



RTS POWER CORPORATION LIMITED

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

Phone: +91 9831039925; E Mail Id: headoffice@rtspower.com

CIN: L17232WB1947PLC016105 Website: www.rtspower.com

(ANNEXURE TO THE NOTICE FOR THE 76th ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON THURSDAY, SEPTEMBER 19, 2024)

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

The Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of AGM(s) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with above the MCA Circulars, the provisions of the Companies Act, 2013 (“Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we are pleased to inform you that the **76th Annual General Meeting (‘AGM’)** of the Company is scheduled to be held on **Thursday, September 19, 2024 at 12:30 P.M. Indian Standard Time (“IST”)**, through **Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”)** to transact the business as set out in the Notice convening the Meeting (“the Notice”). Members can attend and participate in the AGM through the VC/OAVM facility only.

The Notice of the AGM of the Company inter alia indicating the process and manner of e-Voting process along with 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.
240802004		

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

Remote e-Voting Starts On	Remote e-Voting Ends On
Monday, September 16, 2024 from 9:00 A.M. (IST)	Wednesday, September 18, 2024 till 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of AGM before exercising your vote.

Place: Kolkata

Date: 14.08.2024

Enclosures: AGM Notice/ Annual Report

By Order of the Board
For RTS POWER CORPORATION LIMITED
SANDIP GUPTA
Company Secretary & Compliance Officer
ACS 5447



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NOTICE OF THE 76th ANNUAL GENERAL MEETING

Notice is hereby given that the Seventy-sixth Annual General Meeting (AGM) of the Members of **RTS Power Corporation Limited** will be held on Thursday, September 19, 2024 at 12:30 P.M, Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility to transact the following business:

ORDINARY BUSINESS

Item No. 1 – Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Report of the Auditors thereon.

Item No. 3 – Re-appointment of a Director

To appoint a Director in place of Mrs. Rachna Bhutoria (DIN 00977628), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, has offered herself for re- appointment.

SPECIAL BUSINESS

Item No. 4 – Ratification of Remuneration of Cost Auditors

To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2025 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(3) 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) who, based on the recommendation of the Audit Committee, have been appointed by the Board of Directors of the Company ('Board'), as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2025 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 acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Item No. 5 – Re-appointment of Mr. Rajendra Bhutoria as Vice-Chairman & Whole-time Director

To re-appoint Mr. Rajendra Bhutoria (DIN 00013637) as Vice-Chairman & Whole-time 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 in accordance with the provisions of Sections 196,197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enact-



ment(s) thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Rajendra Bhutoria (DIN00013637) as Vice Chairman & Whole-time Director of the Company for a further period of 5(five) years with effect from April 1,2025 on such remuneration, including the minimum remuneration to be paid in the event of loss or inadequacy of profit in any Financial Year and upon such terms and conditions as set out in the Statement annexed to the Notice convening this Meeting , with liberty to the Board of Directors of the Company (the Board) to alter and vary the terms and conditions, including remuneration of the said re-appointment, if necessary, in such manner as it may deem fit and as may be agreed to by and between the Board and Mr. Rajendra Bhutoria, subject to the same being in consonance with the provisions specified in Section II of Part II of Schedule V to the Companies Act,2013 or any statutory modification(s) or re-enactment(s) thereof.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

By Order of the Board
For RTS POWER CORPORATION LIMITED

Registered Office:
56 Netaji Subhas Road
Kolkata-700001
Date: 14.08.2024

SANDIP GUPTA
Company Secretary & Compliance Officer
ACS 5447

NOTES

1. The Ministry of Corporate Affairs ('MCA'), inter alia, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated September 25, 2023, (collectively referred to as 'MCA Circulars'), has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

Further, towards this, the Securities and Exchange Board of India ('SEBI'), vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, and October 7, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard from time to time, has provided relaxations from compliance with certain provisions of the SEBI Listing Regulations.

In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 76th AGM of the Company will be held through VC/OAVM on Thursday, September 19, 2024 at 12:30 p.m. (IST). The proceedings of the AGM will be deemed to be conducted at 9, Chapel Road, Hastings, Kolkata-700022.

