

NOTICE

NOTICE is hereby given that the Twenty-Ninth Annual General Meeting of the Members of R. S. INFRA- TRANSMISSION LTD will be held on Tuesday the 30th September, 2014 at 10:00 A.M. at the Registered Office of the Company at A-241-242(b), Road No. 6D, V.K.I. Area, Jaipur- 302013 to transact the following business:

Ordinary Business

1. To consider and adopt the audited Financial Statement of the company for the year ended 31st March, 2014, the reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Devendra Gupta who retires by rotation and being eligible, offers him self for re-appointment.
3. To appoint the Statutory Auditors and fix their remuneration and in that connection to consider and if thought fit to pass with or without modification(s), the following resolution as ordinary resolution:

“RESOLVED THAT M/s Mathur & Co., Chartered Accountants, Jaipur having Firm Registration No. 001952C be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as may be determined by the Board.”

Special Business

4. **To Consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Anil Kumar Gupta (DIN: 00054275) as a Whole-time Director, designated as Executive Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from 1st January, 2014 at the remuneration and terms and conditions set out below:

1. Salary:
Basic Salary: ₹ 45,000/- (Rupees Forty Five Thousand only) per month;
2. Perquisites:

a) The Executive Director shall be entitled to reimbursement of medical expenses, premium towards personal accident insurance and medi-claim and all other payments in the nature of perquisites and allowances as agreed by the Board of Directors from time to time, subject however that the aggregate monetary value of the perquisites in any year shall not exceed ₹ 2,00,000/- (Rupees Two Lakhs only) per annum without restriction to any sub limit on individual perquisite.

EXPLANATION:

“Family” here means the spouse, dependent children and dependent parents of the Executive Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income-Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

b) Use of Company’s Car for official purpose, Mobile and Basic Telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

3. Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
4. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income-Tax Act, 1961.
5. Encashment of leave at the end of his term of office subject to the Company’s rules.
6. The Executive Director shall be entitled to reimbursement of entertainment and other expenses incurred by him in connection with the business of the Company.
7. The aggregate of the Salary, Perquisites and allowances, contribution towards Provident Fund and Superannuation Fund in respect of the Executive Director shall always be subject to the overall ceiling laid down in Section 196 and 197 and Schedule V of the Companies Act, 2013.

Notwithstanding where in any financial year during the currency of tenure of the Executive Director, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary and perquisites not exceeding the limits

specified above as minimum remuneration but within the limits specified in Part II of Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;”

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

5. To 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 thereof, for the time being in force), the Cost Auditors M/S Vinay Kant Pareek & Co., Jaipur 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, 2015, be paid the remuneration of ₹ 22500/- plus reimbursement of out of pocket expenses incurred by him in connection with the cost audit.

FURTHER RESOLVED 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.”

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

“RESOLVED that in suppression of resolution passed in this behalf by the company at its Annual General Meeting held on 28th September , 2012 and pursuant to the provisions of section 180 (1) (c) and other applicable provisions of the Companies Act-2013 read with Companies (Meeting of Board and Its Power) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and other provisions and applicable laws approval of the Shareholder of the Company by means of special resolution be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow from time to time for the purpose of the Company’s business, any sum or sums of money in any form whether secured or unsecured, in Indian or Foreign currency or by way of debentures/bonds or any other Security(ies), from time to time from any Bank(s)/ Financial Institution(s) or any other Institution(s), firms, Body Corporate(s) or other

person(s), in India or abroad, as it may deem proper notwithstanding that the money to be so borrowed, together with the money already borrowed by the Company, if any (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the Paid up capital of the Company and its Free Reserves, if any, that is to say, reserves not set apart for any specific purpose provided that the total, amount of the money shall not exceed Rs. 175.00 Crore (Rupee One Seventy Five Crore Only) outstanding at any point of time."

FURHTER RESOLVED that for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

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

"RESOLVED that consent of the shareholders of the company be and is hereby accorded, pursuant to the provision of section 14 and all other applicable provision of the Companies Act-2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modifications (s) or re-enactment thereof, for the time being in force), the draft regulation contained in the Article of Association in conformity with the Companies Act-2013 submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Article of Association of the company. "

"FURTHER RESOLVED 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."

