



RTS Power Corporation Limited

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

(P): +91 33 2242 6025 / 98310 39925 / 98300 09827 (F) +91 33 22426732, (E) kolkata@rtspower.com

Works : Kolkata – Jala Dhulagori, Sankrail, Howrah-711302, (P) +91 98300 70074 (E) dhulagori@rtspower.com

Jaipur - C-174, Road No.9J, V.K.I. Area, Chomu Road, Jaipur-302013, (P) +91 141 2330405, (F) +91 141 2330315

Agra - Near 14 KM Mile Stone, Mathura Road, P.O. Artoni, Agra-282007, (P) +91 562 2641431, (E) rtsagra5@gmail.com

CIN : L17232WB1947PLC016105, Website : www.rtspower.com

02.10.2019

To,
The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jheejheebay Towers
Dalal Street, Fort
Mumbai- 400001

Sub: Annual Report pursuant to Regulation 34 of

the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

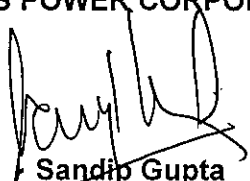
Dear Sir,

Please find attached a copy of the Notice and Annual Report for the Financial Year 2018-2019 pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, duly approved and adopted by the Members as per the provisions of the Companies Act, 2013 in the Annual General Meeting of the Company held on 30th September, 2019.

Thanking you

Yours faithfully

For RTS POWER CORPORATION LIMITED


Sandip Gupta
Company Secretary
ACS 5447

Enclosure: As said above

RTS POWER CORPORATION LIMITED

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

Phone : (033) 2242-6025 9831039925 Fax : (033) 2242-6732

E Mail Id : headoffice@rtspower.com

CIN : L17232WB1947PLC016105 • Website : www.rtspower.com

**(Annexure to the Notice for the 71st Annual General Meeting of the Company
to be held on Monday, September 30, 2019)**

Serial No	
Name & Registered Address of Sole/First named Member	
Joint Holders Name (If any)	
Folio No. / DP ID & Client ID	
No. of Equity Shares Held	

Dear Shareholder,

Subject: Process and manner for availing of E-voting facility

Pursuant to the 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote E-voting facility to the Members to exercise their right to vote on all Resolutions proposed to be considered at the 71st Annual General Meeting (AGM) to be held at Bharatiya Bhasha Parishad , 36A, Shakespeare Sarani, Kolkata -700017 on Monday, September 30, 2019 at 10.00 A.M and at any adjournment thereof 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). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The Notice of the AGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form and the Annual Report can be downloaded from the link <https://www.evotingindia.com> and at the Company's Website <https://www.rtspower.com>.

The Electronic Voting Particulars are set out below:

EVS (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
190809006		

The E-voting facility will be available during the following voting period:

Remote e-Voting Starts On	Remote e-Voting Ends On
Friday, September 27, 2019 from 9:00 A.M. (IST)	Sunday, September 29, 2019 till 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of AGM before exercising your vote.

By Order of the Board
For RTS Power Corporation Limited
Rajendra Bhutoria
Whole-time Director
DIN 00013637

Place: Kolkata

Date: August 13, 2019

Encl : AGM Notice/ Route Map /Attendance Slip/ Proxy Form/Annual Report

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NOTICE OF THE 71ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy First Annual General Meeting of Shareholders of the Company will be held at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700017 on Monday, September 30, 2019 at 10.00 A.M to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statements of the Company for the Financial Year ended March 31, 2019, the Reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Smt Rachna Bhutoria (DIN 00977628), who retires by rotation at this Annual General Meeting, and being eligible, has offered herself for re-appointment.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018, consent of Members of the Company be and is hereby accorded to Shri Sardul Singh Jain(DIN 00013732), Independent Director of the Company, to continue to hold his term of office, notwithstanding that he has attained the age of 75 years".

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

4. To appoint Shri Sardul Singh Jain (DIN: 00013732) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Shri Sardul Singh Jain (DIN 00013732), who was appointed as an Independent Director at the Sixty Sixth Annual General Meeting of the Company and who holds office up to conclusion of this ensuing Annual General Meeting and who being eligible for re-appointment as an Independent Director and who has given his consent along with the declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a further term of five years from the conclusion of this Annual General Meeting upto the conclusion of the 76th Annual General Meeting of the Company to be held in 2024."

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

5. To appoint Shri Alok Kumar Banthia (DIN : 00528159) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution** :

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Shri Alok Kumar Banthia (DIN 00528159), who was appointed as an Independent Director at the Sixty Sixth Annual General Meeting of the Company and who holds office up to conclusion of this ensuing Annual General Meeting and who being eligible for re-appointment as an Independent Director and who has given his consent along with the declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a further term of five years from the conclusion of this Annual General Meeting upto the conclusion of the 76th Annual General Meeting of the Company to be held in 2024.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

6. To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2020 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 GST, 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, 2020 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.”

7. To alter the Objects Clause of the Memorandum of Association of the Company and to consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and all other applicable provisions thereof (including any statutory amendments, modifications, substitutions and re-enactment thereof for the time being in force), the Memorandum of Association of the Company be altered by inserting the following sub-clause (j) in Clause 3(ii) of the Objects clause of the Memorandum of Association of the Company:

“(j) To carry on in India or elsewhere any business of manufacturing, assembling, exporting, importing, repairing, buying, selling, hiring, drawing, distribution or otherwise dealing in all types of wires and wire products, strips, galvanized or non-galvanized and other downstream products whether made of iron, steel, metal (ferrous or non-ferrous), plastics or plastic compounds or any other material, whether such wires are galvanized or non-galvanized, coated, barbed, twisted or treated in any other manner, for use in industry, household or otherwise.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized on behalf of the Company to sign and file necessary forms with the Registrar of Companies, West Bengal and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid Resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the Members of the Company.”

**By Order of the Board
For RTS Power Corporation Limited**

Registered Office:
56 Netaji Subhas Road
Kolkata - 700001
Dated : August 13, 2019

Rajendra Bhutoria
Whole-time Director
DIN 00013637

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.**

Members are requested to note that 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.

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 Proxy Form is annexed to the Notice of the Annual General Meeting.

Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by certified copy of Board Resolution/authority as applicable, issued on behalf of the nominating organisation.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the Special Business under Item Nos 3 to 7 is annexed hereto.
3. A Route Map giving directions to reach the venue of the Seventy First AGM of the Company is given at the end of the Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019, both days inclusive.
5. The relevant details of the Directors seeking re-appointment /appointment under Item Nos 3 to 5 pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, forms an integral part of the Notice and are annexed hereto.
6. The Notice of the Meeting will also be available on the Company's Website www.rtspower.com and the Website of CDSL www.evoting.cdsl.com.
7. Shri Sandip Gupta, Company Secretary is the Compliance Officer in terms of Regulation 6 of the Listing Regulations. Members may communicate with the Compliance Officer in relation to any query pertaining to their shareholdings.
8. Pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Company at its 69th Annual General Meeting held on September 11, 2017 had appointed M/s. Lodha & Co, Chartered Accountants (FRN 301051E) as the Statutory Auditors of the Company for a period of five consecutive years, i.e. till the conclusion of 74th Annual General Meeting, subject to ratification at every Annual General Meeting in between.

The Ministry of Corporate Affairs (MCA) vide Notification No. S.O. 1833(E) effective from May 7, 2018 and pursuant to Companies (Amendment) Act, 2017 has dispensed the requirement of ratification of appointment of statutory Auditors by the Members of the Company at every Annual General Meeting.

In view of the above, the Resolution relating to ratification of appointment of statutory Auditors does not form a part of this Notice and has not been placed before the Members at this Annual General Meeting.

9. Transfer to Investor Education and Protection Fund:

(a) Transfer of unclaimed dividend

Pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), (including any statutory modification(s)/ re-enactment(s)/amendment(s) thereof, for the time being in force), the dividend which remains unclaimed/unpaid for a period of seven (7) years from the date of transfer to the Unpaid Dividend Account of the Company, is required to be transferred to the Investor Education and Protection Fund Authority ('IEPF') established by the Central Government.

Members who had not encashed their Dividend Warrants in respect of the Company's Final Dividend 2010-2011 were requested to send their claims to the Company immediately along with un-encashed Dividend Warrants lying with them. It was also pointed out that once the Unclaimed Dividend is transferred to the IEPF as above, claim thereof should be made to IEPF Authorities. Subsequent reminders were issued to the concerned Shareholders in this respect.

Accordingly, after considering the applications received from the concerned Shareholders who had applied for encashment of their Dividend, an amount of Rs 14,512/- which remained unpaid or unclaimed, towards Final Dividend 2010-11, was transferred to the IEPF Authority in the Financial Year 2018-19.

(b) Transfer of Shares to IEPF

Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all the Shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the designated Demat Account of the IEPF Authority, as notified by the Ministry of Corporate Affairs, within a period of thirty days of such Shares becoming due to be transferred to the IEPF Account.

The Company had sent individual notice to all the Members, whose Shares were due to be transferred to the IEPF Authority and had also published newspaper advertisement seeking action from the Members who have not claimed their Dividend for seven consecutive years or more.

Accordingly, the Company has transferred 2,697 Equity Shares of Face Value of Rs 10/- each to the Demat account of the IEPF Authority during Financial Year 2018-19. The details of such Dividends/Shares transferred to IEPF are uploaded on the Company's Corporate Website www.rtspower.com.

(c) Claim from IEPF Authority

The voting rights in respect of the above Equity Shares are frozen until the rightful owner claims the Equity Shares. All corporate benefits on such Shares in the nature of Bonus Shares, Split of Shares, Rights etc. shall be credited to 'Unclaimed Suspense Account', as applicable for a period of 7 years and thereafter be transferred in line with the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with Section 124(5) and Section 124(6) of the Companies Act, 2013.

Members/Claimants whose Shares, unclaimed Dividend etc. have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the Shares or apply for refund of all corporate benefits accruing on such Shares by making an application to the IEPF Authority in e-Form IEPF- 5 (available on the Website www.iepf.gov.in) along with requisite fee and documents, duly signed by all the joint Shareholders recorded with Company and as decided by the IEPF Authority from time to time. The Member/Claimants can file only

one consolidated claim in Financial Year as per the IEPF Rules. No claim shall lie against the Company in respect of the Dividend/Shares so transferred. The Rules and Form IEPF-5, as prescribed, for claiming back the Shares, are available on the Website of the IEPF, i.e., on www.iepf.gov.in.

(d) Details of unclaimed dividend on the Website

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 28, 2018 (the date of the last Annual General Meeting) on the Website of the Company www.rtspower.com under Investor Relations and also on the Website of Investor Education and Protection Fund at www.iepf.gov.in.

As of today, the Company has transferred all the Unclaimed Dividend and Shares to IEPF Authority as per Rules prescribed.

10. Nomination Facility

As per the provisions of Section 72 of the Act, the facility for making/varying/cancelling nominations is available to Members in respect of Shares held by them. Members holding Shares in single name and who have not registered their nomination are requested to register the same by submitting Form SH-13.

If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form SH-14 prescribed under the Companies(Share Capital and Debentures) Rules, 2014 for the purpose.

These 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 and can be downloaded from the Company's Website www.rtspower.com under the "Investor Relations" Section.

Members holding Shares in physical form are requested to submit the nomination Form to the Company's Registrar & Share Transfer Agent - M/s. Niche Technologies Pvt. Ltd., 7th Floor, Room No 7A & 7B, 3A Auckland Road, Kolkata-700017(RTA). Members holding Shares in electronic/dematerialised form may submit the nomination form to their respective Depository Participants.

11. General Instructions /Information for Members for voting on the Resolutions:

- (i) The voting rights of Members /Shareholders (for voting through remote e-voting or by Ballot Paper at the AGM) shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on Monday, September 23, 2019 ("Cut - Off Date"). A person who is not a Member as on Cut-Off Date should treat this Notice for information purpose only.**
- (ii) The Shareholders shall have one vote per Equity Share held by them, as on the Cut-Off Date of Monday, September 23, 2019. The facility of e-voting would be provided once for every Folio/Client Id, irrespective of the number of joint holders.**
- (iii) The Notice will be sent to the Members, whose names appear in the Company's Register of Members/Beneficial Owners Position List provided by the Depositories as at closing hours of business, on Friday, August 16, 2019.**
- (iv) 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 available at the venue. Members who hold Shares in dematerialized form are requested to indicate without fail their DP ID and Client ID Numbers on the Attendance Slip.**
- (v) 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.

- (vi) 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.
- (vii) **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/ Aadhar 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 dematerialized form**, then this information should be passed on to the respective Depository Participants and **not to the Share Department of the Company / RTA**.
- (viii) In case the mailing address mentioned on the envelope of this Annual Report sent over Post 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.
- (ix) Electronic copy of the Annual Report for Financial Year 2018-2019 is being sent by electronic mode to all the Members whose email addresses are registered with the **RTA/Depository Participant(s)** for communication purposes, unless any Member has requested for a hard copy of the same.
- (x) For Members who have not registered their email address, physical copies of the Annual Report for Financial Year 2018- 2019 are being sent in the permitted mode.
- (xi) Electronic copy of the Notice of the 71st 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 addresses are registered with the **RTA/Depository Participant(s)** for communication purposes, unless any Member has requested for a hard copy of the same.
- (xii) For Members who have not registered their email address, physical copies of the Notice of the 71st 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.
- (xiii) Members may also note that the Notice of the 71st Annual General Meeting and the Annual Report for Financial Year 2018-19 will also be available on the Company's Corporate Website www.rtspower.com under the Section 'Investors Relations' for their download.
- (xiv) 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.
- (xv) 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.
- (xvi) For any communication, the Members may also send request at the Company's Investor email id: headoffice@rtspower.com.
- (xvii) Investors who became Members of the Company subsequent to the dispatch of the Notice/E-mail and hold the Shares on the Cut-off Date i.e. Monday, September 23, 2019 are requested to send written/email communication to the Company at headoffice@rtspower.com mentioning their Folio No./DP ID and Client ID to obtain the Login-ID and Password for e-voting.

(xviii) **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.**

12. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, **transfer of Shares of the Company shall not be processed unless the Shares are held in the dematerialized form with a depository.** Accordingly, Shareholders holding Equity Shares in physical form are urged to have their Shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.
13. The Securities and Exchange Board of India (SEBI), has also mandated the submission of Permanent Account Number (PAN) and Bank Account details by every participant in the securities market. Members holding Shares in **electronic form** are requested to submit their PAN and Bank Account details to their respective Depository Participants. Members holding Shares in **physical form** are requested to submit their PAN and Bank Account details to the Company's Register and Share Transfer Agent.

Intimation and subsequent reminders for submission of form with requisite documents in support of it within the scheduled time have been sent to all such Shareholders whose PAN and Bank Account details are missing.

14. Statutory Registers and relevant documents referred to in the Notice and the Explanatory Statement shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 A.M. and 1.00 P.M. upto the date of the Annual General Meeting and at the Meeting.
15. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
16. **Process and manner for Members opting to vote through Voting through Electronic Means**

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members the facility to exercise their right to vote on all Resolutions proposed to be considered at the forthcoming Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting of 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 already 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 Friday, September 27, 2019 (9.00A.M) and ends on Sunday, September 29, 2019 (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. Friday, September 23, 2019** may cast their vote electronically. The remote e-voting shall not be allowed beyond the said date and time. 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 their 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your Demat Account with the depository or in the company records for your folio. <ul style="list-style-type: none"> • 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.

17. General Guidelines for Members

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 Saturday, September 28, 2019 upto 5 P.M. without which the vote shall not be treated as valid.

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 or contact them at 1800 200 5533.

Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. i-phone and Windows phone users can download the app from the App Store and the Windows Phone Store. Please

follow the instructions as prompted by the mobile app while voting on your mobile.

Any query relating to the e-Voting and Resolutions proposed to be passed at the ensuing Annual General Meeting (AGM) may be addressed to Shri 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, 9831039925.

18. Scrutinizer & Results

The Board of Directors of the Company has appointed Shri 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 at AGM, in a fair and transparent manner.

The Chairman shall at the end of discussion on all the Resolutions on which voting is to be held, allow voting at the Annual General Meeting, with the assistance of the Scrutinizer, by use of ballot or polling paper or by using an electronic voting system for all those Members who are present at the Meeting, but have not cast their vote by availing the remote E-voting facility.

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.

The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and make, not later than forty eight hours from the conclusion of the AGM, a consolidated Scrutinizer's 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.

The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The result declared, along with the Scrutinizer's Report, shall be placed on the Company's Corporate website, www.rtspower.com and on the website of CDSL, www.evotingindia.com, immediately after their declaration, and communicated to the Stock Exchange where the Company's Shares are listed, viz. BSE Limited.

Subject to receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the Annual General Meeting i.e. Monday, September 30, 2019.

BRIEF PROFILE OF DIRECTOR PROPOSED TO BE RE-APPOINTED BY ROTATION AT THE ANNUAL GENERAL MEETING AS REQUIRED TO BE DISCLOSED UNDER REGULATIONS 36(3) & 26 OF LISTING REGULATIONS AND CLAUSE 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS SS-2 :

Name of the Director	Smt Rachna Bhutoria
DIN	00977628
Date of Birth	November 18, 1966
Age	52 years
Date of First Appointment	February 14, 2014
Qualifications	B. Com. (Hons)
Professional Membership	NIL
Nature of her expertise in specific functional area	She has expertise in finance, board service and governance and in crafting business strategies. Her long experience in the group Company will be beneficial for this Company
Experience	5 years as Director of this Company
Terms and conditions of appointment/ re-appointment	Non-Executive Woman Director belonging to Promoter Group , re-appointed by rotation
Details of remuneration drawn last year (Financial Year)	NIL
Number of Board Meetings attended by her during the calendar year 2018	9
Relationship with other Directors and KMPs	Smt Rachna Bhutoria, Director of the Company is the wife of Late Surendra Bhutoria, brother of Shri Abhay Bhutoria , Managing Director and cousin of Shri Rajendra Bhutoria, Whole-time Director
Names of other listed entities in which she holds Directorships of the Board	NIL
Name of the other unlisted entities in which she holds Directorship of Boards	Ladnun Agricultural Farms Private Limited Bhutoria Investments Private Limited
Name of the Chairmanship/Membership of Committee in the Company	Member of Nomination and Remuneration Committee
Names of the other listed entities in which she holds Chairmanship/Membership of Committee of Boards	NIL
Names of the other unlisted entities in which she holds Chairmanship/ Membership of Committee of Boards	NIL
No of Shares held in the Company	38,800

BRIEF PROFILE OF DIRECTOR PROPOSED TO BE RE-APPOINTED AS INDEPENDENT DIRECTOR AT THE ANNUAL GENERAL MEETING AS REQUIRED TO BE DISCLOSED UNDER REGULATIONS 36(3) & 26 OF LISTING REGULATIONS AND CLAUSE 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS SS-2 :

Name of the Director	Shri Sardul Singh Jain
DIN	00013732
Date of Birth	February 16, 1935
Age	84 years
Date of First Appointment	February 20, 1985
Qualifications	B. Com., LLB
Professional Membership	NIL
Nature of his expertise in specific functional area	He is a B. Com. and LLB and is on the Company's Board for a period of about 34 years. He has vast professional expertise in finance, taxation, legal and management for last five and half decades and is Member of the Board of various Companies within and outside the Group in his professional capacity.
Experience	34 years as Director of this Company
Terms and Conditions of appointment/ Re-appointment	Non-Executive Independent Director, Chairman of the Company, re-appointed for a further term of five years from the date of this Annual General Meeting
Details of remuneration drawn last year (Financial Year)	NIL
Number of Board Meetings attended by him during the calendar year 2018	12
Relationship with other Directors and KMPs	NIL
Names of other listed entities in which he holds Directorships of the Board	Omni Holdings Limited Alliance Udyog Limited Alfred Herbert (India) Limited EITA India Limited
Name of the other unlisted entities in which he holds Directorship of Boards	Alfred Herbert Limited Lodha Capital Markets Limited Alliance Mills South Private Limited Sungrace Finvest Private Limited Parakh Projects Private Limited Annapurna Savings & Finance Private Limited Jalan Chemical Industries Private Limited Baroda Agents And Trading Company Private Limited Gwalior Webbing Company Private Limited
Name of the Chairmanship/Membership of Committee in the Company	Chairman of Audit Committee Chairman of Stakeholders Relationship Committee Member of Nomination and Remuneration Committee



Names of the other listed entities in which he holds Chairmanship/Membership of Committee of Boards	Chairman of Audit Committee EITA INDIA LIMITED Member of Nomination and Remuneration Committee EITA INDIA LIMITED Chairman of Audit Committee ALFRED HERBERT (INDIA) LIMITED Chairman of Stakeholders Relationship Committee ALFRED HERBERT (INDIA) LIMITED Member of Audit Committee of ALLIANCE UDYOG LIMITED Member of Stakeholders Relationship Committee of ALLIANCE UDYOG LIMITED Member of Nomination and Remuneration Committee of ALLIANCE UDYOG LIMITED Member of Audit Committee OMNI HOLDINGS LIMITED Member of Stakeholders Relationship Committee of OMNI HOLDINGS LIMITED Member of Nomination and Remuneration Committee of OMNI HOLDINGS LIMITED
Names of the other unlisted entities in which he holds Chairmanship/ Membership of Committee of Boards	NIL
No of Shares held in the Company	NIL

BRIEF PROFILE OF DIRECTOR PROPOSED TO BE RE-APPOINTED AS INDEPENDENT DIRECTOR AT THE ANNUAL GENERAL MEETING AS REQUIRED TO BE DISCLOSED UNDER REGULATIONS 36(3) & 26 OF LISTING REGULATIONS AND CLAUSE 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS SS-2:

Name of the Director	Shri Alok Kumar Banthia
DIN	00528159
Date of Birth	September 02, 1958
Age	61 years
Date of First Appointment	August 14, 2014
Qualifications	B. Com., LLB
Professional Membership	NIL
Nature of his expertise in specific functional area	He has expertise in finance, accounts, running of an enterprise, preparing business strategies and understanding of large corporates
Experience	5 years as Director of this Company
Terms and conditions of appointment/re-appointment	Non-Executive Independent Director of the Company, re-appointed for a further term of five years from the date of this Annual General Meeting
Details of remuneration drawn last year (Financial Year)	NIL
Number of Board Meetings attended by him during the calendar year 2018	12
Relationship with other Directors and KMPs	NIL
Names of other listed entities in which he holds Directorships of the Board	NIL
Name of the other unlisted entities in which he holds Directorship of Boards	BHURAMAL RATAN KUMAR TEXTILE PRIVATE LIMITED
Name of the Chairmanship/Membership of Committee in the Company	Member of Audit Committee Chairman of Nomination and Remuneration Committee Member of Stakeholders Relationship Committee
Names of the other listed entities in which he holds Chairmanship/Membership of Committee of Boards	NIL
Names of the other unlisted entities in which he holds Chairmanship/Membership of Committee of Boards	NIL
No of Shares held in the Company	NIL

Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Items of Special Business set out in the Notice convening the Seventy First Annual General Meeting**Item No 3**

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on June 7, 2018 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a Non-executive Director who has attained the age of seventy five years , unless a Special Resolution is passed to that effect.

Shri Sardul Singh Jain (DIN 00013732) , who was appointed as an Independent Director of the Company at the 66th Annual General Meeting of the Company held on September 29, 2014 for a period of five years by way of Ordinary Resolution, has attained the age of 75 years.

Shri Sardul Singh Jain (DIN 00013732) is a B.Com. and LLB and is on the Company's Board for a period of 34 years. He has vast professional expertise in finance, taxation, legal and management for last five and half decades.

The above mentioned Independent Director is an expert in his field and his experience and valuable guidance is beneficial to the Company.

The Board , based on the recommendation of Nomination and Remuneration Committee and considering benefits of the expertise of the aforesaid Independent Director, has recommended the Resolution for approval of Shareholders by way of Special Resolution.

Except the above Director, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this Resolution.

Item No 4

Shri Sardul Singh Jain (DIN 00013732) is currently an Independent Director of the Company and Chairman of the Company as well as the Chairman of Audit Committee and Stakeholders Relationship Committee of the Company.

Shri Sardul Singh Jain was appointed as an Independent Director of the Company by the Members at the 66th Annual General Meeting of the Company held on September 30, 2014 to hold office till the conclusion of the Annual General Meeting in 2019 and is eligible for re-appointment for a second term on the Board of the Company as an Independent Director.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors propose the re-appointment of Shri Sardul Singh Jain (DIN 00013732) as Independent Director, for a second term of five years from this Annual General Meeting to the conclusion of the 76th Annual General Meeting of the Company, not liable to retire by rotation, subject to the approval of the Members by a Special Resolution.

The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

Based on the performance evaluation of the Independent Director and as per the recommendation of Nomination and Remuneration Committee, given his background, experience and contribution, the Board is of the opinion that continued association of Shri Sardul Singh Jain would be of immense benefit to the Company and it is therefore desirable to continue to avail his services as an Independent Director.

The Company has received a declaration from Shri Sardul Singh Jain confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Shri Sardul Singh Jain has also confirmed that

he is not debarred from holding the office of the Director by virtue any SEBI Order or any such Authority pursuant to Circular dated June 20, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by Listed Companies. Further, Shri Sardul Singh Jain is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In the opinion of the Board, Shri Sardul Singh Jain fulfils the conditions specified in the Act and the Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management of the Company.

A copy of the draft letter for re-appointment of the Independent Director setting out the terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Shri Sardul Singh Jain (DIN 00013732) is a B.Com. and LLB and is on the Company's Board for a period of 34 years. He has vast professional expertise in finance, taxation, legal and management for last five and half decades.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Shri Sardul Singh Jain as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution set out in Item No. 4 of the accompanying Notice for approval of the Members.

Except Shri Sardul Singh Jain, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of the accompanying Notice. Shri Sardul Singh Jain is not related to any other Director or KMP of the Company.

Item No 5

Shri Alok Kumar Banthia (DIN 00528159) is currently an Independent Director of the Company as well as the Chairman of the Nomination and Remuneration Committee of the Company.

Shri Alok Kumar Banthia was appointed as an Independent Director of the Company by the Members at the 66th Annual General Meeting of the Company held on September 30, 2014 to hold office till the conclusion of the Annual General Meeting in 2019 and is eligible for re-appointment for a second term on the Board of the Company as an Independent Director.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors propose the re-appointment of Shri Alok Kumar Banthia (DIN 00528159) as Independent Director, for a second term of five years from this Annual General Meeting to the conclusion of the 76th Annual General Meeting of the Company, not liable to retire by rotation, subject to the approval of the Members by a Special Resolution.

The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

Based on the performance evaluation of the Independent Director and as per the recommendation of Nomination and Remuneration Committee, given his background, experience and contribution, the Board is of the opinion that continued association of Shri Alok Kumar Banthia would be of immense benefit to the Company and it is therefore desirable to continue to avail his services as an Independent Director.

The Company has received a declaration from Shri Alok Kumar Banthia confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and

Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Shri Alok Kumar Banthia has also confirmed that he is not debarred from holding the office of the Director by virtue any SEBI Order or any such Authority pursuant to Circular dated June 20, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by Listed Companies. Further Shri Alok Kumar Banthia is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In the opinion of the Board, Shri Alok Kumar Banthia fulfils the conditions specified in the Act and the Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management of the Company. A copy of the draft letter for re-appointment of the Independent Director setting out the terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Shri Alok Kumar Banthia (DIN 00528159) is a B.Com. and LLB and is on the Company's Board for a period of about 5 years. He has expertise in finance, accounts, running of an enterprise, preparing business strategies and understanding of large corporates.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Shri Alok Kumar Banthia as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution set out in Item No. 5 of the accompanying Notice for approval of the Members.

Except Shri Alok Kumar Banthia, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of the accompanying Notice. Shri Alok Kumar Banthia is not related to any other Director or KMP of the Company.

Item No 6

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a Cost Accountant.

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, 2020.

M/s K.G. Goyal & Associates, Cost Accountants, have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

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 Shareholders is sought for by way of 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 GST, if any, payable to the Cost Auditors for the Financial Year ending March 31, 2020, 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.

Item No. 7

Your Company proposes to engage in the business of manufacturing and selling of all types of wires, wire products and strips, whether galvanized or non-galvanized, and other downstream products. The Board of Directors of your Company proposes to expand its business to exploit the available opportunity in the said industry so as to enhance/create value/wealth for the Company and in the hands of its Shareholders.

To enable your Company to undertake such business, the Board of Directors of your Company at the Meeting held on August 13, 2019 has proposed to alter the Objects Clause in the Memorandum of Association of the Company to include therein an enabling object for carrying on such business.

In terms of Section 13 of the Companies Act, 2013, a Company may, by a Special Resolution under Item No 7, alter the Objects Clause in its Memorandum of Association. Therefore, the Board of Directors of your Company recommends the aforesaid Resolution for your consideration and approval.

Pursuant to the provisions of Section 4, 13, 110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Objects Clause of the Memorandum of Association of the Company requires the approval of the Members by means of a Special Resolution in the Annual General Meeting.

Copy of the existing Memorandum of Association, copy indicating the proposed amendments and other allied documents, if any, being referred in this Resolution would be available for inspection by the Members, free of cost, at the Registered Office of the Company during 11.00 A.M. to 1.00 P.M. on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot/e-voting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said Resolution except to the extent of their shareholding, if any.

The Board recommends the Resolution under Item No.7 for approval of the members as a Special Resolution.

**By Order of the Board
For RTS Power Corporation Limited**

Registered Office:
56 Netaji Subhas Road
Kolkata - 700001
Dated : August 13, 2019

**Rajendra Bhutoria
Whole-time Director
DIN 00013637**

IMPORTANT COMMUNICATION TO MEMBERS

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., 7th Floor, Room No 7A & 7B ,3A Auckland Road ,Kolkata- 700017, E Mail id: nichetechpl@nichetechpl.com

Route Map to Venue of AGM



Full Address :

BHARATIYA BHASHA PARISHAD

36A, Shakespeare Sarani, Kolkata-700017

Phone : (033) 2287 9962, 2290 0977

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

RTS POWER CORPORATION LIMITED

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

Phone : (033) 2242-6025, 98310 39925, Fax : (033) 2242-6732

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

CIN : L17232WB1947PLC016105

ATTENDANCE SLIP

SEVENTY FIRST ANNUAL GENERAL MEETING - SEPTEMBER 30, 2019

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 Seventy First Annual General Meeting of the Members of RTS Power Corporation Limited held on Monday, September 30, 2019 at 10.00 A.M. at Bharatiya Bhasha Parishad , 36A, Shakespeare Sarani, Kolkata -700017.

