



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

30.08.2019

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

Sub: Notice for 71st AGM of the Company

Dear Sir,

We are sending herewith a copy of the Notice (including e-voting details and instructions) for the Financial Year 2018-2019 intimating the businesses to be transacted at the 71st Annual General Meeting of the Company to be held at Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, Kolkata-700017 on Monday, September 30, 2019 at 10.00 A.M.

Kindly note that the Notice is also available in the Company's Website www.rtspower.com.

This is for your kind information and record.

Thanking you

Yours faithfully

For RTS Power Corporation Limited

Sandip Gupta
Company Secretary

Enclo: As said above

RTS POWER CORPORATION LIMITED

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

Phone : (033) 2242-6025 9831039925 Fax : (033) 2242-6732

E Mail Id : headoffice@rtspower.com

CIN : L17232WB1947PLC016105 • Website : www.rtspower.com

**(Annexure to the Notice for the 71st Annual General Meeting of the Company
to be held on Monday, September 30, 2019)**

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 exercise their right to vote on all Resolutions proposed to be considered at the 71st Annual General Meeting (AGM) to be held at Bharatiya Bhasha Parishad , 36A, Shakespeare Sarani, Kolkata -700017 on Monday, September 30, 2019 at 10.00 A.M and at any adjournment thereof by electronic means and the business may be transacted through e-Voting Services. The facility of casting the 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). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The Notice of the AGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form and the Annual Report can be downloaded from the link <https://www.evotingindia.com> and at the Company's Website <https://www.rtspower.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
190809006		

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

Remote e-Voting Starts On	Remote e-Voting Ends On
Friday, September 27, 2019 from 9:00 A.M. (IST)	Sunday, September 29, 2019 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 13, 2019

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

RTS POWER CORPORATION LIMITED

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E Mail Id : headoffice@rtspower.com

CIN : L17232WB1947PLC016105 • Website :www.rtspower.com

NOTICE OF THE 71ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy First Annual General Meeting of Shareholders of the Company will be held at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700017 on Monday, September 30,2019 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, 2019, the Reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Smt Rachna Bhutoria (DIN 00977628), who retires by rotation at this Annual General Meeting, and being eligible, has offered herself for re-appointment.

SPECIAL BUSINESS

3. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018, consent of Members of the Company be and is hereby accorded to Shri Sardul Singh Jain(DIN 00013732), Independent Director of the Company, to continue to hold his term of office, notwithstanding that he has attained the age of 75 years".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

4. To appoint Shri Sardul Singh Jain (DIN: 00013732) as an Independent 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 pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Shri Sardul Singh Jain (DIN 00013732), who was appointed as an Independent Director at the Sixty Sixth Annual General Meeting of the Company and who holds office up to conclusion of this ensuing Annual General Meeting and who being eligible for re-appointment as an Independent Director and who has given his consent along with the declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors ,be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a further term of five years from the conclusion of this Annual General Meeting upto the conclusion of the 76th Annual General Meeting of the Company to be held in 2024."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

5. To appoint Shri Alok Kumar Banthia (DIN : 00528159) as an Independent 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 pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Shri Alok Kumar Banthia (DIN 00528159), who was appointed as an Independent Director at the Sixty Sixth Annual General Meeting of the Company and who holds office up to conclusion of this ensuing Annual General Meeting and who being eligible for re-appointment as an Independent Director and who has given his consent along with the declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a further term of five years from the conclusion of this Annual General Meeting upto the conclusion of the 76th Annual General Meeting of the Company to be held in 2024."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

6. To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2020 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, 2020 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."

7. To alter the Objects Clause of the Memorandum of Association of the Company and to consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and all other applicable provisions thereof (including any statutory amendments, modifications, substitutions and re-enactment thereof for the time being in force), the Memorandum of Association of the Company be altered by inserting the following sub-clause (j) in Clause 3(ii) of the Objects clause of the Memorandum of Association of the Company:

"(j) To carry on in India or elsewhere any business of manufacturing, assembling, exporting, importing, repairing, buying, selling, hiring, drawing, distribution or otherwise dealing in all types of wires and wire products, strips, galvanized or non-galvanized and other downstream products whether made of iron, steel, metal (ferrous or non-ferrous), plastics or plastic compounds or any other material, whether such wires are galvanized or non-galvanized, coated, barbed, twisted or treated in any other manner, for use in industry, household or otherwise."

