

RTS POWER CORPORATION LIMITED

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

Phone : (033) 2242-6025 (033) 2242-6054 Fax : (033) 2242-6732

E Mail Id : headoffice@rtspower.com; Website :www.rtspower.com

CIN : L17232WB1947PLC016105

NOTICE

NOTICE is hereby given that Sixty Sixth Annual General Meeting of Shareholders of the Company will be held at Hotel Lindsay, 8B Lindsay Street, Kolkata –700087 on Monday, 29th day of September, 2014 at 10.00 A.M to transact the following business :-

ORDINARY BUSINESS

1. To consider and adopt :
 - (a) the audited Financial Statements of the Company for the Financial Year ended March 31, 2014, the Reports of the Board of Directors and Auditors thereon; and
 - (b) the audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2014 and the Report of the Auditors' thereon.
2. To appoint a Director in place of Sri Rajendra Bhutoria (DIN : 00013637), who retires by rotation at this Annual General Meeting, and being eligible, has offered himself for re-appointment.
3. To appoint Auditors and fix their remuneration 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 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the retiring Auditors, M/s. A. C. Bhuteria & Co, Chartered Accountants (Firm Registration No. 303105E) be and they are hereby re-appointed Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Sixty Ninth AGM of the Company at such remuneration as may be decided by the Board of Directors of the Company and the said re-appointment be placed for ratification by Members at the Sixty Seventh and Sixty Eighth AGM of the Company ."

SPECIAL BUSINESS

4. To appoint Sri Sardul Singh Jain (DIN : 00013732) as an Independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the revised Clause 49 of the Listing Agreement, Sri Sardul Singh Jain (DIN : 00013732), an existing Independent Director and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company , being not liable to retire by rotation, to hold office for 5 (five) consecutive years from the conclusion of the Company's Sixty Sixth Annual General Meeting to the conclusion of the Company's Seventy First Annual General Meeting ."

5. To appoint Sri Bachhraj Begwani (DIN : 03157720) as an Independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the revised Clause 49 of the Listing Agreement, Sri Bacchraj Begwani (DIN: 03157720), an existing Independent Director and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, being not liable to retire by rotation, to hold office for 5 (five) consecutive years from the conclusion of the Company's Sixty Sixth Annual General Meeting to the conclusion of the Company's Seventy First Annual General Meeting."

6. To appoint Sri Alok Kumar Banthia (DIN : 00528159) as an Independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the revised Clause 49 of the Listing Agreement, Sri Alok Kumar Banthia (DIN : 00528159), who was appointed as an additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Article 89 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company with immediate effect and be also appointed as an Independent Director of the Company, being not liable to retire by rotation, to hold office for 5 (five) consecutive years from the conclusion of the Company's Sixty Sixth Annual General Meeting to the conclusion of the Company's Seventy First Annual General Meeting."

7. To appoint Smt Rachna Bhutoria (DIN : 00977628) as a Director 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 Sections 149 and 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Smt Rachna Bhutoria (DIN: 00977628), who was appointed as an additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Article 89 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. To appoint Branch Auditors and fix their remuneration 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 Sections 139 and 143(8) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the Branch Auditors , M/s. Jain Shrimal & Co, Chartered Accountants (Firm Registration No. 001704C) be and they are hereby re-appointed Branch Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Sixty Ninth AGM of the Company at such remuneration as may be decided by the Board of Directors of the Company and the said re-appointment be placed for ratification by Members at the Sixty Seventh and Sixty Eighth AGM of the Company .”

9. To authorise the Board of Directors of the Company to borrow for the purpose of business of the Company 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 supersession of the earlier Ordinary Resolution passed by the Members at the Company's Extra-ordinary General Meeting held on January 15, 1999, consent of the Members be and is hereby accorded pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules 2014 (including any statutory modification (s) or reenactment thereof for the time being in force) to the Board of Directors of the Company to borrow for the purpose of business of the Company such sum or sums of monies as they may deem necessary, notwithstanding the fact that the monies already borrowed and the monies to be borrowed from time to time (apart from temporary loans obtained from the Company's Bankers in the ordinary course of its business) may exceed the aggregate of the Paid up Capital of the Company and its Free Reserves provided that the total outstanding amount of such borrowings shall not exceed Rs 200 Crores (Rupees Two hundred Crores) at any point of time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and other things as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid Resolution.”