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

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

Notes:

- 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.
- 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, 98310 39925, Fax : (033) 2242-6732

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

CIN : L17232WB1947PLC016105

PROXY FORM**71st Annual General Meeting September 30, 2019****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) holding.....Shares of the above named Company, hereby appoint

1. Name :

Address :

E Mail Id :

Signature : or failing him/her;

2. Name :

Address :

E Mail Id :

Signature : or failing him/her;

3. Name :

Address :

E Mail Id :

Signature :

as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Seventy First Annual General Meeting of the Company to be held on Monday, September 30, 2019 at 10.00 A.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700017 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No	Resolution Proposed	Please tick (✓)
1	ORDINARY RESOLUTION - Consideration and adoption of the audited Financial Statements of the Company, the Reports of the Board of Directors and Auditors thereon for the Financial Year ended March 31, 2019.	
2	ORDINARY RESOLUTION - Appointment of Smt Rachna Bhutoria (DIN 00977628) as a Director of the Company who retires by rotation and being eligible offers herself for appointment.	
3	SPECIAL RESOLUTION - Consent of the Members for approving holding of office of Shri Sardul Singh Jain (DIN 00013732) as an Independent Director of the Company, beyond the age of 75 years.	
4	SPECIAL RESOLUTION - Re-appointment of Shri Sardul Singh Jain (DIN 00013732) as an Independent Director of the Company for a further period of 5 (five years)	
5	SPECIAL RESOLUTION - Re-appointment of Shri Alok Kumar Banthia (DIN 00528159) as an Independent Director of the Company for a further period of 5 (five years)	
6	ORDINARY RESOLUTION - Ratification of remuneration payable to M/s K G Goyal & Associates as Cost Auditors of the Company for the Financial Year ending on March 31, 2020	
7	SPECIAL RESOLUTION - Alteration of the Objects Clause of the Company	

Signed this day of 2019

Signature of Shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

Note: (i) 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.

(ii) A Shareholder may vote either for or against each Resolution as mentioned hereinabove



RTS Power Corporation Ltd.
71ST ANNUAL REPORT 2018-19

Mortal in Life - immortal in memory



Late Surendra Bhutoria (1961-1995)

CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri Sardul Singh Jain
Shri Rajendra Bhutoria
Shri Abhay Bhutoria
Smt Rachna Bhutoria
Shri Ram Lal Saini
Shri Alok Kumar Banthia

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

Company SECRETARY

Shri Sandip Gupta

AUDITORS

Lodha & Co.
Chartered Accountants
14, Government Place (East)
Kolkata - 700 069

BANKERS

State Bank of India
ICICI Bank Limited
Bank of Baroda
Canara Bank
Oriental Bank of Commerce

REGISTERED OFFICE

56, Netaji Subhas Road (2nd Floor)
Kolkata - 700 001
Phone : (033) 2242-6025, 98310 39925,
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

7th Floor, Room, No. 7A & 7B, 3A, Auckland Rd, Kolkata -700017
Phone : +91 (033) 2280-6616/17/18, Fax : +91 (033) 2280-6619
E Mail : nichetechpl@nichetechpl.com, Website : www.nichetechpl.com

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Directors' Report

Dear Shareholders,

Your Directors have pleasure in presenting the 71st Annual Report on the business and operations of your Company together with the audited Financial Statements for the year ended March 31, 2019:

Financial Results and State of Affairs

(Rs in Lakhs)

	Financial Year ended March 31,2019	Financial Year ended March 31,2018
Revenue from Operations	25,171.72	21,318.17
Other Income	734.67	207.10
Profit Before Depreciation, Finance Costs, Exceptional items and Tax Expenses	2432.62	1635.29
Less : Depreciation/Amortization/Impairment	213.11	202.73
Profit Before Finance Costs, Exceptional items and Tax Expenses	2219.51	1432.56
Less: Finance Costs	1422.72	856.01
Profit before Exceptional Items and Tax Expenses	796.79	576.55
Add/Less Exceptional Items	0	0
Profit Before Tax Expense	796.79	576.55
Less: Tax Expenses		
Current Tax	258.00	185.35
Add: Deferred Tax Charge/Credit	-11.49	-27.02
Profit for the year	550.28	418.22
Other Comprehensive Income (Net of Tax)	9.08	49.87
Total	559.36	468.09

Material Changes and commitments, if any, affecting financial position of the Company from the end of the Financial Year and till the date of this Report

No material changes and commitments affecting the financial position of your Company occurred between the end of the Financial Year of your Company to which the Financial Statements relate and the date of this Report.

Further, it is confirmed that there has been no change in the nature of business of your Company.

Dividend

The Board of Directors has proposed to retain the entire amount of Profit of Rs 5.59 Crores for expansion and further growth of your Company and, therefore, has not recommended payment of any Dividend.

Company's Performance

Your Company is once again pleased to present an improved operational performance in the present year over the previous Financial Year. Net Revenue from Operations for the year was Rs 252 crores as compared to Rs 213 crores in the previous year resulting in an increase of 18.30 %. Profit Before Tax also saw an increase of 38.37 % to Rs 7.97 crores as against Rs 5.76 crores in the previous year. Correspondingly, the carried forward profit also increased by 19.44 % to Rs 5.59 crores over Rs 4.68 crores in the previous year.

This year your Company surpassed its previous highest turnover. Your Company continues to do well and consolidate its performance. Healthy mix of orders, diversified customer base and a pan India presence

Directors' Report

have helped your Company to achieve this performance. Your Company will aim to expand its portfolio of products and services to meet customer expectations and company objectives. Your Company shall also endeavor to expand its geographical reach and increase its global foot print.

As the Indian economy faces various headwinds, your Company remains cautiously optimistic. As a clearly spelt out strategy the Company will continue to remain prudent and cautious with its borrowings. The Company aims to increase business not by excessive external borrowings but from its own reserves. Your Company has once again increased sales without corresponding increase in debt.

Your Company has focused on improving its Balance Sheet and these efforts have borne fruit. Non-current borrowings are down from Rs 2.09 Crores to Rs 0.51 Crores. Current borrowings are down from 32.03 Crores to 30.55 Crores. The biggest improvements has been a 45.18 % reduction in Trade Payables from Rs 79.38 Crores to Rs 43.52 Crores, despite an increase in Sales. These are all healthy signs for your Company. The focus of your Company for the past few years has been on growth while strengthening its financials. The management is committed to the growth of the Company without relying on excessive borrowings.

Your Company remains focused on achieving higher sales by targeting profitable segments. Demand for your Company's products remain moderate.

Future Outlook

With the return of the present Government to power at the Centre with an increased majority, the country can look forward to a period of stability and certainty in policy. The Government has already spelled out its priority so far as the power sector is concerned.

With a near total village and household electrification having been achieved, it shall endeavour to provide stable and continuous power to all Indians.

This should translate into huge investments in strengthening the Grid, particularly the distribution network which will offer your Company, which primarily operates in this segment, many exciting opportunities. The health of Distribution companies (DISCOMS) remains an area of concern. Therefore, for the Government to properly implement its plans, this issue needs to be addressed.

As long as the Government's investment in the Power Sector remains high, demand for your Company's products will continue to rise.

Share Capital

During the year under review, your Company has issued and allotted 10,00,000 Equity Shares to Companies of Promoters Group on preferential basis on March 18, 2019 resulting in an increase of Paid Up Equity Share Capital of your Company from Rs 8.17 Crores to Rs 9.17 Crores as on March 31, 2019.

There has been no change in the Authorized Share Capital of your Company which remains at Rs 22 Crores.

Your Company has neither issued Shares with differential voting rights nor granted Stock Options nor Sweat Equity Shares.

Your Company has not made any buy-back of its own Equity Shares.

Preferential Issue of Equity Shares

The Board of Directors of your Company in its Meeting held on February 4, 2019 had approved, subject to the approval of the Shareholders of the Company the offer of upto 10,00,000 (Ten Lakh) fully paid up Equity Shares of the Company having a Face Value of Rs 10/- each for an aggregate amount of upto Rs 4,00,00,000 (Rupees Four Crores), to two Promoter Group Companies on a preferential basis by way of private placement, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended ("ICDR Regulations") and applicable provisions of the Companies Act, 2013 (the Act) and Rules thereunder.

Directors' Report

The requisite approval was received from the Shareholders in the Extraordinary General Meeting held on March 13, 2019 (last date of the Postal Ballot) and 10,00,000 fully paid Equity shares having a Face Value of Rs. 10/- each at a price of Rs. 34/- per shares for an aggregate amount of Rs. 340 Lakhs were issued and allotted to Companies of the Promoters Group on March 18, 2019.

Your Company had applied to BSE for subsequent listing and trading approvals for the same. BSE has accorded their approvals in this respect and 10,00,000 Equity Shares have been admitted to the Share Capital of the Company.

Both CDSL and NSDL have been informed about this admission through necessary corporate actions.

Redemption of Preference Shares

The Board of Directors of your Company, in its Meeting held on January 21, 2019, had approved redemption of 75,00,000 (Seventy Five lakh) 9% Non-cumulative, non-participating Redeemable Preference Shares of the Company at par aggregating to Rs. 7,50,00,000/- in terms of the Letter of Offer issued to the Preference Shareholders. These Preference Shares have been redeemed on January 29, 2019.

Credit Rating

During the year your Company has improved its long term Bank facility Credit rating to BB+ (Stable) from BB by CARE Ratings Limited vide its letter dated November 29, 2018. Your Company's short term Bank facilities Credit has improved from A 4 to A4+.

The revision in the ratings assigned to the Bank facilities of the Company takes into account significant growth in the scale of operations during Financial Year 2018-2019 as well as improvement in its debt coverage indicators and operating cycle during Financial Year 2018-2019.

The letter containing the revision in the credit ratings is available in the Company's Corporate Website www.rtspower.com.

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 had an Export turnover of Rs 849.41 Lakhs, lower than that of the previous year. This was mainly on account of non-availability of foreign currency in some of the exporting countries.

The Foreign Exchange outgo during this year was as follows:

Expenditure in Foreign Currency

Foreign Travelling

Rs 12.30 Lakhs

Indian Accounting Standards

Your Company has adopted Indian Accounting Standards ('Ind AS') with effect from April 1, 2017. Financial Statements for the year ended March 31, 2019 have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with Section 133 and other applicable provisions of the Companies Act, 2013.

Directors' Report

Directors

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

(a) **Appointment /Resignation of Directors**

There was no change in Directors of your Company during the year under review.

(b) **Independent Directors**

Your Company has at present two Independent Directors, namely, Shri Sardul Singh Jain (DIN 00013732) and Shri 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 the provisions contained in Regulation 17(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"). They are not liable to retire by rotation.

Your Company has received necessary declarations from the above mentioned Independent Directors under Section 149(7) of the Act confirming that they meet the criteria of independence as prescribed both under Sub-Section(6) of Section 149 of the Act and under Regulation 16(b) of the Listing Regulations.

(c) **Re-appointment of Independent Directors**

Pursuant to the provisions of the Companies Act the Members at the 66th Annual General Meeting of the Company held on September 30, 2014 had appointed Shri Sardul Singh Jain (DIN 00013732) and Shri Alok Kumar Banthia (DIN 00528159) as Independent Directors to hold office for five consecutive years for a term upto the conclusion of 71st Annual General Meeting of the Company to be held in 2019.

Both Shri Sardul Singh Jain (DIN 00013732) and Shri Alok Kumar Banthia (DIN 00528159) retire at the conclusion of the forthcoming Annual General Meeting of the Company, and being eligible, offer themselves for re-appointment as Independent Directors for a second term.

The current five year term of appointment of Shri Sardul Singh Jain (DIN 00013732) and Shri Alok Kumar Banthia (DIN 00528159) as Independent Directors of the Company will expire on 30th September, 2019. It is proposed to re-appoint them as Independent Directors, not liable to retire by rotation, for a fresh five year term with effect from 1st October, 2019, in accordance with the applicable provisions of the Act and Rules made thereunder.

Special Resolutions along with the Explanatory Statement proposing their re-appointment are included as a part of the Notice convening the Seventy First Annual General Meeting.

Also, Special Resolution along with the Explanatory Statement seeking approval of the Members for holding of office of Shri Sardul Singh Jain (DIN 00013732), who has attained the stipulated age of 75 years as Independent Director of your Company is included as a part of the Notice convening the Seventy First Annual General Meeting.

(d) **Retirement of Director by rotation**

As per the provisions of the Companies Act, 2013 and the Articles of Association of the Company Smt Rachna Bhutoria (DIN 00977628), Director of your Company, will retire by rotation at the forthcoming Annual General Meeting and, being eligible, offers herself for re-appointment. A Resolution seeking Members' approval for her re-appointment forms a part of the Notice convening the Seventy First Annual General Meeting.

Directors' Report

(e) Meetings of the Board and its Committees

The number and dates of Meetings of the Board and its Committees thereof and the Directors' present therein have been given in the Report on Corporate Governance attached herewith.

(f) Separate Meetings of Independent Directors

As per stipulation in Clause VII of the Code for Independent Directors in Schedule IV of the Companies Act, 2013 and as per Regulation 25(3) of the Listing Regulations, separate Meetings of the Company's Independent Directors was held on October 19, 2018 and January 18, 2019 without the attendance of Non-Independent Directors and members of the Management to review, inter alia, the performance of Non-Independent Directors and the Board as a whole as per the criteria formulated by the Nomination and Remuneration Committee for evaluation of performance of Directors and Board of Directors. They also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

In addition to these formal Meetings, interaction outside the Board Meetings also take place between the Chairman and Independent Directors.

(g) Performance Evaluation of Independent Directors

The performance evaluation of Independent Directors was done by the entire Board of Directors as required under Regulation 17(10) of the Listing Regulations and as per stipulation in Clause VIII of the Code for Independent Directors in Schedule IV of the Companies Act, 2013 in its Meeting held on May 24, 2019, excluding the Independent Director being evaluated as per the criteria formulated by the Nomination and Remuneration Committee (NRC) for evaluation of performance of Independent Directors. On the basis of the report of performance evaluation by the Board, it shall be determined by NRC whether to extend or to continue the term of appointment of Independent Directors.

(h) Annual Evaluation of Board, its Committees and Individual Directors

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations the Board has carried out an annual evaluation of its own performance, of each Board Member individually as well as the working of its Committees.

The manner in which the evaluation was carried out was as follows:

The Nomination and Remuneration Committee of your Company formulated and laid down criteria for Performance Evaluation of the Board (including Committees) and every Director (including Independent Directors) pursuant to the provisions of Section 134, Section 149 read with Code of Independent Directors (Schedule IV) and Section 178 of the Companies Act, 2013 and Regulation 19(4) read with Part D of Schedule II of Listing Regulations covering inter-alia the following parameters, namely:

- i) Board Evaluation - degree of fulfilment of key responsibilities; Board culture and dynamics.
- ii) Board Committee Evaluation - effectiveness of Meetings; Committee dynamics.
- iii) Individual Director Evaluation (including IDs) - contribution at Board Meetings /Committee Meetings.

Further, the Chairman and Managing/Whole-time Director are evaluated on key aspects of their roles which include, inter-alia, effective leadership to the Board and adequate guidance to the Management team respectively.

Based on these criteria, the performance of the Board, various Board Committees viz. Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee and Individual Directors (including Independent Directors) was evaluated by the Board and found to be satisfactory.

Directors' Report

During the year under review, the Independent Directors of your Company reviewed the performance of Non-Independent Directors and Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.

Further, the Independent Directors hold unanimous opinion that the Chairman and other Non-Independent Directors, including Managing Director and Whole-time Director, bring to the Board abundant knowledge in their respective fields and are experts in their respective areas. Besides, they are efficient, dynamic, matured, and practical and have sufficient knowledge of the Company.

The Board as a whole is an integrated, balanced and cohesive platform where diverse views are expressed and discussed when required, with each Director bringing professional domain knowledge to the table. All Directors are participative, interactive and communicative.

The Chairman has abundant knowledge, experience, skills and understanding of the Board's functioning, possesses a mind for detail, is meticulous to the core and conducts the Meetings with poise and maturity.

The information flow between the Company's Management and the Board is complete, timely with good quality and sufficient quantity.

The following Policies of the Company are attached herewith marked as **Annexure 'C'** and **Annexure 'D'**, which have also been placed on the Company's corporate website www.rtspower.com under the head 'Investor Relations':

- (i) Policy for selection of Directors and determining Directors' independence; and
- (ii) Remuneration Policy for Directors, Key Managerial Personnel and other employees.

Change in Key Managerial Personnel

There was no change in Key Managerial Personnel during the year.

Directors' Responsibility Statement

Pursuant to Section 134(3)(c) and 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:

- (a) in the preparation of the Annual Accounts for the year ended March 31, 2019, the applicable Accounting Standards have been followed and there are no material departures from the same;
- (b) 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, 2019 and of the Profit of the Company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the 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 fraud and other irregularities;
- (d) the Directors have prepared the Annual Accounts of the Company on a 'going concern' basis;
- (e) 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
- (f) 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.

Declaration by Independent Directors and Statement on compliance of Code of Conduct

Your Company confirms that necessary declaration with respect to independence has been received from all the Independent Directors of the Company and that the Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

Directors' Report

The Independent Directors also confirm that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence and that they are independent of the management.

Maximum tenure of Independent Directors

The maximum tenure of Independent Directors is in accordance with the Companies Act, 2013 and Regulation 25(2) of the SEBI Listing Regulations.

Formal letter of appointment to Independent Directors

The Company issues a formal letter of appointment to Independent Directors in the manner as provided in the Companies Act, 2013. As per Regulation 46(2) of the SEBI Listing Regulations, the terms and conditions of appointment of Independent Directors are placed on the Company's corporate website www.rtspower.com.

Corporate Governance

A separate Report on Corporate Governance in format as prescribed in Part C of Schedule V under Regulation 34(3) of the Listing Regulations forms a part of the Annual Report of your Company and is being attached hereto marked as **Annexure- 'A'**.

All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the Financial Year 2018-19. A declaration to this effect signed by the Managing Director of the Company is contained in this Annual Report.

The Managing Director and CFO have certified to the Board the financial statements and other matters as required under Regulation 17(8) of the Listing Regulations.

Certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance is annexed to this Report.

Management Discussion & Analysis

In terms of the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a Report on Management Discussion and Analysis is also attached herewith marked as **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. No amount on account of principal or interest on deposits from public was outstanding as on March 31, 2019.

No loan or deposit has been taken or accepted from any Director of your Company.

Transfer of Unclaimed Dividend to Investor Education and Protection Fund

Pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), (including any statutory modification(s)/re-enactment(s)/amendment(s) thereof, for the time being in force), the dividend which remains unclaimed/unpaid for a period of seven (7) years from the date of transfer to the unpaid dividend account of the Company, is required to be transferred to the Investor Education and Protection Fund Authority ('IEPF') established by the Central Government.

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 28, 2018 (date of its last

Directors' Report

Annual General Meeting) on the Company's Website www.rtspower.com and has also filed Form No IEPF 2 on December 11, 2018 with the Registrar of Companies, West Bengal.

Since the last Annual General Meeting, the Company has also transferred unpaid and unclaimed Dividend amounting to Rs 14,512/- in respect of Final Dividend for the Financial Year 2010-2011 to IEPF and filed Form No IEPF 1 on November 30, 2018 with the Registrar of Companies, West Bengal following such transfers under Sub section (2) of Section 125 of the Act and the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016.

Shri Sandip Gupta, Company Secretary of the Company acts as Nodal Officer of the Company. The details of the Nodal Officer is available in the Company's corporate Website www.rtspower.com.

Transfer of Equity Shares in respect of unclaimed dividend to Investor Education and Protection Fund (IEPF) Demat Account

The IEPF Rules also mandates, companies to transfer the Shares in respect of which dividend has not been paid/claimed by the Shareholders for seven (7) consecutive years or more to be Demat Account created by the IEPF Authority.

Further, in compliance with the provisions laid down in IEPF Rules, the Company had sent notices, subsequent reminders and also advertised in the newspapers seeking action from Shareholders who have not claimed their dividends for seven (7) consecutive years or more. Accordingly, for the Financial Year ended March 31, 2011, the Company has transferred 2697 Equity Shares on which Dividend remained unclaimed for a period of seven (7) years, to the Demat Account of the IEPF on December 21, 2018.

It may please be noted that no claim shall lie against the Company in respect of Share(s) transferred to IEPF pursuant to the said Rules. The voting rights in respect of the above Equity Shares are frozen until the rightful owner claims the Equity Shares. All corporate benefits on such Shares in the nature of Bonus Shares, Split Shares, Rights etc. shall be credited to 'Unclaimed Suspense Account', as applicable for a period of 7 years and thereafter be transferred in line with the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with Section 124(5) and Section 124(6) of the Companies Act, 2013.

However, the Shareholders are entitled to claim their Shares including all the corporate benefits accruing on such Shares, if any, from the IEPF Authority by submitting an online application in Form IEPF-5 and sending a physical copy of the Form IEPF-5 duly signed by all the joint shareholders, if any, as per the specimen signature recorded with the Company along with requisite documents enumerated in the Form IEPF-5, to the Company's RTA. The Rules and Form IEPF-5, as prescribed, for claiming back the Shares are available on the website of the IEPF i.e. on www.iepf.gov.in.

The Statement containing details of Name, Address, Folio No., Demat Account No. and No. of shares transferred to IEPF Demat Account is made available on Company's Corporate Website www.rtspower.com. The Shareholders are therefore encouraged to verify their records and claim their dividends and Shares, if not claimed.

Extract of Annual Return

Pursuant to Section 92 and 134(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014 the extract of the Annual Return in Form MGT 9 is enclosed, marked as **Annexure 'E'**.

Statutory Auditors and Auditors' Report

Statutory Auditors

Members at the Sixty Ninth Annual General Meeting of the Company (AGM) held on September 11, 2017

Directors' Report

had approved the appointment of M/s Lodha & Co., Chartered Accountants (FRN 301051E) as statutory Auditors of the Company for a period of five years commencing from the conclusion of Sixty Ninth Annual General Meeting (AGM) held on September 11, 2017 till the conclusion of 74th AGM of the Company to be held in the year 2022.

In terms of the provisions relating to Statutory Auditors forming part of the Companies Amendment Act, 2017, notified on May 7, 2018, ratification of appointment of Statutory Auditors at every AGM is no more a legal requirement. Accordingly, the Notice convening the ensuing AGM does not carry any Resolution on ratification of appointment of Statutory Auditors.

However, M/s Lodha & Co., Chartered Accountants, has confirmed that they are eligible to continue as Statutory Auditors of the Company to audit the books of accounts of the Company for the Financial Year ending March 31, 2020 and accordingly M/s Lodha & Co., Chartered Accountants, will continue to be the Statutory Auditors of the Company for the Financial Year ending March 31, 2020.

Report of Statutory Auditors

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, adverse remark or disclaimer.

Pursuant to the provisions of Section 143(12) of the Companies Act, 2013, the Auditors have not reported any incident of fraud to the Audit Committee during the year under review.

Internal Auditors and their Report

Internal Auditors

Pursuant to the provisions of Section 138 of the Act and the Companies (Accounts) Rules, 2014 the Board has re-appointed, on the recommendation of the Audit Committee, M/s K.S. Bothra & Co, Chartered Accountants (FRN 304084E) as Internal Auditors of your Company to conduct Internal Audit of the functions and activities of your Company for the Financial Year 2019-2020.

Report of Internal Auditors

During the Financial Year 2018-2019, no material or serious observation has been received from the Internal Auditors of the Company for inadequacy or ineffectiveness of such internal controls.

Cost Auditors and their Reports

Cost Auditors

The Company is required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Act and the rules framed thereunder, and accordingly, the Company has made and maintained such cost accounts and records.

The Company has received written consent of the Cost Auditors that the appointment will be in accordance with the applicable provisions of the Act and rules framed thereunder.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Amendment Rules, 2014 the Board of Directors of your Company, on the recommendation of the Audit Committee, has appointed M/s K.G. Goyal & Associates (FRN 000024) as Cost Auditors of your Company, with due information to the Central Government by way of filing the prescribed Form No CRA 2 on May 28, 2019, for conducting audit of cost records of your Company for the Financial Year 2019-2020, subject to ratification of their remuneration as approved by the Board, on the recommendation of the Audit Committee, by the Members of the Company in its ensuing Annual General Meeting.

Members are requested to consider the ratification of the remuneration payable to M/s K.G. Goyal &

Directors' Report

Associates (FRN 000024) as set out in the Notice of the 71st AGM of the Company.

Report of Cost Auditors

For the Financial Year ending March 31, 2018, the due date of filing the Cost Audit Report submitted by M/s K.G.Goyal & Associates, Cost Auditors was October 30, 2018 and the same was filed with MCA on October 25, 2018 in XBRL mode.

Secretarial Auditor and their Report

Secretarial Auditors

In terms of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed Shri 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 2018-2019.

Report of Secretarial Auditor

The Secretarial Audit Report for the Financial Year ended March 31, 2019 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.

Reporting of Frauds by Auditors

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its officers or employees, to the Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

Particulars of Loans given, investments made, guarantees 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.

The details of investments made by your Company during the Financial Year 2018-2019 are provided in Note No 13 to Financial Statements of this Annual Report.

Key Financial Ratios

In accordance with SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (i.e. change of 25% or more as compared to the immediately previous Financial Year) in key sector-specific financial ratios including Debtors Turnover, Inventory Turnover, Interest Coverage Ratio, Current Ratio, Debt Equity Ratio, Operating Profit Margin (%) and Net Profit Margin (%) and details of any change in Return on Net Worth as compared to the immediately previous Financial Year.

Ratio	Financial Year 2018-2019	Financial Year 2017-2018
Current Ratio	1.65	1.41
Interest Coverage Ratio	1.56	1.67
Inventory Turnover Ratio	6.81	2.63
Net Profit Margin	2.22	2.20
Operating Profit Margin	8.82	6.72
Return on Net Worth	11.45	11.66
Debtors Turnover Ratio	2.75	2.52
Debt Equity Ratio	1.67	2.82

Directors' Report

- The Inventory Turnover ratio has improved significantly by better control and management of inventories.
- The increase in Operating Profit Margin is on account of an improved performance in 2018-2019.
- Debt Equity Ratio has improved due to reduction in borrowings of the Company.

Policy on Preservation of Documents

In accordance with Regulation 9 of SEBI Regulations, 2015, the Company has framed a Policy on Preservation of Documents, approved by the Board of Directors of the Company. The Policy is intended to define preservation of documents and to provide guidance to the executives and employees working in the Company to make decisions that may have an impact on the operations of the Company. It not only covers the various aspects on preservation of the documents, but also the safe disposal/destruction of the documents. The Policy has been uploaded on the Company's corporate website www.rtspower.com under the head 'Investor Relations'.

Policy on Determination of Materiality for Disclosures and Archival Policy

In accordance with Regulation 30 of SEBI Regulations, 2015, the Company has framed a Policy on determination of materiality for disclosures to disclose events or information which, in the opinion of the Board of Directors of the Company, are material.

Further the Company has an Archival Policy in line with the requirements of SEBI Regulations to ensure that information relating to the Company is adequately disclosed on its corporate website www.rtspower.com under the head 'Investor Relations', as required by law.

Policy and Particulars of Related Party Transactions

All transactions entered into with the related parties during the Financial Year ended March 31, 2019 were in the ordinary course of business and on an arm's length basis and without any conflict of interest in accordance with the provisions of the Companies Act, 2013 and SEBI Regulations, 2015.

Moreover, there were no materially significant related party transactions during the Financial Year which were in conflict with the interest of the Company. 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. There being no 'material' related party transactions as defined under Regulation 23 of Listing Regulations, no details need to be disclosed in Form AOC-2 in that regard.

All such contracts/arrangements/transactions with any related parties were placed before the Audit Committee and Board, for their approval. Prior omnibus approval of the Audit Committee/ Board is obtained on an annual basis, which is reviewed and updated on quarterly basis.

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 during the year under review.

For the current Financial Year 2019-2020, the Audit Committee has given omnibus approval of related party transactions to be entered into by the Company on the basis of criteria laid down by it and approved by the Board of Directors.

The Audit Committee reviews on a quarterly basis the details of related party transactions entered into by the Company pursuant to each of the omnibus approval given by it. All such related party transactions for which omnibus approval has been given by the Audit Committee has also been subsequently approved by the Board for the current Financial Year 2019-2020.

In line with the amendments in SEBI (LODR) (Amendment) Regulations, 2018, during the year, the Policy

Directors' Report

was reviewed by the Board of Directors. The Policy for related party transactions has been uploaded on the Company's corporate website www.rtspower.com under the head 'Investor Relations'. The Policies on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's corporate website at the link www.rtspower.com.

Your Directors draw attention of the Members to Note No 46 to the Financial Statements which sets out details of related party disclosures.

Subsidiary, Joint Venture and Associate Company

Your Company does not have any Subsidiary, Joint Venture and Associate Company during the year under review. Accordingly, a statement under the provisions of Section 129(3) of the Companies Act, 2013 containing salient features of the financial statements of the Company's subsidiary(ies) in Form AOC-1 is not enclosed.

Particulars of Employees and Remuneration

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended by the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 (the Rules) are provided in **Annexure 'G'**.

Further, the information, as required pursuant to Rule 5(2) and 5(3) of the said Rules, also forms a part of this Annual Report. However, as per the proviso to Section 136(1) of the Act, this Annual Report is being sent to all the Members of the Company excluding the above said information. The said information is available for inspection by Members at the Company's Registered Office during working hours upto the date of the Annual General Meeting. Any Member interested in obtaining such information may also write to the Company Secretary at the Registered Office of the Company.

Audit Committee

The Audit Committee of the Board of Directors, constituted in terms of Regulation 18 of the Listing Regulations 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, 2019 the Audit Committee comprised of two Non-Executive Independent Directors, Shri Sardul Singh Jain and Shri Alok Kumar Bantia and one Executive Non-Independent Director, Shri Rajendra Bhutoria, Vice Chairman & Whole-time Director of your Company. Shri Sardul Singh Jain is the Chairman of the Committee, who also chaired the Annual General Meeting of your Company held on September 28, 2018. 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 and Cost Auditors are invitees in most of the Meetings of the Audit Committee.

Shri Sandip Gupta, Company Secretary acts as the Secretary of the Committee.

All recommendations of the Audit Committee were duly accepted by the Board and there were no instances of any disagreements between the Committee and the Board.

Vigil Mechanism

A Vigil Mechanism, which also incorporates a Whistle Blower Policy in terms of the Listing Regulations, 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 Regulation 22 of the Listing Regulations. Such Vigil Mechanism provides for adequate safeguards against victimization

Directors' Report

of Directors, Employees and Stakeholders who avail of the Vigil Mechanism and also provides for 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.

Details in this regard have been disclosed in the Company's corporate website www.rtspower.com under the head 'Investor Relations'.

Corporate Social Responsibility Policy

The Company has in place a Corporate Social Responsibility Policy in line with Schedule VII of the Companies Act, 2013 as prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The annual Report on CSR Activities is furnished in "Annexure H" forming part of this Directors' Report.

The CSR Policy has been hosted in the Company's website at the link www.rtspower.com under the head 'Investor Relations'.

Risk Management Policy

Keeping in view of the nature of industry in which your Company is engaged, your Company has all along been conscious of the risk associated with the nature of its business. Senior Management personnel carry 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 Company's systems for risk management.

The Board of Directors also oversees that all the risks that the organization faces such as strategic, financial, credit, marketing, liquidity, security, property, goodwill, 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 any one of such risks arises.

Compliance with Secretarial Standards on Board and General Meetings

The Company has in place proper systems and processes to ensure compliance with the provisions of the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and such systems are adequate and operating effectively.

Adequacy of Internal Financial Controls with reference to the Financial Statements

Your Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Your Company's internal control structure showed no reportable material weakness.

Significant and material orders passed by Regulators or Courts or Tribunal

No significant and/or material orders have been passed by Regulator(s) or Court(s) or Tribunal(s) impacting the going concern status of the Company and its business operations in future.

Directors' Report

Prevention of Sexual Harassment at Workplace

Your Company has zero tolerance policy in case of sexual harassment at workplace and is committed to provide a healthy environment to each and every employee of the Company. The Company has in place 'Policy for Prevention and Redressal of Sexual Harassment' in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (hereinafter referred as "the said Act") and Rules made there under.