" **RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized on behalf of the Company to sign and file necessary forms with the Registrar of Companies, West Bengal and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid Resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the Members of the Company."

**By Order of the Board
For RTS Power Corporation Limited**

Registered Office:
56 Netaji Subhas Road
Kolkata - 700001
Dated : August 13, 2019

Rajendra Bhutoria
Whole-time Director
DIN 00013637

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.**

Members are requested to note that 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.

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 Proxy Form is annexed to the Notice of the Annual General Meeting.

Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by certified copy of Board Resolution/authority as applicable, issued on behalf of the nominating organisation.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the Special Business under Item Nos 3 to 7 is annexed hereto.
3. A Route Map giving directions to reach the venue of the Seventy First AGM of the Company is given at the end of the Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019, both days inclusive.
5. The relevant details of the Directors seeking re-appointment /appointment under Item Nos 3 to 5 pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, forms an integral part of the Notice and are annexed hereto.
6. The Notice of the Meeting will also be available on the Company's Website www.rtspower.com and the Website of CDSL www.evoting.cdsl.com.
7. Shri 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.
8. Pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Company at its 69th Annual General Meeting held on September 11, 2017 had appointed M/s. Lodha & Co, Chartered Accountants (FRN 301051E) as the Statutory Auditors of the Company for a period of five consecutive years, i.e. till the conclusion of 74th Annual General Meeting, subject to ratification at every Annual General Meeting in between.

The Ministry of Corporate Affairs (MCA) vide Notification No. S.O. 1833(E) effective from May 7, 2018 and pursuant to Companies (Amendment) Act, 2017 has dispensed the requirement of ratification of appointment of statutory Auditors by the Members of the Company at every Annual General Meeting.

In view of the above, the Resolution relating to ratification of appointment of statutory Auditors does not form a part of this Notice and has not been placed before the Members at this Annual General Meeting.

9. Transfer to Investor Education and Protection Fund:

(a) Transfer of unclaimed dividend

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.

Members who had not encashed their Dividend Warrants in respect of the Company's Final Dividend 2010-2011 were requested to send their claims to the Company immediately along with un-encashed 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.

Accordingly, after considering the applications received from the concerned Shareholders who had applied for encashment of their Dividend, an amount of Rs 14,512/- which remained unpaid or unclaimed, towards Final Dividend 2010-11, was transferred to the IEPF Authority in the Financial Year 2018-19.

(b) Transfer of Shares to IEPF

Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all the Shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the designated Demat Account of the IEPF Authority, as notified by the Ministry of Corporate Affairs, within a period of thirty days of such Shares becoming due to be transferred to the IEPF Account.

The Company had sent individual notice to all the Members, whose Shares were due to be transferred to the IEPF Authority and had also published newspaper advertisement seeking action from the Members who have not claimed their Dividend for seven consecutive years or more.

Accordingly, the Company has transferred 2,697 Equity Shares of Face Value of Rs 10/- each to the Demat account of the IEPF Authority during Financial Year 2018-19. The details of such Dividends/Shares transferred to IEPF are uploaded on the Company's Corporate Website www.rtspower.com.

(c) Claim from IEPF Authority

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 of 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.

Members/Claimants whose Shares, unclaimed Dividend etc. have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the Shares or apply for refund of all corporate benefits accruing on such Shares by making an application to the IEPF Authority in e-Form IEPF- 5 (available on the Website www.iepf.gov.in) along with requisite fee and documents, duly signed by all the joint Shareholders recorded with Company and as decided by the IEPF Authority from time to time. The Member/Claimants can file only

one consolidated claim in Financial Year as per the IEPF Rules. No claim shall lie against the Company in respect of the Dividend/Shares so transferred. 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.

