



MANOJ SHAW & CO.
COMPANY SECRETARIES

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

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Secretarial Compliance Report
of RTS Power Corporation Limited for the year ended 31/03/2019

We, Manoj Shaw & Co, Company Secretaries, having our Office at "Poddar Court" 18, Rabindra Sarani, Gate no.1, 3rd Floor, Room No. 331, Kolkata- 700001, have examined:

- (a) all the documents and records made available to us and explanation provided by RTS Power Corporation Limited (" the listed entity"),
- (b) the filings/ submissions made by the listed entity to the StockExchanges,
- (c) Website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31/03/2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (till November 09, 2018);
- (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (w.e.f. November 10, 2018);
- (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations,2018; (Not applicable to the Company during the Audit Period).
- (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,2014;
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008; (Not applicable to the Company during the Audit Period).
- (h) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares)Regulations,2013;(Not applicable to the Company during the Audit Period).
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015;
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;(Not applicable to the Company during the Audit Period).

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks ofthe Practicing Company Secretary
NIL	NIL	NIL*	NIL

[The Company during the year had issued and allotted 10,00,000 Equity Shares on preferential basis tothe Companies of promoter group on 18th March, 2019. The Company was granted listing approval by Bombay Stock Exchange on 1st April, 2019 and completed the corporate action for the same on22nd April, 2019 after extension of the lock in period. The Company was granted trading approval on 25th April, 2019. On account of the above reason these additional 10,00,000 Equity shares held by the promoter and promoter group were not in dematerialized form as on 31st March, 2019 as required under Regulation 31(2) of SEBI (LODR) Regulations, 2015, (during the audit period.). The corporate Action on receipt of trading approval was done by the Company and confirmed by CDSL on 26th April,2019 and the shares were admitted in dematerialized format as required]

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.



(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Nil				

(a) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA				

(Note:

1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations: N.A.
2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations: N.A.)

Place: Kolkata
Date: 30/05/2019

For M/s Manoj Shaw & Co.
(Practicing Company Secretaries)

Manoj Prasad Shaw

Manoj Prasad Shaw
(Proprietor)
FCS No. 5517
C.P. No.: 4194