Your Directors state that during the year under review, there was no case filed pursuant to The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Green Initiatives

In commitment to keep in line with the Green Initiative and going beyond it to create new green initiatives, electronic copy of the Notice of 71st Annual General Meeting of the Company are sent to all Members whose e-mail addresses are registered with the Company/ Depository Participant(s). For Members who have not registered their e-mail addresses, physical copies are sent through the permitted mode.

Acknowledgement

Your Directors acknowledge their deep sense of appreciation to all the Employees, at all levels in your Company, for their sustained efforts and immense contributions to the levels of performance and growth that your Company has achieved during the year under review.

They would also like to place on record their whole-hearted appreciation for the continued and unstinted co-operation and support received by the Company during the year under review from Bankers, State Electricity Boards, Government and Semi Government Authorities, Power Utilities, other customers, vendors and Shareholders.

Registered Office:

56, Netaji Subhas Road
Kolkata – 700001.
Dated: May 30, 2019

For and on behalf of the Board of Directors

SARDUL SINGH JAIN
CHAIRMAN
DIN 00013732

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 in all its activities. The philosophy of Corporate Governance is an important tool for Shareholders for protection and maximization of their long term values. Integrity and transparency are key to our corporate governance practices to ensure that we retain the trust of our Shareholders at all times.

Your Company's core values of quality consciousness, customer satisfaction, fairness in dealings, adoption of transparent accounting policies, following superior Board practices, consistent consideration for all its stakeholders' interests 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. It is a reflection of our value system encompassing our culture, policies and relationships with our stakeholders.

Board of Directors and Board Meetings

The Board of Directors ('the Board') have ultimate responsibility for the management, general affairs, direction, performance and long term success of business as a whole.

(a) Composition

As on close of business on March 31, 2019 the Board is headed by a regular Non-Executive Chairman and comprises of five other Directors (one Vice Chairman & Whole-time Director, one Managing Director and three 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.

About sixty seven percent of the Board consists of Non-Executive Directors, including one woman Director and about thirty three percent of the Board are Independent Directors.

As on close of business on March 31, 2019, the composition of the Board satisfies the conditions that Regulations 17(a) and (b) of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") have laid down in this regard as also Section 149 of the Companies Act, 2013 ("the Act").

The details of the Directors and their Shareholdings as at March 31, 2019 are given below :

Name of the Directors	Category of Directorship	No. of Shares held in the Company
Shri Sardul Singh Jain	Non-Executive/Independent / Chairman	Nil
Shri Rajendra Bhutoria	Executive / Promoter / Vice Chairman & Whole- time Director	84,900 39,700(Self) 45,200(HUF)
Shri Abhay Bhutoria	Executive / Promoter / Managing Director	1,54,495 53,800(Self) and 1,00,695(HUF)
Smt Rachna Bhutoria	Woman/ Non-Executive/Promoter	38,800
Shri Ram Lal Saini	Non-Executive/ Non-Independent	160
Shri Alok Kumar Banthia	Non-Executive/ Independent	Nil

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

(b) Directorships/Memberships of the Committee of other Companies

Number of other Directorships 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, 2019 are :

Names of the Directors	No. of Directorship in other Boards	No of Independent Directorships held in other Listed Companies	No. of Membership in other Board Committees	No. of Chairmanship in other Board Committees
Shri Sardul Singh Jain	13	4	7	3
Shri Rajendra Bhutoria	3	Nil	Nil	Nil
Shri Abhay Bhutoria	2	Nil	Nil	Nil
Shri Ram Lal Saini	Nil	Nil	Nil	Nil
Smt Rachna Bhutoria	2	Nil	Nil	Nil
Shri Alok Kumar Banthia	1	Nil	Nil	Nil

Names of the listed entities where the Directors of the Companies hold directorship and the category of Directorships

Names of Directors	Names of other Listed Entities where he/she is a Director	Category
Shri Sardul Singh Jain	Omni Holdings Limited	Non-executive Independent
	Alliance Udyog Limited	Non-executive Independent
	Alfred Herbert(India) Limited)	Non-executive Independent
	EITA India Limited	Non-executive Independent
Shri Rajendra Bhutoria	NIL	NIL
Shri Abhay Bhutoria	NIL	NIL
Shri Ram Lal Saini	NIL	NIL
Smt Rachna Bhutoria	NIL	NIL
Shri Alok Kumar Banthia	NIL	NIL

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

Name of the Directors	No. of Directorship in other Boards	No of Independent Directorships held in other Listed Companies	No. of Membership in other Board Committees	No. of Chairmanship in other Board Committees
Shri Sardul Singh Jain	13 Omni Holdings Limited Alliance Udyog Limited Alfred Herbert (India) Limited EITA India Limited Alfred Herbert Limited Lodha Capital Markets Limited Alliance Mills South Private Limited Sungrace Finvest Private Limited Parakh Projects Private Limited Annapurna Savings and Finance Private Limited Jalan Chemical Industries Private Limited Baroda Agents and Trading Company Private Limited Gwalior Webbing Company Private Limited	4 Omni Holdings Limited Alliance Udyog Limited Alfred Herbert (India) Limited EITA India Limited	7 EITA India Limited (Nomination & Remuneration Committee Alliance Udyog Limited Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee Omni Holdings Limited Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee	3 EITA India Limited (Audit Committee) Alfred Herbert (India) Limited Audit Committee, Stakeholders Relationship Committee
Shri Rajendra Bhutoria	3 Bhutoria Brothers Private Limited Bhutoria Investments Private Limited Abhay Transformers Private Limited	Nil	Nil	Nil
Shri Abhay Bhutoria	2 Ladnun Agricultural Farms Private Limited Bhutoria Transformers & Rectifiers Private Limited	Nil	Nil	Nil
Shri Ram Lal Saini	Nil	Nil	Nil	Nil
Smt Rachna Bhutoria	2 Bhutoria Investments Private Limited Ladnun Agricultural Farms Private Limited	Nil	Nil	Nil
Shri Alok Kumar Banthia	1 Bhuramal Ratankumar Textile Private Limited	Nil	Nil	Nil

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

The Chairmanship and Membership of Board Committees in other Companies held by Directors as mentioned above, do not include those held, if any, in foreign companies, companies registered under Section 8 of the Companies Act, 2013 and Private Limited Companies. Chairmanship/ Membership held in Public Limited Companies, whether listed or not, only, therefore, has been considered as per the Listing Regulations. Necessary disclosures regarding Committee positions in other Companies as on March 31, 2019 have been made by the Directors.

In accordance with the Listing Regulations Memberships/Chairmanships of only Audit Committees and Stakeholders Relationship Committees have been considered.

(c) Board Meetings and Attendance

Details of Board Meetings held during the period from April 1, 2018 to March 31, 2019 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, 2019 are given below:

16 (Sixteen) Board Meetings were held during the Financial Year ended March 31, 2019 on April 30, 2018, May 30, 2018, July 6, 2018, August 10, 2018, August 14, 2018, August 29, 2018 September 27, 2018, November 14, 2018, November 20, 2018, January 4, 2019, January 21, 2019, February 4, 2019, February 14, 2019, March 14, 2019, March 18, 2019 and March 30, 2019.

Name of the Directors	Attendance	
	No. of Board Meetings	Last AGM
Shri Sardul Singh Jain	16	Yes
Shri Rajendra Bhutoria	14	Yes
Shri Abhay Bhutoria	15	Yes
Smt Rachna Bhutoria	12	No
Shri Ram Lal Saini	15	Yes
Shri Alok Kumar Banthia	15	Yes

The Board met more than four times and at least once in every Quarter during the Calendar Year 2018. The gap between any two Meetings did not exceed 120 days.

(d) Submission of information

Necessary information, where applicable, as mentioned in Part A of Schedule II under Regulation 17(7) of the Listing Regulations has been placed before the Board in each Board Meeting.

Skills/ expertise /Competence of the Board of Directors

The Board comprises Members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees. The Board Members are committed to ensuring that the Board is in compliance with the highest standards of corporate governance.

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

The Board of Directors has, based on the recommendations of the Nomination and Remuneration Committee ('NRC'), identified the following core skills/ expertise/competencies of Directors as required in the context of business of the Company for its effective functioning:

Definition of Directors' Qualifications

Financial and accounting experience	Leadership experience in handling financial management of a large organization along with an understanding of accounting and financial statements.
Leadership experience of running an enterprise	Experience in leading well governed organisations with an understanding of organisational systems and process complex business and regulatory environment , strategic planning and risk management , understanding of emerging local and global trends and management of accountability and performance
Technology	A significant back ground in technology , resulting in knowledge of how to anticipate technological trends, generate innovative plans and extend or create new business models
Board service and governance	Service on a public company board to develop insights about maintain board and management accountability, protecting shareholder interests and observing appropriate governance practices.
Sales and marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhance enterprise reputation.
Experience of crafting Business strategies	Experience in developing long-term strategies to grow business, consistently, profitably, competitively and in a sustainable manner in diverse business environments and changing economic conditions
Experience of large companies and understanding of the changing regulatory landscape	Experience of having served in large public companies in diverse industries to provide Board oversight to all dimensions of business and Board accountability, high governance standards with an understanding of changing regulatory framework.

In the table below, the specific areas of focus or expertise of individual Board Members have been highlighted. However, the absence of a mark against a Member's name does not necessarily mean the Member does not possess the corresponding qualification or skill.

Key Board Qualifications

Director	Area of expertise						
	Financial and accounting experience	Leadership experience of running an enterprise	Technology	Board service and governance	Sales and marketing	Experience of crafting Business strategies	Experience of large companies and understanding of the changing regulatory landscape
<i>Sardul Singh Jain, Chairman Independent Director</i>	✓			✓		✓	✓
<i>Abhay Bhutoria, Managing Director</i>		✓	✓		✓	✓	✓

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

Director	Area of expertise						
	Financial and accounting experience	Leadership experience of running an enterprise	Technology	Board service and governance	Sales and marketing	Experience of crafting Business strategies	Experience of large companies and understanding of the changing regulatory landscape
<i>Rajendra Bhutoria, Whole-time Director</i>		✓	✓		✓	✓	✓
<i>Ram Lal Saini, Director</i>	✓	✓				✓	
<i>Rachna Bhutoria, Director</i>	✓			✓		✓	
<i>Alok Kumar Banthia, Independent Director</i>	✓	✓				✓	✓

Declaration by Independent Directors and Statement on compliance of Code of Conduct

Your Company confirms that necessary declaration with respect to independence has been received from all the Independent Directors of the Company and that the Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

The Independent Directors have also confirmed that they are not aware of any circumstance or situation which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence and that they are independent of the management.

None of the Independent Directors of the Company have resigned during the Financial Year.

Audit Committee

The terms of reference of the Audit Committee are in line with Regulation 18 of the Listing Regulations 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 Regulation of the Listing Regulations and Section of the Companies Act.

As on the close of business on March 31, 2019 the Audit Committee comprised of two Non-Executive Independent Directors, Shri Sardul Singh Jain and Shri Alok Kumar Banthia and one Executive Non-Independent Director, Shri Rajendra Bhutoria, Vice Chairman & Whole-time Director of the Company.

Shri Sardul Singh Jain is the Chairman of the Committee, who also chaired the Annual General Meeting of the Company held on September 28, 2019. All the Members of the Committee have knowledge of financial matters 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 usually invitees in the Meetings of the Audit Committee.

Shri Sandip Gupta, Company Secretary is the Secretary to the Committee.

During the Financial Year ended on March 31, 2019, 5(Five) Meetings were held on May 30, 2018, August

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

14,2018, November 14, 2018, February 14,2019 and March 30,2019.

The gap between any two Meetings did not exceed 120 days. Moreover, the requisite Quorum as required by the Listing Regulations was present in all the Meetings held during the abovesaid Financial Year.

Composition of the Audit Committee and the attendance of the Members during the Financial Year ended on March 31, 2019 are furnished below:

Sl. No.	Name of Directors who are Members of the Audit Committee	No. of Meetings held	No. of Meetings Attended
1	Shri Sardul Singh Jain, Chairman	5	5
2	Shri Rajendra Bhutoria, Member	5	4
3	Shri Alok Kumar Banthia, Member	5	5

Vigil Mechanism

A Vigil Mechanism, which also incorporates a Whistle Blower Policy in terms of the Listing Regulations, 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 Regulation 22 of the Listing Regulations. 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.

There has not been any case that a person wanted to have an access to the Audit Committee, but has been denied.

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 Corporate Website at the link www.rtspower.com

Policy on Prevention of Sexual Harassment At Work Place

The Company has in place a Policy on prevention of sexual harassment at work place 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 two Independent Directors and Vice Chairman and Whole-time Director, has been considered most suitable to look into any complaints in this regard. Hence this Audit Committee should be treated acting as the Internal Complaints Committee for the purpose of this Act set up to redress complaints received regarding sexual harassment. The Audit Committee, however, did not receive any complaint for redressal during the year. No case has been filed pursuant to this Act during the year. The Company carried out awareness programmes against sexual harassment throughout the year.

Nomination and Remuneration Committee

Nomination and Remuneration Committee of the Board of Directors comprises of three Non-Executive Directors, two of them being Independent Directors. The Members of the Committee are Shri Alok Kumar Banthia and Shri Sardul Singh Jain, Non-Executive Independent Directors and Smt Rachna Bhutoria, Non-Executive Promoter Director.

Shri Alok Kumar Banthia, Chairman of the Committee attended the last Annual General Meeting of the Company held on September 28, 2018.

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

Shri Sandip Gupta, Company Secretary is the Secretary to the Committee.

The Committee essentially discharges the role as assigned to it by the Board as per Clause A of Part D of Schedule II under Regulation 19(4) of the Listing Regulations, 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 2018-2019 1(One) Meeting of the Nomination and Remuneration Committee was held on August 13, 2018 and the attendance of the Members was as follows

Sl. No.	Name of Directors who are Members of the Nomination and Remuneration Committee	No. of Meeting held	No. of Meeting Attended
1	Shri Alok Kumar Banthia, Chairman	1	1
2	Shri Sardul Singh Jain, Member	1	1
3	Smt Rachna Bhutoria , Member	1	1

Remuneration to Executive Directors

- (I) Payment of Remuneration to Shri 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 have been approved by the Nomination and Remuneration Committee, Audit Committee, the Board and Shareholders. His annual remuneration structure for the Financial Year 2018-2019 mainly comprises of–

(i)	Salary	Rs.	26,40,000/-
(ii)	Contribution to Provident Fund	Rs.	3,16,800/-
(iii)	Perquisites	Nil	
(iv)	Bonus	Nil	
	Service Contract	3 (Three) years from 1 st April, 2017	
	Notice Period	3 (Three) months' notice from either side	
	Stock Option	Nil	
	Severance Fee	3 (Three) months' salary in lieu of Notice	
	Pension	Nil	

Notes :

- (a) Shri Rajendra Bhutoria has agreed that he will not take gratuity and therefore, the same has not been considered.
- (b) No incentive, fixed or performance linked, is payable to the Whole-time Director
- (c) Shri Rajendra Bhutoria was re-appointed as Whole-time Director of the Company for a further period of 3(three) years with effect from April1, 2017 by the Board and the Shareholders in the Annual General Meeting (AGM) held on September11, 2017 .
- (II) Payment of Remuneration to Shri 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 have been approved by the Nomination and Remuneration Committee, Audit Committee, the Board and Shareholders. His annual remuneration structure for the Financial Year 2018-2019 mainly comprises of –

(i)	Salary	Rs	31,00,000/-
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Report on Corporate Governance (Annexure 'A' to Directors' Report)

(ii) Contribution to Provident Fund	Rs	3,72,000/-
(iii) Perquisites	Rs	2,34,472/-
(iv) Bonus	Nil	
Service Contract	3 (Three) years from 1st December 2018	
Notice Period	3 (Three) months' from either side	
Stock Option	Nil	
Severance Fee	3 (Three) months' salary in lieu of Notice	
Pension	Nil	

Notes :

- Shri Abhay Bhutoria has agreed that he will not take gratuity and therefore, the same has not been considered.
- No incentive, fixed or performance linked, is payable to the Managing Director
- Shri Abhay Bhutoria has been re-appointed as Managing Director of the Company for a further period of 5(five) years with effect from December 1,2018 by the Board subject to the approval of Shareholders in the Annual General Meeting (AGM) held on September 28,2018.

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

3. Remuneration to Non-Executive Directors

No remuneration is paid to any Non-Executive Director, except to Shri R L Saini, who gets a consolidated Fee of Rupees Fifteen Lakhs 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, Audit Committee, Board and Shareholders.

The Non-Executive Directors do not get any sitting Fees for attending Meetings of the Board and its Committees.

None of the Non-Executive Directors hold any convertible instruments.

- 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, 2019 except by Shri R.L.Saini and Smt Rachna Bhutoria who held 160 Equity Shares and 38,800 Equity Shares of Rs 10/- each fully paid up respectively in the Company as on that date.
- 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.

All these have been shown in "Criteria of making payments to Non-Executive Directors " as appearing in the Company's Corporate website www.rtspower.com

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 2018-19. The Policy may be accessed on the Company's Corporate website www.rtspower.com

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

Criteria for evaluation of the Board of Directors and its various Committees

The Performance evaluation criteria for Board of Directors and its various Committees laid down by the Nomination and Remuneration Committee and taken on record by the Board of Directors includes:

- (a) For Board Evaluation – degree of fulfillment of key responsibilities, Board culture and dynamics
- (b) For Board Committee Evaluation - effectiveness of Meetings, Committee dynamics

Criteria for evaluation of Non-Executive Directors including Independent Directors

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 regularly and timely
- b. Preparedness for the Meetings
- c. Understanding and fulfilling the functions as assigned by the Board and the Law
- d. Taking initiative actively with respect to various areas
- e. Devoting sufficient time and attention to his professional obligations for informed and balanced decision making
- f. Commitment to the Board and the Company
- g. Understanding of the Company and the external environment in which it operates and contributes to strategic direction/decision.
- h. Raising valid concerns to the Board and constructive and effective contribution to issues/problems/risks and active participation at Meetings.
- i. Working together objectively with other Board Members/ Management (as an effective team Member) and whenever necessary challenging the Management without being confrontational or obstructionist
- j. Not unfairly obstructing functioning of an otherwise proper Board or Committees of the Board.
- k. Acting within his authority and assist in protecting the legitimate interests of the Company , shareholders and its employees
- l. 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 and at the same time disclosing conflict of interests whenever arises , thus demonstrating highest level of integrity.

Familiarization Programmes for Independent Directors

In terms of Regulation 25(7) of the Listing Regulations your Company organizes Familiarization Programmes for Independent Directors (IDs) to familiarize them about the Company, their roles, rights and responsibilities in the Company , nature of industry in which the Company operates, business model of the Company and any other relevant information through various programmes.

The Programme aims to provide insights into the Company to enable the IDs to understand its business in depth that would facilitate their active participation in managing the Company and to contribute effectively towards progress and development of the Company. Such Programmes also help them to participate actively and effectively in Board Meetings.

The Familiarization Programmes are broadly divided into two tranches-one at the time of appointment

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

(on induction) and another on an ongoing basis.

The manner in which such Familiarization Programmes are arranged for IDs are available on the Company's corporate website at the link www.rtspower.com

The details of such Familiarization Programmes imparted to the IDs during the year as well as on cumulative basis till date (in terms of both number of Programmes attended and number of hours spent therein by them) as specified in Regulation 46(2)(i) of the Listing Regulations have also been disclosed on the Company's abovementioned Website.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee is headed by Shri Sardul Singh Jain, an Independent Non-Executive Director. Other Members of the Committee comprises of Shri Alok Kumar Banthia, an Independent Non- Executive Director and Shri Rajendra Bhutoria, a Non Independent Whole-time Director of the Company.

Shri Sardul Singh Jain, Chairman of the Committee attended the last Annual General Meeting of the Company held on September 28, 2018.

Shri Sandip Gupta, Company Secretary acts as Secretary to the Committee.

In accordance with the provisions of Section 178 and Regulation 20 of the Listing Regulations 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.

5(Five) Meetings of the Stakeholders Relationship Committee was held on September 14,2018, November 26,2018 ,December 17,2018 , January 21,2019 and February 28,2019 during the Financial Year 2018-2019 and the attendance of the Members was as follows:

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

Corporate Social Responsibility Committee

Pursuant to Section 135 of the Companies Act, 2013 the Companies (Corporate Social Responsibility) Rules, 2014 are applicable to the Company for the Financial Year 2019-2020.

A Corporate Social Responsibility Committee (CSR Committee) was constituted by the Board of Directors of your Company at its Meeting held on August 14, 2018 and a CSR Policy was also formulated.

A brief outline of the Company's CSR Policy including total amount to be spent for the Financial Year 2018-2019 and the total amount proposed to be spent for the Financial Year 2019-2020 along with details of CSR Committee are provided in **Annexure H**, forming part of the Directors' Report.

The Corporate Social Responsibility Committee (CSR Committee) is headed by Shri Rajendra Bhutoria, Non Independent Whole-time Director of the Company. Other Members of the Committee comprises of Shri Sardul Singh Jain, an Independent Non- Executive Director and Shri Abhay Bhutoria, Non Independent Managing Director of the Company.

Shri Sardul Singh Jain relinquished his position as Chairman of the Committee on March 30,2019 due to additional workload. Shri Rajendra Bhutoria, Whole-time Director of the Company was appointed the Chairman of the Committee in his place.

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

Shri Rajendra Bhutoria, Chairman of the Committee attended the last Annual General Meeting of the Company held on September 28, 2018.

Shri Sandip Gupta, Company Secretary act as Secretary to the Committee.

1 (One) Meeting of the Corporate Social Responsibility Committee was held on August 14, 2018, during the Financial Year 2018-2019 and the attendance of the Members was as follows:

Sl. No.	Name of Directors who are Members of the Corporate Social Responsibility Committee	No. of Meeting held	No. of Meeting Attended
1	Shri Rajendra Bhutoria, Chairman	1	1
2	Shri Sardul Singh Jain, Member	1	1
3	Shri Abhay Bhutoria, Member	1	1

Compliance Officer

Shri Sandip Gupta (ACS 5447) is the Company Secretary and Compliance Officer of the Company under Regulation 6 of the Listing Regulations.

Investors Complaints

No of Shareholders Complaints received during the year 2018-2019	1
No of Complaints not resolved to the satisfaction of Shareholders as on March 31, 2019	1
No of pending Complaints as on March 31, 2019	NIL

General Body Meetings

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

AGM	Financial Year	Venue	Date	Time	No. of Special Resolutions passed	Details of Special Resolutions passed
70th	2017-2018	Bharatiya Bhasha Parishad 36A Shakespeare Sarani Kolkata- 700017	28 th September, 2018	10.00 A.M.	One	Re-appointment of Shri Abhay Bhutoria as Managing Director of the Company
69th	2016-2017	Bharatiya Bhasha Parishad 36A Shakespeare Sarani Kolkata- 700017	11 th September, 2017	10.00 A.M.	One	Re-appointment of Shri Rajendra Bhutoria as Whole-time Director of the Company
68th	2015-2016	Hotel Lindsay 8A & 8B Lindsay Street Kolkata-700087	29 th September, 2016	10.00 A.M.	Nil	No Special Resolution was passed

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

Postal Ballot

- (a) The Company sought the approval of the Shareholders by way of Special Resolution through Notice of Postal Ballot dated February 4, 2019 relating to issue of 10,00,000 Equity Shares of the Company having a Face Value of Rs 10/-per Share for an aggregate amount of Rs 340 Lakhs to Companies of Promoters Group on a preferential basis, by way of private placement, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (ICDR Regulations) and applicable provisions of the Companies Act, 2013 (the Act) and Rules thereunder, which were duly passed by majority and the Results of which were announced on February 14, 2019.

Shri Manoj Prasad Shaw, Practicing Company Secretary was appointed as Scrutinizer in accordance with the provisions of the Companies Act, 2013 to scrutinize the Postal Ballot procedure and the remote e-voting in a fair and transparent manner.

The results of the Postal Ballot were as follows:

Sl. No.	Resolution	Type of Resolution	No. of votes polled	No. of votes in favour	No. of votes against	% of votes in favour	% of votes against
1	Issue of Equity Shares on Preferential basis to promoter group companies	Special Resolution	44,67,390	43,00,183	1,67,207	96.257	3.743

(b) Procedure for Postal Ballot

The Postal Ballot is conducted in accordance with the provisions contained in Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014. The Shareholders are provided the facility to vote either by physical ballot or through e-voting. The Postal Ballot Notice is sent to Shareholders in electronic form to the email addresses registered with the depository (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For shareholders whose email IDs are not registered, physical copies of the Postal Ballot Notice are sent by permitted mode. The Company also publishes a Notice in the newspapers in accordance with the requirements under the Companies Act, 2013.

The Company fixes a cut-off date to reckon paid-up value of Equity Shares registered in the name of Shareholders for the purpose of voting. Shareholders may cast their votes through e-voting during the voting period fixed for this purpose. Alternatively, shareholders may exercise their votes through physical Ballot by sending duly completed and signed forms so as to reach the Scrutinizer before a specified date and time.

After completion of scrutiny of votes, the Scrutinizer submits his Report to the Chairman and the results of voting by Postal Ballot are announced by the Chairman or any Director of the Company duly authorized within 48 hours of conclusion of the voting period. The results are also displayed on the Corporate website of the Company www.rtspower.com, besides being communicated to Bombay Stock Exchange, Depositories and Registrar and Share Transfer Agents. The Resolutions, if passed by the requisite majority are deemed to have been passed on the last date specified for receipt of duly completed Postal Ballot forms or e-voting.

- (c) No Resolution is proposed to be conducted through Postal Ballot in the ensuing Annual General Meeting.

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

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

Transfer of unclaimed dividend to Investor Education and Protection Fund

Pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), (including any statutory modification(s)/re-enactment(s)/amendment(s) thereof, for the time being in force), the dividend which remains unclaimed/unpaid for a period of seven (7) years from the date of transfer to the unpaid dividend account of the Company, is required to be transferred to the Investor Education and Protection Fund Authority ('IEPF') established by the Central Government.

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 28, 2018 (date of its last Annual General Meeting) on the Company's Corporate Website www.rtspower.com. and has also filed Form No IEPF 2 on December 11, 2018 with the Registrar of Companies, West Bengal.

Since the abovesaid last Annual General Meeting, the Company has also transferred unpaid and unclaimed Dividend amounting to Rs 14,512/- in respect of Final Dividend for the Financial Year 2010-2011 to IEPF and filed Form No IEPF 1 on November 30, 2018 with the Registrar of Companies, West Bengal following such transfers under Sub section (2) of Section 125 of the Act and the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016.

Shri Sandip Gupta, Company Secretary of the Company acts as Nodal Officer of the Company. The details of the Nodal Officer is available in the Company's Corporate Website www.rtspower.com.

Transfer of Equity Shares in respect of unclaimed dividend to Investor Education and Protection Fund (IEPF) Demat Account

The IEPF Rules also mandates the companies to transfer the Shares in respect of which dividend has not been paid/claimed by the Shareholders for seven (7) consecutive years or more to the Demat Account created by the IEPF Authority.

Further, in compliance with the provisions laid down in IEPF Rules, the Company had sent notices, subsequent reminders and also advertised in the newspapers seeking action from Shareholders who have not claimed their dividends for seven (7) consecutive years or more. Accordingly, for the Financial Year ended March 31, 2011, the Company has transferred 2697 Equity Shares on which Dividend remained unclaimed for a period of seven (7) years, to the Demat Account of the IEPF on December 21, 2018.

It may please be noted that no claim shall lie against the Company in respect of Share(s) transferred to IEPF pursuant to the said Rules. The voting rights in respect of the above Equity Shares are frozen until the rightful owner claims the Equity Shares. All corporate benefits on such Shares in the nature of Bonus Shares, Split Shares, Rights etc. shall be credited to 'Unclaimed Suspense Account', as applicable for a period of 7 years and thereafter be transferred in line with the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with Section 124(5) and Section 124(6) of the Companies Act, 2013.

However, the Shareholders are entitled to claim their Shares including all the corporate benefits accruing on such Shares, if any, from the IEPF Authority by submitting an online application in Form IEPF-5 and sending a physical copy of the Form IEPF-5 duly signed by all the joint shareholders, if any, as per the specimen signature recorded with the Company along with requisite documents enumerated in the Form IEPF-5, to the Company's RTA. The Rules and Form IEPF-5, as prescribed, for claiming back the Shares, are available on the website of the IEPF i.e. on www.iepf.gov.in.

The Statement containing details of Name, Address, Folio No., Demat Account No. and No. of Shares transferred to IEPF Demat Account is made available on Company's Corporate Website www.rtspower.com. The Shareholders are therefore encouraged to verify their records and claim their dividends and Shares, if not claimed.

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

Fees paid to Statutory Auditors

M/s. Lodha & Co, Chartered Accountants (Firm Registration No 301051E) had been appointed as the Statutory Auditors of the Company by the Members in the 66th Annual General Meeting of the Company on September 11, 2017 and will continue as statutory Auditor till the conclusion of the 74th Annual General Meeting of the Company.

The particulars of payment of Statutory Auditors' fees, on consolidated basis during the Financial Year 2018-2019 is given below:

Particulars	Amount
Audit Fees	5,00,000
Tax Audit Fees	1,50,000
Certification and other Reports	6,10,000
TOTAL	12,60,000

Confirmation and Certification

On an annual basis, the Company obtains from each Director, details of the Board and Board Committee positions he/she occupies in other Companies, and changes, if any, regarding their Directorships.

The Company has obtained a Certificate from M/s. Manoj Shaw & Co, Practicing Company Secretary, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs or any such Authority and the same forms part of this Report.

Details of utilization of funds raised through preferential allotment

The funds raised through preferential allotment were unutilized as on March 31, 2019 and remained in the Bank Account opened specifically for the Preferential Allotment.

Disclosures

- Transactions with related parties, as per requirements of Indian Accounting Standard-24 are disclosed in Notes to Accounts annexed to the Financial Statements.

During Financial Year 2018-19, there were no material related party transactions in terms of Regulation 23 of the Listing Regulations, 2015 which may have potential conflict with the interests of the Company or which are not in the normal course of business. Suitable disclosures as required by the Accounting Standard (IND AS-24) has been made in Annual Report.

The Company's Policy on dealing with related party transactions has been disclosed on the Company's corporate website link www.rtspower.com, as required in terms of the Clause 10(f) of Part C of Schedule V under Regulation 34(3) of the Listing Regulations.

- A Statement containing the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approval given are also placed before the Audit Committee for its review on a quarterly basis.
- The Company has complied with all the requirements of the Listing Regulations as well as the Regulations and Guidelines prescribed by SEBI except for a delay by one day in submission of audited Accounts for the quarter and year ended March 31, 2019 and paid the required fine. No other penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any other statutory Authority for non-compliance of any matter related to Capital Markets during the last three Financial Years.
- The Company has complied with all relevant Indian Accounting Standards notified by the Companies

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

(Indian Accounting Standards) Rules, 2015 as amended while preparing the Financial Statement.

