

# RTS POWER CORPORATION LIMITED

CIN: L17232WB1947PLC016105

Registered Office: 56, Netaji Subhas Road, 2<sup>ND</sup> Floor, Kolkata - 700 001

Phone: (033) 2242 6025/6054 | Fax: (033) 2242 6732 | E-mail: headoffice@rtspower.com | Website: www.rtspower.com

## POSTAL BALLOT FORM

Serial No.	
Name & Registered Address of the Sole/First Named Shareholder	
Name of the Joint Holder(s), (if any)	
Registered Folio Number/DP ID No./ Client ID No* (Applicable to investors holding shares in dematerialized form)	
No. of share(s) held	

I/We hereby exercise my/our vote in respect of the **Ordinary & Special Resolutions** to be passed through Postal Ballot for the business stated in the enclosed Notice dated 14.04.2015 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick  mark at the appropriate box below:

Sl. No.	Resolution	Number of shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Ordinary Resolution for increase in Authorised Share Capital of the Company.			
2	Ordinary Resolution for alteration of Capital Clause in the Memorandum of Association of the Company.			
3	Special Resolution for alteration of Articles of Association of the Company.			
4	Special Resolution for Issue of Preference Shares on Private Placement basis.			

Place : \_\_\_\_\_

Date : \_\_\_\_\_

\_\_\_\_\_  
Signature of the Shareholder

## ELECTRONIC VOTING PARTICULARS

EVS (E-voting Sequence Number)	User ID [BO-ID or Folio No. as per Point No.5(iv) of the Notice]	Permanent Account Number [Original PAN /as per Point No.5(vii) of the Notice]
150416009		

**NOTES :** (I) Please read carefully the instructions mentioned in the Notice before exercising your vote.

(II) Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is 05.06.2015.

(III) The Voting period will start from 07.05.2015 at 10.00 A.M. and will end on 05.06.2015 at 05.00 P.M.

Please refer to e-voting instructions mentioned in the notice.

**Certified True Copy**  
RTS POWER CORPORATION LIMITED

*[Signature]*  
Company Secretary



## 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

To,  
The Shareholders,

Notice is hereby given that the following resolutions are proposed to be passed through voting by Postal Ballot in accordance with the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, Clause 35B of the Listing Agreement with Stock Exchanges, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force.

The resolution proposed to be passed and the Explanatory Statement under Section 102 of the Companies Act, 2013 pertaining thereto stating all material facts and the reasons for the proposed resolutions & a Postal Ballot Form/ e-voting instructions are appended hereto for consideration of the Shareholders. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolutions.

Shareholders are requested to read carefully the instructions mentioned in the notice before exercising their vote and return the Postal Ballot Form (Original) duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before 05.06.2015. Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned shareholder has not been received.

### E-voting Option :

Shareholders may choose to vote using e-voting facility as an alternate which may enable them to cast their votes electronically, instead of physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice.

The Board of Directors of the Company has appointed, Mr. Manoj Prasad Shaw, a Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process. After completion of his scrutiny, he will submit his report to the Chairman and in his absence to any other Director of the Company. The results of the Postal Ballot will be declared by the Chairman/ Director on 08.06.2015 at 04:00 P.M. at the Registered Office of the Company and will also be posted on the website of the Company. Further the results will be communicated to the Stock Exchange where the equity shares of the Company are listed and will be published in the newspaper(s).

In the event the proposed resolutions are approved by requisite majority of shareholders by means of Postal Ballots and e-voting, the date of declaration of the result shall be deemed to be the date of passing of the said resolutions.

### SPECIAL BUSINESS :

#### 1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

To consider and, if thought fit, to pass the following Resolution with or without modification(s), if any, as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 13 and 61, and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Authorized Share Capital of the Company be and is hereby increased from Rs. 12,00,00,000 (Rupees Twelve Crores) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- each to Rs. 22,00,00,000 (Rupees Twenty-two Crores) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- each and 1,00,00,000 (One Crore) Redeemable Preference Shares of Rs. 10/- each."

