RTS POWER CORPORATION LTD.
BHUTORIA BROTHERS

Ref: BSE/25-26

Date:23-09-2025

The Secretary
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai – 400001

Scrip Code: 531215

Sub: Proceedings of the 77th Annual General Meeting held on September 23, 2025

Dear Sirs,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the certified true copy of proceedings of the Seventy Seventh Annual General Meeting of the Company held through Video Conferencing on 23rd September 2025 at 11:50 AM (IST).

We request you to kindly take the above on record as per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,

For RTS POWER CORPORATION LIMITED

SANDIP GUPTA
Digitally signed by SANDIP GUPTA
Date: 2025.09.23 15:46:29 +05'30'

Sandip Gupta
Company Secretary &
Compliance Officer
ACS 5447

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GST No: 19AABCR2618B1ZR
CIN: L17232WB1947PLC016105

CERTIFIED TRUE COPY OF THE MINUTES OF THE SEVENTY SEVENTH ANNUAL GENERAL MEETING (AGM) OF THE SHAREHOLDERS OF RTS POWER CORPORATION LIMITED HELD ON TUESDAY, THE 23RD SEPTEMBER 2025 AT 11:30 AM THROUGH VIDEO CONFERENCING ("VC") AT THE 9 CHAPEL ROAD, HASTINGS, KOLKATA-700022 (DEEMED VENUE OF THE MEETING),

Time of Commencement : 11:50 A.M.

Time of Conclusion : 01:20 P.M.

DIRECTORS PRESENT

Mr. Jagabandhu Biswas, Chairman (Chairman of the Audit Committee and Stakeholders Relationship Committee and Members of Nomination and Remuneration Committee and Corporate Social Responsibility Committee) (Present through VC from Kolkata).

Mr. Rajendra Bhutoria, Vice Chairman and Whole-time Director (Chairman of Corporate Social Responsibility Committee and Member Audit Committee) (Present through VC from Kolkata)

Mr. Abhay Bhutoria, Managing Director and Member of Corporate Social Responsibility Committee (Present through VC from Jaipur)

Mr. Siddharth Bhutoria, Whole-time Director (Present through VC from Kolkata)

Ms. Rachna Bhutoria, Non-Executive Director of the Company and Members of Stakeholders Relationship Committee and Nomination and Remuneration Committee (Present through VC from Jaipur)

Mr. Devesh Kumar Agarwal, Director (Chairman of the Nomination and Remuneration Committee) and Member Audit Committee (Present through VC from Kolkata)

Mr. Arun Lodha, Director (Present through VC from Jaipur)

IN ATTENDANCE PRESENT THROUGH VC

Mr. Sandip Gupta, Company Secretary and Compliance Officer

Mr. Mukesh Jain, Chief Financial Officer

M/s Jain Shrimal & Co, Statutory Auditor

Mr. Manoj Prasad Shaw, Secretarial Auditor and Scrutinizer for Voting

30 Shareholders attended the Meeting.

Pursuant to Circular No, 14/2020 issued by the Ministry of Corporate Affairs (MCA), the facility for appointment of proxy for the AGM was not provided to the Members. Accordingly, there was no proxy present at the meeting. The quorum was present throughout the Meeting.

The Meeting was called to order by the Chairman at 11:50 A.M.

The Moderator opened the Meeting and made an announcement in this regard to the members.

The Moderator apprised the members that for smooth conduct of the AGM, all the lines of the shareholders would be on mute. The audio and video of the speaker shareholders would be enabled once they are invited to speak at the AGM by the Chairman. The proceedings of the AGM were being recorded and would be hosted on the website of the Company after the AGM. After the announcement, the Moderator handed over the proceedings to the Chairman. The Chairman welcomed the members to the 77th AGM of the Company. The Notice convening the meeting was taken as read with the permission of the members present. The Chairman informed the members that the Register of Directors and Key Managerial Personnel and their Shareholdings, Register of Contracts or arrangements in which Directors are interested, Statutory Auditors' Report, Secretarial Auditors' Reports which were required to be placed at the meeting were available for Inspection throughout the meeting at the CDSL website under the tab AGM documents.