- The Company has laid down a process of assessing risk management. The scope of function of Audit Committee includes evaluation of the Company's internal financial control and risk management systems.
- CEO/CFO Certificate as specified in Part B of Schedule II under Regulation 17(8) of the Listing Regulations has duly been submitted to the Board for the year ended March 31, 2019.
- All disclosures relating to financial and commercial transactions where Directors and/or their relatives may have potential interest are provided to the Board, and the interested Directors leave the Meeting room and thereby do not participate in the discussion and do not vote on such matters.
- All mandatory requirements have been complied with and the non-mandatory requirements are dealt with at the end of this Report.
- There is no inter-se relationship between Directors except Shri Abhay Bhutoria, Managing Director and Shri Rajendra Bhutoria, Vice-Chairman and Whole-time Director who are cousins. Smt Rachna Bhutoria, Director, is the wife of Late Surendra Bhutoria, brother of Shri Abhay Bhutoria, Managing Director and cousin of Shri Rajendra Bhutoria, Vice Chairman and Whole-time Director of the Company.
- The Company is in compliance with the requirements specified in the Regulations 17 to 27 and Clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 of the Listing Regulations with regard to Corporate Governance.
- Resume and other information regarding the Directors being appointed/reappointed as required under Regulation 26 and Regulation 36(3) of the Listing Regulations as well as Clause 1.2.5 of Secretarial Standard on General Meetings SS-2 have been given in the Notice of the ensuing Annual General Meeting.
- There has been no cases of non-compliance of any requirement of Corporate Governance Report as per Regulation 11 of Part C of Schedule V of the Listing Regulations with regard to Corporate Governance.

Status of adoption of the non-mandatory requirements

The Company has adopted the following discretionary requirements as prescribed in Sub Regulation (I) of Regulation 27(Part E of Schedule II) of the Listing Regulations as follows:

a. Non-Executive Chairman's Office

The Board –The Chairman of the Company is a Non-Executive Director. The Company has adequate facilities at its Registered Office to maintain an office for the Chairman but presently no such entitlement is explicitly given.

b. Shareholders' Rights

The quarterly and year to date financial statements are disseminated through Stock Exchanges, published in newspaper and also uploaded on Company's Website. The Company publishes the voting Results of Shareholders Meetings and upload the same on Company's Website apart from filing the same with BSE Limited in terms of Regulation 44 of the Listing Regulations. All filings done with BSE Limited from time to time during the year are uploaded on Company's Website.

c. Modified opinion(s) in Audit Report

The Company has already a regime of Financial Statements with unmodified audit opinion.

d. Separate posts of Chairperson and Chief Executive Officer

Shri Sardul Singh Jain is the Chairman of the Company, being a Non-Executive Independent Director and Shri Abhay Bhutoria is the Managing Director of the Company.

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

e. Reporting of Internal Auditors

Internal Auditors of the Company report directly to the Audit Committee and make representations to the Audit Committee on their Reports. Internal Auditors of the Company are almost a permanent invitee to the Audit Committee Meetings and regularly attend the Meetings.

Other Items

- The rest of the non-mandatory requirements will be implemented by the Company as and when required and /or deemed necessary by the Board.

Policy with respect to obligations of Directors and Senior Management

The Company has laid a Policy by virtue of which –

1. all the Directors inform the Company about the Committee positions he or she occupies in other companies and notify changes as and when it takes place.
2. senior management make disclosures to the Board of Directors relating to all material financial and commercial transactions, namely, dealing in Shares of the Company, commercial dealings with bodies, if any, which have shareholding of management and their relatives, etc. where they have personal interest that may have a potential conflict with the interest of the Company at large.

Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Share Capital Audit to reconcile the total admitted Equity Share Capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed Equity Share Capital of the Company. This audit is carried out every quarter and the Report thereon is submitted to Stock Exchange where the Company's Equity Shares are listed. The Audit Report confirms that the total listed and paid-up capital is in agreement with the total number of Shares in dematerialized form (held with CDSL and NSDL) and the total number of Shares held in physical form.

Means of Communication

The Company interacts with Members through multiple channels of communications such as Result Announcement, Annual Report, Company's Website and subject specific communications.

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 Bombay Stock Exchange where the Company's Shares are listed. The Company has a Corporate Website www.rtspower.com which is updated from time to time. During the Financial Year the Company has neither displayed any official news release nor made any presentation to the Institutional Investors or Analysts. The Quarterly Results and Annual audited Results were mainly published in the Business Standard in its Kolkata edition (in English) and Arthik 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 : Monday, September 30, 2019 at 10.00 A.M.
Venue : Bharatiya Bhasha Parishad,
36A, Shakespeare Sarani, Kolkata, -700017

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

Financial Year : April 1 to March 31.

Tentative Financial Calendar

Board / Audit Committee Meetings for approval of :	Expected Date
April 2019 – June 2019 Quarterly Results	Within August 14, 2019
July 2019 – September 2019 Quarterly Results	Within November 14, 2019
October 2019– December 2019 Quarterly Results	Within February 14, 2020
January 2020– March 2020 Quarterly Results & Financial Year 2019-20 audited Annual Results	Within May 30, 2020

Date of Book Closure

The dates of Book Closure are from Saturday, September 21, 2019 to Monday, September 30, 2019, both days inclusive, for the Annual General Meeting.

Corporate Identity Number (CIN)

Corporate Identity Number (CIN), allotted by the Ministry of Company Affairs, Government of India to the Company is L17232WB1947PLC016105 and Registration Number is 16105.

ISIN Number for NSDL and CDSL

ISIN No. – INE005C01017

Stock Code and Existing Listing of Equity Shares on Stock Exchange

BSE Limited (BSE)
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001
Telephone No: +91(022)2272 1233/34
Fax No: +91(022)2272 1919
Website: bseindia.com

Stock Code

531215

Listing

Your Company's Shares continue to be listed on Bombay Stock Exchange. The Company entered into fresh Listing Agreement with BSE on February 15, 2016 in terms of the Listing Regulations.

Payment of Listing Fees

Annual Listing Fees for the Financial Year 2019-2020 have been paid by the Company to BSE Limited

Payment of Custodial Fees

Annual Custodial Fees for the Financial Year 2019-2020 have been paid by the Company to both CDSL and NSDL.

Dividend

The Board of Directors has proposed to retain the entire amount of Profit of Rs 5.59 Crores for expansion and further growth of your Company and therefore, has not recommended payment of any Dividend.

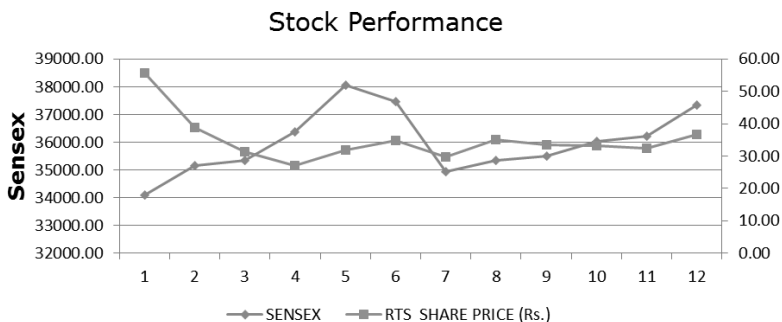
Report on Corporate Governance (Annexure 'A' to Directors' Report)

Market Price Data

Market Price Data (High/Low) during each month in the year 2018-19

Month	BSE		
	High (Rs)	Low (Rs)	Volume (Nos)
April'18	61.35	50.00	34522
May'18	53.80	23.85	1026724
June'18	38.05	24.45	492083
July'18	29.60	24.45	299886
August'18	35.95	27.75	290180
September'18	41.15	28.30	279773
October'18	35.00	24.30	117843
November'18	39.80	30.30	135422
December'18	37.65	29.10	59376
January'19	36.10	30.50	47235
February'19	36.40	28.50	123354
March'19	41.40	32.00	181089

Share price performance compared with broad based indices



Registrar & Share Transfer Agent

M/s. Niche Technologies Pvt. Ltd.

7th Floor,

Room, No. 7A & 7B,

3A, Auckland Rd,

Kolkata -700017

Phone : +91 (033) 2280-6616/17/18

Fax : +91 (033) 2280-6619

E Mail : nichetechpl@nichetechpl.com

Website : www.nichetechpl.com

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

Share Transfer System

The Stakeholders Relationship Committee of the Board of Directors meet to consider the Share transfer proposals in physical form, whenever received by the Company or its Registrar & Share Transfer Agent.

The transfers are normally processed, returned and duly transferred within 10-12 days from the date of receipt, subject to all documents being in order. The Company Secretary has been empowered to approve the transfer of shares.

Effective 1st April, 2019, SEBI has amended Regulation 40 of the Listing Regulations, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form.

According to SEBI, this amendment will bring the following benefits:

- It shall curb fraud and manipulation risk in physical transfer of securities by unscrupulous entities.
- Transfer of securities only in demat form will improve ease, convenience and safety of transactions for investors.

Secretarial Audit and other Certificates

M/s. Manoj Shaw & Co, Practicing Company Secretaries (C.P. 4194) have conducted the Secretarial Audit of the Company for Financial Year 2018-19. Their Audit Report confirms that the total number of Shares in physical form and the total number of Shares in dematerialized form (held with NSDL and CDSL).

In accordance with the SEBI Circular dated 8th February, 2019, the Company has obtained an Annual Secretarial Compliance Report from M/s. Manoj Shaw & Co, Practicing Company Secretaries (C.P. 4194) confirming compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended March 31, 2019, which forms a part of this Annual Report (Annexure I).

M/s. Manoj Shaw & Co, Practicing Company Secretaries (C.P. 4194) has issued a Certificate confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which forms a part of this Annual Report (Annexure J).

Shareholding Pattern as on March 31, 2019

Category	No. of Shares	% of Total
A. PROMOTERS' HOLDING		
1. PROMOTERS		
INDIAN PROMOTERS	64,93,256	70.82
FOREIGN PROMOTERS	NIL	NIL
2. PERSON ACTING IN CONCERT	NIL	NIL
SUB - TOTAL	64,93,256	70.82
B. NON-PROMOTERS' HOLDINGS		
3. INSTITUTIONAL INVESTORS		
a. MUTUAL FUNDS & UTI	NIL	NIL
b. BANKS, FIs, INSURANCE COS. (CENTRAL/STATE GOVT. INSTITUTIONS / NON-GOVT. INSTITUTIONS)	NIL	NIL

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

Category	No. of Shares	% of Total
c. Fills	NIL	NIL
SUB - TOTAL	NIL	NIL
4. OTHERS		
a. PRIVATE CORPORATE BODIES	3,70,734	4.04
b. INDIAN PUBLIC	19,54,725	21.32
c. NRIs / OCBs	11,510	0.13
d. ANY OTHER - CLEARING MEMBERS	330290	3.60
e. IEPF Authority	7985	0.09
SUB - TOTAL	26,75,244	29.18
GRAND - TOTAL	91,68,500	100.000

Distribution of Share Holding as on March 31,2019

No. of Equity Shares held	Total No. of Shares	% of Holding	No. of Shareholders	% of Shareholders
Upto - 500	2,87,782	3.1388	2364	82.6285
501 - 1,000	1,71,847	1.8743	213	7.4449
1,001 - 5,000	4,57,434	4.9892	211	7.3750
5,001 - 10,000	1,40,412	1.5315	21	0.7340
10,001 - 50,000	8,76,073	9.5552	34	1.1884
50,001 - 1,00,000	5,65,036	6.1628	8	0.2796
1,00,001 - And Above	66,69,916	72.7482	10	0.3495
TOTAL	91,68,500	100.0000	2861	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, 2019 about 89.04 % of the total number of Equity Shares of the Company were in dematerialized form. 10,00,000 Equity Shares were issued and allotted to Companies of Promoters Group on preferential basis on March 18, 2019. As on March 31, 2019 the corporate action of dematerializing the same after receiving the Trading Approval from BSE was in process. So apart from these 10,00,000 Equity Shares the entire Promoters' Group shareholding of the Company was in a dematerialized form.

Risk Management

Keeping in view of the nature of industry in which your Company is engaged, your Company has all along been conscious of the risks 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 by the Audit Committee 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 of the Company's systems for risk management.

The Board of Directors also oversees that all the risks that the organization faces such as strategic, financial, credit, marketing, liquidity, security, property, goodwill, 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 any one of such risks arises.

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

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 Personnel 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 behaviour. All Directors and Senior Management Personnel have affirmed compliance during the year 2018-2019 with the provisions of the Code and a declaration from the Managing Director to that effect is attached to this Report.

Code for Prevention of Insider Trading Practices

In compliance with the SEBI Regulation on prevention of insider trading, the Company has in place a comprehensive code of conduct for its Directors and Senior Management Officers. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with Shares of the Company. The code clearly specifies, among other matters, that Directors and specified employees of the Company can trade in the Shares of the Company only during "Trading Window Open Period". As per the code the trading window is closed during the time of declaration of results, dividend and material events.

Two sets of Codes—Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct to regulate, monitor and report trading by Insiders—had been adopted by the Board in 2016, in supersession of the earlier ones, in accordance with SEBI(Prohibition of Insider Trading)Regulations, 2015.

The Code of Business Conduct and Ethics, Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct to regulate, monitor and report trading by Insiders are available on the Corporate Website of your Company.

Disclosure of events or information pursuant to SEBI Listing Regulations, 2015

Pursuant to Regulation 30(1) of the Listing Regulations, the Board of Directors of the Company at its Meeting held on March 31, 2019 had approved and adopted the Policy for Determination of Materiality of any event/information for the purpose of proper, sufficient and timely disclosure of the same to the Stock Exchange(s) and since then the said Policy is available on the Company's Corporate Website www.rtspower.com.

The Board at the aforesaid Meeting also approved that for determination of Materiality of events/information and for the purpose of making disclosures to Stock Exchange, the Committee of Key Managerial Personnel shall comprise of the following Managerial Personnel of the Company:

Name	Designation	Contact details
Shri Rajendra Bhutoria	Vice-Chairman & Whole-time Director	Telephone : +91(033) 2242-6025, 9831039925 E-mail Address :headoffice@rtspower.com
Shri Abhay Bhutoria	Managing Director	Telephone : +91 (0141) 2330269, (0141) 2330405 E-mail Address : jaipurrt@rtspower.com
Shri Sandip Gupta	Company Secretary & Compliance Officer	Telephone :+91 (033) 2242-6025, 9831039925 E-mail Address:headoffice@rtspower.com

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

NIL

Commodity price risk or foreign exchange risk and hedging activities

The Company is applying a prudent hedging strategy in covering its foreign exchange risk arising out of its Exports.

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

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 & Specialty Oil Unit A-25, 26 RIICO Industrial Area, Kaladera, Chomu, Jaipur, (Rajasthan)
e	Rajasthan Transformers & Switchgears (A Unit of RTS Power Corporation Limited) Po 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 J Jala Dhulagori, Sankrail, Dhulagori, Howrah-711302 (West Bengal)
g	RTS Power Corporation Limited Wind Energy Division Dhule –Maharashtra	h	RTS Power Corporation Limited Wind Energy Division Barmer –Rajasthan

Address for Correspondence

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

M/s. Niche Technologies Pvt. Ltd.

7th Floor,
Room, No. 7A & 7B,
3A, Auckland Rd,
Kolkata –700017

Phone : +91 (033) 2280-6616/17/18

Fax : +91 (033) 2280-6619

E Mail : nichetechpl@nichetechpl.com

Website : www.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: +91 (033) 2242-6025, 9831039925

Fax: +91 (033) 2242-6732

E-mail: headoffice@rtspower.com

Auditors' Certificate on Corporate Governance

As required under Clause E of Schedule V of the Listing Regulations, the Auditors' Certificate on the Company's compliance of conditions of the Corporate Governance norms is attached.

Registered Office:

56, Netaji Subhas Road
Kolkata – 700001.

Dated: May 30, 2019

For and on behalf of the Board of Directors

SARDUL SINGH JAIN

CHAIRMAN

DIN 00013732

Certificate of Compliance with the Code of Conduct Policy

As required under Clause D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('the Listing Regulations') it is confirmed that all the Directors and Senior Management Personnel have affirmed compliance with the Code of Business Conduct and Ethics of the Company during the year 2018-2019.

For RTS Power Corporation Limited

Abhay Bhutoria

Managing Director

DIN 00013712

Registered Office:

56 Netaji Subhas Road, 2nd Floor
Kolkata-700001

Dated: May 30, 2019

COMPLIANCE CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE UNDER PARA E OF SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Members of
RTS Power Corporation Ltd
56, Netaji Subhas Road,
Kolkata- 700001

We have examined the compliance of the conditions of Corporate Governance by RTS Power Corporation Ltd (hereinafter called the Company) for the year ended on March 31, 2019, as stipulated under regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities And Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including further amendments thereto) [SEBI (LODR) Regulations].

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. 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, and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (LODR) Regulations for the year ended on March, 31, 2019.

However, Mr. Sardul Singh Jain (DIN: 00013732), a Non-Executive Independent Director of the Company has crossed the threshold age limit prescribed under Regulation 17(1)(A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and as informed by the Management of the Company, the Company is seeking Shareholder's approval by way of Special Resolution in the ensuing Annual General Meeting.

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

Manoj Prasad Shaw
(Proprietor)

Place: Kolkata
Date : May 30, 2019.

FCS No. 5517
C P No.: 4194

Management Discussion and Analysis (Annexure ‘B’ to Directors’ Report)

Industry Structure and Developments

Your Company is a manufacturer of Power & Distribution Transformers, Cables and Conductors of various capacities which are used in the generation, transmission and distribution of electricity in the country.

India is on the verge of becoming a major power nation among developing economies. Electricity is a key constituent for the economic growth of the country and is directly linked to the GDP of the country. There has been a surge in demand for power in India due to increase in capacity utilization, industrialization, urbanization and population growth.

With the implementation of UDAY and other DISCOM schemes there has been a huge acceleration of improvement in GRID infrastructures in India. Both power as well as distribution network is getting strengthened all across the country. DISCOMs have been instructed to reduce line losses to the tune of 10 to 12 per cent .Last mile connectivity has been the buzzword in the last few years.

India’s transformer market is predominantly unorganized with many small participants catering to the smaller distribution transformer markets. However, many are slowly graduating to the medium-sized category, thus expanding the organized participants’ base. This makes the market more competitive and price sensitive rather than quality. If an organization focuses on quality manufacturing of transformers, they can sustain the competition and have incremental growth.

Opportunities and threats

The Government initiatives like DDUGJY, IPDS and growing FDI in power industry are a few growth drivers in the industry. The growth in renewable energy sector also substantially helps in increase in demand for transformers.

Government schemes such as DDUGJY and IPDS which are aimed at improving the distribution networks in rural and urban areas, respectively, largely drive the distribution transformer demand in India. The demand from these schemes is expected to continue and in addition new schemes such as Saubhagya scheme which aims to provide last mile connectivity to rural consumers should increase future demand. Infrastructure segment (especially Metro Rail Projects) are witnessing increase in demand for distribution transformers and increased Government spending in this segment is set to drive demand in future.

The power transformers, also need replacement or relocation to less populated demand center.

The supply of CRGO is one of the major challenge in this industry as it needs to be imported and there is less supply. This challenge needs to be overcome by forecasting material planning properly.

The demand from the manufacturing segment is still a major concern for the industry, the manufacturing sector is yet to see an investment uptick due to low capacity utilization and this has led to slowdown in new as well as expansion projects.

New Ventures

Your Company is exploring new avenues to diversify its business and intends to set up a new Unit at it’s existing land at Reengus, Rajasthan. Additional expenditure towards acquisition of land for this purpose will be avoided. Products which would constitute a backward integration are being looked at.

Segment-wise or Product-wise Performance

PARTICULARS	SALES (GROSS)	
	Year ended 31.3.2019 (Rs in lakhs)	Year ended 31.3.2018 (Rs in lakhs)
Electrical Equipment- Transformers, Cable Conductors.	25,028.35	21,194.08
Wind Energy	143.37	124.09

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

Risks and concerns

There has been a spate of expansions of various companies in the Transformer Industry for manufacturing different types of Transformers. Hence your Company is facing the problem of lower margins due to the widespread and stiff competition. Continuous increase in cost of raw materials, like CRGO steel, Copper, Transformer Oil, etc. can contribute for a further erosion in margins.

However, the Management is fully aware of the risks and threats and actively works towards mitigating the same.

Outlook

With the return of the present Government to power at the Centre with an increased majority, the country can look forward to a period of stability and certainty in policy. The Government has already spelled out its priority so far as the power Sector is concerned.

With a near total village and household electrification having been achieved, it shall endeavor to provide stable and 24X7 Power to all Indians.

This shall translate into huge investments in strengthening the Grid, particularly the distribution network. This shall offer your Company, which primarily operates in this segment, many exciting opportunities. The health of Distribution companies (DISCOMS) remains an area of concern. Therefore, for the Government to properly implement its plans, this issue needs to be addressed.

As long as the Government's investment in the Power Sector remains high, demand for your Company's products will continue to rise.

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, commensurate with the Company's size and nature of its operations and their strict implementation to ensure that assets and interests 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 properly authorized, recorded and reported correctly and that operations are conducted in an efficient and cost effective manner and that all applicable laws and regulations are complied with.

Your Company has proper and adequate system of Internal 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

(Rs in Lakhs)

PARTICULARS	Year Ended 31.03.2019	Year Ended 31.03.2018
Total Income	25906.39	21,525.27
EBITDA	2432.62	1635.29
Profit Before Tax (PBT)	796.79	576.55
Profit After Tax (PAT)	550.28	418.22

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

Operational Performance

Your Company is once again pleased to present an improved operational performance in the present year over the previous Financial Year. Net Revenue from Operations for the year was Rs 252 crores as compared to Rs 213 crores in the previous year resulting in an increase of 18.30 %. Profit Before Tax also saw an increase of 38.37 % to Rs 7.97 crores as against Rs 5.76 crores in the previous year. Correspondingly, the carried forward profit also increased by 19.44 % to Rs 5.59 crores over Rs 4.68 crores in the previous year.

This year your Company surpassed its previous highest turnover. Your Company continues to do well and consolidate its performance. Healthy mix of orders, diversified customer base and a pan India presence have helped your Company to achieve this performance. Your Company will aim to expand its portfolio of products and offering to meet customer expectations and company objectives. Your Company shall also endeavor to expand its geographical reach and increase its global foot print.

As the Indian economy faces various headwinds, your Company remains cautiously optimistic. As a clearly spelt out strategy earlier as well, the Company will continue to remain prudent and cautious with its borrowings. The Company aims to increase business not by excessive external borrowings but from its own reserves. Your Company has once again increased sales without corresponding increase in debt.

Your Company has focused on improving its Balance Sheet and these efforts have borne fruit. Non-current borrowings are down from Rs 2.09 Crores to Rs 0.51 Crores. Current borrowings are down from 32.03 Crores to 30.55 Crores. The biggest improvements has been a 45.18 % reduction in Trade Payables from Rs 79.38 Crores to Rs 43.52 Crores, despite an increase in Sales. These are all healthy signs for your Company. The focus of your Company for the past few years has been on growth while strengthening its financials. The management is committed to the growth of the Company without relying on excessive borrowings.

Your Company remains focused on achieving higher sales by targeting profitable segments. Demand for your Company's products remain moderate.

Material developments in Human Resources / Industrial Relations front

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 55 as on March 31, 2019 in sustaining its operations and functioning during the period under review.

Registered Office:

56, Netaji Subhas Road
Kolkata – 700001.
Dated: May 30, 2019

For and on behalf of the Board of Directors

SARDUL SINGH JAIN
CHAIRMAN
DIN 00013732

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

Introduction:

The Board of Directors of the Company (the Board) 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 the Listing Regulations.

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 and gives a declaration to that effect;
 - (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 Regulations and other laws as applicable .

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 Listing Regulations 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, apart from receiving Directors remuneration, has or had no material 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 percent 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 or corpus from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent 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
 - (vi) who 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) who shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013 and the Listing Regulations
- (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
- (d) Every Independent Director shall at the first Meeting of the Board in which he participates as a Director and thereafter at the first Meeting of the Board in every Financial Year or whenever there is any change in the circumstances which may affect his status as an Independent Director, gives a declaration that he meets the criteria of independence as mentioned above

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 Regulations already stipulates the following restrictions in this regard:

- A Director shall not serve as Director, including as alternate 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 Chairperson of more than 5 Committees across all the companies in which he holds directorships.

For the purpose of considering the limit of the Committee Chairpersonship and Membership, Chairpersonship and 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: May 30, 2019

For and on behalf of the Board of Directors

SARDUL SINGH JAIN
CHAIRMAN
DIN 00013732

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 of the qualities required to run the company successfully;
- (b) relationship of remuneration to performance is clear and meets the appropriate performance benchmarks; and
- (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 shall review and approve the remuneration as recommended by NRC to be payable to the Executive Directors of the Company within the overall limits under the Companies Act and Schedule thereto , which shall be finally 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 may 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 under the Companies Act and schedule thereto
- (2) The remuneration structure of the Executive Directors and Key Managerial Personnel shall include

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

the following components

- (i) Salary
 - (ii) Perquisites and Allowances
 - (iii) Retiral benefits
 - (iv) Annual Bonus
- (3) The Board shall also review and approve the remuneration as recommended by NRC to be payable to the Key Managerial Personnel of the Company.
- (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 will be recommended by the NRC to the Board for its approval 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. Their promotions in respective deserving cases according to the needs of the Company will also be based on the abovesaid criteria.

Registered Office:

56, Netaji Subhas Road
Kolkata – 700001.
Dated: May 30, 2019

For and on behalf of the Board of Directors

SARDUL SINGH JAIN
CHAIRMAN
DIN 00013732

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

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the Financial Year ended on March 31, 2019

**[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, 2 nd Floor, Kolkata-700001 Telephone No (033) 22426025, 9831039925 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. 7th Floor, Room, No. 7A & 7B, 3A, Auckland Rd, Kolkata - 700017 Phone: +91 (033) 2280-6616/17/18 Fax : +91 (033) 2280-6619 E Mail: nichetechpl@nichetechpl.com Website : www.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)	As per Attachment –C
	i) Category-wise Shareholding	
	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

Extract of Annual Return (Annexure ' E' to 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 :-

SI No	Name and Description of main products / services	NIC Code of the product/ services *	% to total turnover of the company
1	Transformers and Cables & Conductors	271 & 273	99.43%

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

ATTACHMENT –B**III PARTICULARS OF HOLDING ,SUBSIDIARY AND ASSOCIATE COMPANIES**

Your Company does not have any Subsidiary, Joint Venture and Associate Company during the year under review

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	4.469	-0.547
b) Central Government									
c) State Government									

Extract of Annual Return (Annexure ' E' to 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	
d) Bodies Corporate	5083545	0	5083545	62.234	5083545	1000000	6083545	66.353	4.119
e) Banks / Financial Institutions									
f) Any Other									
Sub-total (A)(1)	5493256	0	5493256	67.249	5493256	1000000	6493256	70.821	3.572
(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	0	0	0	0	0.000
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	5493256	0	5493256	67.249	5493256	1000000	6493256	70.821	3.572
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds									
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									

Extract of Annual Return (Annexure 'E' to 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	
i) Others (Specify)									
Sub-total (B)(1)	0	0	0	0	0	0	0	0	0
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	1238394	1000	1239394	15.173	369734	1000	370734	4.044	-11.129
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	700263	4453	704716	8.627	975141	3451	978592	10.673	2.046
ii) Individual shareholders holding nominal share capital in excess of Rs 1 Lakh	350385	0	350385	4.289	976133	0	976133	10.647	6.358
c) Others (specify)									
1. NRI	7259	0	7259	0.089	11510	0	11510	0.126	0.037
2. Overseas Corporate Bodies									
3. Foreign Nationals									
4. Clearing Members	368202	0	368202	4.508	330290	0	330290	3.602	- 0.906
5. Trusts									
6. Foreign Bodies -D.R.									
7. IEPF Authority	5288	0	5288	0.065	7985	0	7985	0.087	0.022
Sub-total (B)(2)	2669791	5453	2675244	32.751	2670793	4451	2675244	29.179	-3.572
Total Public Shareholding (B) = (B)(1)+(B)(2)	2669791	5453	2675244	32.751	260793	4451	2675244	29.179	-3.572
C. Shares held by Custodian for GDRs & ADRs									
GRAND TOTAL (A+B+C)	8163047	5453	8168500	100.000	8164049	1004451	9168500	100.000	0.000

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

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

(ii) Shareholding of Promoters

S I 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	1.098	0.000	-0.135
2	ABHAY BHUTORIA	53800	0.659	0.000	53800	0.587	0.000	-0.072
3	ABHAY TRANSFORMERS PRIVATE LIMITED	89800	1.099	0.000	639800	6.978	0.000	5.879
4	BHUTORIA BROTHERS PRIVATE LIMITED	1345461	16.471	0.000	1795461	19.583	0.000	3.112
5	BHUTORIA INVESTMENTS PRIVATE LIMITED	2298648	28.140	0.000	2298648	25.071	0.000	-3.069
6	BHUTORIA TRANSFORMERS & RECTIFIERS PRIVATE LIMITED	676336	8.280	0.000	676336	7.377	0.000	-0.903
7	HEMLATA BHUTORIA	35800	0.438	0.000	35800	0.390	0.000	-0.048
8	LADNUN AGRICULTURAL FARMS PRIVATE LIMITED	204800	2.507	0.000	204800	2.234	0.000	-0.273
9	RACHNA BHUTORIA	38800	0.475	0.000	38800	0.423	0.000	-0.052
10	RAJASTHAN TRANSFORMERS AND SWITCHGEARS PRIVATE LIMITED	468500	5.735	0.000	468500	5.110	0.000	-0.625
11	RAJENDRA BHUTORIA	39700	0.486	0.000	39700	0.433	0.000	-0.053
12	RAJENDRA BHUTORIA (HUF)	45200	0.553	0.000	45200	0.493	0.000	-0.060
13	SADHNA BHUTORIA	35558	0.435	0.000	35558	0.388	0.000	-0.047
14	SHARAD BHUTORIA	60158	0.736	0.000	60158	0.656	0.000	-0.080
	TOTAL	5493256	67.249	0.000	6493256	70.821	0.000	3.572

Extract of Annual Return (Annexure ' E' to Directors' Report)**ATTACHEMNT 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		Cumulative Shareholding at the end 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	1.098
2	ABHAY BHUTORIA				
	a) At the Beginning of the Year	53800	0.659		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			53800	0.587
3	ABHAY TRANSFORMERS PRIVATE LIMITED				
	a) At the Beginning of the Year	89800	1.099		
	b) Changes during the year				
	Date Reason				
	18/03/2019 [Allotment on Preferential basis]	550000	5.999	639800	6.978
	c) At the End of the Year			639800	6.978
4	BHUTORIA BROTHERS PRIVATE LIMITED				
	a) At the Beginning of the Year	1345461	16.471		
	b) Changes during the year				
	Date Reason				
	18/03/2019 [Allotment on Preferential basis]	450000	4.908	1795461	19.583
	c) At the End of the Year			1795461	19.583
5	BHUTORIA INVESTMENTS PRIVATE LIMITED				
	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	25.071
6	BHUTORIA TRANSFORMERS & RECTIFIERS PRIVATE LIMITED				
	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	7.377

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

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding at the end the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
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	0.390
8	LADNUN AGRICULTURAL FARMS PRIVATE LIMITED				
	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	2.234
9	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	0.423
10	RAJASTHAN TRANSFORMERS AND SWITCHGEARS PRIVATE LIMITED				
	a) At the Beginning of the Year	468500	5.735		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			468500	5.110
11	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	0.493
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	0.433
13	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	0.388
14	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	0.656
	TOTAL	5493256	67.249	6493256	70.821