#### 2. ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY :

To consider and, if thought fit, to pass the following Resolution with or without modification(s), if any, as an Ordinary Resolution:

"RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 thereof by the following Clause 5:

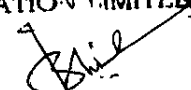
The Share Capital of the Company is Rs. 22,00,00,000/- divided into 1,20,00,000 Equity Shares of Rs. 10/- each and 1,00,00,000, Redeemable Preference Shares of Rs. 10/- each with the power for the Company to increase or reduce the capital, to divide the shares in the capital for the time being in several classes with or without any preferential, deferred, qualified or special rights, privileges or conditions subject to the provisions contained in the Articles of Association."

#### 3. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass the following Resolution with or without modification(s), if any, as a Special Resolution:

**Certified True Copy.**

RTS POWER CORPORATION LIMITED

  
Company Secretary

RTS Power Corporation Limited | 1 |

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the existing Article 4 of Articles of Association of the Company be and is hereby altered by substituting the following Article 4:

The Authorised Share Capital of the Company is Rs. 22,00,00,000/- divided into 1,20,00,000 Equity Shares of Rs. 10/- each aggregating to Rs.1,20,00,000,000/- and 1,00,00,000, Redeemable Preference Shares of Rs. 10/- each aggregating to Rs. 10,00,00,000/-. The Company has the power to divide the share capital for the time being in force into several classes and to increase or reduce its capital from time to time and to vary, modify or abrogate any rights privileges or condition attached to any class of shares in accordance with the provisions of the Companies Act and the regulations of the Company."

#### 4. ISSUE OF PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS

To consider and, if thought fit, to pass the following Resolution with or without modification(s), if any, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 55, 62 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and rules framed there under (including any statutory modifications(s) or re-enactment thereof for the time being in force) , to the extent notified and in effect, and applicable provisions , if any, of the Companies Act, 1956 as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Act) and subject to the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, and other applicable rules, regulations, clarifications, and/ or guidelines, if any, prescribed by any relevant Authorities, from time to time, to the extent applicable and further subject to such terms, conditions, stipulations and modifications as may be prescribed imposed or suggested while granting such approvals which the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Stakeholders Relationship Committee of the Board of Directors for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this Resolution may have been delegated by the Board) be and is hereby authorized to accept and subject to such conditions and modifications as may be considered appropriate by the Board, consent of the Company be and is hereby accorded to the Board (with powers to delegate all or any of the powers hereby conferred to the Stakeholders Relationship Committee of the Board of Directors) to create, issue, offer and allot, on private placement basis ,at its sole and absolute discretion 1,00,00,000 (One Crore only) 9% Non-Cumulative Redeemable Preference Shares of Rs. 10/- each, for cash, at par, aggregating to Rs. 10,00,00,000, to be redeemed at par within a period not exceeding twenty years, to the following person/persons on such other terms and conditions, as set out in the Explanatory Statement annexed to the notice:

Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	No. of Preference Shares to be allotted
Bhutoria Brothers Limited	Promoter	55,00,000
Kalinga Petrochemicals LLP	Promoter	10,00,000
Abhay Transformers Private Limited	Promoter	20,00,000
Rajasthan Transformers & Switchgears Private Limited	Promoter	10,00,000
Bhutoria Investments Private Limited	Promoter	5,00,000
<b>Total</b>		<b>1,00,00,000</b>

RESOLVED FURTHER THAT in accordance with provisions of Section 43 of the Act, the 9% Non-Cumulative Redeemable Preference Shares shall be non participating and non-convertible, carry a preferential right, vis-à-vis Equity Shares of the Company, with respect to payment of dividend and repayment in case of a winding up or repayment of capital and shall carry voting rights as per the provisions of Section 47(2) of the Act.

RESOLVED FURTHER THAT for giving effect to this Resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may , in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue, allotment, and utilization of the issue proceeds of the Shares, to prescribe the Forms of application, enter into agreement or other instruments ,and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto, and with power to settle all questions, difficulties that may arise in regard to such issue and allotment as it may in its discretion deem fit."