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

"RESOLVED that pursuant to the provision of section 149, and 152 and other applicable provision if any, of the Companies Act-2013 read with rules (Appointment and Qualification of Directors) rules 2014, (including any statutory modifications (s) or re-enactment thereof, for the time being in force), read with Schedule IV to the said Act, Mr. Pramod Hariani (DIN 00456190) Independent Director of the

Company, who has submitted a declaration that he meets the criteria of Independence as provide in section 149 (6) of the Companies Act-2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30.09.2014(date of AGM), not liable to retire by rotation.”

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

“RESOLVED that pursuant to the provision of section 149, and 152 and other applicable provision if any, of the Companies Act-2013 read with rules (Appointment and Qualification of Directors) rules 2014, (including any statutory modifications (s) or re-enactment thereof, for the time being in force), read with Schedule IV to the said Act, Mr. Lasmikant Gupta (DIN 00469623) Independent Director of the Company, who has submitted a declaration that he meets the criteria of Independence as provide in section 149 (6) of the Companies Act-2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30.09.2014(date of AGM), not liable to retire by rotation.”

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

“RESOLVED that pursuant to the provision of section 149, and 152 and other applicable provision if any, of the Companies Act-2013 read with rules (Appointment and Qualification of Directors) rules 2014, (including any statutory modifications (s) or re-enactment thereof, for the time being in force), read with Schedule IV to the said Act, Mr. Loveneesh Khurana (DIN 02729661) Independent Director of the Company, who has submitted a declaration that he meets the criteria of Independence as provide in section 149 (6) of the Companies Act-2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30.09.2014(date of AGM), not liable to retire by rotation.”

By order of the Board of Directors

Place: Jaipur

Date: 13.08.2014

Registered Office: A-241-242 (B), Road No. 6 D, V. K. I. Area, Jaipur-302013, Rajasthan.

**S/d
(Ajay Sharma)
Company Secretary**

Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself/herself and the Proxy need not be a member.
2. The appointing the proxy should however be deposited at the Registered Office of the Company not less than 48 hours before the commencement of meeting.
3. According to section 105 of the Companies Act-2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten 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.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a credited copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of other companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in this report as Annexure 1 and also Corporate Governance Report forming part of the Annual Report.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
7. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2014 to 30.09.2014 (both days inclusive)
9. An explanatory statement pursuant to the provisions of section 102 of the Companies Act 2013 relating to the special business to be transacted at the meeting is annexure hereto.
10. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting
11. Members, who are holding shares in identical orders of names in more than one folio, are requested to write to the Company's Share Transfer Agents M/s Bigshare Services Pvt. Ltd, E-2/3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (East), Mumbai- 400072. for consolidation into one folio.

12. Members holding shares in physical form are requested to furnish their email id by post or by email to cs@rsinfratransmission.com along with their folio no for sending necessary communication / information in future. The members holding shares in electronic form may get their email id's updated with their respective Depository Participants.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshares Services Pvt. Ltd.
14. Pursuant to section 101 and 136 of the Companies Act-2013 read with relevant rules made thereunder, Companies can serve Annual Report, notice and other communications through electronic mode to those members who have registered their email address wither with the Company or with the Depository. Members who have note registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including annual Report, notices, Circulars etc from the company electronically.

15. Voting through electronic means:

In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically on all resolutions set forth in this Notice.

For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday 24th September, 2014 at 10:00 A.M. and ends on Wednesday 24th September, 2014 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.

- (iv) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

- (xviii) 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.
- (xix) Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - 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.
- (xx) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE- 1

PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTOR BEING PROPOSED TO BE APPOINTED / RE-APPOINTED AT THE ANNUAL GENERAL MEETING:-