The Chairman introduced himself and the other Directors present virtually for the meeting. He confirmed to the members that the authorized representatives of the Statutory Auditors, Secretarial Auditor and the Scrutinizer were also virtually present in this meeting. It was recorded that all feasible planning and execution had been done for enabling electronic participation and voting of the members at the AGM. It was confirmed that the electronic voting was available throughout the AGM. Thereafter, the Chairman proceeded with his address to the members. In his speech, he briefed the members regarding the key highlights for Financial Year 2024-2025, covering both the Standalone and Consolidated financial results of the Company for the year and future outlook.

Thereafter, the Chairman requested Mr. Sandip Gupta, Company Secretary, to read the Auditors' Reports. Mr Gupta confirmed to the members that there were no qualification, reservation or adverse remark or disclaimer in the Auditors' Report, which were required to be read at the meeting. The Auditors' Reports including the annexures thereof were taken as read.

The Chairman informed the Shareholders that the Company had provided to the Shareholders, the facility to cast their vote electronically through remote e-voting facility provided by Central Depository Services (India) Limited ("CDSL") which had commenced on Saturday, September 20, 2025 at 9:00 A.M. (IST) till Monday, September 22, 2025 upto 5:00 P.M. (IST), on all resolutions set forth in the Notice of the AGM.

The Chairman briefed the members that since the AGM was held virtually, the option for physical voting at the AGM was not provided. However, the Company had enabled the e-voting facility during the AGM for members who had not voted earlier through remote e-voting and who were present at the AGM and were otherwise not barred from doing so. The e-voting facility would close after 15 minutes from conclusion of the AGM. There would be no proposing and seconding of the resolutions as the Meeting was held virtually.

He further mentioned that shareholders who have registered themselves as speaker shareholders would be allowed to speak and such registered speaker shareholders may participate in the discussion on the items of business once the discussion was invited by the Chairman. The queries shall be answered after all the registered speaker shareholders had raised their questions.

Certain queries have been received from shareholders which will be replied to by the Whole-time Director, Mr. Siddharth Bhutoria.

Thereafter, The Chairman took up the resolutions as set forth in the Notice of the AGM and informed that the lines of the speaker shareholders would be open for questions after all the Resolutions were tabled.

The Resolutions as set out in the Notice of the 77th Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of the AGM.

Consideration and Adoption of audited Standalone Financial Statements of the Company, the Reports of the Board of Directors and Auditors thereon for the Financial Year ended March 31, 2025.

The Chairman briefed the members on the following Ordinary Resolution. He informed that the item of business was to receive, consider and adopt the audited Standalone financial statements for the year ended 31st March, 2025, which were already provided to the members.

> "**RESOLVED THAT** the Audited standalone financial statements for the financial year ended March 31, 2025 and Reports of the Board of Directors and the Auditors thereon as circulated to the Members of the Company and placed before this Meeting be and are hereby received, considered and adopted."

As per the voting results declared on 23rd September 2025 based on the Scrutinizer's report dated 23rd September, 2025, the Ordinary Resolution was passed by majority.

Consideration and Adoption of audited Consolidated Financial Statements of the Company and the Reports of the Auditors thereon for the Financial Year ended March 31, 2025

The Chairman briefed the members on the following Ordinary Resolution. He informed that the item of business was to receive, consider and adopt the audited Consolidated financial statements for the year ended 31st March, 2025, which were already provided to the members.

> "**RESOLVED THAT** the Audited consolidated financial statements for the financial year ended March 31, 2025 and Report of the Auditors thereon as circulated to the Members of the Company and placed before this Meeting be and are hereby received, considered and adopted."

As per the voting results declared on 23rd September 2025 based on the Scrutinizer's report dated 23rd September, 2025, the Ordinary Resolution was passed by majority.

The Chairman, after the above briefing, invited the speaker shareholders to raise questions and requested them to confine their queries strictly to the items of business of the meeting.

He requested the Moderator of the meeting to enable the speaker shareholders to speak in the order of their registration.

The Moderator opened the lines of the speaker shareholders to raise questions and the shareholders raised their queries and expressed their opinion through VC at the AGM.

Queries/comments from the members, inter-alia, covered the following:

- Future Outlook of the Company
- Future Growth prospect
- Performance of the Company and the Wholly-owned subsidiary
- Order Book Status
- CSR Expenditure
- Dividend Policy
- Debtors Position etc.

The Chairman requested the Moderator to check if there are any other shareholders (among the registered speaker shareholders who could not speak at the AGM due to technical issues in their lines) and who would like to raise further queries at the meeting.