By Order of the Board  
For RTS POWER CORPORATION LIMITED

J. Biswas  
Company Secretary

Date : 14.04.2015  
Place : Kolkata

| 2 | RTS Power Corporation Limited

**Certified True Copy**  
RTS POWER CORPORATION LIMITED  
RTS POWER CORPORATION LIMITED  
RTS POWER CORPORATION LIMITED  
Company Secretary

RTS POWER CORPORATION LIMITED

**Notes :**

1. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of the special business set out in the Postal Ballot Notice (Notice) is annexed herewith.
  - Any query in relation to the resolutions proposed by Postal Ballot may be addressed to Mr J.Biswas, Company Secretary, RTS Power Corporation Limited, 56, Netaji Subhas Road, Kolkata - 700 001 or through email: headoffice@rtspower.com.
  - Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the closure of Postal Ballot and e-voting process herein below given.
2. The Board of Directors of the Company has appointed Mr. Manoj Prasad Shaw, a Practicing Company Secretary, as the Scrutinizer for conducting Postal Ballot and e-voting process in a fair and transparent manner. After completion of his scrutiny, he will submit his report to the Chairman and in his absence to any other Director of the Company.
3. The Postal Ballot Form and self addressed, pre-paid postage envelopes, are enclosed for use of the shareholders and it bears the address to which the duly completed Postal Ballot Forms are to be sent. The facility of voting by electronic means is being provided by Central Depository Services (India) Limited ("CDSL") for which the required procedure is incorporated in this Notice.
4. The shareholders are requested to read carefully the instructions printed on the Postal Ballot Form and return the Form (Original) duly completed and signed in the attached self addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours on 05.06.2015.

**5. VOTING THROUGH ELECTRONIC MEANS**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote through ballot the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)

**The instructions for shareholders voting electronically are as under :**

- (i) The voting period begins on 07.05.2015 at 10.00 A.M. and ends on 05.06.2015 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 of April 17, 2015, 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](http://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](http://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	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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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

**Certified True Copy**  
RTS POWER CORPORATION LIMITED

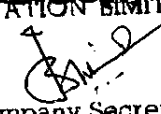
RTS Power Corporation Limited | 3 |

Company Secretary

Company Secretary

Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.
	<ul style="list-style-type: none"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> <li>• If both the details are not recorded with the depository or company then please enter the Beneficiary-ID / Folio Number in the Bank Account Number details field as mentioned in above instruction ( iv ).</li> </ul>

- (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 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 & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which 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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
6. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of

**Certified True Copy**  
 CERTIFIED TRUE COPY  
 RTS POWER CORPORATION LIMITED  
  
 Company Secretary

the duly authorized signatory(ies) who are authorized to vote through e-mail at shawmanoj2003@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before June 5, 2015 upto 5 P.M. without which the vote shall not be treated as valid.

7. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17th April, 2015.
8. The notice of Postal Ballot will be sent to the members, whose names appear in the register of members/depositories as at closing hours of business, on 17th April, 2015.
9. The shareholders shall have one vote per equity share held by them as on the cut-off date of 17th April, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
10. Mr. Manoj Prasad Shaw, a Practicing Company Secretary (Certificate of Practice Number 4194) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company, who shall countersign the same.
11. The results shall be declared by 8th June, 2015. The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL and that of company on 8th June, 2015 and will be communicated to the Stock Exchange, BSE Limited.
12. Members have option to vote either through Postal Ballot Form or through e-voting. If a Member exercises his / her vote by opting both Postal Ballot Form and through e-voting, then the vote cast through e-voting shall be considered as valid. Further, the decision of the Scrutinizer on validity of vote shall be final.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

##### **Item No. 1, 2 AND 3 :**

The Authorised Share Capital of the company as reflected in the Memorandum and Articles of Association as on date is Rs. 12,00,00,000 (Rupees Twelve Crores) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- each. The Company proposes to issue Preference Shares to the tune of Rs.10,00,00,000/- to Promoters. The present Authorised Capital is not sufficient to accommodate the proposed issue of Preference Shares. It is therefore considered necessary to increase the Authorised Share Capital of the Company from Rs. 12,00,00,000 (Rupees Twelve Crores) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- each to Rs. 22,00,00,000 (Rupees Twenty-two Crores) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- each and 1,00,00,000 (One Crore) Redeemable Preference Shares of Rs. 10/- each. Consequent to the increase of Authorised Share Capital, the Authorised Share Capital Clause contained in Clause 5 of the Memorandum of Association and Article 4 of the Articles of Association of the Company needs to be altered as indicated in Resolution No. 2 & 3 respectively contained in the Postal Ballot Notice. The Board of Directors recommends the Resolutions set out at Sl. Nos.1 to 3 for the approval of the shareholders of the Company through Postal Ballot.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are concerned or interested, financially or otherwise, in the proposed Resolutions except as holders of shares in general.