2. Pursuant to the Circular numbers 14/2020,17/2020, 20/2020 dated 8 April, 2020, 13 April, 2020 and 5 May, 2020 respectively issued by Ministry of Corporate Affairs (MCA), Government of India, and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020 issued by Securities and Exchange Board of India (SEBI), physical attendance of the members at the AGM is not required and AGM has to be held through VC/ OAVM.

Hence, members can attend and participate in the ensuing AGM only through VC/OAVM as mentioned above as arranged by the Company with Central Depository Services (India) Limited (CDSL).

3. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, since the AGM will be held through VC/ OAVM the requirement of sending Proxy Forms to the holders of the Securities as per provisions of Section 105 of the Act read with Regulation 44(4) of the Listing Regulations has been dispensed with.

Therefore, the facility to appoint proxy by the Members to attend and cast vote for the members will not be available and consequently the Proxy Form and Attendance Slip are not annexed to this Notice convening the 76th AGM.

4. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013 and rules framed thereunder, the representatives of the members such as the President of India or the Governor of a State or a body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

Bodies Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / power of attorney / authorization letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer by e-mail to shawmanoj@gmail.com with a copy marked to evoting@cdsl.com .

5. Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.
6. The deemed venue of AGM shall be at 9, Chapel Road, Hastings, Kolkata-700022.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
9. The Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the Special Business under Item No. 4 to 5 of the Notice convening the Seventy-sixth Annual General Meeting of the Members of the Company (AGM) is annexed hereto.
10. The relevant details of the Directors seeking re-appointment /appointment under Item Nos. 3 and 5 pursuant to Regulations 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.
11. **Despatch of Notice and Annual Report through E-mail and upload of the same in different websites**

In accordance with the MCA Circulars and the said SEBI Circular dated May 12, 2020, the Notice along with the Annual Report of the Company for the Financial Year ended March 31, 2024, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the “RTA”), i.e., M/s. Niche Technologies Private Limited or the Depository Participant(s).

The Notice and the Annual Report for the Financial Year ended March 31, 2024 shall be available on the website of the Company at www.rtspower.com and of the Stock Exchange where Equity Shares of the Company are listed i.e. Bombay Stock Exchange (BSE) at www.bseindia.com.

The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., (Central Depository Services (India) Limited (CDSL) at www.evoting.cdsl.com.

12. Members who have not yet registered their email addresses are requested to register the same with their Depository participants in case the shares are held by them in electronic mode and with the Registrar & Share Transfer Agent (RTA) of the Company in case the shares are held by them in physical form.

However, for receiving the notice of the forthcoming Annual General Meeting and related documents, Members holding shares in electronic mode may register their email addresses with our RTA as per the process given in the e-Voting instructions of the notes to this notice.

13. Members are requested to notify immediately any change in their addresses to the Registrar & Share Transfer Agent of the Company at the above address, if shares are held in physical form, and to the respective depository participants, if shares are held in electronic mode.
14. In terms of SEBI Listing Regulations securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the same members are advised to dematerialize as early as possible the shares of the Company held by them in physical form.

SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their DEMAT accounts. Members holding shares in physical form should submit their PAN to the Company.

15. **Book Closure Period**

The Register of members of the Company will remain closed from **Friday, September 13, 2024 to Thursday, September, 19, 2024** (both days inclusive).

16. All documents referred to in the Notice are put up on the Company's website and can be accessed at www.rtspower.com under the head Investors Relations.

17. Procedure for inspection of documents

During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection upon logging to CDSL e-voting system at www.evoting.cdsl.com.

All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to headoffice@rtspower.com.

18. Mr. Sandip Gupta, Company Secretary is the Compliance Officer in terms of Regulation 6 of the SEBI (Listing Obligation and Disclosure Requirements), 2015. Members may communicate with the Compliance Officer in relation to any query pertaining to their shareholdings.

19. Transfer of unclaimed dividend to Investor Education and Protection Fund

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.

