

67th *Annual Report 2014-2015*



RTS POWER CORPORATION LIMITED

Mortal in Life - immortal memory



Late Surendra Bhutoria (1961-1995)

CORPORATE INFORMATION

BOARD OF DIRECTORS

Sri Sardul Singh Jain
 Sri Rajendra Bhutoria
 Sri Abhay Bhutoria
 Smt Rachna Bhutoria
 Sri Bachhraj Begwani
 Sri Ram Lal Saini
 Sri Alok Kumar Banthia

Chairman
 Vice Chairman & Whole-Time Director
 Managing Director
 Director
 Director
 Director
 Director

COMPANY SECRETARY

Sri J. Biswas

AUDITORS

A. C. Bhutoria & Co.
 Chartered Accountants
 2, India Exchange Place (2nd Floor)
 Kolkata - 700 001

BANKERS

State Bank of Bikaner & Jaipur
 ICICI Bank Limited
 Bank of Baroda
 Canara Bank
 Oriental Bank of Commerce
 IDBI Bank Ltd.

REGISTERED OFFICE

56, Netaji Subhas Road (2nd Floor)
 Kolkata - 700 001
 Phone : (033) 2242-6025, 2242-6054
 Fax : (033) 2242-6732
 E-mail : headoffice@rtspower.com
 Website : www.rtspower.com

CIN : L17232WB1947PLC016105

PLANTS

1. Rajasthan Transformers & Switchgears
 (A Unit of RTS Power Corporation Limited)
 Power & Distribution Transformers Unit
 C-174, Road No 9J Vishwakarma Industrial Area
 Chomu Road, Jaipur - 302013 (Rajasthan)
2. Rajasthan Transformers & Switchgears
 (A Unit of RTS Power Corporation Limited)
 Power & EHV Division Unit - 132 KV Class Transformers
 E-346, Road No. 16, Vishwakarma Industrial Area
 Jaipur - 302013 (Rajasthan)
3. Rajasthan Transformers & Switchgears
 (A Unit of RTS Power Corporation Limited)
 Distribution Transformers Division
 F 139 to 142 Udyog Vihar, Jetpura, Jaipur (Rajasthan)
4. RTS Power Corporation Limited
 Transformer & Speciality Oil Unit
 A-25, 26 RIICO Industrial Area, Kaladera
 Chomu, Jaipur, (Rajasthan)
5. Rajasthan Transformers & Switchgears
 (A Unit of RTS Power Corporation Limited)
 Power & Distribution Transformers Unit
 Near 14 KM Mile Stone, Mathura Road
 P.O. Artoni, Agra - 282007 (U.P.)
6. RTS Power Corporation Limited
 Power & Distribution Transformers Unit
 Jala Dhulagori, Sankrail, Dhulagori
 Howrah - 711302 (West Bengal)
7. RTS Power Corporation Limited
 Wind Energy Division
 Dhule - Maharashtra
8. RTS Power Corporation Limited
 Wind Energy Division
 Barmer - Rajasthan

REGISTRAR & SHARE TRANSFER AGENT :

NICHE TECHNOLOGIES PRIVATE LIMITED

D-511, BAGREE MARKET, 5TH FLOOR, 71, B.R.B. BASU ROAD, KOLKATA - 700001

PHONE : (033) 2234-3576, 2235-7270/7271/3070, Fax No. : (033) 2215-6823

E-mail: nichetechpl@nichetechpl.com

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Directors' Report

Dear Shareholders,

Your Directors have the pleasure in presenting their 67th Annual Report on the business and operations of your Company and the audited Financial Statements of your Company for the year ended March 31, 2015:

FINANCIAL RESULTS

(₹ In Lacs)

	2014-2015		2013-2014	
Total Income		17214.68		14290.19
Total Expenditure		17071.03		14275.49
		143.65		14.70
Less:				
Non-recurring Item-adjustment under transitional provisions for Depreciation		18.82		0.00
Profit /(Loss) Before Tax		124.83		14.70
Less :				
Current Tax	25.00		2.80	
Deferred Tax	37.12	62.12	0.09	2.89
Profit /(Loss) After Tax		62.71		11.81
Add: Profit Brought Forward		936.49		924.68
Balance Carried to Reserves & Surplus		999.20		936.49

DIVIDEND

The Board of Directors has proposed to retain the meagre amount of profit of ₹ 62.71 lacs in Reserves and Surplus for expansion and further growth of the Company and therefore, has not recommended payment of any Dividend.

STATE OF THE COMPANY'S AFFAIRS

OPERATIONAL REVIEW

During the year under review, the Company's revenue from operations increased by 20% over last year to reach ₹ 170.85 crores. Including other income, total revenue grew by 20% from ₹ 142.90 Crores in 2013-2014 to ₹ 172.15 Crores in 2014-2015, amidst keen competition.

This year your Company has earned a Profit Before Tax of ₹ 125 Lacs as against ₹ 15 Lacs of last year, representing an increase of 733% over last year, in spite of continuous abnormal price hike of the major raw materials and cut throat competitive selling prices. Considering all these, your Company has achieved better results this year compared to last year. The Profit After Tax this year, however, comes to Rs 63 Lacs only.

Delayed payments by customers have resulted in increased borrowings which has been necessary to maintain cash flow position of your Company. Consequently, Finance Costs comprising of interest expenses and other costs of borrowings has increased by ₹1.63 Crores compared to last year. Had not such situation been arisen, your Company could have earned more profit.

Directors' Report

In order to meet the abovesaid situation, the Board of Directors of your Company have raised in the current Financial Year ₹7.50 Crores by issuing 9% Non-cumulative Redeemable Preference Shares to Promoter Companies and by selling your Company's holding of 2,82,500 Equity Shares of USD 1 each in its Wholly-owned Subsidiary Company, Blue Nile Projects Limited at Hong Kong to Promoters entity at a consideration of ₹ 2.40 Crores approx., more details of which have been given separately in this Report. The funds so raised have since been utilized to repay your Company's Unsecured Loan with the object of reducing interest burden of your Company.

FUTURE OUTLOOK

Your Company's continued effort in achieving higher exports has yielded fruitful result. This year the Company's export sales has registered a growth of about 150% over last year with its increase from ₹177 Lacs in 2013-2014 to ₹ 440 Lacs in 2014-2015. In 2013-2014 the increase in export front was 350% over 2012-2013. Your Company is putting much thrust on export Sales and expects further increase in export sales in coming years.

However, as in the past mushroom growth and unhealthy competition from various Transformer manufacturing Units in unorganized sector is posing problems to organized sector, like your Company, resulting in under utilization of production capacities, and therefore, the selling prices are under pressure, so as the margins.

ISSUE OF 9% NON-CUMULATIVE REDEEMABLE PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS

In order to raise funds for repayment of unsecured loans and thus to reduce interest burden of your Company, 1,00,00,000 (One crore) 9% Non-Cumulative Redeemable Preference Shares of ₹ 10/- each, aggregating to ₹10,00,00,000/- (Rupees Ten crores), has been offered, in cash at par, on private placement basis to promoter companies and LLP, which are redeemable at par within a period not exceeding twenty years. Prior consent of Members by passing a Special Resolution for such Offer has been obtained through Postal Ballot and e-voting organized by your Company in the months of May and June, 2015.

75,00,000 (Seventy five lacs) 9% Non-Cumulative Redeemable Preference Shares of ₹10/- each, accepted out of such Offer and fully paid up in cash at par, has been allotted and issued by your Company in the month of July, 2015, by which an aggregate sum of ₹ 7,50,00,000/- (Rupees Seven Crore fifty lacs) has been raised for the proposed objective of repayment of the Company's unsecured loans. Such Preference Shares will not be listed with any Stock Exchange.

INCREASE OF AUTHORISED SHARE CAPITAL

Your Company's Authorised Share Capital as at the close of the last Financial Year 2014-2015 was ₹12,00,00,000/- (Rupees Twelve crores) divided into 1,20,00,000 (One core twenty lakh) Equity Shares of ₹ 10/- each. In view of the Issue of 1,00,00,000 (One crore) 9% Non-Cumulative Redeemable Preference Shares of ₹10/- each, aggregating to ₹10,00,00,000/- (Rupees Ten crores) on private placement basis, as said above, the Authorised Share Capital of your Company has been increased during the current Financial Year 2015-2016 to ₹ 22,00,00,000/- (Rupees Twenty two crores only) divided into 1,20,00,000 (One crore twenty lakh) Equity Shares of ₹ 10/- each and 1,00,00,000 (One crore) Redeemable Preference Shares of ₹ 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 organized by your Company.

Directors' Report

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

Monitoring and control of consumption of sources of energy like power, oil, etc. continued to be a priority area of your Company. Energy conservation procedures also form an important part of your Company's operational practices. No alternative sources of energy has so far been utilized. There is no capital investment during the year under review on energy conservation equipment.

Your Directors have nothing to report in the matter of Technology Absorption since your Company has neither hired nor imported any technology from outside sources. Your Company has no Research and Development (R&D) Department and has not spent any amount on R&D during the Financial Year.

Your Company has achieved increased Export business and consequently, Foreign Exchange earnings (FOB) out of such Export business during this year was ₹ 440.24 Lacs (increase of almost 150% over last year). The Foreign Exchange outgo during this year was as follows:

Expenditure in Foreign Currency

Foreign Travelling	₹ 5.78 Lacs
Bank Charges	₹ 0.20 Lacs
Foreign Exchange fluctuations (on settlement of dues)	₹ 1.29 Lacs
	₹ 7.27 Lacs

CONSOLIDATED FINANCIAL STATEMENT

The consolidated Financial Statements of the Company and its Subsidiaries for the year ended 31st March, 2015, prepared in accordance with the provisions of Sub Section 3 of Section 129 of the Companies Act, 2013 (the Act) and the applicable Accounting Standards and the Listing Agreements with the Stock Exchanges and duly audited by M/s A C Bhuteria & Co., Chartered Accountants, Auditors of the Company form a part of this Annual Report. The said consolidated Financial Statements shall be laid before the Annual General Meeting of the Company while laying its own Financial Statements under Sub Section (2) of the said Section. A separate Statement containing the salient features of the Financial Statements of its Subsidiaries has been given in Note No 38 to the Consolidated Financial Statements pursuant to first proviso to Sub Section (3) of Section 129 read with Rule 5 of The Companies (Accounts) Rules, 2014. The Accounts of the Subsidiary Companies are also available on the Company's Website.

DIRECTORS

The Board of Directors of the Company consists of a balanced profile of Members specializing in different fields that enables it to address the various business needs of the Company, while placing very strong emphasis on corporate governance.

(a) Independent Directors

Your Company has at present three Independent Directors, namely, Sri Sardul Singh Jain (DIN 00013758), Sri Bachchraj Begwani (DIN 03157720) and Sri Alok Kumar Banthia (DIN 00528159) which meets the requirements of both the Companies Act, 2013 (the Act) and the Rules made thereunder as well as amended Clause 49 of the Listing Agreement. They are not liable to retire by rotation.

Sri Alok Kumar Banthia was appointed as an additional Director of your Company by the Board with effect from August 14, 2014. Pursuant to Article 89 of the Articles of Association of the Company read with Section 161(1) of the Companies Act, 2013 he was appointed as a Director of your Company by the Members at the Company's Annual General Meeting held last year i.e. on 29th September, 2014. He was also appointed Independent Director of the Company by the Members for a period of five

Directors' Report

consecutive years from the conclusion of the Company's said last Annual General Meeting. He is a Non-Executive /Independent Director of your Company, not liable to retire by rotation.

Your Company has received declarations from all the above mentioned Independent Directors confirming that they meet with the criteria of independence as prescribed both under Sub-Section(6) of Section 149 of the Act and under the amended Clause 49 of the Listing Agreement with the Stock Exchange.

(b) Retirement of Director by rotation

As per the provisions of Companies Act, 2013 and the Articles of Association of the Company Sri Ram Lal Saini (DIN 03534117), Director of your Company will retire by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for re-appointment.

(c) Performance Evaluation and Familiarisation Programme for Directors

Your Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which also includes criteria for performance evaluation of the Independent Directors, Non-Executive Directors and Executive Directors, the proportional existence of three such categories of Directors in your Company also meets the requirement as prescribed both under the Act and the revised Clause 49 of the Listing Agreement. On the basis of such Policy a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors. Criteria for performance evaluation of Independent Directors and other Non-Executive Directors has been given in the Corporate Governance Report annexed herewith.

Your Company has also made a programme for familiarization of Independent Directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business models of the Company and related matters. However, out of the three Independent Directors of your Company, two Directors namely, Sri S. S. Jain and Sri B Begwani are for a very long time in your Company, and therefore, do not need as such any more familiarization programme. This is applicable to one Director only, namely Sri A K Banthia who was appointed last year and has completed such familiarization programme.

The details of the familiarization Programme has been disclosed on the Company's Website at the link www.rtspower.com.

The following Policies of the Company are attached herewith marked as Annexure C and Annexure D.

- (i) Policy for selection of Directors and determining Directors' independence; and**
- (ii) Remuneration Policy for Directors, Key Managerial Personnel and other employees.**
- (d) Number of Meetings of the Board**

There has been 12 Nos. Meetings of the Board of Directors during the Financial Year 2014-2015. Dates of such Meetings and attendance position of Directors in such Meetings have been given separately in the Report on Corporate Governance attached herewith.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 (the 'Act') and, based upon representations from the Management, the Board, to the best of its knowledge and belief, confirms that :

- I. in the preparation of the Annual Accounts for the year ended March 31, 2015, the applicable Accounting Standards have been followed and there are no material departures from the same;

Directors' Report

- II. the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the Profit of the Company for the year ended on that date;
- III. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. the Directors have prepared the Annual Accounts of the Company on a 'going concern' basis ,
- V. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- VI. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CORPORATE GOVERNANCE

A separate Report on Corporate Governance in format as prescribed in the revised Clause 49 of the Listing Agreement forms a part of the Annual Report of your Company and is being attached hereto, marked as Annexure A along with the Auditors' Certificate on its compliance. A Report on Management Discussion and Analysis as stipulated in the said revised Clause 49 is also attached herewith marked Annexure B.

DEPOSITS

Your Company has not accepted any Deposit within the meaning of Sections 73 and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 .

LISTING

Equity Shares of your Company were listed with the Stock Exchanges at Kolkata and Mumbai. The Board of Directors in its Meeting held on January 22, 2015 decided to voluntarily delist the Equity Shares from The Calcutta Stock Exchange Limited (CSE) on account of the following reasons:

1. There is absolutely no trading of the Equity Shares of your Company at CSE in the past so many years , including last Financial Year, and therefore, continuation of listing with this Exchange does not provide any significant advantage to the Shareholders of the Company or investors at large. Moreover, Shareholders suggested delisting from CSE in a number of Annual General Meetings of the Company held in the past.
2. The Voluntary Delisting will reduce the paper work and related cost, as compliance with Listing Agreement with CSE will no longer be required.

With the extensive network of the Stock Exchange, Mumbai (BSE) and with the extensive network of BSE terminals to other cities as well, investors will continue to have access to online dealings in the Company's securities across the country. Furthermore, all the tradings in the Company's Equity Shares takes place on the BSE and the listing with CSE does not serve the desired purpose and it only adds additional cost to the Company in the form of Listing Fees and other compliance cost.

Finally, CSE have allowed delisting of your Company's Equity Shares on March 13, 2015.

The Equity Shares of your Company, however, continue to be listed on BSE.

Directors' Report

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of the Companies Act, relevant dividend amounts which remained unpaid or unclaimed for a period of seven years have been transferred by the Company, from time to time on due dates, to the Investor Education and Protection Fund (IEPF).

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 29, 2014 (date of last Annual General Meeting) on the Company's Website (www.rtspower.com) and has also filed Form No 5 INV on December 8, 2014 with Registrar of Companies, West Bengal. Since the abovesaid last Annual General Meeting, the Company has also transferred unpaid and unclaimed Dividend amount in respect of Final Dividend 2006-2007 to the IEPF on December 9, 2014 and December 15, 2014 and filed Form No I with Registrar of Companies, West Bengal following such transfers.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return as provided in Sub Section 3 of Section 92 of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014 in Form MGT 9 is enclosed, marked as Annexure E.

AUDITORS AND AUDITORS' REPORT

STATUTORY AUDITORS

M/s A .C. Bhuteria & Co, Chartered Accountants, statutory Auditors of the Company were re-appointed Auditors to hold office from the conclusion of Sixty Sixth Annual General Meeting (AGM) held on 29th September, 2014 till the conclusion of Sixty Ninth AGM to be held in 2017 subject to ratification by the Members at the Sixty Seventh and Sixty Eighth AGM of the Company. Accordingly, the Notice convening the ensuing Sixty Seventh AGM includes a Resolution seeking such ratification by the Members of the said re-appointment of the Auditors.

The Company has received a letter from the statutory Auditors to the effect that the ratification of their re-appointment, if made at the forthcoming AGM, would be in accordance with the limits prescribed under Section 141(3)(g) of the Companies Act, 2013 and that they are not otherwise disqualified.

AUDITORS' REPORT

The Notes on Financial Statements of the Company referred to in the Auditors' Report are self-explanatory and do not call for any further comments by the Board. The Auditors' Report does not contain any qualification, reservation or adverse remark.

BRANCH AUDITORS

M/S Jain Shrimal & Co., Chartered Accountants, Branch Auditors of the Company were re-appointed Branch Auditors to hold office from the conclusion of Sixty Sixth Annual General Meeting (AGM) held on 29th September, 2014 till the conclusion of the Sixty ninth AGM to be held in 2017 subject to ratification by the Members at the Sixty Seventh and Sixty Eighth AGM of the Company. Accordingly, the Notice convening the ensuing Sixty Seventh AGM includes a Resolution seeking such ratification by the Members of the said re-appointment of the Branch Auditors.

The Company has received a letter from the Branch Auditors to the effect that the ratification of their appointment, if made at the forthcoming AGM, would be in accordance with the limits prescribed under Section 141(3)(g) of the Companies Act, 2013 and that they are not otherwise disqualified.

Directors' Report

COST AUDITORS

Cost Audit was introduced in your Company for the first time for the Financial Year 2012-2013 in pursuance of the Order No 52/26/CAB/2010 dated 24th January, 2012 issued by the Ministry of Corporate Affairs, Cost Audit Branch, Government of India. M/s K. G. Goyal & Associates, Cost Accountants (Firm Registration No 000024), Jaipur, Rajasthan were appointed as Cost Auditors of the Company, with due approval of the Central Government, for conducting audit of cost records of your Company for the Financial Year 2012-2013.

They were also re-appointed as Cost Auditors of your Company for the Financial Year 2013-2014 with the due approval of the Central Government.

In view of Press Release and Notification, both dated June 30, 2014, issued by the Ministry of Corporate Affairs, maintenance of cost records and audit thereof was made no more necessary for your Company effective from April 1, 2014. Accordingly, no Cost Auditor was appointed by your Company for the Financial Year 2014-2015 in terms of Section 148 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014.

Ministry of Corporate Affairs vide their Notification dated 31st December, 2014 has further amended the Companies (Cost Records and Audit) Rules, 2014 by introducing the Companies (Cost Records and Audit) Amendment Rules, 2014 by virtue of which audit of cost records of your Company has again been re-introduced and made compulsory from the Financial Year 2015-2016 and onwards. Accordingly, the Board of Directors of your Company in its Meeting held on June 27, 2015 has appointed M/s K.G. Goyal & Associates as Cost Auditors of your Company, with due information to the Central Government by way of filing the prescribed Form No CRA2 on July 1, 2015, for conducting audit of cost records of your Company for the Financial Year 2015-2016.

SECRETARIAL AUDITOR

The Board has appointed Sri Manoj Prasad Shaw, Proprietor of M/s Manoj Shaw & Co., Practicing Company Secretary (FCS No 5517 C.P. No 4194) to conduct Secretarial Audit for the Financial Year 2014-2015.

The Secretarial Audit Report for the Financial Year ended March 31, 2015 in the prescribed Form No MR3 is annexed herewith pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 marked as Annexure F to this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. However, the observation made by the Secretarial Auditor with regard to compliance of Clause 41 (vi)(b)(iii) of the Listing Agreement has been noted by the Board and will be taken care of in future.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEE GIVEN AND SECURITIES PROVIDED.

The Company has neither given any Loan and Guarantee nor provided any security in terms of Section 186 of the Companies Act, 2013.

However, the Company has made further investments of ₹19,90,018/- (U.S.\$ 32,390) on 21st April, 2014 for subscribing 32,500 Shares of U.S.\$ 1 each in its Wholly owned Subsidiary, Blue Nile Projects Limited, Hong Kong.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Particulars of all contracts/ arrangements/transactions entered into by the Company during the Financial

Directors' Report

Year with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 are given in Form AOC 2 as prescribed in Rule 8(2) of the Companies (Accounts) Rules, 2014 annexed herewith and marked as Annexure G. During the year the Company has not entered into any contract/arrangement/transaction with any related parties which could be considered material in accordance with the Policy of the Company on materiality of the related party transactions.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's Website at the link www.rtspower.com

Your Directors draw attention to the Members to Note 35(vi) to the Financial Statements which sets out related party disclosures.

A Statement in summary form of transactions with related parties in the ordinary course of business has been periodically placed before the Audit Committee and the Board of Directors for approval before entering into such transactions or making any amendment thereto.

SUBSIDIARIES

(i) Blue Nile Projects Limited, Hong Kong

As approved by the Shareholders in the last Annual General Meeting of the Company held on September 29, 2014 by passing a Special Resolution under Section 188 of the Companies Act, 2013 your Company has sold its wholly-owned Subsidiary Company, Blue Nile Projects Limited at Hong Kong to one of its Group entities on July 27, 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.

During the Financial Year 2014-15 this erstwhile Subsidiary Company of your Company, basically being a trading company, incorporated for the purpose of establishing Projects outside India, has incurred a loss of ₹ 3,28,097/- (U.S.\$ 5242) which has been taken into account for the purpose of consolidation with Standalone Accounts of your Company.

(ii) ABAY Energy Private Limited Company, Ethiopia

ABAY Energy Private Limited Company was a step-down Subsidiary of your Company at Ethiopia engaged in the manufacturing and repairing of Transformers catering to the African market.

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 July 27, 2015 ABAY Energy Private Limited Company, Ethiopia has ceased to be the step-down Subsidiary Company of your Company with effect from the said date.

Presently, this Company imports in Ethiopia raw materials/parts/spares/semi-finished goods from your Company in India and manufactures and repairs Transformers there for sale in African market.

During the Financial Year 2014-15, this erstwhile step-down Subsidiary Company of your Company has made a profit of ₹ 66,01,098/- (Birr 21,49,391) which has been taken into account for the purpose of consolidation with Standalone Accounts of your Company.

More details about performance and financial position of each of such two Subsidiaries as per the Companies Act, 2013 have been given in Note No 38 to the Consolidated Financial Statements and hence not repeated here for the sake of brevity.

Directors' Report

PARTICULARS OF EMPLOYEES

There is no such employee in the Company as to whose name and other particulars are to be given pursuant to Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the Rules).

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Rules are provided in Annexure H.

APPOINTMENT OF CHIEF FINANCIAL OFFICER

Sri Mukesh Jain, General Manager has been working in the Company for a long time and is well conversant with the Company's all finance, commercial and accounts function and was looking after materials management and administration at the Company's Jaipur Office.

Sri Jain has already been discharging as Chief Financial Officer(CFO) since the year 2005 the responsibility of certifying the Financial Statements and the Cash Flow Statements of the Company in every Financial Year along with Sri Abhay Bhutoria, the Managing Director, (CEO) as required under Clause 49 of the Listing Agreement under SEBI Guidelines.

The Board of Directors of your Company in its Meeting held on January 22, 2015 has assigned him further the responsibility of discharging the functions of Chief Financial Officer of the Company with effect from February 1, 2015 in terms of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as one of the Company's Key Managerial Personnel, in addition to his existing responsibilities.

AUDIT COMMITTEE

The Audit Committee of the Board of Directors, constituted in terms of the revised Clause 49 III (A) to (E) of Listing Agreements with the Stock Exchange and Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, has been functioning in your Company for a long time.

As on the close of business on March 31, 2015 the Audit Committee comprises of three Non-Executive Independent Directors, Sri S. S. Jain, Sri Alok Kumar Banthia and Sri Bachhraj Begwani and one Executive Non-Independent Director, Sri R. Bhutoria, Vice Chairman & Whole-time Director of the Company. Sri S.S.Jain is the Chairman of the Committee, who also chaired the Annual General Meeting of the Company held on September 29, 2014. All the Members of the Committee are financially literate and have accounting or related financial management expertise.

The Company's Accounts personnel and representatives of the statutory Auditors as well as Internal Auditors are permanent invitees to the Audit Committee. Mr. J. Biswas, Company Secretary acts as the Secretary of the Committee.

VIGIL MECHANISM

A Vigil Mechanism, which also incorporates a Whistle Blower Policy in terms of the Listing Agreement, has been established for Directors, Employees and Stakeholders to report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy or grievances in accordance with the provisions contained in Section 177 of the Companies Act, 2013 read with Rule 7 of The Companies (Meetings of Board and its Powers) Rules, 2014 and the revised Clause 49 (II) (F) (Corporate Governance) of the Listing Agreement with the Stock Exchange. Such Vigil Mechanism provides for adequate safeguards against victimization of Directors, Employees and Stakeholders who avail of the Vigil Mechanism and also provides for the direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

The Audit Committee, as formed above, oversees the Vigil Mechanism and should any of the Members of the Committee have a conflict of interest in a given case, they should recuse themselves and the others on the Audit Committee would deal with the matter on hand.

Further details in this regard have been disclosed in the Company's Website at the link: www.rtspower.com

RISK MANAGEMENT POLICY

Keeping in view of the nature of industry in which your Company is engaged, your Company had all along been conscious of the risk associated with the nature of its business. Senior Management personnel carried out risk identification, risk assessment, risk treatment and risk minimization procedures for all functions of the Company, which are periodically reviewed on an ongoing basis and Board Members are informed about all these from time to time to ensure that executive management controls risk through means of a properly defined framework. The Board of Directors is overall responsible for framing, implementing and monitoring the Risk Management Plan of the Company.

The Board of Directors also oversees that all the risks that the organization faces such as strategic, financial, credit marketing, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and executive management keeps a vigil on such risks so that it can be addressed properly as soon as possibility of occurrence of such risks arises.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls with reference to Financial Statements. During the year such controls were tested and no reportable material weakness in the design or operation were observed.

GENERAL

- No significant or material orders were passed by the Regulators or Courts or tribunals which impact the going concern status and the Company's operations in future.
- Your Directors state that during the year under review, there was no case filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

APPRECIATION

Your Directors take this opportunity to express their whole-hearted appreciation for the unstinted support and co-operation received from Banks, State Electricity Boards, Government and Semi Government Authorities, Power Utilities, other customers, vendors and Shareholders during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the sincere and devoted services that the Executives, Staffs and Workers at all levels have rendered to your Company.

Registered Office :
56, Netaji Subhas Road
Kolkata - 700001
Dated : 14th August, 2015

For and on behalf of the Board of Directors

S. S. JAIN
Chairman

Report on Corporate Governance (Annexure 'A' to Directors' Report)

• Company's Philosophy on Code of Governance

Your Company believes in adopting and adhering to the best recognized Corporate Governance practices. Your Company has infused the philosophy of Corporate Governance into all its activities. The philosophy of Corporate Governance is an important tool for Shareholder protection and maximization of their long term values. Your Company's core values of quality consciousness, customer satisfaction, fairness in dealings, adopting transparent accounting policies, following superior Board practices, consistent consideration for all its stakeholders serve as the means for implementing its philosophy of Corporate Governance in letter and spirit. Your Company complies with Corporate Governance Systems not as a mere structure or statutory guidelines, but as a way of corporate life.

• Board of Directors

- (a) As on close of business on March 31, 2015 the Board is headed by Sri Sardul Singh Jain, regular Non Executive Chairman and comprises of six other Directors (one Vice Chairman & Whole-time Director, one Managing Director and four Non Executive Directors, including one woman Director) all of whom have considerable experiences in their own fields.

The day-to-day management of your Company is conducted by the Managing Director and Vice Chairman & Whole-time Director subject to the superintendence, control and directions of the Board of Directors. About seventy percent of the Board consists of Non-Executive Directors and about forty percent of the Board are Independent Directors. As on close of business on March 31, 2015 the composition of the Board satisfies the conditions that the revised Clause 49 of the Listing Agreement of the Stock Exchanges have laid down in this regard as also Section 149 of the Companies Act, 2013 ("the Act").

The details of the Directors as on March 31, 2015 and attendance of each Director at the Board Meetings and at the last Annual General Meeting (AGM) held during the Financial Year ended on March 31, 2015 are given below :

Name of the Directors	Category of Directorship	No. of Board Meetings Attended	Attendance at the last AGM
Sri S. S. Jain	Non-Executive/Independent / Chairman	12	Yes
Sri Rajendra Bhutoria	Executive / Promoter / Vice Chairman & Whole- time Director	12	Yes
Sri Abhay Bhutoria	Executive / Promoter / Managing Director	4	Yes
Sri Bachhraj Begwani	Non-Executive/Independent	7	Yes
Smt Rachna Bhutoria	Woman/ Non-Executive/ Promoter	8	No
Sri Ram Lal Saini	Non-Executive/ Non-Independent	5	Yes
Sri Alok Kumar Banthia	Non-Executive/ Independent	8	Yes

Report on Corporate Governance

Note :

Sri Alok Kumar Banthia was appointed as an additional Director of your Company by the Board with effect from August 14, 2014. Pursuant to Article 89 of the Articles of Association of the Company read with Section 161(1) of the Companies Act, 2013 he was appointed as a Director of your Company by the Members at the Company's Annual General Meeting held last year i.e. on 29th September, 2014. He was also appointed Independent Director of the Company by the Members for a period of five consecutive years from the conclusion of the Company's said last Annual General Meeting. He is a Non-Executive /Independent Director of your Company, not liable to retire by rotation.

- (b) Number of other Board of Directors or Board Committees (other than in your company) where Directors of your Company are Directors / Members / Chairman as on the close of business on March 31, 2015 :

Name of the Directors	No. of Directorship in other Boards	No. of Members in other Board Committees	No. of Chairmanship in other Board Committees
Sri S. S. Jain	8	1	1
Sri Rajendra Bhutoria	1	Nil	Nil
Sri Abhay Bhutoria	Nil	Nil	Nil
Sri Bachhraj Begwani	Nil	Nil	Nil
Sri Ram Lal Saini	Nil	Nil	Nil
Smt Rachna Bhutoria	Nil	Nil	Nil
Sri Alok Kumar Banthia	Nil	Nil	Nil

- The Directorships held by Directors as mentioned above, do not include Alternate Directorships and Directorships in foreign companies, companies registered under Section 8 of the Companies Act, 2013. One Person Companies and Private Limited Companies. Directorships in Public Limited Companies, whether listed or not, only, therefore, has been considered.
- In accordance with revised Clause 49 of the Listing Agreement Memberships/Chairmanships of only Audit Committees and Stakeholders Relationship Committees have been considered.

- (c) Details of Board Meetings held during the period from April, 2014 to March 31, 2015:

Serial No	Date
1	May 27, 2014
2	May 30, 2014
3	May 30, 2014
4	July 4, 2014
5	August 14, 2014
6	September 16, 2014

Report on Corporate Governance

Serial No	Date
7	September 30, 2014
8	November 14, 2014
9	December 5, 2014
10	January 22,2015
11	February 14,2015
12	March 31,2015

The Board met more than four times .The gap between any two Meetings did not exceed 120 days.

- (d) Necessary information, where applicable, as mentioned in Annexure X to the revised Clause 49 of the Listing Agreement has been placed before the Board in each Board Meeting .

• Audit Committee

The terms of reference of the Audit Committee are in line with the revised Clause 49 III (A) to (E) of Listing Agreements with the Stock Exchanges and Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, besides other terms as may be referred to it by the Board of Directors.

The Audit Committee of the Board exercises the powers and plays the role and discharges its function as per the abovesaid Clauses of the Listing Agreement and Section of the Companies Act.