(d) **Details of unclaimed dividend on the Website**

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 28, 2018 (the date of the last Annual General Meeting) on the Website of the Company www.rtspower.com under Investor Relations and also on the Website of Investor Education and Protection Fund at www.iepf.gov.in.

As of today, the Company has transferred all the Unclaimed Dividend and Shares to IEPF Authority as per Rules prescribed.

10. **Nomination Facility**

As per the provisions of Section 72 of the Act, the facility for making/varying/cancelling nominations is available to Members in respect of Shares held by them. Members holding Shares in single name and who have not registered their nomination are requested to register the same by submitting Form SH-13.

If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form SH-14 prescribed under the Companies(Share Capital and Debentures) Rules, 2014 for the purpose.

These 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 and can be downloaded from the Company's Website www.rtspower.com under the "Investor Relations" Section.

Members holding Shares in physical form are requested to submit the nomination Form to the Company's Registrar & Share Transfer Agent - M/s. Niche Technologies Pvt. Ltd., 7th Floor, Room No 7A & 7B, 3A Auckland Road, Kolkata-700017(RTA). Members holding Shares in electronic/dematerialised form may submit the nomination form to their respective Depository Participants.

11. **General Instructions /Information for Members for voting on the Resolutions:**

- (i) **The voting rights of Members /Shareholders (for voting through remote e-voting or by Ballot Paper at the AGM) shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on Monday, September 23, 2019 ("Cut - Off Date"). A person who is not a Member as on Cut-Off Date should treat this Notice for information purpose only.**
- (ii) **The Shareholders shall have one vote per Equity Share held by them, as on the Cut-Off Date of Monday, September 23, 2019. The facility of e-voting would be provided once for every Folio/Client Id, irrespective of the number of joint holders.**
- (iii) **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 16, 2019.**
- (iv) **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.**
- (v) **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.

- (vi) 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.
- (vii) **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**.
- (viii) 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.
- (ix) Electronic copy of the Annual Report for Financial Year 2018-2019 is being sent by electronic mode to all the Members whose email addresses are registered with the **RTA/Depository Participant(s)** for communication purposes, unless any Member has requested for a hard copy of the same.
- (x) For Members who have not registered their email address, physical copies of the Annual Report for Financial Year 2018- 2019 are being sent in the permitted mode.
- (xi) Electronic copy of the Notice of the 71st 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 addresses are registered with the **RTA/Depository Participant(s)** for communication purposes, unless any Member has requested for a hard copy of the same.
- (xii) For Members who have not registered their email address, physical copies of the Notice of the 71st 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.
- (xiii) Members may also note that the Notice of the 71st Annual General Meeting and the Annual Report for Financial Year 2018-19 will also be available on the Company's Corporate Website www.rtspower.com under the Section 'Investors Relations' for their download.
- (xiv) 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.
- (xv) 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.
- (xvi) For any communication, the Members may also send request at the Company's Investor email id: headoffice@rtspower.com.
- (xvii) 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. Monday, September 23, 2019 are requested to send written/email communication to the Company at headoffice@rtspower.com mentioning their Folio No./DP ID and Client ID to obtain the Login-ID and Password for e-voting.

(xviii) **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.**

12. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, **transfer of Shares of the Company shall not be processed unless the Shares are held in the dematerialized form with a depository.** Accordingly, Shareholders holding Equity Shares in physical form are urged to have their Shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.
13. The Securities and Exchange Board of India (SEBI), has also mandated the submission of Permanent Account Number (PAN) and Bank Account details by every participant in the securities market. Members holding Shares in **electronic form** are requested to submit their PAN and Bank Account details to their respective Depository Participants. Members holding Shares in **physical form** are requested to submit their PAN and Bank Account details to the Company's Register and Share Transfer Agent.

Intimation and subsequent reminders for submission of form with requisite documents in support of it within the scheduled time have been sent to all such Shareholders whose PAN and Bank Account details are missing.