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

A copy of the Memorandum and Articles of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 11:00 a.m to 1:00 p.m on all working days from the date hereof upto the date of the announcement of results of Postal Ballot by the Company.

##### **Item No. 4**

Section 62 of the Act read with the Companies (Share Capital & Debentures) Rules, 2014, provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company or employees of the company, if authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Act, read with the Rules framed there under, a company offering or making an invitation to subscribe to securities, including Redeemable Preference Shares on a private placement basis, is required to

**Certified True Copy**

RTS FC

RTS POWER CORPORATION LIMITED  
Company Secretary

RTS Power Corporation Limited | 5 |

obtain the prior approval of the Shareholders by way of a Special Resolution, for each of the offers and invitations.

The approval of the Members is accordingly being sought by way of a Special Resolution under Sections 42, 55 and 62 of the Act read with the Rules made there under, for the issue of 1,00,00,000 9% Non-Cumulative Redeemable Preference Shares ("NCRPS") aggregating to Rs. 10,00,00,000 Crores, in cash at par, redeemable within a period not exceeding twenty years and to offer and allot the NCRPS on a private placement basis on the terms and conditions set out hereunder.

Given below is a statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the NCRPS:

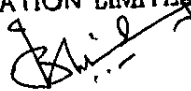
1. The NCRPS shall be non-cumulative, non participating and non-convertible.
2. The objective of the issue is to raise funds for repayment of unsecured loans.
3. The NCRPS will be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Act and the Rules made there under.
4. Other terms :

<b>Issue Size</b>	1,00,00,000 NCRPS of Rs. 10/- each for an amount aggregating Rs. 10,00,00,000
<b>Issue Price</b>	NCRPS will be issued at par
<b>Offer Period</b>	To be determined by the Board
<b>Manner of Issue</b>	NCRPS will be issued for cash
<b>Rate of Dividend</b>	9%
<b>Terms of Redemption</b>	Redemption at par in accordance with Section 55 of the Act, out of profits available for distribution as dividend or out of proceeds of a fresh issue of shares made for the purpose of redemption
<b>Tenure of NCRPS</b>	Redeemable on the expiry of 20 years from the date of allotment. The holder of Preference Shares and the Board / Company has an option to redeem the Preference Shares at any time prior to their maturity provided one month notice showing the intention regarding the redemption of Preference Shares is given.
<b>Expected Dilution in equity capital upon conversion of preference shares</b>	Nil, since the NCRPS are non-convertible.

The current Equity shareholding pattern of the Company is as under :

Partly paid-up shares	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by promoter/promoter group	0	0.00	0.00
Held by public	0	0.00	0.00
<b>Total</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Outstanding convertible securities	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company assuming full conversion of the convertible securities
Held by promoter/promoter group	0	0.00	0.00
held by public	0	0.00	0.00
<b>Total</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>

**Certified True Copy.**  
RTS POWER CORPORATION LIMITED

  
Company Secretary

Warrants	No. of warrant	As a % of total no. of warrants	As a % of total no. of shares of the company assuming full conversion of warrants
Held by promoter/promoter group	0	0.00	0.00
held by public	0	0.00	0.00
<b>Total</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Total Paid-up capital of the company assuming full conversion of warrants and convertible securities	8168500		

Category of Shareholder	No. of Shareholders	Total No. of Shares	Total No. of Shares held in Dematerialized Form	Total Shareholding as a % of Total No. of Shares		Shares pledged or otherwise encumbered	
				As a % of (A+B)	As a % of (A+B+C)	Number of shares	As a % of Total No. of Shares
(A) Shareholding of Promoter and Promoter Group							
(1) Indian							
Individuals / Hindu Undivided Family	8	409711	409711	5.02	5.02	0	0.00
Bodies Corporate	7	4663019	4663019	57.09	57.09	0	0.00
<b>Sub Total</b>	<b>15</b>	<b>5072730</b>	<b>5072730</b>	<b>62.11</b>	<b>62.11</b>	<b>0</b>	<b>0.00</b>
(2) Foreign							
<b>Total shareholding of Promoter and Promoter Group (A)</b>	<b>15</b>	<b>5072730</b>	<b>5072730</b>	<b>62.11</b>	<b>62.11</b>	<b>0</b>	<b>0.00</b>
(B) Public Shareholding							
(1) Institutions							
(2) Non-Institutions							
Bodies Corporate	54	1894326	1893325	23.19	23.19	0	0.00
Individuals							
Individual shareholders holding nominal share capital up to Rs. 1 lakh	2486	644087	636825	7.87	7.87	0	0.00
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	19	400839	400839	4.91	4.91	0	0.00
<b>Any Others (Specify)</b>	<b>42</b>	<b>156518</b>	<b>156518</b>	<b>1.92</b>	<b>1.92</b>	<b>0</b>	<b>0.00</b>
NRIs/OCBs	17	9879	9879	0.12	0.12	0	0.00
Clearing Members	25	146639	146639	1.80	1.80	0	0.00
<b>Sub Total</b>	<b>2601</b>	<b>3095770</b>	<b>3087507</b>	<b>37.88</b>	<b>37.89</b>	<b>0</b>	<b>0.00</b>
<b>Total Public shareholding (B)</b>	<b>2601</b>	<b>3095770</b>	<b>3087507</b>	<b>37.88</b>	<b>37.89</b>	<b>0</b>	<b>0.00</b>
<b>Total (A)+(B)</b>	<b>2616</b>	<b>8168500</b>	<b>8160237</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>
(C) Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0.00	0.00	0	0.00
(1) Promoter and Promoter Group	0	0	0	0.00	0.00	0	0.00
(2) Public	0	0	0	0.00	0.00	0	0.00
<b>Sub Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>

**Certified True Copy**  
RTS POWER CORPORATION LIMITED

  
Company Secretary

RTS Power Corporation Limited | 7 |



Category of Shareholder	No. of Shareholders	Total No. of Shares	Total No. of Shares held in Dematerialized Form	Total Shareholding as a % of Total No. of Shares	Shares pledged or otherwise encumbered
Total (A)+(B)+(C)	2616	8168500	8160237	0.00 100.00	0 0.00

Since the issue of Preference Shares to be issued and allotted to Promoters / Promoters Group relates to or affects other companies in which the Promoter or Director or KMP of the Company are concerned or interested, the extent of their shareholdings of two percent or above of the paid up share capital in such other companies are as stated below: (in percentage)

Name	Relation (with RTS)	Bhutoria Brothers Limited	Kalinga Petrochemicals LLP	Abhay Transformers Pvt. Ltd.	RTS Pvt. Ltd.	Bhutoria Investments Pvt. Ltd.
Rajendra Bhutoria	Director / Promoter	21.52	21.96	13.37	N.A.	N.A.
Abhay Bhutoria	Director / Promoter	16.14	20.02	8.48	N.A.	8.96
Rachna Bhutoria	Director / Promoter	2.39	6.45	6.26	11.51	2.60
Hemlata Bhutoria	Promoter	5.79	11.74	8.48	N.A.	N.A.
Sadhna Bhutoria	Promoter	N.A.	4.95	6.26	N.A.	N.A.
Sharad Bhutoria	Promoter	N.A.	10.75	N.A.	N.A.	9.47
Abhay Transformers Pvt. Ltd.	Promoter	N.A.	N.A.	N.A.	N.A.	4.81
Bhutoria Brothers Limited	Promoter	N.A.	18.82	5.56	14.39	4.85
Bhutoria Investments Pvt. Ltd.	Promoter	N.A.	N.A.	N.A.	17.27	N.A.
Bhutoria Transformers & Rectifiers Pvt. Ltd.	Promoter	N.A.	N.A.	N.A.	8.63	4.79
Howrah Warehouse Pvt. Ltd.	Promoter	N.A.	N.A.	N.A.	N.A.	4.77
Ladnun Agricultural Farms Pvt. Ltd.	Promoter	9.06	5.27	18.16	N.A.	4.56
Rajasthan Transformers & Switchgears Pvt. Ltd.	Promoter	N.A.	N.A.	14.95	N.A.	18.58

No other Director or KMP of the Company or their relatives are in any way concerned or interested in the proposed resolution.

The Board recommends the resolution for your approval.

By Order of the Board  
For RTS POWER CORPORATION LIMITED

Date : 14.04.2015  
Place : Kolkata

J. Biswas  
Company Secretary

**Certified True Copy**  
RTS POWER CORPORATION LIMITED

*J. Biswas*  
Company Secretary

**Certified True Copy**