The Company had last declared Dividend in the Financial Year 2010-2011. The Unpaid Dividend till that year has already been transferred to the IEPF Authority in the Financial Year 2018-19. As a result no amount was required to be transferred in this respect during the Financial Year 2023-2024.

20. Transfer of Shares to Investor Education and Protection Fund

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 had already transferred the Shares 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.

21. Claim from Investor Education and Protection Fund 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.

**22. 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 hereby confirms that the company does not have any unpaid and unclaimed amounts lying with the Company as on September 18, 2023 (the date of the last Annual General Meeting). As of today, the Company has transferred all the Unclaimed Dividend and Shares to IEPF Authority as per Rules prescribed.

23. 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.

24. Procedure for attending the AGM through VC or OAVM

Members are requested to join the Seventy-sixth Annual General Meeting (AGM) through VC/OAVM mode not later than 12.45 P.M. IST by clicking on the link <https://www.evoting.cdsl.com> under Members login, where the EVEN of the Company will be displayed, by using the Remote E-voting credentials and following the procedures mentioned in the Notes of the Notice (Refer Serial No. -27).

Facility for joining the VC/OAVM shall be kept open for the Members from 12.30 P.M. IST and may be closed at 01:15 P.M. IST or thereafter.

25. Procedure to raise Questions / seek Clarifications

- (a) As the AGM is being conducted through VC or OAVM, the Members are encouraged to express their views / send their queries well in advance for smooth conduct of the AGM but not later than 5:00 P.M. (IST) Monday, September 09, 2024, mentioning their names, folio numbers / DEMAT account numbers, e-mail addresses and mobile numbers and only such questions / queries received by the Company till the said date and time shall be considered and responded during the AGM.
- (b) Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests from Tuesday, September 03, 2024 (9:00 A.M. IST) to Monday, September 09, 2024 (5:00 P.M. IST) at headoffice@rtspower.com from their registered e-mail addresses mentioning their names, folio numbers / DEMAT account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting / the Company reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.
- (c) Members seeking any information on the financial accounts, operations or any matter to be placed at the AGM, are requested to write to the Company till 5.00 P.M. (IST) on Monday, September 09, 2024 through e-mail at headoffice@rtspower.com and the same will be suitably replied by the Company.
- (d) When a pre-registered speaker is invited to raise at the AGM his/her questions, already emailed in advance as requested above, but he / she does not respond, the turn will go to the next pre-registered speaker to raise his/her questions. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with stable internet speed.
- (e) The Company reserves the right to restrict the number of questions/speakers, as appropriate, for smooth conduct of the AGM.



- (f) The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include Large Members (i.e. members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 26. Members whose email addresses are not registered as above can register the same in the following manner:**
- Members holding share(s) in physical mode are requested to send the following details for registration of their email id: Folio No., Name of shareholder, Mobile no., email id and self-attested scanned copy of PAN card by email to the company at headoffice@rtspower.com or to the Registrar at nichetechpl@nichetechpl.com
 - Members holding share(s) in electronic mode are requested to register / update their e-mail addresses with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.
- 27. E-voting**
- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
 - Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 - The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 - Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
 - In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.rtspower.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
 - The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this **Ministry's General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **Thursday, September 12, 2024**, shall be entitled to avail the facility of remote e-voting.

THE INTRUCTIONS FOR SHAREHOLDRES FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on **Monday, September 16, 2024 at 9.00 A.M. and ends on Wednesday, September 18, 2024 at 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. **Monday, September 12, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.

	<ol style="list-style-type: none"> 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsI website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- v. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vi. After entering these details appropriately, click on “**SUBMIT**” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <**RTS POWER CORPORATION LIMITED**> on which you choose to vote.



