

RattanIndia Infrastructure Limited

Registered Office: H.No. 9, First Floor, Vill. Hauz Khas, New Delhi-110016

CIN: L40101DL2010PLC210263

Email: ir@rattanindia.com, Tel: 011-46611666, Fax: 011-46611777

Website: www.rattanindia.com/ril

NOTICE

NOTICE IS HEREBY GIVEN THAT THE NINTH ANNUAL GENERAL MEETING of the members of **RattanIndia Infrastructure Limited** will be held on **Thursday, the 26th day of September, 2019 at 12:00 Noon at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037**, to transact the following businesses:

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2019, Statement of Profit and Loss for the year ended on that date (Standalone and Consolidated) and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Namita (DIN: 08058824), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Messers Sharma Goel & Co. LLP, Chartered Accountants (Regn. No. 000643N) as Auditors of the Company to hold office as such from the conclusion of this AGM until the conclusion of next AGM of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the audit committee of the Board of Directors, Messers Sharma Goel & Co. LLP, Chartered Accountants (Regn. No. 000643N), be and are hereby appointed as the Statutory Auditors of the Company, for the financial year 2019-20, so as to hold office as such from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

Item No. 4:

Re-appointment of Mr. Narayanasany Jeevagan (DIN: 02393291) as an Independent Director for a second consecutive term of five years.

To consider and, if thought fit, to pass 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 (including any statutory modification(s) or re-enactment thereof, for the time being in force), 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 and in accordance with the Articles of Association of the Company, Mr. Narayanasany Jeevagan (DIN: 02393291), who was appointed as an Independent Director in the fourth Annual General Meeting of the Company and who holds office up to end of this Annual General Meeting and who is eligible for re-appointment and who 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 him under Section 160(1) of the Act proposing his candidature for the office of director, as aforesaid, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second consecutive term of five years commencing from this Annual General Meeting till the conclusion of 14th Annual General Meeting.”

Item No. 5:

Re-appointment of Mr. Sanjiv Chhikara (DIN: 06966429) as an Independent Director for a second consecutive term of five years.

To consider and, if thought fit, to pass 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 (including any statutory modification(s) or re-enactment thereof, for the time being in force), 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 and in accordance with the Articles of Association of the Company, Mr. Sanjiv Chhikara (DIN: 06966429), who was appointed as an Independent Director at the fourth Annual General Meeting of the Company and who holds office up to end of this Annual General Meeting and who is eligible for re-appointment and who 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 him under Section 160(1) of the Act proposing his candidature for the office of director, be and is hereby re-appointed as an Independent director, as aforesaid, of the Company, not liable to retire by rotation, to hold office for a second consecutive term of five years commencing from this Annual General Meeting till the conclusion of 14th Annual General Meeting."

Item No. 6:

Appointment of Mr. Yashish Dahiya (DIN: 00706336) as an Independent Director.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the Articles of Association of the Company, Mr. Yashish Dahiya (DIN: 00706336), who 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, be and is hereby appointed as an Independent Director of the Company, for a term of 5 (five) years, with effect from the date of this annual general meeting till the conclusion of 14th AGM."

Item No. 7:

Appointment of Mr. Yudhister Bahl (DIN: 06850284) as a Non-Executive Director.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company, Mr. Yudhister Bahl (DIN: 06850284), who was appointed as an Additional Director of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from him proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, whose office is liable to retire by rotation."

Item No. 8:

Private placement of Non-Convertible Debentures (including bonds of various types and classes).

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Issue and Listing of debt Securities) Regulation, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Notifications, 2012 and 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI regulations and guidelines and other statutes, Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, if any, as may be required from any regulatory or other authorities from time to time, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof), to offer or invite subscriptions for secured / unsecured, redeemable, non-convertible debentures (including bonds of any type or class), in one or more series / tranches, including by way of private placement, within the overall borrowing limits available to the Company in terms of resolution passed by the members of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, from such persons/entities and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures

are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

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

Item No. 9:

Approval to the institution of RattanIndia Infrastructure Limited Employees Stock Option Plan 2019.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**‘SEBI ESOP Regulations’**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), the circulars / guidelines issued by the Securities and Exchange Board of India (‘SEBI’), the Articles of Association of the Company and all other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include the Nomination & Remuneration Committee and Compensation Committee constituted by the Board or any other committee which the Board may constitute to act as the ‘Compensation Committee’ under the SEBI ESOP Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board for the formulation and implementation of RattanIndia Infrastructure Limited Employees Stock Option Plan 2019 (hereinafter referred to as the **“RIL ESOP 2019”**) and for creation, grant, offer, issue and allotment, from time to time and in one or more tranches, stock options not exceeding 4,14,00,000 (Four Crore Fourteen Lakhs) to or for the benefit of (i) such person(s) who are permanent employees of the Company, whether working in India or outside India; (ii) directors of the Company, whether whole-time or not but excluding independent director(s) and; (iii) such other employees and persons as may be permitted under the applicable laws and as may be approved by the Board, from time to time, but excluding (a) an employee /director who is a promoter or a person belonging to the promoter group and (b) director(s) who either himself or through his relative(s) or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company (**the ‘Eligible Employees’**), which would give rise to the issue of not more than 4,14,00,000 (Four Crore Fourteen Lakhs) equity shares of the face value of ₹ 2 (Rupees Two only) each and to provide for grant and subsequent vesting and exercise of stock options by the Eligible Employees at such price and on such terms and conditions as may be determined by the Board in accordance with the provisions of the RIL ESOP 2019 as summarized in the explanatory statement annexed hereto and in due compliance with the SEBI ESOP Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, split, consolidation of equity shares, sale of division/undertaking and others, the ceiling as aforesaid of 4,14,00,000 (Four Crore Fourteen Lakhs) equity shares shall be deemed to be increased/decreased, as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of participants under the RIL ESOP 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect the RIL ESOP 2019 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate RIL ESOP 2019 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the RIL ESOP 2019 and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the equity shares so issued and allotted under the RIL ESOP 2019 shall rank pari passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted under the RIL ESOP 2019 on the Stock Exchanges, where the equity shares of the Company are listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI ESOP Regulations and any other applicable laws and regulations to the extent relevant and applicable to the RIL ESOP 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion deem necessary including appointment of various intermediaries, advisors, consultants or representatives for effective implementation and administration of the RIL ESOP 2019, as also to make applications to the appropriate authorities for obtaining their requisite approvals and also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all such deeds, documents and writings and to give such directions and/or instructions as may be necessary, proper or expedient to give effect to any modification, alteration amendment, suspension, withdrawal or termination of the RIL ESOP 2019 and to take all such steps and do all acts as may be incidental or ancillary thereto.”

Item No. 10:

Approval of RattanIndia Infrastructure Limited Employees Stock Option Plan 2019 for Employees of the Subsidiary(ies) of the Company or its Holding Company if any in future.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the ‘SEBI ESOP Regulations’), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), the circulars / guidelines issued by the Securities and Exchange Board of India (‘SEBI’), the Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include the Nomination & Remuneration Committee and Compensation Committee constituted by the Board or any other committee which the Board may constitute to act as the ‘Compensation Committee’ under the SEBI ESOP Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to extend the benefits of RattanIndia Infrastructure Limited Employees Stock Option Plan 2019 (hereinafter referred to as the “**RIL ESOP 2019**”) referred to in the Special Resolution under Item No. 9 of this Notice, to or for the benefit of (i) such person(s) who are permanent employees of any holding/subsidiary companies of the Company, if any in future, whether working in India or outside India; (ii) directors of any holding/subsidiary companies of the Company, whether whole-time or not but excluding independent director(s); and (iii) such other employees and persons as may be permitted under the applicable laws and as may be approved by the Board, from time to time, but excluding (a) an employee/director who is a promoter or a person belonging to the promoter group; and (b) director(s) who either himself or through his relative(s) or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company (the ‘**Eligible Employees**’), which would give rise to the issue of not more than 4,14,00,000 (Four Crore Fourteen Lakhs) equity shares of the face value of ₹ 2 (Rupees Two only) each and to provide for grant and subsequent vesting and exercise of stock options by the Eligible Employees at such price and on such terms and conditions as may be determined by the Board in accordance with the provisions of the RIL ESOP 2019 and as summarized in the explanatory statement annexed hereto and in due compliance with the SEBI ESOP Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, decide upon and bring into effect the RIL ESOP 2019 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the RIL ESOP 2019 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the RIL ESOP 2019 and do all other things incidental to and ancillary thereof.”