14. Statutory Registers and relevant documents referred to in the Notice and the Explanatory Statement shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 A.M. and 1.00 P.M. upto the date of the Annual General Meeting and at the Meeting.
15. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
16. **Process and manner for Members opting to vote through Voting through Electronic Means**
- A. In compliance with provisions of Section 108 of the Companies Act, 2013 read with 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 Friday, September 27, 2019 (9.00A.M) and ends on Sunday, September 29,2019 (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 23, 2019** 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 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 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:

For Members holding Shares in Demat Form and Physical Form	
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)	Enter the Bank Account Number as recorded in your Demat Account with the depository or in the company records for your folio. <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • 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).

- (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,NRI 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.
 - 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.

17. General Guidelines for Members

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 Saturday, September 28, 2019 upto 5 P.M. without which the vote shall not be treated as valid.

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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.

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.

Any query relating to the e-Voting and Resolutions proposed to be passed at the ensuing Annual General Meeting (AGM) may be addressed to Shri 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, 9831039925.

18. Scrutinizer & Results

The Board of Directors of the Company has appointed Shri 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 at AGM, in a fair and transparent manner.

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.

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.

The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and make, not later than forty eight hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The result declared, along with the Scrutinizer's Report, shall be placed on the Company's Corporate website, www.rtspower.com and on the website of CDSL, www.evotingindia.com, immediately after their declaration, and communicated to the Stock Exchange where the Company's Shares are listed, viz. BSE Limited.

Subject to receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the Annual General Meeting i.e. Monday, September 30, 2019.



BRIEF PROFILE OF DIRECTOR PROPOSED TO BE RE-APPOINTED BY ROTATION 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 :

Name of the Director	Smt Rachna Bhutoria
DIN	00977628
Date of Birth	November 18, 1966
Age	52 years
Date of First Appointment	February 14, 2014
Qualifications	B. Com. (Hons)
Professional Membership	NIL
Nature of her expertise in specific functional area	She has expertise in finance, board service and governance and in crafting business strategies. Her long experience in the group Company will be beneficial for this Company
Experience	5 years as Director of this Company
Terms and conditions of appointment/ re-appointment	Non-Executive Woman Director belonging to Promoter Group , re-appointed by rotation
Details of remuneration drawn last year (Financial Year)	NIL
Number of Board Meetings attended by her during the calendar year 2018	9
Relationship with other Directors and KMPs	Smt Rachna Bhutoria, Director of the Company is the wife of Late Surendra Bhutoria, brother of Shri Abhay Bhutoria , Managing Director and cousin of Shri Rajendra Bhutoria, Whole-time Director
Names of other listed entities in which she holds Directorships of the Board	NIL
Name of the other unlisted entities in which she holds Directorship of Boards	Ladnun Agricultural Farms Private Limited Bhutoria Investments Private Limited
Name of the Chairmanship/Membership of Committee in the Company	Member of Nomination and Remuneration Committee
Names of the other listed entities in which she holds Chairmanship/Membership of Committee of Boards	NIL
Names of the other unlisted entities in which she holds Chairmanship/ Membership of Committee of Boards	NIL
No of Shares held in the Company	38,800

BRIEF PROFILE OF DIRECTOR PROPOSED TO BE RE-APPOINTED AS INDEPENDENT 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 :