- x. 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.
- xi. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- xii. After selecting the resolution, 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.
- xiii. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on **Forgot Password &** enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 a Compliance User 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; headoffice@rtspower.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to Meeting** mentioning their name, demat account number/folio number, email id, mobile number at headoffice@rtspower.com



rtspower.com. The shareholders who do not wish to speak during the AGM but have queries may also send their queries in advance **10 days prior to Meeting** mentioning their name, demat account number/folio number, email id, mobile number at headoffice@rtspower.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. **For Demat shareholders -** Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders –** Please update your email id & mobile no. with your respective **Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurax, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

The Company has appointed Mr. Manoj Prasad Shaw FCS (ICSI, CP Registration No. 4194), Practicing Company Secretary of Manoj Shaw & Associates, Practicing Company Secretaries as the scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting in presence of at least two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the Meeting.

The results of voting will be declared within 48 hours declared from the conclusion of AGM. The declared results along with the Report of the Scrutinizer shall be placed on the website of the Company www.rtspower.com and on the website of CDSL www.evotingindia.com immediately after declaration of the results by the Chairman or a person authorized by him in this behalf. The results shall also be uploaded on the Bombay Stock Exchange portal www.listing.bseindia.com

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. **Thursday, September 19, 2024.**

The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company.

BRIEF PROFILE OF DIRECTOR PROPOSED TO BE RE-APPOINTED AS DIRECTOR BY ROTATION AT THE ANNUAL GENERAL MEETING AS REQUIRED TO BE DISCLOSED UNDER REGULATIONS 36(3) & 26(4) OF LISTING REGULATIONS AND CLAUSE 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS SS-2:

Name of Director	Mrs. Rachna Bhutoria
DIN	00977628
Age	57 years



Date of Birth	18th November,1966
Date of First Appointment	14th February, 2014
Qualifications	B Com (Hons)
Professional Membership	NIL
Nature of expertise in specific functional area	She has expertise in Finance, Board Meeting experiences, Corporate Governance and in formulating business strategies. Her long experience in the group companies will be beneficial to the Company.
Experience	10 years as Director of the Company
Details of remuneration drawn last year (Financial Year)	NIL
Number of Board Meetings attended by her during the calendar year 2023-24	11
Terms and conditions of appointment/re-appointment	Non-Executive Woman Director belonging to the Promoter Group, to be re-appointed by rotation
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	Reengus Wires Private Limited, Ladhun Agricultural Farms Private Limited, Bhutoria Investments Private Limited
Name of the Chairmanship/Membership of Committee of the Company	Member – 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	67,597
Disclosure of relationship between Directors inter-se and relationship with Key Managerial Personnel of the Company as required under Sub regulation 3 of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 and Clause 1.2.5 of Secretarial Standard on General Meetings SS-2	Mrs. Rachna Bhutoria, Director of the Company is the wife of Late Surendra Bhutoria, own brother of Mr. Abhay Bhutoria, Managing Director and cousin of Mr. Rajendra Bhutoria, Vice-Chairman and Whole-time Director of the Company.

BRIEF PROFILE OF DIRECTOR PROPOSED TO BE RE-APPOINTED AS THE VICE-CHAIRMAN AND WHOLE-TIME 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 Director	Mr. Rajendra Bhutoria
DIN	00013637
Age	66 years
Date of Birth	24th October,1957
Date of First Appointment	23rd December, 1975
Qualifications	B.Com (Hons)
Professional Membership	NIL



Nature of expertise in specific functional area	An Alumni of St. Xaviers College, Kolkata. He has joined the family business at the age of 18 years and has been looking after the affairs of the Company since then. He has ample experience in general administration, production, marketing and finance .During this period, apart from looking after the Company's Power and Distribution Transformers business, he has been looking after the business of Cold Storage, Properties, Warehousing, etc. of the Group Companies.
Experience	Total 49 years as Director of the Company out of which 17 years as a Whole-time Director
Details of remuneration drawn last year (Financial Year)	Rs. 21.47 Lakhs
Number of Board Meetings attended by him during the calendar year 2023-24	11
Terms and conditions of appointment/re-appointment	Vice Chairman and Whole-time Director belonging to Promoter Group proposed to be re-appointed for a further period of 5 years effective from 1st April 2025.
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	Abhay Transformers Private Limited, Bhutoria Investments Private Limited, Bhutoria Brothers Private Limited, Bhutoria Logistics Park Private Limited, Bhutoria Oil Industries Private Limited, Amateur Actors Association
Name of the Chairmanship/Membership of Committee of the Company	Member – Stakeholder Relationship Committee Member – Audit Committee Chairman – Corporate Social Responsibility 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	84,900 [39,700 (SELF) + 45,200 (HUF)]
Disclosure of relationship between Directors inter-se and relationship with Key Managerial Personnel of the Company as required under Sub regulation 3 of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meetings SS-2	Mr. Rajendra Bhutoria is the cousin of Mr. Abhay Bhutoria, Managing Director of the Company and Smt Rachna Bhutoria, Director of the Company is the wife of his cousin, Late Surendra Bhutoria and Mr. Siddharth Bhutoria, Whole-time Director is his son.

