



MANOJ SHAW & CO.
COMPANY SECRETARIES

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SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015 and Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014]

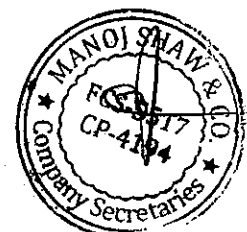
The Chairman
RTS Power Corporation Ltd
56 Netaji Subhas Road, Kolkata- 700001

71st Annual General Meeting of the Members of RTS Power Corporation Ltd ("the Company") held on Monday, 30th September, 2019 at 10:00 A.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata- 700017

Dear Sir,

I, Manoj Prasad Shaw, Proprietor of Manoj Shaw & Co. appointed by the Board of Directors of the Company to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of scrutinizing the process of remote e-voting and physical votes through ballot paper, pursuant to the provisions of Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014, at the 71st Annual General Meeting (AGM) of the Company in respect of the Resolutions for approval at the said AGM.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relating to voting through electronic means (i.e. by remote e-voting) and voting by Ballot at the AGM for the resolutions contained in the Notice to the AGM of the Company. My responsibility as a



scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) is restricted to make a consolidated scrutinizer's report of the votes cast "In Favour" or "Against" the resolutions, based on the reports generated from the e-voting system provided by CDSL, the Agency authorized under the Rules and from Ballot Papers received at the venue of the AGM of the Company.

I submit my report as under:-

The Remote e-voting period remained open from Friday 27th September, 2019 (09:00 a.m. IST) and ended on Sunday 29th September, 2019, (5:00 p.m. IST).

The members of the Company as on the "cut off" date i.e., Friday, 23rd September, 2019 were entitled to vote on the resolutions as set out in the notice of the AGM of the Company.

The votes cast on remote e-voting were unblocked at 11:45 a.m. on 30th September 2019, in the presence of two witnesses who were not in employment of the Company and e-voting result/ list of equity shareholders who have voted "IN FAVOUR" and "AGAINST" were downloaded from the e-voting website of Central Depository Services Limited (CDSL) i.e. website www.evotingindia.com.

After the time fixed for closing of the physical voting at the AGM by the Chairman, one ballot box kept for physical voting was locked in my presence with due identification marks placed by me.

The locked ballot box was subsequently opened in my presence and two witnesses not in employment of the Company and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company. None of the ballot papers were found as invalid.

The combined results of voting i.e. remote e-voting through e-voting services by CDSL and physical voting at the AGM is hereunder:-



ORDINARY BUSINESS:**Item No.1- Ordinary Resolution**

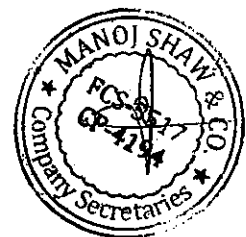
Consideration and adoption of the audited Financial Statements of the Company, the Reports of the Board of Directors and Auditors thereon for the Financial Year ended March 31, 2019:

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	31	6982563	2	30	33	6982593	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	31	6982563	2	30	33	6982593	100

Item No.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:

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	30	6943763	2	30	32	6943793	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	30	6943763	2	30	32	6943793	100



SPECIAL BUSINESS:**Item No.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:

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	31	6982563	2	30	33	6982593	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	31	6982563	2	30	33	6982593	100

Item No.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):

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	31	6982563	2	30	33	6982593	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	31	6982563	2	30	33	6982593	100



Item No.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):

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	31	6982563	2	30	33	6982593	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	31	6982563	2	30	33	6982593	100

Item No.6- Ordinary Resolution:

Ratification of remuneration payable to M/s K G Goyal and Associates as Cost Auditors of the Company for the Financial Year ending on March 31, 2020:

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	29	6926656	2	30	31	6926686	99.20
Voted against the resolution	2	55907	0	0	2	55907	0.80
Invalid votes	0	0	0	0	0	0	0
Total	31	6982563	2	30	33	6982593	100



Item No.7- Special Resolution:

Alteration of the Objects Clause of the Company:

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	31	6982563	2	30	33	6982593	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	31	6982563	2	30	33	6982593	100

The Electronic data and the ballot papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Yours faithfully,



For Manoj Shaw & Co.

Manoj Prasad Shaw

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

Date: 01.10.2019
Place: Kolkata

WITNESS 1: *Arit Karmakar*

(ARIT KARMAKAR)

WITNESS 2: *Abhishek Pal*

(ABHISHEK PAL)

Counter-signed by
For RTS Power Corporation Ltd

v.v. dunn

(Chairman)