



RTS/BSE/25-26

29th May, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400001

Dear Sir,

**Sub: Submission of Secretarial Compliance Report
for the year ended on 31st March, 2025**

As per requirement of Regulation 24A of the Securities and Exchange Board of India (LODR) Regulation, 2015, we are enclosing herewith a copy of Secretarial Compliance Report issued by Mr. Manoj Prasad Shaw, Practicing Company Secretary (FCS: 5517) for the year ended on 31st March, 2025.

You are requested to kindly take the same on record.

Thanking you.

Yours faithfully
For RTS Power Corporation Limited


Sandip Gupta
Company Secretary &
Compliance Officer
ACS 5447



Enclosure: As mentioned above





MANOJ SHAW & CO.
COMPANY SECRETARIES

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SECRETARIAL COMPLIANCE REPORT

OFRTS POWER CORPORATION LTD

FOR THE YEAR ENDED 31/03/2025

We, Manoj Shaw & Co, Company Secretaries, having our office at 18, Rabindra Sarani, "Poddar Court", Gate no.1, 3rd Floor, Room No. 331, Kolkata- 700001, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by RTS Power Corporation Ltd. (hereinafter referred as the 'listed entity'), having its Registered Office at '56 Netaji Subhas Road, Kolkata- 700001. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31/03/2025 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We have examined:

- (a) all the documents and records made available to us and explanation provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended 31/03/2025 ("Review Period") in respect of compliance with the provisions of:

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

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



- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

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

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

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification /Fine/Show Cause Notice/ Warning, etc.					
NIL										

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

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification /Fine/Show Cause Notice/ Warning, etc.					
1	Passing of special resolutions for appointment of independent directors in the Company	Regulation 25(2A) of the Securities and	Ordinary resolutions were sought from the	BSE Ltd.	Discrepancy was communicated by the BSE Ltd, Listing Centre on	The Company at its 75th Annual	NIL	Since it was an inadvertent omission, the Management is advised to	The Management responded that as per the voting	The BSE Ltd did not take any further



	<i>[Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: "The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution"]</i>	Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	shareholders instead of seeking special resolutions for the appointment of Mr. Devesh Kumar Agarwal and Mr. Arun Lodha as the independent directors of the Company at its Annual General Meeting held on 18.09.2023		23.01.2024	General Meeting held on 18.09.2023 proposed ordinary resolutions for appointment of Mr. Devesh Kumar Agarwal and Mr. Arun Lodha as the independent directors of the Company thereby violating the provisions of Regulation 25(2A) of the SEBI (LODR) Regulations, 2015.		be more diligent in future	results of the AGM the resolutions were approved by 99.9996% shareholders which is more than 75% votes required for passing any Special Resolution. Though the spirit of the SEBI (LODR) regulation 25 (2A) was met, but due to our inadvertence such resolution was passed as ordinary resolution.	action after the Management responded to the discrepancy raised by the BSE Ltd.
2	Submission of the Proceedings of the Annual General Meeting of the Company to the stock exchange within 12 hours of the conclusion of the meeting	Regulation 30(6) read with sub-para 13 of Part A of Schedule III of the SEBI (LODR) Regulations, 2015, read with SEBI Circular SEBI/HO/CFD-	The Annual General Meeting held on 18.09.2023 was concluded at 01:40 p.m. The proceeding	BSE Ltd.	Discrepancy was communicated by the Listing Compliance Monitoring Team, BSE Ltd, vide an email on 06.04.2024	The proceedings of the Annual General Meeting held on 18.09.2023,	NIL	Since the non-compliance occurred for reasons beyond the control of the Company and unavoidable circumstances, the	The Management responded that Late. S. S. Jain was the Chairman of the Company at that time and	The BSE Ltd did not take any further action after the Management responded



<p>[Regulation 30(6) read with sub-para 13 of Part A of Schedule III of the SEBI (LODR) Regulations, 2015, read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023</p>	<p>PoD-1/P/CIR/2023/123 dated July 13, 2023</p>	<p>s of the meeting was required to be uploaded with the stock exchange not later than 01:40 a.m. on 19.09.2023 but the same was uploaded on 12:46 p.m. on 19.09.2023</p>			<p>conclude d at 01:40 p.m. was uploaded on the listing centre of the BSE Ltd on 19.09.2023 at 12:46 p.m., which was required to be uploaded within 01:40 a.m on 19.09.2023 as per the applicabl e provision s of the SEBI (LODR) Regulati ons, 2015.</p>		<p>Management is advised to be more diligent in future</p>	<p>was supposed to sign the proceedings of the meeting for submission of the same to the stock exchange. However, he met with an accident and was rushed to the hospital on the date of the AGM Being critical it was not feasible for him to sign the proceedings and hence they were signed by Mr. R. Bhutoria who had to Chair the meeting in the absence of Mr. S. S. Jain. All this led to procedural delay.</p>	<p>d to the BSE Ltd.</p>
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(C) we hereby report that, during the review period the compliance status of the listed entity is appended below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable</p>	Yes	The Company has complied with the Secretarial Standards issued by the ICSI
2	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	As informed by the Management, and on the basis of our verification and examination, the Company has complied the same
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the 	Yes	On the basis of our verification and examination, the website of the Company is functional, the information is disseminated and the website is up to date.



	website		
4	<p>Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013, as confirmed by the listed entity</p>	Yes	<p>None of the following directors of the Company as on date have been disqualified under section 164 of the Act:</p> <ol style="list-style-type: none"> 1. Rajendra Bhutoria (DIN: 00013637) 2. Abhay Bhutoria (DIN: 00013712) 3. Siddharth Bhutoria (DIN: 00609233) 4. Rachna Bhutoria (DIN: 00977628) 5. Arun Lodha (DIN: 00995457) 6. Devesh Kumar Agarwal (DIN: 00156128) 7. Jagabandhu Biswas (DIN: 10274176)
5	<p>Details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	On the basis of our verification, the Company has disclosed the required details
6	<p>Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	On the basis of our verification, the documents and records are maintained as per the Archival Policy of the Company posted on the Company's website.
7	<p>Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	The Company has conducted the performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year and noted the same in the minutes of the respective meetings.



8	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	On the basis of our examination, the Company obtains omnibus approval from the Audit Committee for the related party transactions that are repetitive in nature.
9	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	On the basis of our verification, the Company has made all the disclosures under the said regulations in a timely manner
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	On the basis of our verification, the Company has complied the provisions and made all the disclosures under the said regulations in a timely manner.
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).</p>	Yes	As informed by the Management of the Company, no action has been taken against the Company or its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges.
12	Resignation of statutory auditors from the listed entity or its material subsidiaries:	N.A.	There was no resignation of the auditor during the review period.



	In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 on compliance with the provisions of the LODR Regulations by listed entities		
13	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	On the basis of our verification, there was no non-compliance of any SEBI regulation/circular/guidance note etc. except mentioned above.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Kolkata
Date: 29.05.2025



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

Manoj Prasad Shaw

Manoj Prasad Shaw
(Chartered Secretary)

FCS No. 5517; C P No.: 4194
PEER REVIEW NO: 1243/2021
UDIN:F005517G000482719