Extract of Annual Return (Annexure ' E ' to Directors' Report)**ATTACHEMNT F****IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****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	B DAULAT LIMITED				
	a) At the Beginning of the Year	0	0		
	b) Changes during the year				
	Date Reason				
	08/06/2018 Transfer	6100	0.075	6100	0.067
	15/06/2018 Transfer	8793	0.108	14893	0.162
	22/06/2018 Transfer	17000	0.208	31893	0.348
	30/06/2018 Transfer	20721	0.254	52614	0.574
	c) At the End of the Year			52614	0.574
2	DAULAT SECURITIES LIMITED				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	01/06/2018 Transfer	24000	0.294	24000	0.262
	22/06/2018 Transfer	15721	0.192	39721	0.433
	30/06/2018 Transfer	-3721	0.046	36000	0.393
	06/07/2018 Transfer	8449	0.103	44449	0.485
	13/07/2018 Transfer	100	0.001	44549	0.486
	20/07/2018 Transfer	2358	0.029	46907	0.512
	03/08/2018 Transfer	12651	0.155	59558	0.650
	17/08/2018 Transfer	2320	0.028	61878	0.675
	12/10/2018 Transfer	750	0.009	62628	0.683
	30/11/2018 Transfer	2199	0.027	64827	0.707
	07/12/2018 Transfer	2638	0.032	67465	0.736
	14/12/2018 Transfer	-4837	0.059	62628	0.683
	c) At the End of the Year			62628	0.683
3	DHEERAJ KUMAR LOHIA				
	a) At the Beginning of the Year	0	0		
	b) Changes during the year				
	Date Reason				
	25/05/2018 Transfer	140137	1.716	140137	1.528
	01/06/2018 Transfer	12136	0.149	152273	1.661
	15/06/2018 Transfer	2010	0.025	154283	1.683

Extract of Annual Return (Annexure ' E' to 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
	30/06/2018 Transfer	19540	0.239	173823	1.896
	06/07/2018 Transfer	4131	0.051	177954	1.941
	03/08/2018 Transfer	5000	0.061	182954	1.995
	29/09/2018 Transfer	2390	0.029	185344	2.022
	08/03/2019 Transfer	2500	0.031	187844	2.049
	15/03/2019 Transfer	500	0.006	188344	2.054
	c) At the End of the Year			188354	2.054
4	EDELWEISS BROKING LIMITED				
	a) At the Beginning of the Year	41097	0.503		
	b) Changes during the year				
	Date Reason				
	06/04/2018 Transfer	-180	0.002	40917	0.446
	20/04/2018 Transfer	-30	0.000	40887	0.446
	27/04/2018 Transfer	399	0.005	41286	0.450
	04/05/2018 Transfer	301	0.004	41587	0.454
	11/05/2018 Transfer	1	0.000	41588	0.454
	18/05/2018 Transfer	534	0.007	42122	0.459
	25/05/2018 Transfer	-31077	0.380	11045	0.120
	01/06/2018 Transfer	-50	0.001	10995	0.120
	08/06/2018 Transfer	-50	0.001	10945	0.119
	15/06/2018 Transfer	14469	0.177	25414	0.277
	22/06/2018 Transfer	12655	0.155	38069	0.415
	30/06/2018 Transfer	14779	0.181	52848	0.576
	06/07/2018 Transfer	-39943	0.489	12905	0.141
	13/07/2018 Transfer	1440	0.018	14345	0.156
	27/07/2018 Transfer	142856	1.749	157201	1.715
	03/08/2018 Transfer	-132043	1.616	25158	0.274
	10/08/2018 Transfer	-7313	0.090	17845	0.195
	17/08/2018 Transfer	-5892	0.072	11953	0.130
	24/08/2018 Transfer	29851	0.365	41804	0.456
	31/08/2018 Transfer	-27904	0.342	13900	0.152
	14/09/2018 Transfer	-9900	0.121	4000	0.044
	21/09/2018 Transfer	3115	0.038	7115	0.078
	29/09/2018 Transfer	285	0.003	7400	0.081
	05/10/2018 Transfer	1655	0.020	9055	0.099
	12/10/2018 Transfer	-1055	0.013	8000	0.087
	23/11/2018 Transfer	-1500	0.018	6500	0.071
	30/11/2018 Transfer	-4000	0.049	2500	0.027

Extract of Annual Return (Annexure ' E' to 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
	07/12/2018 Transfer	80	0.001	2580	0.028
	08/03/2019 Transfer	1000	0.012	3580	0.039
	15/03/2019 Transfer	-990	0.012	2590	0.028
	22/03/2019 Transfer	25	0.000	2615	0.029
	29/03/2019 Transfer	1	0.000	2616	0.029
	c) At the End of the Year			2616	0.029
5	GEOJIT FINANCIAL SERVICES LIMITED				
	a) At the Beginning of the Year	169000	2.069		
	b) Changes during the year				
	Date Reason				
	25/05/2018 Transfer	2	0.000	169002	1.843
	01/06/2018 Transfer	1048	0.013	170050	1.855
	08/06/2018 Transfer	-1050	0.013	169000	1.843
	17/08/2018 Transfer	1000	0.012	170000	1.854
	24/08/2018 Transfer	-1000	0.012	169000	1.843
	14/09/2018 Transfer	1275	0.016	170275	1.857
	21/09/2018 Transfer	475	0.006	170750	1.862
	29/09/2018 Transfer	-1300	0.016	169450	1.848
	05/10/2018 Transfer	3880	0.048	173330	1.890
	12/10/2018 Transfer	-3919	0.048	169411	1.848
	19/10/2018 Transfer	-335	0.004	169076	1.844
	26/10/2018 Transfer	-76	0.001	169000	1.843
	09/11/2018 Transfer	100	0.001	169100	1.844
	23/11/2018 Transfer	200	0.002	169300	1.847
	30/11/2018 Transfer	600	0.007	169900	1.853
	07/12/2018 Transfer	-900	0.011	169000	1.843
	14/12/2018 Transfer	10	0.000	169010	1.843
	21/12/2018 Transfer	-10	0.000	169000	1.843
	01/03/2019 Transfer	360	0.004	169360	1.847
	08/03/2019 Transfer	-360	0.004	169000	1.843
	c) At the End of the Year			169000	1.843
6	KARVA AUTOMART LIMITED				
	a) At the Beginning of the Year	1140000	13.956		
	b) Changes during the year				
	Date Reason				
	18/05/2018 Transfer	-328010	4.016	811990	8.856
	25/05/2018 Transfer	-272800	3.340	539190	5.881

Extract of Annual Return (Annexure ' E' to 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
	01/06/2018 Transfer	-10000	0.122	529190	5.772
	08/06/2018 Transfer	-213700	2.616	315490	3.441
	15/06/2018 Transfer	-6000	0.073	309490	3.376
	22/06/2018 Transfer	-114200	1.398	195290	2.130
	30/06/2018 Transfer	-111800	1.369	83490	0.911
	06/07/2018 Transfer	-7300	0.089	76190	0.831
	13/07/2018 Transfer	-650	0.008	75540	0.824
	27/07/2018 Transfer	-52000	0.637	23540	0.257
	03/08/2018 Transfer	-23540	0.288	0	0.000
	c) At the End of the Year			0	0.000
7	MONARCH NETWORK CAPITAL LIMITED				
	a) At the Beginning of the Year	89219	1.092		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			89219	0.973
8	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	1.014
9	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	0.322
10	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	0.354
11	PUSHPA DEVI PAGARIA				
	a) At the Beginning of the Year	15500	0.190		
	b) Changes during the year				
	Date Reason				
	25/05/2018 Transfer	104500	1.279	120000	1.309
	01/06/2018 Transfer	-13732	0.168	106268	1.159
	15/06/2018 Transfer	-6268	0.077	100000	1.091
	06/07/2018 Transfer	15870	0.194	115870	1.264
	23/11/2018 Transfer	-3000	0.037	112870	1.231
	08/02/2019 Transfer	15462	0.189	128332	1.400
	c) At the End of the Year			128332	1.400

Extract of Annual Return (Annexure 'E' to 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
12	RAJ KUMAR LOHIA				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	25/05/2018 Transfer	60000	0.735	60000	0.654
	c) At the End of the Year			60000	0.654
13	RAJASTHAN GLOBAL SECURITIES PRIVATE LIMITED				
	a) At the Beginning of the Year	8556	0.105		
	b) Changes during the year				
	Date Reason				
	06/07/2018 Transfer	925	0.011	9481	0.103
	03/08/2018 Transfer	84136	1.030	93617	1.021
	c) At the End of the Year			93617	1.021
14	SATYA PRAKASH MITTAL				
	a) At the Beginning of the Year	25606	0.313		
	b) Changes during the year				
	Date Reason				
	25/05/2018 Transfer	-800	0.010	24806	0.271
	23/11/2018 Transfer	17888	0.219	42694	0.466
	22/02/2019 Transfer	4207	0.052	46901	0.512
	c) At the End of the Year			46901	0.512
15	SPATIAL SERVICES (P) LTD.				
	a) At the Beginning of the Year	29246	0.358		
	b) Changes during the year				
	Date Reason				
	21/12/2018 Transfer	-2500	0.031	26746	0.292
	c) At the End of the Year			26746	0.292
16	TATA SECURITIES LIMITED				
	a) At the Beginning of the Year	25900	0.317		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			25900	0.282
	TOTAL	1699074	20.800	1100867	12.007

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

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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]			
	c) At the End of the Year			39700	0.433
2	ABHAY BHUTORIA (MANAGING DIRECTOR)				
	a) At the Beginning of the Year	53800	0.659		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			53800	0.587
3	RACHNA BHUTORIA (DIRECTOR)				
	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	0.423
4	RAM LAL SAINI (DIRECTOR)				
	a) At the Beginning of the Year	160	0.002		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			160	0.002
5	MUKESH JAIN (CHIEF FINANCIAL OFFICER)				
	a) At the Beginning of the Year	1400	0.017		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1400	0.015

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

Extract of Annual Return (Annexure 'E' to Directors' Report)**ATTACHMENT –H****V. INDEBTEDNESS****Indebtedness of the Company including interest outstanding/accrued but not due for payment****(Rs)**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	29,42,29,462	4,70,80,149		34,13,09,611
ii) Interest due but not paid	-	-		-
iii) Interest accrued but not due	49,21,786	-		49,21,786
Total (i+ii+iii)	29,91,51,248	4,70,80,149		34,62,31,397
Change in Indebtedness during the Financial Year				
Addition	-	-		-
Reduction	3,07,92,054	35,40,226		3,43,32,280
Net Change	3,07,92,054	35,40,226		3,43,32,280
Indebtedness at the end of the financial year				
i) Principal Amount	26,71,90,490	4,35,39,923		31,07,30,413
ii) Interest due but not paid	-	-		-
iii) Interest accrued but not due	11,68,704	-		11,68,704
Total (i+ii+iii)	26,83,59,194	4,35,39,923		31,18,99,117

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

ATTACHMENT –I

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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	31,00,000	26,40,000	57,40,000
	(b) Value of perquisites under Section 17(2) of the Income-Tax Act, 1961	2,34,472	NIL	2,34,472
	(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	3,72,000	3,16,800	6,88,800
	Total	37,06,472	29,56,800	66,63,272
	Ceiling as per the Act	84,00,000	84,00,000	1,68,00,000

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

Extract of Annual Return (Annexure ' E' to 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
	Independent Directors	SARDUL SINGH JAIN	ALOK KUMAR BANTHIA			
1.	(a) Fee for attending Board / Committee Meetings					
	(b) Commission	NIL	NIL			NIL
	(c) Others					
	Total (1)	NIL	NIL			NIL
	Other Non-Executive Directors			RACHNA BHUTORIA	RAM LAL SAINI	
2.	(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
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act					

NOTE : Non-Executive Directors do not get any remuneration from the Company ,except Shri R L Saini , who gets Fee of Rs 15 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.

ATTACHMENT –K
VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
C. Remuneration to Key Managerial Personnel other than MD/Manager/WTd

Particulars of Remuneration			Key Managerial Personnel		
	Company Secretary	Chief Financial Officer	CEO	President Cable Division	Total
Gross Salary	5,62,362	5,84,842	21,00,000	2,50,000	34,97,204
(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961					
(b) Value of perquisites under Section 17(2) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL	NIL
Stock Option	NIL	NIL	NIL	NIL	NIL
Sweat Equity	NIL	NIL	NIL	NIL	NIL
Commission	NIL	NIL	NIL	NIL	NIL
- as % of profit					
- others					
Others Provident Fund	NIL	33,204	2,52,000	NIL	2,85,204
Total	5,62,362	6,18,046	23,52,000	2,50,000	37,82,408

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		
C. OTHER OFFICERS IN DEFAULT					
Penalty			NONE		
Punishment			NONE		
Compounding			NONE		

Registered Office:

56, Netaji Subhas Road
Kolkata – 700001.
Dated: May 30, 2019

For and on behalf of the Board of Directors

SARDUL SINGH JAIN
CHAIRMAN
DIN 00013732

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

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED March 31, 2019

[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,

2ND FLOOR

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 Company'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 31, 2019 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 the Company for the Financial Year ended on March 31, 2019 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, 2015.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (till November 09, 2018);
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (w.e.f. November 10, 2018);
 - (e) 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)

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

- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period)
- (g) 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;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period) and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period)
- (vi) The following are the other laws as specifically applicable to the Company:
 - a) The Factories Act, 1948;
 - b) The Payment of Bonus Act, 1965;
 - c) The Industrial Disputes Act, 1947;
 - d) The Employees Provident Fund and Miscellaneous Provisions Act, 1952;
 - e) The Employees' State Insurance Act, 1948.

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

- (i) The Company has complied with the applicable Clauses of Secretarial Standard (SS-1 and SS-2) issued by the Institute of Company Secretaries of India and it was noted that the company has complied with the same to the extent possible.

The Company has complied with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including further amendments thereto) during the period under review.

However, Mr. Sardul Singh Jain (DIN: 00013732), a Non-Executive Independent Director of the Company has crossed the threshold age limit prescribed under Regulation 17(1)(A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and as informed by the Management of the Company, the Company is seeking Shareholder's approval by way of Special Resolution in the ensuing Annual General Meeting.

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

The Company during the year had issued and allotted 10,00,000 Equity Shares on preferential basis to the Companies of promoter group on 18.03.2019. The Company was granted listing approval by Bombay Stock Exchange on 01.04.2019 and completed the corporate action for the same on 22.04.2019 after extension of the lock in period. The Company was granted trading approval on 25.04.2019. On account of the above reason these additional 10,00,000 Equity shares held by the promoter and promoter group were not in dematerialized form as on 31.03.2019 as required under Regulation 31(2) of SEBI (LODR) Regulations, 2015. The corporate Action on receipt of trading approval was done by the Company and confirmed by CDSL on 26.04.2019 and the shares were admitted in dematerialized format as required.

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.

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

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.

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.

Generally Adequate notice are 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, following are the specific events/ events requiring members' approval, that took place during the audit period and that had a major bearing on the company's affairs, in pursuance to the laws, rules, regulations, guidelines, etc. referred to above:

- 1) The Company obtained Members' approval by way of Special Resolution, for re-appointment of its Managing Director for a further period of five years with effect from 1st December, 2018 in its Annual General Meeting on 28th September, 2018.
- 2) The Company made a redemption of its 75,00,000 9% Non-Cumulative, non-participating and non-convertible Redeemable Preference Shares of Rs. 10/- each, for cash, at par, aggregating to Rs. 7,50,00,000/- to Preference Shareholders on 29th January, 2019.
- 3) The Company obtained Members' approval by way of Special Resolution, by means of Postal Ballot for issue of 10,00,000 Equity Shares on Preferential basis to companies of Promoters Group on Private Placement basis, and the allotment of the said shares were made on 18th March, 2019.

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

Place: Kolkata

Date : May 30, 2019.

**Manoj Prasad Shaw
(Proprietor)
FCS No. 5517
C P No.: 4194**

Annexure 'G' to Directors' Report

DETAILS PERTAINING TO REMUNERATION AND OTHER DETAILS 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, AS AMENDED BY THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

- (i) The percentage increase in remuneration of each Director, Company Secretary and Chief Financial Officer during the Financial Year 2018-2019 and ratio of remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2018-2019 are as under:

Sl No	Name of Director/KMP & Designation	Remuneration of Director /KMP for Financial Year 2018-2019 (Rs)	% increase in remuneration in Financial Year 2018-2019	Ratio of remuneration of each Director to the median remuneration of the employees for the Financial Year 2018-2019
1	Shri Rajendra Bhutoria Vice Chairman & Whole-time Director	29,56,800/-	25.71%	10.12
2	Shri Abhay Bhutoria Managing Director	37,06,472/-	31.97%	12.68
3	Shri Sandip Gupta Company Secretary	5,62,362/-	174.54*	1.92
4	Shri Mukesh Jain Chief Financial Officer	6,18,046/-	3.30 %	2.12
5	Shri Sharad Bhutoria CEO	23,52,000/-	40 %	8.05
6	Shri Suchir Bhutoria President, Cable Division	2,50,000/-	66 %**	0.85

* Shri Sandip Gupta joined as Company Secretary in November, 2017. His Salary for Financial Year 2017-2018 was for 5 months. However, he has drawn Salary for 12 months in Financial Year 2018-2019. Hence, the increase in percentage.

** Shri Suchir Bhutoria, President Cable Division, drew Salary for 3 months in Financial Year 2017-2018. In Financial Year 2018-2019 he worked for 5 months and thereafter proceeded on study leave with effect from 1st September, 2019. Hence the increase.

- (ii) Non-Executive Directors do not get any remuneration from the Company, except Shri R L Saini, who gets Fee of Rs 15 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 Rs 2,92,112/-.
- (iv) In the Financial Year, there was an increase of 4.80% in the median remuneration of employees
- (v) There were 55 permanent employees on the rolls of Company as on March 31, 2019;

Annexure 'G' to Directors' Report

- (vi) Average percentage decrease in the salaries of employees other than the Managerial Personnel in the last Financial Year i.e. 2018-19 was 0.72% whereas the average percentage increase in managerial remuneration for the same Financial Year was 32.06% ;
- (vii) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company for Directors, Key Managerial Personnel and other Employees.

Registered Office:

56, Netaji Subhas Road
Kolkata – 700001.

Dated: May 30, 2019

For and on behalf of the Board of Directors

SARDUL SINGH JAIN

CHAIRMAN

DIN 00013732

Annexure 'H' to Directors' Report

CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR Policy

The Company's CSR philosophy is 'Doing Well is the Result of Doing Good'. The Company's vision is to be a responsible industry leader and demonstrate ethical behavioral practices which will contribute to the economic and sustainable development within the company, industry, and society at large.

At RTS, CSR has effectively evolved from being engaged in passive philanthropy to corporate community investments, which takes the form of a social partnership initiative creating value for stakeholders.

The Company's CSR activities build an important bridge between business operations and social commitment evolving into an integral part of business functions, goals and strategy.

This Policy shall apply to all CSR projects/programmes/activities undertaken by the Company in India as per Schedule VII of the Act.

The Company's CSR Policy has been hosted on the Company's Website under the link www.rtspower.com.

2. Composition of the CSR Committee

The Members of the Committee are Shri Rajendra Bhutoria, Whole-time Director, Shri Abhay Bhutoria, Managing Director and Shri Sardul Singh Jain, Independent Director.

Shri Rajendra Bhutoria, Whole-time Director is the Chairman of the Committee.

3. Average net profit of the Company for the last three Financial Years

Net Profit (PBT)	Rs In Lakhs
PBT FY : 2016-2017	233.49
PBT FY : 2017-2018	641.42
PBT FY : 2018-2019	556.79
Total	1,431.70
Average	477.23
Prescribed CSR Expenditure for Financial Year 2019-2020 (2% of Net Profits of preceding three Financial Years)	9.54

4. Details of CSR spent during the Financial Year:

- Total amount to be spent for the Financial Year 2018-2019** : Rs 7.63 Lakhs
- Amount spent** : Rs 4.00 Lakhs

The Company incurs expenditure by donating to a Charitable Trust which in turn utilises the funds on deserving organizations and individuals keeping in mind sustainability and impact on desired recipients.

Annexure 'H' to Directors' Report

c. Manner in which the amount spent during the financial year is detailed below:

CSR Project for the activity identified	Sector in which Project is covered	Projects or Programmes 1. Local are or other 2. Specify the state and district where projects or programmes were undertaken	Amount outlay Budget Project or programme wise	Amount spent on the projects or programmes Sub head	Cumulative expenditure upto the reporting period	Amount spent Direct or through implementing agency
Donation to Seth Gangaram Bhutoria Janaklayan Trust	Philanthropic activity	Kolkata, West Bengal	7.63	4.00	4.00	4.00

5. **In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report.**

Out of the designated amount Rs.7.63 Lakhs being the Company could expend Rs 4 Lakhs since no other deserving cases were brought before the CSR Committee. The Company intends to fulfil this requirement in the Financial Year 2019-20.

6. **A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.**

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and CSR policy of the Company.

Registered Office:

56, Netaji Subhas Road
Kolkata – 700001.

Dated: May 30, 2019

For and on behalf of the Board of Directors

SARDUL SINGH JAIN
CHAIRMAN
DIN 00013732

Annexure 'I' to Directors' Report

Secretarial Compliance Report of RTS Power Corporation Limited for the year ended 31/03/2019

We, Manoj Shaw & Co, Company Secretaries, having our Office at "Poddar Court" 18, Rabindra Sarani, Gate no.1, 3rd Floor, Room No. 331, Kolkata- 700001, have examined:

- (a) all the documents and records made available to us and explanation provided by RTS Power Corporation Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the StockExchanges,
- (c) Website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31/03/2019 ("Review Period") in respect of compliance with the provisions of :
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (till November 09, 2018);
- (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (w.e.f. November 10, 2018);
- (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the Audit Period).
- (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period).
- (h) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the Company during the Audit Period).
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period).

Secretarial Compliance Report of RTS Power Corporation Limited for the year ended 31/03/2019

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

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

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL	NIL	NIL*	NIL

[The Company during the year had issued and allotted 10,00,000 Equity Shares on preferential basis to the Companies of promoter group on 18th March, 2019. The Company was granted listing approval by Bombay Stock Exchange on 1st April, 2019 and completed the corporate action for the same on 22nd April, 2019 after extension of the lock in period. The Company was granted trading approval on 25th April, 2019. On account of the above reason these additional 10,00,000 Equity shares held by the promoter and promoter group were not in dematerialized form as on 31st March, 2019 as required under Regulation 31(2) of SEBI (LODR) Regulations, 2015, (during the audit period.). The corporate Action on receipt of trading approval was done by the Company and confirmed by CDSL on 26th April, 2019 and the shares were admitted in dematerialized format as required]

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Nil				

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA				

(Note:

- Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations: N.A.
- Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations: N.A.)

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

Place: Kolkata

Date : May 30, 2019.

**Manoj Prasad Shaw
(Proprietor)
FCS No. 5517
C P No.: 4194**

Annexure 'J' to Directors' Report**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
RTS Power Corporation Limited
56 Netaji Subhas Road
2nd Floor
Kolkata 700001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **RTS POWER CORPORATION LIMITED** having CIN **L17232WB1947PLC016105** and having registered office at 56 Netaji Subhas Road, 2nd Floor, Kolkata -700001 and (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority .

Sr. No.	DIN	Name of Director	Date of appointment in Company
1	00013732	SARDUL SINGH JAIN	20/02/1985
2	00013637	RAJENDRA BHUTORIA	23/12/1975
3	00013712	ABHAY BHUTORIA	17/10/1995
4	03534117	RAM LAL SAINI	14/05/2011
5	00977628	RACHNA BHUTORIA	14/02/2014
6	00528159	ALOK KUMAR BANTHIA	14/08/2014

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate 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 M/s Manoj Shaw & Co.
(Company Secretaries)**

Place: Kolkata
Date : May 30, 2019.

**Manoj Prasad Shaw
(Proprietor)
FCS No. 5517
C P No.: 4194**

Independent Auditors' Report

To the Members of RTS Power Corporation Limited Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of RTS Power Corporation Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss (Including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and Notes to the Financial Statements, including a summary of significant accounting policies and Other Explanatory Notes for the year ended on that date (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have considered the matters described below to be the Key Audit Matters for incorporation in our Report.

Key audit Matters	Addressing the Key Audit Matters
Trade Receivables Gross Trade Receivable of the Company is Rs. 7405.98 Lakhs as on 31 st March 2019. This includes significant amounts, which have fallen due for payment and are lying outstanding for a considerable period of time. (Note No. 14 of the Standalone Financial Statements) The Company evaluates whether there is any objective evidence that trade receivables are impaired and determines the amount of impairment allowance as a result of the inability of the customers to	Our audit procedures based on which we arrived at the conclusion regarding the carrying amount of Trade Receivables include the following: <ul style="list-style-type: none"> • We obtained an understanding from the Management, assessed and tested the design and operating effectiveness of the Company's key controls over the recoveries against the outstanding amounts and resultant impairment assessment of material Trade Receivables; • We reviewed Management's assessment and evaluation on the credit worthiness of the major trade receivables and historical trends

Independent Auditors' Report

Key audit Matters	Addressing the Key Audit Matters
make required payments. The Company bases the estimates on the ageing of the trade receivables balance, creditworthiness of the trade receivables and historical write-off experience.	and current dealing with the customers; We further discussed with the Management the adequacy of the impairment as recognised and reviewed the supporting documents provided in relation to such assessment.
Provisions and Contingencies Recognition of provision and/or disclosure for contingencies are based on estimates requiring application of judgement with respect to existing facts and circumstances which are subject to variation on actual crystallization. The Company has certain outstanding matters involving direct and indirect taxes which are pending before appropriate authorities. (Note 43 of Financial Statements) Management judgment for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations/against the Company is essential as it is not possible to predict the outcome of pending matters with accuracy.	Our audit procedures based on which we arrived at the conclusion regarding reasonableness of the Contingent Liabilities include the following: <ul style="list-style-type: none"> • We tested the effectiveness of controls for estimating the possible effect of matters keeping in view the provisions of the relevant laws and regulations; • We discussed with management the recent developments and the status of the matters having significant application; • We reviewed Management's judgements relating to the estimates keeping in view the expected outcome thereof; • Due consideration has been given to experts' view and opinion on the matters of significance; • Reviewed the appropriateness and adequacy of amounts involved, as required in terms of the requirement of IND AS 37 "Provisions, Contingent Liabilities and Contingent Assets".

Information other than the Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Directors' Report, Management Discussion and Analysis Report, Business Responsibility Report and Report on Corporate Governance, but does not include the Financial Statements and our auditors' report thereon.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the state of affairs (financial position), Profit or Loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards specified under section 133 of the Act.

Independent Auditors' Report

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standard on Auditing (SAs) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference to Financial Statements in place and the operating effectiveness of such controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
- Evaluate the overall presentation, structure and content of the financial statements, including

Independent Auditors' Report

the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("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", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) 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;
 - b) 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;
 - c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e) On the basis of the written representations received from the directors as on March 31, 2019 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal control with reference to financial statements; and
 - g) With respect to the other matters to be included in the Auditors' Report in accordance with

Independent Auditors' Report

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 financial statements – Refer Note no. 43 of the 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 amounts required to be transferred to the Investor Education and Protection Fund by the Company.
3. With respect to the reporting under Section 197 (16) of the Act to be included in the Auditors' Report, in our opinion and according to the information and explanations given to us, the Remuneration (including Sitting fees) paid by the Company to its Directors during the current year is in accordance with the provisions of Section 197 of the Act and is not in excess of the limit laid down therein.

For **Lodha & Co**
Chartered Accountants
Firm's ICAI Registration No.:301051E

H. K.Verma
Partner
Membership No: 055104

Place: Kolkata
Date: 30th May 2019

Annexure “A” to the Independent Auditors’ Report of Even Date

The Statement referred to in paragraph 1 with the heading ‘Report on other legal and regulatory requirements’ of our Report of even date to the members of RTS Power Corporation Limited on the financial statements of the Company for the year ended 31st March 2019, we report that:

- i) a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. There is a phased programme of verification of such assets, based on which physical verification of fixed assets is being carried out by the management. Discrepancies in respect of fixed assets verified during the year were not material.
- c. Based on verification of title deeds/lease deeds produced to us by the management and according to the information and explanations given to us, in our opinion, the title deeds/lease deeds of immovable properties are held in the name of the company.
- ii) As explained to us, inventories have been physically verified during the year at reasonable interval by the management. As far as ascertained, discrepancies noticed on verification between the physical stocks and the book records were not material and the same has been properly dealt with in the books of account
- iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnership or other parties listed in the register maintained under Section 189 of the Act. Hence clause 3(iii) of the Order are not applicable to the company.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act, with respect to the investments made. The Company has neither issued any guarantee, given any loan nor has provided any security on behalf of any party. Further according to the information and explanations given to us, the company has not entered into any transactions as referred to in section 185 of the Act.
- v) The Company has not accepted any deposits. Consequently, 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 and the rules framed there under, are not applicable to the Company.
- vi) We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 148 (1) of the Act in respect of the Company’s products to which the said rules are made applicable and are of the opinion that prima facie, the prescribed records have been maintained. We have however not made a detailed examination of the said records with a view to determine whether they are accurate or complete.
- vii) a. According to the information and explanations given to us, during the year, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Goods and Service Tax, Service tax, Duty of Custom ,Duty of Excise, Value Added Tax, Cess and other material statutory dues as applicable to it. According to the information and explanations given to us, there is no undisputed amounts payable in respect of these which were in arrears as on March 31, 2019 for a period of more than six months from the date they became payable.
- b. According to the information and explanations given to us, the details of disputed dues of income tax, sales tax, service tax, custom duty, excise duty, and Value added Tax, if any, as at March 31, 2019, not deposited on account of any dispute are as follows:

Annexure “A” to the Independent Auditors’ Report of Even Date

Name of the Statute	Nature of Dues	Period to which the Amount relates	Amount (Rupees in Lakhs)	Forum Where dispute is Pending
Value Added Tax and Central Sales Tax Act, 1956	VAT, CST, including interest thereon on Freight and Insurance	2007-08 2008-09 2009-10 2010-11 2011-12	14.99 20.84 19.44 24.13 49.73	Revision pending before Tax Board, Rajasthan
The Central Excise Act, 1944	Duty on Commission on sale	Apr-15 to Jan-16	1.67	Revision pending before Commissioner Appeals
The Central Excise Act, 1944	Duty on Freight Charges	Feb-16 to June-17	32.02	Revision pending before Commissioner Appeals
The Central Excise Act, 1944	Duty on Freight Charges	Apr-14 to Sept-16	20.90	Revision pending before Commissioner Appeals
The Central Excise Act, 1944	Duty on Freight Charges	Oct-16 to June-17	5.01	Revision pending before Deputy Commissioner
West Bengal Value Added tax Act, 2003	Value Added tax	2009-10	40.46	Revision pending before Appellate Authority of Sales Tax
The Central Excise Act, 1944	Service tax	2010-11 to 2013-14	51.83	Revision pending before Customs, Excise and Service Tax Appellate Tribunal (CESTAT)
West Bengal Value Added Tax Act, 2003	Central Sales Tax	2016 - 17	1.88	Revision pending before Appellate Authority of Sales Tax
The Central Excise Act, 1944	Service tax	2014 - 15 & 2015 - 16	7.20	Assistant Commissioner, Circle – V, Central tax Audit
The Central Excise Act, 1944	Excise Duty	2014 - 15 & 2015 - 16	18.63	Assistant Commissioner, Circle – V, Central tax Audit
West Bengal Value Added Tax Act, 2003	VAT	2016 – 17	0.62	West Bengal Taxation Tribunal

- viii) In our opinion and on the basis of information and explanations given to us by the management, we are of the opinion that the Company has not defaulted in repayment of dues to banks and governments. As explained, the company does not have any loan or borrowings from any financial institution or any dues to debenture holders.
- ix) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were raised.
- x) During the course of our examination of books of account carried out in accordance with generally accepted auditing practices in India, we have neither come across any incidence of fraud by the Company or on the Company by its officers or employees nor we have been informed of any such cases by the management.
- xi) According to the information and explanations given to us and based on our examination of

Annexure “A” to the Independent Auditors’ Report of Even Date

the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.

- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has raised by way of preferential allotment of Equity Shares by raising Rupees 340 Lakhs by allotting 10,00,000 Equity Shares at a price of Rupees 34 per share. The above issue is in compliance with the provisions of the Companies Act, 2013. Further the Company has disclosed the end use of money received in Note No. 52 of the financial statements and the same has been verified by us. Other than this, the company not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Lodha & Co

Chartered Accountants

Firm's ICAI Registration No.:301051E

H. K.Verma

Partner

Place: Kolkata

Date: 30th May 2019

Membership No: 055104

Annexure “B” to the Independent Auditors’ Report

(Referred to in paragraph 2 (f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”).

We have audited the internal financial controls with reference to the financial statements of RTS Power Corporation Limited (“the Company”) as at March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial control with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A Company’s internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Annexure “B” to the Independent Auditors’ Report

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2019, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For **Lodha & Co**
Chartered Accountants
Firm’s ICAI Registration No.:301051E

H. K.Verma
Partner
Membership No: 055104

Place: Kolkata
Date: 30th May 2019

Balance Sheet as at March 31, 2019

(Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	5	8,662.66	8,792.44
(b) Investment Property	6	0.76	0.78
(c) Other Intangible assets	7	0.75	0.78
(d) Financial Assets			
(i) Investments	8	217.77	202.04
(ii) Other Financial Assets	9	100.99	107.38
(e) Non Current Tax Assets(Net)	10	129.71	-
(f) Other Non Current Assets	11	4.50	33.60
Total Non Current Assets		9,117.14	9,137.02
(2) Current Assets			
(a) Inventories	12	3,514.59	3,880.73
(b) Financial Assets			
(i) Investments	13	544.00	151.41
(ii) Trade receivables	14	7,405.98	10,932.05
(iii) Cash and cash equivalents	15	633.87	105.86
(iv) Other Bank Balances	16	396.55	797.24
(v) Loans	17	0.40	1.52
(vi) Other Financial Assets	18	89.68	84.50
(c) Other current assets	19	318.26	705.21
Total Current Assets		12,903.33	16,658.52
Total Assets		22,020.47	25,795.54
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	20	916.85	816.85
(b) Other Equity	21	10,397.91	9,598.55
Total Equity		11,314.76	10,415.40
Liabilities			
(1) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	51.67	209.92
(ii) Other Financial liabilities	23	10.96	-
(b) Provisions	24	44.21	36.24
(c) Deferred Tax Liabilities (Net)	25	2,771.07	2,778.02
(d) Other Non Current Liabilities	26	1.01	500.70
Total Non Current Liabilities		2,878.92	3,524.88
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	27	3,055.63	3,203.18
(ii) Trade payables	28		
Total outstanding dues to micro enterprises and small enterprises and		175.14	8.90
Total outstanding dues of creditors other than micro enterprises and small enterprises		4,176.57	7,929.55
(iii) Other financial liabilities	29	37.77	78.58
(b) Other current liabilities	30	376.08	613.11
(c) Provisions	31	5.60	4.84
(d) Current Tax Liabilities (Net)	32	-	17.10
Total Current Liabilities		7,826.79	11,855.26
Total Liabilities		10,705.71	15,380.14
Total Equity and Liabilities		22,020.47	25,795.54

Accompanying Notes on Financial Statements

1-54

These notes are an integral part of the Financial Statements.
As per our Report of even date

For and on behalf of the Board of Directors

For Lodha & Co
Chartered Accountants
Firm Registration No.: 301051E

S. S. Jain
Chairman

H. K. Verma
Partner
Membership No. : 055104
Place : Kolkata
Date : 30th May, 2019

Abhay Bhutoria
Managing Director
DIN: 00013712
Mukesh Jain
Chief Financial Officer

R. Bhutoria
Vice Chairman & Whole Time Director
DIN: 00013637
Sandip Gupta
Company Secretary

Statement of Profit and Loss for the period ended March 31, 2019

(Rupees in Lakhs)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
Revenue From Operations	33	25,171.72	21,318.17
Other Income	34	734.67	207.10
Total income		25,906.39	21,525.27
EXPENSES			
Cost of materials consumed	35	18,976.01	15,356.00
Changes in Inventories of finished goods, work-in-progress and Stock-in-trade	36	(25.98)	500.86
Employee benefits expense	37	300.08	270.07
Finance costs	38	1,422.72	856.01
Depreciation and Amortisation expenses	39	213.11	202.73
Other expenses	40	4,223.66	3,763.05
Total expenses		25,109.60	20,948.72
Profit/(Loss) before tax		796.79	576.55
Tax expense:			
(1) Current tax	42	258.00	185.35
(2) Deferred tax charge / (credit)	42.1	(11.49)	(27.02)
Profit/(Loss) for the year		550.28	418.22
Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss		13.63	76.27
(ii) Income tax relating to items that will not be reclassified to profit or loss	42.3	(4.55)	(26.40)
Other Comprehensive Income for the year (net of tax)	42.4	9.08	49.87
Total Comprehensive Income for the year comprising profit and other comprehensive income for the year		559.36	468.09
Earnings per Equity Share of per value of ₹ 10 each	47		
(1) Basic (Rs.)		6.71	5.12
(2) Diluted (Rs.)		6.71	5.12
Accompanying Notes on Financial Statements	1-54		

These notes are an integral part of the Financial Statements.
As per our Report of even date

For and on behalf of the Board of Directors

For Lodha & Co
Chartered Accountants
Firm Registration No.: 301051E

S. S. Jain
Chairman

H. K. Verma
Partner
Membership No. : 055104
Place : Kolkata
Date : 30th May, 2019

Abhay Bhutoria
Managing Director
DIN: 00013712
Mukesh Jain
Chief Financial Officer

R. Bhutoria
Vice Chairman & Whole Time Director
DIN: 00013637
Sandip Gupta
Company Secretary

Statement of Changes in Equity for the year ended March 31, 2019

(A) Equity Share Capital

Particulars	Note No.	Rupees in Lakhs
Balance as at April 1, 2017		816.85
Changes during the year		-
Balance as at March 31, 2018		816.85
Changes during the year	20.4	100.00
Balance as at March 31, 2019		916.85

(B) Other Equity

(Rupees in Lakhs)

Particulars	Reserves and Surplus					Equity Instruments through Other Comprehensive Income	Total
	Capital Reserve	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings		
Balance as at April 1, 2017	5.98	2,542.86	-	95.89	6,394.53	91.20	9,130.46
Profit for the year	-	-	-	-	418.22	-	418.22
Other Comprehensive Income for the year arising from Re-measurement of defined benefit obligation (net of income tax)	-	-	-	-	14.04	-	14.04
Other Comprehensive Income for the year arising from Fair Vauation of Investment in Equity Instruments (net of income tax)	-	-	-	-	-	35.83	35.83
Balance as at March 31, 2018	5.98	2,542.86	-	95.89	6,826.79	127.03	9,588.55
Transfer to Capital Redemption Reserve (Refer Note - 21.2)	-	-	-	-	(750.00)	-	(750.00)
Transfer from Retained Earnings (Refer Note - 21.2)	-	-	750.00	-	-	-	750.00
Premium arising on preferential issue of Equity Shares (Refer Note - 20.4)	-	240.00	-	-	-	-	240.00
Profit for the year	-	-	-	-	550.28	-	550.28
Other Comprehensive Income for the year arising from Re-measurement of defined benefit obligation (net of income tax)	-	-	-	-	(1.40)	-	(1.40)
Other Comprehensive Income for the year arising from Fair Vauation of Investment in Equity Instruments (net of income tax)	-	-	-	-	-	10.48	10.48
Balance as at March 31, 2019	5.98	2,782.86	750.00	95.89	6,625.67	137.51	10,397.91

Accompanying Notes on Financial Statements

1-54

These notes are an integral part of the Financial Statements.
As per our Report of even date

For and on behalf of the Board of Directors

For Lodha & Co
Chartered Accountants
Firm Registration No.: 301051E

S. S. Jain
Chairman

H. K. Verma
Partner
Membership No. : 055104

Abhay Bhutoria
Managing Director
DIN: 00013712

R. Bhutoria
Vice Chairman & Whole Time Director
DIN: 00013637

Place : Kolkata
Date : 30th May, 2019

Mukesh Jain
Chief Financial Officer

Sandip Gupta
Company Secretary

Statement of Cash Flows for the year ended March 31, 2019

(Rupees in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX	796.79	576.55
ADJUSTMENTS FOR -		
Depreciation	213.11	202.73
Finance Costs	1,422.72	856.01
Liabilities no longer required written back	(5.20)	(3.69)
Interest Income	(87.86)	(97.16)
Profit on sale of Investments	(4.29)	-
(Gain)/Loss on Fair Valuation of Financial Instruments	(560.28)	-
	978.20	957.89
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1,774.99	1,534.44
ADJUSTMENTS FOR -		
Trade & other receivables	3,526.08	(4,968.20)
Inventories	366.14	321.12
Loans and Advances	396.52	(102.41)
Trade Payable and Other Liabilities	(3,804.38)	484.36
	484.36	3,982.54
		(766.95)
CASH GENERATED FROM OPERATIONS	2,259.35	767.49
Direct Taxes Paid	(404.84)	(107.97)
NET CASH FLOW FROM OPERATING ACTIVITIES	1,854.51	659.52
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(83.29)	(165.43)
Interest Received	87.86	97.16
Bank Deposits having maturity more than three months	422.55	68.96
Purchase of Investments	(437.21)	(207.87)
Sale Of Investments	77.69	-
NET CASH USED IN INVESTING ACTIVITIES	67.60	(207.18)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Equity Shares	340.00	-
Interest Paid	(842.18)	(841.92)
Proceeds/ (repayment) of Short Term Borrowings from Bank (net)	(281.61)	433.95
Proceeds/ (repayment) of Short Term Borrowings from Related Parties (net)	234.06	(7.32)
Proceeds/ (repayment) of Short Term Borrowings from Bodies corporate (net)	(100.00)	(162.49)
Proceeds of Long Term Borrowings	30.00	35.34
Repayment of Long Term Borrowings	(774.37)	-
NET CASH FLOW FROM (USED IN) FINANCING ACTIVITIES	(1,394.10)	(542.44)

Statement of Cash Flows for the year ended March 31, 2019

(Rupees in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	528.01	(90.10)
Cash & Cash Equivalents as at the beginning of the year (Refer Note No. 15)	105.86	195.96
Cash & Cash Equivalents as at the end of the year (Refer Note No. 15)	633.87	105.86

1. Cash and Cash Equivalents consists of cash on hand and Bank balances in Current Account and Short Term Deposits with original maturity of less than three months. The details of cash and cash equivalents as per Note 15 of the Balance Sheet is as under:

(Rupees in Lakhs)

Balances with Banks

Particulars	As at March 31, 2019	As at March 31, 2018
In Current Account	385.69	92.55
In Fixed Deposits (having original maturity of less than 3 months)	241.14	3.57
Cash on hand	7.05	9.74
Total cash and cash equivalents	633.87	105.86

2. Changes of Liabilities arising from Financing activities

(Rupees in Lakhs)

Particulars	As at 31st March 2018	Proceeds raised/ Adjustments	Repayment/ Adjustments	As at 31st March 2019
Long Term Borrowings				
- From Bank	69.02	—	(24.37)	44.65
-From others	169.46	30.00	(169.46)	30.00
Short Term Borrowings				
-From Bank	2,901.84	—	(281.61)	2,620.23
-From Related Parties	201.34	234.06	—	435.40
-From bodies corporate	100.00	—	(100.00)	—
Total	3,441.66	264.06	(575.44)	3,130.28

3. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard - 7 on Statement of Cash Flows.

4. The Company has incurred Rs. 4 lakhs on account of Corporate Social Responsibility (CSR) Expenditure during the year ended March 31, 2019 (Previous year Rs. Nil).

Accompanying Notes on Financial Statements. 1 - 54

These Notes are an integral part of Financial Statements.

For and on behalf of the Board of Directors

As per our Report of even date

For **Lodha & Co**

Chartered Accountants

Firm Registration No.: 301051E

H. K. Verma

Partner

Membership No. : 055104

Place : Kolkata

Date : 30th May, 2019

S. S. Jain

Chairman

Abhay Bhutoria

Managing Director

DIN: 00013712

Mukesh Jain

Chief Financial Officer

R. Bhutoria

Vice Chairman & Whole Time Director

DIN: 00013637

Sandip Gupta

Company Secretary

Notes to Financial Statements for the year ended March 31, 2019

Notes to Financial Statements for the year ended March 31, 2019

1 Corporate Information

RTS Power Corporation Limited ('the Company') is a public limited company incorporated and domiciled in India having its Registered Office in Kolkata in the State of West Bengal. The Company is engaged in the business of manufacturing and selling of Power and Distribution Transformers, Cables, indispensable equipment for generation, transmission and distribution of electricity in the country etc., and generation, supply and sale of Wind Power. The Company's shares are listed on Bombay Stock Exchange Limited.

The financial statements for the year ended March 31, 2019 were approved for issue by the Board of Directors of the Company on May 30, 2019 and are subject to the adoption by the shareholders in the ensuing Annual General Meeting.

2 Statement of compliance and Recent Accounting Pronouncements

2.1 Statement of compliance

These financial statements are prepared on going concern basis following accrual system of accounting and comply with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto, the Companies Act, 2013 to the extent notified and applicable.

Accounting policies have been consistently applied except where a newly issued Indian Accounting Standard is initially adopted or a revision to when existing main accounting standard requires a change in the accounting policies hitherto in use.

2.2 Application of new and revised standards

- (i) **Ind AS 115- Revenue from Contracts with Customers:** With effect from 1st April, 2018, the Company has adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up method.
- (ii) **Appendix B to Ind AS 21- "Foreign Currency Transactions and Advance Consideration and Ind AS 12- Income Taxes** have been revised with effect from 1st April, 2018.

The application of Ind AS 115 and revisions/amendments in other standards do not have any material impact on the financial statements.

2.3 Recent Accounting Pronouncements

On March 30, 2019, Ministry of Corporate Affairs ("MCA") has issued Companies (Indian Accounting Standards) Amendment Rules, 2019 notifying Ind AS 116, Leases and Appendix C, 'Uncertainty over Income Tax Treatments' to Ind AS 12, 'Income Taxes', which are applicable with effect from financial period ending on or after April 1, 2019.

Standards issued but not yet effective:

(I) Ind AS 116- Leases

Ind AS 116 will affect the accounting of lessees primarily by removing the current distinction between operating and finance leases. This requires recognition of an asset (the right-of-use of the leased item) and a financial liability to pay rentals over the period of all lease contracts. An optional exemption exists for short-term and low-value leases.

The statement of profit and loss will also be affected because the expense in the earlier years of a lease is expected to be higher.

Presently, the Company is in the process of evaluating the impact that application of Ind AS 116 is expected to have on its financial statements.

Notes to Financial Statements for the year ended March 31, 2019

(II) Appendix C, 'Uncertainty over Income Tax Treatments', to Ind AS 12, 'Income Taxes'

The appendix explains the recognition and measurement of deferred and current income tax assets and liabilities where there is uncertainty over a tax treatment.

Presently, the Company is in the process of evaluating the impact that application of this appendix is expected to have on its financial statements.

3 Significant Accounting Policies

3.1 Basis of Preparation

The Financial Statements have been prepared under the historical cost convention on accrual basis excepting certain financial instruments which are measured in terms of relevant Ind AS at fair value/ amortized costs at the end of each reporting period and certain class of Property, Plant and Equipment i.e. Land (both Freehold and Leasehold) and building which as on the date of transition have been fair valued to be considered as deemed cost.

Historical cost convention is generally based on the fair value of the consideration given in exchange for goods and services.

As the operating cycle cannot be identified in normal course, the same has been assumed to have duration of 12 months. All Assets and Liabilities have been classified as current or non-current as per the operating cycle and other criteria set out in Ind AS 1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

The Functional Currency of the Company is determined as the currency of the primary economic environment in which it operates. The Financial Statements are presented in Indian Rupees and values are rounded off to the nearest two decimal Lakhs except otherwise stated.

Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurement:

Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: Inputs other than quoted prices included within level 1 that are observable either directly or indirectly for the asset or liability.

Level 3: Inputs for the asset or liability which are not based on observable market data (unobservable inputs).

The Company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements who regularly review significant unobservable inputs, valuation adjustments and fair value hierarchy under which the valuation should be classified.

3.2 Property Plant and Equipment (PPE)

Property, Plant and Equipment are stated at cost of acquisition, construction and subsequent improvements thereto less accumulated depreciation and impairment losses, if any. For this purpose cost includes deemed cost on the date of transition and comprises purchase price of assets or its construction cost including duties and taxes, inward freight and other expenses incidental to acquisition or installation and adjustment for exchange differences wherever applicable and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended for its use. Borrowing Costs

Notes to Financial Statements for the year ended March 31, 2019

that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of cost of the asset.

Parts of an item of Property, Plant and Equipment having different useful lives and material value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components.

Property, Plant and Equipment includes spare, stand by equipments and servicing equipments which are expected to be used for a period more than twelve months and meets the recognition criteria of Property, Plant and Equipment. The cost of replacing part of an item of Property, Plant and Equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of the day-to-day servicing of Property, Plant and Equipment are recognised in the statement of profit and loss when incurred.

Depreciation and Amortization

Depreciation on Property, Plant and Equipment commences when the assets are ready for their intended use.

Depreciation on Property, Plant and Equipment (unless stated otherwise) is provided as per the useful life specified under Schedule II of the Companies Act, 2013 or based on technical assessment by the Company on written down value method. Subsequent costs incurred on Property, Plant and Equipment are depreciated over the remaining life of mother asset.

Leasehold Land held under finance lease are depreciated over their lease terms on Written down Value basis.

No depreciation is charged on Freehold land.

Based on above, the estimated useful life of the tangible assets for the current period are as follows :

Catogory	Useful Life in years
Factory Buildings	30-75
Other than factory Building	60-75
Plant and Equipment	15-20
Furniture and Fixtures	10
Motor Vehicles	8-10
Office Equipment	5
Computer Equipment	3-6

The residual value of an item of Property, Plant and Equipment has been kept at 5 percent or less of the cost of the respective assets.

Depreciation methods, useful lives, residual values are reviewed and adjusted as appropriate, at each reporting date.

3.3 Investment Property

Investment properties are properties held to earn rentals or for capital appreciation, or both. Investment properties are measured initially at their cost of acquisition. The cost comprises purchase price, borrowing cost, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Notes to Financial Statements for the year ended March 31, 2019

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

Depreciation and Amortization

Depreciation on Investment Property is provided on written down value method considering 75 years as its useful life as determined by the management. Depreciation on Investment Property commences when the assets are ready for their intended use.

Based on above, the estimated useful lives of assets for the current period are as follows.

Catagory	Useful Life in years
Other than Factory Buildings	75

Depreciation methods, useful lives, residual values are reviewed and adjusted as appropriate, at each reporting date.

3.4 Intangible Assets

Intangible assets are stated at cost comprising of purchase price inclusive of duties and taxes less accumulated amount of amortization and impairment losses. Such assets, are amortised over the useful life using straight line method and assessed for impairment whenever there is an indication of the same.

Accordingly, cost of computer software packages are amortized over a period of 3 years on a written down value basis.

Amortisation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date.

3.5 Derecognition of Tangible and Intangible assets and Investment Property

An item of Property, Plant and Equipment, Intangible assets and Investment Property is de-recognised upon disposal or when no future economic benefits are expected to arise from its use or disposal. Gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment, Intangible assets and Investment Property is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

3.6 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to the ownership of an asset to the Company. All other leases are classified as operating leases.

Finance leases are capitalized at the inception of the lease at lower of its fair value and the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Any initial direct costs of the lessee are added to the amount recognised as an asset. Each lease payments are apportioned between finance charge and reduction of the lease liability. The finance charge is allocated to each period during the lease term so as to achieve a constant periodic rate of interest on the outstanding amount of the liabilities.

Payments made under operating leases are recognised as expenses on a straight-line basis over the term of the lease unless the lease arrangements are structured to increase in line with expected general inflation or another systematic basis which is more representative of the time pattern of the benefits availed. Contingent rentals, if any, arising under operating leases are recognised as an expense in the period in which they are incurred.

Notes to Financial Statements for the year ended March 31, 2019

3.7 Impairment of Tangible and Intangible Assets and Investment Property

Tangible and Intangible assets and Investment Property are reviewed at each balance sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amount of assets is determined. An impairment loss is recognized in the statement of profit and loss, whenever the carrying amount of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds recoverable amount. The recoverable amount is the higher of assets' fair value less cost of disposal and its value in use. In assessing value in use, the estimated future cash flows from the use of the assets are discounted to their present value at appropriate rate.

Impairment losses recognized earlier may no longer exist or may have come down. Based on such assessment at each reporting period the impairment loss is reversed and recognized in the Statement of Profit and Loss. In such cases the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

3.8 Financial Assets and Financial Liabilities

Financial Assets and Financial Liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial Liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

The financial assets and financial liabilities are classified as current if they are expected to be realised or settled within operating cycle of the company or otherwise these are classified as non-current.

The classification of financial instruments whether to be measured at Amortized Cost, at Fair Value through Profit and Loss (referred to as "FVTPL") or at Fair Value through Other Comprehensive Income (referred to as "FVTOCI") depends on the objective and contractual terms to which they relate. Classification of financial instruments are determined on initial recognition.

(i) Cash and cash equivalents

All highly liquid financial instruments, which are readily convertible into determinable amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash and cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

(ii) Financial Assets and Financial Liabilities measured at amortised cost

Financial Assets held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortized cost.

The Financial Assets and Financial Liabilities subsequent to initial recognition are measured at amortized cost using Effective Interest Rate (referred to as "EIR") method.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts (including all fees and points paid or received, transaction costs and other premiums or discounts) through the expected life of the Financial Asset or Financial Liability

Notes to Financial Statements for the year ended March 31, 2019

to the gross carrying amount of the financial asset or to the amortised cost of financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(iii) **Financial Asset at Fair Value through Other Comprehensive Income (FVTOCI)**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Subsequent to initial recognition, they are measured at fair value and changes therein are recognised directly in other comprehensive income.

For the purpose of para (ii) and (iii) above, principal is the fair value of the financial asset at initial recognition and interest consists of consideration for the time value of money and associated credit risk.

(iv) **Financial Assets or Liabilities at Fair value through profit or loss**

Financial Instruments which does not meet the criteria of amortised cost or fair value through other comprehensive income are classified as Fair Value through Profit or loss. These are recognised at fair value and changes therein are recognized in the statement of profit and loss.

(v) **Derivative and Hedge Accounting**

The company enters into derivative financial instruments being foreign exchange forward to mitigate the risk of changes in foreign exchange rates in respect of financial instruments. The Company uses hedging instruments which provide principles on the use of such financial derivatives consistent with the risk management strategy of the Company. The hedge instruments are designated and documented as hedges and effectiveness of hedge instruments to reduce the risk associated with the exposure being hedged is assessed and measured at inception and on an ongoing basis.

Any derivative that is either not designated as a hedge, or is so designated but is ineffective as per Ind AS 109 "Financial Instruments", is categorized as a financial asset, at fair value through profit or loss. Transaction costs attributable are also recognized in Statement of profit and loss. Changes in the fair value of the derivative hedging instrument designated as a fair value hedge are recognized in the Statement of profit and loss.

If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, then hedge accounting is discontinued prospectively. Any gain or loss recognised in other comprehensive income and accumulated in equity till that time remains and thereafter to the extent hedge accounting being discontinued is recognised in Statement of profit and loss.

When a forecasted transaction is no longer expected to occur, the cumulative gain or loss accumulated in equity is transferred to the Statement of profit and loss.

(vi) **Impairment of financial assets**

The Company evaluates whether there is any objective evidence that financial assets measured at amortised costs including trade and other receivables are impaired and determines the amount of impairment allowance as a result of the inability of the parties to make required payments. The Company bases the estimates on the ageing of the receivables, credit-worthiness of the receivables and historical write-off experience and variation in the credit risk on year to year basis.

Notes to Financial Statements for the year ended March 31, 2019

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. The company measures the loss allowance for a financial asset at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

In case of trade receivables or contract assets that result in relation to revenue from contracts with customers, the company measures the loss allowance at an amount equal to lifetime expected credit losses where maximum contractual period is considered over which the Company is exposed to credit risks.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on the Company's historical experience and informed credit assessment and including forward-looking information.

Loss allowances for financial assets measured at amortised costs are deducted from the gross carrying amount of the assets.

(vii) Derecognition of financial instruments

The Company derecognizes a financial asset or a group of financial assets when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable are recognized in statement of profit and loss.

On derecognition of assets measured at FVTOCI, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment.

Financial liabilities are derecognized if the Company's obligations specified in the contract expire or are discharged or cancelled. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of Profit and Loss.

3.9 Inventories

Raw Materials, Stores and Spares, Work in Progress and Finished Goods are valued at lower of cost or net realisable value and the cost is determined on FIFO basis. Materials and other supplies held for use in the production of inventories are not written down below cost, if the finished products in which they will be incorporated are expected to be sold at or above cost.

Cost in respect of raw materials and stores and spares includes expenses incidental to procurement of the same. Cost in respect of Finished goods and those under progress represents prime cost, and includes appropriate portion of overheads.

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

3.10 Foreign Currency Transactions

Transactions in foreign currencies are translated into the functional currency at the exchange rates prevailing on the date of the transactions. Foreign currency monetary assets and liabilities at the

Notes to Financial Statements for the year ended March 31, 2019

year-end are translated at the year-end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate as at the date of transaction. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transactions during the year are recognized as income or expense in the statement of profit and loss. Foreign exchange gain/loss to the extent considered as an adjustment to Interest Cost are considered as part of borrowing cost.

3.11 Equity Share Capital

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as Securities Premium.

Costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

3.12 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognised for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Contingent liabilities are not recognized and are disclosed by way of notes to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or when there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the same or a reliable estimate of the amount in this respect cannot be made.

Contingent assets are not recognised but disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

3.13 Employee Benefits

Short Term Employee Benefits including short term compensated absences are accrued in the year services are rendered by the employees.

Provident and Family Pension Fund: The Company has Defined Contribution Plan for its employees retirement benefits comprising of Provident Fund and Pension Fund. The Company makes regular contribution to Provident Fund, which are fully funded and administered by the Government. Contributions are recognized in Statement of Profit and Loss on accrual basis.

Gratuity: Long Term Employee Benefits under defined benefit plans are determined at the close of each year at the present value of the amount payable by actuarial valuation techniques using the projected unit credit method and are funded with Life Insurance Corporation (LIC) for future payment of Gratuity liability to its employees. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in other comprehensive income. Remeasurements are not reclassified to the statement of Profit and Loss in subsequent periods. Other costs are recognized in the Statement of Profit and Loss. Bifurcation of liabilities into Current and Non current are done based on actuarial valuation report.

3.14 Revenue Recognition

a. Revenue form operation :

Revenue is measured based on the consideration specified in a contract with a customer

Notes to Financial Statements for the year ended March 31, 2019

and excludes amounts collected on behalf of third parties. The revenue from sales is recognised when control over a product or service has been transferred and/or products / services are delivered/provided to the customers. The delivery occurs when the product has been shipped or delivered to the specific location as the case may be and the customer has either accepted the products in accordance with contract or the company has sufficient evidence that all the criteria for acceptance has been satisfied. Returns, discounts and rebates collected, if any, are deducted therefrom.

Sale of electricity is accounted for on delivery of electricity to grid/ Customers.

Other Operating Revenue - Export Benefits

Export benefits are accounted for as and when the ultimate realisability of such benefits are established.

b. Other Income:

Interest, Dividend and Claims

Dividend income is recognized when the right to receive payment is established. Interest has been accounted using effective interest rate method. Insurance claims/ other claims are accounted for as and when admitted or realised. Interest on overdue bills are accounted for on certainty of realisation.

3.15 Borrowing Costs

Borrowing cost comprises of interest and other costs incurred in connection with the borrowing of the funds. All borrowing costs are recognized in the Statement of Profit and Loss using the effective interest method except to the extent attributable to qualifying Property, Plant and Equipment (PPE) which are capitalized to the cost of the related assets.

A qualifying PPE is an asset, that necessarily takes a substantial period of time to get ready for its intended use or sale. Borrowing cost also includes exchange differences to the extent considered as an adjustment to the borrowing costs.

3.16 Taxes on Income

Income tax expense representing the sum of current tax expenses and the net charge of the deferred taxes is recognized in the income statement except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current income tax is provided on the taxable income and recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets include Minimum Alternative Tax (MAT) measured in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability and such benefit can be measured reliably and it is probable that

Notes to Financial Statements for the year ended March 31, 2019

the future economic benefit associated with same will be realized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

3.17 Earnings Per Share

Basic earnings per share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

3.18 Segment Reporting

Operating segments are identified and reported taking into account the different risk and return, organisation structure and internal reporting system.

4 Critical accounting judgments, assumptions and key sources of estimation and uncertainty

The preparation of the financial statements in conformity with the measurement principle of Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require significant areas of estimation, uncertainty and critical judgments and the use of assumptions in the financial statements have been disclosed below. The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below:

4.1 Depreciation / amortization and impairment on Property, Plant and Equipment / Intangible assets / Investment Property

Property, plant and equipment, intangible assets and Investment Property are depreciated/ amortized on written down value method over the estimated useful lives (or lease term if shorter) in accordance with Schedule II of the Companies Act, 2013 or based on technical assessment by the Company, taking into account the estimated residual value, wherever applicable.

The company reviews its carrying value of its Tangible, Intangible Assets and Investment Property whenever there is objective evidence that the assets are impaired. In such situation asset's recoverable amount is estimated which is higher of asset's or cash generating units (CGU) fair value less cost of disposal and its value in use. In assessing value in use the estimated future cash flows are discounted using pre-tax discount rate which reflect the current assessment of time value of money. In determining fair value less cost of disposal, recent market realisations are considered or otherwise in absence of such transactions appropriate valuations are adopted. The Company reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation / amortization and amount of impairment expense to be recorded during

Notes to Financial Statements for the year ended March 31, 2019

any reporting period. This reassessment may result in change in estimated future periods.

4.2 Arrangements containing leases and classification of leases

The Company enters into service / hiring arrangements for various assets / services. The determination of lease and classification of the service / hiring arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

4.3 Impairment allowances on trade receivables

The Company evaluates whether there is any objective evidence that trade receivables are impaired and determines the amount of impairment allowance as a result of the inability of the customers to make required payments. The Company bases the estimates on the ageing of the trade receivables balance, credit-worthiness of the trade receivables and historical write-off experience. If the financial conditions of the trade receivable were to deteriorate, actual write-offs would be higher than estimated.

4.4 Income taxes

Significant judgment is required in determination of taxability of certain income and deductibility of certain expenses during the estimation of the provision for income taxes.

4.5 Defined benefit obligation (DBO)

Critical estimate of the DBO involves a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate, anticipation of future salary increases etc. as estimated by Independent Actuary appointed for this purpose by the Management. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

4.6 Provisions and Contingencies

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change.