As on the close of business on March 31, 2015 the Audit Committee comprises of three Non-Executive Independent Directors, Sri S. S. Jain, Sri Alok Kumar Banthia and Sri Bachhraj Begwani and one Executive Non-Independent Director, Sri R. Bhutoria, Vice Chairman & Whole-time Director of the Company. Sri S. S. Jain is the Chairman of the Committee, who also chaired the Annual General Meeting of the Company held on September 29, 2014. All the Members of the Committee are financially literate and have accounting or related financial management expertise.

The Company's Accounts personnel and representatives of the statutory Auditors as well as Internal Auditors are permanent invitees to the Audit Committee. Mr. J. Biswas, Company Secretary acts as the Secretary of the Committee.

During the Financial Year ended on March 31, 2015, 5 (Five) Meetings were held on May 30, 2014, August 14, 2014, September 18, 2014, November 14, 2014 and February 14, 2015.

The gap between any two Meetings did not exceed four months.

Composition of the Audit Committee and the attendance of the Members during the Financial Year ended on March 31, 2015 are furnished below :

Sl. No.	Name of Directors who are Members of the Audit Committee	No. of Meetings held	No. of Meetings Attended
1	Sri S. S. Jain, Chairman	5	5
2	Sri Rajendra Bhutoria, Member	5	5
3	Sri Bachhraj Begwani, Member	5	5
4	Sri Alok Kumar Banthia, Member *	5	3

* Sri Alok Kumar Banthia, an Independent Director of your Company was inducted by the Board of Directors in the Audit Committee on August 14,2014 following resignation of Sri Loon Karan Patrawari, also an Independent Director of your Company, from the Audit Committee on March 31, 2014.

Report on Corporate Governance

• Vigil Mechanism

A Vigil Mechanism, which also incorporates a Whistle Blower Policy in terms of the Listing Agreement, has been established for Directors, Employees and Stakeholders to report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy or grievances in accordance with the provisions contained in Section 177 of the Companies Act, 2013 read with Rule 7 of The Companies (Meetings of Board and its Powers) Rules, 2014 and the revised Clause 49 (II) (F) (Corporate Governance) of the Listing Agreement with the Stock Exchange. Such Vigil Mechanism provides for adequate safeguards against victimisation of Directors, Employees and Stakeholders who avail of the Vigil Mechanism and also provides for the direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

The Audit Committee, as formed above, oversees the Vigil Mechanism and should any of the Members of the Committee have a conflict of interest in a given case, they should recuse themselves and the others on the Audit Committee would deal with the matter on hand.

The Policy on Vigil Mechanism and Whistle Blower Policy is available on the Company's Website at the link : www.rtspower.com

• Anti Sexual Harassment Policy

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 covering all employees of the Company . Audit Committee, consisting of three Independent Directors and Vice Chairman and Whole-time Director, has been considered most suitable to look into any complaints in this regard. The Audit Committee, however, did not receive any complaint for redressal during the year .

• Nomination and Remuneration Committee

- Nomination and Remuneration Committee of the Board of Directors comprises of three Non-Executive Directors ,all of them being Independent Directors.The Members of the Committee are Sri Alok Kumar Banthia (Chairman), Sri S.S. Jain and Sri B.Begwani. Sri Alok Kumar Banthia, an Independent Director of your Company was inducted in the Nomination and Remuneration Committee on August 14, 2014 following resignation of Sri Loon Karan Patawari, also an Independent Director of your Company, from the erstwhile Remuneration Committee on March 31, 2014. Sri Alok Kumar Banthia, Chairman of the Committee attended the last Annual General Meeting of the Company held on September 29, 2014. Sri J. Biswas, Company Secretary acts as the Secretary of the Committee.

The Committee essentially discharges the role as assigned to it by the Board under the revised Clause 49 IV of the Listing Agreements with Stock Exchanges, Section 178 of the Companies Act, 2013 (the Act) read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Explanation IV to Part II of Schedule V to the Act.

During the Financial Year 2014-2015 2(Two) Meetings of the Nomination and Remuneration Committee was held on September 22, 2014 and March 31, 2015 and the attendance of the Members were as follows :

Sl. No.	Name of Directors who are Members of the Nomination and Remuneration Committee	No. of Meetings held	No. of Meetings Attended
1	Sri Alok Kumar Banthia, Chairman	2	2
2	Sri Sardul Singh Jain, Member	2	2
3	Sri Bachhraj Begwani , Member	2	2

Report on Corporate Governance

- 2 (a) Payment of Remuneration to Sri Rajendra Bhutoria, the Whole-time Director of the Company is governed by statutory guidelines and the Company's Service Agreement with him, the terms and conditions of which were approved by the then Remuneration Committee, the Board and Shareholders. His remuneration structure mainly comprises of –

(i) Salary	:	₹ 9,00,000/- per annum
(ii) Contribution to Provident Fund	:	₹ 1,08,000/- per annum
(iii) Perquisites	:	Nil during the Financial Year 2014-2015
Service Contract	:	5 (five) years from 1st April 2012
Notice Period	:	3 (Three) months
Stock Option	:	Nil
Severance Fee	:	Nil
Pension	:	Nil

Note :

- (a) Provisions for incremental gratuity for the current year has not been considered, since the provision is based on actuarial basis for the Company as a whole.
- (b) No incentive, fixed or performance linked, is payable to the Whole-time Director
- (b) Payment of Remuneration to Sri Abhay Bhutoria, the Managing Director of the Company is governed by statutory guidelines and the Company's Service Agreement with him, the terms and conditions of which were approved by the erstwhile Remuneration Committee, the Board and Shareholders. His remuneration structure mainly comprises of –

(i) Salary	:	₹ 9,00,000/- per annum
(ii) Contribution to Provident Fund	:	₹ 1,08,000/- per annum
(iii) Perquisites	:	₹ 2,34,600/- during the Financial Year 2014-2015
(iv) Bonuses	:	Nil
Service Contract	:	5 (five) years from 1st December, 2010
Notice Period	:	3 (Three) months
Stock Option	:	Nil
Severance Fee	:	Nil
Pension	:	Nil

- Note :** (a) Provisions for incremental gratuity for the current year has not been considered, since the provision is based on actuarial basis for the Company as a whole.
- (b) No incentive, fixed or performance linked, is payable to the Managing Director

No sitting Fee is paid to the Whole-time Director and Managing Director for attending Meetings of the Board and its Committees.

3. No remuneration is paid to any Non-Executive Director, except to Sri R L Saini, who gets Fee of ₹ 6 Lacs per annum for rendering consultancy services to the Company on Accounting and Auditing matters in his professional capacity being a Chartered Accountant by profession, which has been approved by the Nomination and Remuneration Committee, Board and Shareholders. The Non-Executive Directors do not get any sitting Fees for attending Meetings of the Board and its Committees.

Report on Corporate Governance

4. No Stock Option has been granted to any of the Directors. No Equity Share and convertible instrument was held by Non-Executive Directors as on March 31, 2015 except by Sri R.L.Saini who held 160 Equity Shares of ₹10/- each fully paid up in the Company as on that date.
5. Other than what has been stated above, there has been no pecuniary relationship or transaction of the Non-Executive Directors vis-à-vis the Company during the year.

Remuneration Policy

In accordance with the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your Company has formulated a Remuneration Policy for Directors, Key Managerial Personnel and other Employees of the Company, details of which has been annexed to the Directors' Report forming part of the Annual Report for 2014-15.

Criteria for evaluation of Independent Directors and the Board

The Performance evaluation criteria for Non-Executive Directors, including Independent Directors , laid down by the Nomination and Remuneration Committee and taken on record by the Board of Directors includes:

- (a) Attendance and participation in the Board as well as Committee meetings and General Meetings
- (b) Preparation for the Meetings
- (c) Devoting sufficient time and attention to his professional obligations for informed and balanced decision making
- (d) Understanding of the Company and the external environment in which it operates and contributes to strategic direction/decision.
- (e) Raising valid concerns to the Board and constructive contribution to issues/problems/ risks and active participation at Meetings.
- (f) Working together objectively with other Board members/Management Team without being confrontational or obstructionist
- (g) Not unfairly obstructing functioning of an otherwise proper Board or Committees of the Board.
- (h) Acting within his authority and assist in protecting the legitimate interests of the Company, shareholders and its employees
- (i) Not disclosing confidential information , including commercial secrets, technologies, advertising and sales promotion plans , unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by Law.

• Stakeholders Relationship Committee

The Stakeholders Relationship Committee is headed by Sri S. S. Jain , an Independent Non-Executive Director. Other Members of the Committee comprises of Sri Alok Kumar Banthia, an Independent Non- Executive Director and Sri R. Bhutoria, a Non Independent Whole-time Director of the Company. Sri Alok Kumar Banthia, an Independent Director of your Company was inducted in the Stakeholders Relationship Committee on August 14, 2014 following resignation of Sri Loon Karan Patawari, also an Independent Director of your Company, from the erstwhile Shareholders'/Investors' Grievance Committee on March 31, 2014. Sri Sardul Singh Jain, Chairman of the Committee attended the last Annual General Meeting of the Company held on September 29, 2014. Sri J.Biswas, Company Secretary acts as Secretary to the Committee.

Report on Corporate Governance

In accordance with the provisions of Section 178 and revised Clause 49. VIII.E.4 of the Listing Agreement with Stock Exchanges the Committee considers and resolves the grievances of the security holders of the Company, including complaints relating to transfer /transmission of Shares, non-receipt of Annual Report , Notice , declared dividends, Share Certificates ,etc and other complaints/grievances.

During the Financial Year 2014-2015 5 (Five) Meetings of the Stakeholders Relationship Committee were held on May 10, 2014, August 1, 2014 September 19, 2014, November 19, 2014 and November 29, 2014 and the attendance of the Members were as follows :

Sl. No.	Name of Directors who are Members of the Stakeholders Relationship Committee	No. of Meetings held	No. of Meetings Attended
1	Sri Sardul Singh Jain, Chairman	5	5
2	Sri Rajendra Bhutoria, Member	5	5
3	Sri Alok Kumar Banthia , Member	5	3

Name of Compliance Officer

Sri J. Biswas, Company Secretary is the Compliance Officer of the Company under the Listing Agreement.

No of Shareholders Complaints received during the year 2014-2015	NIL
No of Complaints not resolved to the satisfaction of Shareholders as on March 31, 2015	NIL
No of pending Complaints as on March 31, 2015	NIL

Subsidiary Company

The Company had one Wholly-owned Subsidiary - Blue Nile Projects Limited, Hong Kong and a Step-down Subsidiary, ABAY Energy Private Limited Company, Ethiopia. The details of such erstwhile Subsidiaries have been given in the Directors' Report.

General Body Meetings

The last three Annual General Meetings of the Company were held as under :-

AGM	Year	Location	Date	Time	No. of Special Resolutions approved
66th	2014	Hotel Lindsay 8B Lindsay Street, Kolkata-700087	29.09.2014	10.00 A.M.	Three
65th	2013	Hotel Lindsay 8B Lindsay Street, Kolkata-700087	27.09.2013	10.00 A.M.	Nil
64th	2012	Hotel Lindsay 8B Lindsay Street, Kolkata-700087	28.09.2012	10.00 A.M.	One

No Special Resolution was passed through Postal Ballot last year.

No Special Resolution is proposed to be passed through Postal Ballot at present.

Resume and other information regarding the Directors being appointed/reappointed as required under Clause 49 VIII.(E)(I) of the Listing Agreement have been given in the Notice of the ensuing Annual General Meeting.

Report on Corporate Governance

• Disclosures

- (a) Details of transactions of a material nature with any of the related parties as specified in Accounting Standard (AS)18 notified under the Companies (Accounting Standards) Rules, 2006, Section 188 of the Companies Act, 2013, Rule 15 of The Companies (Meetings of the Board and its Powers) Rules, 2014 and Clause 49.VII of the Listing Agreement have been reported in the Notes attached to the Accounts 2014-2015. There is no transaction of a material nature with any of the related parties which are in conflict with the interests of the Company or which are not in the normal course of business.

The Company's Policy on dealing with related party transactions has been disclosed on the Company's Website link www.rtspower.com, as required in terms of revised Clause 49.VIII.A.2 of the Listing Agreement.

- (b) There has not been any instance of Stock Exchanges/SEBI/any statutory authority imposing penalties or strictures on the Company for any non-compliance of any requirement related to Capital Markets in the last three Financial Years.
- (c) A Statement in summary form of transactions with related parties in the ordinary course of business has been periodically placed before the Audit Committee and the Board of Directors for its approval before entering into such transactions or making any amendment thereto.
- (d) The Company follows Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 and in the preparation of Financial Statements the Company has not adopted a treatment different from that prescribed in any Accounting Standard.
- (e) The Company has laid down a process of assessing risk management. The scope of Audit Committee includes evaluation of the Company's internal financial control and risk management systems.
- (f) CEO / CFO Certificate as required in terms of the Listing Agreements has duly been submitted to the Board.
- (g) All disclosures relating to financial and commercial transactions where Directors may have potential interest are provided to the Board, and the interested Directors do not participate in the discussion nor do they vote on such matters.
- (h) The non-mandatory requirements, to the extent followed/pursued by the Company, have been stated in this Report.
- (i) There is no inter-se relationship between Directors except Sri Abhay Bhutoria, Managing Director and Sri Rajendra Bhutoria, Vice-Chairman and Whole-time Director who are cousin brothers. Smt Rachna Bhutoria, Director is the wife of Late Surendra Bhutoria, brother of Sri Abhay Bhutoria, Managing Director and cousin brother of Sri Rajendra Bhutoria, Vice Chairman and Whole-time Director of the Company.

• Means of Communication

The main channel of communication of the Company with the Shareholders is through the Annual Report which contains all relevant information about the Company. Shareholders communicate with the Company by letters /mails also.

The General Meetings are the principal forum for interaction with the Shareholders where their queries are clarified, future plans of the Company are announced and the Shareholders offer their suggestions for improving performance of the Company.

Quarterly Results and Annual audited Results are sent to the Stock Exchanges where the Company's Shares are listed. The Company has a Website www.rtspower.com which is updated from time to time. During the Financial Year the Company has neither displayed official news releases nor made any presentation to the Institutional Investors or Analysts. The Quarterly Results and Annual audited

Report on Corporate Governance

Results were mainly published in the Business Standard in its Kolkata edition (in English) and Dainik Lipi, Kolkata (in Bengali) and also displayed in the Company's aforesaid Website along with all other vital information about the Company relevant from the point of view of Shareholders and Investors.

General Shareholders Information

ANNUAL GENERAL MEETING

Day, Date and Time : Tuesday, the 29th day of September, 2015 at 10.00 A.M .

Venue : Hotel Lindsay, 8B Lindsay Street, Kolkata - 700087

Financial Year : 1st April to 31st March.

Financial Calendar

Board / Audit Committee Meetings for approval of :	Expected Date
April 2015 - June 2015 Quarterly Results	August 14, 2015 (Held)
July 2015 - September 2015 Quarterly Results	Within November 14, 2015
October 2015 - December 2015 Quarterly Results	Within February 14, 2016
January 2016 - March 2016 Quarterly Results & Financial Year 2015-16 audited Annual Results	Within May 30, 2016

Date of Book Closure

The dates of Book Closure are from Wednesday, 23rd day of September, 2015 to Tuesday, 29th day of September, 2015, both days inclusive, for the Annual General Meeting.

ISIN Number for NSDL and CDSL

ISIN No. – INE005C01017

Stock Code and Existing Listing on Stock Exchanges

BSE Limited, Mumbai

Stock Code: 531215

Note

Your Company's Shares continue to be listed on Bombay Stock Exchanges.

All Listing and Custodial Fees to the Stock Exchanges and Depositories have been paid up-to-date to the respective Institutions.

Market Price Data

Market Price Data (High/Low) during each month in the year 2014-15

Month	B S E		
	High (₹)	Low (₹)	Volume (Nos.)
April'14	16.80	10.96	55,898
May'14	19.75	11.70	41,050
June'14	34.15	19.85	1,42,702
July'14	31.50	27.15	65,430
August'14	34.80	22.50	64,044
September'14	29.10	22.85	35,183
October'14	30.80	22.15	32,152
November'14	33.35	22.20	25,034

Report on Corporate Governance

Month	B S E		
	High (₹)	Low (₹)	Volume (Nos.)
December'14	34.50	24.35	24,468
January'15	29.50	21.00	45,990
February'15	29.00	21.00	56,550
March'15	30.50	18.70	5,02,678

• Share price performance compared with broad based indices

Company's Share Price as on	BSE
1st April, 2014	11.72
31st March, 2015	21.15
Change	80.46 %
Indices	
1st April, 2014	22455.23
31st March, 2015	27957.49
Change	24.50 %

• Registrar & Share Transfer Agent

M/s. Niche Technologies Pvt. Ltd.

D-511, Bagree Market,
71 B.R.B.Basu Road, Kolkata – 700001
Phone : (033) 2234-3576/2235-7270/7271/5236
Fax : (033) 2215-6823
E Mail : nichetechpl@nichetechpl.com

• Share Transfer System

The Share transfers in physical form are at present processed and the Share Certificates are returned, duly transferred in favour of transferees, subject to all the documents being in order. Share transfers under objection are returned immediately. The Stakeholders Relationship Committee of the Board of Directors meets to consider the transfer proposals in physical form, whenever received by the Company or its Registrar & Share Transfer Agent.

• Shareholding Pattern as on March 31,2015

Category	No. of Shares	% of Total
A. PROMOTERS' HOLDING		
1. PROMOTERS		
Indian Promoters	50,72,730	62.101
Foreign Promoters	NIL	NIL
2. PERSON ACTING IN CONCERT	NIL	NIL
SUB - TOTAL	50,72,730	62.101
B. NON-PROMOTERS' HOLDINGS		
3. INSTITUTIONAL INVESTORS		

Report on Corporate Governance

Category	No. of Shares	% of Total
a. Mutual Funds & UTI	NIL	NIL
b. Banks, FIs, Insurance Cos. (Central/State Govt. Institutions / Non-Govt.institutions)	NIL	NIL
c. FIs	NIL	NIL
SUB-TOTAL	NIL	NIL
4. OTHERS		
a. Private Corporate Bodies	18,94,326	23.191
b. Indian Public	10,44,926	12.792
c. NRIS / OCBS	9,879	0.121
d. Any Other - Clearing Members	1,46,639	1.795
SUB - TOTAL	30,95,770	37.899
GRAND - TOTAL	81,68,500	100.000

• Distribution of Share Holding as on March 31, 2015

No. of Equity Shares held	Total No. of Shares	% of Holding	No. of Shareholders	% of Shareholders
Upto - 500	2,56,162	3.1360	2,275	86.9648
501 - 1,000	1,19,768	1.4662	155	5.9251
1,001 - 5,000	2,84,345	3.4810	136	5.1988
5,001 - 10,000	41,331	0.5060	6	0.2294
10,001 - 50,000	6,77,515	8.2942	29	1.1086
50,001 - 1,00,000	4,67,177	5.7193	6	0.2294
1,00,001 - And Above	63,22,202	77.3973	9	0.3440
TOTAL	81,68,500	100.0000	2,616	100.0000

• Dematerialization of Shares & Liquidity

The Company's Shares are compulsorily traded in dematerialized form. The Shares are available for trading with either of the two Depositories in India - National Securities Depositories Limited and Central Depository Services (India) Limited, under ISIN: INE005C01017. As on March 31, 2015 about 99.90% of the total number of Equity Shares of the Company were in dematerialized form.

• Risk Management

Keeping in view of the nature of industry in which your Company is engaged, your Company had all along been conscious of the risk associated with the nature of its business. Senior Management personnel carried out risk identification, risk assessment, risk treatment and risk minimization procedures for all functions of the Company, which are periodically reviewed on an ongoing basis and Board Members are informed about all these from time to time to ensure that executive management controls risk through means of a properly defined framework. The Board of Directors is overall responsible of framing, implementing and monitoring the Risk Management Plan of the Company.

Report on Corporate Governance

• Code of Conduct

The Company has framed and adopted a Code of Business Conduct and Ethics for Members of the Board, including Independent Directors and Senior Management Officers relating to their duties and responsibilities, duties of Independent Directors, conflict of interest, corporate opportunities, statutory compliance, financial reporting and records, integrity of data furnished, confidentiality and behaviours. All Directors and Senior Management Officers have affirmed compliance during the year 2014-2015 of the provisions of the Code and a declaration from the Managing Director to that effect is attached to this Report. The Company has also adopted Code for Prohibition of Insider Trading for its Directors, Senior Management Officers and specified employees of the Company.

Both the Code of Business Conduct and Ethics as well as Code for Prohibition of Insider Trading are available on the Website of your Company.

• Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, Conversion date and likely impact on Equity - NIL

Plant Locations

- a. Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Power & Distribution Transformers Unit
C-174, Road No 9J Vishwakarma Industrial Area,
Chomu Road, Jaipur - 302013 (Rajasthan)
- b. Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Power & EHV Division Unit-132 KV Class Transformers
E-346, Road No. 16, Vishwakarma Industrial Area,
Jaipur - 302013 (Rajasthan)
- c. Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Distribution Transformers Division
F 139 to 142 Udyog Vihar, Jetpura, Jaipur (Rajasthan)
- d. RTS Power Corporation Limited
Transformer & Speciality Oil Unit
A-25, 26 RILCO Industrial Area,
Kaladera, Chomu, Jaipur, (Rajasthan)
- e. Rajasthan Transformers & Switchgears
(A Unit of RTS Power Corporation Limited)
Power & Distribution Transformers Unit
Near 14 KM Mile Stone, Mathura Road,
P.O.Artoni, Agra – 282007 (U.P)
- f. RTS Power Corporation Limited
Power & Distribution Transformers Unit
Jala Dhulagori, Sankrail, Dhulagori,
Howrah – 711302 (West Bengal)
- g. RTS Power Corporation Limited
Wind Energy Division
Dhule – Maharashtra

Report on Corporate Governance

- h. RTS Power Corporation Limited
Wind Energy Division
Barmer – Rajasthan

Address for Correspondence

Shareholders are requested to make the correspondences relating to their shareholding to the Registrar and Share Transfer Agent:

M/s. Niche Technologies Pvt. Ltd.

D-511 Bagree Market,
71 B. R. B. Basu Road
Kolkata - 700001
Phone : (033) 2234-3576 ; 2235-7270/7271/5236
Fax : (033) 22156823
E mail : nichetechpl@nichetechpl.com

In case any Shareholder is not satisfied with the response or do not get any response within a reasonable period from the Registrar and Share Transfer Agent, they shall approach to Company Secretary and Compliance Officer at the Registered Office of the Company :

56, N. S. Road, 2nd Floor, Kolkata - 700001
Phone : (033) 2242-6025 / 2242-6054
Fax : (033) 2242-6732
E-mail : headoffice@rtspower.com

Auditors' Certificate on Corporate Governance

As required under Clause 49 of the Listing Agreement, the Auditors' Certificate on the Company's compliance of the Corporate Governance norms is attached.

Registered Office :

56, Netaji Subhas Road
Kolkata - 700 001

Dated : 14th day of August, 2015

For and on behalf of the Board of Directors

SARDUL SINGH JAIN

Chairman

Certificate of Compliance with the Code of Conduct Policy

As required under the relevant provisions of the Listing Agreement with the Stock Exchange, it is confirmed that all the Directors and Senior Management Officers have affirmed compliance of the Code of Business Conduct and Ethics during the year 2014-2015.

Registered Office :

56, Netaji Subhas Road
Kolkata - 700 001

Dated : 14th day of August, 2015

For **RTS POWER CORPORATION LIMITED**

ABHAY BHUTORIA

Managing Director

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

**To the Members of
RTS Power Corporation Limited**

We have examined the compliance of conditions of Corporate Governance by RTS Power Corporation Limited, for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company, with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance stipulated in Clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

Dated : 14th August, 2015
Place : 2, India Exchange Place
Kolkata - 700 001.

Rahul Sethia
Partner
Membership No : 303931

Management Discussion and Analysis (Annexure 'B' to Directors' Report)

Industry Structure and Developments

Power plays a very important role in the country's economy for a sustained economic growth. Your Company is manufacturing Power & Distribution Transformers of various capacities which are major and indispensable machinery/ equipment for generation, transmission and distribution of electricity in the country.

Besides the original business of manufacture and sale of Power and Distribution Transformers, you are aware that your Company started manufacture and sale of various types and sizes of Cable and Conductor for transmission of electricity in the year 2006-2007 and the Company has so far been supplying the same to the satisfaction of various Electricity Boards and Railways.

The growth of Transformer Industry mainly depends upon progress of Power Generation, Transmission and Distribution Industry. The Power Sector is growing at a reasonable pace and is poised for further growth in the near future. Government's Agenda of giving priorities on development of the Power Transmission and Distribution Segment has contributed for substantial development of Indian Transformer, Cable & Conductor Industry. As a result, your Company too, being in the Transformer, Cable & Conductor Industry, is also trying its best to reap advantage of the greater Governmental focus on the Power Sector inspite of various constraints that your Company is facing.

Opportunities and threats

The Government of India has set a goal of providing power to the entire country. It aims to provide reliable and quality power for India's entire population at an optimum cost. In order to meet its aim of providing electricity to everyone a massive amount of investment will be required to meet the electricity installed capacity expansion plans as well as to build a robust transmission and distribution network.

Your Company with technical expertise and various manufacturing set-ups will be in a position to play a vital role in Power Sector in our country vis-a vis this opportunity.

There is a good number of Transformer Companies in India which is also increasing year by year. Besides meeting the domestic requirements, India is exporting Transformers to various countries all over the world. Therefore, the selling prices are under pressure, so as the margins. The increase in cost of inputs like CRGO, steel, copper, bushings, etc. and payment problem from SEBs are causes for concern.

Moreover, there has been a spate of expansions by various companies in the Transformer Industry for manufacturing different types and ratings of Transformers. All these are making the market stiffly competitive. Competition from China, in particular, is posing a real threat.

Segment-wise or Product-wise Performance

PARTICULARS	SALES	
	Year ended 31.3.2015 (₹)	Year ended 31.3.2014 (₹)
Transformers	147,64,40,776	99,54,64,877
Cables & Conductors	19,11,54,129	39,86,60,968
Wind Energy	66,60,127	1,14,55,957
Others	14,60,38,354	12,77,03,581

Outlook

As already mentioned above, the Government of India's plan of electrifying each and every village, small or big will boost the demand of Distribution Transformers. Your Company with technical expertise and various manufacturing set-ups are trying its best to take share of such growth in country's Power Sector.

Your Company's Cable and Conductor Unit is now fully operational. It contributes to the Turnover of your Company. Cable and Conductor sales has fallen this year by about ₹ 21 Crores compared to last year as your Company cannot sell these at such lower prices. Due to lower selling prices margin has

Management Discussion and Analysis

become low and thus profitability in this segment has also fallen. The Production of Wound Core Type Transformers/Dry Type Transformers has stabilized and your Company is receiving regular Orders. Your Company's Dhulagori Factory is now fully operational and is under the process of continuous expansion.

The Company is energizing all its focus on better Working Capital Management, in order to reduce interest costs. Better management systems have been put in place to reduce inventory and at the same time the Company is making all out efforts to realise debtors as fast as possible. Some of these efforts have borne fruit and the Company has been able to reduce its inventory by 23.22% despite increasing turnover by 20.47%.

Your Company has been continuously exploring the possibility to develop Export market .Its continued effort in this regard was fruitful in the year 2012-2013 when it achieved an Export turnover of ₹39 Lakhs to start with. In the year 2013-2014 your Company made an Export Sales of ₹ 177 Lakhs, an increase of more than 350% over 2012-2013. Export Sales during 2014-2015 is ₹ 440 lacs, representing an 150% increase over 2013-2014. Your Company expects further increase in Export Sales in coming years.

Risks and Concerns

Mushroom growth and unhealthy competition from various Transformer manufacturing Units in unorganized Sector is posing problems to organized Sector, like your Company, resulting in under utilization of production capacities and therefore, the selling prices are under pressure, so as the margins.

Continued inflation, volatile commodity prices, tight liquidity, increased financing costs, delayed finalization of Orders, delayed inspection of finished products by customers and fluctuations in forex rates, etc are really matters of concern for satisfactory sales growth and proper margins.

Risks and concerns are there and the Management is fully aware and cautious of the same.

Internal Control Systems and their Adequacy

The philosophy being followed with regard to Internal Control Systems and their adequacy has been formulation of effective Systems and their strict implementation to ensure that assets and interest of the Company are safeguarded and checks and balances are in place to determine the accuracy and reliability of the accounting data.

The Company has a well-established and comprehensive Internal Control structure to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, that transactions are authorized, recorded and reported correctly and that operations are conducted in an efficient and cost effective manner.

Your Company has proper and adequate system of Internal and Budgetary Control in all areas of its operations. This Internal Control System are regularly reviewed and monitored. The Audit Committee of the Board of Directors supervises the functioning and effectiveness of Internal Controls.

Financial Performance

(₹ in Lacs)

PARTICULARS	Year Ended 31.03.2015	Year Ended 31.03.2014
Total Income	17214.68	14290.19
Total Expenditure	17089.85	14275.49
Profit /(Loss) Before Tax	124.83	14.70
Profit /(Loss) After Tax	62.71	11.81

Operational Performance

During the year under review, the Company's revenue from operations increased by 20% over last year to reach ₹ 170.85 crores. Including other income, total revenue grew by 20% from ₹ 142.90 Crores in 2013-2014 to ₹172.15 Crores in 2014-2015, amidst keen competition.

Management Discussion and Analysis

This year your Company has earned a Profit Before Tax of ₹124.83 Lacs as against ₹14.70 Lacs of last year, representing an increase of 750 % over last year, inspite of continuous abnormal price hike of the major raw materials and cut throat competitive selling prices. Considering all these, your Company has achieved better results this year compared to last year. The Profit After Tax this year, however, comes to ₹ 63 Lacs only, due to higher interest costs.

Continuing delayed payments by customers have resulted in increased borrowings which has been necessary to maintain cash flow position of your Company. Consequently, Finance Costs comprising of interest expenses and other costs of borrowings has increased by ₹1.63 Crores compared to last year. Had not such situation been arisen, your Company could have earned more profit.

Human Resources Development / Industrial Relations

Employee Relations scenario of your Company continues to be excellent.

Your Company would like to record its appreciation of the wholehearted support and dedication from employees at all levels numbering 61 as on 31st March, 2015 in maintaining its operation and functioning during the period under review.

Registered Office :
56, Netaji Subhas Road
Kolkata - 700001
Dated : 14th August, 2015

For and on behalf of the Board of Directors

S. S. JAIN
Chairman

Policy for Selection of Directors and determining Directors' Independence (Annexure 'C' to Directors' Report)

INTRODUCTION

The Board of Directors of the Company consists of a balanced profile of Members specializing in different fields that enables it to address the various business needs of the Company, while placing very strong emphasis on corporate governance

The Company recognizes the importance of Independent Directors in achieving the effectiveness of the Board. The Company has at present an optimum combination of Executive, Non-Executive and Independent Directors which too complies with the Companies Act, Rules made thereunder and Clause 49 of the Listing Agreement with Stock Exchange.

This Policy sets out the Guidelines for the Nomination and Remuneration Committee (the NRC) and the Board for identifying persons who are qualified to become Directors or are suitable for appointment as Director of the Company and to determine the independence of Directors for Independent Directors of the Company.

POLICY

1. Qualifications Criteria

- (a) Before appointment of a person as a Director, NRC and the Board shall ensure that the person concerned has appropriate skill, knowledge and experience required to be a Member of the Board. The objective is to have a Board with diverse background and experience that are relevant for the Company's operations.
- (b) In evaluating the suitability of an individual to be a Board Member, NRC and the Board shall take into consideration the following factors :
 - (i) Educational and professional background
 - (ii) Relevant expertise and experience
 - (iii) Personal and professional ethics, integrity and values;
 - (iv) Readiness to devote sufficient time and energy in carrying out his duties and responsibilities
- (c) The proposed Director shall :
 - (i) not be disqualified under the Companies Act, 2013;
 - (ii) give his written consent to act as a Director of the Company
 - (iii) possess a Director Identification Number;
 - (iv) abide by the Code of Conduct established by the Company for Directors, Independent Directors and Senior Management Personnel;
 - (v) disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals or other entity, including his shareholding at the first Meeting of the Board in every Financial Year and thereafter whenever there is a change during the Financial Year in the disclosures already made;
 - (vi) Comply with such other requirements as may be prescribed, from time to time in future, under the Companies Act, 2013, Rules made thereunder, Listing Agreements and other laws as applicable.