10. To authorise the Board of Directors of the Company to mortgage, charge and/or otherwise encumber all or any of the properties /assets of the Company for borrowing /obtaining Credit Facilities 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 supersession of the earlier Ordinary Resolution passed by the Members at the Company's Extra-ordinary General Meeting held on January 15, 1999, consent of the Members be and is hereby accorded pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules 2014 (including any statutory modification (s) or reenactment thereof for the time being in force) to the Board of Directors of the Company to mortgage, charge and/or otherwise encumber all or any of the properties /assets of the Company, whether immoveable or moveable and whether present or future and wheresoever the same may be situate or the whole or substantially the whole of the undertaking or undertakings of the Company, in favour of :

- (i) State Bank of Bikaner and Jaipur,
- (ii) Bank of Baroda,
- (iii) ICICI Bank Limited,
- (iv) Canara Bank,

- (v) Oriental Bank of Commerce, and
any other Nationalized Bank and/or Scheduled Bank and/or Financial Institution and/or
Public Financial Institution and/or Foreign Financial Institution, present or future (from
whom the Company will obtain Credit Facilities)

to secure any Term Loan Facilities, Cash Credit and Overdraft Facilities, Working Capital Facilities, Demand Loan Facilities, Bill Discounting Facilities, Bank Guarantee Facilities, Letter of Credit Facilities, and/or any other Credit Facilities/Assistance together with interest, charge, expenses, front-end fees and all other moneys payable by the Company to the abovesaid Banks and/or Financial Institutions in terms of their respective Letters of Sanction, Loan Agreements, Bank Guarantee Agreements, Facility Agreements, Hypothecation Agreements or any other Agreement or any amendment thereto entered into or to be entered into by the Company with all or any of the Banks and/or Financial Institutions so that Mortgage and/or Charge and/or encumbrances may be created by the Company over and in respect of its properties/assets/undertaking(s) in their favour, either singly or collectively, in such form and subject to such prior charges or with such *pari passu* or subservient ranking of charges as may be decided by the Board of Directors in consultation with any one or more of the abovesaid Bankers and/or Financial Institutions."

"FURTHER RESOLVED THAT the Board be and is hereby authorized to finalise and execute with all or any of the Banks and/or Financial Institutions all such deeds or documents for creating the aforesaid Mortgage, Charge and/or encumbrances and to do all such acts, deeds and things as may be deemed necessary by the Board for giving effect to the aforesaid Resolution."

11. To authorise the Board of Directors of the Company to enter into contracts or arrangements with related parties for the purpose of the business of the Company 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 pursuant to Section 188 and any other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and revised Clause 49 VII of the Equity Listing Agreement specified by Securities and Exchange Board of India (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and the Board of Directors vide Resolutions passed in their respective Meetings held on May 30, 2014 in this regard, the consent of the Company be and is hereby accorded for entering into contracts or arrangements with the related parties as defined under the abovesaid Act, the Rules and the revised Clause 49 as per details and on terms and conditions as set out under Item No. 11 of the Statement under Section 102 of the abovesaid Act annexed to this Notice"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid Resolution."

Registered Office :
56, Netaji Subhas Road
Kolkata - 700 001
Dated : 14th August, 2014

By Order of the Board

J. Biswas
Company Secretary

NOTES :

1. **A Member of the Company entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself/herself and a Proxy need not be a Member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not less than 48 hours before the Meeting.**

A person can act as a Proxy on behalf of Members not exceeding fifty and holding in aggregate Shares not more than 10 percent of the total Share Capital of the Company carrying voting rights. A Member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or Shareholder.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 22, 2014 to Monday, September 29, 2014, both days inclusive.
3. The relevant Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") in respect of the Item Nos. 4 to 11 of Special Business is annexed hereto.
4. Mr. J. Biswas, Company Secretary is the Compliance Officer in terms of Clause 47(a) of the Listing Agreements with the Stock Exchanges. Members may communicate with the Compliance Officer in relation to any query pertaining to their shareholdings.
5. The Notice of the Meeting will also be available on the Company's Website <http://www.rtspower.com> and the Website of CDSL at <http://www.evoting.cdsi.com>.
6. **The voting rights of Members shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on August 22, 2014 ("Cut - Off Date").**
7. As per the provisions of the Act, the facility for making /varying/ cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in Form-SH.13 and any variation/ cancellation thereof can be made by giving notice in Form SH.14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The 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. The necessary Forms in this regard will have to be deposited with the Company's Registrar & Share Transfer Agent - M/s. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata - 700001 (**RSTA**) in case the Shares are held in physical form and with the respective Depositories in case the Shares are held in dematerialized form.
8. **Members are requested to produce the accompanying Attendance Slip at the entrance of the Meeting Hall and bring their copies of the Annual Report to the Meeting as extra copies will not be possible to be supplied. Members who hold shares in Dematerialized form are requested to indicate without fail their DP ID and Client ID Numbers on the Attendance Slip.**
9. Members desirous of receiving Notices and/or documents from the Company through the **electronic** mode are urged to update their email addresses with their **Depository Participants**, where shares are held in electronic form with **RSTA** where shares are held in physical form.