Name of Director	Date of Appointment/ Date of Birth & No. of share Held	Qualification	Nature of Experience	Directorship in other companies	Committee Chairmanship / Membership in other companies.
Mr. Devendra Gupta	01.01.2013/ 26.06.1973 & Nil	BSc, M.A. & MBA (Marketing)	He is associated with the company since last 10 years as a General Manager of the company. An innovative and dynamic leader. Devendra Gupta look after the sales and marketing and other operations of the company	Nil	Nil
Mr. Anil Kumar Gupta	22.07.1985/ 03.05.1959 and 200 Equity Shares	Graduate	He is associated since Incorporation of the company onward. he is looking after the production activities of the Company. Working with the company as executive director.	1.R. S. Finvest Ltd. 2.Abhinav Buildcon Pvt. Ltd.	Nil
Mr. Pramod Hariani	31.03.2008/ 23.01.1946 & Nil	M.Com. & LLB	Engaged in the business of Gems and Jewelry for last 45 years and has vast experience of Liasoning.	Greenheaven Properties Pvt. Ltd.	Nil
Mr. Laxmikant Gupta	31.12.2005/ 19.02.1953 and Nil	Graduate	Engaged in the business of running hotels for last 35 years. Having diverse experience of marketing and liaising.	Nil	Nil
Mr. Loveneesh Khurana	01.08.2011/ 24.11.1978 and Nil	M.Com.	Engaged in the Business of Manufacturing & Interior Decoration since last 9 year and Having diverse experience of Finance, marketing and liaising.	Nil	Nil

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

Item No. 4:

The Board at its meeting held on 28.12.13 has, subject to the approval of members, re-appointed Shri Anil Kuamr Gupta as Whole-time Director, designated as Executive Director, for a period of 5 (five) years from the expiry of his present term, which expired on 31.12.2013, at the remuneration recommended by the Remuneration Committee of the Board and approved by the Board.

Remuneration Committee has passed the resolution at their meeting held on 28th December, 2013 for the payment of said Remuneration to Mr. Anil Kumar Gupta w.e.f. 1st January, 2014.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Shri Anil Kumar Gupta as Whole-time Director, designated as Executive Director, in terms of the applicable provisions of the Act.

A brief profile of him is provided in the notes to the Notice for information of the Shareholders. The directors recommend the resolution for the approval of the Members.

No other director of the company are concerned or interested in the proposed resolution except Anil Kumar Gupta.

Item No. 5:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/S Vinay Kant Pareek & Co., Cost Auditors, Jaipur to conduct the audit of the cost records of the Company for the financial year 2014-15.

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 has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Directors and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No:6

The members of the Company at their Annual General Meeting held on 28th September, 2012 approved, by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956, borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 150.00 crores (Rupees One Hundred Fifty Crore).

Section 180(1)(c) of the Companies Act, 2013 effective from September 12, 2013 requires that the Board of Directors shall not borrow monies in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1) (c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, as set out at Item No. 6 of the Notice, to enable the Board of Directors to borrow monies not exceeding Rs. 175.00 crore.

The purpose was to increase in the volume of business and expansion and modernization. And to part finance its expansion and diversification plans through borrowed funds, therefore the power of the Board of Directors for borrowing funds has been enhanced to Rs 175.00 Crore. Accordingly, Hence the Directors of your Company recommend the shareholders of the Company to pass the proposed resolution.

None of the Directors and relatives of directors, is concerned or interested in the Resolution at Item No. 6 of the Notice.

Item No.7

The Articles of Association ("AOA") of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 ("Act").

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal")).

With the coming into force of the Act several regulations of the existing AOA of the Company require alteration or deletions in its various clauses/articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of AOA.

Any change in the AOA of the company requires the approval of the members in general meeting. The Board of directors of your company in their meeting held on August 13, 2014 has given their consent unanimously to replace the existing AOA by a new set of AOA.

The board recommends the passing of the aforesaid resolution as a special resolution.

None of the directors of the company is concerned or interested in the above resolution except as a member of the company to the extent there shareholding.

Item No. :8

Shri Pramod Hariani, M Com., L.Lb., aged 68 years has been appointed as Independent Director during the Financial Year 2007-08. He has vast experience of 50 years in the business of Gems & Jewellery. He has been inducted on the Board as an Independent Director to bring in more transparency in the work of the Company.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1 April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

Mr. Pramod Hariani has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Mr. Pramod Hariani fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Pramod Hariani as Independent Director is now being placed before the Members in general meeting for their approval.

Copy of the draft letter for appointment of Mr. Pramod Hariani would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors or relatives of directors, except Mr. Pramod Hariani, is concerned or interested in the Resolution at Item No. 8 of the Notice. Mr. Pramod Hariani and his relatives are interested or concerned in the Resolution concerning his appointment proposed at agenda Item No. 8.