Policy for Selection of Directors and determining Directors' Independence

2. Independence Criteria

(a) NRC shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall also assess continuity/maintenance of independence whenever any new interests or relationships are disclosed by a Director.

(b) The Companies Act, 2013 and Clause 49 of the Listing Agreement sets out the following criteria of independence for a person to be an Independent Director :

An Independent Director in relation to a Company, means a Director other than a Managing Director or a Whole-time Director or a Nominee Director -

(i) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;

(ii)(a) who is or was not a promoter of the company or its holding, subsidiary or associate company;

(b) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;

(iii) who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

(iv) none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

(v) who, neither himself nor any of his relatives —

I. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

II. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —

(A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;

III. holds together with his relatives two per cent or more of the total voting power of the company; or

IV. is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or

V. is a material supplier, service provider or customer or a lessor or lessee of the Company.

Policy for Selection of Directors and determining Directors' Independence

- (vi) shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the Company's business.
 - (vii) shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013 and Clause 49 of the Listing Agreements.
 - (viii) who is not less than 21 years of age.
- (c) The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013

3. Criteria for Making Effective Contribution:

Before making its recommendation to the Board for appointment of an individual as a Director of the Company, NRC shall take into consideration his Directorships/Committee Memberships in other companies because Directors are expected to give sufficient time and energy to the Company for his effective contribution as a Board Member.

The Companies Act 2013, and the Listing Agreements already stipulates the following restrictions in this regard:

- A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies.
- A Director shall not serve as an Independent Director in more than 7 Listed Companies and in more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company.
- A Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all the companies in which he holds directorships.

For the purpose of considering the limit of the Committee Membership, Membership of Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies only whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

Registered Office :
56, Netaji Subhas Road
Kolkata - 700001
Dated : 14th August, 2015

For and on behalf of the Board of Directors

S. S. JAIN
Chairman

Remuneration Policy for Directors, Key Managerial Personnel and Other Employees (Annexure 'D' to Directors' Report)

INTRODUCTION

The Company gives importance of meeting the business objectives along with fulfilling of individual objectives of employees and their aspirations. The Company has accordingly formulated the Remuneration Policy for its Directors, Key Managerial Personnel and other employees ensuring that:

- (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors, Key Managerial Personnel and employees to run the company successfully.
- (b) that relationship of remuneration to performance is clear and meets the performance benchmarks.
- (c) remuneration of Directors, Key Managerial Personnel and employees involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

POLICY

This Policy sets out a broad guidelines for the Nomination and Remuneration Committee (NRC) for recommending to the Board the remuneration of the Directors, key managerial personnel and other employees of the Company and for the Board to finally determine the same .

A. Remuneration of Executive Directors and Key Managerial Personnel

- (1)(a) The Board, on the recommendation of NRC, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits under the Companies Act and Schedule thereto and as approved by the shareholders
- (1)(b)(i) While recommending to the Board the remuneration payable by the Company to Executive Directors in case of absence or inadequacy of profits of the Company, NRC shall :-
 - (a) take into account, financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration, etc.
 - (b) be in a position to bring about objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders
- (ii) In case of absence or inadequacy of Profit, the Board shall fix the remuneration of the Executive Directors, keeping in view the recommendation of NRC, but within the limits specified in the Companies Act and Schedule V thereto, at such amount or percentage of profits of the Company, as it deem fit and while fixing the remuneration, the Board shall have regard to –
 - (a) the financial position of the company;
 - (b) the remuneration or commission drawn by the individual concerned in any other capacity;
 - (c) the remuneration or commission drawn by him from any other company;
 - (d) professional qualifications and experience of the individual concerned;
 - (e) such other matters as may be prescribed

Remuneration Policy for Directors, Key Managerial Personnel and Other Employees

- (2) The Board, on the recommendation of NRC shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.
- (3) The remuneration structure of the Executive Directors and Key Managerial Personnel shall include the following components:
 - (i) Basic Pay
 - (ii) Perquisites and Allowances
 - (iii) Retiral benefits
 - (iv) Annual Bonus
- (4) The Annual Plan and Objectives for Executive Directors, Key Managerial Personnel and Senior Executives shall be reviewed by the NRC and Annual increments /increases in their salaries based will be recommended by the NRC to the Board based on their achievements against the Annual Plan and Objectives.

B. Remuneration to other Employees

Employees shall get remuneration according to their nature of jobs, qualifications, work experience, competencies as well as their roles and responsibilities in the organization. Annual increments shall be based on various factors, such as , their performance in the last year, job profile, skill sets, seniority, experience, attitude, behavior pattern ,commitments to their jobs, etc.

Registered Office :
56, Netaji Subhas Road
Kolkata - 700001
Dated : 14th August, 2015

For and on behalf of the Board of Directors

S. S. JAIN
Chairman

Extract of Annual Return (Annexure ' E ' to Directors' Report)

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the Financial Year ended on 31st March, 2015
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1)
of the Companies (Management and Administration) Rules, 2014]

I	REGISTRATION AND OTHER DETAILS	
i	CIN	L17232WB1947PLC016105
ii	Registration Date	12.12.1947
iii	Name of the Company	RTS POWER CORPORATION LIMITED
iv	Category / Sub-Category of the Company	A Public Company limited by Shares
v	Address of the Registered office and contact details	56 Netaji Subhas Road, 2nd Floor, Kolkata - 700001, Telephone No (033) 22426025, 22426054 Fax No (033) 2242-6732 E Mail : headoffice@rtspower.com
vi	Whether listed company Yes / No	Yes
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Niche Technologies Pvt. Ltd. D-511, Bagree Market, 71 B.R.B.Basu Road, Kolkata –700001 Phone: (033) 2234-3576/ 2235-7270/7271/5236 Fax : (033) 2215-6823 E Mail:nichetechpl@nichetechpl.com
II	PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY All the business activities contributing 10% or more of the total turnover of the Company	As per Attachment – A
III	PARTICULARS OF HOLDING SUBSIDIARY AND ASSOCIATE COMPANIES	As per Attachment – B
IV	SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAK UP AS PERCENTAGE OF TOTAL EQUITY)	
	i) Category-wise Shareholding	As per Attachment – C
	ii) Shareholding of Promoters	As per Attachment – D
	iii) Change in Promoter's Shareholding	As per Attachment – E
	iv) Shareholding Pattern of top Ten Shareholders (other than Directors, promoters and Holders of GDRs and ADRs)	As per Attachment – F
	v) Shareholding of Directors and Key Managerial Personnel	As per Attachment – G

Directors' Report

V	INDEBTEDNESS Indebtedness of the Company including interest outstanding / accrued but not due for payment	As per Attachment – H
VI	REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	
	A. Remuneration to Managing Director, Whole-time Director and/or Manager	As per Attachment – I
	B. Remuneration to other Directors	As per Attachment – J
	C. Remuneration to Key Managerial Personnel other than MD/MANAGER/ WTD	As per Attachment – K
VII	PENALTIES/PUNISHMENT/ COMPOUNDING OF OFFENCES	As per Attachment – L

ATTACHMENT – A

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company :-

Sl No	Name and Description of main products / services	NIC Code of the product/ services*	% to total turnover of the company
1.	Transformers	271	81%
2.	Cables & Conductors	273	10.5%

*As per National Industrial Classification –Ministry of Statistics and Programme Implementation

ATTACHMENT – B

III PARTICULARS OF HOLDING ,SUBSIDIARY AND ASSOCIATE COMPANIES

Sl No	Name of the Company	Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associates	% of Shares held	Applicable Section
1.	ABAY Energy Private Limited Company	OROMIA, E/SHWA, WERDA, DUKEM, House No K o.70/97	Not Applicable	Subsidiary	99.81	2(87)(ii)
2.	Blue Nile Projects Limited	1301 Bank of America Tower, 12 Harcourt Road, Central Hong, Kong	Not Applicable	Subsidiary	100	2(87)(ii)

Directors' Report

ATTACHMENT C

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
1) Indian									
a) Individual / HUF	409711	0	409711	5.016	409711	0	409711	5.016	0.000
b) Centran Government									
c) State Government									
d) Bodies Corporate	4255370	0	4255370	52.095	4663019	0	4663019	57.085	4.990
e) Banks / Financial Institutions									
f) Any Other									
Sub-total (A)(1)	4665081	0	4665081	57.111	5072730	0	5072730	62.101	4.990
2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corporate									
d) Banks / Financial Institutions									
e) Any Other									
Sub-total (A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	4665081	0	4665081	57.111	5072730	0	5072730	62.101	4.990
B. PUBLIC SHAREHOLDING									
1) Institutions									
a) Mutual Funds									

Directors' Report

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Banks / Financial Institutions									
c) Central Governments									
d) State Governments									
e) Venture Capital Funds									
f) Insurance Companies									
g) Foreign Institutional Investors (FII)									
h) Foreign Venture Capital Funds									
i) Others (Specify)									
Sub-total (B)(1)	0	0	0	0.000	0	0	0	0.000	0.000
2) Non-Institutions									
a) Bodies Corporate									
i) Indian	2329598	1001	2330599	28.532	1893325	1001	1894326	23.191	-5.341
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	630608	7459	638067	7.811	636825	7262	644087	7.885	0.074
ii) Individual shareholders holding nominal share capital in excess of Rs 1 Lakh	406532	0	406532	4.977	400839	0	400839	4.907	-0.070
c) Others									
1. NRI	12343	0	12343	0.151	9879	0	9879	0.121	-0.030

Directors' Report

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Overseas Corporate Bodies									
3. Foreign Nationals									
4. Clearing Members	115878	0	115878	1.419	146639	0	146639	1.795	0.376
5. Trusts									
6. Foreign Bodies - D.R.									
Sub-total (B)(2)	3494959	8460	3503419	42.889	3087507	8263	3095770	37.899	-4.990
Total Public Shareholding (B) = (B)(1)+(B)(2)	3494959	8460	3503419	42.889	3087507	8263	3095770	37.899	-4.990
C. Shares held by Custodian for GDRs & ADRs									
GRAND TOTAL (A+B+C)	8160040	8460	8168500	100.000	8160237	8263	8168500	100.000	0.000

ATTACHEMNT D

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	
1	ABHAY BHUTORIA (HUF)	100695	1.233	0.000	100695	1.233	0.000	0.000
2	ABHAY BHUTORIA	53800	0.659	0.000	53800	0.659	0.000	0.000
3	ABHAY TRANSFORMERS PVT LTD	89800	1.099	0.000	89800	1.099	0.000	0.000
4	BHUTORIA BROS LTD	517286	6.333	0.000	924935	11.323	0.000	4.990
5	BHUTORIA INVESTMENTS PVT. LTD	2298648	28.140	0.000	2298648	28.140	0.000	0.000

Directors' Report

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	
6	BHUTORIA TRANSFORMERS & RECTIFIERS PVT.LTD	676336	8.280	0.000	676336	8.280	0.000	0.000
7	HEMLATA BHUTORIA	35800	0.438	0.000	35800	0.438	0.000	0.000
8	HOWRAH WAREHOUSE PVT. LTD	81200	0.994	0.000	81200	0.994	0.000	0.000
9	LADNUN AGRICULTURAL FARMS (P) LTD	204800	2.507	0.000	204800	2.507	0.000	0.000
10	RACHNA BHUTORIA	38800	0.475	0.000	38800	0.475	0.000	0.000
11	RAJASTHAN TRANSFORMERS AND SWITCHGEARS (PVT)LTD	387300	4.741	0.000	387300	4.741	0.000	0.000
12	RAJENDRA BHUTORIA	39700	0.486	0.000	39700	0.486	0.000	0.000
13	RAJENDRA BHUTORIA(HUF)	45200	0.553	0.000	45200	0.553	0.000	0.000
14	SADHNA BHUTORIA .	35558	0.435	0.000	35558	0.435	0.000	0.000
15	SHARAD BHUTORIA	60158	0.736	0.000	60158	0.736	0.000	0.000
	TOTAL	4665081	57.111	0.000	5072730	62.101	0.000	4.990

ATTACHMENT E

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(iii). Change in Promoter's Shareholding

Sl No.		Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	ABHAY BHUTORIA (HUF)				
	a) At the Beginning of the Year	100695	1.233		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			100695	1.233
2	ABHAY BHUTORIA				
	a) At the Beginning of the Year	53800	0.659		

Directors' Report

Sl No.		Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			53800	0.659
3	ABHAY TRANSFORMERS PVT LTD				
	a) At the Beginning of the Year	89800	1.099		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			89800	1.099
4	BHUTORIA BROTHERS LTD				
	a) At the Beginning of the Year	517286	6.333		
	b) Changes during the year				
	Date Reason				
	13/03/2015 Transfer	249649	3.056	766935	9.389
	20/03/2015 Transfer	158000	1.934	924935	11.323
	c) At the End of the Year			924935	11.323
5	BHUTORIA INVESTMENTS PVT. LTD				
	a) At the Beginning of the Year	2298648	28.140		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			2298648	28.140
6	BHUTORIA TRANSFORMERS & RECTIFIERS PVT. LTD				
	a) At the Beginning of the Year	676336	8.280		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			676336	8.280
7	HEMLATA BHUTORIA				
	a) At the Beginning of the Year	35800	0.438		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			35800	0.438
8	HOWRAH WAREHOUSE PVT. LTD				
	a) At the Beginning of the Year	81200	0.994		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			81200	0.994

Directors' Report

Sl No.		Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
9	LADNUN AGRICULTURAL FARMS PVT LTD				
	a) At the Beginning of the Year	204800	2.507		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			204800	2.507
10	RACHNA BHUTORIA				
	a) At the Beginning of the Year	38800	0.475		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			38800	0.475
11	RAJASTHAN TRANSFORMERS AND SWITCHGEARS PVT. LTD				
	a) At the Beginning of the Year	387300	4.741		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			387300	4.741
12	RAJENDRA BHUTORIA				
	a) At the Beginning of the Year	39700	0.486		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			39700	0.486
13	RAJENDRA BHUTORIA (HUF)				
	a) At the Beginning of the Year	45200	0.553		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			45200	0.553
14	SADHNA BHUTORIA				
	a) At the Beginning of the Year	35558	0.435		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			35558	0.435
15	SHARAD BHUTORIA				
	a) At the Beginning of the Year	60158	0.736		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			60158	0.736
	TOTAL	4665081	57.111	5072730	62.101

Directors' Report

ATTACHMENT F

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(iv) Shareholding Pattern of top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	BLB CABLES AND CONDUCTORS PVT. LTD				
	a) At the Beginning of the Year	827138	10.126		
	b) Changes during the year				
	Date Reason				
	13/03/2015 Transfer	-408000	4.995	419138	5.131
	20/03/2015 Transfer	-7	0.000	419131	5.131
	27/03/2015 Transfer	1357	0.017	420488	5.148
	c) At the End of the Year			420488	5.148
2	BONANZA PORTFOLIO LTD				
	a) At the Beginning of the Year	725	0.009		
	b) Changes during the year				
	Date Reason				
	09/05/2014 Transfer	40	0.000	765	0.009
	30/05/2014 Transfer	-215	0.003	550	0.007
	06/06/2014 Transfer	-100	0.001	450	0.006
	13/06/2014 Transfer	3642	0.045	4092	0.050
	20/06/2014 Transfer	-398	0.005	3694	0.045
	30/06/2014 Transfer	300	0.004	3994	0.049
	04/07/2014 Transfer	640	0.008	4634	0.057
	11/07/2014 Transfer	-80	0.001	4554	0.056
	01/08/2014 Transfer	-242	0.003	4312	0.053
	08/08/2014 Transfer	-800	0.010	3512	0.043
	22/08/2014 Transfer	-1200	0.015	2312	0.028
	05/09/2014 Transfer	645	0.008	2957	0.036
	12/09/2014 Transfer	1107	0.014	4064	0.050
	19/09/2014 Transfer	2045	0.025	6109	0.075
	30/09/2014 Transfer	2058	0.025	8167	0.100

Directors' Report

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	24/10/2014 Transfer	3221	0.039	11388	0.139
	31/10/2014 Transfer	12417	0.152	23805	0.291
	07/11/2014 Transfer	3285	0.040	27090	0.332
	14/11/2014 Transfer	1298	0.016	28388	0.348
	21/11/2014 Transfer	297	0.004	28685	0.351
	05/12/2014 Transfer	200	0.002	28885	0.354
	02/01/2015 Transfer	726	0.009	29611	0.363
	09/01/2015 Transfer	2032	0.025	31643	0.387
	16/01/2015 Transfer	8535	0.104	40178	0.492
	23/01/2015 Transfer	223	0.003	40401	0.495
	30/01/2015 Transfer	500	0.006	40901	0.501
	06/02/2015 Transfer	-84	0.001	40817	0.500
	06/03/2015 Transfer	-2107	0.026	38710	0.474
	13/03/2015 Transfer	-200	0.002	38510	0.471
	20/03/2015 Transfer	1500	0.018	40010	0.490
	27/03/2015 Transfer	-36046	0.441	3964	0.049
	31/03/2015 Transfer	33401	0.409	37365	0.457
	c) At the End of the Year			37365	0.457
3	GEOJIT BNP PARIBAS FINANCIAL SERVICES LTD				
	a) At the Beginning of the Year	169000	2.069		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			169000	2.069
4	MUKESHKUMAR CHANDULAL SHAH				
	a) At the Beginning of the Year	93000	1.139		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			93000	1.139
5	MULTIPLIER ENTERPRISES PVT. LTD.				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				

Directors' Report

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	Date Reason				
	30/01/2015 Transfer	1140000	13.956	1140000	13.956
	c) At the End of the Year			1140000	13.956
6	NETWORTH STOCK BROKING LIMITED				
	a) At the Beginning of the Year	89220	1.092		
	b) Changes during the year				
	Date Reason				
	11/07/2014 Transfer	-1	0.000	89219	1.092
	c) At the End of the Year			89219	1.092
7	PRAKASH CHANDRA MODI				
	a) At the Beginning of the Year	29500	0.361		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			29500	0.361
8	PRECISE CONSULTING & ENGINEERING PVT LTD				
	a) At the Beginning of the Year	32450	0.397		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			32450	0.397
9	RAHUL FATEHCHAND SHAH				
	a) At the Beginning of the Year	33650	0.412		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			33650	0.412
10	SHARP INVESTMENTS LTD.				
	a) At the Beginning of the Year	1140000	13.956		
	b) Changes during the year				
	Date Reason				
	30/01/2015 Transfer	-1140000	13.956	0	0.000
	c) At the End of the Year			0	0.000
11	SPATIAL SERVICES (P) LTD.				
	a) At the Beginning of the Year	36746	0.450		

Directors' Report

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			36746	0.450
12	SUSHMA JAIN				
	a) At the Beginning of the Year	26641	0.326		
	b) Changes during the year				
	Date Reason				
	04/04/2014 Transfer	150	0.002	26791	0.328
	11/04/2014 Transfer	3600	0.044	30391	0.372
	18/04/2014 Transfer	400	0.005	30791	0.377
	25/04/2014 Transfer	3000	0.037	33791	0.414
	13/06/2014 Transfer	-7560	0.093	26231	0.321
	20/06/2014 Transfer	-265	0.003	25966	0.318
	01/08/2014 Transfer	-3	0.000	25963	0.318
	08/08/2014 Transfer	-6487	0.079	19476	0.238
	19/09/2014 Transfer	-2000	0.024	17476	0.214
	c) At the End of the Year			17476	0.214
	TOTAL	2478070	30.337	2098894	25.695

ATTACHMENT G

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(v) Shareholding of Directors and Key Managerial Personnel

Sl No.	For Each of the Directors and Key Management Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	RAJENDRA BHUTORIA (WHOLETIME DIRECTOR)				
	a) At the Beginning of the Year	39700	0.486		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	Date Reason				
	c) At the End of the Year			39700	0.486

Directors' Report

Sl No.	For Each of the Directors and Key Management Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
2	ABHAY BHUTORIA (MANAGING DIRECTOR)				
	a) At the Beginning of the Year	53800	0659		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	Date Reason				
	c) At the End of the Year			53800	0.659
3	RAJENDRA BHUTORIA (HUF)				
	a) At the Beginning of the Year	45200	0.553		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	Date Reason				
	c) At the End of the Year			45200	0.553
4	ABHAY BHUTORIA (HUF)				
	a) At the Beginning of the Year	100695	1.233		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	Date Reason				
	c) At the End of the Year			100695	1.233
5	RAM LAL SAINI (DIRECTOR)				
	a) At the Beginning of the Year	160	0.002		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	Date Reason				
	c) At the End of the Year			160	0.002
6	MUKESH KUMAR JAIN (CHIEF FINANCIAL OFFICER)				
	a) At the Beginning of the Year	1400	0.017		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			

Directors' Report

Sl No.	For Each of the Directors and Key Management Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	Date Reason				
	c) At the End of the Year			1400	0.017

NOTE : None of the other Directors and Key Managerial Personnel hold any Shares in the Company

ATTACHMENT – H

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,19,32,532	18,13,54,900		19,32,87,432
ii) Interest due but not paid	21,13,92,519			21,13,92,519
iii) Interest accrued but not due	57,26,681			57,26,681
Total (i+ii+iii)	22,90,51,732	18,13,54,900		41,04,06,632
Change in Indebtedness during the Financial Year				
Addition	5,07,42,364			5,07,42,364
Reduction		-53,64,320		-53,64,320
Net Change	5,07,42,364	-53,64,320		4,53,78,044
Indebtedness at the end of the financial year				
i) Principal Amount	1,24,18,000	14,42,83,779		15,67,01,779
ii) Interest due but not paid	26,16,71,683	3,17,06,801		29,33,78,484
iii) Interest accrued but not due	57,04,413			57,04,413
Total (i+ii+iii)	27,97,94,096	17,59,90,580		45,57,84,676

Directors' Report

ATTACHMENT – I

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

(₹)

Sl. No.		Name of MD Abhay Bhutoria	Name of WTD Rajendra Bhutoria	Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	9,00,000	9,00,000	18,00,000
	(b) Value of perquisites under Section 17(2) of the Income-Tax Act, 1961	90,000	NIL	90,000
	(c) Profits in lieu of salary under Section 17(3) of the Income-Tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission - as % of profit - others	NIL	NIL	NIL
5	Others-Contribution to Provident Fund	1,08,000	1,08,000	2,16,000
	Total	10,98,000	10,08,000	21,06,000
	Ceiling as per the Act	6,25,000	6,25,000	12,50,000

Note : Provisions for incremental gratuity for the current year has not been considered, since the provision is based on actuarial basis for the Company as a whole.

Directors' Report

ATTACHMENT – J

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

B. Remuneration to other Directors :

Sl No.	Particulars of Remuneration	Name of Directors					Total Amount
		SARDUL SINGH S JAIN	BACHHRAJ BEGWANI	ALOK KUMAR BANTHIA			
1.	Independent Directors (a) Fee for attending Board / Committee Meetings (b) Commission (c) Others	NIL	NIL	NIL			NIL
	Total (1)	NIL	NIL	NIL			NIL
					RACHNA BHUTORIA	RAM LAL SAINI	
2.	Other Non-Executive Directors (a) Fee for attending Board / Committee Meetings (b) Commission (c) Others,				NIL	NIL	NIL
	Total (2)				NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act						

NOTE : Non-Executive Directors do not get any remuneration from the Company , except Sri R L Saini, who gets Fee of ₹ 6 Lacs per annum for rendering consultancy services to the Company on Accounting and Auditing matters in his professional capacity being a Chartered Accountant by profession, which has been approved by the Nomination and Remuneration Committee, Board and Shareholders. The Non-Executive Directors do not get any sitting Fees for attending Meetings of the Board and its Committees.

Directors' Report

ATTACHMENT – K

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary	Chief Financial Officer	
	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	2,48,400	4,39,942	6,88,342
	(b) Value of perquisites under Section 17(2) of the Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act,1961	NIL	NIL	NIL
	Stock Option	NIL	NIL	NIL
	Sweat Equity	NIL	NIL	NIL
	Commission - as % of profit - others,	NIL	NIL	NIL
	Others Provident Fund	NIL	33,204	33,204
	Total	2,48,400	4,73,146	7,21,546

ATTACHMENT – L

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding Fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NONE		
Punishment			NONE		
Compounding			NONE		
B. DIRECTORS					
Penalty			NONE		
Punishment			NONE		
Compounding			NONE		

Directors' Report

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding Fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
C. OTHER OFFICERS IN DEFAULT					
Penalty			NONE		
Punishment			NONE		
Compounding			NONE		

Registered Office :
 56, Netaji Subhas Road
 Kolkata - 700001
 Dated : 14th August, 2015

For and on behalf of the Board of Directors

S. S. JAIN
Chairman

Secretarial Audit Report (Annexure 'F' to Directors' Report)

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
M/s **RTS POWER CORPORATION LIMITED**
56, NETAJI SUBHAS ROAD
KOLKATA - 700001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s **RTS POWER CORPORATION LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the M/s **RTS POWER CORPORATION LIMITED's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31st, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s **RTS POWER CORPORATION LIMITED** for the financial year ended on March 31st, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period)**

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
- (vi) We have relied on the representation made by the Company and its Officers for systems and mechanism framed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(Not notified hence Not applicable to the Company during the Audit Period.)**
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges.

Management's Responsibility:

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to the following observations:

- As per Clause 41(VI)(b)(iii) of the Listing Agreement, a reference in the newspaper publication where the standalone results of the Company are available, is not there in the website.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review are carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has accorded the consent to the Board of Directors for the following specific events/action having a major bearing on the company's affairs.

- U/s 180(1)(a) of the Companies Act, 2013, to create mortgage, charge and/or otherwise encumbrances on all wqqwqor any of the properties/assets of the Company, whether immovable or moveable and whether present or future and wheresoever the same may be situated or the whole or substantially the whole of the undertaking or undertakings of the Company, in favour of Banks and /or Financial Institutions from whom the Company has obtained or will obtain Credit Facilities.
- U/s 180(1)(c) of the Companies Act, 2013 for borrowing from time to time from such Banks and other Financial Institutions of such sum as they may deem requisite notwithstanding that money to be borrowed together with money already borrowed exceed the aggregate of the paid-up capital and its free reserves, provided that the aggregate of the monies that may be borrowed by the Board of Directors shall not exceed Rs.200 Crores outstanding at any point of time."
- U/s 188 of the Companies Act, 2013, for entering into contracts or arrangements with the related parties, namely, Bhutoria Brothers Limited, Abhay Transformers Private Limited, Kalinga Petrochemicals Private Limited, Bhutoria Investments Private Limited, BLB Cables & Conductors Private Limited, Rajasthan Transformers & Switchgears Private Limited, Bhutoria Agrotech Limited, Howrah Warehouse Private Limited, Bhutoria Transformers & Rectifiers Private Limited, Ladnun Agricultural Farms Private Limited, Blue Nile Projects Limited, ABAY Energy Private Limited Company, Jalan Chemical Industries Private Limited, Sungrace Finvest Private Limited, Bhutoria Properties, Sri Abhay Bhutoria, Sri Rajendra Bhutoria, Sri Sharad Bhutoria and Sri Ram Lal Saini for the purpose of the business of the Company .

We further report that during the audit period

- The Company has received revocation of the suspension of its activities from the Calcutta Stock Exchange Limited vide such Revocation Letter No. CSE/LD/9357/2015 dated 9th March, 2015.
- The Company's securities have been voluntarily delisted and such delisting has been granted by the Calcutta Stock Exchange Limited. w.e.f. 13th March, 2015 vide Letter No. CSE/LD/9371/2015 dated 12th March, 2015.

Signature:

Proprietor : **Manoj Prasad Shaw**

Name of Firm : **M/s Manoj Shaw & Co.**

FCS No. 5517

C P No.: 4194

Place : Kolkata

Date : 14.08.2015

Disclosure of Related Party Transaction (Annexure 'G' to Directors' Report)

Form No. AOC-2

[Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

The Audit Committee and the Board of Directors of the Company at their respective Meetings held on May 30, 2014 have approved the proposals for entering into the following Related Party contracts/arrangements/transactions, which were also approved by the Shareholders by passing a Special Resolution in the Company's Annual General Meeting held on 29th September, 2014. No amount of advance has been paid by the Company against such contracts/arrangements/transactions :

Name of the Related Party	Name of the Director or Key Managerial Personnel of the Company who is related, if any	Nature of their relationship with the Related Party	Maximum Monetary Value In ₹	Nature, salient terms and particulars of the proposed Contract or Arrangements or Transactions	Justification for entering into such Contracts or Arrangements or Transactions	Duration or validity of the proposed Contract or Arrangements or Transactions
Bhutoria Brothers Limited (BBL)	Sri Rajendra Bhutoria Whole-time Director	Director & Member (holding 22% of BBL's Paid up Share Capital)	12 lakhs per year	Building and Godown Rent payable to BBL for the premises taken on rent by the Company from BBL	Tenancy arrangement has been continuing for a long time	To remain valid till this limit is not exceeded and approved and changed
	Sri Abhay Bhutoria Managing Director	Member (holding 16% of BBL's Paid up Share Capital)				
	Smt Rachna Bhutoria Director	Member (holding 2% of BBL's Paid up Share Capital)				

Directors' Report

ABAY Energy Private Limited Company, Ethiopia		Erstwhile Step -down Subsidiary of the Company	50 Crores per year	Sale of traded Goods	Additional business of the Company by way of Export	To remain valid till this limit is not exceeded and approved and changed
Bhutoria Transformers & Rectifiers Private Limited (BTR)	Sri Rajendra Bhutoria Whole-time Director Sri Abhay Bhutoria Managing Director Smt Rachna Bhutoria Director Sri Sharad Bhutoria Chief Executive Officer	Member (holding 2.89 % of BTR's Paid up Share Capital) Director & Member (holding 6 % of BTR's Paid up Share Capital) Member (holding 6.94 % of BTR's Paid up Share Capital) Director & Member	12 lakhs per year	Rent payable to BTR for the premises taken on rent by the Company from BTR	Tenancy arrangement has been continuing for a long time	To remain valid till this limit is not exceeded and approved and changed
Bhutoria Properties (BP)	Smt Rachna Bhutoria Director	Co-owner	50,000 per year	Rent payable to BP for the premises taken on rent by the Company from BP	Tenancy arrangement has been continuing for a long time	To remain valid till this limit is not exceeded and approved and changed
Sri Sharad Bhutoria	Son of Sri Rajendra Bhutoria , Wholetime Director	Chief Executive Officer	12 Lakhs per year	Salary & Perquisites	Already in employment for about 8 and 1/2years	To remain valid till this limit is not exceeded and approved and changed

Sri Ram Lal Saini		Director	9 Lakhs per year	Getting such remuneration (Fees) not as a Director, but for rendering consultancy services to the Company on Accounting and Auditing matters in his professional capacity being a Chartered Accountant	Has been rendering such services for last 28 years, even before he became a Director of the Company from May 14, 2011	To remain valid till he continues to be a Director of the Company and renders such services to the Company in his professional capacity
Bhutoria Transformers & Rectifiers Private Limited (BTR)	Sri Rajendra Bhutoria Whole-time Director	Member (holding 2.89 % of BTR's Paid up Share Capital)	20 Crores per year	Purchase of Transformer Oil Purchase of all kinds of paper and paper products, including excise books but excluding handmade papers	Transactions between group Companies to achieve economy and convenience of operations	To remain valid till this limit is not exceeded and approved and changed by a further Resolution
	Sri Abhay Bhutoria Managing Director	Director & Member (holding 6 % of BTR's Paid up Share Capital)	5 Crores per year			
	Smt Rachna Bhutoria Director Sri Sharad Bhutoria Chief Executive Officer	Member (holding 6.94 % of BTR's Paid up Share Capital) Director & Member	5 Crores per year	Purchase of raw materials, parts, spares, accessories, and others used in manufacturing of Power & Distribution Transformers, Cables & Conductors		

2. Details of material contracts or arrangements or transactions at arm's length basis - NOT APPLICABLE

Registered Office :
56, Netaji Subhas Road
Kolkata - 700001
Dated : 14th August, 2015

For and on behalf of the Board of Directors

S. S. JAIN
Chairman

Annexure 'H' to Directors' Report**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

- (i) The percentage increase in remuneration of each Director, Company Secretary and Chief Financial Officer during the Financial Year 2014-2015, ratio of remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2014-2015 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sl No	Name of Director/KMP & Designation	Remuneration of Director /KMP for Financial Year 2014-2015 (₹)	% increase in remuneration in Financial Year 2014-2015	Ratio of remuneration of each Director to the median remuneration of the employees for the Financial Year 2014-2015	Comparison of remuneration of each KMP against the performance of the Company
1	Sri RajendraBhutoria Vice Chairman & Whole-time Director	10,08,000/-	25%	4.32	Profit Before Tax increased by 750% from Rs14.70 Lacs in 2013-2014 to Rs 124.83 Lacs in 2014-2015.
2	Sri AbhayBhutoria Managing Director	12,42,600/-	-*	4.71	
3	Sri J Biswas Company Secretary	2,48,400/-	44%	1.07	
4	Sri Mukesh Jain Chief Financial Officer	4,73,146/-	17%	2.03	

*In the ensuing Annual General Meeting his re-appointment has been proposed with increase in his Salary from ₹ 75,000/- per month to ₹ 1,25,000/- per month with effect from December 1, 2015

- (ii) Non-Executive Directors do not get any remuneration from the Company, except Sri R L Saini, who gets Fee of ₹ 6 Lacs per annum for rendering consultancy services to the Company on Accounting and Auditing matters in his professional capacity being a Chartered Accountant by profession, which has been approved by the Nomination and Remuneration Committee, Board and Shareholders. The Non-Executive Directors do not get any sitting Fees for attending Meetings of the Board and its Committees.
- (iii) The median remuneration of employees of the Company during the Financial Year was ₹2,33,111/-.
- (iv) In the Financial Year, there was an increase of 17.39% in the median remuneration of employees;
- (v) There were 61 permanent employees on the rolls of Company as on March 31, 2015;
- (vi) Relationship between average increase in remuneration and company performance:- The Profit Before Tax for the Financial Year ended March 31, 2015 increased by 750 % whereas the increase in median remuneration of employees was 17.39%. The average increase in median remuneration of employees was made following the increase in Profit Before Tax of the Company.