Name of the Director	Shri Sardul Singh Jain
DIN	00013732
Date of Birth	February 16, 1935
Age	84 years
Date of First Appointment	February 20, 1985
Qualifications	B. Com., LLB
Professional Membership	NIL
Nature of his expertise in specific functional area	He is a B. Com. and LLB and is on the Company's Board for a period of about 34 years. He has vast professional expertise in finance, taxation, legal and management for last five and half decades and is Member of the Board of various Companies within and outside the Group in his professional capacity.
Experience	34 years as Director of this Company
Terms and Conditions of appointment/ Re-appointment	Non-Executive Independent Director, Chairman of the Company, re-appointed for a further term of five years from the date of this Annual General Meeting
Details of remuneration drawn last year (Financial Year)	NIL
Number of Board Meetings attended by him during the calendar year 2018	12
Relationship with other Directors and KMPs	NIL
Names of other listed entities in which he holds Directorships of the Board	Omni Holdings Limited Alliance Udyog Limited Alfred Herbert (India) Limited EITA India Limited
Name of the other unlisted entities in which he holds Directorship of Boards	Alfred Herbert Limited Lodha Capital Markets Limited Alliance Mills South Private Limited Sungrace Finvest Private Limited Parakh Projects Private Limited Annapurna Savings & Finance Private Limited Jalan Chemical Industries Private Limited Baroda Agents And Trading Company Private Limited Gwalior Webbing Company Private Limited
Name of the Chairmanship/Membership of Committee in the Company	Chairman of Audit Committee Chairman of Stakeholders Relationship Committee Member of Nomination and Remuneration Committee



Names of the other listed entities in which he holds Chairmanship/Membership of Committee of Boards	Chairman of Audit Committee EITA INDIA LIMITED Member of Nomination and Remuneration Committee EITA INDIA LIMITED Chairman of Audit Committee ALFRED HERBERT (INDIA) LIMITED Chairman of Stakeholders Relationship Committee ALFRED HERBERT (INDIA) LIMITED Member of Audit Committee of ALLIANCE UDYOG LIMITED Member of Stakeholders Relationship Committee of ALLIANCE UDYOG LIMITED Member of Nomination and Remuneration Committee of ALLIANCE UDYOG LIMITED Member of Audit Committee OMNI HOLDINGS LIMITED Member of Stakeholders Relationship Committee of OMNI HOLDINGS LIMITED Member of Nomination and Remuneration Committee of OMNI HOLDINGS LIMITED
Names of the other unlisted entities in which he holds Chairmanship/ Membership of Committee of Boards	NIL
No of Shares held in the Company	NIL

BRIEF PROFILE OF DIRECTOR PROPOSED TO BE RE-APPOINTED AS INDEPENDENT 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:

Name of the Director	Shri Alok Kumar Banthia
DIN	00528159
Date of Birth	September 02, 1958
Age	61 years
Date of First Appointment	August 14,2014
Qualifications	B. Com., LLB
Professional Membership	NIL
Nature of his expertise in specific functional area	He has expertise in finance,accounts, running of an enterprise , preparing business strategies and understanding of large corporates
Experience	5 years as Director of this Company
Terms and conditions of appointment/re-appointment	Non-Executive Independent Director of the Company ,re-appointed for a further term of five years from the date of this Annual General Meeting
Details of remuneration drawn last year (Financial Year)	NIL
Number of Board Meetings attended by him during the calendar year 2018	12
Relationship with other Directors and KMPs	NIL
Names of other listed entities in which he holds Directorships of the Board	NIL
Name of the other unlisted entities in which he holds Directorship of Boards	BHURAMAL RATAN KUMAR TEXTILE PRIVATE LIMITED
Name of the Chairmanship/Membership of Committee in the Company	Member of Audit Committee Chairman of Nomination and Remuneration Committee Member of Stakeholders Relationship Committee
Names of the other listed entities in which he holds Chairmanship/Membership of Committee of Boards	NIL
Names of the other unlisted entities in which he holds Chairmanship/Membership of Committee of Boards	NIL
No of Shares held in the Company	NIL

Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Items of Special Business set out in the Notice convening the Seventy First Annual General Meeting**Item No 3**

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on June 7, 2018 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a Non-executive Director who has attained the age of seventy five years , unless a Special Resolution is passed to that effect.

Shri Sardul Singh Jain (DIN 00013732) , who was appointed as an Independent Director of the Company at the 66th Annual General Meeting of the Company held on September 29, 2014 for a period of five years by way of Ordinary Resolution, has attained the age of 75 years.

Shri Sardul Singh Jain (DIN 00013732) is a B.Com. and LLB and is on the Company's Board for a period of 34 years. He has vast professional expertise in finance, taxation, legal and management for last five and half decades.