Item No. : 9

Mr. Laxmikant Gupta, Graduate, aged 61 years has been appointed as Independent Director during the Financial year 2005-06. He has vast experience in hotel industries. He had been actively involved in the accounts & marketing of hotel industries.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1 April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

Mr. Laxmikant Gupta has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Mr. Laxmikant Gupta fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Laxmikant Gupta as Independent Director is now being placed before the Members in general meeting for their approval.

Copy of the draft letter for appointment of Mr. Laxmikant Gupta would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors or relatives of directors, except Mr. Laxmikant Gupta, is concerned or interested in the Resolution at Item No. 9 of the Notice. Mr. Laxmikant Gupta and his relatives are interested or concerned in the Resolution concerning his appointment proposed at agenda Item No.9.

Item No. : 10

Mr. Loveneesh Khurana , M. Com. aged 36 years has also been appointed as Independent Director during the Financial Year 2011-12 to broad base the Board of Directors of the Company. Engaged in the business of manufacturing and interior decoration since last 9 years and having diverse experience of accounts, finance and marketing and liaising. He has been inducted on the Board as an Independent Director to bring in more transparency in the work of the Company.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1 April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

Mr. Loveneesh Khurana has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Mr. Loveneesh Khurana fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Loveneesh Khurana as Independent Director is now being placed before the Members in general meeting for their approval.

Copy of the draft letter for appointment of Mr. Loveneesh Khurana would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors or relatives of directors, except Mr. Loveneesh Khurana, is concerned or interested in the Resolution at Item No. 10 of the Notice. Mr. Loveneesh Khurana and his relatives are interested or concerned in the Resolution concerning his appointment proposed at agenda Item No.10.

By order of the Board of Directors

Place: Jaipur
Date: 13.08.2014

S/d
(Ajay Sharma)
Company Secretary

R. S. Infra Transmission Ltd.

(CIN:L27107RJ1985PLC003362)

Regd. Office: A241-242(B), Road No. 6D, V.K.I. Area, Jaipur-302013 (Rajasthan)

PROXY FORM

(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):..... E-mail d:.....

Registered address:..... Folio/Client Id:.....

..... DP ID:.....

I/We, being the member (s) ofShares of the above named company, hereby appoint:

- 1)of..... having e-mail id..... or failing him
- 2)of..... having e-mail id.....or failing him
- 3)of..... having e-mail id.....

and whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on 30th September, 2014 at 10:00 a.m. at A-241-242(B), Road No. 6D, V.K.I. Area, Jaipur-302013 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2014.
2.	Re-appointment of Mr. Devendra Gupta, who retires by rotation, offer himself for re-appointment.
3.	Appointment of Auditors and fixing their remuneration.
	Special Business
4.	Reappointment of Mr. Anil Kumar Gupta as Executive Director and their remuneration.
5.	Approval of the remuneration of Cost Auditor.
6.	Approval under Section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs. 175.00 Crore over and above the aggregate of the paid up share capital & free reserves of the company.
7.	Adoption of new Articles of Association
8.	Appointment of Mr. Pramod Hariani as Independent Director for a period of 5 years.
9.	Appointment of Mr. Laxmikant Gupta as Independent Director for a period of 5 years.
10.	Appointment of Mr. Loveneesh Khurana as Independent Director for a period of 5 years

Signed this..... day of.....2014.

Re.1/-
Revenue
Stamp

Signature of Shareholder

Signature of Proxy Holder

Notes:

1. A Proxy need not be a member of the Company.
2. 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.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
4. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a Certified Copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

R. S. Infra Transmission Ltd.

(CIN:L27107RJ1985PLC003362)

Regd. Office: A241-242(B), Road No. 6D, V.K.I. Area, Jaipur-302013 (Rajasthan)

ATTENDANCE SLIP

DP ID:..... Folio No.....

Client ID:..... No. of Shares.....

Name & Address of the Shareholder

.....

.....

I hereby record my presence at the 29th Annual General Meeting of the Company held on 30th September, 2014 at 10:00 a.m. at A-241-242(B), Road No. 6D, V.K.I. Area, Jaipur-302013 (Rajasthan).

Signature of the Member / Proxy

Notes:

- a) Only Member / Proxy can attend the meeting.
- b) Member / Proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand it over at the entrance of the meeting hall.
- c) Member / Proxy should bring his / her copy of the Annual Report for reference at the meeting