

## 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 10<sup>th</sup> Annual General Meeting (AGM) of the members of RattanIndia Infrastructure Limited will be held on Wednesday, the 30<sup>th</sup> day of September, 2020 at 5:00 P.M. through Video Conferencing(“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and auditors thereon.
2. To appoint a Director in place of Mr. Rajiv Rattan (DIN: 00010849), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint statutory auditors and 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 Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee M/s Walker Chandiook & Co LLP (Firm Registration No.001076N/N500013), be and are hereby appointed as statutory auditors of the Company, in place of retiring auditors M/s Sharma Goel & Co. LLP, Chartered Accountants (Firm Registration No. 000643N) to hold office from the conclusion of this AGM until the conclusion of the 15<sup>th</sup> AGM, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

#### SPECIAL BUSINESS:

##### Item no. 4

##### Appointment of an Independent Woman Director

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

“RESOLVED THAT pursuant to and in compliance with the requirements of Sections 149, 150, 152, 161 of the Companies Act, 2013 read with Schedule IV thereto, the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the other applicable provisions of these statutes and the applicable provisions of other applicable statutes, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee, Ms. Neha Poonia (DIN: 07965751), who was appointed as an Additional and Independent Director of the Company with effect from July 30, 2020 and in respect of whom a notice has been received from her signifying her candidature for the office of an independent director of the Company along with a declaration to the effect that she fulfills the criteria for independence as laid down under Section 149(6) of the Companies Act, 2013 read with Regulation 16 of the Listing Regulations as also a declaration to the effect that she is registered with the Independent Director databank maintained by the Indian Institute of Corporate Affairs (“IICA”) and is eligible for appointment as an independent director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years from the date of appointment i.e. July 30, 2020 to July 29, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

##### Item No. 5:

##### Alteration of the Objects Clause of the Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of section 4 and section 13 of the Companies Act, 2013 (“Act”), and other applicable provisions of the Act, if any read with the Companies (Incorporation) Rules, 2014 and other relevant rules if any, made under the

Act and the provisions of other applicable laws if any, including any amendment, re-enactment or statutory modification thereof and subject to the approval of the Registrar of Companies NCT of Delhi & Haryana ("RoC") and other requisite approvals, if any in this regard, from other appropriate authorities and the terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by the RoC and any such appropriate authority and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee or one or more Directors), the consent of the members of the Company be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association ("MOA") of the Company so as to:

- (a) delete the existing Objects as set out under, the Clause III A i.e. the "Objects to be pursued by the Company on its incorporation, thereof" and replace the same with the Objects as under:
1. To carry on the business of Software designing, development, customization, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and financial solution to merchant and customers and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing recruitment and HR related services, providing and taking personnel / consultants/ human resources to / from other organizations, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, Accounting, HR and payroll processing, Insurance claims processing, credit card processing, loans and letters of credit processing, cheque processing, data warehousing, database management and data mining, to carry on the business of manufacturing, dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipment's and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for Networking and network management, data center management and in providing consultancy services in all above mentioned areas.
  2. To design, develop, establish, provide, promote, setup, maintain, organize, market, purchase, sell, distribute, resell, run, operate and/or carry on the business of all types/kinds of payment systems including e-wallets, mobile-wallets, cash card, payment gateways services, open/closed/semi-closed prepaid and postpaid payment instrument payment systems and/or collection, processing and execution of payment and/or related services requests, in any form whatsoever as intermediaries for use by other intermediaries and/or end-users, over the internet, network, wireless and any other channel using websites, mobile applications, USSD, SMS, other extant or emerging technologies.
  3. To develop, provide, undertake, design, import, export, distribute and deal in Systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers owners and users of computer, telecom, digital, electronic equipment's in India or elsewhere in the world.
  4. To carry on in India or elsewhere the business of technical, legal, financial and management consultants, advisers, innovators, software, designer, marketers, fund managers, administrators, agents, recruitment and placement consultancy service providers, impart training in various fields, areas and subjects including but not limited to vocational training through any form viz. classroom, electronic media or training by correspondence and to carry of the business of conceptualizing, designing, execution and operation of all activities pertaining or relating to contract employees or of employee leasing by offering services from time to time for outsourcing administration of employees and all administrative activities related thereto and to enter into collaborations, joint venture agreements in India and with companies abroad and to do all other incidental things acts necessary for the attainment of the main object.
  5. To act as consultants, advisers, innovators, system designers, designers developers and implementers of new products, calculations and fixation of premium rates, surrender values, profit testing, valuation of portfolio, recommendations for re-structuring of portfolios, arrange and advise on reinsurance, valuation of liabilities, also to provide consultancy and advisory services of any nature.