Item No. 11:

Approval as to the related party transactions sought to be entered into during the financial year 2019-2020 or subsequent financial years.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 23 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof) and the Listing Agreement executed with the Stock Exchanges, read with Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act) together with the rules framed thereunder and other applicable statutes, enactments, regulations and guidelines, if any, as in force as on date or at the relevant point of time, as also the Memorandum and Articles of Association of the Company and subject to the approvals, if any, required for the purpose from any authority or entity, regulatory or otherwise, consent of the members of the Company be and is hereby accorded to the Company for entering into transactions with certain related parties as to the lending of moneys by such related parties, to the Company for business purposes, from time to time during the financial year 2019-2020 or subsequent financial years, as per the details depicted in the table set out in the explanatory statement, on the terms and conditions including but not limited to, the rate of interest payable, the period, manner and term of repayment of the loan(s) made, as briefly set out in the said table, subject to such modifications if any, as may be mutually agreed upon between the Company and each such related party, so however that in case of loan(s) made in the subsequent financial years, if the consolidated turnover or net worth of the Company dictate that, commensurate with the amount of loan(s) sought to be made, the approval of the shareholders needs to be obtained afresh, the Company shall approach the shareholders for such an approval before such further loan(s) are made to the Company.

RESOLVED FURTHER THAT consent of the members be and is hereby also accorded to the Company for procuring indirect loans from Related Parties by way of their extending guarantees or providing securities in connection with loans made or to be made to the Company by a third party including any bank or financial institution, as also for transactions of the past, if any, which could be construed as indirect loans to the Company, from Related Parties.

RESOLVED FURTHER THAT the amount of moneys so borrowed by the Company shall together with the outstanding borrowings of the Company at the relevant point of time, be within the borrowing limits approved by the members of the Company in terms of the resolution passed under Section 180(1)(c) of the Companies Act, 2013, read with the Rules framed thereunder.

RESOLVED FURTHER THAT the Board of Directors (which term shall include any committee thereof, to whom authority in this regard is delegated) be and is hereby authorized to do all such acts, deeds and things as it deems necessary expedient for the purpose of giving effect to the resolution, including without limitation, deciding about the mode and manner in which the loans shall be made, entering into the relevant agreements and other deeds and documents in connection therewith and incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard and also to do all such acts, deeds and things as may be necessary or expedient in this regard.”

Item No. 12:

Authorisation to provide financial assistance to Sinnar Thermal Power Limited.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 185, 186, 188 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as also Regulation 23 and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant statutes, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Memorandum and Articles of Association of the Company, consent be and is hereby accorded to the Company for providing direct or indirect financial assistance of upto INR 500,00,00,000/- (Rupees Five Hundred Crore) to Sinnar Thermal Power Limited (“STPL”), in one or more tranches, on the terms and conditions set out in the explanatory statement to the notice convening the annual general meeting (Financing Conditions), whereat this resolution is being passed, for meeting the working /operational capital or other fund requirements of 1350 MW Phase-I Sinnar Thermal Power Plant (Sinnar Thermal Power Project) constructed and developed by STPL for generation and supply of electricity.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, finalize and settle the arrangement in terms of the Financing Conditions broadly agreed upon between the Company and STPL, subject to such modifications thereto if any, as may be required in the best interests of the Company and to execute all such deeds, documents, instruments, writings, agreements, undertakings, amendments, assurances, notices, receipts etc. as may be required by for giving effect to the aforesaid financing arrangement and to do all such acts, deeds and things as may be deemed necessary or expedient in connection therewith.”

Item No. 13:

Authorisation under Section 186 of the Companies Act, 2013, to provide financial assistance to RattanIndia Power Limited

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013, the Company be and is hereby authorized to give loan(s) to or make investment(s) in or provide guarantee(s) or security(ies), in connection with a loan made by any person to RattanIndia Power Limited (RPL), upto an aggregate value of ₹ 5,000 Crore (Rupees Five Thousand Crore only), on such terms and conditions as may be considered expedient in the interest of the Company, notwithstanding that the loans or investments already made or to be made or the guarantees or securities already provided or to be provided to all bodies corporate/entities, may exceed the limits prescribed under the said section.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to enter into such Agreement(s) and agree upon such terms and conditions with RPL, as it may deem fit and in the interest of the Company for giving the said loan(s) or making investment(s) or providing guarantee(s) or security(ies) and to sign, execute and submit all such agreements, papers and documents as may be considered necessary in this regard and to accept any change/ modification/ alteration in the terms and conditions of the agreement(s) on behalf of the Company and/or to delegate the said authority conferred upon to any other person(s) as may be deemed fit.”