- (vii) Comparison of Remuneration of the Key Managerial Personnel against the performance of the Company: The total remuneration of Key Managerial Personnel increased by 17.55% from ₹25.28 Lacs in 2013-14 to ₹ 29.72 Lacs in 2014-15 whereas the Profit Before Tax increased by 750 % from Rs 14.70 Lacs in 2013-2014 to ₹124.83 Lacs in 2014-15.
- (viii) (a) Variations in the market capitalization of the Company: The market capitalization as on March 31, 2015 was ₹17.28 Crores (₹ 9.13 Crores as on March 31, 2014)
- b) Price Earnings ratio of the Company was 27.47 as at March 31, 2015 and was 79.85 as at March 31, 2014
- c) Percentage increase over/decrease in the market quotations of the Shares of the Company as compared to the rate at which the company came out with the last public offer - The Company came out with the last Public Offer in 1995. An amount of ₹ 15.00 invested in the said Public Offer per Equity Share would be worth ₹ 21.15 as on March 31, 2015 This is excluding the dividend paid so far .
- (ix) Average percentage increase made in the salaries of employees other than the Managerial Personnel in the last Financial Year i.e. 2014-15 was 15.04 % whereas the average percentage increase in managerial remuneration for the same Financial Yearby 17.55%
- (x) The key parameters for the variable component of remuneration availed by the Directors- None of the Directors get any variable component of remuneration.
- (xi) The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year – Not Applicable; and
- (xii) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Registered Office :
56, Netaji Subhas Road
Kolkata - 700001
Dated : 14th August, 2015

For and on behalf of the Board of Directors

S. S. JAIN
Chairman

Independent Auditors' Report

To the Members of
RTS Power Corporation Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **RTS Power Corporation Limited** ('the Company') which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - iii. The Balance Sheet, the Statement of Profit and Loss and the Cash flow Statement dealt with this Report are in agreement with the books of account.
 - iv. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - v. On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - vi. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements as referred to in Note No. 32 to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring the amounts required to be transferred, to the Investor Education and Protection Fund by the Company.

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

Place: Kolkata
Dated : 30th May, 2015

Rahul Sethia
Partner
Membership No.: 303931

ANNEXURE TO THE INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF RTS POWER CORPORATION LTD. REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING OF “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT OF EVEN DATE.

- i. a. The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- b. These fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- ii. a. The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b. In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. The Company is maintaining proper records of inventory. Discrepancies noticed on physical verification as compared to book records were not material and have been properly dealt with in the books of accounts.
- iii. The Company has not granted any loan secured or unsecured to any firm, Companies or parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information & explanation given to us, there is an adequate internal control system commensurate with the size of the Company & nature of its business with regard to purchase of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weaknesses in internal control system.
- v. On the basis of our examination of books and records of the Company, in our opinion and according to the information and explanations given to us, the company has not accepted deposits during the year and therefore the directives issued by the Reserve bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act 2013 and the rules framed there under are not applicable to the Company.
- vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. a. The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Income Tax and other statutory dues applicable to it. There are no undisputed amount payable in respect of Income tax and other applicable Statutory dues which were in arrears as at 31.03.2015 for a period of more than six months from the date they became payable except as under:

Name of the Statute	Nature of Dues	Amount (₹)	Financial Year to which the amount relates
Rajasthan Tax on Entry of Goods in Local Area Act, 1999	Entry Tax	73,76,615/-	2012-2015

- b. According to the information & explanation give to us, there are no dues of Income tax and other applicable Statutory Dues which have not been deposited on account of any dispute except as under:

Name of the Statute	Nature of Dues	Amount (₹)	Period	Forum where dispute is pending
Rajasthan Tax on Entry of Goods in Local Area Act, 1999	Entry Tax	2,09,184/- 4,44,532/- 4,41,408/-	2009-10 2010-11 2011-12	Appeal and Stay from Supreme Court of India
Rajasthan Tax on Entry of Goods in Local Area Act, 1999	Entry Tax	2,14,420/- 72,167/- 2,41,894/- 9,78,298/- 10,18,427/-	2003-04 2005-06 2009-10 2010-11 2011-12	Appeal and Stay from Supreme Court of India
Rajasthan VAT	VAT, Interest, Penalty on Freight and insurance recovered	1,499,495/-	F.Y. 2007-2008	Deputy Commissioner (Appeals) Jaipur
Rajasthan VAT	VAT, Interest, Penalty on Freight and insurance recovered	20,84,185/-	F.Y. 2008-2009	Deputy Commissioner (Appeals) Jaipur
Rajasthan VAT	VAT, Interest, Penalty on Freight and insurance recovered	19,44,064/-	F.Y. 2009-2010	Deputy Commissioner (Appeals) Jaipur
Rajasthan VAT	VAT, Interest, Penalty on Freight and insurance recovered	2,412,822/-	F.Y. 2010-2011	Deputy Commissioner (Appeals) Jaipur
Rajasthan VAT	VAT, Interest, Penalty on Freight and insurance recovered	4,972,531/-	F.Y. 2011-2012	Deputy Commissioner (Appeals) Jaipur
West Bengal VAT	VAT	6,32,269/-	2008-09	Appellate & Revision Board of Sales Tax
West Bengal VAT	VAT	40,46,172/-	2009-10	Appellate & Revision Board of Sales Tax
West Bengal VAT	VAT	2,04,21,568/-	2010-11	Joint Commissioner of Sales Tax
West Bengal VAT	VAT	7,91,326/-	2011-12	Joint Commissioner of Sales Tax

Central Sales Tax	CST	10,89,625/-	2008-09	Appellate & Revision Board of Sales Tax
Central Sales Tax	CST	5,11,027/-	2009-10	Appellate & Revision Board of Sales Tax
Central Sales Tax	CST	18,96,071/-	2010-11	Joint Commissioner of Sales Tax
Central Sales Tax	CST	15,00,753/-	2011-12	Joint Commissioner of Sales Tax

- c. According to the information & explanation give to us, the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 and rules there under has been transferred to such fund within time.
- viii. The Company does not have any accumulated losses at the end of the financial year. It has not incurred cash losses during the financial year and in the immediately preceeding the financial year.
- ix. Based on our audit procedures and as per the information & explanation given by the management, the Company has not defaulted in repayment of dues to financial Institution or Banks. The Company has not issued any debentures.
- x. The Company has not given any guarantee for loan taken by others from banks and financial institution.
- xi. In our opinion and according to the information and explanation given to us the term loan has been applied for the purpose for which it was obtained.
- xii. During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the management.

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

Rahul Sethia
Partner

Place: Kolkata
Dated : 30th May, 2015

Membership No.: 303931

Balance Sheet as at 31st March, 2015

Particulars	Notes	As At	As At
		31st March 2015 (₹)	31st March 2014 (₹)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	81,685,000	81,685,000
(b) Reserves & Surplus	3	364,392,520	358,121,575
	(A)	446,077,520	439,806,575
(2) Non-Current Liabilities			
(a) Long Term Borrowings	4	12,418,000	11,932,532
(b) Deferred Tax Liabilities (Net)	5	10,629,000	6,917,000
(c) Long Term Provisions	6	3,084,769	3,684,134
	(B)	26,131,769	22,533,666
(3) Current Liabilities			
(a) Short Term Borrowings	7	438,162,263	392,747,419
(b) Trade Payables	8	780,070,020	813,917,938
(c) Other Current Liabilities	9	42,475,643	39,417,391
(d) Short Term Provisions	10	3,336,753	2,720,842
	(C)	1,264,044,679	1,248,803,590
Total (A+B+C)		1,736,253,968	1,711,143,831
II. ASSETS			
(1) Non Current Assets			
(a) Fixed Assets	11		
(i) Tangible Assets		142,809,496	136,499,001
(ii) Capital Work in Progress		-	8,525,901
(b) Non Current Investments - Long Term	12	17,686,518	15,696,500
(c) Long Term Loans and Advances	13	5,892,394	10,147,671
(d) Other Non Current Assets	14	9,443,063	17,879,642
	(A)	175,831,471	188,748,715
(2) Current Assets			
(a) Inventories	15	371,986,623	484,547,767
(b) Trade Receivables	16	929,628,692	873,068,716
(c) Cash and Bank Balances	17		
(i) Cash & Cash Equivalents		89,428,631	15,000,233
(ii) Other Bank Balances		69,131,874	57,291,870
(d) Short Term Loans and Advances	18	97,610,960	91,988,432
(e) Other Current Assets	19	2,635,717	498,098
	(B)	1,560,422,497	1,522,395,116
Total (A+B)		1,736,253,968	1,711,143,831
Significant Accounting Policies	1		
Notes to Financial Statements	2-37		

As per our Report of even date.

For **A.C. Bhuteria & Co.**

Chartered Accountants

Rahul Sethia
Partner**Abhay Bhutoria**
Managing Director**S. S. Jain**
Chairman**R. Bhutoria**
Vice Chairman &
Whole Time Director2 India Exchange Place
Kolkata - 700 001

Date : 30th May, 2015

Mukesh Jain
Chief Financial Officer**J. Biswas**
Company Secretary

Statement of Profit and Loss for the year ended on 31st March, 2015

Particulars	Notes	Figures for the year ended 31st March, 2015 (₹)	Figures for the year ended 31st March, 2014 (₹)
I. Revenue from Operations (Gross)	20A		
Sale of Products		1,820,293,386	1,533,285,383
Sale of Traded Goods		-	17,715,249
Revenue from Works Contract		24,712,408	3,401,688
Other Operating Revenues		37,107,175	28,943,593
		<u>1,882,112,969</u>	<u>1,583,345,913</u>
Less: Excise Duty		173,640,836	163,110,369
		<u>1,708,472,133</u>	<u>1,420,235,544</u>
II. Other Income	20B	12,995,809	8,783,787
III. Total Revenue (I+II)		<u>1,721,467,942</u>	<u>1,429,019,331</u>
IV. EXPENSES			
Cost of Materials Consumed	29(b)	1,202,447,893	1,183,828,088
Purchases of Stock-in-trade		-	491,791
Changes in Inventories of Finished Goods, Work in Progress and Scrap Materials	21	103,350,831	(100,734,253)
Employee Benefits Expenses	22	19,439,647	18,230,994
Finance Costs	23	110,222,747	93,876,428
Depreciation	11	15,266,060	14,809,253
Other Expenses	24	256,376,140	217,047,433
Total Expenses		<u>1,707,103,318</u>	<u>1,427,549,734</u>
V. Profit Before Tax and Non recurring Item (III-IV)		<u>14,364,624</u>	<u>1,469,597</u>
VI. Less: Non-Recurring Items - adjustment under transitional provisions for depreciation as per Schedule II to the Companies Act, 2013	11	1,881,679	-
VII. Profit Before Tax (V-VI)		<u>12,482,945</u>	<u>1,469,597</u>
VIII. Tax Expenses			
Current Tax		2,500,000	280,000
Deferred Tax	5	3,712,000	9,000
IX. Profit/ (Loss) for the Year (VII-VIII)		<u>6,270,945</u>	<u>1,180,597</u>
X. Earnings Per Equity Share	25		
a) Basic		0.77	0.14
b) Diluted		0.77	0.14
c) Face Value per Equity Share		10	10
Significant Accounting Policies	1		
Notes to Financial Statements	2-37		
As per our Report of even date.			
For A.C. Bhuteria & Co.		S. S. Jain	
Chartered Accountants		Chairman	
Rahul Sethia	Abhay Bhutoria	R. Bhutoria	
Partner	Managing Director	Vice Chairman & Whole Time Director	
2 India Exchange Place			
Kolkata - 700 001			
Date : 30th May, 2015		Mukesh Jain	J. Biswas
		Chief Financial Officer	Company Secretary

Cash Flow Statement annexed to the Balance Sheet as at 31st March, 2015

Particulars	2014-15 (₹)	2013-14 (₹)
(A) Cash Flow from Operating Activities :		
Net Profit before tax and extra Ordinary Items	14,364,624	1,469,597
Adjusted for :		
- Depreciation	15,266,060	14,809,253
- Finance Costs	110,222,747	93,876,428
- Profit on Sale of Fixed Assets	-	(56,323)
- Interest Income	(8,522,016)	(6,328,532)
Operating Profit before Working Capital Change	131,331,415	103,770,423
Movements in Working Capital		
- Decrease/ (Increase) in Inventories	112,561,144	(112,945,890)
- Decrease/ (Increase) in Trade and Other Receivables	(60,545,663)	(207,985,779)
- Increase/ (Decrease) in Trade and Other Payables	(30,567,612)	421,720,095
Cash generated / (used) from operations	152,779,284	204,558,849
Direct Tax (Paid) / Refunds Received (including interest)	(1,106,353)	(1,062,789)
Net Cash from / (used in) Operating activities	(A) 151,672,931	(A) 203,496,060
(B) Cash Flow From Investing Activities:		
Addition to Fixed Assets / Capital WIP	(14,932,333)	(11,406,251)
Sale of Fixed Assets	-	220,000
Investment in Wholly Owned Subsidiary	(1,990,018)	(15,325,000)
Interest received	8,533,729	6,056,452
Fixed Deposits (Made) / Matured	(4,359,887)	(30,820,927)
Net Cash Flow from / (used in) Investing activities	(B) (12,748,509)	(B) (51,275,726)

Cash Flow Statement annexed to the Balance Sheet as at 31st March, 2015

Particulars	2014-15 (₹)	2013-14 (₹)
(C) Cash Flow from Financing Activities :		
Proceeds / (Repayment) of Long Term Borrowing	334,787	200,410
Proceeds / (Repayment) of Short Term Borrowing	45,414,844	(66,321,731)
Finance Cost	(110,277,574)	(93,828,016)
Net Cash used in Finance Activity	(C) (64,527,943)	(C) (159,949,337)
Net Increase in Cash & Cash Equivalents	(A + B + C) 74,396,479	(A + B + C) (7,729,003)
Cash & Cash Equivalents (Opening)	15,127,070	22,856,073
Cash & Cash equivalents (Closing)	89,523,549	15,127,070
Components of Cash and Cash Equivalents		
Cash on Hand	1,107,576	1,064,964
Balances with Bank		
- In Current Accounts	88,321,055	13,935,269
Unpaid Dividend Account	94,918	126,837
	89,523,549	15,127,070

1. Cash Flow Statement has been prepared using the indirect method in accordance with Accounting Standard (AS) - 3 "Cash Flow Statement" notified under the Companies (Accounting Standard) Rules, 2006.

As per our Report of even date.

For **A.C. Bhuteria & Co.**
Chartered Accountants

Rahul Sethia
Partner

2 India Exchange Place
Kolkata - 700 001
Date : 30th May, 2015

Abhay Bhutoria
Managing Director

Mukesh Jain
Chief Financial Officer

S. S. Jain
Chairman

R. Bhutoria
Vice Chairman &
Whole Time Director

J. Biswas
Company Secretary

1 Significant Accounting Policies

a. Accounting Convention

To prepare financial statements in accordance with applicable Accounting Standards in India. A summary of important accounting policies is set out below. The financial statements have also been prepared in accordance with relevant presentational requirements of the Companies Act, 2013.

b. Basis of Preparation

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis and comply with the Accounting Standards prescribed by Companies (Accounting Standards) Rules, 2006, as amended and other pronouncements of the Institute of Chartered Accountants of India ('ICAI'). GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of operations of the Company, the Company has ascertained its operating cycle as 12 months for the purpose of current/ non-current classification of all assets and liabilities.

c. Use of Estimates

The preparation of the financial statements is in conformity with Generally Accepted Accounting Principles (GAAP) which requires the management to make estimates and assumptions that affect the reported amounts of income and expenditure for the period ended, assets and liabilities and disclosures of contingent liabilities on the date of the financial statements. The estimates and assumptions used in the preparation of accompanying financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of financial statement. Actual results could, however, differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

d. Fixed Assets and Depreciation

Tangible Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes non-refundable taxes and levies, freight and other incidental expenses related to acquisition and installation, financing costs during the period of construction for qualifying assets. Depreciation on tangible fixed assets is charged on written down value method over the useful life/remaining useful life of the asset as per Schedule II of the Companies Act 2013. Depreciation on assets purchased / acquired during the year is charged from the date of purchase / acquisition of the asset or from the day the asset is ready for its intended use. Similarly, depreciation on assets sold / discarded during the year is charged up to the date when the asset is sold / discarded.

e. Inventories

a) Raw Materials, Stores & Spares, Work in Progress and Finished Goods are valued at lower

of cost or net realisable value and cost is determined on FIFO basis, net of cervat credit availed.

b) Cost for Finished Goods and Work-in-Progress is determined taking material cost [net of cervat credit availed] labour and relevant appropriate overheads and excise duty.

c) Scrap, empty drums and replaced materials are valued at their respective net realisable value.

f. Investments

Long-term (Non Current) investments are stated at cost. Provision is made for diminution in the value of the investments, if, in the opinion of the management, the same is considered to be other than temporary in nature. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

g. Revenue from Operation

Revenue from operations includes sale of goods and works contract including excise duty, adjusted for discounts (net), Value Added Tax (VAT). Sale of products are recognised when risk and rewards of ownership of the products are passed on to the customers. Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.

h. Recognition of other items of Income & Expenditures

Other items of income and expenditure are accounted for on accrual basis.

i. Employee Benefits

(i) Short Term Employee Benefits

All employee benefits falling due wholly within twelve months of rendering the services are classified as short term employee benefits, which includes benefits like salary, wages, short term compensated absences and bonus, are recognized as expenses in the period in which the employee renders the related service.

(ii) Post- Employment Benefits

- Defined Contribution Plans

The Company has Defined Contribution Plans for Post employment benefits in the form of Provident / Family Pension Fund for all employees which are administered by Regional Provident Fund Commissioner. Provident Fund and Family Pension Fund are classified as defined contribution plans as the Company has no further obligation beyond making the contributions. The Company's contributions to Defined Contribution plans are charged to the Statement of Profit and Loss as and when incurred.

- Defined Benefit Plans

Non-Funded Plan: The Company has a defined benefit plan for Post-employment benefit in the form of Gratuity. Liability for the above defined benefit plan is provided on the basis of valuation, as at the Balance Sheet date, carried out by an independent actuary. The actuarial method used for measuring the liability is the Projected Unit Credit Method.

- (iii) Termination benefits are recognised as an expense as and when incurred.
- (iv) The Actuarial gains and losses arising during the year are recognised in the Statement of Profit and Loss.
- (v) Provision is made for value of un-availed leaves due to employees at the end of accounting year on actual calculations.

j. Foreign Currency Transactions

Transactions in foreign currency are accounted for at exchange rates prevailing on the date of the transaction. Foreign currency assets and liabilities (monetary items-trade receivables / trade payables) at the year-end are accounted for at year-end exchange rates and differences, if any, are adjusted in the Statement of Profit and Loss. Exchange differences arising on settlement of monetary items (trade receivables / trade payables) are recognised as income or expense in the period in which the settlements are made

k. Borrowing Cost

Interest and other costs in connection with the borrowings of the funds to the extent related / attributed to the acquisition /construction of qualifying fixed assets are capitalised upto the date when such assets are ready for their intended use and other borrowing costs are charged to Statement of Profit and Loss.

l. Segment reporting

Segments are identified based on the dominant source and nature of risks and returns and the internal organisation and management structure. The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. In addition, the following specific accounting policies have been followed for segment reporting: a) Inter segment revenue is accounted for based on the transaction price agreed to between segments on cost basis. b) Revenue and expenses are identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been disclosed as "Unallocable".

m. Leases

Where the Company is a Lessee:

Leases where the Lessor effectively retains substantially all the risks and benefits of ownership of the Leased Asset, are classified as 'Operating Leases'. Lease rentals with respect to assets taken on 'Operating Lease' are charged to Statement of Profit and Loss on a straight line basis over the lease term. Leases which effectively transfer to the Company substantially all the risks and benefits incidental to the ownership of the leased item are classified as 'Finance Lease'. Assets acquired on Finance Lease which substantially transfer all the risks and rewards of ownership to the Company are capitalized as assets by the Company at the lower of the fair value and the present value of the minimum lease payment and a liability is created for an equivalent amount. Amortization of capitalized Leased asset is computed on Straight Line Method over the useful life of the asset . Lease rentals payable is apportioned between the liability and finance charge so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

n. Taxation

Tax expense for the year comprising current tax & deferred tax are considered in determining

the net profit for the year. Provision is made for current tax and based on tax liability computed in accordance with relevant tax laws applicable to the Company. Provision is made for deferred tax for all timing difference arising between taxable incomes & accounting income at currently enacted or substantively enacted tax rates, as the case may be. Deferred tax assets (other than in situation of unabsorbed depreciation and carry forward losses) are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date. Deferred tax assets, in situation of unabsorbed depreciation and carry forward losses under tax laws are recognised only to the extent that where is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be recognised. Deferred Tax Assets and Deferred Tax Liability have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liability and where the Deferred Tax Asset and Deferred Tax Liability relate to Income taxes is levied by the same taxation authority.

o. Earning Per Share

The earnings in ascertaining the Company's EPS comprises the net profit after tax attributable to equity shareholders and includes the post tax effect of any extraordinary items. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax (including the post tax effect of extra ordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period.

p. Impairment of Assets

The Company evaluates the impairment losses on the fixed assets whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable at the year-end in term of clause 5 to 13 of AS –28. If such assets are considered to be impaired the impairment loss is then recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on the appropriate discount factor. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

q. Provisions, Contingent Liabilities And Contingent Assets

Provisions involving substantial degree of estimation in measurements are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent liabilities are disclosed in respect of possible obligations that arises from past events but their existence is confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent Assets are neither recognized nor disclosed in the financial statements.

Notes to Financial Statement for the year ended 31st March, 2015

	As At 31st March, 2015		As At 31st March, 2014	
	Qty (Nos.)	Amount (₹)	Qty (Nos.)	Amount (₹)
2 SHARE CAPITAL				
(a) Authorized Share Capital				
Equity Shares of ₹ 10/- each	12,000,000	120,000,000	12,000,000	120,000,000
	12,000,000	120,000,000	12,000,000	120,000,000
(b) Issued, Subscribed & Fully Paid-up Capital				
Equity Shares of ₹ 10/- each	8,168,500	81,685,000	8,168,500	81,685,000
	8,168,500	81,685,000	8,168,500	81,685,000
(c) Reconciliation of Equity Shares of ₹ 10/- each outstanding at the beginning and at the end of the financial year.				
Balance as at the beginning of the financial year	8,168,500	81,685,000	8,168,500	81,685,000
Balance as at the end of the financial year	8,168,500	81,685,000	8,168,500	81,685,000
(d) Shareholders holding more than 5% of Equity Share Capital				
	As At 31st March, 2015		As At 31st March, 2014	
	No. of Shares held	% of holdings	No. of Shares held	% of holdings
Bhutoria Investments Private Limited	2,298,648	28.14	2,298,648	28.14
BLB Cables & Conductors Private Limited	420,488	5.15	827,138	10.13
Multiplyer Enterprises Pvt. Ltd. (Formerly Sharp Investments Limited)	1,140,000	13.96	1,140,000	13.96
Bhutoria Brothers Limited	924,935	11.32	495,157	6.06
Bhutoria Transformers & Rectifiers (P) Ltd.	676,336	8.28	676,336	8.28
(e) The Company has only one class of shares referred to as Equity Shares having a par value of ₹ 10/- each. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of Equity Shares held by the shareholders. Dividend recommended by the Board of Directors (other than interim dividend) is subject to approval of the shareholders ensuring Annual General Meeting.				

Notes to Financial Statement for the year ended 31st March, 2015

Particulars	Figure as at 31st March, 2015 (₹)	Figure as at 31st March, 2014 (₹)
3 RESERVES & SURPLUS		
a) Securities Premium Account		
Balance as at the beginning of the year	254,285,500	254,285,500
Balance as at the end of the year	254,285,500	254,285,500
b) Share Forfeited Reserve		
Balance as at the beginning of the year	15,500	15,500
Balance as at the end of the year	15,500	15,500
c) Rajasthan State Investment Subsidy Reserve		
Balance as at the beginning of the year	521,505	521,505
Balance as at the end of the year	521,505	521,505
d) Generator Subsidy Reserve		
Balance as at the beginning of the year	61,000	61,000
Balance as at the end of the year	61,000	61,000
e) General Reserve		
Balance as at the beginning of the year	9,589,264	9,589,264
Balance as at the end of the year	9,589,264	9,589,264
f) Surplus, i.e., Balance in the Statement of Profit & Loss		
Balance as at the beginning of the year	93,648,806	92,468,209
Add: Transfer from Statement of Profit & Loss	6,270,945	1,180,597
Balance as at the end of the year	99,919,751	93,648,806
Total (a to f)	364,392,520	358,121,575
Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
4 LONG TERM BORROWINGS		
Secured		
a) Term Loan		
From Banks		
- State Bank of Bikaner & Jaipur, Kolkata (Security margin has been estimated considering the all existing as well as proposed fixed assets of the company and personal guarantee by two Directors.)	4,854,153	2,484,000
- Bank of Baroda, Johari Bazar Jaipur (Wind Energy Division (Secured against equitable mortgage of Wind Mill Project & Hypothecation of Plant and Machinery situated at Rawat ka Gaon, District - Barmer and personal guarantee of two Directors.)	6,892,260	9,448,532
- Bank of Baroda, Johari Bazar Jaipur (Car Loan)	671,587	-
	12,418,000	11,932,532

Notes to Financial Statement for the year ended 31st March, 2015

Additional Notes on Long Term Borrowings including amount shown under Other Current Liabilities as "Current Maturities of Long Term Debt" & "Current Maturities of Finance Lease Obligation

A Terms of Repayment	Period of Maturity (Months)	Number of Instalments Due (Quarterly / Monthly)	Amount of Instalments Due (₹)
Term Loan			
From Bank			
- State Bank of Bikaner & Jaipur, Kolkata	41 Months	41 Monthly*	4,488,000
Rate of Interest - Base Rate plus 2.85% i.e. 13.10% p.a as on 31.03.2015	(27 Months)	(27 Monthly*)	(4,488,000)
- Bank of Baroda, Johari Bazar, Jaipur	48 Months	(12 Quarterly)	10,464,260
Rate of Interest : Base Rate + 3.50% i.e.13.25% as at 31.03.2015	(60 Months)	(16 Quarterly)	(13,171,213)
From Others			
- Bank of Boroda, Johari Bazar, Jaipur (Car Loan)	60 Months	60 Months	800,000
Rate of Interest - 10.25% p.a	-	-	-
* Term loan of ₹ 100 lacs has been sanctioned by the bank, out of which ₹ 88.07 lacs is availed by the company as at 31/03/2015. Consequently the repayment structure disclosed above has been restricted to ₹ 88.07 lacs.			
B Aggregate amount of loans guaranteed by Directors		As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
Term Loan			
From Banks		18,122,413	17,659,213

5 DEFERRED TAX LIABILITIES (NET)

In accordance with Accounting Standard 22 on Accounting for Taxes on Income, the Company has accounted for Deferred Asset / Liability. The break up of the deferred tax assets and liability as on 31st March, 2015 are as under:

Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
(a) Deferred Tax Liability		
In respect of Depreciation charged in books as per Companies Act, 2013 and tax depreciation allowable as per Income Tax Act,1961.		
- Opening Balance	15,790,000	17,769,000
- Charged / (Credited) to Statement of Profit & Loss	<u>(3,078,000)</u>	<u>(1,979,000)</u>
- Closing balance	12,712,000	15,790,000

Notes to Financial Statement for the year ended 31st March, 2015

Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
(b) Deferred Tax Asset		
Provision for Gratuity		
- Opening Balance	1,871,000	1,906,000
- Charged / (Credited) to Statement of Profit & Loss	(83,000)	35,000
- Closing balance	1,954,000	1,871,000
Disallowance of Leave Pay Provision under section 43B of Income Tax Act, 1961		
- Opening Balance	306,000	215,000
- Charged / (Credited) to Statement of Profit & Loss	177,000	(91,000)
- Closing balance	129,000	306,000
Unabsorbed Loss / Depreciation		
- Opening Balance	6,696,000	8,740,000
- Charged / (Credited) to Statement of Profit & Loss	6,696,000	2,044,000
- Closing balance	-	6,696,000
Deferred Tax Liability (Net of DTA)	10,629,000	6,917,000
Deferred Tax Assets and Liabilities are being off set as they relate to taxes on income levied by the same governing taxation laws.		
6 LONG TERM PROVISIONS		
Provision for Employee Benefits - Gratuity	3,084,769	3,684,134
	3,084,769	3,684,134
7 SHORT TERM BORROWINGS		
Secured		
(a) Loans Repayable on Demand		
From Banks		
- Cash Credit with State Bank of Bikaner & Jaipur, Kolkata (Rate of Interest @ 13.10% p.a.)	44,603,522	19,541,044
(The above loan is secured against hypothecation of Raw Material, Finished Goods, Stores & Spares, Book Debts, Other Current Assets and personal guarantee of two Directors.)		
- Cash Credit with Canara Bank. Agra (Rate of Interest @ 14.75% p.a.)	5,492,841	2,800,301
(The above loan is secured against hypothecation of Raw Material, Stores & Spears, Book Debts, Other Current Assets and Personal guarantee of two Directors.)		
- Cash Credit with ICICI Bank Ltd. Jaipur (Rate of Interest @ 13.75% p.a.)	4,611,729	30,559,032
(The above loan is secured against hypothecation of Raw Material, Finished Goods, Stock-in-process, Stores & Spares, Book Debts and is further Secured by Equitable mortgage / hypothecation of all Fixed Assets and personal guarantee of two Directors.)		