6. To carry on the business of providing manpower, human resource consultancy, human resource recruitment and executive search service providers, contingency and temporary staff providers, human resource process outsources, pay roll management service providers, host for web based job boards, establish and run training and development centres/ institutes, conduct performance assessments and tests for staff of customers including companies, central and state government departments, local authorities, education and research institutions and other organisations.
- (b) modify the clause no. 11 of the Clause III B – “The Objects Incidental or ancillary to the attainment of the Main Objects” so as to read as under:
- “11. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of:
- (i) undertaking and carrying any business referred to under the various clauses of the Clause III A, as is not permissible under any applicable law, statute, guideline, regulation, to be directly taken up by the Company.
- (ii) acquiring all or any of the properties, rights and liabilities of this company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such Company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.”
- (c) delete the Clause III C – “Other Objects” of the Memorandum of Association.

**RESOLVED FURTHER THAT** the Board of Directors of the Company is authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient in order to give effect to the above resolution, including delegation of authority upon any person or entity for the purpose, without having to approach the shareholders again for approval.”

#### **Item no. 6**

##### **Change of name of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 5, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 and other applicable rules, if any, made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreement entered into by the Company with the stock exchanges where equity shares of the Company is listed and subject to the receipt of:

- (a) no objection from BSE Limited and National Stock Exchange of India Limited, in terms of Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
- (b) approval of the Registrar of Companies NCT of Delhi & Haryana (“RoC”) (under the authority delegated by the Central Government) and
- (c) approval or consent of any other authority as may be necessary consent of the members be and is hereby accorded for change of name of the Company from “RattanIndia Infrastructure Limited” to “RattanIndia Enterprises Limited” or such other similar name(s), reflective of and consistent with the Objects as laid down in the Company’s Memorandum of Association as may be made available by the RoC upon application being made by the Company in this regard.

**RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the RoC consequent upon change of name, the old name “RattanIndia Infrastructure Limited” as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name.

**RESOLVED FURTHER THAT** Clause I of the Memorandum of Association of the Company be altered and shall be read as under:

**Clause I:** “The name of the Company is RattanIndia Enterprises Limited”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and for this purpose, delegate all or any of the powers conferred herein to such person(s) as it may deem fit.”

**Item No. 7. Approval to the appointment and remuneration of Mr. Rajiv Rattan as an Executive Director and by virtue of the same, as the Executive Chairman.**

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

**“RESOLVED THAT** pursuant to the provisions 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V thereto and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactments thereof, for the time being in force, approval of the members be and hereby accorded for the appointment by the Board of Directors of the Company, of Mr. Rajiv Rattan an Executive Director of the Company for a period of five years with effect from September 4, 2020 by virtue of which he has become the Executive Chairman of the Company, on the remuneration, terms and conditions, as set out in the explanatory statement, including the terms that:

- (a) the payment of remuneration to him, shall commence from April 1, 2021 i.e. with effect from financial year 2021-22. Therefore, for the financial year 2020-21, he shall not be drawing any remuneration from the Company.
- (b) in the event of inadequacy or absence of profits in any financial year, during his tenure, the remuneration approved by the Board of Directors (the remuneration approved by the Board of Directors and detailed in the Explanatory Statement, being hereinafter referred to as the “Normal Remuneration”) shall be such amount not exceeding the Normal Remuneration, as may be mutually agreed upon between the Board of Directors and Mr. Rajiv Rattan and shall be deemed to be the remuneration approved by the Shareholders as being payable in terms of Section II of Part II to the Schedule V to the Companies Act, 2013 read in particular, with the proviso to Paragraph (A) (hereinafter referred to as the “Permitted Remuneration”).

**RESOLVED FURTHER THAT** the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by the Central Government and/or other competent authority if any, as the case may be.”

