



**MANOJ SHAW & CO.**  
COMPANY SECRETARIES

"COMMERCE HOUSE"  
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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**

**70<sup>th</sup> Annual General Meeting of the Members of RTS Power Corporation Ltd ("the Company") held on Friday, 28<sup>th</sup> September, 2018 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 70<sup>th</sup> 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 Tuesday 25<sup>th</sup> September, 2018 (09:00 a.m. IST) and ended on Thursday 27<sup>th</sup> September, 2018, (5:00 p.m. IST).

The members of the Company as on the "cut off" date i.e., Friday, 21<sup>st</sup> September, 2018 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 11:38 a.m. on 28<sup>th</sup> September 2018, 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](http://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, 2018:**

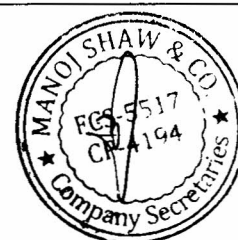
	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	30	5717094	10	106	40	5717200	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	30	5717094	10	106	40	5717200	100

**Item No.2- Ordinary Resolution-**

**Appointment of Sri Ram Lal Saini (DIN 03534117), as a Director of the Company who retires by rotation and being eligible offers himself 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	29	5716934	10	106	39	5717040	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	29	5716934	10	106	39	5717040	100

***Votes cast by the interested party as disclosed in the notes to the Notice of the meeting have not been considered for the purpose of calculating voting results.***



**Item No.3- Special Resolution:**

**Re-appointment Sri Abhay Bhutoria (DIN 00013712) as Managing 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	27	5527041	10	106	37	5527147	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	27	5527041	10	106	37	5527147	100

**Item No.4- Ordinary Resolution:**

**Ratification of the remuneration payable to M/s. K.G. Goyal & Associates as Cost Auditors of the Company for the Financial Year ending on 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	30	5717094	10	106	40	5717200	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	30	5717094	10	106	40	5717200	100



**Item No.5- Ordinary Resolution:**

**Authorization for the Board of Directors of the Company to enter into contracts or arrangements with related parties for the purpose of the business of the Company:**

	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	16	223838	10	106	26	223944	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	16	223838	10	106	26	223944	100

*Votes cast by the interested parties as disclosed in the notes to the Notice of the meeting have not been considered for the purpose of calculating voting results.*

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.

Date: 29.09.2018  
Place: Kolkata



Yours faithfully,  
For Manoj Shaw & Co.

*Manoj Prasad Shaw*

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

WITNESS 1: *Arjit Karmakar*  
(ARIT KARMAKAR)

WITNESS 2: *Abhishek Pal*  
(ABHISHEK PAL)

Counter-signed by  
For RTS Power Corporation Ltd

*Sardul Singh Jain*  
Sardul Singh Jain  
(Chairman)