Notes to Financial Statement for the year ended 31st March, 2015

Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
7 SHORT TERM BORROWINGS (Contd.)		
- Cash Credit with Bank of Baroda , Jaipur (Rate of Interest @ 13.75% p.a.) (The above loan is secured against hypothecation of Raw Material, Finished Goods, Stock-in-process, Stores & Spares, Book Debts.The above Loan is further Secured by Equitable mortgage / hypothecation of all Fixed Assets and personal guarantee of two Directors.)	93,557,341	91,244,173
- Cash Credit with Oriental Bank of Commerce, Jaipur (Rate of Interest @ 13.75% p.a.) (The above loan is secured against hypothecation of Raw Material, Finished Goods, Stock-in-process, Stores & Spares, Book Debts.The above Loan is further Secured by Equitable mortgage / hypothecation of all Fixed Assets and personal guarantee of two Directors.)	-	32,384,835
- Bill Discounting A/c from State Bank of Bikaner & Jaipur, Kolkata (The above loan is secured against hypothecation of Raw Material, Finished Goods, Stores & Spares, Book Debts, Other Current Assets)	-	8,060,924
- Bill Discounting Facility With Bank of Baroda Johari Bazar Jaipur (The above loan is secured against hypothecation of Raw Materials,Finished Goods Stores & Spares, Book Debts, Other Current Assets)	88,406,250	-
- Working Capital Demand Loan From Bank of Baroda Jaipur (Rate of Interest @ 14.25% p.a.)	-	23,878,944
- Working Capital Demand Loan From ICICI Bank Ltd. Jaipur (Rate of Interest @ 13.50% p.a.) (Both of the above working capital demand loans are secured against the books debts of various discom(s) of UPPCL Lucknow and further earmarking by letter of Credit Limits.)	25,000,000	2,923,266
Unsecured		
(b) Loans and Advances from Related Parties	144,783,779	154,411,159
(c) Loans and Advances from Others	31,706,801	26,943,741
	<u>438,162,263</u>	<u>392,747,419</u>
Note :		
Aggregate amount of loans guaranteed by Directors		
Loan Repayable on Demand	236,671,683	203,331,595
	<u>236,671,683</u>	<u>203,331,595</u>
8 TRADE PAYABLES		
(a) For Goods and Services	780,070,020	813,917,938
	<u>780,070,020</u>	<u>813,917,938</u>

Notes to Financial Statement for the year ended 31st March, 2015

Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
9 OTHER CURRENT LIABILITIES		
(a) Current Maturities of Long Term Debt	5,576,000	5,726,681
(b) Current Maturities of Finance Lease Obligations	128,413	-
(c) Interest Accrued and Due on Borrowings	-	54,827
(d) Unpaid Dividend	94,918	126,837
(e) Other Payables		
- Statutory Dues	18,641,192	20,527,255
- Due to Employees	733,871	698,555
- Trade Deposits & Advances from Customers	16,716,249	11,698,236
- Security Deposit	585,000	585,000
	42,475,643	39,417,391
10 SHORT TERM PROVISIONS		
(a) Provision for Employee Benefits		
- Gratuity	2,938,642	1,820,034
- Leave Encashment	398,111	900,808
	3,336,753	2,720,842

Notes to Financial Statement for the year ended 31st March, 2015

Description	Gross Block		Total	Up to 31st March 2014	For the year	Depreciation Sale during the year	during the year	Total	Net Block	
	As at 1st April 2014	Addition During the year							Sold During the year	As at 31st March 2015
11 FIXED ASSETS										
TANGIBLE ASSETS										
Land	24,326,505	-	24,326,505	-	-	-	-	24,326,505	24,326,505	24,326,505
- Freehold Land	4,881,177	-	4,881,177	-	-	-	-	4,881,177	4,881,177	4,881,177
- Leasehold Land	-	-	-	-	-	-	-	-	-	-
Building	50,913,796	17,163,521	68,077,317	21,232,809	3,703,709	-	-	24,936,518	43,140,799	29,680,987
- Factory Building	22,338,601	-	22,338,601	10,969,354	200,253	-	-	11,169,607	11,169,994	11,369,247
- Office Building	48,400	-	48,400	-	-	-	-	-	48,400	48,400
- Time Share Building	-	-	-	-	-	-	-	-	-	-
Plant & Equipment	89,688,800	4,012,400	93,701,200	58,408,790	4,470,130	-	982,227	63,661,147	20,840,053	22,280,010
- Main Plant & Machinery	2,688,061	-	2,688,061	2,473,616	4,393,715	-	80,042	2,553,659	134,403	214,445
- Oil Storage Tank	99,058,340	-	99,058,340	54,722,742	319,033	-	169,128	58,068,367	31,327,363	35,736,698
- Wind Turbine Generator	7,624,631	521,093	8,145,724	5,848,252	1,156,937	-	1,156,937	6,005,039	1,148,795	1,148,795
- Rerolling Equipments	484,978	-	484,978	396,552	28,487	-	10,679	423,703	70,570	108,216
- Residual Development	1,355,853	1,800	1,357,653	823,285	54,945	-	18,118	868,245	239,510	312,511
- Generator Machinery	2,586,957	5,450	2,592,407	2,159,026	166,766	-	50	2,325,862	266,545	427,931
Furniture & Fixture (Owned)	-	-	-	-	-	-	-	-	-	-
Vehicles (Owned)	-	-	-	-	-	-	-	-	-	-
- Motor Car	4,149,423	-	4,149,423	3,534,211	264,432	-	-	3,798,643	350,780	615,212
- Assets under Finance Lease	2,300,564	1,020,007	3,320,571	1,335,384	370,082	-	-	1,705,466	1,615,105	985,180
- Motor Car	-	-	-	-	-	-	-	-	-	-
Office Equipment	3,283,619	686,663	3,970,282	3,088,863	342,301	-	41,020	3,452,184	518,098	214,756
- Computer	1,085,879	17,500	1,103,379	859,634	137,548	-	133,660	1,131,042	27,863	226,045
- General Office Equipment	108,507	-	108,507	83,846	2,552	-	3,324	89,922	18,585	24,661
- Fax Machine	14,290	-	14,290	14,162	-	-	-	14,162	-	-
- Typewriter	-	-	-	-	-	-	-	-	-	-
Others	608,806	-	608,806	382,153	-	-	197,795	576,948	28,046	226,743
- Tube Well	18,290	-	18,290	18,290	-	-	-	18,290	18,290	18,290
- Television	1,701,913	-	1,701,913	993,240	1,194	-	-	1,480,703	21,211	708,673
- Refrigerator	150,181	-	150,181	112,509	5,994	-	179,384	1,20,342	37,839	29,939
- Fire Extinguisher	4,366,293	-	4,366,293	3,255,985	368,647	-	54,373	3,663,005	683,288	1,107,408
- Electric Installation	66,690	-	66,690	40,675	14,711	-	375	55,761	26,005	26,005
- Water Cooler	29,500	-	29,500	5,839	6,578	-	-	12,417	17,083	23,661
- Water Purifier	812,911	-	812,911	191,782	20,995	-	-	212,777	600,134	631,129
- Refrigerator	412,172	-	412,172	57,690	67,768	-	-	125,458	286,714	354,482
- Close Circuit Television	70,150	-	70,150	55,309	-	-	196	55,505	14,645	14,841
- EPBX System	307,628,068	23,459,234	331,086,302	171,129,067	15,266,080	-	1,881,679	188,276,806	142,809,496	136,499,001
Total	306,032,204	2,880,350	308,912,554	171,440,623	14,809,253	1,120,809	-	171,129,067	142,809,496	136,499,001
Figure as at 31.03.2014										

Notes:
 1. Addition to Property, Plant and Equipment during the year amounting to Rs. 6,82,00,000 (Rupees Sixty Eight Crores) is shown in the above table. Details of the additions are given in the accompanying notes to the financial statements.
 2. Depreciation for the year is Rs. 1,12,08,809 (Rupees One Crore and Twenty Two Lakhs and Eighty Nine Thousand Eight Hundred and Eighty Nine) as compared to Rs. 1,12,08,809 (Rupees One Crore and Twenty Two Lakhs and Eighty Nine Thousand Eight Hundred and Eighty Nine) for the year ended 31st March 2014.
 3. The net book value of Fixed Assets shown in the above table is net of accumulated depreciation of Rs. 1,12,08,809 (Rupees One Crore and Twenty Two Lakhs and Eighty Nine Thousand Eight Hundred and Eighty Nine) as compared to Rs. 1,12,08,809 (Rupees One Crore and Twenty Two Lakhs and Eighty Nine Thousand Eight Hundred and Eighty Nine) for the year ended 31st March 2014.
 4. The net book value of Fixed Assets shown in the above table is net of accumulated depreciation of Rs. 1,12,08,809 (Rupees One Crore and Twenty Two Lakhs and Eighty Nine Thousand Eight Hundred and Eighty Nine) as compared to Rs. 1,12,08,809 (Rupees One Crore and Twenty Two Lakhs and Eighty Nine Thousand Eight Hundred and Eighty Nine) for the year ended 31st March 2014.

Notes to Financial Statement for the year ended 31st March, 2015

	As At 31st March, 2015			As At 31st March, 2014	
	Face Value	Qty (Nos.)	Amount (₹)	Qty (Nos.)	Amount (₹)
12 NON-CURRENT INVESTMENTS - LONG TERM					
NON-TRADE - UN QUOTED - AT COST					
(a) Investment in Equity Instruments					
Fully Paid up Equity Shares					
- Bhutoria Agrotech Limited	₹10	35,000	350,000	35,000	350,000
(b) Investment in Wholly Owned Subsidiary					
- Blue Nile Projects Ltd. (Hong Kong)	\$1	282,500	17,315,018	250,000	15,325,000
	(a)		317,500	35,000	15,675,000
(c) Investment in Government Securities					
- National Savings Certificate			21,500		21,500
(Lodged with Sales Tax Department)	(b)		21,500		21,500
Total (a+b)			17,686,518		15,696,500

Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
13 LONG TERM LOANS AND ADVANCES		
(Unsecured Considered Good)		
Security Deposits	5,892,394	9,364,882
Advance Income Tax (Net of Provision)	-	782,789
	<u>5,892,394</u>	<u>10,147,671</u>
14 OTHER NON-CURRENT ASSETS		
Other Bank Balance		
Fixed Deposit with Bank (with original maturity of more than 12 months)	9,345,974	17,681,377
(Receipt lodged with Bank as security against Bank Guarantee & Letter of Credit facilities availed)		
Interest Accrued on Fixed Deposit	97,089	198,265
	<u>9,443,063</u>	<u>17,879,642</u>
15 INVENTORIES		
(As taken, valued and certified by the Management)		
(Valued at lower of Cost and Net Realizable Value)		
(a) Raw Material		
- In Stock	68,562,170	87,691,050
- Goods in Transit	3,805,603	3,779,914
(b) Work in Progress	213,013,639	285,750,626
(c) Finished Goods	59,756,869	91,767,293
(d) Stores and Spares	23,938,982	14,046,104
(e) Scrap (Valued at Net Realizable Value)	2,909,360	1,512,780
	<u>371,986,623</u>	<u>484,547,767</u>

Notes to Financial Statement for the year ended 31st March, 2015

Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
16 TRADE RECEIVABLES		
(Unsecured Considered Good)		
(a) Receivables outstanding for a period exceeding six months from the due date of payment	378,148,989	370,361,302
(b) Other Trade Receivables	551,479,703	502,707,414
	929,628,692	873,068,716
17 CASH AND BANK BALANCES		
(a) Cash and Cash Equivalents :		
- Balances with Banks in Current Account	88,321,055	13,935,269
- Cash on Hand	1,107,576	1,064,964
	(a) 89,428,631	15,000,233
(b) Other Bank Balances		
- Earmarked Balance in Dividend Account	94,918	126,837
- Fixed Deposit	68,823,940	57,041,480
(Receipts lodged with Bank as security against Bank Guarantees & Letter of Credit facilities availed)		
- Interest Accrued on Fixed Deposit	213,016	123,553
	(b) 69,131,874	57,291,870
	(a + b) 158,560,505	72,292,103
Note		
Fixed Deposits having original maturity of more than 12 months	262,700	200,649
18 SHORT TERM LOANS AND ADVANCES		
(Unsecured Considered Good)		
(a) Advances recoverable in cash or in kind or for value to be received	18,318,036	12,490,766
(b) Earnest Money Deposits	10,389,513	12,293,513
(c) Advance Income Tax / Tax deducted at Source (Net of Provision)	7,585,187	8,196,045
(d) Advance Fringe Benefit Tax (Net of Provision)	16,005	16,005
(e) Balance with Tax Authorities (Excise, Sales Tax, etc)	61,302,219	58,992,103
	97,610,960	91,988,432
19 OTHER CURRENT ASSETS		
(a) Fixed Deposits matured	1,410,928	498,098
(b) Export Incentive receivable	415,287	-
(c) Excise Duty Refundable	809,502	-
	2,635,717	498,098

Notes to Financial Statement for the year ended 31st March, 2015

Particulars	Year ended 31st March, 2015 (₹)	Year ended 31st March, 2014 (₹)
20A REVENUE FROM OPERATIONS		
(a) Sale of Products		
- Transformers	1,476,440,776	995,464,877
- Cables & Conductors	191,154,129	398,660,968
- Wind Energy	6,660,127	11,455,957
- Others	146,038,354	127,703,581
	<u>1,820,293,386</u>	<u>1,533,285,383</u>
(b) Sale of Traded Goods	-	17,715,249
	-	17,715,249
(c) Revenue from Works Contract	<u>24,712,408</u>	<u>3,401,688</u>
	<u>24,712,408</u>	<u>3,401,688</u>
(d) Other Operating Revenues		
- Labour Charges	1,746,690	535,520
- Freight and Insurance Charges	34,945,198	28,408,073
- Export Incentive	415,287	-
	<u>37,107,175</u>	<u>28,943,593</u>
(e) Less : Excise Duty		
- On Sale of Products	172,809,256	162,767,894
- On Revenue from Works Contract	831,580	342,475
	<u>173,640,836</u>	<u>163,110,369</u>
20B OTHER INCOME		
(a) Interest Income	8,522,016	6,328,532
(b) Miscellaneous Income	4,473,793	2,455,255
	<u>12,995,809</u>	<u>8,783,787</u>
21 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & SCRAP MATERIALS		
(a) Finished Goods		
Opening Stock	91,767,293	111,542,352
Less : Closing Stock	59,756,869	91,767,293
	(a) <u>32,010,424</u>	<u>19,775,059</u>
(b) Work In Progress		
Opening Stock	285,750,626	165,725,414
Less: Closing Stock	213,013,639	285,750,626
	(b) <u>72,736,987</u>	<u>(120,025,212)</u>
(c) Scrap & Replaced materials		
Opening Stock	1,512,780	1,028,680
Less: Closing Stock	2,909,360	1,512,780
	(c) <u>(1,396,580)</u>	<u>(484,100)</u>
Net ((Increase)/ Decrease [a+b+c])	<u>103,350,831</u>	<u>(100,734,253)</u>

Notes to Financial Statement for the year ended 31st March, 2015

Particulars	Year ended	Year ended
	31st March, 2015 (₹)	31st March, 2014 (₹)
22 EMPLOYEE BENEFIT EXPENSE		
(a) Salaries, Wages, Bonus & Gratuity	18,085,659	16,645,390
(b) Contribution to Provident and Other Funds	1,102,085	1,186,984
(c) Staff Welfare expenses	251,903	398,620
	<u>19,439,647</u>	<u>18,230,994</u>
23 FINANCE COSTS		
(a) Interest Expense	95,293,451	85,185,101
(b) Other Borrowing Costs	14,929,296	8,691,327
	<u>110,222,747</u>	<u>93,876,428</u>
24 OTHER EXPENSES		
(a) Consumption of Stores and Spare Parts	88,431,896	77,205,521
(b) Packing Material Consumed	5,690,193	12,434,503
(c) Power & Fuel	10,993,688	10,829,256
(d) Rent	794,968	482,424
(e) Repairs		
- To Plant & Machinery	3,238,986	3,821,315
- To Repairs to Buildings	5,497,494	666,938
- To Others	1,147,742	859,462
(f) Insurance	1,575,392	1,429,675
(g) Rates and Taxes (excluding Taxes on Income.)	823,654	285,113
(h) Auditors Remuneration (Excluding Service Tax) (Including Branch Auditors)		
Statutory Auditor		
- As Auditors	207,529	150,000
- For Tax Audit	28,090	25,000
- For Certification Fees / Limited Review	189,616	127,600
- For Company Law Matters	-	16,000
- For Taxation Matter	16,854	15,000
Branch Auditors		
- As Auditors	105,000	105,000
- For Taxation Matters	30,000	30,000
(i) Excise Duty Expense	(1,966,014)	(3,698,242)
(j) Carriage Inward	7,448,895	7,967,304
(k) Carriage Outward	40,583,288	31,258,571
(l) Commission	9,683,918	4,452,935
(m) Import Expenses	-	960,524
(n) Job & Fabrication Charges	54,230,535	32,253,856
(o) Legal & Professional Fees	3,100,131	2,335,273
(p) Net Loss in Foreign Exchange Fluctuation	(240,304)	614,421
(q) Penalty for Delayed Supply	505,916	2,201,267
(r) Prior Period Adjustments	47,027	277,942
(s) Sales / Business Promotion	984,243	2,621,159
(t) Testing Fees	3,036,779	7,355,939
(u) Transformer Repairs & Maintenance	1,050,618	968,825
(v) Travelling & Conveyance	5,520,898	4,170,638
(w) Vehicle Expenses	862,542	885,706
(x) Freight & Insurance	2,408,200	2,967,411
(y) Miscellaneous Expenses	10,348,366	10,971,097
	<u>256,376,140</u>	<u>217,047,433</u>

Notes to Financial Statement for the year ended 31st March, 2015

Particulars	Year ended 31st March, 2015 (₹)	Year ended 31st March, 2014 (₹)
25 EARNINGS PER SHARE		
Net Profit/(Loss) attributable to Equity Shareholders (₹)	6,270,945	1,180,597
Weighted average number of Equity Share in issue (Nos)	8,168,500	8,168,500
Earnings per Equity Share of ₹ 10/-each (₹)		
Basic	0.77	0.14
Diluted	0.77	0.14
The company does not have any outstanding dilutive potential equity shares. Consequently the basic and dilutive earning per share of the Company remain the same.		
26 VALUE OF IMPORTS CALCULATED ON CIF BASIS (₹)		
Raw Materials	-	4,630,980
	<u>-</u>	<u>4,630,980</u>
27 FOB VALUE OF EXPORTS (in ₹)	<u>44,023,625</u>	<u>17,715,249</u>
	44,023,625	17,715,249
28 EXPENDITURE IN FOREIGN CURRENCY (₹)		
(a) Foreign Travelling	578,256	659,590
(b) Bank Charges	19,584	-
(c) Foreign Exchange Fluctuation (On settlement of dues)	128,994	-
	<u>726,834</u>	<u>659,590</u>
Particulars	Amount (₹)	% of Total Consumption
29 DETAILS OF CONSUMPTION OF INDIGENOUS & IMPORTED RAW MATERIALS, STORES AND SPARES		
(a) Raw Materials		
Imported	-	-
	(4,630,980)	0.39
Indigenous	1,202,447,893	100.00
	<u>(1,179,197,108)</u>	99.61
	1,202,447,893	100.00
	<u>(1,183,828,088)</u>	100.00
(b) Stores & Spare Parts consumed during the financial year is 100% (P.Y. 100%) indigenous.		

Notes to Financial Statement for the year ended 31st March, 2015

Particulars	(Figures in ₹)	
	Sales	
	2014-15	2013-14
30 DETAILS OF SALE, CLOSING STOCK & OPENING STOCK OF FINISHED GOODS		
(a) Manufactured Goods		
Transformers	1,476,440,776	995,464,877
Wind Energy	6,660,127	11,455,957
Cable Conductor	191,154,129	398,660,968
Others	146,038,354	127,703,581
Total	1,820,293,386	1,533,285,383
	Closing Inventory	
Manufactured Goods		
Transformers	58,929,524	85,559,663
Cable Conductor	827,345	6,207,630
Total	59,756,869	91,767,293
	Opening Inventory	
Manufactured Goods		
Transformers	85,559,663	88,109,633
Cable Conductor	6,207,630	23,432,719
Total	91,767,293	111,542,352
	(Amount in ₹)	
Particulars	2014-15	2013-14
(b) DETAILS OF RAW MATERIALS CONSUMED		
Aluminium Conductor	299,920,485	413,091,520
Copper Conductor	250,116,054	232,209,235
Lamination	221,894,471	159,248,024
Transformer Oil	171,667,568	143,844,868
Tank Materials	155,175,859	119,198,192
Semi Finished - Aluminium , Copper, Lamination And Tank Material	103,673,456	116,236,249
Total	1,202,447,893	1,183,828,088
	(Amount in ₹)	
Particulars	2014-15	2013-14
(c) DETAILS OF CLOSING STOCK OF WORK-IN-PROGRESS		
Core Coil Assembly (05KVA TO 750 KVA)	9,349,561	22,151,331
Core Coil Assembly (750 KVA TO 3150 KVA)	784,382	-
Core Coil Assembly (3150 KVA TO 12500 KVA)	20,672,238	28,865,201
Core Assembly (10KVA TO 750 KVA)	24,799,740	15,472,438
Core Assembly (3150 KVA TO 12500 KVA)	12,672,568	10,944,476

Notes to Financial Statement for the year ended 31st March, 2015

Particulars	(Amount in ₹)	
	2014-15	2013-14
(c) DETAILS OF CLOSING STOCK OF WORK-IN-PROGRESS		
H.T.Coil (10 KVA TO 1000 KVA)	3,030,551	6,471,729
H.T.Coil (3150 KVA TO12500 KVA)	4,973,684	5,158,636
L.T.Coil (10 KVA TO 750 KVA)	2,828,085	3,356,796
M.S.Tank (3150 KVA TO 12500 KVA)	1,230,771	1,753,592
M.S.Tank (10 KVA TO 500 KVA)	5,091,260	10,076,887
Transformer Under Process (10 KVA TO 500 KVA)	70,698,022	67,276,296
Transformer Under Process (3150 KVA TO 12500 KVA)	–	13,040,000
L.T.Coil (3150 KVA TO12500 KVA)	4,349,977	4,495,149
Repair Transformer Under Process (3150 KVA TO12500 KVA)	–	2,000,000
Replaced Material	51,023,586	93,173,731
Others (Damaged Conductors)	1,509,214	1,514,364
Total	213,013,639	285,750,626

Particulars	Outstanding Balance as on 31st March, 2015	Maximum Balance Outstanding during the year
31 Disclosure of Loans/Advances and investments in its own shares by listed companies, their subsidiaries, associates, etc. (as certified by the management)		
I. Loans and Advances in the nature of loans to subsidiaries.	NIL	NIL
II. Loans and Advances in the nature of loans to associates.	NIL	NIL
III. Loans and advances in the nature of loans where there is :		
a. No repayment schedule or repayment beyond seven years	NIL	NIL
b. No interest or interest below Section 372A of the Companies Act, 1956.	NIL	NIL
iv. Loans and Advances in the nature of loans to firms/companies in which directors are interested.	NIL	NIL
	No. of Shares	Amount (₹)
v. Investments by loanee in the shares of parent company and subsidiary company when the company has made a loan or advance in the nature of loan	NIL	NIL

Notes to Financial Statement for the year ended 31st March, 2015

Particulars	Year Ended 31st March, 2015	Year Ended 31st March, 2014
32 Contingent Liabilities		
Contingent Liability not provided for in respect of:		
(a) WBVAT ⁽ⁱ⁾	25,891,335	25,100,009
(b) CST ⁽ⁱⁱ⁾	4,997,476	3,496,723
(c) Entry Tax ⁽ⁱⁱⁱ⁾	286,587	8,550,596
(d) UP Sales Tax	-	5,133,120
(e) Rajasthan VAT ^(iv)	12,913,097	8,884,848
(f) Income Tax	-	2,430,439
	44,088,495	53,595,735

Notes w.r.t. contingent liabilities disclosed above :

- (i) The Sales Tax Authorities have raised demand for ₹ 6,23,369/- for the financial year 2008-09, ₹ 40,46,172/- for the financial year 2009-10, ₹ 2,04,21,568/- for the financial year 2010-11 and ₹ 7,91,326/- for the financial year 2011-12 denying the Company the benefit of Input Tax Credit (ITC) validly claimed as per the tax invoices. The Company has preferred an appeal with appellate authorities based on the tax invoices available with the Company and other relevant records. The Company is reasonably certain that the demand will be reversed and the same shall not have any adverse impact on the financial statements. therefore no provision for the same required to be made in the books of accounts of the Company.
- (ii) The Sales Tax Authorities have raised demand for ₹10,89,625/- for the financial year 2008-09, ₹ 5,11,027/- for the financial year 2009-10, ₹ 18,96,071/- for the financial year 2010-11 and ₹ 15,00,753/- for the financial year 2011-12 denying the Company the benefit of concessional tax under "C" Forms, way bills submitted and set off of Input Tax Credit (ITC) / Input VAT Credit against the Central Sales Tax (CST) liability. The Company has preferred an appeal with the appellate authorities based on the validly available ITC and "C" Forms available with the Company. The management is, therefore, reasonably certain that the demand will be reversed and the same shall not have any adverse impact on the financial statements and hence no provision for the same is required to be made in the books of accounts of the Company.
- (iii) **Contingent Liabilities with regard to Entry Tax**
Commercial Taxes Officer, Special Circle III Jaipur vide Assessment Order dated 02.03.2007 for the year 2003-04 & Assessment Order dated 16.03.2009 for the year 2005-06 has communicated the demand of Entry Tax under Entry of Goods in to Local Area Act, 1999 of ₹ 214420/- for 2003-04, ₹ 72167/- for 2005-06 which is disputed by the company.
- (iv) **Contingent Liabilities with regard to VAT on Freight and Insurance**
Commercial Taxes Anti Evasion Rajasthan I Jaipur vide Order dated 25.02.2014, 08.10.2014, 31.12.2014 and 13.08.2014 has communicated the demand of VAT on Freight & Insurance recoverable with interest and penalty amounting ₹ 1499495/- for 2007-08, ₹ 2084185/- for 2008-09, ₹ 1944064/- for 2009-10, ₹ 2412822/- for 2010-11 and ₹ 4972531/- for 2011-12. Based on interpretations of relevant provisions, the company has been advised that the additional demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

Notes to Financial Statement for the year ended 31st March, 2015

Particulars	As at	
	31st March, 2015 (₹)	31st March, 2014 (₹)
33 Disclosure of the amounts due to the The Micro and Small Enterprises (On the basis of the information & records available with the Management).		
(i) The principal amount and the interest due thereon remaining unpaid to any Micro/Small supplier		
*Principal amount	719,819	2,336,737
*Interest thereon	—	—
(ii) The interest paid by the buyer as above, along with the amount of payments made beyond the appointed date during each accounting year.	—	—
(iii) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	—	—
(iv) (iv) The amount of interest accrued and remaining unpaid at the end each accounting year.	—	—
(v) The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues as above are actually paid to the small/micro enterprise.	—	—
34 Previous years figures have been re-grouped / re-arranged wherever considered necessary to conform to current year presentation.		
35 RELATED PARTY DISCLOSURES		
Related party disclosures as required by Accounting Standard (AS-18) on "Related Party Disclosures" notified under the Companies (Accounting Standard) Rules, 2006 are as under :		
Related Parties with whom transactions have taken place :		
i) Key Management Personnel		
- Mr. Rajendra Bhutoria		
- Mr. Abhay Bhutoria		
ii) Relatives of Key Management Personnel		
- Mr. Sharad Bhutoria		
iii) Wholly Owned Subsidiary		
- Blue Nile Projects Ltd.		
iv) Subsidiary		
- ABAY Energy Private Limited Company		
v) Enterprises where Key Management Personnel have significant influence.		
- Abhay Transformers Pvt Ltd		
- Bhutoria Agrotech Limited		
- Bhutoria Brothers Limited		
- Bhutoria Investments (P) Limited		
- Bhutoria Properties		
- Bhutoria Transformers & Rectifiers (P) Ltd.		
- BLB Cables & Conductors (P) Ltd.		
- Howrah Warehouse (P) Ltd.		
- Kalinga Petrochemicals (P) Ltd. (Upto 03.03.2015)		
- Kalinga Petrochemicals LLP. (w.e.f 04.03.2015)		
- Ladnun Agricultural Farms (P) Ltd.		
- Rajasthan Transformers & Switchgears (P) Ltd.		

Notes to Financial Statement for the year ended 31st March, 2015

vi. The following related party transactions were carried out during the year.

Nature of Transaction	Key Management Personnel		Relatives Of Key Management Personnel		Wholly Owned Subsidiary		Enterprises Where Key Management Personnel Have Significant Influence	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
(a) Interest Expenses								
- Abhay Bhutoria	-	86,354	-	-	-	-	-	-
- Abhay Transformers Pvt Ltd	-	-	-	-	-	-	3,000,707	1,942,490
- Bhutoria Agrotech Limited	-	-	-	-	-	-	253,130	222,082
- Bhutoria Brothers Limited	-	-	-	-	-	-	4,947,745	4,652,256
- Bhutoria Investments (P) Limited	-	-	-	-	-	-	703,286	597,608
- Bhutoria Transformers & Rectifiers (P) Ltd.	-	-	-	-	-	-	46,048	396,084
- BLB Cables & Conductors (P) Ltd.	-	-	-	-	-	-	1,049,404	1,095,168
- Howrah Warehouse (P) Ltd	-	-	-	-	-	-	104,702	106,065
- Kalinga Petrochemicals (P) Ltd.	-	-	-	-	-	-	991,613	989,813
- Kalinga Petrochemicals LLP.	-	-	-	-	-	-	81,966	-
- Ladhun Agricultural Farms (P) Ltd.	-	-	-	-	-	-	346,552	333,973
- Rajasthan Transformers & Switchgears (P) Ltd.	-	-	-	-	-	-	3095086	3,813,475
Total (a)	-	86,354	-	-	-	-	14,620,259	14,149,014
(b) Rent								
- Bhutoria Properties	-	-	-	-	-	-	2,424	2,424
- Bhutoria Transformers & Rectifiers Pvt.Ltd.	-	-	-	-	-	-	378,000	360,000
- Bhutoria Brothers Ltd.	-	-	-	-	-	-	120,000	120,000
Total (b)	-	-	-	-	-	-	500,424	482,424

vi. The following related party transactions were carried out during the year.

Nature of Transaction	Key Management Personnel		Relatives Of Key Management Personnel		Wholly Owned Subsidiary		Enterprises Where Key Management Personnel Have Significant Influence	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
(c) Salary & Perks								
- Abhay Bhutoria	1,242,600	1,242,600	-	-	-	-	-	-
- Rajendra Bhutoria	1,008,000	806,400	-	-	-	-	-	-
- Sharad Bhutoria	-	-	672,000	552,600	-	-	-	-
Total (c)	2,250,600	2,049,000	672,000	552,600	-	-	-	-
(d) Purchases								
Raw Materials								
- Bhutoria Transformers & Rectifiers Pvt. Ltd.	-	-	-	-	-	-	79,744,801	-
Total (d)	-	-	-	-	-	-	79,744,801	-
(e) Sales								
-ABAY Energy Private Limited Company	-	-	-	-	17,353,370	17,715,249	-	-
Total (e)	-	-	-	-	17,353,370	17,715,249	-	-
(f) Rental Income								
- Abhay Bhutoria	90,000	90,000	-	-	-	-	-	-
Total (f)	90,000	90,000	-	-	-	-	-	-
(g) Short Term Borrowings								
(i) Taken During The Year								
- Abhay Bhutoria	-	129,584	-	-	-	-	-	-
- Abhay Transformers Pvt Ltd	-	-	-	-	-	-	8,875,000	14,600,000
- Bhutoria Agrotech Limited	-	-	-	-	-	-	260,126	-
- Bhutoria Brothers Limited	-	-	-	-	-	-	5,236,266	7,425,853
- Bhutoria Investments (P) Limited	-	-	-	-	-	-	1,502,153	100,000

vi. The following related party transactions were carried out during the year.

Nature of Transaction	Key Management Personnel		Relatives Of Key Management Personnel		Wholly Owned Subsidiary		Enterprises Where Key Management Personnel Have Significant Influence	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
- Bhutoria Transformers & Rectifiers (P) Ltd.	-	-	-	-	-	-	3,524	960,000
- BLB Cables & Conductors (P) Ltd.	-	-	-	-	-	-	11,214,349	5,498,556
- Howrah Warehouse (P) Ltd	-	-	-	-	-	-	154,542	150,000
- Kalinga Petrochemicals (P) Ltd.	-	-	-	-	-	-	109,168	963,424
- Kalinga Petrochemicals LLP	-	-	-	-	-	-	-	-
- Ladhun Agricultural Farms (P) Ltd.	-	-	-	-	-	-	150,000	450,000
- Rajasihan Transformers & Switchgears (P) Ltd.	-	-	-	-	-	-	12,782,873	22,576,601
Total (g) (i)	-	129,584	-	-	-	-	40,288,001	52,724,434
(ii) Repaid During The Year								
- Abhay Bhutoria	-	2,550,000	-	-	-	-	-	-
- Abhay Transformers Pvt Ltd	-	-	-	-	-	-	3,733,241	7,700,656
- Bhutoria Agrotech Limited	-	-	-	-	-	-	100,000	20,947
- Bhutoria Brothers Limited	-	-	-	-	-	-	24,020,372	10,012,265
- Bhutoria Investments (P) Limited	-	-	-	-	-	-	75,000	389,584
- Bhutoria Transformers & Rectifiers (P) Ltd.	-	-	-	-	-	-	780,000	7,835,483
- BLB Cables & Conductors (P) Ltd.	-	-	-	-	-	-	5,325,000	1,525,000
- Howrah Warehouse (P) Ltd	-	-	-	-	-	-	50,000	385,344
- Kalinga Petrochemicals (P) Ltd.	-	-	-	-	-	-	425,000	490,000
- Kalinga Petrochemicals LLP	-	-	-	-	-	-	-	-
- Ladhun Agricultural Farms (P) Ltd.	-	-	-	-	-	-	-	187,953
- Rajasihan Transformers & Switchgears (P) Ltd.	-	-	-	-	-	-	23565000	22,400,000
Total (g) (ii)	-	2,550,000	-	-	-	-	58,073,613	50,947,232

vi. The following related party transactions were carried out during the year.

Nature of Transaction	Key Management Personnel		Relatives Of Key Management Personnel		Wholly Owned Subsidiary		Enterprises Where Key Management Personnel Have Significant Influence	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
(iii) Balance as at year end (Cr.) (Including Interest Accrued on Borrowings)	-	-	-	-	-	-	26,790,636	18,948,241
- Abhay Transformers Pvt Ltd	-	-	-	-	-	-	2,802,817	2,414,874
- Bhutoria Agrotech Limited	-	-	-	-	-	-	39,852,941	54,184,077
- Bhutoria Brothers Limited	-	-	-	-	-	-	8,367,957	6,307,847
- Bhutoria Investments (P) Limited	-	-	-	-	-	-	41,443	776,476
- Bhutoria Transformers & Rectifiers (P) Ltd.	-	-	-	-	-	-	18,719,464	11,885,651
- BLB Cables & Conductors (P) Ltd.	-	-	-	-	-	-	1,269,232	1,070,458
- Howrah Warehouse (P) Ltd	-	-	-	-	-	-	12,841,239	12,190,832
- Kalinga Petrochemicals LLP	-	-	-	-	-	-	4,312,473	3,850,576
- Ladnun Agricultural Farms (P) Ltd.	-	-	-	-	-	-	29,785,577	37,782,127
- Rajasthan Transformers & Switchgears (P) Ltd.	-	-	-	-	-	-	144,763,779	149,411,159
Total (g) (iii)	-	-	-	-	-	-	-	-
(h) Trade Payables - Balance As At Year End (Cr.)	-	-	-	-	-	-	-	2,600,000
- Abhay Transformers Pvt Ltd	-	-	-	-	-	-	2,596,236	-
- Bhutoria Transformers & Rectifiers Pvt. Ltd.	-	-	-	-	-	-	-	2,600,000
Total (h)	-	-	-	-	-	-	-	-
(i) Trade Receivable - Balance As At Year End (Dr.)	-	-	-	-	63,065	-	-	-
-ABAY Energy Private Limited Company	-	-	-	-	63,065	-	-	-
Total (i)	-	-	-	-	63,065	-	-	-

vi. The following related party transactions were carried out during the year.

Nature of Transaction	Key Management Personnel		Relatives Of Key Management Personnel		Wholly Owned Subsidiary		Enterprises Where Key Management Personnel Have Significant Influence	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
(l) Investments made during the year								
- Blue Nile Projects Ltd.		1,990,018		15,325,000		15,325,000		
Total (l)		1,990,018		15,325,000		15,325,000		-
(k) Investments as at the end of the year								
- Blue Nile Projects Ltd.		17,315,018		15,325,000		15,325,000		
Total (k)		17,315,018		15,325,000		15,325,000		-
(l) Short Term Loans & Advances								
(i) Given during the year								
- Blue Nile Projects Ltd.		-		-		295,664		-
Total (i)						295,664		-
(ii) Repaid during the year								
- Blue Nile Projects Ltd.		-		-		-		-
Total (ii)								-
(iii) Balance as at year end								
- Blue Nile Projects Ltd.		-		-		295,664		295,664
Total (l) (iii)						295,664		295,664

Notes to Financial Statement for the year ended 31st March, 2015

Particulars	2014-15 (₹)	2013-14 (₹)
36 EMPLOYEE BENEFITS :		
Post Retirement Benefits :		
Defined Contribution Plans		
The Company has recognised the following amounts in the Statement of Profit and Loss for the year:		
Contribution to Employees' Provident & Family Pension Funds	1,102,085	1,186,984
Defined Benefit Plans - Gratuity		
Changes in the Present Value of Obligation		
- Present Value of Obligation as at 1st April, 2014	5,504,168	5,607,451
- Interest Cost	495,375	504,671
- Employer Service Cost		
- Current Service Cost	424,509	412,337
- Curtailment Cost/(Credit)	-	-
- Settlement Cost/(Credit)	-	-
- Benefits Paid	(1,009,509)	(144,283)
- Actuarial (Gain)/Loss	608,868	(876,008)
- Present Value of Obligation as at 31st March, 2015	6,023,411	5,504,168
Changes in the Fair value of Plan Assets		
- Present Value of Plan Assets as at 1st April, 2014	N.A., as	N.A., as
- Expected Return on Plan Assets	Gratuity	Gratuity benefit
- Actuarial Gain/(Loss)	benefit is not	is not funded.
- Employers' Contributions	funded.	
- Employees' Contributions		
- Benefits Paid		
- Fair Value of Plan Assets as at 31st March, 2015		
Amount recognised in the Balance Sheet including a reconciliation of the Present Value of Defined Benefit Obligation and the Fair Value of Assets		
- Present Value of Funded Obligation as at 31st March, 2015	-	-
- Fair Value of Plan Assets as at 31st March, 2015	-	-
- Funded (Asset)/Liability recognised in the Balance Sheet	-	-
- Present Value of Unfunded Obligation as at 31st March, 2015	6,023,411	5,504,168
- Unrecognised Past Service Cost	-	-
- Unrecognised Actuarial (Gains)/Losses	-	-
- Unfunded Net Liability recognised in the Balance Sheet	6,023,411	5,504,168

Particulars	2014-15 (₹)	2013-14 (₹)
Expenses recognised in the Statement of Profit and Loss		
- Current Service Cost	424,509	412,337
- Past Service Cost	-	-
- Interest Cost	495,375	504,671
- Expected Return on Plan Assets	-	-
- Curtailment Cost/(Credit)	-	-
- Settlement Cost/(Credit)	-	-
- Net actuarial (Gain)/Loss	608,868	(876,008)
- Employees' Contribution	-	-
- Total Expenses recognised in the Statement of Profit and Loss	1,528,752	41,000
Percentage of each Category of Plan Assets to total Fair Value of Plan Assets as at 31st March, 2015	N.A.	N.A.
- Government of India Securities		
- Corporate Bonds		
- Special Deposit Scheme		
- Equity Shares of Listed Companies		
- Property		
- Insurer Managed Funds		
- Others		
The Actual Return on Plan Assets is as follows (₹)		
- Actual return on plan assets	N.A.	N.A.
Following are the Principal Actuarial Assumptions used as at the Balance Sheet date:		
- Interest Rate	-	-
- Discount Rate	7.75%	9.00%
- Expected Rate of Return on Plan Assets	NA	NA
- Salary Escalation Rate	5.00%	5.00%
The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.		
Retirement age - 58 years		

Notes to Financial Statement for the year ended 31st March, 2015

37 Segment Reporting

The Company has identified three reportable segments i.e. Transformers, Cable Conductors and Wind Energy.

Particulars	Transformers		Cable Conductor		Wind Energy		Unallocated		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Segment Revenue :										
External Turnover	1,676,660,344	1,166,247,144	198,792,498	405,642,812	6,660,127	11,455,957	-	-	1,882,112,969	1,593,345,913
Inter Segment Turnover	-	-	-	-	-	-	-	-	-	-
Gross Turnover	1,676,660,344	1,166,247,144	198,792,498	405,642,812	6,660,127	11,455,957	-	-	1,882,112,969	1,593,345,913
Less : Excise Duty	154,536,177	119,532,764	19,082,659	43,577,605	-	-	-	-	173,640,836	163,110,369
Net Turnover	1,522,124,167	1,046,714,380	179,709,839	362,065,207	6,660,127	11,455,957	-	-	1,708,472,133	1,430,235,544
Segment Result before interest, non recurring item and taxes	129,693,403	101,983,118	15,396,052	16,938,767	(64,199)	3,364,604	(28,959,901)	(33,274,996)	116,065,365	98,017,735
Less : Interest Expense	-	-	-	-	-	-	(110,222,747)	(93,876,428)	(110,222,747)	(93,876,428)
Add : Interest Income	-	-	-	-	-	-	8,522,016	6,326,532	8,522,016	6,326,532
Less : Non recurring Item	-	-	-	-	-	-	1,881,679	-	1,881,679	-
Profit before tax	-	-	-	-	-	-	6,212,000	289,000	6,212,000	289,000
Less : Tax Expenses	-	-	-	-	-	-	-	-	12,482,945	1,469,597
Profit After Tax	-	-	-	-	-	-	-	-	6,210,000	287,533
Other Information :										
Segment Assets	1,326,288,007	1,284,923,103	178,100,219	239,856,975	47,785,591	48,105,038	-	-	1,522,173,817	1,572,891,116
Add : Unallocated Assets	-	-	-	-	-	-	184,080,151	138,252,715	184,080,151	138,252,715
Total Assets	-	-	-	-	-	-	-	-	1,706,253,968	1,711,143,831
Segment Liabilities	771,826,011	769,478,950	95,829,952	109,076,680	10,498,669	13,172,436	-	-	878,154,832	891,727,066
Add : Unallocated Liabilities	-	-	-	-	-	-	412,021,816	379,610,190	412,021,816	379,610,190
Total Liabilities	-	-	-	-	-	-	-	-	1,290,176,648	1,271,337,256
Capital Expenditure	22,593,755	1,384,440	-	-	-	-	6,220,139	1,495,910	28,813,894	2,890,350
Depreciation	8,540,867	5,928,427	1,259,248	2,265,509	4,523,433	5,936,720	943,512	678,597	15,266,060	14,809,253
Non-Cash Expenses other than depreciation (Sundry Balances W/OFF)	42,113	-	-	-	-	-	-	129,132	42,113	129,132

As per our Report of even date.

For **A. C. Bhutoria & Co.**

Chartered Accountants

Rahul Sethia
Partner

2 India Exchange Place

Kolkata - 700 001

Date : 30th May, 2015

J. Biswas
Company Secretary

Mukesh Jain
Chief Financial Officer

R. Bhutoria
Vice Chairman &

Abhay Bhutoria
Managing Director
Whole Time Director

S.S.Jain
Chairman

Statement showing Sources/Application of Short/Long Term Funds in Terms of para 4(Xvii) of The Companies(Auditors Report) Order, 2003 for the year ended 31st March, 2015.

Particulars	Amount (₹)
Long Term Funds :	
Share Capital	81,685,000
Reserves & Surplus	364,392,520
Long Term Borrowings	12,418,000
Deferred Tax Liabilities (Net)	10,629,000
Long Term Provisions	3,084,769
	472,209,289
Long Term Applications :	
Tangible Assets	142,809,496
Capital Work in Progress	-
Non Current Investments - Long Term	17,686,518
Long Term Loans and Advances	5,892,394
Other Non Current Assets	9,443,063
Excess of Long Term Sources over Long Term Application, Used for short term application (working capital)	296,377,818
	472,209,289
Short Term Funds :	
Short Term Borrowings	438,162,263
Trade Payables	780,070,020
Other Current Liabilities	42,475,643
Short Term Provisions	3,336,753
Excess of Long Term Sources over Long Term Application, Used for short term application (working capital)	296,377,818
	1,560,422,497
Short Term Applications :	
Inventories	371,986,623
Trade Receivables	929,628,692
Cash & Cash Equivalents	89,428,631
Other Bank Balances	69,131,874
Short Term Loans and Advances	97,610,960
Other Current Assets	2,635,717
	1,560,422,497

Certified that the above Statement is based on figures from the financial statements for the year ended 31st March, 2015 & Short term / Long term sources / application stated above is true & Correct.

As per our Report of even date.
For **A.C. Bhuteria & Co.**
Chartered Accountants

Rahul Sethia
Partner

2 India Exchange Place
Kolkata - 700 001
Date : 30th May, 2015

Abhay Bhutoria
Managing Director

Mukesh Jain
Chief Financial Officer

S. S. Jain
Chairman

R. Bhutoria
Vice Chairman &
Whole Time Director

J. Biswas
Company Secretary

Independent Auditors' Report

To the Members of
RTS Power Corporation Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of RTS Power Corporation Limited ("the Company") and its subsidiaries (collectively referred to as ("the Group") which comprise the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Group's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Group has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements / consolidated financial statements of subsidiaries, whose financial statements / consolidated financial statements reflect total assets of ₹ 3,48,23,973/- as at 31st March, 2015, total revenues of ₹ 2,36,69,379/- and net cash flows of ₹ 1,63,44,596/- for the year then ended on that date. These financial statements / consolidated financial statements have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the reports of the other auditors.

Our opinion is not qualified in respect of other matters.

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

Place: Kolkata
Dated : 30th May, 2015

Rahul Sethia
Partner
Membership No.: 303931

Consolidated Balance Sheet as at 31st March, 2015

Particulars	Notes	As At	As At
		31st March 2015 (₹)	31st March 2014 (₹)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	81,685,000	81,685,000
(b) Reserves & Surplus	3	369,634,256	357,350,663
	(A)	451,319,256	439,035,663
(2) Minority Interest			
		35,143	-
(3) Non-Current Liabilities			
(a) Long Term Borrowings	4	12,418,000	11,932,532
(b) Deferred Tax Liabilities (Net)	5	10,629,000	6,917,000
(c) Long Term Provisions	6	3,084,769	3,684,134
	(B)	26,131,769	22,533,666
(4) Current Liabilities			
(a) Short Term Borrowings	7	438,162,263	392,747,419
(b) Trade Payables	8	779,948,909	814,007,848
(c) Other Current Liabilities	9	72,143,848	39,417,391
(d) Short Term Provisions	10	3,336,753	2,720,842
	(C)	1,293,591,773	1,248,893,500
Total (A+B+C)		1,771,077,941	1,710,462,829
II. ASSETS			
(1) Non Current Assets			
(a) Fixed Assets	11		
(i) Tangible Assets		156,415,048	136,499,001
(ii) Intangible Assets - Goodwill		56,477	-
(iii) Capital Work in Progress		-	8,525,901
(b) Non Current Investments - Long Term	12	371,500	371,500
(c) Long Term Loans and Advances	13	5,892,394	10,147,671
(d) Other Non Current Assets	14	9,443,063	32,265,242
	(A)	172,178,482	187,809,315
(2) Current Assets			
(a) Inventories	15	386,056,667	484,547,767
(b) Trade Receivables	16	934,838,558	873,068,716
(c) Cash and Bank Balances	17		
(i) Cash & Cash Equivalents		106,315,851	15,542,857
(ii) Other Bank Balances		69,131,874	57,291,870
(d) Short Term Loans and Advances	18	99,920,792	91,704,206
(e) Other Current Assets	19	2,635,717	498,098
	(B)	1,598,899,459	1,522,653,514
Total (A+B)		1,771,077,941	1,710,462,829
Significant Accounting Policies	1		
Notes to Financial Statements	2-39		
As per our Report of even date. For A.C. Bhuteria & Co. Chartered Accountants		S. S. Jain Chairman	
Rahul Sethia Partner	Abhay Bhutoria Managing Director	R. Bhutoria Vice Chairman & Whole Time Director	
2 India Exchange Place Kolkata - 700 001	Mukesh Jain Chief Financial Officer	J. Biswas Company Secretary	
Date : 30th May, 2015			

Consolidated Statement of Profit and Loss for the year ended on 31st March, 2015

Particulars	Notes	Figures for the year ended 31st March, 2015 (₹)	Figures for the year ended 31st March, 2014 (₹)
I. Revenue from Operations (Gross)	20A		
Sale of Products		1,836,611,459	1,533,285,383
Sale of Traded Goods		-	17,715,249
Revenue from Works Contract		24,712,408	3,401,688
Other Operating Revenues		44,387,860	28,943,593
		<u>1,905,711,727</u>	<u>1,583,345,913</u>
Less: Excise Duty		<u>173,640,836</u>	<u>163,110,369</u>
		<u>1,732,070,891</u>	<u>1,420,235,544</u>
II. Other Income	20B	<u>13,066,430</u>	<u>8,783,792</u>
III. Total Revenue (I+II)		<u>1,745,137,321</u>	<u>1,429,019,336</u>
IV. EXPENSES			
Cost of Materials Consumed	29(b)	1,220,405,513	1,183,828,088
Purchases of Stock-in-trade		-	491,791
Changes in Inventories of Finished Goods, Work in Progress and Scrap Materials	21	93,708,214	(100,734,253)
Employee Benefits Expenses	22	21,489,986	18,230,994
Finance Costs	23	110,222,747	93,890,214
Depreciation	11	18,145,497	14,809,253
Other Expenses	24	260,846,911	217,449,719
Total Expenses		<u>1,724,818,868</u>	<u>1,427,965,806</u>
V. Profit Before Tax and Non recurring Item (III-IV)		<u>20,318,453</u>	<u>1,053,530</u>
VI. Less: Non-Recurring Items - adjustment under transitional provisions for depreciation as per Schedule II to the Companies Act, 2013	11	<u>1,881,679</u>	-
VII. Profit Before Tax (V-VI)		<u>18,436,774</u>	<u>1,053,530</u>
VIII. Tax Expenses			
Current Tax		2,500,000	280,000
Deferred Tax	5	3,712,000	9,000
IX. Profit/ (Loss) for the Year (before adjustment for Minority Interest (VII-VIII))		<u>12,224,774</u>	<u>764,530</u>
X. Share of Minority Interest		<u>(4,411)</u>	-
XI. Profit/ (Loss) for the Year (after adjustment for Minority Interest (IX-X))		<u>12,220,363</u>	<u>764,530</u>
XII. Earnings Per Equity Share	25		
a) Basic		1.50	0.09
b) Diluted		1.50	0.09
c) Face Value per Equity Share		10	10
Significant Accounting Policies	1		
Notes to Financial Statements	2-39		
As per our Report of even date. For A.C. Bhuteria & Co. Chartered Accountants			S. S. Jain Chairman
Rahul Sethia Partner		Abhay Bhutoria Managing Director	R. Bhutoria Vice Chairman & Whole Time Director
2 India Exchange Place Kolkata - 700 001		Mukesh Jain	J. Biswas
Date : 30th May, 2015		Chief Financial Officer	Company Secretary

Consolidated Cash Flow Statement annexed to the Balance Sheet as at 31st March, 2015

Particulars	2014-15 (₹)	2013-14 (₹)
(A) Cash Flow from Operating Activities :		
Net Profit before tax and extra Ordinary Items	18,436,774	1,053,530
Adjusted for:		
- Depreciation	18,145,497	14,809,253
- Finance Costs	110,222,747	93,890,214
- Goodwill on acquisition of Subsidiary	(56,477)	
- Profit on Sale of Fixed Asset	-	(56,323)
- Non-Recurring Items	1,881,679	-
- Interest Income	(8,592,678)	(6,328,537)
- Operating Profit before Working Capital Change	140,037,542	103,368,137
Movements in Working Capital		
- Decrease/ (Increase) in Inventories	98,491,100	(112,945,890)
- Decrease/ (Increase) in Trade and Other Receivables	(68,349,587)	(207,701,553)
- Increase/ (Decrease) in Trade and Other Payables	(1,110,428)	421,810,005
Cash generated / (used) from operations	169,068,627	204,530,699
Direct Tax (Paid) / Refunds Received (including interest)	(1,106,353)	(1,062,789)
Net Cash from / (used in) Operating activities	(A) 167,962,274	203,467,910
(B) Cash Flow From Investing Activities:		
Addition to Fixed Assets / Capital WIP	(31,417,322)	(11,406,251)
Sale of Fixed Assets	-	220,000
(Purchase) / Sale of Investment	14,385,600	(14,385,600)
Interest received	8,604,391	6,056,457
Fixed Deposits (Made) / Matured	(4,359,887)	(30,820,927)
Net Cash Flow from / (used in) Investing activities	(B) (12,787,218)	(50,336,321)

Consolidated Cash Flow Statement annexed to the Balance Sheet as at 31st March, 2015

Particulars	2014-15 (₹)	2013-14 (₹)
(C) Cash Flow from Financing Activities :		
Proceeds / (Repayment) of Long Term Borrowing	334,787	200,410
Proceeds / (Repayment) of Short Term Borrowing	45,414,844	(66,321,731)
Proceeds from Issue of Share Capital to Minority	30,732	
Finance Cost	(110,277,574)	(93,841,802)
Net Cash used in Finance Activity	(C) (64,497,211)	(159,963,123)
(D) Effect of Exchange difference on translation of foreign currency	63,230	(354,845)
	(D) 63,230	(354,845)
Net Increase in Cash & Cash Equivalents	(A + B + C + D) 90,741,075	(7,186,379)
Cash & Cash Equivalents (Opening)	15,669,694	22,856,073
Cash & Cash equivalents (Closing)	106,410,769	15,669,694
Components of Cash and Cash Equivalents		
Cash on Hand	1,107,576	1,064,964
Balances with Bank		
- In Current Accounts	105,208,275	14,477,893
Unpaid Dividend Account	94,918	126,837
	106,410,769	15,669,694

1. Cash Flow Statement has been prepared using the indirect method in accordance with Accounting Standard (AS) - 3 "Cash Flow Statement" notified under the Companies (Accounting Standard) Rules, 2006.

As per our Report of even date.

For **A.C. Bhuteria & Co.**
Chartered Accountants

Rahul Sethia
Partner

2 India Exchange Place
Kolkata - 700 001

Date : 30th May, 2015

Abhay Bhuteria
Managing Director

Mukesh Jain
Chief Financial Officer

S. S. Jain
Chairman

R. Bhuteria
Vice Chairman &
Whole Time Director

J. Biswas
Company Secretary

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

1 Significant Accounting Policies

A. Principles of Consolidation

The consolidated financial statements relate to RTS Power Corporation Ltd. ('the Company') and its subsidiary company. The consolidated financial statements have been prepared on the following basis :

- a. The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements.
- b. In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Exchange Fluctuation Reserve.
- c. The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve, as the case may be.
- d. Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- e. Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
- f. The financial statements of subsidiaries are drawn upto the same reporting date as that of the Company.
- g. Entities acquired during the year have been consolidated from the respective dates of their acquisition.
- h. As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.
- i. The subsidiary companies considered in the consolidated financial statements are:

Name of Subsidiary	Country of Incorporation	Proportion of Ownership Interest
Blue Nile Projects Ltd.	Hong Kong	100.00%
ABAY Energy Private Limited Company	Ethiopia	99.00%

B. Investments

Investments other than in subsidiaries has been accounted as per Accounting Standard (AS) 13 - on Accounting for Investments".

C. Other Significant Accounting Policies

These are set out under "Significant Accounting Policies" as given in the company's separate financial statements.

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

	As At 31st March, 2015		As At 31st March, 2014	
	Qty (Nos.)	Amount (₹)	Qty (Nos.)	Amount (₹)
2 SHARE CAPITAL				
(a) Authorized Share Capital				
Equity Shares of ₹ 10/- each	12,000,000	120,000,000	12,000,000	120,000,000
	12,000,000	120,000,000	12,000,000	120,000,000
(b) Issued, Subscribed & Fully Paid-up Capital				
Equity Shares of ₹ 10/- each	8,168,500	81,685,000	8,168,500	81,685,000
	8,168,500	81,685,000	8,168,500	81,685,000
(c) Reconciliation of Equity Shares of ₹ 10/- each outstanding at the beginning and at the end of the financial year.				
Balance as at the beginning of the financial year	8,168,500	81,685,000	8,168,500	81,685,000
Balance as at the end of the financial year	8,168,500	81,685,000	8,168,500	81,685,000
(d) Shareholders holding more than 5% of Equity Share Capital				
	As At 31st March, 2015		As At 31st March, 2014	
	No. of Shares held	% of holdings	No. of Shares held	% of holdings
Bhutoria Investments Private Limited	2,298,648	28.14	2,298,648	28.14
BLB Cables & Conductors Private Limited	420,488	5.15	827,138	10.13
Multiplyer Enterprises Pvt. Ltd. (Formerly Sharp Investments Limited)	1,140,000	13.96	1,140,000	13.96
Bhutoria Brothers Limited	924,935	11.32	495,157	6.06
Bhutoria Transformers & Rectifiers (P) Ltd.	676,336	8.28	676,336	8.28
(e) The Company has only one class of shares referred to as Equity Shares having a par value of ₹ 10/- each. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of Equity Shares held by the shareholders. Dividend recommended by the Board of Directors (other than interim dividend) is subject to approval of the shareholders ensuring Annual General Meeting.				

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

Particulars	Figure as at 31st March, 2015 (₹)	Figure as at 31st March, 2014 (₹)
3 RESERVES & SURPLUS		
a) Securities Premium Account		
Balance as at the beginning of the year	254,285,500	254,285,500
Balance as at the end of the year	254,285,500	254,285,500
b) Share Forfeited Reserve		
Balance as at the beginning of the year	15,500	15,500
Balance as at the end of the year	15,500	15,500
c) Rajasthan State Investment Subsidy Reserve		
Balance as at the beginning of the year	521,505	521,505
Balance as at the end of the year	521,505	521,505
d) Generator Subsidy Reserve		
Balance as at the beginning of the year	61,000	61,000
Balance as at the end of the year	61,000	61,000
e) General Reserve		
Balance as at the beginning of the year	9,589,264	9,589,264
Balance as at the end of the year	9,589,264	9,589,264
f) Foreign Exchange Fluctuation Reserve		
Balance as at the beginning of the year	(354,845)	-
Add: Movement during the year	63,230	(354,845)
Balance as at the end of the year	(291,615)	(354,845)
g) Surplus, i.e., Balance in the Statement of Profit & Loss		
Balance as at the beginning of the year	93,232,739	92,468,209
Add: Transfer from Statement of Profit & Loss	12,220,363	764,530
Balance as at the end of the year	105,453,102	93,232,739
Total (a to g)	369,634,256	357,350,663

Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
4 LONG TERM BORROWINGS		
Secured		
A. Term Loan		
From Banks		
- State Bank of Bikaner & Jaipur, Kolkata (Security margin has been estimated considering the all existing as well as proposed fixed assets of the company and personal guarantee by two Directors.)	4,854,153	2,484,000
- Bank of Baroda, Johari Bazar Jaipur (Wind Energy Division (Secured against equitable mortgage of Wind Mill Project & Hypothecation of Plant and Machinery situated at Rawat ka Gaon, District - Barmer and personal guarantee of two Directors.)	6,892,260	9,448,532
- Bank of Baroda, Johari Bazar Jaipur (Car Loan)	671,587	-
	12,418,000	11,932,532

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

Additional Notes on Long Term Borrowings including amount shown under Other Current Liabilities as "Current Maturities of Long Term Debt" & "Current Maturities of Finance Lease Obligation"

A Terms of Repayment	Period of Maturity (Months)	Number of Instalments Due (Quarterly / Monthly)	Amount of Instalments Due (₹)
Term Loan			
From Bank			
- State Bank of Bikaner & Jaipur, Kolkata Rate of Interest - Base Rate plus 2.85% i.e. 13.10% p.a as on 31.03.2015	41 Months (27 Months)	41 Monthly* (27 Monthly*)	4,488,000 (4,488,000)
- Bank of Baroda, Johari Bazar, Jaipur Rate of Interest : Base Rate + 3.50% i.e.13.25% as at 31.03.2015	48 Months (60 Months)	(12 Quarterly) (16 Quarterly)	10,464,260 (13,171,213)
- Bank of Baroda, Johari Bazar, Jaipur (Car Loan) Rate of Interest - 10.25% p.a	60 Months -	60 Months -	800,000 -
* Term loan of ₹ 100 lacs has been sanctioned by the bank, out of which ₹ 88.07 lacs is availed by the company as at 31/03/2015. Consequently the repayment structure disclosed above has been restricted to ₹ 88.08 lacs.			