**Item no. 8**

**Authorisation for a QIP Issue**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules made thereunder (“Act”), the provisions of the Memorandum and Articles of Association of the Company and in accordance with any other applicable laws or regulations including, the Securities and Exchange, Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred as “SEBI ICDR Regulations”) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred as “SEBI Listing Regulations”), Securities and Exchange Board of India Act, 1992 (hereinafter referred as “SEBI Act”) as amended from time to time, Securities Contracts (Regulation) Act, 1956 including Securities Contracts (Regulation) Rules, 1957 (hereinafter referred as “SCRA”/“SCRR”), Income Tax Act, 1961 (“IT Act”), Depositories Act, 1996 and the rules framed thereunder, the Foreign Exchange Management Act, 1999 (“FEMA”), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017, including any statutory amendments thereto or modifications or re-enactments thereof for the time being in force, and subject to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices) Regulations 2003, Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations 2011, and subject to the approvals of the Stock Exchanges on which the Company’s shares are listed and such other appropriate statutory, regulatory, Government and other authorities and departments, as may be applicable in this regard, and such other approvals, consents, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed upon by any such authority(ies) while granting such approvals, consents, permissions and sanctions, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (‘the Board’) to grant, offer, issue and allot by way of a Qualified Institutions Placement, such number of equity shares of face value of ₹ 2/- each to Qualified Institutional Buyers (“QIBs”) whether they be holders of equity shares of the Company or not, for an aggregate amount not exceeding ₹ 600,00,00,000/- (Rupees Six Hundred Crores) in one or more tranches, at such price or prices including premium in such manner and on such terms and conditions as deemed appropriate to the Board and in accordance with provisions of Chapter VI of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the allotment of Equity Shares shall only be to QIBs within the meaning of Chapter VI of the SEBI ICDR Regulations, such Equity Shares shall be fully paid-up and the allotment of such Equity Shares shall be completed within 365 days from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time.

**RESOLVED FURTHER THAT** the Equity Shares, issue and allotted pursuant to and in terms of this resolution shall rank pari passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** pursuant to Regulation 176 (1) of SEBI ICDR Regulations, the Company be and is hereby authorized to offer Equity Shares at a discount of not more than five percent on the issue price or such other percentage as may be permitted under the applicable laws from time to time.

**RESOLVED FURTHER THAT** the relevant date for the determination of the floor price of the Equity Shares shall be in accordance with the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** no allotment shall be made, either directly or indirectly to any QIBs who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** minimum of 10% of the equity shares to be issued and allotted under QIP pursuant to Chapter VI of SEBI ICDR Regulations shall be allotted to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs.

**RESOLVED FURTHER THAT** the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by the GOI/ RBI/SEBI/Stock Exchanges where the Equity Shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board.

**RESOLVED FURTHER THAT** the issue and allotment of new equity shares to NRIs, FIIs and/or other eligible foreign investors be subject to the approval of the RBI (if any) under the FEMA as may be applicable but within the overall limits set forth under FEMA.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to engage, appoint and to enter into and execute all such agreement(s)/ arrangement(s)/ MOUs/placement agreement(s)/ subscription agreement(s)/any other agreements or documents with any consultant(s), lead manager(s), co-lead manager(s), manager(s), advisor(s), registrar(s), authorized representative(s), legal advisor(s) / counsel(s), merchant banker(s), underwriter(s), custodian(s), stabilizing agent(s) and all such advisor(s), professional(s), intermediaries and agencies as may be required or concerned in such offerings of Equity Shares and to remunerate them by way of commission, brokerage, fees and such other expenses as it deems fit and permissible, and to authorize any Director(s) or any Officer(s) of the Company, severally, to sign for and on behalf of the Company, offer document(s), arrangement(s), application(s), authority letter(s), or any other related paper(s)/document(s), give any undertaking(s), affidavit(s), certification(s), declaration(s) including without limitation the authority to amend or modify such document(s) in relation to the aforesaid Issue of Equity Shares under QIP.

**RESOLVED FURTHER THAT** the Board shall have all powers and authorities to modify, reapply, redo, make necessary changes, approach and to do all requisite filings/resubmission of any document(s) and other compliances and to do all such acts and deeds that are necessary to comply with the terms and conditions subject to which approval, sanction, permission etc. as may be provided by the Stock Exchange(s) and any other Appropriate Authority, without being required to seek any further approval of the Members and that the Members shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to offer, issue and allotment of Equity Shares under QIP, as aforesaid, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient including fixing of record dates or book closure, deciding on the Issue price, premium amount, opening and closing dates of issue, as may be applicable and to settle any questions, difficulties or doubts that may arise in regard to such offer, issue, allotment and listing of Equity Shares under QIP as it may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers conferred by this resolution on it, to any Committee or sub-Committee of Directors or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/ duties to any of the members of such committee”.

**Item no. 9**

**Increase in Authorised Share Capital of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to approval of any statutory or other authority, if any necessary, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹ 350,00,00,000/- (Rupees Three hundred and fifty crore) divided into 175,00,00,000 (One hundred seventy five crore) equity shares of face value ₹ 2 each to ₹ 400,00,00,000/- (Rupees Four Hundred Crores) divided into 200,00,00,000 (Two Hundred Crores) equity shares of face value ₹ 2 each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

**V The Authorised Share Capital of the Company is ₹ 400,00,00,000/- (Rupees Four Hundred Crores) divided into 200,00,00,000 (Two Hundred Crores) equity shares of face value ₹ 2 each.**

**RESOLVED FURTHER THAT** the Board of Director of the Company be and is hereby authorised to do all such act(s), deed(s) and things including the filing of all necessary forms and other documents with the Registrar of Companies NCT of Delhi & Haryana, as may be necessary and incidental to give effect to the aforesaid resolution.”