Item No. 4

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, 2025.

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 4 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, 2025, 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 4 of the Notice.

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

Item No. 5

The Board of Directors of the Company ('the Board') at its Meeting held on August 14, 2024 has, subject to the approval of the Members , re-appointed Mr. Rajendra Bhutoria as Vice Chairman & Whole-time Director of the Company, for a further period of 5(five) years from April 1, 2025, on expiry of his present term on March 31, 2025, at the remuneration recommended by the Nomination and Remuneration Committee (NR Committee) at its Meeting held on August 13, 2024 and by the Audit Committee at its Meeting held on August 14, 2024 and thereafter finally approved by the Board in its Meeting held on August 14, 2024.

The appointment and terms and conditions thereof and remuneration, including minimum remuneration, payable to Mr. Rajendra Bhutoria will be subject to the approval by the Company in its ensuing Annual General Meeting.

The parties hereto are desirous of recording the terms and conditions of such appointment and remuneration , including minimum remuneration , payable to Mr. Rajendra Bhutoria as the Vice-Chairman & Whole-time Director of the Company in a formal Agreement, being these presents.

NOW IT IS HEREBY AGREED as follows:

1. The Company hereby re-appoints Mr. Rajendra Bhutoria for a further period of 5 (Five) years effective from 1st April 2025 as the Vice-Chairman & Whole-time Director of the Company upon the terms and conditions hereinafter expressed, which appointment Mr. Rajendra Bhutoria hereby accepts.
2. Mr. Rajendra Bhutoria shall subject to the superintendence , control and direction of the Board have substantial powers of management and shall perform the duties and exercise the powers referable or in relation thereto and shall also perform such other duties and exercise such further powers as may from time to time be entrusted to or conferred upon him by the Board either alone or jointly with any other person or persons as the Board shall determine and shall devote the whole of his time and attention to the business and affairs of the Company and shall at all times obey and comply with the lawful orders from time to time of the Board and in all regards conform to and comply with the directions and regulations given and made by the Board in relation to the business or trade of the Company and to the best of his skill and ability serve and promote the interests of the Company and shall not at any time unless prevented by ill health , accident or by reason of being on leave as per Rules of the Company , absent himself from the services of the Company without the consent of the Board .
3. In consideration of his services as the Company's Vice-Chairman & Whole-time Director, Mr. Rajendra Bhutoria shall be entitled to receive the following remuneration from the Company:
 - A. **Basic Salary:** Presently at the rate of Rs 3,25,000/- (Rupees Three lac twenty five thousand only) per month in future in the Salary Scale of Rs 3,25,000/- to Rs 7,00,000/- per month during the tenure of the Agreement, with such revision as the NR Committee and the Board may approve from time to time in future.
 - B. **Perquisites**
 1. **Car:** The Company will provide car with driver for his official and limited private use, perquisite value of which will be made as per Income Tax Rules.
 2. **Telephone:** Reimbursement of telephone and mobile bills used for official and personal purpose.