B Aggregate amount of loans guaranteed by Directors	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
Term Loan		
From Banks	18,122,413	17,659,213

5 DEFERRED TAX LIABILITIES (NET)

In accordance with Accounting Standard 22 on Accounting for Taxes on Income, the Company has accounted for Deferred Asset / Liability. The break up of the deferred tax assets and liability as on 31st March, 2015 are as under:

Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
(a) Deferred Tax Liability		
In respect of Depreciation charged in books as per Companies Act, 2013 and tax depreciation allowable as per Income Tax Act, 1961.		
- Opening Balance	15,790,000	17,769,000
- Charged / (Credited) to Statement of Profit & Loss	<u>(3,078,000)</u>	<u>(1,979,000)</u>
- Closing balance	12,712,000	15,790,000

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
(b) Deferred Tax Asset		
Provision for Gratuity		
- Opening Balance	1,871,000	1,906,000
- Charged / (Credited) to Statement of Profit & Loss	(83,000)	35,000
- Closing balance	1,954,000	1,871,000
Disallowance of Leave Pay Provision under section 43B of Income Tax Act, 1961		
- Opening Balance	306,000	215,000
- Charged / (Credited) to Statement of Profit & Loss	177,000	(91,000)
- Closing balance	129,000	306,000
Unabsorbed Loss / Depreciation		
- Opening Balance	6,696,000	8,740,000
- Charged / (Credited) to Statement of Profit & Loss	6,696,000	2,044,000
- Closing balance	-	6,696,000
Deferred Tax Liability (Net of DTA)	10,629,000	6,917,000
Deferred Tax Assets and Liabilities are being off set as they relate to taxes on income levied by the same governing taxation laws.		
6 LONG TERM PROVISIONS		
Provision for Employee Benefits - Gratuity	3,084,769	3,684,134
	3,084,769	3,684,134
7 SHORT TERM BORROWINGS		
Secured		
(a) Loans Repayable on Demand		
From Banks		
- Cash Credit with State Bank of Bikaner & Jaipur, Kolkata (Rate of Interest @ 13.10% p.a.) (The above loan is secured against hypothecation of Raw Material, Finished Goods, Stores & Spares, Book Debts, Other Current Assets and personal guarantee of two Directors.)	44,603,522	19,541,044
- Cash Credit with Canara Bank. Agra (Rate of Interest @ 14.75% p.a.) (The above loan is secured against hypothecation of Raw Material, Stores & Spares, Book Debts, Other Current Assets and Personal guarantee of two Directors.)	5,492,841	2,800,301
- Cash Credit with ICICI Bank Ltd. Jaipur (Rate of Interest @ 13.75% p.a.) (The above loan is secured against hypothecation of Raw Material, Finished Goods, Stock-in-process, Stores & Spares, Book Debts and is further Secured by Equitable mortgage / hypothecation of all Fixed Assets and personal guarantee of two Directors.)	4,611,729	30,559,032

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
7 SHORT TERM BORROWINGS (Contd.)		
- Cash Credit with Bank of Baroda , Jaipur (Rate of Interest @ 13.75% p.a.) (The above loan is secured against hypothecation of Raw Material, Finished Goods, Stock-in-process, Stores & Spares, Book Debts.The above Loan is further Secured by Equitable mortgage / hypothecation of all Fixed Assets and personal guarantee of two Directors.)	93,557,341	91,244,173
- Cash Credit with Oriental Bank of Commerce, Jaipur (Rate of Interest @ 13.75% p.a.) (The above loan is secured against hypothecation of Raw Material, Finished Goods, Stock-in-process, Stores & Spares, Book Debts.The above Loan is further Secured by Equitable mortgage / hypothecation of all Fixed Assets and personal guarantee of two Directors.)	-	32,384,835
- Bill Discounting A/c from State Bank of Bikaner & Jaipur, Kolkata (The above loan is secured against hypothecation of Raw Material, Finished Goods, Stores & Spares, Book Debts, Other Current Assets)	-	8,060,924
- Bill Discounting Facility With Bank of Baroda Johari Bazar Jaipur (The above loan is secured against hypothecation of Raw Materials,Finished Goods Stores & Spares, Book Debts, Other Current Assets)	88,406,250	-
- Working Capital Demand Loan From Bank of Baroda Jaipur (Rate of Interest @ 14.25% p.a.)	-	23,878,944
- Working Capital Demand Loan From ICICI Bank Ltd. Jaipur (Rate of Interest @ 13.50% p.a.) (Both of the above working capital demand loans are secured against the books debts of various discom(s) of UPPCL Lucknow and further earmarking by letter of Credit Limits.)	25,000,000	2,923,266
Unsecured		
(b) Loans and Advances from Related Parties	144,783,779	154,411,159
(c) Loans and Advances from Others	31,706,801	26,943,741
	<u>438,162,263</u>	<u>392,747,419</u>
Note :		
Aggregate amount of loans guaranteed by Directors		
Loan Repayable on Demand	236,671,683	203,331,595
	<u>236,671,683</u>	<u>203,331,595</u>
8 TRADE PAYABLES		
(a) For Goods and Services	779,948,909	814,007,848
	<u>779,948,909</u>	<u>814,007,848</u>

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
9 OTHER CURRENT LIABILITIES		
(a) Current Maturities of Long Term Debt	5,576,000	5,726,681
(b) Current Maturities of Finance Lease Obligations	128,413	-
(c) Interest Accrued and Due on Borrowings	-	54,827
(d) Unpaid Dividend	94,918	126,837
(e) Other Payables		
- Statutory Dues	18,641,192	20,527,255
- Due to Employees	733,872	698,555
- Trade Deposits & Advances from Customers	46,384,453	11,698,236
- Security Deposit	585,000	585,000
	72,143,848	39,417,391
10 SHORT TERM PROVISIONS		
(a) Provision for Employee Benefits		
- Gratuity	2,938,642	1,820,034
- Leave Encashment	398,111	900,808
	3,336,753	2,720,842

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

Description	Gross Block		Total	Up to 31st March 2014	For the year	Depreciation Sale during the year	during the year	Net/Block	
	As at 1st April 2014	Addition During the year						As at 31st March 2015	As at 31st March 2014
11 FIXED ASSETS									
TANGIBLE ASSETS									
Land	24,326,505	-	24,326,505	-	-	-	-	24,326,505	-
- Freehold Land	4,881,177	-	4,881,177	-	-	-	-	4,881,177	-
Building	-	-	-	-	-	-	-	-	-
- Office Building	50,913,796	17,163,521	68,077,317	21,232,809	3,703,709	-	-	43,140,799	29,680,967
- Time Share Building	22,338,601	-	22,338,601	10,989,354	200,253	-	-	11,168,994	11,365,247
Plant & Equipment	48,400	-	48,400	-	-	-	-	48,400	-
- Main Plant & Machinery	80,689,800	20,098,941	100,787,741	58,408,790	7,279,663	-	962,227	34,117,061	22,280,010
- Oil Storage Tank	2,668,061	-	2,668,061	2,473,616	-	-	80,042	2,553,658	21,214,445
- Wind Turbine Generator	90,056,340	-	90,056,340	54,722,242	4,393,715	-	8,042	31,382,383	35,786,039
- Handling Equipments	7,235,411	621,083	7,856,494	5,455,746	319,135	-	168,128	6,032,009	1,746,665
- Research & Development	39,574	1,800	41,374	39,653	26,871	-	10,229	4,026,476	149,376
- Machinery	1,135,653	-	1,135,653	893,282	54,945	-	18,118	239,518	312,571
- Generator	2,568,957	351,823	2,920,780	2,139,026	205,916	-	18,118	570,788	427,951
Furniture & Fixture	-	-	-	-	-	-	-	-	-
Vehicles	-	-	-	-	-	-	-	-	-
- Motor Car	4,149,423	-	4,149,423	3,534,211	264,432	-	-	3,798,643	615,212
Assets under Finance Lease	-	-	-	-	-	-	-	-	-
- Motor Car	2,300,564	1,020,007	3,320,571	1,385,384	370,082	-	-	1,705,466	965,180
Office Equipment	-	-	-	-	-	-	-	-	-
Owned	3,283,619	798,738	4,082,357	3,068,983	370,075	-	41,020	3,479,958	542,989
- General Office Equipment	1,055,879	17,500	1,073,379	969,834	137,548	-	133,060	1,131,042	(27,663)
- Fax Machine	108,570	-	108,570	83,846	2,552	-	3,524	16,935	24,661
- Type Writer	14,290	-	14,290	14,162	-	-	-	14,162	128
Others	-	-	-	-	-	-	-	-	-
Owned	608,896	-	608,896	382,153	-	-	197,795	28,948	226,743
- Office Well	18,790	-	18,790	15,015	1,194	-	-	2,581	3,775
- Television	1,701,913	-	1,701,913	983,240	303,084	-	178,384	1,480,708	221,216
- Air Conditioner	159,181	-	159,181	112,399	5,994	-	-	29,839	70,673
- Fire Extinguisher	4,366,233	-	4,366,233	3,238,965	393,647	-	54,373	3,683,005	683,288
- Electric Installation	29,500	29,800	59,300	4,850	-	-	375	25,450	1,107,308
- Water Cooler	812,911	-	812,911	617,792	16,778	-	-	19,071	23,059
- Refrigerator	70,150	-	70,150	55,309	6,786	-	-	600,134	621,129
- Clean Circuit Television	39,942,253	-	39,942,253	171,030,667	18,445,497	-	196	286,714	35,442
- EPBX System	2,880,350	-	2,880,350	1,713,067	67,788	-	196	1,254,568	136,482
Total	307,023,068	39,942,253	346,965,321	171,030,667	18,445,497	1,120,809	1,861,679	156,415,048	136,482
Net Tangible Assets	306,032,204	2,880,350	308,912,554	157,440,623	14,605,233	-	-	136,482	136,482
Goodwill	-	56,477	56,477	-	-	-	-	56,477	-
Figure as at 31.03.2014 (₹)	-	56,477	56,477	-	-	-	-	56,477	-

Note: 1. Assets of the Company are classified as tangible assets. The value of the assets is based on the carrying value of the assets less accumulated depreciation and impairment losses. The value of the assets is based on the carrying value of the assets less accumulated depreciation and impairment losses. The value of the assets is based on the carrying value of the assets less accumulated depreciation and impairment losses.

2. Assets of the Company are classified as intangible assets. The value of the assets is based on the carrying value of the assets less accumulated depreciation and impairment losses. The value of the assets is based on the carrying value of the assets less accumulated depreciation and impairment losses.

3. Goodwill amounting to ₹ 56,477 represents the excess of the purchase price over the fair value of the identifiable intangible assets acquired in the acquisition of the Company.

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

	As At 31st March, 2015			As At 31st March, 2014	
	Face Value	Qty (Nos.)	Amount (₹)	Qty (Nos.)	Amount (₹)
12 NON-CURRENT INVESTMENTS - LONG TERM					
NON-TRADE - UN QUOTED - AT COST					
(a) Investment in Equity Instruments					
Fully Paid up Equity Shares					
- Bhutoria Agrotech Limited	₹10	35,000	350,000	35,000	350,000
	(a)		<u>35,000</u>	<u>35,000</u>	<u>350,000</u>
(b) Investment in Government Securities					
- National Savings Certificate			- 21,500	-	21,500
(Lodged with Sales Tax Department)	(b)		<u>-</u>	<u>-</u>	<u>21,500</u>
Total (a+b)			<u>371,500</u>		<u>371,500</u>

Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
13 LONG TERM LOANS AND ADVANCES		
(Unsecured Considered Good)		
Security Deposits	5,892,394	9,364,882
Advance Income Tax (Net of Provision)	-	782,789
	<u>5,892,394</u>	<u>10,147,671</u>
14 OTHER NON-CURRENT ASSETS		
Other Bank Balance		
Fixed Deposit with Bank (with original maturity of more than 12 months)	9,345,974	17,681,377
(Receipt lodged with Bank as security against Bank Guarantee & Letter of Credit facilities availed)		
Interest Accrued on Fixed Deposit	97,089	198,265
Payment for purchase of shares in Abay Energy Private Limited Company (pending transfer)	-	14,385,600
	<u>9,443,063</u>	<u>32,265,242</u>

15 INVENTORIES

(Valued at lower of Cost and Net Realizable Value)

(a) Raw Material		
- In Stock	68,562,170	87,691,050
- Goods in Transit	3,805,603	3,779,914
(b) Work in Progress	213,013,639	285,750,626
(c) Finished Goods	73,826,913	91,767,293
(d) Stores and Spares	23,938,982	14,046,104
(e) Scrap (Valued at Net Realizable Value)	2,909,360	1,512,780
	<u>386,056,667</u>	<u>484,547,767</u>

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
16 TRADE RECEIVABLES		
(Unsecured Considered Good)		
(a) Receivables outstanding for a period exceeding six months from the due date of payment	378,148,989	370,361,302
(b) Other Trade Receivables	556,689,569	502,707,414
	<u>934,838,558</u>	<u>873,068,716</u>
17 CASH AND BANK BALANCES		
(a) Cash and Cash Equivalents :		
- Balances with Banks in Current Account	105,208,275	14,477,893
- Cash on Hand	1,107,576	1,064,964
	<u>(a) 106,315,851</u>	<u>15,542,857</u>
(b) Other Bank Balances		
- Earmarked Balance in Dividend Account	94,918	126,837
- Fixed Deposit	68,823,940	57,041,480
(Receipts lodged with Bank as security against Bank Guarantees & Letter of Credit facilities availed)		
- Interest Accrued on Fixed Deposit	213,016	123,553
	<u>(b) 69,131,874</u>	<u>57,291,870</u>
	<u>(a + b) 175,447,725</u>	<u>72,834,727</u>
Note		
Fixed Deposits having original maturity of more than 12 months	262,700	200,649
18 SHORT TERM LOANS AND ADVANCES		
(Unsecured Considered Good)		
(a) Advances recoverable in cash or in kind or for value to be received	20,627,868	12,206,540
(b) Earnest Money Deposits	10,389,513	12,293,513
(c) Advance Income Tax / Tax deducted at Source (Net of Provision)	7,585,187	8,196,045
(d) Advance Fringe Benefit Tax (Net of Provision)	16,005	16,005
(e) Balance with Tax Authorities (Excise, Sales Tax, etc)	61,302,219	58,992,103
	<u>99,920,792</u>	<u>91,704,206</u>
19 OTHER CURRENT ASSETS		
(a) Fixed Deposits matured	1,410,928	498,098
(b) Export Incentive receivable	415,287	-
(c) Excise Duty Refundable	809,502	-
	<u>2,635,717</u>	<u>498,098</u>

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

Particulars	Year ended 31st March, 2015 (₹)	Year ended 31st March, 2014 (₹)
20A REVENUE FROM OPERATIONS		
(a) Sale of Products		
- Transformers	1,492,758,849	995,464,877
- Cables & Conductors	191,154,129	398,660,968
- Wind Energy	6,660,127	11,455,957
- Others	146,038,354	127,703,581
	<u>1,836,611,459</u>	<u>1,533,285,383</u>
(b) Sale of Traded Goods	-	17,715,249
	-	17,715,249
(c) Revenue from Works Contract	24,712,408	3,401,688
	<u>24,712,408</u>	<u>3,401,688</u>
(d) Other Operating Revenues		
- Labour Charges	1,746,690	535,520
- Freight and Insurance Charges	34,945,198	28,408,073
- Maintenance Charges	7,254,543	-
- Scrap	26,142	-
- Export Incentive	415,287	-
	<u>44,387,860</u>	<u>28,943,593</u>
(e) Less : Excise Duty		
- On Sale of Products	172,809,256	162,767,894
- On Revenue from Works Contract	831,580	342,475
	<u>173,640,836</u>	<u>163,110,369</u>
20B OTHER INCOME		
(a) Interest Income	8,592,678	6,328,537
(b) Miscellaneous Income	4,473,752	2,455,255
	<u>13,066,430</u>	<u>8,783,792</u>
21 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & SCRAP MATERIALS		
(a) Finished Goods		
Opening Stock	91,767,293	111,542,352
Less : Closing Stock	69,399,486	91,767,293
	(a) <u>22,367,807</u>	<u>19,775,059</u>
(b) Work In Progress		
Opening Stock	285,750,626	165,725,414
Less: Closing Stock	213,013,639	285,750,626
	(b) <u>72,736,987</u>	<u>(120,025,212)</u>
(c) Scrap & Replaced materials		
Opening Stock	1,512,780	1,028,680
Less: Closing Stock	2,909,360	1,512,780
	(c) <u>(1,396,580)</u>	<u>(484,100)</u>
Net (Increase)/ Decrease [a+b+c]	<u>93,708,214</u>	<u>(100,734,253)</u>

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

Particulars	Year ended	Year ended
	31st March, 2015 (₹)	31st March, 2014 (₹)
22 EMPLOYEE BENEFIT EXPENSE		
(a) Salaries, Wages, Bonus & Gratuity	20,121,051	16,645,390
(b) Contribution to Provident and Other Funds	1,117,032	1,186,984
(c) Staff Welfare expenses	251,903	398,620
	<u>21,489,986</u>	<u>18,230,994</u>
23 FINANCE COSTS		
(a) Interest Expense	95,293,451	85,198,887
(b) Other Borrowing Costs	14,929,296	8,691,327
	<u>110,222,747</u>	<u>93,890,214</u>
24 OTHER EXPENSES		
(a) Consumption of Stores and Spare Parts	89,894,266	77,205,521
(b) Packing Material Consumed	5,690,193	12,434,503
(c) Power & Fuel	11,158,219	10,829,256
(d) Rent	794,968	482,424
(e) Repairs		
- To Plant & Machinery	3,238,986	3,821,315
- To Repairs to Buildings	5,497,494	666,938
- To Others	1,156,581	859,462
(f) Insurance	1,575,392	1,429,675
(g) Rates and Taxes (excluding Taxes on Income.)	911,468	285,113
(h) Auditors Remuneration (including Service Tax) (Including Branch Auditors)		
Statutory Auditor		
- As Auditors	207,529	150,000
- For Tax Audit	28,090	25,000
- For Certification Fees / Limited Review	189,616	127,600
- For Company Law Matters	-	16,000
- For Taxation Matter	16,854	15,000
Branch Auditors		
- As Auditors	105,000	105,000
- For Taxation Matters	30,000	30,000
Subsidiary Auditors		
- As Auditors	103,702	35,964
(i) Excise Duty Expense	(1,966,014)	(3,698,242)
(j) Carriage Inward	8,134,030	7,967,304
(k) Carriage Outward	40,583,288	31,258,571
(l) Commission	9,683,918	4,452,935
(m) Import Expenses	-	960,524
(n) Job & Fabrication Charges	54,230,535	32,253,856
(o) Legal & Professional Fees	3,193,261	2,527,331
(p) Net Loss in Foreign Exchange Fluctuation	105,477	614,428
(q) Penalty for Delayed Supply	505,916	2,201,267
(r) Prior Period Adjustments	47,027	277,942
(s) Sales / Business Promotion	984,243	2,621,159
(t) Testing Fees	3,036,779	7,355,939
(u) Transformer Repairs & Maintenance	1,050,618	968,825
(v) Travelling & Conveyance	5,997,100	4,170,638
(w) Vehicle Expenses	862,542	885,706
(x) Freight & Insurance	2,408,200	2,967,411
(y) Miscellaneous Expenses	11,391,633	11,145,354
	<u>260,846,911</u>	<u>217,449,719</u>

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

Particulars	Year ended 31st March, 2015 (₹)	Year ended 31st March, 2014 (₹)
25 EARNINGS PER SHARE		
Net Profit/(Loss) attributable to Equity Shareholders (₹)	12,224,774	764,530
Weighted average number of Equity Share in issue (Nos)	8,168,500	8,168,500
Earnings per Equity Share of ₹ 10/-each (₹)		
Basic	1.50	0.09
Diluted	1.50	0.09
The company does not have any outstanding dilutive potential equity shares. Consequently the basic and dilutive earning per share of the Company remain the same.		
26 VALUE OF IMPORTS CALCULATED ON CIF BASIS (₹)		
Raw Materials	-	4,630,980
	-	4,630,980
27 FOB VALUE OF EXPORTS (in ₹)	26,670,255	17,715,249
	26,670,255	17,715,249
28 EXPENDITURE IN FOREIGN CURRENCY (₹)		
(a) Foreign Travelling	578,256	659,590
(b) Bank Charges	19,584	-
(c) Foreign Exchange Fluctutaion (On settlement of dues)	128,994	-
	726,834	659,590
Particulars	Amount (₹)	% of Total Consumption
29 DETAILS OF CONSUMPTION OF INDIGENOUS & IMPORTED RAW MATERIALS, STORES AND SPARES		
(a) Raw Materials		
Imported	-	-
	(4,630,980)	0.39
Indigenous	1,220,405,513	100.00
	(1,179,197,108)	99.61
	1,220,405,513	100.00
	(1,183,828,088)	100.00
(b) Stores & Spare Parts consumed during the financial year is 100% (P.Y. 100%) indigenous.		

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

Particulars	(Figures in ₹)	
	Sales	
	2014-15	2013-14
30(a) DETAILS OF SALE, CLOSING STOCK & OPENING STOCK OF FINISHED GOODS		
Manufactured Goods		
Transformers	1,492,758,849	995,464,877
Wind Energy	6,660,127	11,455,957
Cable Conductor	191,154,129	398,660,968
Others	146,038,354	127,703,581
Total	<u>1,836,611,459</u>	<u>1,533,285,383</u>
	Closing Inventory	
Manufactured Goods		
Transformers	72,999,568	85,559,663
Cable Conductor	827,345	6,207,630
Total	<u>73,826,913</u>	<u>91,767,293</u>
	Opening Inventory	
Manufactured Goods		
Transformers	85,559,663	88,109,633
Cable Conductor	6,207,630	23,432,719
Total	<u>91,767,293</u>	<u>111,542,352</u>

Particulars	(Amount in ₹)	
	2014-15	2013-14
(b) DETAILS OF RAW MATERIALS CONSUMED		
Aluminium Conductor	299,920,485	413,091,520
Copper Conductor	250,116,054	232,209,235
Lamination	221,894,471	159,248,024
Transformer Oil	171,667,568	143,844,868
Tank Materials	155,175,859	119,198,192
Semi Finished - Aluminium, Copper, Lamination And Tank Material	121,631,076	116,236,249
Total	<u>1,220,405,513</u>	<u>1,183,828,088</u>

Particulars	(Amount in ₹)	
	2014-15	2013-14
(c) DETAILS OF CLOSING STOCK OF WORK-IN-PROGRESS		
Core Coil Assembly (05KVA TO 750 KVA)	9,349,561	22,151,331
Core Coil Assembly (750 KVA TO 3150 KVA)	784,382	-
Core Coil Assembly (3150 KVA TO 12500 KVA)	20,672,238	28,865,201
Core Assembly (10KVA TO 750 KVA)	24,799,740	15,472,438
Core Assembly (3150 KVA TO 12500 KVA)	12,672,568	10,944,476

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

Particulars	(Amount in ₹)	
	2014-15	2013-14
(c) DETAILS OF CLOSING STOCK OF WORK-IN-PROGRESS		
H.T.Coil (10 KVA TO 1000 KVA)	3,030,551	6,471,729
H.T.Coil (3150 KVA TO12500 KVA)	4,973,684	5,158,636
L.T.Coil (10 KVA TO 750 KVA)	2,828,085	3,356,796
M.S.Tank (3150 KVA TO 12500 KVA)	1,230,771	1,753,592
M.S.Tank (10 KVA TO 500 KVA)	5,091,260	10,076,887
Transformer Under Process (10 KVA TO 500 KVA)	70,698,022	67,276,296
Transformer Under Process (3150 KVA TO 12500 KVA)	-	13,040,000
L.T.Coil (3150 KVA TO12500 KVA)	4,349,977	4,495,149
Repair Transformer Under Process (3150 KVA TO12500 KVA)	-	2,000,000
Replaced Material	51,023,586	93,173,731
Others (Damaged Conductors)	1,509,214	1,514,364
Total	213,013,639	285,750,626

Particulars	Outstanding Balance as on 31st March, 2015	Maximum Balance Outstanding during the year
31 Disclosure of Loans/ Advances and investments in its own shares by listed companies, their subsidiaries, associates, etc. (as certified by the management)		
I. Loans and Advances in the nature of loans to subsidiaries.	NIL	NIL
II. Loans and Advances in the nature of loans to associates.	NIL	NIL
III. Loans and advances in the nature of loans where there is :		
a. No repayment schedule or repayment beyond seven years	NIL	NIL
b. No interest or interest below Section 372A of the Companies Act, 1956.	NIL	NIL
iv. Loans and Advances in the nature of loans to firms/ companies in which directors are interested.	NIL	NIL
	No. of Shares	Amount (₹)
v. Investments by loanee in the shares of parent company and subsidiary company when the company has made a loan or advance in the nature of loan	NIL	NIL

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

Particulars	Year Ended 31/03/2015	Year Ended 31/03/2014
32 Contingent Liabilities		
Contingent Liability not provided for in respect of:		
(a) WBVAT ⁽ⁱ⁾	25,891,335	25,100,009
(b) CST ⁽ⁱⁱ⁾	4,997,476	3,496,723
(c) Entry Tax ⁽ⁱⁱⁱ⁾	286,587	8,550,596
(d) UP Sales Tax	-	5,133,120
(e) Rajasthan VAT ^(iv)	12,913,097	8,884,848
(f) Income Tax	-	2,430,439
	44,088,495	53,595,735

Notes w.r.t. contingent liabilities disclosed above :

- (i) The Sales Tax Authorities have raised demand for ₹ 6,23,369/- for the financial year 2008-09, ₹ 40,46,172/- for the financial year 2009-10, ₹ 2,04,21,568/- for the financial year 2010-11 and ₹ 7,91,326/- for the financial year 2011-12 denying the Company the benefit of Input Tax Credit (ITC) validly claimed as per the tax invoices. The Company has preferred an appeal with appellate authorities based on the tax invoices available with the Company and other relevant records. The Company is reasonably certain that the demand will be reversed and the same shall not have any adverse impact on the financial statements. therefore no provision for the same required to be made in the books of accounts of the Company.
- (ii) The Sales Tax Authorities have raised demand for ₹ 10,89,625/- for the financial year 2008-09, ₹ 5,11,027/- for the financial year 2009-10, ₹ 18,96,071/- for the financial year 2010-11 and ₹ 15,00,753/- for the financial year 2011-12 denying the Company the benefit of concessional tax under "C" Forms, way bills submitted and set off of Input Tax Credit (ITC) / Input VAT Credit against the Central Sales Tax (CST) liability. The Company has preferred an appeal with the appellate authorities based on the validly available ITC and "C" Forms available with the Company. The management is, therefore, reasonably certain that the demand will be reversed and the same shall not have any adverse impact on the financial statements and hence no provision for the same is required to be made in the books of accounts of the Company.
- (iii) **Contingent Liabilities with regard to Entry Tax**
Commercial Taxes Officer, Special Circle III Jaipur vide Assessment Order dated 02.03.2007 for the year 2003-04 & Assessment Order dated 16.03.2009 for the year 2005-06 has communicated the demand of Entry Tax under Entry of Goods in to Local Area Act, 1999 of ₹ 214420/- for 2003-04, ₹ 72167/- for 2005-06 which is disputed by the company.
- (iv) **Contingent Liabilities with regard to VAT on Freight and Insurance**
Commercial Taxes Anti Evasion Rajasthan Jaipur vide Order dated 25.02.2014, 08.10.2014, 31.12.2014 and 13.08.2014 has communicated the demand of VAT on Freight & Insurance recoverable with interest and penalty amounting ₹ 1499495/- for 2007-08, ₹ 2084185/- for 2008-09, ₹ 1944064/- for 2009-10, ₹ 2412822/- for 2010-11 and ₹ 4972531/- for 2011-12. Based on interpretations of relevant provisions, the company has been advised that the additional demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

Particulars	As at	As at
	31st March, 2015 (₹)	31st March, 2014 (₹)
33 Disclosure of the amounts due to the The Micro and Small Enterprises (On the basis of the information & records available with the Management).		
(i) The principal amount and the interest due thereon remaining unpaid.		
*Principal amount	719,819	2,336,737
*Interest thereon	-	-
(ii) The interest paid by the buyer as above, along with the amount of payments made beyond the appointed date during each accounting year.	-	-
(iii) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
(iv) The amount of interest accrued and remaining unpaid at the end each accounting year.	-	-
(v) The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues as above are actually paid to the small/micro enterprise.	-	-
34 Previous years figures have been re-grouped / re-arranged wherever considered necessary to conform to current year presentation.		
35 RELATED PARTY DISCLOSURES		
Related party disclosures as required by Accounting Standard (AS-18) on "Related Party Disclosures" notified under the Companies (Accounting Standard) Rules, 2006 are as under:		
Related Parties with whom transactions have taken place :		
i) Key Management Personnel		
- Mr. Rajendra Bhutoria		
- Mr. Abhay Bhutoria		
ii) Relatives of Key Management Personnel		
- Mr. Sharad Bhutoria		
iii) Enterprises where Key Management Personnel have significant influence.		
- Abhay Transformers Pvt Ltd		
- Bhutoria Agrotech Limited		
- Bhutoria Brothers Limited		
- Bhutoria Investments (P) Limited		
- Bhutoria Properties		
- Bhutoria Transformers & Rectifiers (P) Ltd.		
- BLB Cables & Conductors (P) Ltd.		
- Howrah Warehouse (P) Ltd.		
- Kalinga Petrochemicals (P) Ltd. (Upto 03.03.2015)		
- Kalinga Petrochemicals LLP. (w.e.f 04.03.2015)		
- Ladnun Agricultural Farms (P) Ltd.		
- Rajasthan Transformers & Switchgears (P) Ltd.		

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

iv. The following related party transactions were carried out during the year.

Nature of Transaction	Key Management Personnel		Relatives of Key Management Personnel		Enterprises Where Key Management Personnel Have Significant Influence	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
(a) Interest Expenses						
- Abhay Bhutoria	-	86,354	-	-	-	-
- Abhay Transformers Pvt Ltd	-	-	-	-	3,000,707	1,942,490
- Bhutoria Agrotech Limited	-	-	-	-	253,130	222,082
- Bhutoria Brothers Limited	-	-	-	-	4,947,745	4,652,256
- Bhutoria Investments (P) Limited	-	-	-	-	703,286	597,608
- Bhutoria Transformers & Rectifiers (P) Ltd.	-	-	-	-	46,048	396,084
- BLB Cables & Conductors (P) Ltd.	-	-	-	-	1,049,404	1,095,168
- Howrah Warehouse (P) Ltd	-	-	-	-	104,702	106,065
- Kalinga Petrochemicals (P) Ltd.	-	-	-	-	991,613	989,813
- Kalinga Petrochemicals LLP.	-	-	-	-	81,986	-
- Ladhun Agricultural Farms (P) Ltd.	-	-	-	-	346552	333,973
- Rajasthan Transformers & Switchgears (P) Ltd.	-	-	-	-	3095086	3,813,475
Total (a)	-	86,354	-	-	14,620,259	14,149,014
(b) Rent						
- Bhutoria Properties	-	-	-	-	2,424	2,424
- Bhutoria Transformers & Rectifiers Pvt.Ltd.	-	-	-	-	378,000	360,000
- Bhutoria Brothers Ltd.	-	-	-	-	120,000	120,000
Total (b)	-	-	-	-	500,424	482,424
(c) Salary & Perks						
- Abhay Bhutoria	1,242,600	1,242,600	-	-	-	-
- Rajendra Bhutoria	1,008,000	806,400	-	-	-	-
- Sharad Bhutoria	-	-	672,000	552,600	-	-
Total (c)	2,250,600	2,049,000	672,000	552,600	-	-

iv. The following related party transactions were carried out during the year.

Nature of Transaction	Key Management Personnel		Relatives of Key Management Personnel		Enterprises Where Key Management Personnel Have Significant Influence	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
(d) Purchases						
Raw Materials						
- Bhutoria Transformers & Rectifiers Pvt. Ltd.		90,000			79,744,801	-
Total (d)		90,000			79,744,801	
(e) Rental Income						
- Abhay Bhutoria		90,000				
Total (e)		90,000				
(f) Short Term Borrowings						
(i) Taken During The Year						
- Abhay Bhutoria		129,584				
- Abhay Transformers Pvt Ltd					8,875,000	14,600,000
- Bhutoria Agrotech Limited					260,126	
- Bhutoria Brothers Limited					5,236,266	7,425,853
- Bhutoria Investments (P) Limited					1,502,153	100,000
- Bhutoria Transformers & Rectifiers (P) Ltd.					3,524	960,000
- BLB Cables & Conductors (P) Ltd.					11,214,349	5,498,556
- Howrah Warehouse (P) Ltd					154,542	150,000
- Kalinga Petrochemicals (P) Ltd.					109,168	963,424
- Kalinga Petrochemicals LLP						
- Ladnun Agricultural Farms (P) Ltd.					150,000	450,000
- Rajasthan Transformers & Switchgears (P) Ltd.					12,782,873	22,576,601
Total (f) (i)		129,584			40,288,001	52,724,434

iv. The following related party transactions were carried out during the year.