The Moderator confirmed that there were no other speaker shareholders for the meeting.

Appointment of Mr. Rajendra Bhutoria (DIN 00013637), as a Director of the Company who retires by rotation and being eligible offers himself for re-appointment.

The Chairman briefed the members on the following Ordinary Resolution. He informed that the item of business was to re-appoint Mr. Rajendra Bhutoria who retires by rotation and being eligible has offered himself for re-appointment, which were already notified to the members.

"**RESOLVED THAT** Mr. Rajendra Bhutoria (DIN 00013637), who retires by rotation but being eligible has offered himself for re- appointment be and is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

As per the voting results declared on 23rd September 2025 based on the Scrutinizer's report dated 23rd September 2025, the Ordinary Resolution was passed by majority.

Ratification of remuneration payable to M/s K G Goyal & Associates as Cost Auditors of the Company for the Financial Year ending on March 31, 2026

The Chairman briefed the members on the following Ordinary Resolution. He informed that the item of business was ratification of remuneration payable to M/s K G Goyal & Associates as Cost Auditors of the Company for the Financial Year ending on March 31, 2026, which was already provided to the members.

"**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, 2026 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."

As per the voting results declared on 23rd September 2025 based on the Scrutinizer's report dated 23rd September 2025, the Ordinary Resolution was passed by majority.

Appointment of Mr. Manoj Prasad Shaw as Secretarial Auditors

The Chairman briefed the members on the following Ordinary Resolution. Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on May 29, 2025 have approved subject to approval of Members, appointment of Mr. Manoj Prasad Shaw, Proprietor (FCS-5517) of M/s Manoj Shaw & Co., Company Secretaries (C.P No: 4194), having Peer Review Certificate No. 1243/2021, as Secretarial Auditors for a term of 5(Five) consecutive years from the conclusion of the ensuing 77th Annual General Meeting till the conclusion of the 82nd Annual General Meeting.

Mr. Manoj Prasad Shaw, Proprietor (FCS-5517) of M/s Manoj Shaw & Co., Company Secretaries (C.P No: 4194), having Peer Review Certificate No. 1243/2021, a Secretarial Audit Firm, is a firm of Company Secretaries. Specialization of the firm includes, but not limited to, Secretarial Audit, Corporate laws, Listing Compliances, Securities law including Corporate Governance, FEMA and RBI matters.

Mr. Manoj Prasad Shaw has been the Secretarial Auditors of the Company for about 15 years and as part of their Secretarial audit they have demonstrated their expertise and proficiency in handling Secretarial audits of the Company till date.

"**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, approval of the Company be and is hereby accorded to the appointment of Mr. Manoj Prasad Shaw, Proprietor (FCS-5517) of M/s Manoj Shaw & Co., Company Secretaries (C.P No: 4194), having Peer Review Certificate No. 1243/2021, as the Secretarial Auditors of the Company for a term of five consecutive years, commencing from the conclusion of the ensuing 77th Annual General Meeting till the conclusion of the 82nd Annual General Meeting.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and is hereby authorized to sign and file the necessary Forms and Returns with the Registrar of Companies, Sock Exchange and such other authorities as may be required, and to do all such acts, deeds, matters and things as may be deemed necessary, proper and expedient to give effect to this resolution."

As per the voting results declared on 23rd September 2025 based on the Scrutinizer's report dated 23rd September 2025, the Ordinary Resolution was passed by majority.

Re-appointment of Mr. Siddharth Bhutoria (DIN 00609233) as Whole-time Director for a further period of 5 years with effect from 15th July, 2025

The Chairman briefed the members on the following Special Resolution. He informed that the item of business was Re-appointment of Mr. Siddharth Bhutoria (DIN 00609233) as Whole-time Director for a further period of 5 years with effect from 15th July, 2025, which was already notified to the members.

"**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-enactment(s) thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Siddharth Bhutoria (DIN 00609233) as Whole-time Director of the Company for a further period of 5(five) years with effect from July 15, 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. Siddharth 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."

As per the voting results declared on 23rd September 2025 based on the Scrutinizer's report dated 23rd September 2025, the Special Resolution was passed by requisite majority.

It was informed that the shareholders will be intimated the replies to their queries by email

The Chairman then concluded the business of the day and thanked all the shareholders for their kind presence, co-operation and their valuable support.