The above mentioned Independent Director is an expert in his field and his experience and valuable guidance is beneficial to the Company.

The Board , based on the recommendation of Nomination and Remuneration Committee and considering benefits of the expertise of the aforesaid Independent Director, has recommended the Resolution for approval of Shareholders by way of Special Resolution.

Except the above Director, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this Resolution.

Item No 4

Shri Sardul Singh Jain (DIN 00013732) is currently an Independent Director of the Company and Chairman of the Company as well as the Chairman of Audit Committee and Stakeholders Relationship Committee of the Company.

Shri Sardul Singh Jain was appointed as an Independent Director of the Company by the Members at the 66th Annual General Meeting of the Company held on September 30, 2014 to hold office till the conclusion of the Annual General Meeting in 2019 and is eligible for re-appointment for a second term on the Board of the Company as an Independent Director.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors propose the re-appointment of Shri Sardul Singh Jain (DIN 00013732) as Independent Director, for a second term of five years from this Annual General Meeting to the conclusion of the 76th Annual General Meeting of the Company, not liable to retire by rotation, subject to the approval of the Members by a Special Resolution.

The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

Based on the performance evaluation of the Independent Director and as per the recommendation of Nomination and Remuneration Committee, given his background, experience and contribution, the Board is of the opinion that continued association of Shri Sardul Singh Jain would be of immense benefit to the Company and it is therefore desirable to continue to avail his services as an Independent Director.

The Company has received a declaration from Shri Sardul Singh Jain confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Shri Sardul Singh Jain has also confirmed that

he is not debarred from holding the office of the Director by virtue any SEBI Order or any such Authority pursuant to Circular dated June 20, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by Listed Companies. Further, Shri Sardul Singh Jain is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In the opinion of the Board, Shri Sardul Singh Jain fulfils the conditions specified in the Act and the Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management of the Company.

A copy of the draft letter for re-appointment of the Independent Director setting out the terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Shri Sardul Singh Jain (DIN 00013732) is a B.Com. and LLB and is on the Company's Board for a period of 34 years. He has vast professional expertise in finance, taxation, legal and management for last five and half decades.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Shri Sardul Singh Jain as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution set out in Item No. 4 of the accompanying Notice for approval of the Members.

Except Shri Sardul Singh Jain, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of the accompanying Notice. Shri Sardul Singh Jain is not related to any other Director or KMP of the Company.

Item No 5

Shri Alok Kumar Banthia (DIN 00528159) is currently an Independent Director of the Company as well as the Chairman of the Nomination and Remuneration Committee of the Company.

Shri Alok Kumar Banthia was appointed as an Independent Director of the Company by the Members at the 66th Annual General Meeting of the Company held on September 30, 2014 to hold office till the conclusion of the Annual General Meeting in 2019 and is eligible for re-appointment for a second term on the Board of the Company as an Independent Director.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors propose the re-appointment of Shri Alok Kumar Banthia (DIN 00528159) as Independent Director, for a second term of five years from this Annual General Meeting to the conclusion of the 76th Annual General Meeting of the Company, not liable to retire by rotation, subject to the approval of the Members by a Special Resolution.

The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

Based on the performance evaluation of the Independent Director and as per the recommendation of Nomination and Remuneration Committee, given his background, experience and contribution, the Board is of the opinion that continued association of Shri Alok Kumar Banthia would be of immense benefit to the Company and it is therefore desirable to continue to avail his services as an Independent Director.

The Company has received a declaration from Shri Alok Kumar Banthia confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and

Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Shri Alok Kumar Banthia has also confirmed that he is not debarred from holding the office of the Director by virtue any SEBI Order or any such Authority pursuant to Circular dated June 20, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by Listed Companies. Further Shri Alok Kumar Banthia is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In the opinion of the Board, Shri Alok Kumar Banthia fulfils the conditions specified in the Act and the Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management of the Company. A copy of the draft letter for re-appointment of the Independent Director setting out the terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Shri Alok Kumar Banthia (DIN 00528159) is a B.Com. and LLB and is on the Company's Board for a period of about 5 years. He has expertise in finance, accounts, running of an enterprise, preparing business strategies and understanding of large corporates.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Shri Alok Kumar Banthia as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution set out in Item No. 5 of the accompanying Notice for approval of the Members.