Nature of Transaction	Key Management Personnel		Relatives of Key Management Personnel		Enterprises Where Key Management Personnel Have Significant Influence	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
(ii) Repaid During The Year						
- Abhay Bhutoria	-	2,550,000	-	-	-	-
- Abhay Transformers Pvt Ltd	-	-	-	-	3,733,241	7,700,656
- Bhutoria Agrotech Limited	-	-	-	-	100,000	20,947
- Bhutoria Brothers Limited	-	-	-	-	24,020,372	10,012,265
- Bhutoria Investments (P) Limited	-	-	-	-	75,000	389,584
- Bhutoria Transformers & Rectifiers (P) Ltd.	-	-	-	-	780,000	7,835,483
- BLB Cables & Conductors (P) Ltd.	-	-	-	-	5,325,000	1,525,000
- Howrah Warehouse (P) Ltd.	-	-	-	-	50,000	385,344
- Kalinga Petrochemicals (P) Ltd.	-	-	-	-	425,000	490,000
- Ladhun Agricultural Farms (P) Ltd.	-	-	-	-	-	187,953
- Rajasthan Transformers & Switchgears (P) Ltd.	-	-	-	-	23565000	22,400,000
Total (f) (ii)	-	2,550,000	-	-	58,073,613	50,947,232
(iii) Balance as at year end (Cr.) (Including Interest						
Accrued on Borrowings)						
- Abhay Transformers Pvt Ltd	-	-	-	-	26,790,636	18,948,241
- Bhutoria Agrotech Limited	-	-	-	-	2,802,817	2,414,874
- Bhutoria Brothers Limited	-	-	-	-	39,852,941	54,184,077
- Bhutoria Investments (P) Limited	-	-	-	-	8,367,957	6,307,847
- Bhutoria Transformers & Rectifiers (P) Ltd.	-	-	-	-	41,443	776,476
- BLB Cables & Conductors (P) Ltd.	-	-	-	-	18,719,464	11,885,651
- Howrah Warehouse (P) Ltd	-	-	-	-	1,269,232	1,070,458
- Kalinga Petrochemicals LLP	-	-	-	-	12,841,239	12,190,832
- Ladhun Agricultural Farms (P) Ltd.	-	-	-	-	4,312,473	3,850,576
- Rajasthan Transformers & Switchgears (P) Ltd.	-	-	-	-	29,785,577	37,782,127
Total (f) (iii)	-	-	-	-	144,783,779	149,411,159
(g) Trade Payables - Balance As At Year End (Cr.)						
- Abhay Transformers Pvt Ltd	-	-	-	-	2,596,236	2,600,000
- Bhutoria Transformers & Rectifiers Pvt. Ltd.	-	-	-	-	-	-
Total (g)	-	-	-	-	2,596,236	2,600,000

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

Particulars	2014-15 (₹)	2013-14 (₹)
36 EMPLOYEE BENEFITS :		
Post Retirement Benefits :		
Defined Contribution Plans		
The Company has recognised the following amounts in the Statement of Profit and Loss for the year:		
Contribution to Employees' Provident & Family Pension Funds	1,117,032	1,186,984
Defined Benefit Plans - Gratuity		
Changes in the Present Value of Obligation		
- Present Value of Obligation as at 1st April, 2014	5,504,168	5,607,451
- Interest Cost	495,375	504,671
- Employer Service Cost		
- Current Service Cost	424,509	412,337
- Curtailment Cost/(Credit)	-	-
- Settlement Cost/(Credit)	-	-
- Benefits Paid	(1,009,509)	(144,283)
- Actuarial (Gain)/Loss	608,868	(876,008)
- Present Value of Obligation as at 31st March, 2015	6,023,411	5,504,168
Changes in the Fair value of Plan Assets		
- Present Value of Plan Assets as at 1st April, 2014	N.A., as	N.A., as
- Expected Return on Plan Assets	Gratuity	Gratuity benefit
- Actuarial Gain/(Loss)	benefit is not	is not funded.
- Employers' Contributions	funded.	
- Employees' Contributions		
- Benefits Paid		
- Fair Value of Plan Assets as at 31st March, 2015		
Amount recognised in the Balance Sheet including a reconciliation of the Present Value of Defined Benefit Obligation and the Fair Value of Assets		
- Present Value of Funded Obligation as at 31st March, 2015	-	-
- Fair Value of Plan Assets as at 31st March, 2015	-	-
- Funded (Asset)/Liability recognised in the Balance Sheet	-	-
- Present Value of Unfunded Obligation as at 31st March, 2015	6,023,411	5,504,168
- Unrecognised Past Service Cost	-	-
- Unrecognised Actuarial (Gains)/Losses	-	-
- Unfunded Net Liability recognised in the Balance Sheet	6,023,411	5,504,168

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

Particulars	2014-15 (₹)	2013-14 (₹)
Expenses recognised in the Statement of Profit and Loss		
- Current Service Cost	424,509	412,337
- Past Service Cost	-	-
- Interest Cost	495,375	504,671
- Expected Return on Plan Assets	-	-
- Curtailment Cost/(Credit)	-	-
- Settlement Cost/(Credit)	-	-
- Net actuarial (Gain)/Loss	608,868	(876,008)
- Employees' Contribution	-	-
- Total Expenses recognised in the Statement of Profit and Loss	1,528,752	41,000
Percentage of each Category of Plan Assets to total Fair Value of Plan Assets as at 31st March, 2015	N.A.	N.A.
- Government of India Securities		
- Corporate Bonds		
- Special Deposit Scheme		
- Equity Shares of Listed Companies		
- Property		
- Insurer Managed Funds		
- Others		
The Actual Return on Plan Assets is as follows (₹)		
- Actual return on plan assets	N.A.	N.A.
Following are the Principal Actuarial Assumptions used as at the Balance Sheet date:		
- Interest Rate	-	-
- Discount Rate	7.75%	9.00%
- Expected Rate of Return on Plan Assets	NA	NA
- Salary Escalation Rate	5.00%	5.00%
The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.		
Retirement age - 58 years		

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

Name of the Entity	Net Assets, i.e, Total assets minus total liabilities		Share in Profit and Loss	
	As % of consolidated net assets	Amount (Rs.)	As % of consolidated profit and loss	Amount (Rs.)
37 Additional Information required by Schedule III to the Companies Act, 2013:				
Subsidiary (Foreign)				
1. Blue Nile Projects Limited	-3.17%	(14,328,791)	-2.68%	(328,097)
2. ABAY Energy PLC	5.00%	22,555,401	55.85%	6,824,589
Minority Interest in Subsidiary	-0.01%	(35,143)	-0.04%	(4,411)

Name of Subsidiaries	"Blue Nile Projects Limited (In \$)"	"Blue Nile Projects Limited (In INR)"	"Abay Energy PLC (In Birr)"	"Abay Energy PLC (In INR)"
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38 Additional Statement containing salient features of the financial statements of associates (Pursuant to proviso to sub-section (3) of Section 129 of the Act.)				
Share Capital	282,500	17,681,675	5,198,000	15,963,828
Reserve & Surplus	(12,183)	(762,534)	2,149,391	6,601,098
Total Assets	612,752	38,352,148	14,542,893	44,663,379
Total Liabilities	342,435	21,433,007	7,195,502	22,098,453
Investments	254,563	15,933,098	-	-
Turnover	-	-	13,621,745	41,834,397
Profit Before Tax	(5,242)	(328,097)	2,149,391	6,601,098
Provision For Taxation	-	-	-	-
Profit after Tax	(5,242)	(328,097)	2,149,391	6,601,098
Proposed Dividend	-	-	-	-
% of Shareholding	100.00%	100.00%	99.00%	99.00%

Notes to Consolidated Financial Statement for the year ended 31st March, 2015

39 Segment Reporting

The Company has identified three reportable segments i.e. Transformers, Cable Conductors and Wind Energy.

Particulars	Transformers		Cable Conductor		Wind Energy		Unlocated		Total
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	
Segment Revenue:									
External Turnover	1,700,259,102	1,166,247,144	198,792,498	405,642,812	6,660,127	11,455,957	-	-	1,906,711,727
Inter Segment Turnover	1,700,259,102	1,166,247,144	198,792,498	405,642,812	6,660,127	11,455,957	-	-	1,906,711,727
Gross Turnover	154,658,177	119,632,764	19,032,659	43,577,615	-	-	-	-	1,583,345,813
Less: Excise Duty	1,545,700,925	1,046,714,980	179,709,839	362,065,207	6,660,127	11,455,957	-	-	153,110,368
Net Turnover	136,761,984	101,983,118	15,398,652	16,328,767	(64,159)	3,364,684	-	-	1,429,235,544
Segment Result before interest, non recurring item and taxes									
Less: Interest Expense							(93,690,214)	(93,690,214)	(93,690,214)
Add: Interest Income							8392,678	8392,678	8,392,678
Less: Non recurring item							(1,861,679)	(1,861,679)	(1,861,679)
Profit before tax							(6,212,000)	(6,212,000)	1,053,530
Less: Tax Expenses							-	-	(6,212,000)
Profit After Tax							(6,212,000)	(6,212,000)	1,053,530
Less: Share of profit of Minority							(268,000)	(268,000)	1,289,000
Profit / (Loss) for the year							4,411	4,411	764,530
Other Information:									
Segment Assets	1,358,844,970	1,284,929,103	178,100,219	239,856,975	47,765,591	48,105,038	-	-	1,584,730,780
Add: Unallocated Assets							186,347,161	137,571,713	186,347,161
Total Assets	801,373,105	769,478,950	95,829,952	109,075,680	10,489,669	13,172,438	-	-	1,771,077,941
Segment Liabilities	34,017,557	1,384,440							907,707,726
Add: Unallocated Liabilities	11,350,400	5,928,427					412,021,816	379,700,100	1,704,629,829
Total Liabilities	42,113	42,113					412,021,816	379,700,100	907,707,726
Capital Expenditure			1,258,248	2,265,509	4,523,433	5,936,720	529,536	1,465,910	34,547,093
Depreciation							1,013,416	678,597	2,890,350
Non-Cash Expenses other than depreciation (Sundry Balances W/O)							-	129,132	18,145,497
							42,113	129,132	14,809,253

As per our Report of even date.

For A.C. Bhuteria & Co.

Chartered Accountants

Rahul Sethia

Partner

2 India Exchange Place

Kolkata - 700 001

Date : 30th May, 2015

J. Biswas
Company Secretary

Mukesh Jain
Chief Financial Officer

R. Bhutoria
Vice Chairman &
Whole Time Director

Abhay Bhutoria
Managing Director

S.S. Jain
Chairman

BOOK POST

If undelivered, please return to :

RTS POWER CORPORATION LIMITED

Registered Office : 56, Netaji Subhas Road (2nd Floor), Kolkata - 700 001

Phone : (033) 2242-6025, 2242-6054 • Fax : (033) 2242-6732 • e-mail : headoffice@rtspower.com

Plants : Jaipur, Kaladera & Barmer - Rajasthan • Agra - Uttar Pradesh • Dhulagori - West Bengal • Dhule - Maharashtra

RTS POWER CORPORATION LIMITED

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

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

E-mail ID : headoffice@rtspower.com, Website : www.rtspower.com

CIN : L17232WB1947PLC016105

NOTICE

NOTICE is hereby given that Sixty Seventh Annual General Meeting of Shareholders of the Company will be held at Hotel Lindsay, 8B Lindsay Street, Kolkata -700087 on Tuesday, 29th day of September, 2015 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, 2015, 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, 2015 and the Report of the Auditors thereon.
2. To appoint a Director in place of Sri Ram Lal Saini. (DIN: 03534117), who retires by rotation at this Annual General Meeting , and being eligible, has offered himself for re-appointment.
3. To ratify the appointment of Auditors and to 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 re-appointment of the Auditors , M/s. A.C.Bhuteria & Co, Chartered Accountants (Firm Registration No. 303105E) to hold office from the conclusion of the Sixty Sixth Annual General Meeting (AGM) till the conclusion of the Sixty Ninth AGM of the Company be and is hereby ratified and the said Auditors be paid such remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

4. To re-appoint Sri Abhay Bhutoria (DIN 00013712) as Managing Director 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 accordance with the provisions of Sections 196,197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Company be and is hereby accorded to the re- appointment of Sri Abhay Bhutoria (DIN00013712) as Managing Director of the Company for a further period of 3(three) years with effect from December 1, 2015 on such remuneration, including the minimum remuneration to be paid in the event of loss or inadequacy of profit in any Financial Year and upon such terms and conditions as set out in the Statement annexed to the Notice convening this Meeting , with liberty to the Board of Directors of the Company (the Board) to alter and vary the terms and conditions, including remuneration of

the said re-appointment , if necessary , in such manner as it may deem fit and as may be agreed to by and between the Board and Sri Abhay Bhutoria, subject to the same not exceeding the limits specified under Schedule V to the Companies Act,2013 or any statutory modification(s) or re-enactment(s) thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

5. To ratify the appointment of Branch Auditors and to 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 re-appointment of the Branch Auditors , M/s. Jain Shrimal & Co, Chartered Accountants (Firm Registration No. 001704C) to hold office from the conclusion of the Sixty Sixth Annual General Meeting (AGM) till the conclusion of the Sixty Ninth AGM of the Company be and is hereby ratified and the said Branch Auditors be paid such remuneration as may be decided by the Board of Directors of the Company."

6. To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2016 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 148 and all other applicable provisions of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the remuneration of Rs. 40,000/- (Rupees Forty thousand only) plus applicable Service Tax , if any, agreed to be paid to M/s K.G.Goyal & Associates, Cost Accountants, the Cost Auditors (Registration No FRN 000024) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2016 on the recommendation of the Audit Committee, be and is hereby ratified ."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

Registered Office :
56, Netaji Subhas Road
Kolkata - 700 001
Dated : 14th August, 2015

By Order of the Board
For RTS Power Corporation Limited
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 on a Poll 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 Wednesday, September 23, 2015 to Tuesday, September 29, 2015, 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 6 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 Agreement with the Stock Exchange. 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.cdsl.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 September 22, 2015 ("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** (in new format) and any variation/ cancellation there of can be made by giving notice in **Form SH.14**, (in new format) 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, 5th Floor, 71, B.R.B. Basu Road, Kolkata - 700001 (**RTA**) 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 or with **RTA** where shares are held in physical form.

Email addresses of Members as advised to **RTA** 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 RTA 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 / RTA.**
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 **RTA** 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 **RTA**.
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 2014- 2015 is being sent by electronic mode to all the Members whose email Ids are registered with the **RTA/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 2014- 2015 is being sent in the permitted mode.
16. Electronic copy of the Notice of the 67th 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 **RTA/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 67th 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 67th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's Website www.rtpower.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@rtpower.com
18. Pursuant to Section 205A(5) and 205C of the Companies Act,1956 all Unpaid or Unclaimed Dividends upto and including the Company's Final Dividend 2006-2007 has 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 Interim Dividend 2007-2008 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 29, 2014 (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)
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. Voting through Electronic Means

- A. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by 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 on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- B. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the AGM and the Members attending the Meeting who have not already cast their vote by using the said "remote e-voting" shall be able to exercise their voting rights at the Meeting.
- C. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again in the Meeting.
- D. The process and manner of remote e-Voting will be as follows :
 - (i) **The remote e-voting period begins on Saturday, September 26, 2015 (9.00A.M) and ends on Monday, September 28, 2015 (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 i.e. Tuesday, September 22, 2015** may cast their vote electronically. The remote E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholders , the Shareholders shall not be allowed to change it subsequently or cast his vote again .

- (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> <ul style="list-style-type: none"> • 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. • 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.
DOB	<p>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</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • 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).

- (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 if 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.
 - 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 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.
20. 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 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 September 28 , 2015 upto 5 P.M. without which the vote shall not be treated as valid.

21. 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 September 22, 2015.
22. The Notice will be sent to the members, whose names appear in the register of members/depositories as at closing hours of business, on August 7, 2015.
23. Investors who became members of the Company subsequent to the dispatch of the Notice by the Company and wish to hold the shares till the cut-off date i.e. September 22, 2015 are requested to send the written/e-mail communication to the Company at headoffice@rtspower.com by mentioning their Folio No./DP ID and Client ID to obtain the Login ID and Password for e-voting.
24. The shareholders shall have one vote per equity share held by them as on the cut-off date of September 22, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
25. The Notice of AGM shall be placed on the Company's Website www.rtspower.com and on the Website of CDSL www.evotingindia.com after it is sent to Members
26. 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
27. The Company has appointed Sri Manoj Prasad Shaw FCS (ICSI CP Registration No. 4194), Practicing Company Secretary as a Scrutinizer for conducting the entire voting process either through electronic voting system or ballot or polling paper, in a fair and transparent manner.
28. The Scrutinizer shall, immediately after conclusion of voting at the AGM , first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizers' Report of the total votes cast in favour or against , if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
29. The Results shall be declared forthwith upon receipt of the Scrutinizers' Report. The Results declared along with the Scrutinizers' Report shall be placed on the Company's Website www.rtspower.com and on the website of CDSL immediately after their declaration by the Chairman and communicated to the Stock Exchange where the Shares of the Company are listed i.e. BSE Limited.
30. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of Meeting i.e. 29th September, 2015.

BRIEF PROFILE OF MANAGING DIRECTOR PROPOSED TO BE RE-APPOINTED AT THE ANNUAL GENERAL MEETING PURSUANT TO THE CORPORATE GOVERNANCE CODE :

Name of the Director	Sri Abhay Bhutoria
Age	52 years
Qualifications	B.Com.

Nature of expertise	He completed B Com from the Calcutta University. He joined the Company as a Managing Director in 1995 and since then he had been serving the same position very successfully. There has been tremendous growth in the operation of the Company during his tenure due to his competence, experience and leadership
Date of First Appointment	17.10.1995
Name of the companies in which he holds Directorship of Boards	a) Bhutoria Transformers & Rectifiers Private Limited b) Ladnun Agricultural Farms Private Limited c) Kalinga Petrochemicals LLP (Partner)
Name of the companies in which he holds Membership of Committees of Board	NIL
Professional Membership	NIL
No of Shares held in the Company	1.54.495

Note : Disclosure of relationship between Directors inter-se as required under Sub-Clause E.2 of Part VIII of Clause 49 of the Listing Agreement (Corporate Governance Code) ----- Sri Abhay Bhutoria, Managing Director of the Company and Sri Rajendra Bhutoria, Vice Chairman and Whole-time Director are cousin brothers. Smt Rachna Bhutoria, Director of the Company is the wife of Late Surendra Bhutoria ,own brother of Sri Abhay Bhutoria and cousin brother of Sri Rajendra Bhutoria.

BRIEF PROFILE OF DIRECTOR PROPOSED TO BE RE-APPOINTED AT THE ANNUAL GENERAL MEETING PURSUANT TO THE CORPORATE GOVERNANCE CODE :

Name of the Director	Sri Ram Lal Saini
Age	61 years
Qualifications	M.Com, FCA
Nature of expertise	About 36 years' experience in Accounting, Auditing, Budgeting, banking operations, Project and Working Capital Financing and Management for Hotels as well as Manufacturing Industries Have been rendering Consultancy Services to the Company on Accounting and Auditing matters for last 28 years
Date of First Appointment	14th May,2011
Name of the companies in which he holds Directorship of Boards	NIL
Name of the companies in which he holds Membership of Committees of Board	NIL
Professional Membership	Fellow Member of the Institute of Chartered Accountants of India
No of Shares held in the Company	160

Note : Disclosure of relationship between Directors inter-se as required under Sub-Clause E.2 of Part VIII of Clause 49 of the Listing Agreement (Corporate Governance Code) ----- No relationship

Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Items of Special Business set out in the Notice convening the Sixty Seventh Annual General Meeting

Item No. 4

The Board of Directors of the Company ('the Board') at its Meeting held on August 14, 2015 has, subject to the approval of the Members, re-appointed Sri Abhay Bhutoria as Managing Director of the Company, for a further period of 3(three) years from December 1, 2015, on expiry of his present term on November 30, 2015, at the remuneration recommended by the Nomination and Remuneration Committee of the Board of Directors (the 'N R Committee') at its Meeting held on August 12, 2015 and approved by the Board.

Sri Abhay Bhutoria has been so re-appointed to manage and control the operations of the Company in Northern and Western India under the superintendence, control and direction of the Board on account of his very rich experience in the same position for last 20 years in the Company.

The terms and conditions of the re-appointment of Sri Abhay Bhutoria as the Company's Managing Director and remuneration payable to him are embodied in the Agreement ('the Agreement') entered into between the Company and Sri Bhutoria, the broad particulars of which may be summarized as follows :

- [1] Sri Abhay Bhutoria shall be the Managing Director of the Company for a period of 3(three) years with effect from 1st December 2015.
- [2] Sri Bhutoria shall subject to the superintendence, control and direction of the Board have substantial powers of management and shall perform the duties and exercise the powers referable or in relation thereto and shall also perform such other duties and exercise such further powers as may from time to time be entrusted to or conferred upon him by the Board either alone or jointly with any other person or persons as the Board shall determine and shall devote the whole of his time and attention to the business and affairs of the Company and shall at all times obey and comply with the lawful orders from time to time of the Board and in all regards conform to and comply with the directions and regulations given and made by the Board in relation to the business or trade of the Company and to the best of his skill and ability serve and promote the interests of the Company .
- [3] In consideration of his services Sri Bhutoria shall be entitled to the following by way of remuneration:
 - (I) **Basic Salary** : Presently at the rate of Rs 1,25,000/- (Rupees One lac twenty five thousand only) per month with such revision as the NR Committee and the Board may approve from time to time in future in the Salary Scale of Rs 1,25,000/- to Rs 2,25,000/- per month during the tenure of the Agreement.
 - (II) **Commission** : As approved by the Board based on the Net Profits of the Company of the relevant year computed in the manner laid down in Section 198 of the Companies Act,2013 ('the Act'), subject to a maximum of 50% of his annual Basic Salary. Payment of such Commission will be at the sole discretion of the Board and cannot be claimed by the Appointee as his right to receive the same per year.
 - (III) **Provident Fund** : The Company's contribution towards Provident Fund at the rate applicable for statutory Provident Fund
 - (IV) **Gratuity** : He will be entitled to Gratuity as per Payment of Gratuity Act,1972.
 - (V) **Perquisites** –
 - (a) *Housing* : The Company shall provide furnished accommodation for his residential purpose for which 10% of his Basic Salary will be deducted by the Company. The Company shall also provide Electricity and Water free of cost at his residence. The valuation of such Perquisites will be made as per the Income Tax Rules,1962

- (b) *Car* : The Company will provide car with driver for his official and limited private use, perquisite value of which will be made as per Income Tax Rules.
 - (c) *Telephone* : Reimbursement of bills of one telephone at his residence.
 - (d) *Medical Expenses* : Reimbursement of Medical Expenses of Rs 25,000/- per year for self and his family.
- [4] In the event of absence or inadequacy of profits of the Company in any Financial Year during the term of Sri Bhutoria's re-appointment hereunder, he shall for that year receive the same remuneration as in Clause 3 hereinabove within the ceiling limits laid down in Section II of Part II of Schedule V to the Act .
- [5] Sri Bhutoria shall not so long as he functions as the Managing Director of the Company, be entitled to receive any fee(s) for attending Meetings of the Board or Committee thereof.
- [6] Sri Bhutoria shall be entitled to reimbursement of other expenses actually and properly incurred by him in connection with the Company's business.

The Agreement , which inter alia provides for earlier termination by either party by giving or paying to the other three months ' notice in writing or three months' salary in lieu of such notice , as the case may be , also sets out the mutual rights and obligations of the parties and other administrative details.

The terms and conditions of his service, including remuneration, may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its sole discretion deem fit without seeking further approval of the Shareholders of the Company within the maximum amount payable to the Managing Director in accordance with the Act and Schedule V thereto and accepted by Sri Bhutoria.

The appointment and terms and conditions of appointment and remuneration, including minimum remuneration , payable to Sri Bhutoria as the Company's Managing Director require the approval of the Members of the Company in General Meeting by passing a Special Resolution in terms of Section II of Part II and Paragraph 1 of Part III of Schedule V to the Act read with Section 196 of the Act, which will be sought for in this Annual General Meeting of the Company.

The appointment of Sri Bhutoria on the terms and remuneration proposed satisfies the conditions laid down in Parts I, II and III of Schedule V to the Act and the requisite Return in Form No MR1 (along with a Certificate under Paragraph 2 of Part III of the said Schedule) under Section 196(4) of the Act will be filed with the Registrar of Companies, West Bengal.

As required under Section II of Part II of Schedule V to the Act, it is confirmed that :

- (i) The Remuneration payable to Sri Bhutoria has been approved by a Resolution passed by the Board at its Meeting held on August 14, 2015 and also by the NR Committee at its Meeting held on August 12, 2015.
- (ii) The Company has not made any default in repayment of any of its debts (including Public Deposits) or Debentures or interest payable thereon for a continuous period of 30 days in the preceding Financial Year before the date of appointment of Sri Bhutoria.

The following information is also given as required under Section II of Part II of Schedule V to the Act :

I. General Information:

- (1) Nature of industry - Manufacture and repair of Transformers, Cables and Conductors
- (2) Date of commencement of commercial production - December 12, 1947.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable

(4) Financial performance based on given indicators

	2014-2015	2013-2014	% increase in 2014-15 over 2013-14
Total Revenue	17214.68	14290.19	20
Total Expenditure	17089.85	14275.49	20
Profit Before Tax	124.83	14.70	750
Profit After Tax	62.71	11.81	431

(5) Foreign investments or collaborations, if any - None

II. Information about the re-appointee:

(1) Background details – Having rich experience of last 20 years for working as Managing Director of the Company with successful track record.

(2) Past remuneration –

(i) Salary : Rs 9,00,000/- per annum

(ii) Contribution to Provident Fund : Rs 1,08,000/- per annum

(iii) Perquisites : Rs 2,34,600/- during the Financial Year 2014-2015

(3) Recognition or awards – Proposed re-appointment is in recognition of his effective and satisfactory past performance in the Company

(4) Job profile and his suitability – To manage and control the operations of the Company in Northern and Western India under the superintendence, control and direction of the Board. Due to his satisfactory past performance of this job the Board considered him most suitable for the proposed re-appointment

(5) Remuneration proposed – As given in Clause 3 at the beginning of this Statement above in detail

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) –Comparative remuneration for a corresponding position in a Company of our size and belonging to Transformer Industry with a more or less equivalent profile to that of the proposed re-appointee will be around- Salary Rs 1,50,000 to Rs 2,00,000/-per month plus usual Perquisites

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.-The appointee has no pecuniary relationship, directly or indirectly ,either with the Company or with any managerial personnel of the Company other than the remuneration he gets from the Company as Managing Director and his or his relatives' Shareholdings in the Company.

He is the cousin brother of Sri Rajendra Bhutoria, Vice Chairman and Whole-time Director of the Company and Smt Rachna Bhutoria , Director of the Company is wife of his own brother , Late Surendra Bhutoria .

III. Other information :

(1) Reasons of loss or inadequate profits – Profit Before Tax earned by the Company has increased by 750 % from Rs 14.70 Lacs in 2013-2014 to Rs 124.83 Lacs in 2014-2015.

(2) Steps taken or proposed to be taken for improvement – Continuous all out efforts are always made by the Management for further improvement, wherever and whenever possible. Effective steps are also being taken to achieve higher export Sales, which has increased by 150% during the year 2014-2015 over last year 2013-2014

- (3) Expected increase in productivity and profits in measurable terms.

	Estimated during 2015-2016 (Rs. in lacs)	Actual during 2014-2015 (Rs. in lacs)	% increase in 2015-16 over 2014-15
Total Revenue	19000	17215	10.37
Profit Before Tax	300	125	140

IV. Disclosures : Necessary disclosures have already been made in the Corporate Governance Report attached with the Report of the Board of Directors for the Financial Year ended on March 31, 2015.

The Board considers that having regard to his background and long experience, the appointment and remuneration of Sri Bhutoria as Managing Director of the Company, as proposed, are justified. The Resolution set out in Item 4 of the convening Notice has to be considered accordingly and the Board recommends the same.

A copy of the Agreement referred to hereinabove will be available for inspection by the Members of the Company at its Registered Office on any working day during usual business hours prior to the date of the Meeting and will also be available at the Meeting.

Sri Abhay Bhutoria may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding and remuneration as a Director. His relatives, to the extent of their Shareholding interest in the Company, may be deemed to be concerned or interested in his re-appointment.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No 4 of the Notice.

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

Item No 5

The Company has Branch Offices and Units at Jaipur-Rajasthan, Barmer - Rajasthan, Agra-U.P and Dhule-Maharashtra. M/s. Jain Shrimal & Co, Chartered Accountants, (Firm Registration No 001704C) were re-appointed as the Branch Auditors for the said Branch Offices of the Company last year to hold office from the conclusion of the Sixty Sixth 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 in terms of Section 139 and Section 143(8) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

Therefore, their said re-appointment has to be ratified in this Sixty Seventh AGM of the Company and they be paid such remuneration as may be decided by the Board of Directors. The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No 5 of the Notice for approval of the Members of the Company.

Pursuant to Section 102 of the Act none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

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

Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment of and remuneration payable to M/s K.G.Goyal & Associates, Cost Accountants(Registration No FRN 000024) as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2016.

In accordance with the provisions of Section 148 of the Act read with The Companies (Audit and

Auditors) Rules, 2014, the Remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No 6 of the Notice for ratification of the remuneration of Rs 40,000/- plus applicable Service Tax, if any, payable to the Cost Auditors for the Financial Year ending March 31, 2016 , as fixed by the Board , on the recommendation of the Audit Committee.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No 6 of the Notice.

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

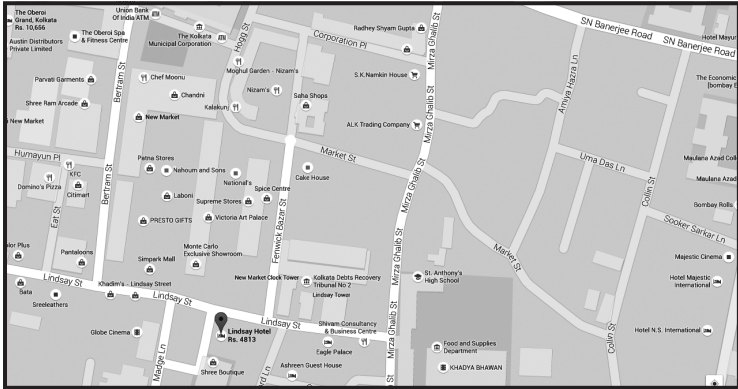
The Board commends the Ordinary Resolution set out at Item No 6 of the Notice for approval by the Shareholders.

Registered Office :
56, Netaji Subhas Road
Kolkata - 700 001
Dated : 14th August, 2015

By Order of the Board
For RTS Power Corporation Limited
J. Biswas
Company Secretary

IMPORTANT COMMUNICATION TO MEMBERS
<p>The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies and has issued Circulars stating that service of Notice / documents including Annual Report can be sent by e-mail to its Members. To support this Green Initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold Shares in physical form are also requested to register their email addresses with the Company's Registrar & Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata - 700001, E Mail ID: nichetechpl@nichetechpl.com</p>

Route Map to Venue of AGM



Full Address :
 Lindsay Hotel, 8A & 8B, Lindsay Street
 Kolkata - 700 087
 Landmark : Opposite to New Market, Kolkata)

-----Tear Here-----

RTS POWER CORPORATION LIMITED

Registered Office : 56 Netaji Subhas Road, 2nd Floor, Kolkata - 700001
 Phone : (033) 2242-6025/6054, Fax : (033) 2242-6732
 E-mail ID : headoffice@rtspower.com, Website : www.rtspower.com
 CIN : L17232WB1947PLC016105

ATTENDANCE SLIP

67th Annual General Meeting - 29th September, 2015

Serial No		Client Id No/DP Id No	
Folio No		No of Shares	
Name		E Mail Id	
Address			

I hereby record my presence at the Sixty Seventh Annual General Meeting of the Members of RTS Power Corporation Limited held on Tuesday, 29th September, 2015 at 10.00 A.M at Hotel Lindsay, 8B Lindsay Street , Kolkata 700087

.....
Name of Proxy (in Block Letters)

.....
Member's/Proxy's Signature

Notes:

1. Members/Proxy holders are requested to bring this Slip with them when they come to the Meeting and hand it over at the entrance of the Meeting Hall duly signed.
2. Please bring your copy of the Annual Report at the Meeting

RTS POWER CORPORATION LIMITED

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

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

E-mail ID : headoffice@rtspower.com, Website : www.rtspower.com

CIN : L17232WB1947PLC016105

PROXY FORM

67th Annual General Meeting - 29th September, 2015

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)
Registered Address
E Mail Id
Folio No / Client Id No
DPID

I/We, being the Member(s) of.....Shares of the above named Company, hereby appoint

- Name : _____ Signature : or failing him;
Address : _____
E Mail Id : _____
- Name : _____ Signature : or failing him;
Address : _____
E Mail Id : _____
- Name : _____ Signature :
Address : _____
E Mail Id : _____

as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Sixty Seventh Annual General Meeting of the Company to be held on Tuesday, the 29th day of September, 2015 at 10.00 A.M at Hotel Lindsay, 8 B Lindsay Street, Kolkata-700087 and at any adjournment thereof in respect of such Resolutions as are indicated below :

Resolution No	Resolution Proposed	Please tick (✓)
1	Consideration and adoption of the audited Financial Statements of the Company, the Reports of the Board of Directors and Auditors thereon and the audited Consolidated Financial Statements of the Company and the Report of the Auditors thereon for the Financial Year ended March 31, 2015.	
2	Appointment of Sri Ram Lal Saini as a Director of the Company who retires by rotation	
3	Ratification of re-appointment of M/s. A.C.Bhuteria & Co as statutory Auditors and fixation of their remuneration	
4	Re-appointment of Sri Abhay Bhutoria as the Managing Director of the Company	
5	Ratification of re-appointment of M/s Jain Shirmal & Co as Branch Auditors of the Company and fixation of their remuneration	
6	Ratification of remuneration payable to M/s K G Goyal & Associates as Cost Auditors of the Company for the Financial Year ended March 31, 2016	

Signed this day of 2015

Signature of Shareholder :

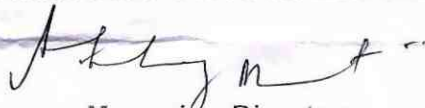

Signature of Proxy holder(s) :

Affix Revenue Stamp

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1	Name of the Company.	RTS POWER CORPORATION LIMITED
2	Annual Financial Statements for the year Ended 31st March	Annual Financial Statements for the Year Ended 31 st March 2015
3	Type of Audit observation Un-qualified / Matter of Emphasis	Un-qualified
4	Frequency of observation	Whether appeared first time...../ repetitive...../ since how long period
5	To be signed by- <input checked="" type="checkbox"/> Managing Director <input type="checkbox"/> CFO <input type="checkbox"/> Auditor of the Company <input type="checkbox"/> Audit Committee Chairman	RTS POWER CORPORATION LIMITED  Managing Director RTS POWER CORPORATION LIMITED  Chief Financial Officer  ✓  KCLKATA Chartered Accountants RTS POWER CORPORATION LIMITED  Audit Committee Chairman