Item No. 14:

Authorisation under Section 185 of the Companies Act, 2013, to provide financial assistance to RattanIndia Power Limited.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of the resolution passed by the shareholders in the 8th Annual General meeting of the Company held on September 28, 2018, pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as also the relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant statutes if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Memorandum and Articles of Association of the Company, consent be and is hereby accorded to the Company for providing financial assistance of upto ₹ 5000,00,00,000/- (Rupees Five Thousand Crore) to RattanIndia Power Limited (RPL), in one or more tranches on the terms and conditions set out in the explanatory statement to the notice convening the annual general meeting (**Financing Conditions**), whereat this resolution is being passed, for meeting the working capital, operational capital or other financing requirements of RPL (including settlements of its outstanding debt) in relation to its 1350 MW Phase-I Amravati Thermal Power Plant (Amravati Thermal Power Project).

RESOLVED FURTHER THAT consent be and is hereby also accorded to the Company for making indirect loans to RPL by way of extending guarantees or providing securities in connection with loans made or to be made to RPL by a third party including any bank or financial institution as also for transactions of the past, if any which could be construed as indirect loans to RPL.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, finalize and settle the arrangement in terms of the Financing Conditions, subject to such modifications thereto if any, as may be required in the best interests of the Company and to execute all such deeds, documents, instruments, writings, agreements, undertakings, amendments, assurances, notices, receipts etc. as may be required by for giving effect to the aforesaid financing arrangement and to do all such acts, deeds and things as may be deemed necessary or expedient in connection therewith.”

By Order of the Board of Directors
For **RattanIndia Infrastructure Limited**

Place: New Delhi
Date: August 31, 2019

Registered Office:

H.No. 9, First Floor, Vill. Hauz Khas, New Delhi 110016
CIN: L40101DL2010PLC210263
Email: ir@rattanindia.com
Phone No: 011 - 46611666

Sd/-
R.K. Agarwal
Company Secretary
FCS - 3996

NOTES:

- (a) The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 18th day of September, 2019 to Thursday, 26th day of September, 2019 (both days inclusive), for the purpose this annual general meeting of the Company.
- (b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS AGM IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS/HER BEHALF, AND A PROXY NEED NOT BE A MEMBER.** A Blank form of proxy is enclosed and if intended to be used, it should be returned, duly completed, to the Registered Office of the Company not later than forty eight hours before the commencement of the meeting. Proxy holders shall carry a valid identity proof at the time of attending the meeting. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, such a proxy shall not act as a proxy for any other shareholder.
- (c) Bodies Corporate intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant resolution/authorisation, passed by their board of directors/governing bodies, as the case may be, authorizing the representative(s) named therein to attend and vote on their behalf at the Meeting, the specimen signature of such representative(s) being duly attested in the relevant resolution/authorisation.
- (d) Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to fill in their **client ID** and **DP ID** and those who hold shares in physical form are requested to fill in their folio number in the attendance slip for attending the Meeting. The Members/Proxies/Authorised Representatives should fill in similar details in respect of the shares represented by them. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
- (e) Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed to the notice.
- (f) During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the valid proxies lodged with the company, at any time during the business hours of the Company, provided that not less than three days notice of the intention to do so, has in writing, been given to the Company. Additionally all documents referred to in the Notice and the accompanying Explanatory Statement which the members are entitled to inspect as per applicable laws, are open for their inspection at the Registered Office of the Company, on all working days of the Company between 11:00 A.M. and 1:00 P.M., upto the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
- (g) The relevant details of the directors sought to be appointed/reappointed, including their brief resume, nature of their expertise in specific functional areas are provided in the explanatory statement and Corporate Governance Report forming part of the Annual Report. Additional information pertaining to such directors as required to be provided in terms of the SEBI (Listing Obligations and Disclosure Regulations), 2015, has been provided in the Corporate Governance section of the Annual Report.
- (h) Electronic copy of the Notice of 9th Annual General Meeting (AGM) of the Company and the Annual Report for FY 2018-19, are being sent to all the Members whose e-mail IDs are registered with the Company/ Depository Participant(s) for correspondence purposes, unless any member has requested for a hard copy of the same. For members who have not registered their e-mail IDs, physical copy of the said Notice and Annual Report inter-alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form are being sent through the permitted mode(s). The said Notice and the Annual Report are being sent to all the Members, whose names appeared in the Register of Members as on August 23, 2019, and to Directors and the Statutory and Secretarial Auditors' of the Company and other persons or entities, if any, entitled to receive the same through permitted modes of their dispatch. Members may note that said Notice and the Annual Report for FY 2018-19 are also posted on the website of the Company <http://www.rattanindia.com/ril>.
- (i) Members holding shares in physical form are requested to notify change in address, if any, under their signatures to Karvy Fintech Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad – 500 032, the Registrar and Share Transfer Agent (**RTA**), quoting their folio No(s) Members holding share(s) in electronic form may update such details with their Depository Participants.
- (j) The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide remote e-voting facility for voting by electronic means in compliance with the provisions of Section 108 of the Companies

Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India. The remote e-voting facility is being offered, as an alternate, to all the Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The Company has appointed Karvy Fintech Private Limited ("Karvy") for facilitating e-voting to enable the Members to cast their votes electronically. The Members who have cast their vote by remote e-voting prior to the meeting, may also attend the meeting but shall not be entitled to cast their vote again.

- (k) The e-voting period commences on Monday, the 23rd day of September, 2019 at 10:00 A.M. and ends on Wednesday, the 25th day of September, 2019 at 5:00 P.M. During the period, the Members of the Company, as on the cut-off date being, Thursday, the 19th day of September, 2019, holding shares in physical form or in dematerialized form, may cast their vote by electronic means in the manner and process set out herein below. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, Members who have cast their vote electronically shall not vote by way of poll held at the Meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility, shall be provided with ballot papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- (l) In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>.
- (m) The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date being Thursday, the 19th day of September 2019.
- (n) The Company has appointed Mr. Sanjay Khandelwal of M/s. S. Khandelwal & Co., Practicing Company Secretary, as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- (o) The procedure and instructions for e-voting are as follows:
- Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'.
 - Enter the login credentials (i.e.- user-id & password) enclosed with the Notice. Your Folio/DP Client ID will be your User-ID.

User-ID	For Members holding shares in Demat Form:- a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Electronic Voting Event Number (EVEN) followed by Folio Number registered with the company
Password	Your Unique password is enclosed with the AGM Notice / forwarded through the electronic notice via email.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- Please contact on toll free No. **1-800-34-54-001** for any further clarifications.
- Members can cast their vote online from September 23, 2019 at 10:00 A.M. to September 25, 2019 at 5:00 P.M.
- After entering these details appropriately, click on "LOGIN".
- Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Fintech Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile no., email ID, etc. on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.

- viii) On successful login, system will prompt to select the 'Event' i.e.- '**Company Name**'.
 - ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login id and password are to be used.
 - x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not want to cast, select 'ABSTAIN'.
 - xi) 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.
 - xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - xiii) Corporate/Institutional Members (corporate/Fls/Flls/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to **sanjay918@gmail.com** with copy to **evoting@karvy.com**. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
 - xiv) Any person who has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. September 19, 2019, may write to Karvy on the email id: **evoting@karvy.com** or contact Ms. C Shobha Anand at Contact No. 040-67162222, at (Unit: RattanIndia Infrastructure Limited) Karvy Fintech Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad – 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow the steps mentioned above, to cast the vote.
- (p) The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - (q) The Chairman, on receipt of the Scrutinizer's Report, shall declare the results of the voting forthwith and the results declared along with the Scrutinizer's Report, shall be placed on the Company's website **www.rattanindia.com/ril** and on the website of Karvy immediately after the result is declared and the Company shall, simultaneously, forward the results to Exchanges.
 - (r) The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by Companies through electronic mode. We propose to send all future communications, in electronic mode to the email address provided by you. **So, shareholders whose email address is not registered with us are requested to please get their email address registered with us, so that your Company can contribute to the safety of environment.**
 - (s) The Route Map showing directions to reach the venue of the AGM is enclosed.
 - (t) Any query relating to financial statements must be sent to the Company's Registered Office at least seven days before the date of meeting.
 - (u) The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated the submission of Permanent Account Number (PAN) and Bank Mandate particulars by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit such details to the Registrar and Transfer Agent. The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2019/30 dated February 11, 2019, decided to grant relaxation to Non-residents (NRIs, PIOs, OCIs and foreign nationals) from the requirement to furnish PAN and permit them to transfer equity shares held by them in the Company.
 - (v) Pursuant to provision of Regulation 40 (1) of SEBI (Listing Obligations and Disclosure requirements) 2015 and vide SEBI Notification No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018 and further amendment through Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, any request for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed effective April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Members are requested to dematerialize the Equity Shares of the Company held by them, promptly.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item Nos. 4 to 14 of the accompanying Notice dated August 31, 2019.