Except Shri Alok Kumar Banthia, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of the accompanying Notice. Shri Alok Kumar Banthia is not related to any other Director or KMP of the Company.

Item No 6

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a Cost Accountant.

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, 2020.

M/s K.G. Goyal & Associates, Cost Accountants, have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

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 6 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, 2020, 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 6 of the Notice.

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

Item No. 7

Your Company proposes to engage in the business of manufacturing and selling of all types of wires, wire products and strips, whether galvanized or non-galvanized, and other downstream products. The Board of Directors of your Company proposes to expand its business to exploit the available opportunity in the said industry so as to enhance/create value/wealth for the Company and in the hands of its Shareholders.

To enable your Company to undertake such business, the Board of Directors of your Company at the Meeting held on August 13, 2019 has proposed to alter the Objects Clause in the Memorandum of Association of the Company to include therein an enabling object for carrying on such business.

In terms of Section 13 of the Companies Act, 2013, a Company may, by a Special Resolution under Item No 7, alter the Objects Clause in its Memorandum of Association. Therefore, the Board of Directors of your Company recommends the aforesaid Resolution for your consideration and approval.

Pursuant to the provisions of Section 4, 13,110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Objects Clause of the Memorandum of Association of the Company requires the approval of the Members by means of a Special Resolution in the Annual General Meeting.

Copy of the existing Memorandum of Association, copy indicating the proposed amendments and other allied documents, if any, being referred in this Resolution would be available for inspection by the Members, free of cost, at the Registered Office of the Company during 11.00 A.M. to 1.00 P.M. on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot/e-voting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said Resolution except to the extent of their shareholding, if any.

The Board recommends the Resolution under Item No.7 for approval of the members as a Special Resolution.

**By Order of the Board
For RTS Power Corporation Limited**

Registered Office:
56 Netaji Subhas Road
Kolkata - 700001
Dated : August 13, 2019

**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., 7th Floor, Room No 7A & 7B ,3A Auckland Road ,Kolkata- 700017, 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

Tear Here

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

SEVENTY FIRST ANNUAL GENERAL MEETING - SEPTEMBER 30, 2019

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 Seventy First Annual General Meeting of the Members of RTS Power Corporation Limited held on Monday, September 30, 2019 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**71st Annual General Meeting September 30, 2019****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

1. Name :

Address :

E Mail Id :

Signature : or failing him/her;

2. Name :

Address :

E Mail Id :

Signature : or failing him/her;

3. 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 Seventy First Annual General Meeting of the Company to be held on Monday, September 30, 2019 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	ORDINARY RESOLUTION - 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, 2019.	
2	ORDINARY RESOLUTION - Appointment of Smt Rachna Bhutoria (DIN 00977628) as a Director of the Company who retires by rotation and being eligible offers herself for appointment.	
3	SPECIAL RESOLUTION - Consent of the Members for approving holding of office of Shri Sardul Singh Jain (DIN 00013732) as an Independent Director of the Company, beyond the age of 75 years.	
4	SPECIAL RESOLUTION - Re-appointment of Shri Sardul Singh Jain (DIN 00013732) as an Independent Director of the Company for a further period of 5 (five years)	
5	SPECIAL RESOLUTION - Re-appointment of Shri Alok Kumar Banthia (DIN 00528159) as an Independent Director of the Company for a further period of 5 (five years)	
6	ORDINARY RESOLUTION - 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, 2020	
7	SPECIAL RESOLUTION - Alteration of the Objects Clause of the Company	

Signed this day of 2019

Signature of Shareholder :

Signature of Proxy holder(s) :

Affix Revenue Stamp

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