3. **Medical Expenses:** Reimbursement of Medical Expenses for self and his spouse including hospitalization in India and abroad.
 4. **Medical Insurance Premium:** Reimbursement of Medical Insurance Premium for self and spouse upto an amount of Rs. 1,00,000/- per year.
 5. **Club Membership:** Reimbursement of Fees (both admission as well as annual and monthly subscription) paid for Membership of two clubs.
 6. **Leave Travel Allowance:** Leave Travel Allowance/Concession for self and spouse once in a year as per actual amount.
 7. **Life Insurance Premium:** Reimbursement of Life Insurance Premium upto an amount of Rs. 1,00,000/- per year.
 8. **Gratuity:** Payable at a rate not exceeding half a month's salary for each completed year of service.
4. In the event of absence or inadequacy of profits of the Company in any Financial Year during the term of Mr. Rajendra Bhutoria's re-appointment hereunder, he shall for that year receive the same remuneration as in Clause 3 hereinabove in consonance with the provisions specified in Section II of Part II of Schedule V to the Act.
 5. In the event Mr. Rajendra Bhutoria shall for any reason cease to be a Director of the Company, he shall ipso facto cease to be Vice Chairman & Whole-time Director of the Company.
 6. Mr. Rajendra Bhutoria shall not so long as he functions as the Vice Chairman & Whole-time Director of the Company, be entitled to receive any fee(s) for attending Meetings of the Board or a Committee thereof.
 7. Mr. Rajendra Bhutoria shall be entitled to retain for his own use and benefits, all fees and commission which may be received by him as a Director of any other Company or as a Trustee of any Fund or Association, or a Trustee for the holders of Debentures issued by any other Company.
 8. Mr. Rajendra Bhutoria shall be entitled to reimbursement of other expenses actually and properly incurred by him in connection with the Company's business.
 9. This Agreement may be terminated by either party by giving or paying to the other at any time 3 (three) months' Notice in writing or 3 (three) month's Salary in lieu of such Notice, as the case may be.
 10. In the event of this Agreement being terminated under the provisions hereof or in the event of Mr. Rajendra Bhutoria expiring during the currency of this Agreement, he or his legal representatives, as the case may be, shall be entitled to receive from the Company his remuneration and other amounts due to him up to the date of such termination or death.
 11. The terms and conditions, including remuneration, may be varied, altered, increased, enhanced or widened from time to time as recommended by NR Committee and approved by the Board as it may in its sole discretion deem fit without seeking further approval of the shareholders of the Company within the maximum amount payable to the Vice Chairman & Whole-time Director in accordance with the Act and Schedule V thereto and accepted by Mr. Rajendra Bhutoria.
 12. This Agreement may be renewed for further period subject to mutually agreed terms.

The re-appointment and terms and conditions of re-appointment and remuneration, including minimum remuneration, payable to Mr. Rajendra Bhutoria as the Company's Vice Chairman & Whole-time Director require the approval of the Members of the Company in General Meeting by passing a Special Resolution in terms of Section II of Part II and Paragraph 1 of Part III of Schedule V to the Act read with Section 196 of the Act, which will be sought for in this Annual General Meeting of the Company.

The appointment of Mr. Rajendra Bhutoria on the terms and remuneration proposed satisfies the conditions laid down in Parts I, II and III of Schedule V to the Act and the requisite Return in Form No MR1 (along with a Certificate under Paragraph 2 of Part III of the said Schedule) under Section 196(4) of the Act will be filed with the MCA.

As required under Section II of Part II of Schedule V to the Act, it is confirmed that:

- (i) The Remuneration payable to Mr. Rajendra Bhutoria has been approved by a Resolution passed by the Board at its Meeting held on August 14, 2024 and also by the NR Committee at its Meeting held on August 13, 2024.

- (ii) The Company has not committed any default in payment of dues to any Bank or Public Financial Institution or Non-Convertible Debenture Holders or any other secured creditors.

