour of the resolution	25	241661	29	4058522	54	4300183	96.26
Valid Voted against the resolution	4	167202	1	5	5	167207	03.74

You may accordingly declare the results of the voting.



- All the relevant records were handed over to the Company Secretary of the company as authorized by the Board of Directors in this behalf for safe keeping.

Yours faithfully,

Date: 14.03.2019
Place: Kolkata



For Manoj Shaw & Co.

Manoj Prasad Shaw

(Manoj Prasad Shaw)
(Scrutinizer)
(FCS-5517; CP-4194)

WITNESS 1: *Nikita Chokhani*
(NIKITA CHOKHANI)

WITNESS 2: *Abhishek Pal*
(ABHISHEK PAL)

Counter-signed by
FOR RTS POWER CORPORATION LTD

Sardul Singh Jain
SARDUL SINGH JAIN
(DIN: 00013732)
(CHAIRMAN)