It was informed that the combined results of the votes cast through remote e-voting and e-voting during the AGM on all the resolutions would be uploaded on the Company's website and will be intimated to the Stock Exchange as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the same day of the meeting.

A vote of thanks was proposed to the Chair, Mr. Jagabandhu Biswas, by Mr.Rajendra Bhutoria, Vice Chairman and Whole time Director.

There being no other business, the Chairman declared the Meeting as closed.

Jagabandhu Biswas
CHAIRMAN
DIN: 10274176

Place - Kolkata
Date - 23.09.2025

Note on Voting Process conducted for Resolutions placed at the 77th AGM:

1) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had made arrangements for the members to cast their vote on all the resolutions placed at the 77th Annual General Meeting of the Company through remote e-voting and through e-voting during the AGM which was kept open 15 minutes after the conclusion of the AGM.

2) The Company had published an advertisement on 6th September, 2025 in Business Standard and Arthik Lipi intimating the shareholders about e-voting and other matters provided in the general circular No. 20/2020 dated 5th May 2020 issued by the Ministry of Corporate Affairs.

3) The cut-off date for the purpose of remote e-voting and reckoning the eligible votes for shares held in physical form or dematerialized form was Thursday, 16th September 2025.

4) The e-voting commenced on Saturday, 20th September 2025 at 9:00 AM and ended on Monday, 22nd September, 2025 at 5:00 PM and the remote e-voting module was blocked by CDSL thereafter.

5) Mr. Manoj Prasad Shaw (PCS No. 5517) was appointed as the scrutinizer to scrutinize the entire voting process in a fair and transparent manner.

6) The Chairman explained to the members the process of e-voting during the meeting.

7) The voting rights of the shareholders was in proportion to the shares held by the members in the paid-up equity share capital of the Company.

8) The Chairman announced the latest date for announcing the results of the voting to the shareholders and the mode of declaration thereof.

9) Mr. Manoj Prasad Shaw, Scrutinizer, after the conclusion of the AGM unblocked the votes cast through remote e-voting and the votes casted through e-voting during the AGM by the members on CDSL e-voting module.

10) The Scrutinizer submitted his report on consolidated voting results on 23rd September, 2025 to the Company, the summary of which is given below, and the results of voting were declared by Mr. Jagabandhu Biswas, Chairman, being authorized by the Board in this behalf. The results of voting were intimated to BSE Limited, CDSL and hosted on the website of the Company at www.rtspower.com.

Resolution	Number of Votes (Shares)			Passed as Ordinary Resolution/Special Resolution
	In Favour	Against	Invalid	
Consideration and Adoption of audited Standalone Financial Statements of the Company, the Reports of the Board of Directors and Auditors thereon for the Financial Year ended March 31, 2025.	6765820	139	0	Ordinary Resolution
Percentage	99.9979	0.0021		
Consideration and Adoption of audited Consolidated Financial Statements of the Company and the Report of the Auditors thereon for the Financial Year ended March 31, 2025.	6765820	139	0	Ordinary Resolution
Percentage	99.9979	0.0021		
Re-appointment of Mr. Rajendra Bhutoria (DIN 00013637), as a Director of the Company who retires by rotation and being eligible offers himself for appointment	6765820	139	0	Ordinary Resolution
Percentage	99.9979	0.0021		
Ratification of remuneration payable to M/s K G Goyal & Associates as Cost Auditors of the Company for the Financial Year ending on March 31, 2026	6765820	139	0	Ordinary Resolution
Percentage	99.9979	0.0021		

Appointment of Mr. Manoj Prasad Shaw as Secretarial Auditors for a period of five years from the conclusion of the 77th Annual General Meeting till the conclusion of the 82nd Annual General Meeting	6765820	139	0	Ordinary Resolution
Percentage	99.9979	0.0021		
Re-appointment of Mr. Siddharth Bhutoria (DIN 00609233) as Whole-time Director for a further period of 5 years with effect from 15th July, 2025	6765820	139	0	Special Resolution
Percentage	99.9979	0.0021		

The Scrutinizer handed over the Scrutinizer's Report and e-voting results to the custody of the Company Secretary on 23rd September, 2025.

Jagabandhu Biswas
CHAIRMAN
DIN: 10274176
Place - Kolkata
Date - 23.9.2025