Email addresses of Members as advised to **RSTA** where Shares are held in physical mode or **registered with Depositories** where Shares are held in the electronic mode will be deemed to be the Member's registered Email Address for serving Company documents/notices as per the provisions of the Act and the instructions of the Ministry of Corporate Affairs. Members intending to refresh/update their email addresses should do so as soon as possible.

10. **Members intending to require information/clarifications/explanations on any matter regarding Accounts at the Meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting so as to enable the Company to keep the information/clarifications /explanations ready.**
11. **Members holding Shares in physical form are requested to notify change of their addresses, if any, along with address proof i.e. copies of their Voter Identity Card/ Electric/Telephone Bill/ Driving License or a copy of their Passport or Bank Statement to the RSTA and, in case the shares are held in dematerialised form, then this information should be passed on to the respective Depository Participants and not to the Share Department of the Company / RSTA.**
12. In case the mailing address mentioned on the envelope of this Annual Report is either without Pin Code or with incorrect Pin Code, Members are urged to advise the correct Pin Code to the **RSTA** or the respective **Depository Participant**, as the case may be, immediately, for speedier delivery in future.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding Shares in physical form can submit their PAN details to **RSTA**.
14. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the Notice. The Directors have furnished the requisite declarations/consents for their appointment/re-appointment.
15. Electronic copy of the Annual Report for 2013- 2014 is being sent by electronic mode to all the Members whose email Ids are registered with the **RSTA/Depository Participant(s)** for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report for 2013- 2014 is being sent in the permitted mode.
16. Electronic copy of the Notice of the 66th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the **RSTA/Depository Participant (s)** for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 66th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
17. Members may also note that the Notice of the 66th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's Website www.rtspower.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. Even after registering for e-communication Members are entitled to receive the Annual Report and Notice along with the abovesaid enclosures in the physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's Investor email id : headoffice@rtspower.com

18. Pursuant to Section 205A(5) and 205C of the Companies Act, 1956 all Unpaid or Unclaimed Dividends for and upto and including the Company's Final Dividend 2005-2006 and Interim Dividend 2006-2007 have been transferred to the "Investor Education and Protection Fund".

Pursuant to the provisions of Section 205A of the Companies Act, 1956 as amended, Dividend which remains Unpaid or Unclaimed for a period of 7 (seven) years is required to be transferred to the "Investor Education and Protection Fund" (IEPF) of the Central Government. Members who have not encashed their Dividend Warrants (including Warrants for Interim Dividend, wherever applicable) from the Company's Final Dividend 2006-2007 to Final Dividend 2010-2011 are requested to send their claims to the Company immediately along with unencashed Dividend Warrants lying with them. It may also be noted that once the Unclaimed Dividend is transferred to the IEPF as above, claim thereof should be made to IEPF Authorities.

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 has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 27, 2013 (the date of the last Annual General Meeting) on the Website of the Company www.rtspower.com and also on the Website of IEPF i.e. www.iepf.gov.in

The last dates for claiming the following Dividends are as follows :

| Dividend for the Financial Year ended | Date of declaration of Dividend | Last date for claiming Unpaid Dividend to the Company (One month before the respective last dates of transferring to IEPF) |
|---------------------------------------|---------------------------------|--|
| 2006-2007 (Final Dividend) | 28.09.2007 | 28.09.2014 |
| 2007-2008 (Interim Dividend) | 30.04.2008 | 30.04.2015 |
| 2007-2008 (Final Dividend) | 03.09.2008 | 03.09.2015 |
| 2008-2009 (Final Dividend) | 16.09.2009 | 16.09.2016 |
| 2009-2010 (Final Dividend) | 30.09.2010 | 30.09.2017 |
| 2010-2011 (Final Dividend) | 30.09.2011 | 30.09.2018 |