**Item no. 10**

**Authorisation for the place of profit.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 (1)(f) of the Companies Act, 2013 read with Companies (Meetings of Board and Its Powers) Rules, 2014 (together the “Act) and other applicable provisions if any, of the Act including any statutory modifications or re-enactments thereof , for the time being in force, consent of the members be and is hereby accorded to the appointment of Mrs. Anjali Nashier, who is the wife of Mr. Rajiv Rattan, the Executive Director and Executive Chairman of the Company in a lead role in a wholly owned subsidiary proposed to be established by the Company overseas, at the remuneration specified in the explanatory statement to this item, to be paid by the said subsidiary.

**RESOLVED FURTHER THAT** the payment of such remuneration shall not commence earlier than April 1, 2021 i.e. FY 2021-22, meaning thereby no remuneration shall be paid to her for the FY 2020-21.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds and things as may be proper, necessary and expedient for giving effect to the resolution including revisions in the remuneration payable to Mrs. Anjali Nashier in accordance with the Company’s policy for appraisal of performance and other relevant policies.”

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

Place: New Delhi  
Date: September 4, 2020

**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



**NOTES**

1. Pursuant to the General Circular numbers 20/2020 dated May 5, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), in the current Covid-19 pandemic, companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
2. Since the AGM is being held in accordance with the Circulars through VC/OAVM, where physical presence of the members has been dispensed with, accordingly the facility for appointment of proxies by the members will not be available. However, Bodies Corporate intending that their authorized representatives to attend AGM held through VC/OAVM, in pursuance of Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant resolution/authorisation, as 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 held through VC/OAVM, the specimen signature of such representative(s) being duly attested in the relevant resolution/authorisation.
3. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (“the Act”).
4. Members of the Company under the category of Institutional Members are encouraged to attend and vote at the AGM.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 22<sup>nd</sup> day of September, 2020 to Wednesday, 30<sup>th</sup> day of September, 2020 (both days inclusive), for the purpose of this AGM of the Company.
6. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed to the notice.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and other relevant registers and documents referred in the Notice will be available electronically for inspection by the members during the AGM.  
  
All other documents referred to in the Notice will be available for electronic inspection during business hours, by the members from the date of circulation of this Notice up to the date of AGM, without any fee. Members seeking to inspect such documents can send an email to [ir@rattanindia.com](mailto:ir@rattanindia.com)
8. The relevant details of the directors sought to be appointed/reappointed, including their brief resume and the 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, pursuant to Regulation 36 of the Listing Regulations, in respect of the director seeking appointment/ reappointment at the AGM, has been provided in the Corporate Governance section of the Annual Report.
9. In compliance with the Circulars, Notice of the AGM along with the Annual Report 2019-2020 is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-2020 will also be available on the Company’s website [www.rattanindia.com/ril](http://www.rattanindia.com/ril) and the websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of the Registrar and Transfer Agent of the Company, KFin Technologies Private Limited (“RTA”) at (“RTA”) <https://evoting.kfintech.com>.
10. Members are requested to address all correspondence, to the RTA, KFin Technologies Private Limited, Unit: RattanIndia Infrastructure Limited, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda Serilingampally Mandal, Hyderabad, Telangana – 500 032.
11. We urge members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with the respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company’s RTA, KFin Technologies Private Limited at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) to receive copies of the Annual Report 2019-2020 or for making correspondence in electronic mode.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, 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, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in

case of requests received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of members with respect to their portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Company's RTA, KFin Technologies Private Limited for assistance in this regard.