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations/ against the Company as it is not possible to predict the outcome of pending matters with accuracy.

The carrying amounts of provisions and liabilities and estimation for contingencies are reviewed regularly and revised to take account of changing facts and circumstances.

Notes to Financial Statements as at March 31, 2019

5. PROPERTY, PLANT AND EQUIPMENT										(Rupees in Lakhs)	
Particulars	Freehold Land	Leasehold Land	Building	Plant & Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computers	Total		
(A) Gross Carrying Amount											
As at April 1, 2017	1,720.39	5,522.94	1,215.18	515.43	4.82	18.50	19.64	3.76	9,020.66		
Addition	-	-	0.80	82.38	18.48	77.27	1.84	1.98	182.75		
Disposal/Adjustments	-	-	-	7.33	-	3.02	-	-	10.35		
As at March 31, 2018	1,720.39	5,522.94	1,215.98	590.48	23.30	92.75	21.48	5.74	9,193.06		
Addition	-	-	-	43.68	0.39	37.50	0.95	0.76	83.28		
Disposal/Adjustments	-	-	-	-	-	-	-	-	-		
As at March 31, 2019	1,720.39	5,522.94	1,215.98	634.16	23.69	130.25	22.43	6.50	9,276.34		
(B) Accumulated Depreciation											
As at April 1, 2017	-	29.95	79.29	77.47	1.24	7.03	3.87	2.34	201.19		
Charge for the period	-	29.95	70.42	73.62	1.66	22.96	3.04	0.81	202.46		
Disposal/Adjustments	-	-	-	1.94	-	1.09	-	-	3.03		
As at March 31, 2018	-	59.90	149.71	149.15	2.90	28.90	6.91	3.15	400.62		
Charge for the period	-	29.95	83.67	68.50	5.51	21.41	2.75	1.27	213.06		
Disposal/Adjustments	-	-	-	-	-	-	-	-	-		
As at March 31, 2019	-	89.85	233.38	217.65	8.41	50.31	9.66	4.42	613.68		
(C) Net carrying amount (A-B)											
As at March 31, 2018	1,720.39	5,463.04	1,066.27	441.33	20.40	63.85	14.57	2.59	8,792.44		
As at 31st March 2019	1,720.39	5,433.09	982.60	416.51	15.28	79.94	12.77	2.08	8,662.66		

Note:

5.1 Refer Note No. 22.1 and 27.1 in respect of charge created against borrowings.

Notes to Financial Statements as at March 31, 2019**6. Investment Property**

(Rupees in Lakhs)

Particulars	Building
(A) Gross Carrying Amount	
As at April 1, 2017	0.84
Addition	—
Disposal/Adjustments	—
As at March 31, 2018	0.84
Addition	—
Disposal/Adjustments	—
As at March 31, 2019	0.84
(B) Accumulated Depreciation	—
As at April 1, 2017	0.03
Charge for the period	0.03
Disposal/Adjustments	—
As at March 31, 2018	0.06
Charge for the period	0.02
Disposal/Adjustments	—
As at March 31, 2019	0.08
(C) Net carrying amount (A-B)	—
As at March 31, 2018	0.78
As at March 31, 2019	0.76

6.1 Refer Note No.27.1 in respect of charge created against borrowings.

6.2 Amount recognised in statement of profit and loss for investment properties:

(Rupees in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
1. Rental income	2.65	3.18
2. Direct operating expenses (including repairs and maintenance) arising from investment property that generated rental income during the period	0.02	0.03
3. Direct operating expenses (including repairs and maintenance) arising from investment property that did not generate rental income during the period	—	—

(ii) Estimation of fair value :

The fair valuation of the Investment Property is Rs. 72.00 Lakhs (31.03.2018 - Rs. 61.20 Lakhs). The Company estimates the fair value of its Investment Properties based on current prices in market for similar properties.

Notes to Financial Statements as at March 31, 2019

7. Intangible Assets

(Rupees in Lakhs)

Particulars	Computer Software	Right to Use	Total
(A) Gross Carrying Amount			
As at April 1, 2017	1.57	0.48	2.05
Addition	—	—	—
Disposal/Adjustments	—	—	—
As at March 31, 2018	1.57	0.48	2.05
Addition	—	—	—
Disposal/Adjustments	—	—	—
As at March 31, 2019	1.57	0.48	2.05
(B) Accumulated Amortisation			
As at April 1, 2017	1.03	—	1.03
Amortisation for the year	0.24	—	0.24
Disposal/Adjustments	—	—	—
As at March 31, 2018	1.27	—	1.27
Amortisation for the year	0.03	—	0.03
Disposal/Adjustments	—	—	—
As at March 31, 2019	1.30	—	1.30
(C) Net carrying amount (A-B)			
As at March 31, 2018	0.30	0.48	0.78
As at March 31, 2019	0.27	0.48	0.75

7.1 Refer Note No.27.1 in respect of charge created against borrowings.

8. Non-current Investments

(Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Unquoted			
Measured at Fair Value through Other Comprehensive Income			
Investment in Equity shares of Body Corporate			
83400 Nos (March 31, 2018: 83400 Nos) Equity shares of Rs. 10/- each fully paid up of Bhutoria Brothers Private Limited		217.55	201.82
Measured at Amortised Cost			
In Government Securities			
National Saving Certificate	8.2	0.22	0.22
		217.77	202.04

8.1 Aggregate amount of unquoted investments 217.77 202.04

8.2 Investment in National Saving Certificate is deposited with Sales Tax Department

8.3 Refer Note No 51 for information about Fair Value Measurement

8.4 Particulars of investmets as required in terms of Section 186 (4) of the Companies Act, 2013, have been disclosed under Note no. 8 above

Notes to Financial Statements as at March 31, 2019

(Rupees in Lakhs)

9. Other Non Current Financial Assets

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
(Unsecured, considered good unless otherwise stated)			
At Amortised Cost			
Fixed Deposits with Banks (having maturity of more than 1 year)	9.1	61.49	83.35
Security Deposits		38.46	24.03
Interest accrued on deposits		1.04	–
		100.99	107.38

9.1 Kept as lien against issue of Bank Guarantee and Letter of Credit.

10. Non-Current Tax Assets (Net)

(Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Advance Income Tax (Net of Provision)		129.71	–
		129.71	–

11. Other Non-Current Assets

(Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Prepayment of Leasehold Land		4.50	5.25
Others		–	28.35
		4.50	33.60

12. Inventories (Valued at lower of cost or Net Realisable Value)

(Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Raw Materials		325.24	720.24
Work in Progress		1,863.62	2,127.99
Finished Goods		1,292.61	1,003.47
Stores and Spares		24.66	21.78
Scrap		8.46	7.25
	12.1	3,514.59	3,880.73

12.1 Cost of inventories recognised as expense during the year amounted to Rs 20,576.99 Lakhs (March 31, 2018: Rs 17399.32 Lakhs)-

12.2 Refer Note No 27.1 in respect of charge created against borrowings

Notes to Financial Statements as at March 31, 2019

13. Current Investments

Particulars	Note No	As at March 31, 2019		As at March 31, 2018	
		Number of Units	Value	Number of Units	Value
Investment designated at Fair Value through Profit & Loss					
Quoted					
Investment in Equity Instrument of Bodies Corporate					
Bajaj Finance Limited					
(Face Value of Rs 2/- each)		840.00	25.42	—	—
Infosys Limited		3,150.00	23.40	—	—
(Face Value of Rs 5/- each)					
Axis Bank Limited		3,000.00	23.30	—	—
(Face Value of Rs 2/- each)					
Thermax Limited					
(Face Value of Rs 2/- each)		1,575.00	15.32	—	—
United Spirits Limited					
(Face Value of Rs 2/- each)		1,450.00	8.03	—	—
Bajaj Auto Limited					
(Face Value of Rs 10/- each)		260.00	7.58	—	—
Unquoted					
Investment in Mutual Funds					
Reliance Liquid Direct - G		4,453.43	203.18	—	—
Aditya Birla Sun Life- Equity Advantage Fund		5,901.15	23.87	—	—
Aditya Birla Sun Life- Credit Risk Fund		1,92,798.59	26.37	—	—
Aditya Birla Sun Life- Frontline Equity Fund		11,284.95	25.60	—	—
Aditya Birla Sunlife Advantage Fund- Growth Regular Plan		—		1,137.55	75.26
Franklin India- Short Term Income Plan		678.77	27.15	692.78	25.43
Franklin India- Focused Equity Fund		92,578.73	38.40	—	—
DSP Credit Risk Fund- Regular Plan		87,331.36	24.51	88,692.43	25.37
UTI Credit Risk Fund		1,57,345.52	26.35	1,59,946.77	25.35
HDFC Low Duration Fund		21,990.38	8.62	—	—
HDFC Capital Builder Value Fund		12,184.55	36.90	—	—
			544.00		151.41
Aggregate amount of Quoted Investments			103.05		
Aggregate market value of Quoted Investments			103.05		
Aggregate amount of Unquoted Investments			440.95		151.41

13.1 Refer Note No 51 for information about Fair Value Measurement.

13.2 Particulars of Investments as required in terms of Section 186 (4) of the Companies Act, 2013, have been disclosed under Note No. 13 above.

Notes to Financial Statements as at March 31, 2019**14. Current - Trade Receivables**

(Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Trade Receivables - Unsecured		7,405.98	10,932.05
		7,405.98	10,932.05

14.1 Trade receivables are non-interest bearing and are generally on terms of 90 to 180 days.

14.2 The ageing of receivables are as follows:

(Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Within Credit Period		6,140.03	8,684.95
1-180 days past due		533.35	280.82
More than 180 days past due		732.60	1,966.28
Total		7,405.98	10,932.05

14.3 The major customers are Public Sector Undertakings which are engaged in power generation and distribution.

14.4 Refer Note No.27.1 in respect of charge created against borrowings.

14.5 Refer Note no 48.4 In respect of major customers

15. Cash and Cash Equivalents

(As certified by the management)

(Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Balances with Banks			
In Current Account	52	385.69	92.55
In Fixed Deposits with Banks (having original maturity of less than 3 months)	15.1	241.13	3.57
Cash on hand		7.05	9.74
		633.87	105.86

15.1 Kept as lien against issue of Bank Guarantee and Letter of Credit.

16. Other Bank Balances

(Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Balances with Banks			
In Fixed Deposits with Banks(having maturity of more than 3 months and less than 12 months)	16.1	396.55	797.08
In Dividend Account		—	0.16
		396.55	797.24

16.1 Kept as lien against issue of Bank Guarantee and Letter of Credit.

Notes to Financial Statements as at March 31, 2019

17. Loans (Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
At Amortised cost			
(Unsecured, considered good)			
Advance to Employees		0.40	1.52
		0.40	1.52

18. Other Current Financial Assets (Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
(Unsecured, considered good unless otherwise stated)			
At Amortised Cost			
Security Deposits		-	2.11
Earnest Money Deposits		79.39	79.99
Interest accrued on deposits		10.29	2.40
		89.68	84.50

19. Other Current Assets (Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Advances other than capital advances			
Advance against goods and services		49.22	170.96
Balances with government authorities		236.06	524.41
Prepayment of Leasehold land		0.75	0.75
Prepaid expenses		32.23	9.09
		318.26	705.21

Notes to Financial Statements as at March 31, 2019**20. Equity Share Capital**

(Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Authorised			
1,20,00,000 Equity Shares of Rs 10/- each (March 31, 2018: 1,20,00,000 Nos)		1,200	1,200
Issued, Subscribed and Paid-up			
91,68,500 Equity Shares of Rs 10/- each (March 31, 2018: 81,68,500 Nos)		916.85	816.85
		916.85	816.85

20.1 Refer Note No 22 for Preference Share Capital

20.2 The Company has only one class of Equity Shares having par value of Rs 10/- each. Each holder of Equity Shares is entitled to one vote per share and equal right for dividend. The dividend proposed if any by the Board of Directors is subject to the approval of shareholders in the Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.

20.3 The reconciliation of the number of Equity Shares and the amount of Equity Share Capital outstanding:

	Note No.	Number of Equity Shares held	Equity Share Capital (Rupees in Lakhs)
Balance as at April 1, 2017		81,68,500	816.85
Changes during the year		—	—
Balance as at March 31, 2018		81,68,500	816.85
Changes during the year	20.4	10,00,000	100.00
Balance as at March 31, 2019		91,68,500	916.85

20.4 During the year, the Company has issued and allotted 10,00,000 (Ten Lakh) fully paid up Equity Shares of the Company having a Face Value of Rs 10/- each at the price of Rs 34 Per Share (includes premium of Rs 24 per Share) for an aggregate amount of Rs. 340 Lakhs (Rupees Three Hundred Forty Lakhs), to the Promoters /Members of the Promoter Group of the Company on a preferential basis by way of private placement, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended ("ICDR Regulations") and applicable provisions of the Companies Act, 2013 (the Act) and Rules thereunder. Consequently premium of Rs 240 Lakhs have been included under other Equity as Securities Premium. (Also Refer Note No - 52)

Notes to Financial Statements as at March 31, 2019

20.5 Details of Equity Shareholders holding more than 5% Equity Shares:

Name of Equity Shareholders	Note No	Number of Equity Shares held	
		As at March 31, 2019	As at March 31, 2018
Abhay Transformer Private Ltd.	20.5.1	6,39,800	89,800
Bhutoria Investments Private Limited		22,98,648	22,98,648
Karva Automart Limited		–	11,40,000
Rajasthan Transformers & Switchgears Private Limited		4,68,500	4,68,500
Bhutoria Brothers Private Limited		17,95,461	13,45,461
Bhutoria Transformers & Rectifiers Private Ltd.		6,76,336	6,76,336

20.5.1 The percentage of Share holding has been increased from 1.10% to 6.98% on being issue of Shares to Abhay Transformers Private Limited.

21. Other Equity

(Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Capital Redemption Reserve	21.2	750.00	–
Capital Reserve	21.3	5.98	5.98
Securities Premium	20.4 & 21.4	2,782.86	2,542.86
General Reserve	21.5	95.89	95.89
Retained earnings	21.6	6,625.67	6,826.79
Equity Instrument through Other Comprehensive Income	21.7	137.51	127.03
		10,397.91	9,598.55

21.1 Refer Statement of Changes in Equity for movement in balances of reserve.

21.2 75,00,000 (Seventy Five Lakhs) 9% Non - cumulative, Non-participating Redeemable Preference Shares of the Company at par aggregating to Rs. 750 Lakhs in terms of the Letter of Offer issued to the Preference shareholders have been redeemed on January 29, 2019. These Shares were redeemed out of profits of the Company. Accordingly Capital Redemption Reserve of Rs 750 Lakhs has been created as per Section 55 of the Companies Act, 2013. This Reserve shall be utilised in accordance with the provisions of the Companies Act, 2013.

21.3 Capital Reserve comprises of

(Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Share Forfeited Reserve		0.16	0.16
Rajasthan State Investment Subsidy Reserve		5.21	5.21
Generator Subsidy Reserve		0.61	0.61

21.4 Securities Premium represents the amount received in excess of par value of securities and is available for utilisation as specified under Section 52 of Companies Act, 2013.

21.5 The General Reserve is created from time to time by appropriating profits from retained earnings. The General Reserve is created by a transfer from one component of equity to another and accordingly it is not reclassified to the Statement of profit and loss.

Notes to Financial Statements as at March 31, 2019

21.6 Retained Earnings generally represent the undistributed profits/amount of accumulated earnings of the Company and includes re-measurement gains/losses on defined benefit obligation. This includes Rs. 4905.92 Lakhs (March 31, 2018: 4949.42 Lakhs) (net of taxes) which is not available for distribution as these are represented by changes in carrying amount of freehold land and building being measured at fair value as on the date of transition as deemed cost. Additional Depreciation due to Fair Value Measurement to the extent provided each year becomes available for distribution as dividend.

21.7 The Company has elected to recognise changes in the fair value of investments as Items that will not be reclassified to profit and loss under Other Comprehensive Income. This Reserve represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value. The Company transfers amounts from this Reserve to retained earnings when the relevant equity securities are disposed.

22. Non Current Borrowings

(Rupees in Lakhs)

Particulars	Note No.	As at		As at	
		March 31, 2019		March 31, 2018	
		Non Current	Current	Non Current	Current
At Amortised Cost					
Secured					
Vehicle Finance Loan					
From Banks	22.1	25.06	19.58	40.46	28.56
From Other Parties	22.2	26.61	3.39	–	–
		51.67	22.97	40.46	28.56
Unsecured					
Nil (March 31, 2018: 75,00,000) issued, subscribed and fully paid up 9% Non Cumulative, Non participating and Redeemable Preference Share Capital of Rs. 10/- each.	22.3 to 22.6	–	–	169.46	–
		–	–	169.46	–
		51.67	22.97	209.92	28.56

22.1 Secured by hypothecation of vehicle acquired thereagainst. Rate of interest being 2.80% above MCLR and is repayable at unamortised cost as follows:

Financial Year	(Rupees in Lakhs)
2019-2020	19.58
2020-2021	15.16
2021-2022	9.90

22.2 Secured by hypothecation of vehicle acquired thereagainst. Rate of interest is charged @ 9.90% per annum and is repayable at unamortised cost as follows:

Financial Year	(Rupees in Lakhs)
2019-2020	3.39
2020-2021	3.60
2021-2022	3.98
2022-2023	19.03

22.3 The Company has only one class of Preference Shares which is 9% Non cumulative, non participating and redeemable at a par value of Rs. 10/- each, within a period not exceeding 20 years from the date of issue i.e. 30th June, 2015. The Preference Shareholders have preferential rights vis-a-vis Equity Shareholders of the Company in respect of dividend, repayment in case of winding up or repayment of capital and shall carry voting rights as per the provisions of Section 47 (2) of the Companies Act, 2013. 75,00,000 (Seventy Five Lakhs) 9% Non-cumulative, non

Notes to Financial Statements as at March 31, 2019

participating Redeemable Preference Shares of the Company at par aggregating to Rs. 750 Lakhs in terms of the Letter of Offer issued to the Preference Shareholders have been redeemed on January 29, 2019.

22.4 Authorised Preference Share Capital (Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
1,00,00,000 Preference Shares of ₹ 10/- each (March 31, 2018: 1,00,00,000)		1,000.00	1,000.00

22.5 The reconciliation of the number of Preference Shares:

Particulars	Note No.	Number of Preference Shares	(Rupees in Lakhs)
Balance as at April 1, 2017		75,00,000	750.00
Changes during the year		—	—
Balance as at March 31, 2018		75,00,000	750.00
Changes during the year	22.3	(75,00,000)	(750.00)
Balance as at March 31, 2019		—	—

22.6 Details of Preference Shareholders holding more than 5% Preference Shares:

Name of Preference Shareholders	Number of Preference Shares held	
Particulars	As at March 31, 2019	As at March 31, 2018
Bhutoria Brothers Private Limited	—	40,00,000
Abhay Transformers Private Limited	—	20,00,000
Rajasthan Transformers & Switchgears Private Limited	—	10,00,000
Bhutoria Investments Private Limited	—	5,00,000

23. Other Non Current Financial Liabilities (Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Security Deposit		10.96	—
		10.96	—

24. Non Current Provision (Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
24			
Provision for Employee Benefits	50	44.21	36.24
		44.21	36.24

Notes to Financial Statements as at March 31, 2019**25. Deferred Tax Liabilities**

The analysis of deferred tax (assets)/liabilities presented in the Balance Sheet :

(Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Deferred Tax Asset	25.1 & 25.2	17.33	13.59
Deferred Tax Liabilities	25.1 & 25.2	2,788.41	2,791.61
Net Deferred Tax (Assets)/ Liabilities		2,771.07	2,778.02

25.1 Components of Deferred tax (Assets)/ Liabilities as at March 31, 2019 are given below:

(Rupees in Lakhs)

Particulars	As at April 1, 2018	Charge/ (Credit) recognised in profit or loss	Charge/ (Credit) recognised in Other Comprehensive income	As at March 31, 2019
Deferred Tax Assets:				
Expense allowed on payment basis	17.24	(3.04)	-	20.28
Remeasurement of defined benefit obligations	(3.65)	-	(0.70)	(2.95)
Total Deferred Tax Assets	13.59	(3.04)	(0.70)	17.33
Deferred Tax Liabilities:				
Timing difference with respect to Property, Plant & Equipment, Investment Property and Intangible assets	2,708.84	(20.70)	-	2,688.14
Investment in Equity instrument measured at Fair value through other comprehensive Income	67.24		5.25	72.49
Others	15.53	12.25	-	27.78
Total Deferred Tax Liabilities	2,791.61	(8.45)	5.25	2,788.41
NET DEFERRED TAX (ASSETS)/ LIABILITIES	2,778.02	(11.49)	4.55	2,771.07

25.2 Components of Deferred Tax (Assets)/ Liabilities as at March 31, 2018 are given below:

(Rupees in Lakhs)

Particulars	As at April 1, 2017	Charge/ (Credit) recognised in profit or loss	Charge/ (Credit) recognised in Other Comprehensive income	As at March 31, 2018
Deferred Tax Assets:				
Expense allowed on payment basis	16.63	(0.61)	-	17.24
Remeasurement of defined benefit obligations	3.78		7.43	(3.65)
Total Deferred Tax Assets	20.41	(0.61)	7.43	13.59
Deferred Tax Liabilities:				
Timing difference with respect to Property, Plant & Equipment, Investment Property and Intangible assets	2,741.09	(32.25)	-	2,708.84
Investment in Equity instrument measured at Fair value through other comprehensive Income	48.27		18.97	67.24
Others	9.69	5.84	-	15.53
Total Deferred Tax Liabilities	2,799.05	(26.41)	18.97	2,791.61
NET DEFERRED TAX (ASSETS)/ LIABILITIES	2,778.64	(27.02)	26.40	2,778.02

Notes to Financial Statements as at March 31, 2019

26. Other Non Current Liabilities (Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Deferred income on fair valuation of financial instruments		1.01	500.70
		1.01	500.70

27. Current Borrowings (Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Secured			
Loan from Banks			
Working Capital facilities (Repayable on demand)	27.1	1,310.16	1,968.60
Working Capital facilities (Bills Discounting facility)	27.1	1,310.07	933.24
Unsecured			
From Related Parties	46	435.40	201.34
From Bodies Corporate		-	100.00
		3,055.63	3,203.18

27.1 Secured on pari-passu basis by way of hypothecation of factory building, movable fixed assets, stock of raw materials, stock in process, finished goods, receivables and all other current assets of the Company and personal guarantee by two Directors.

28. Trade Payables (Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Total Outstanding dues of micro enterprise and small enterprise(s)	28.1	175.14	8.90
Total outstanding dues of creditors other than micro enterprise and small enterprise(s)		4,176.57	7,929.55
	28.2	4,351.71	7,938.45

28.1 Disclosure of Sundry Creditors under Trade Payables is based on the information available with the Company regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprise Development Act, 2006 (The ACT). Disclosure requirement under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 is given below:

(Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
a) The Principal amount and the Interest due thereon remaining unpaid to any supplier at the end of each accounting year		175.14	8.90
b) The amount of the Interest paid by the buyer in terms of Section 16 of MSMED Act (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.		-	-
c) The amount of the 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 MSMED Act, 2006.		-	-

Notes to Financial Statements as at March 31, 2019

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
d) The amount of Interest accrued and remaining unpaid at the end of each accounting year		–	–
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under Section 23 of the MSMED Act, 2006		–	–

28.2 Payment towards trade payables is made as per the terms and conditions of the contract of purchase orders. The average credit period on purchases is 30 to 180 days.

29. Other Current Financial Liabilities (Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Current maturities of long-term debt	22	22.97	28.56
Security Deposits		4.05	–
Interest Accrued but not Due		10.58	49.22
Unpaid Dividend		–	0.16
Others		0.17	0.64
		37.77	78.58

30. Other Current Liabilities (Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Statutory dues (includes Goods and Services Tax, PF, ESI, Sales Tax/VAT etc.)		222.75	432.03
Deferred income on fair valuation of financial instruments		1.04	30.79
Advance from Customers		152.29	150.29
		376.08	613.11

31. Provision (Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits	50	5.60	4.84
		5.60	4.84

32. Current Tax Liabilities (Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Provision of Income Tax (Net of Advance Tax)		–	17.10
		–	17.10

Notes to Financial Statements for the year ended March 31, 2019

33. Revenue From Operations (Rupees in Lakhs)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
Sale of Products		24,191.16	20,600.99
Sale of services		112.52	121.35
Other Operating Revenues		–	–
Scrap Sales		245.51	51.53
Freight and Insurance realised		605.17	510.83
Duty Drawback		14.90	17.47
Import License		–	15.88
Others		2.46	0.12
	33.1	25,171.72	21,318.17

33.1 Disaggregation of Revenue (Rupees in Lakhs)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
Transformers Cables and Conductors		25,028.35	21,194.08
Wind Energy		143.37	124.09
		25,171.72	21,318.17

33.2 Goods and Services Tax ("GST") has been implemented with effect from 1st July, 2017 and therefore, revenue from operations for the year ended 31st March 2019 is net of GST. Revenue from Operations and expenses for the period 1st April 2017 to 30th June 2017 included under the year ended 31st March 2018 being inclusive of Excise Duty are therefore not comparable.

34. Other Income (Rupees in Lakhs)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
Interest Income		87.86	97.16
Other non-operating income (net of expense directly attributable to such income)			
Amortisation of deferred portion of Financial instruments	34.1	531.50	30.79

Notes to Financial Statements for the year ended March 31, 2019**34. Other Income (Contd.)** (Rupees in Lakhs)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
Net gain on foreign currency transactions and translations		16.10	2.21
Gain on Fair Valuation of Financial Instrument		28.78	1.41
Rent income	34.2	39.97	51.28
Liabilities no longer required written back		5.20	3.69
Profit on Sale of Investment (Net)		4.29	–
Miscellaneous Income		20.97	20.56
		734.67	207.10

34.1 Includes Rs 505.93 Lakhs (31.03.2018 - Nil) arising due to fair value adjustments on pre redemption of the Preference Shares (Refer Note No - 22.3). Correspondingly Rs. 567.96 Lakhs in this respect have been shown under Finance Costs (Refer Note No - 38).

34.2 The Company has certain operating lease arrangements for office and warehouse accommodations etc. with tenure ranging from 11 months to 3 years etc. There is no contingent rent in the Lease agreements. There are no restrictions imposed by lease agreements. There are no sub-lease and all the lease are cancellable in nature. Income earned on account of rent during the year has been recognized in the Statement Profit and Loss amounting to Rs. 34.22 Lakhs (March 31, 2018: Rs. 45.80 Lakhs).

35. Cost of Material Consumed (Rupees in Lakhs)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
Raw Materials Consumed		18,976.01	15,356.00
		18,976.01	15,356.00

36. Changes in Inventories of finished goods, Stock-in-Trade and work-in progress (Rupees in Lakhs)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
Opening Stock			
Finished Goods		1,003.47	944.22
Work in Progress		2,127.99	2,742.21
Scrap		7.25	32.53
		3,138.71	3,718.96
Less: Closing Stock			
Finished Goods		1,292.61	1,003.47
Work in Progress		1,863.62	2,127.99
Scrap		8.46	7.25
Adjustment for Excise duty		–	79.39
		3,164.69	3,218.10
(Increase)/ Decrease in Inventories of Finished goods, Stock-in - Trade and Work-in-Progress		(25.98)	500.86

Notes to Financial Statements for the year ended March 31, 2019

37. Employee Benefits Expense (Rupees in Lakhs)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
Salaries, Wages and Bonus		265.01	247.97
Contribution to Provident and Other Funds		20.56	13.56
Staff Welfare Expenses		14.51	8.54
		300.08	270.07

38. Finance Costs (Rupees in Lakhs)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
Interest Expense on financial assets measured at amortised Costs	38.1	580.54	14.12
Interest expense		591.42	640.49
Other Borrowing Costs		250.76	201.40
		1,422.72	856.01

38.1 Includes Rs 567.96 Lakhs (31.03.2018 - Nil) arising due to fair value adjustments on pre redemption of the Preference Shares (Refer Note No - 22.3). Correspondingly Rs. 505.93 Lakhs in this respect have been shown under Other Income (Refer Note No - 34).

39. Depreciation and amortisation Expense (Rupees in Lakhs)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
Depreciation on Property, Plant and Equipment		213.06	202.46
Depreciation on Investment Property		0.02	0.03
Amortisation on Intangible Assets		0.03	0.24
		213.11	202.73

40. Other Expenses (Rupees in Lakhs)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
Consumption of Stores and Spare Parts		136.72	100.33
Packing Material Consumed		125.56	242.50
Power and Fuel		196.52	160.59
Legal and Professional Fees		103.68	121.87
Windmill maintenance		28.24	25.55
Rent	41	11.49	10.72
Repairs and Maintenance to Plant and Machinery		30.38	24.97
Repairs and Maintenance to Buildings		59.53	10.09
Auditors Remuneration	40.1	12.60	12.50
Carriage Inward		110.31	137.15

Notes to Financial Statements for the year ended March 31, 2019**40. Other Expenses (Contd.)**

(Rupees in Lakhs)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
Carriage Outward		721.33	568.42
Job and Fabrication Charges		576.91	515.42
Irrecoverable Balances on account of liquidated damages written off		1,722.52	1,116.22
Excise duty paid and on stock		—	401.85
Sundry balance written off		19.94	—
Miscellaneous Expenses	40.2	367.93	314.87
		4,223.66	3,763.05

40.1 Auditors Remuneration represents

(Rupees in Lakhs)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
To Statutory Auditor:			
Audit Fees		5.00	5.00
Tax Audit Fees		1.50	1.50
Certification and other reports		6.10	6.00
		12.60	12.50

40.2 Includes Rs 4.00 Lakhs (March 31, 2018 - Rs Nil) on account of Corporate Social Responsibility (CSR). Gross amount required to be spent by the Company during the year Rs 7.63 Lakhs (March 31, 2018 - Rs Nil). Also refer Note 40.2.1 & 40.2.2

40.2.1 Amount spent during the year

(Rupees in Lakhs)

Particulars	In Cash	Total yet to be paid in cash	Total
Construction/acquisition of any assets	-	-	-
On purpose other than above	4.00	-	4.00

40.2.2 The head of expenses under which the Company has incurred CSR expenditure during the year is on Philanthropic activities.

41. Obligation under leases**Operating Lease disclosures:**

The Company has certain operating lease arrangements for office and warehouse accommodations etc. with tenure ranging from 11 months to 3 years etc. Terms of certain lease arrangements include deposit / refund of security deposit etc. There are no restrictions imposed by lease agreements. There are no sub-lease and all the lease are cancellable in nature. Expenditure incurred on account of rent during the year has been recognized in the Statement Profit and Loss amounting to Rs. 11.49 Lakhs (March 31, 2018 : Rs. 10.72 Lakhs).