Item Nos. 4 & 5:

Based on the report of performance evaluation of the Independent Directors, the Nomination and Remuneration Committee has recommended to the Board of Directors the re-appointment of Mr. Narayanasany Jeevagan (DIN: 02393291) and Mr. Sanjiv Chhikara (DIN: 06966429) as Independent Directors, for a second consecutive term of five years commencing from this Annual General Meeting (AGM) till the conclusion of 14th AGM, not liable to retire by rotation. Mr. Narayanasany Jeevagan and Mr. Sanjiv Chhikara were appointed as Independent Directors at the fourth AGM of the Company for a period of five years. The Company has, in terms of Section 160(1) of the Act received in writing notices from them, proposing their candidatures for the office of Directors. The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given their background, experience and contribution, their continued association would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. The Company has received declarations from them to the effect that they meet the criteria of independence as stipulated in Section 149(6), read with Schedule IV 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"). The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on all working days between 11:00 A.M. to 1:00 P.M. and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Mr. Narayanasany Jeevagan and Mr. Sanjiv Chhikara are not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013 read with rules framed thereunder and also have given their consent to act as such.

Brief profile of the aforesaid directors

(A) Mr. Narayanasany Jeevagan (DIN: 02393291)

Mr. Narayanasany Jeevagan, aged 69 years, is gold medalist of Madurai Kamaraj University in B. Com final exam of March, 1969. He joined Canara Bank in September, 1970 as probationary officer and retired from there in April, 2010 as General Manager. During his 40 years of service in the Bank, he held various positions, including as in-charge of bank's different regions/ Circle offices, where due to his motivational skills he ensured achievement of business targets by the branches, with active participation of all staff members. Being well versed in Credit and Risk Management, he headed bank's Corporate Services Branch at Chennai, handling high value accounts. He was also posted as Managing Director of Canara Bank Venture Capital Ltd. He was deputed to United Bank of India for three years as GM-Vigilance after selection by Ministry of Finance.

The re-appointment of Mr. Narayanasany Jeevagan as an Independent Director for the second consecutive term of five years as recommended by the Board, is now being placed before the Members for their approval by way of Special Resolution.

Mr. Narayanasany Jeevagan does not hold any shares in the Company nor is he related to any director of the Company.

Except Mr. Narayanasany Jeevagan, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 4 of the Notice.

(B) Mr. Sanjiv Chhikara (DIN: 06966429)

Mr. Sanjiv Chhikara, aged 54 years, started his carrier with the Customs Department at Mumbai where he put in 20 years and was handling several facets of works of the customs department such as clearance of import and export cargo, adjudication of cases, project imports, Duty Exemption Scheme, Export Oriented units, Investigations and intelligence CESAT and settlement commission etc. In the year 2011 he took a voluntary retirement and is currently an independent consultant. He is also doing high tech agriculture using poly house technology near Delhi.

The re-appointment of Mr. Sanjiv Chhikara as an Independent Director for the second consecutive term of five years as recommended by the Board, is now being placed before the Members for their approval by way of Special Resolution.

Mr. Sanjiv Chhikara does not hold any shares in the Company nor is he related to any director of the Company.

Except Mr. Sanjiv Chhikara, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice

Item No. 6:

In accordance with the provisions of Section 149 of the Companies Act, 2013 (**Act**) read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration