



INDEPENDENT AUDITORS' REVIEW REPORT

The Board of Directors,
RTS Power Corporation Limited
56, N.S. Road,
KOLKATA – 700 001

We have reviewed the accompanying statement of the un-audited financial results of **M/s RTS POWER CORPORATION LIMITED** (the Company) , 56, N. S. ROAD, KOLKATA – 700 001 (including its Branches duly audited by the Branch Auditors which have been duly considered by us) for the quarter ended 30th June, 2015 (the Statement), which has been initialed by us for identification, except for the disclosures regarding 'Public shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. The statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the statements based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free from material misstatement. A review is limited primarily to inquiries made to company personnel and analytical procedures applied to financial data and thus provide less assurance



than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

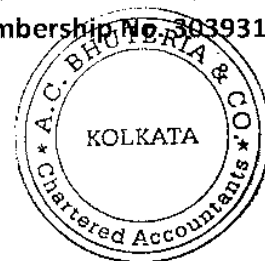
Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with applicable Accounting Standards issued under the Companies (Accounting Standards) Rules, 2006 which continue to apply as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other recognized accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of clause 41 of the Listing Agreement with Stock Exchanges including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For A.C. Bhuteria & Co.
Chartered Accountants.
Firm Regn. No. 303105E**

Rahul Sethia

**(Rahul Sethia)
Partner**

Membership No. 303931



Place : Kolkata

Dated : 14th August, 2015



RTS Power Corporation Limited

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PART I

Statement of Standalone Unaudited Financial Results for the Quarter Ended 30th June, 2015

(Rs in lakhs)

Particulars	QUARTER ENDED	QUARTER ENDED	QUARTER ENDED	YEAR ENDED
	30.06.2015	31.03.2015	30.06.2014	31.03.2015
	UNAUDITED	AUDITED	UNAUDITED	AUDITED
Total	Total	Total	Total	
1 Income from Operations				
(a) Net Sales /Income from Operations	5308.49	5504.09	3570.66	16713.65
(b) Other Operating Income	151.34	139.98	82.91	371.07
Total Income from Operations (Net)	5459.83	5644.07	3653.57	17084.72
2 Expenses				
(a) Cost of Materials Consumed	3668.36	3458.75	2728.90	12024.48
(b) Purchases of Stock in trade	4.42	0.00	0.00	0.00
(c) Changes in inventories of Finished Goods, Work In Progress and Stock in trade	(202.09)	808.85	171.16	1033.51
(d) Employee Benefit Expense	54.76	48.85	45.98	194.40
(e) Depreciation and Amortisation Expense	38.91	48.68	33.75	152.66
(f) Other Expenses	1526.97	957.62	463.36	2569.76
Total Expenses	5091.33	5320.73	3443.15	15968.81
3 Profit / (Loss) from Operations before Other Income, Finance Cost and Exceptional Items (1-2)	368.50	323.34	210.42	1116.91
4 Other Income	38.20	68.03	16.86	129.96
5 Profit / (Loss) from Ordinary Activities before Finance Cost and Exceptional Items (3+4)	406.70	391.37	227.28	1246.87
6 Finance Cost	259.82	235.86	280.60	1102.23
7 Profit / (Loss) from Ordinary Activities after Finance Cost but before Exceptional Items (5-6)	146.88	155.51	(53.32)	143.64
8 Exceptional items				
Less : Non recurring Item : Transitional provision for Depreciation as per Schedule II to the Companies Act, 2013	0.00	18.82	0.00	18.82
Add : Compensation received for acquisition of land by NHA	162.31	0.00	0.00	0.00
9 Profit/(Loss) from Ordinary Activities before Tax (7+8)	309.19	136.69	(53.32)	124.82
10 Tax expense	80.00	62.12	0.00	62.12
11 Net Profit/ (Loss) from Ordinary Activities after Tax (9-10)	229.19	74.57	(53.32)	62.70
12 Extraordinary Items (Net of Tax Expense -Rs NIL)	0.00	0.00	0.00	0.00
13 Net Profit / (Loss) for the period	229.19	74.57	(53.32)	62.70
14 Share of Profit/(Loss) of Associates	0.00	0.00	0.00	0.00
15 Minority Interest	0.00	0.00	0.00	0.00
16 Share of Profit/(Loss) after Taxes, Minority Interests and Share of Profit/(loss) of Associates (13+14+15)	229.19	74.57	(53.32)	62.70
17 Paid up Equity Share Capital: (Face Value Rs. 10/- per Share fully paid up)	816.85	816.85	816.85	816.85
18 Reserves excluding Revaluation Reserves as per Balance Sheet 31-03-2015	3643.92	3643.92	3581.21	3643.92
19i Earning Per Share (before Extraordinary Items) (of Rs.10/- each) (not annualised)				
a) Basic	2.81	0.91	(0.65)	0.77
b) Diluted	2.81	0.91	(0.65)	0.77
19ii Earning Per Share (after Extraordinary Items) (of Rs.10/- each) (not annualised)				
a) Basic	2.81	0.91	(0.65)	0.77
b) Diluted	2.81	0.91	(0.65)	0.77



PART II

SELECT INFORMATION					
A PARTICULARS OF SHAREHOLDING					
1	Public Shareholding -				
	Number of Shares	2,687,424	3,095,770	3,503,419	3,095,770
	Percentage of Shareholding	32.90%	37.90%	42.89%	37.90%
2	Promoters and Promoter Group Shareholding				
	a) Pledged/Encumbered				
	Number of Shares	NIL	NIL	NIL	NIL
	Percentage of Shares (as a % of the total shareholding of Promoter and Promoter Group)	NIL	NIL	NIL	NIL
	Percentage of Shares (as a % of the total Share Capital of the Company)	NIL	NIL	NIL	NIL
	b) Non-Encumbered				
	Number of Shares	5,481,076	5,072,730	4,665,081	5,072,730
	Percentage of Shares (as a % of the total shareholding of Promoter and Promoter Group)	100.00%	100.00%	100.00%	100.00%
	Percentage of Shares (as a % of the total Share Capital of the Company)	67.10%	62.10%	57.11%	62.10%

Particulars			
B	INVESTOR COMPLAINTS		
	Pending at the beginning of the Quarter	NIL	
	Received during the Quarter	NIL	
	Disposed of during the Quarter	NIL	
	Remaining Unresolved at the end of the Quarter	NIL	



Segment wise Revenue , Results and Capital Employed for the quarter ended 30.06.2015

PARTICULARS	QUARTER ENDED	QUARTER ENDED	QUARTER ENDED	YEAR ENDED
	30.06.2015	31.03.2015	30.06.2014	31.03.2015
	UNAUDITED	AUDITED	UNAUDITED	AUDITED
1 Segment Revenue				
a) Transformers	5,172.95	5150.20	3466.83	15221.02
b) Cable Conductor	241.50	484.90	162.38	1797.10
c) Wind Energy	45.38	8.97	24.36	66.60
d) Unallocated	-	0.00	0.00	0.00
Total :-	5,459.83	5644.07	3653.57	17084.72
Less:- Inter Segment Revenue				
Net Sales/ Income from Operations :-	5,459.83	5644.07	3653.57	17084.72
2 Segment Results				
a) Transformers	451.08	142.07	288.37	1296.93
b) Cable Conductor	(9.24)	272.28	-10.89	153.96
c) Wind Energy	28.07	-1.84	4.84	-0.64
d) Unallocated	-	0.00	0.00	0.00
Total :-	469.91	412.51	282.32	1450.25
Less: (i) Interest Expense	(259.82)	-235.86	-280.60	-1102.23
(ii) Other Unallocable Expenditure	(101.41)	-49.59	-71.90	-289.60
(iii) Unallocable Income	38.20	28.45	16.86	85.22
Total Profit before Exceptional Items :-	146.88	155.51	-53.32	143.64
Less Non recurring Items	-	18.82	0.00	18.82
Add Compensation received for acquisition of land by NHAI	162.31	0.00	0.00	0.00
Total Profit Before Tax	309.19	136.69	-53.32	124.82
Tax Expense :-	80.00	62.12	0.00	62.12
Total Profit After Tax :-	229.19	74.57	-53.32	62.70
Less: Share of Minority				
Profit for the year	229.19	74.57	-53.32	62.70
3 Capital Employed (Segment Assets - Segment Liabilities)				
a) Transformers	5,595.47	5544.62	4193.66	5544.62
b) Cable Conductor	1,565.69	822.70	2242.85	822.70
c) Wind Energy	405.25	372.87	353.42	372.87
d) Unallocated Corporate	(2,676.45)	-2279.42	-2445.18	-2279.42
Total Capital Employed :-	4,889.96	4460.77	4344.75	4460.77

Notes :

- The above Results have been reviewed by the Audit Committee and taken on record by the Board of Directors of the company in the Board Meeting held on 14th August, 2015.
- The Auditors have conducted a Limited Review of above Financial Results for the Quarter ended on 30th June, 2015 .
- As approved by the Shareholders in the last Annual General Meeting of the Company held on 29th September, 2014 by passing a Special Resolution under Section 188 of the Companies Act, 2013 the Company has sold its wholly-owned Subsidiary Company Blue Nile Projects Limited at Hong Kong to one of its Group entity on 27th July, 2015 and the sale proceeds have been utilized to reduce the Company's borrowings with the object to reduce its interest burden. Thus, Blue Nile Projects Limited has ceased to be a Subsidiary of your Company with effect from the said date.
ABAY Energy Private Limited Company was a step-down Subsidiary of your Company at Ethiopia. Almost 99% of its Paid up Share Capital was held by Blue Nile Projects Limited, Hong Kong. With the disposal of Blue Nile Projects Limited by your Company as said above on 27th July, 2015, ABAY Energy Private Limited Company, Ethiopia has simultaneously ceased to be the step-down Subsidiary Company of the Company with effect from the said date.
- 75,00,000 9% Non-Cumulative Redeemable Preference Shares of Rs10/each, fully paid up in cash at par, has been allotted and issued by the Company on private placement basis to promoter companies in end June and early July, 2015, by which an aggregate sum of Rs 7.50 Crores has been raised. This money has been utilized for the repayment of the Company's unsecured loans with the object to reduce its interest burden. Such Preference Shares will not be listed with any Stock Exchange.
- In view of the Issue of 75,00,000 9% Non-Cumulative Redeemable Preference Shares of Rs10/each on private placement basis as said above, the Authorised Share Capital of your Company has been increased from Rs 12 Crores to Rs 22 Crores divided into



1,20,00,000 Equity Shares of Rs 10/-each and 1,00,00,000 Redeemable Preference Shares of Rs 10/-each .Consent to such increase of Authorised Share Capital along with the abovesaid Issue of Preference Shares has been given by Members on 8th June, 2015 through Postal Ballot and e-voting.

6) Previous Year's /Quarter's figures have been re-arranged /re-grouped wherever considered necessary.



FOR RTS POWER CORPORATION LIMITED

SS Jain

SS Jain
Chairman

PLACE : KOLKATA

DATE : 14th August, 2015