13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their Depository Participants in case the shares are held by them in electronic form, and to the RTA, KFin Technologies Private Limited, in case the shares are held in physical form.
14. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company atleast 7 days before the date of meeting through email on [ir@rattanindia.com](mailto:ir@rattanindia.com). The same will be replied by the Company suitably.
16. Since the AGM will be held through VC/OAVM, the route map, proxy form and attendance slip are not attached to this Notice.
17. 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) 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 their PAN 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.
18. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited (KTPL).
19. The remote e-voting period commences on Sunday, September 27, 2020 (10:00 A.M. IST) and ends on Tuesday, September 29, 2020 (5:00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, September 23, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by KTPL for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
20. The Board of Directors has appointed Mr. Sanjay Khandelwal (Membership No. FCS 5945) of S. Khandelwal & Co., Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM, in a fair and transparent manner.
21. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
22. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. September 23, 2020.
23. The details of the process and manner for remote e-voting are explained herein below:
  - i) Open your web browser during the voting period and navigate to '<https://evoting.kfintech.com>'
  - ii) Enter the login credentials (i.e.- user-id & password) mentioned on the Notice. Your Folio/DP Client ID will be your User-ID.

|           |   |
|-----------|---|
| User – ID | For Members holding shares in Demat Form:-<br>a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID<br>b) For CDSL:- 16 digits beneficiary ID<br>For Members holding shares in Physical Form:-<br>• Electronic Voting Event Number (EVEN) followed by Folio Number registered with the company |
|-----------|---|



|          |   |
|----------|---|
| Password | If you are already registered for e-voting, then you can use your existing password to login and cast your vote.                      |
| Captcha  | Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons. |

- iii) Please contact on toll free No. 1-800-34-54-001 for any further clarifications.
  - iv) Members can cast their vote online from September 27, 2020 from 10:00 A.M. to September 29, 2020 till 5:00 P.M.
  - v) After entering these details appropriately, click on “LOGIN”.
  - vi) 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 KFin Technologies 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.
  - vii) 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.kfintech.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/FIs/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 [sanjay@csskc.in](mailto:sanjay@csskc.in) with copy to [evoting@kfintech.com](mailto:evoting@kfintech.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 AGM Notice is mailed but on or before the cut-off date i.e. September 23, 2020, may write to KFin Technologies Private Limited on the email id: [evoting@kfintech.com](mailto:evoting@kfintech.com) or contact Ms. C Shobha Anand at Contact No. 040-67162222, at (Unit: RattanIndia Infrastructure Limited) KFin Technologies Private Limited, Selenium Building, 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.
24. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by KTPL at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and selecting the EVENT for Company’s AGM. Members who do not have the USER ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of KTPL.
25. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
26. Members who need assistance before or during the AGM can contact **Ms. C Shobha Anand or Mr. PSRCH Murthy (Ramu) at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call on toll free numbers 1800-425-8998 / 1800-345-4001 or at Contact No. 040-67162222. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.**

27. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). The Speaker Registration will be open from September 24, 2020 to September 28, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers, depending on the availability of time as appropriate for smooth conduct of the AGM.
28. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of 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.
29. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rattanindia.com/ril](http://www.rattanindia.com/ril) and on the website of the RTA immediately post declaration. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed

### **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. 3 to 10 of the accompanying Notice dated September 4, 2020.

#### **Item No. 3**

##### **Appointment of Statutory Auditors and fixing their remuneration**

(Though explanatory statement to this item is not mandatory, the same is provided for reference)

M/s Sharma Goel & Co. LLP, Chartered Accountants (Firm Registration No. 000643N) were appointed as statutory auditors of the Company since inception. In terms of their appointment made at the 9<sup>th</sup> AGM held on September 26, 2019, they are holding office of the auditors up to the conclusion of the 10<sup>th</sup> AGM and hence, would retire at the conclusion of the forthcoming 10<sup>th</sup> AGM besides completing their term.

Accordingly, as per the requirements of the Act and pursuant to the recommendation made by the Audit Committee, M/s Walker Chandio & Co LLP (Firm Registration No.001076N/N500013), is proposed to be appointed as statutory auditors of the Company, for a period of 5 years, commencing from the conclusion of 10<sup>th</sup> AGM till the conclusion of 15<sup>th</sup> AGM of the Company.

M/s Walker Chandio & Co LLP (Firm Registration No.001076N/N500013) Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice.

The Board recommends the Resolution at item No. 3 to be passed as an ordinary resolution.

#### **Item no. 4**

##### **Appointment of an Independent Woman Director**

In compliance with the requirements of Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Neha Poonia (DIN: 07965751) was pursuant to the recommendations made by the Nomination & Remuneration Committee inducted on the Board of Directors of the Company as an Independent woman Director, for a period of five consecutive years w.e.f July 30, 2020.

Having been appointed to the directorship of the Company as an Additional Director, Ms. Neha Poonia (DIN: 07965751) will hold office as such upto the date of the annual general meeting of the Company.

Ms. Neha Poonia, being eligible for appointment as an independent director, the Company has received from her:

- (a) a notice in terms of Section 160 of the Companies Act, 2013 offering her candidature for the office of director of the Company.