The following information is also given as required under Section II of Part II of Schedule V to the Act:

I. General Information:

- (1) **Nature of industry-** Manufacture and repair of Transformers, Cables and Conductors
- (2) **Date of commencement of commercial production-** 12.12.1947
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus –** Not Applicable
- (4) **Financial performance based on given indicators**

Particulars	2023-24 (Rs. in Lakhs)	2022-23 (Rs. in Lakhs)	% increase/ (decrease) in 2023-24 over 2022-23
Total Revenue	6393.10	7,349.97	(13.02)
Total Expenditure	5770.69	5,933.63	(2.75)
Profit Before Tax	622.41	1,416.34	(56.06)
Profit After Tax	442.70	983.45	(54.99)

- (5) **Foreign investments or collaborations, if any-** None

II. Information about the re-appointee:

- (1) **Background details –** Having rich experience of 18 years working as Vice Chairman & Whole-time Director of the Company with successful track record and working as a Director of the Company for the last 50 years
- (2) **Past remuneration –**
 - (i) Salary : Rs 21,00,000 /- per annum
 - (ii) Contribution to Provident Fund : NIL
 - (iii) Perquisites : Rs 47,000/- during the Financial Year 2023-2024
- (3) **Recognition or awards-** Proposed re-appointment is in recognition of his effective and satisfactory past performance in the Company.
- (4) **Job profile and his suitability –** To manage and control the functions of Head Office and Eastern India operations of the Company under the superintendence, control and direction of the Board. Due to his satisfactory past performance of this job the Board considered him most suitable for the proposed re-appointment.
- (5) **Remuneration proposed –** As given in Clause 3 at the beginning of this Statement above in detail.
- (6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) –** Comparative remuneration for a corresponding position in a Company of our size and belonging to Transformer Industry with a more or less equivalent profile to that of the proposed re-appointee will be around- Salary Rs 3,25,000 to Rs 7,00,000 per month plus usual Perquisites.
- (7) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any -** The appointee has no pecuniary relationship, directly or indirectly, either with the Company or with any managerial personnel of the Company other than the remuneration he gets from the Company as Vice Chairman & Whole-time Director and his or his relatives' Shareholdings in the Company.

He is the cousin of Mr. Abhay Bhutoria, Managing Director of the Company and Smt Rachna Bhutoria, Director of the Company is wife of his cousin, Late Surendra Bhutoria and Mr. Siddharth Bhutoria, Whole-time Director is his son.

**III. Other information:**

Reasons of loss or inadequate profits – Profit Before Tax earned by the Company has decreased by 54.99 % from Rs. 983.45 Lacs in 2022-2023 to Rs 442.70 Lacs in 2023-2024 mainly on account of shortfall in Exports.

Steps taken or proposed to be taken for improvement – Continuous all out efforts are always made by the Management for further improvement, wherever and whenever possible. Effective steps are also being taken to achieve higher export Sales.

Expected increase in productivity and profits in measurable terms.

Particulars	Estimated during 2024-2025 Rs in lacs	Actual during 2023-2024 Rs in lacs	% increase in 2024-2025 over 2023-2024
Total Revenue	7,035.00	6393.10	10%
Profit Before Tax	685.00	622.41	10%

IV. Disclosures: Necessary disclosures have already been made in the Corporate Governance Report attached with the Report of the Board of Directors for the Financial Year ended on March 31, 2024.

The Board considers that having regard to his background and long experience, the appointment and remuneration of Mr. Rajendra Bhutoria as Vice Chairman & Whole-time Director of the Company, as proposed, are justified. The Resolution set out in Item 5 of the convening Notice has to be considered accordingly and the Board recommends the same.

A copy of the draft Agreement referred to hereinabove will be available for inspection by the Members of the Company at its Registered Office on any working day during usual business hours prior to the date of the Meeting and will also be available at the Meeting.

Mr. Rajendra Bhutoria may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding and remuneration as a Director. His relatives, to the extent of their Shareholding interest in the Company, may be deemed to be concerned or interested in his re-appointment.

Save and except the above, none of the other 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 5 of the Notice.

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

By Order of the Board
For RTS POWER CORPORATION LIMITED

Registered Office:
56 Netaji Subhas Road
Kolkata-700001
Date: 14.08.2024

SANDIP GUPTA
Company Secretary & Compliance Officer
ACS 5447

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 positively 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.