19. As per Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement all the items of business set out in the attached Notice will be transacted through Electronic Voting System. The Company is providing the facility of casting votes through the Electronic Voting System ("E-Voting") under an arrangement with Central Depository Services (India) Limited ("CDSL") as specified more fully in the instructions hereunder provided that once the vote on a Resolution is cast, a Member shall not be allowed to change it subsequently.
20. A Member, holding shares whether in physical form or in dematerialised form, will cast his/her vote electronically. The Company will consider votes casted by him/her through the e-Voting system while declaring the results of the voting
21. The process and manner of e-Voting will be as follows :
- (i) **The voting period begins on Tuesday, September 23, 2014 (9.00A.M) and ends on Thursday, September 25, 2014 (6.00 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 (record date) i.e. Friday, August 22, 2014** may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as Physical Shareholders)</p> <p>*Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "O" (or 8 characters from right of BO-ID). No special characters or space will be taken from the Name and Folio Number and name shall be excluded of titles like Mr / Mrs / Smt/ Miss / Ms / M/s etc.</p> <p>Example :</p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p> |
| DOB | Enter the Date of Birth as recorded in your Demat Account with the Depository or in the Company records for your Folio in dd/mm/yyyy format. |
| Dividend Bank Details | <p>Enter the Bank Account Number as recorded in your Demat Account with the Depository or in the company records for your Folio.</p> <p>•Please Enter the DOB or Bank Account Number in order to Login.</p> <p>•If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on August 22, 2014.</p> |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding Shares in physical form will then directly reach the Company selection screen. However, Members 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.

- (x) For Members holding shares in physical form, the details can be used only for E-voting on the Resolutions contained in this Notice.
 - (xi) Click on the EVSN for the relevant <**RTS POWER CORPORATION LIMITED**> on which you choose to vote.
 - (xii) 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.
 - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xiv) 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.
 - (xv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvii) If Demat Account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Note for Institutional Shareholders
 - Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - 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 they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
 - (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
 - (xx) Institutional Members/Bodies Corporate (i.e. other than individuals, HUF, NRI, etc.) are required to send scan copy (PDF/JPG Format) of the Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote through email at shawmanoj2003@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before September 25, 2014 upto 6 p.m. without which the vote shall not be treated as valid.
22. Any query relating to the Resolutions and e-Voting proposed to be passed at the ensuing Annual General Meeting (AGM) may be addressed to Sri Pinakpani Bhattacharjee of the Secretarial Department of the Company at the e-mail address of the Company at headoffice@rtspower.com or to telephone no. (033) 2242 6025.
23. The Company has appointed Sri Manoj Prasad Shaw FCS (ICSI CP Registration No. 4194), Practising Company Secretary, as a Scrutinizer for conducting the entire e voting process in a fair and transparent manner.

24. The Scrutinizer shall, no later than three (3) working days from the conclusion of the e-voting period, unblock the votes and submit his Report on the voting pattern in accordance with the procedure set out in the Companies (Management & Administration) Rules, 2014.
25. The Results shall be declared at the AGM. The Results declared together with the Scrutinizer's Report shall be communicated to the Stock Exchanges and placed on the Company's Website www.rtpower.com and on the Website of CDSL within two (2) days of passing of the Resolutions.

BRIEF PROFILE OF DIRECTOR FOR RE-APPOINTMENT AS DIRECTOR AT THE ANNUAL GENERAL MEETING PURSUANT TO THE CORPORATE GOVERNANCE CODE :

| | |
|---|---|
| Name of the Director | Sri Rajendra Bhutoria |
| Age | 57 years |
| Qualifications | B.Com. (Hons.) |
| Nature of expertise | An Alumuni 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. |
| Date of First Appointment | 23rd December, 1975 |
| Name of the companies in which he holds Directorship of Boards | Bhutoria Brothers Limited Abhay Transformers Private Limited Bhutoria Investments Private Limited Nisharaj Dealers Private Limited Kamalraj Dealers Private Limited Rajanjali Consultancy Private Limited Nisharaj Consultancy Private Limited Dhruvsara Dealers Private Limited Ravishilpa Consultancy Private Limited Shilpanjali Consultancy Private Limited |
| Name of the companies in which he holds Membership of Committees of Board | NIL |
| Professional Membership | NIL |
| No of Shares held in the Company | 84,900 |

Note : Disclosure of relationship between Directors inter-se as required under Sub-Clause (ia) of Clause (G) of Part IV of the Corporate Governance Code ----- Sri Rajendra Bhutoria, Vice Chairman and Whole-time Director and Sri Abhay Bhutoria, Managing Director of the Company are cousin brothers. Smt Rachna Bhutoria, Director is the wife of own brother of Sri Abhay Bhutoria and cousin brother of Sri Rajendra Bhutoria.