Notes to Financial Statements for the year ended March 31, 2019

42. Tax Expenses – Current Tax

(Rupees in Lakhs)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
Provision for current tax		258.00	185.35
		258.00	185.35

42.1 Component of Tax Expense

(Rupees in Lakhs)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
Current Tax		258.00	185.35
Deferred Tax		(11.49)	(27.02)
Total Tax expense recognised in the Statement of Profit and Loss		246.51	158.33

42.2 Reconciliation of Income tax expense for the year with accounting profit is as follows :

Taxable Income differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Details in this respect are as follows :

(Rupees in Lakhs)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
Profit before tax		796.79	576.52
Income tax expense calculated at 27.82% (33.063%)		221.67	190.61
Add: Effect of Expenses that are not deductible in determining taxable profit			
Effect of temporary difference on account of tax of earlier periods		–	–
Effect of Deduction under Chapter VI A		1.53	–
Effect of fair valuation of Property, Plant and Equipment and Financial assets and Financial Liabilities		41.21	–
Less : Effect of Expense/income that are deductible/not taxable in determining taxable profit			
Certain expenses to be allowed on payment basis		–	–
Deduction of Profit under Tax Holiday period		17.90	26.98
Effect of other adjustments		–	–
Effect of fair valuation of Property, Plant and Equipment and Financial assets and Financial Liabilities		–	5.30
Income tax expense recognised in profit and loss		246.51	158.33

The tax rate used for reconciliations above is 25% (March 31, 2018 - 30%) as applicable for corporate entities on taxable profits under the Indian Tax Laws.

Notes to Financial Statements for the year ended March 31, 2019**42.3 Income tax recognized in Other Comprehensive income** (Rupees in Lakhs)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
Deferred tax on			
Remeasurement gains of defined benefit obligation		(0.70)	7.43
Net fair value gain/(loss) on investments in Equity Shares at FVTOCI		5.25	18.97
Income tax recognized in Other Comprehensive income		4.55	26.40
Bifurcation of the income tax recognized in Other comprehensive income into :			
Items that will be reclassified to Statement of profit or loss		–	–
Items that will not be reclassified to Statement of profit or loss		4.55	26.40

42.4 Components of Other Comprehensive Income (Rupees in Lakhs)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
Items that will not be reclassified to statement of profit or loss			
Remeasurement of defined benefit obligation (net of tax)		(1.40)	14.04
Net fair value gain on investments in Equity Shares at FVTOCI (net of tax)		10.48	35.83
		9.08	49.87

43. Contingent Liabilities and Commitments (to the extent not provided for)**Contingent Liabilities** (Rupees in Lakhs)

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
Claims against the Company not acknowledged as Debt			
Central Excise/Service Tax/Sales tax matter under appeal		309.35	411.57

43.1 The Company's pending litigation comprises of claim against the Company and proceeding pending tax/statutory/Government authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, and disclosed the contingent liabilities, where applicable, in its Financial Statements. The Company does not expect the outcome of these proceedings to have a material impact on its financial position. Future cash outflows in respect of above are dependent upon the outcome of judgments / decisions.

Notes to Financial Statements for the year ended March 31, 2019

44. Capital and Other Commitments

(Rupees in Lakhs)

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
Estimated amount of contracts remaining to be executed on capital account and not provided for		11.50	–

45. Disclosure as required by Indian Accounting Standard (Ind AS) 37 Provisions, Contingent Liabilities and Contingent Assets

Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the entity. During the normal course of business, unresolved claims remains outstanding. The inflow of economic benefits, in respect of such claims cannot be measured due to uncertainties that surround the related events and circumstances.

46. Related party disclosure as identified by the management in accordance with the Indian Accounting Standard (Ind AS) 24 on "Related Party Disclosures" are as follows :

(A) Names of related parties and nature of relationship

(i) Key Managerial Personnel and their relatives

- (a) Mr. Rajendra Bhutoria
- (b) Mr. Abhay Bhutoria
- (c) Mr. Sharad Bhutoria-Relative of the Director
- (d) Mr. Suchir Bhutoria-Relative of the Director

(ii) Enterprises over which any person decribed in (i) above is able to exercise significant influence and with whom the Company has transaction during the year.

- (a) Abhay Transformers Private Limited
- (b) Bhutoria Agrotech Private Limited
- (c) Bhutoria Brothers Private Limited
- (d) Bhutoria Investments Private Limited
- (e) Bhutoria Transformers & Rectifiers Private Limited
- (f) BLB Cables & Conductors Private Limited
- (g) Ladnun Agricultural Farms Private Limited
- (h) Rajasthan Transformers & Switchgears Private Limited
- (i) ABAY Energy PLC
- (j) Seth Gangaram Bhutoria Janakalyan Trust

Notes to Financial Statements for the year ended March 31, 2019**(iii) Aggregate amount of transactions with related parties:**

(Rupees in Lakhs)

Nature of Transaction	Note No.	Name of Related Parties	For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Interest Expense		Abhay Transformers Private Limited	2.00	–
		Bhutoria Agrotech Private Limited	–	0.04
		Bhutoria Brothers Private Limited	5.98	–
		Bhutoria Investments Private Limited	0.87	0.86
		BLB Cables & Conductors Private Limited	–	3.59
		Ladnun Agricultural Farms Private Limited	–	0.32
		Rajasthan Transformers & Switchgears Private Limited	31.55	21.76
(b) Rent Paid		Bhutoria Transformers & Rectifiers Private Limited	4.59	4.38
		Bhutoria Brothers Private Limited	2.29	2.29
(c) Remuneration including Perks		Mr. Rajendra Bhutoria	29.57	23.52
		Mr. Abhay Bhutoria	37.06	28.09
		Mr. Sharad Bhutoria	23.52	16.80
		Mr. Suchir Bhutoria	2.50	1.50
(d) Purchase of Raw Materials		Bhutoria Transformers & Rectifiers Private Limited	2.55	348.50
(e) Sales		ABAY Energy PLC	760.25	934.05
(f) Rental Income		Mr. Abhay Bhutoria	3.10	2.30
(g) Services rendered		Bhutoria Transformers & Rectifiers Private Limited	13.37	–
(h) Loan (Taken)		Abhay Transformers Private Limited	250.00	6.00
		Bhutoria Agrotech Private Limited	–	1.25
		Bhutoria Brothers Private Limited	405.00	–
		Bhutoria Investments Private Limited	50.00	–
		BLB Cables & Conductors Private Limited	–	26.50
		Rajasthan Transformers & Switchgears Private Limited	251.00	281.56
(i) Loan Repaid		Abhay Transformers Private Limited	250.00	6.00
		Bhutoria Agrotech Private Limited	–	1.25

Notes to Financial Statements for the year ended March 31, 2019

(Rupees in Lakhs)

Nature of Transaction	Note No.	Name of Related Parties	For the year ended March 31, 2019	For the year ended March 31, 2018
		Bhutoria Brothers Private Limited	260.00	–
		Bhutoria Investments Private Limited	43.00	23.37
		BLB Cables & Conductors Private Limited	–	128.19
		Ladnun Agricultural Farms Private Limited	–	8.59
		Rajasthan Transformers & Switchgears Private Limited	203.50	155.22
(j) Redemption of Preference Shares		Bhutoria Brothers Private Limited	400.00	–
		Abhay Transformers Private Limited	200.00	–
		Rajasthan Transformers & Switchgears Private Limited	100.00	–
		Bhutoria Investments Private Limited	50.00	–
(k) Issue of Equity Shares on preferential Basis		Abhay Transformer Private Limited	55.00	–
		Bhutoria Brothers Private Limited	45.00	–
(l) Security premium received on issue of Equity Shares		Abhay Transformer Private Limited	132.00	–
		Bhutoria Brothers Private Limited	108.00	–
(m) Payment for Corporate Social Responsibility Expenditure		Seth Gangaram Bhutoria Janakalyan Trust	4.00	–

(iv) Balance of related parties are as follows:

(Rupees in Lakhs)

Nature of Transaction	Note No.	Name of Related Parties	As at March 31, 2019	As at March 31, 2018
(a) Outstanding Loan		Bhutoria Brothers Private Limited	150.38	
(including interest thereon)		Bhutoria Investments Private Limited	7.78	
		Rajasthan Transformers & Switchgears Private Limited	277.24	201.34
		Total	435.40	201.34
(b) Trade Receivable		ABAY Energy PLC	66.28	88.62
(c) Investment in Equity Instrument held- measured at Fair Value		Bhutoria Brothers Private Limited	217.55	201.82

Notes to Financial Statements for the year ended March 31, 2019**(v) The remuneration of Directors and other members of Key Management Personnel during the year as follows:** (Rupees in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
Short-term employee benefits		83.24	62.83
Post-employment benefits*		9.41	7.08

*Excluding provision for gratuity

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and settlement occurs in cash. The Company has not provided any guarantee to related parties towards their borrowing facilities. For the year ended March 31, 2019, the Company has not recorded any impairment allowances in respect of receivables relating to amounts owed by related parties (March 31, 2018 Rs. NIL). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

(vi) The above related parties information is as identified by the management and relied upon by the auditor.**47. Calculation of Earning Per Share is as follows :** (Rupees in Lakhs)

Particulars	March 31, 2019	March 31, 2018
Net profit for basic and diluted earnings per Share as per Statement of Profit and Loss	550.28	418.22
Net profit for basic and diluted earnings per Share (a)	550.28	418.22
Weighted average number of Equity Shares for calculation of basic and diluted earnings per Share (Face value Rs. 10/- per share)		
No of Equity Shares outstanding as on	91,68,500	81,68,500
Weighted average number of Equity Shares considered in calculating basic and diluted EPS (b) - Refer Note 47.1	82,06,856	81,68,500
Earnings per share (EPS) of Equity Share of Rs. 10 each :		
Basic and Diluted (a/b) (Rs.)	6.71	5.12

47.1 Earning Per Share for the year ended 31st March 2019 has been calculated as per IND AS 33 on Pro rata basis post the issue and allotment of Equity Shares (Refer Note 20.4)

48. Segment Information**48.1 Basis for segmentation**

The Chief Operating Decision Maker (CODM) evaluates the company's performance and allocates resources based on an analysis of various performance indicators by business segments. The CODM of the Company evaluates the segments based on their revenue growth, operating income and return on capital employed. No operating segments have been aggregated in arriving at the business segment of the Company.

Notes to Financial Statements for the year ended March 31, 2019

Management has determined the operating segments based on the information reviewed by the CODM for the purposes of allocating resources and assessing performance. The Company has identified two business segments viz. Electrical Goods-Transformers, Cables etc. and Wind Energy and presented the same in the Financial Statements on a consistent basis. Revenues and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

Segment Assets and Segment Liabilities represents assets and liabilities of respective segments. Investments, Tax related assets/liabilities and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

Reportable Segment	Description of products/services
Electrical Goods-Transformers, Cables etc.	The segment is engaged in manufacture of Power and Distribution Transformers, Cables and Conductors of various capacities
Wind Energy	The segment is engaged in generation and distribution of wind energy

48.2 Information about reportable segments

The following is an analysis of revenue and results from operations by reportable segments:

(Rupees in Lakhs)

Particulars	Electrical Goods-Transformers, Cables etc.		Wind Energy		Unallocated Corporate		Total	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Revenue								
Sale and services to external customer	25,028.35	21,194.09	143.37	124.08	–	–	25,171.72	21,318.17
Revenue from Operations (Gross)	25,028.35	21,194.09	143.37	124.08	–	–	25,171.72	21,318.17
Segment Results	1,671.24	2,391.07	66.10	82.96	–	–	1,737.34	2,474.03
Unallocated Corporate Expenses (Net of unallocable income)	–	–	–	–	(482.17)	1,041.47	(482.17)	1,041.47
Finance Costs	–	–	–	–	1,422.72	856.01	1,422.72	856.01
Profit Before Tax	1,671.24	2,391.07	66.10	82.96	(940.55)	(1,897.48)	796.79	576.55
Tax Expenses	–	–	–	–	246.51	158.33	246.51	158.33
Profit After Tax	1,671.24	2,391.07	66.10	82.96	(1,187.06)	(2,055.81)	550.28	418.22
Segment Assets	19,202.00	24,795.53	280.17	596.80	–	–	19,482.17	25,392.33
Unallocated Corporate Assets	–	–	–	–	2,538.30	403.21	2,538.30	403.21
Total Assets	19,202.00	24,795.53	280.17	596.80	2,538.30	403.21	22,020.47	25,795.54
Segment Liabilities	7,408.09	11,521.78	–	–	–	–	7,408.09	11,521.78
Unallocated Corporate Liabilities	–	–	–	–	3,297.62	3,858.36	3,297.62	3,858.36
Total Liabilities	7,408.09	11,521.78	–	–	3,297.62	3,858.36	10,705.71	15,380.14
Capital Expenditure	45.78	172.75	–	–	37.51	–	83.29	172.75
Depreciation/Amortisation	154.93	167.43	26.90	30.63	31.28	4.67	213.11	202.73
Non Cash Expenses other than amortisation	–	–	–	–	–	–	–	–

Notes to Financial Statements for the year ended March 31, 2019

Finance income and costs and fair value gains and losses on financial instruments are not allocated to individual segments as the underlying instruments are managed at company level. Current Taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed at company level.

Capital Expenditure consists of addition to Property, Plant and Equipment, Investment Property and Intangible Assets.

48.3 Geographical Information

(Rupees in Lakhs)

Particulars	2018-19	2017-18
Revenue by Geographical market		
Sale of Products and Services		
- Domestic	24,322.31	20,303.53
- Export	849.41	1,014.64
Total	25,171.72	21,318.17
Assets		
Trade Receivable		
- Within India	7,173.52	10,582.44
- Outside India	232.46	349.61
Total	7,405.98	10,932.05

48.4 Information about major customers

Revenue in respect of Electrical Goods-Transformers, Cables etc. include sale to a public Sector Undertaking/Company pertaining to the power distribution sector which account for more than 10% of total sales aggregating to Rs. 3151.72 Lakhs (March 31, 2018 Rs. 4980.84 Lakhs) of the total revenue of the Company.

49. In the opinion of the management and to the best of their knowledge and belief, the value on realization of current assets, loans and advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet. The debit/credit balances of parties are however, subject to confirmation and adjustments, if any.

50 Post Retirement Employee Benefits

The disclosures required under Indian Accounting Standard 19 on "Employee Benefits" (Ind AS - 19) are given below:

(a) Defined Contribution Scheme

The Company has certain Defined Contribution Plans. Contributions are made to Provident Fund in India at the rate of 12% of salary of the employees covered as per the regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

(Rupees in Lakhs)

Particulars	Note No.	For The Year Ended March 31, 2019	For The Year Ended March 31, 2018
Contribution to Defined Contribution Plan recognised as expense for the year are as under:			
Employer's Contribution to Provident Fund and Family Pension Fund		18.81	13.56

Notes to Financial Statements for the year ended March 31, 2019

The Honourable Supreme Court, has passed a decision on 28th February, 2019 in relation to inclusion of certain allowances within the scope of "Basic Wages" for the purpose of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. The Company is awaiting further clarifications in this matter in order to reasonably assess the impact on its financial statements, if any. Accordingly, the applicability of the judgement to the Company, with respect to the period and the nature of allowances to be covered, and resultant impact on the past provident fund liability, cannot be reasonably ascertained, at present.

(b) Defined Benefit Plan

The Company has a defined benefit Gratuity Plan. Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favorable than the provisions of The Payment of Gratuity Act, 1972. This is an unfunded Plan.

Gratuity (Funded) (Rupees in Lakhs)

Particulars	Note No.	For The Year Ended March 31, 2019	For The Year Ended March 31, 2018
A. Change in fair value of Defined Benefit Obligation :			
Present Value of Defined Benefit Obligations as at the beginning of the year		39.87	58.28
Current Service Cost		2.16	2.43
Interest Cost		3.03	4.14
Benefit Paid		(1.54)	(3.51)
Actuarial (Gain) / Losses		—	—
Remeasurements- Due to Financial Assumptions		0.50	(1.42)
Remeasurements- Due to Experience Adjustments		1.60	(20.05)
Liability at the end of the year		45.61	39.87
B. Change in Fair Value of plan Assets :			
Fair value of Plan Assets at the beginning of the year		—	—
Interest Income		—	—
Contributions by the Employers		2.79	—
Benefit paid		(1.54)	—
Remeasurements- Return on Assets (excluding Interest Income)		0.05	—
Fair value of plan Assets at the end of the year		1.30	—
C. Amount Recognized in Balance Sheet:			
Present Value of Defined Benefit Obligations as at the end of the year		45.61	39.87
Fair value of Plan Assets at the end of the year		1.30	—
		44.32	39.87

Notes to Financial Statements for the year ended March 31, 2019

(Rupees in Lakhs)

Particulars	Note No.	For The Year Ended March 31, 2019	For The Year Ended March 31, 2018
D. Components of Defined Benefit Cost			
Current Service Cost		2.16	2.43
Interest Cost		3.03	4.14
Expected Return on Plan Assets		—	—
Net Actuarial (Gain)/ Loss on remeasurement recognized in OCI		—	—
Total Defined Benefit Cost recognized in the Statement of Profit and Loss		5.19	6.57
E. Remeasurements Recognized in Other Comprehensive Income			
Remeasurements- Due to Financial Assumptions		0.50	(1.42)
Remeasurements- Due to Experience Adjustments		1.60	(20.05)
Remeasurements- Return on Assets (excluding Interest Income)		(0.05)	—
Remeasurements Recognized in Other Comprehensive Income		2.06	(21.47)
F. Balance Sheet Reconciliation			
Opening Net Liability		39.87	58.28
Defined Benefit Cost included in Profit and Loss		5.19	6.57
Remeasurements Recognized in Other Comprehensive Income		2.06	(21.47)
Employers Contribution		(2.79)	—
Amount Recognised in Balance Sheet		44.32	43.37
During the Year the Company has funded the defined benefit plan - Gratuity to Life Insurance Corporation of India			
G. Percentage allocation of plan assets in respect of fund managed by insurer/trust is as follows:			
Equity		—	—
Bonds		—	—
Other Current Assets		—	—
Insurance policies		100%	—
H. The Principal Actuarial Assumptions as at Balance Sheet date are set out as below:			
Summary of Financial Assumption			
Discount Rate		7.40%	7.60%

Notes to Financial Statements for the year ended March 31, 2019

		(Rupees in Lakhs)
Salary Escalation- First Five Years	5.00%	5.00%
Summary of Demographic Assumptions		
Mortality Rate	IALM (2006-08) Table	
Retirement Age	58 years	58 years
Average future service	12.80	14.00

I. Sensitivity analysis (Rupees in Lakhs)

Particulars	Change in Assumptions	For The Year Ended March 31, 2019	For The Year Ended March 31, 2018
Salary Escalation	1%	48.42	42.93
Salary Escalation	-1%	43.02	37.07
Discount Rate	1%	43.20	37.25
Discount Rate	-1%	48.27	42.79

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the Balance Sheet.

J. Estimate of expected benefit payments (In absolute terms i.e. undiscounted)

	(Rupees in Lakhs)
Particulars	For the year ended March 31, 2019
1 year	1.41
2 to 5 years	32.11
6 to 10 years	23.38
More than 10 years	17.24

Notes to Financial Statements for the year ended March 31, 2019**51 FINANCIAL INSTRUMENTS**

The accounting classification of each category of financial instrument, their carrying amount and fair value are as follows:-

(Rupees in Lakhs)

Particulars	As at March 31, 2019		As at March 31, 2018	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets (Current and Non-Current)				
Financial Assets measured at Amortised Cost				
Trade receivables	7,405.98	7,405.98	10,932.05	10,932.05
Cash and cash equivalents	633.87	633.87	105.86	105.86
Other Bank Balances	396.55	396.55	797.24	797.24
Loans	0.40	0.40	1.52	1.52
Other Financial Assets	190.67	190.67	197.30	197.30
Investment in Government Securities	0.22	0.22	0.22	0.22
Financial Assets measured at Fair Value through Other Comprehensive Income				
Investment in Equity Instrument	217.55	217.55	201.82	201.82
Financial Assets measured at Fair Value through Profit or Loss				
Investment in Equity Instrument	103.05	103.05	-	-
Investment in Mutual Fund	440.95	440.95	151.41	151.41
Derivative - Not designated as Hedging Instruments - Futures	1.11	1.11	-	-
Financial Liabilities (Current and Non-Current)				
Financial Liabilities measured at Amortised Cost				
Borrowings	3,130.27	3,130.27	3,441.66	3,441.66
Trade Payables	4,351.71	4,351.71	7,938.45	7,938.45
Derivative - Not designated as Hedging Instruments - Futures	-	-	5.41	5.41
Other Financial Liabilities	26.86	26.86	50.02	50.02

Fair Valuation Techniques

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

The fair value of cash and cash equivalents, other bank balances, current loan, current trade receivables and payables, short term borrowing, other current financial liabilities and assets approximate their carrying amount largely due to the short-term nature of these instruments. The management considers that the carrying amounts of financial assets and financial liabilities recognised at nominal cost/ amortised cost in the financial statements approximate their fair values.

Notes to Financial Statements for the year ended March 31, 2019

A portion of the company's long-term Vehicle Loan has been contracted at fixed rates of interest. Fair value of variable interest rate borrowings approximates their carrying value subject to adjustments made for transaction cost.

Investments in Unquoted equity shares (other than Investments in Associates, Joint Venture and Subsidiaries) have been valued based on the historical net asset value as per the latest audited financial statements and Investments in quoted equity shares have been valued based on Active Market Price.

Fair value hierarchy

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as at balance sheet date:

(Rupees in Lakhs)

Particulars	As at March 31, 2019	Fair value measurements at reporting date using		
		Level 1	Level 2	Level 3
Financial Assets				
Investment in Equity Instruments	320.60 (201.82)	103.05	-	217.55 (201.82)
Investment in Mutual Fund	440.95 (151.41)	440.95 (151.41)		-

(*) Figures in round brackets () indicate figures as at March 31, 2018

During the year ended March 31, 2019 and March 31, 2018, there were no transfers between Level 1, Level 2 and Level 3.

The Inputs used in fair valuation measurement are as follows:

Fair valuation of Financial assets and liabilities not within the operating cycle of the Company is amortised based on the borrowing rate of the Company.

Investment in Mutual Funds are based on their respective Net Asset Value (NAV) as on the reporting date.

Quoted Investment in Equity Shares have been valued based on the Active Market Price

Unquoted Investments in Equity Shares have been valued based on the amount available to shareholder's as per the latest audited financial statements. There were no external unobservable inputs or assumption used in such valuation.

Derivative Instruments

Derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace. The inputs used for forward contracts are Forward foreign currency exchange rates and Interest rates to discount future cash flow.

Disclosure of Open Future position as on 31st March 2019 (for trading and arbitrage operations) are as follows:

(Rupees in Lakhs)

Currency Future underlying	Number of Lots	Series Future and Expiry date	Buy/ Sold	Nature of Position	Number of Units involved	Mark to Market Price (in Rs.)
USD	89	1st April 2019 & 25th April 2019	Sold	Short	(89,000)	69.51
USD	270	1st May 2019 & 29th May 2019	Sold	Short	(2,70,000)	69.75

Notes to Financial Statements for the year ended March 31, 2019

Disclosure of Open Future position as on 31st March 2018 (for trading and arbitrage operations) are as follows:

(Rupees in Lakhs)

Currency Future underlying	Number of Lots	Series Future and Expiry date	Buy/ Sold	Nature of Position	Number of Units involved	Mark to Market Price (in Rs.)
USD	84	1st April 2018 and 25th April 2018	Sold	Short	(84,000.00)	65.36

Un hedged Foreign Currency exposures are as follows : –

(Rupees in Lakhs)

Nature	Currency	As at March 31, 2019	As at March 31, 2018
Export Receivables	USD	139.13	341.24

Sale of Financial Assets

In the normal course of business, the company transfers its bills receivable to Banks with Recourse. Under arrangements with recourse, the company is obligated to repurchase the uncollected financial assets, subject to limits specified in the agreement with the banks. Accordingly, in such cases the amount received are recorded as Borrowings in the statement of Financial Position and Cash flow from Financing Activities.

The Carrying Value of Trade Receivables not derecognised along with the associated liabilities is as below:

(Rupees in Lakhs)

Particulars	As at March 31, 2019		As at March 31, 2018	
	Carrying Value of Asset Transferred	Carrying Value of Associated Liabilities	Carrying Value of Asset Transferred	Carrying Value of Associated Liabilities
Trade Receivables	1,310.07	1,310.07	933.24	933.24

FINANCIAL RISK FACTORS

The Company's financial liabilities comprise mainly of borrowings, trade and other payables. The Company's financial assets comprise mainly of cash and cash equivalents, other balances with banks including Fixed Deposits with Banks, Investments, loans, trade receivables and other receivables, .

The Company is exposed to Market risk, Credit risk and Liquidity risk. The Company's senior management oversees the management of these risks. The Board of Director reviews and agrees policies for managing each of these risks, which are summarised below.

MARKET RISK

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk such as equity price risk and commodity risk. Financial instruments affected by market risk includes borrowings, investments, loan, trade payables and trade receivables.

Interest rate risk

The company's exposure in market risk relating to change in interest rate primarily arises from floating rate borrowing with banks and financial institutions. Interest rate risks is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the company's cash flows as well as costs. Borrowings at fixed interest rate exposes the company to the fair value interest rate risk.

Further there are deposits with banks which are long term and short term period which are exposed to interest rate risk, falling due for renewal.

Notes to Financial Statements for the year ended March 31, 2019

With all other variables held constant, the following table demonstrates the impact of the borrowing cost on the Profit or Loss with respect to floating rate portion of loans and borrowings.

(Rupees in Lakhs)

Nature of Borrowing	Increase in basis points	As at March 31, 2019	As at March 31, 2018
Rupee Loan	+0.5	34.66	35.23

A decrease in 0.50 basis point in Rupee Loan would have an equal and opposite effect on the Company's financial statements.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's trade receivables.

The Company evaluates the impact of foreign exchange rate fluctuation by assessing its exposure to exchange rate risks.

The carrying amount of various exposures to foreign currency as at the end of the reporting period are as follows :

(Rupees in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
	Trade Receivables	Trade Receivables
USD	139.13	341.24
Total	139.13	341.24

Sensitivity analysis resulting in profit or loss mainly from USD denominated receivables and payables are as follows:

(Rupees in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
RECEIVABLES (Weakening of INR by 5%)		
USD	6.96	17.06

Figures in bracket represent Loss.

A 5% strengthening of INR would have an equal and opposite effect on the Company's financial statements.

CREDIT RISK

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily trade receivables and other financial assets including deposits with Bank. Exposure to credit risk is monitored on an ongoing basis. The Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends and ageing of accounts receivable.

The Company's exposure of its counterparties are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties.

The carrying amount of respective financial assets recognised in the financial statements, (net of impairment losses), represents the Company's maximum exposure to credit risk. The concentration of credit risk is limited due to the customer base being well established, large and unrelated.

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables. Receivables from customers are reviewed/evaluated periodically by the management and appropriate impairment allowances for doubtful debts are made to the extent recovery there against has been considered to be remote.

Notes to Financial Statements for the year ended March 31, 2019

Financial assets that are neither past due nor impaired

Cash and cash equivalents, investment and deposits with banks are neither past due nor impaired. Cash and cash equivalents with banks are held with reputed and credit worthy banking institutions.

Financial assets that are past due but not impaired

Trade receivables amounts that are past due at the end of the reporting period against which no credit losses has been expected to arise except those which are impaired.

LIQUIDITY RISK

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained fund and non-fund based working capital loans from banks. The Company invests its surplus funds in bank fixed deposit which carry no market risk. The company relies on borrowings and internal accruals to meet its fund requirement. The current committed line of credit are sufficient to meet its short to medium term fund requirement.

Liquidity table

The following tables detail the Company's contractual maturity for its non derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows as at balance sheet date:

Interest rate and currency of borrowings

As at March 31, 2019

(Rupees in Lakhs)

Particulars	Total Borrowings	Floating Rate Borrowings	Fixed Rate Borrowings	Weighted average interest rate
INR	3,130.27	2,664.88	465.40	26.31%

Interest rate and currency of borrowings

As at March 31, 2018

(Rupees in Lakhs)

Particulars	Total Borrowings	Floating Rate Borrowings	Fixed Rate Borrowings	Weighted average interest rate
INR	3,441.66	2,970.86	470.80	19.02%

Maturity Analysis of unamortised Financial Liabilities

As at March 31, 2019

(Rupees in Lakhs)

Particulars	Carrying Amount	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Borrowings	3,130.27	3,055.63	11.49	11.49	51.66	3,130.27
Other Liabilities	29.47	–	12.96	4.05	12.45	29.47
Trade and other payables	4,351.71	–	4,351.71	–	–	4,351.71

As at March 31, 2018

(Rupees in Lakhs)

Particulars	Carrying Amount	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Borrowings	4,022.24	2,901.84	25.92	303.98	790.50	4,022.24
Other Liabilities	51.23	–	14.75	36.48	–	51.23
Trade and other payables	7,938.45	–	7,938.45	–	–	7,938.45

Notes to Financial Statements for the year ended March 31, 2019

The company has current financial assets which will be realised in ordinary course of business. The Company ensures that it has sufficient cash on demand to meet expected operational expenses.

The company relies on operating cash flows to meet its need for funds and ensures that it does not breach any financial covenants stipulated by the lender.

CAPITAL MANAGEMENT

The primary objective of the Company's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximise shareholder value. The Company's objective when managing capital is to safeguard their ability to continue as a going concern so that they can continue to provide returns for shareholders and benefits for other stake holders. The Company is focused on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required without the risk profile of the Company.

The gearing ratio are as follows : (Rupees in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Borrowings	3,130.27	3,441.66
Less: Cash and Cash Equivalents	633.87	105.86
Net Debt	2,496.40	3,335.80
Equity	11,314.76	10,415.40
Equity and Net Debt	13,811.16	13,751.20
Gearing Ratio	0.18	0.24

52. On 18th March 2019, the company has allotted 10,00,000 Equity Shares of Rs 10 each at a premium of Rs 24 Per Share amounting to Rs 340 Lakhs on a Preferential Allotment Basis by way of private placement, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended ("ICDR Regulations") and applicable provisions of the Companies Act, 2013 (the Act) and Rules thereunder.

(Rupees in Lakhs)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Amount received against issue of Equity Shares on Preferential basis	340.00	-
Less :		
Amount Kept with Bank in Current Account	340.00	-
Total fund raised	340.00	-

53. Previous year figures have been regrouped wherever necessary to confirm with financial statements

54. These financial statements have been approved by the Board of Directors of the company on May 30, 2019 for issue to the shareholders for their adoption.

For and on behalf of the Board of Directors

As per our Report of even date

For **Lodha & Co**

Chartered Accountants

Firm Registration No.: 301051E

S. S. Jain

Chairman

H. K. Verma

Partner

Membership No. : 055104

Place : Kolkata

Date : 30th May, 2019

Abhay Bhutoria

Managing Director

DIN: 00013712

Mukesh Jain

Chief Financial Officer

R. Bhutoria

Vice Chairman & Whole Time Director

DIN: 00013637

Sandip Gupta

Company Secretary

To
M/s Niche Technologies Private Limited
Unit : **RTS Power Corporation Limited**
Registrar and Share Transfer Agent
3A Auckland Place
7th Floor
Room No 7A & 7B
Kolkata-700017

Updation of Shareholder Information

I/we request you to record the following information against my/our Folio No:

General Information

Folio No	
Name of the first –named Member	
PAN *	
CIN /Registration No	
(applicable to Corporate Members)	
Telephone with STD Code	
Mobile No.	
E mail Id:	

- Self-attested copy of the document(s) enclosed

Bank Details

IFSC (11digit)	
MICR (9 digit)	
Bank Account Type	
Bank Account No *	
Name of the Bank	
Bank Branch Address	

- A blank cancelled Cheque is enclosed to enable verification of Bank details

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information I /We would not hold the Company responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I /We understand that the above details shall be maintained by you till I /We hold the securities under the above-mentioned Folio No.

.....
Signature of the Sole/First holder

Place :

Date :



NOTES

[illegible]

NOTES

[illegible]



NOTES

[illegible]

[illegible]



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