

PUBLIC ANNOUNCEMENT UNDER REGULATION 15(1) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.

OPEN OFFER FOR ACQUISITION OF 35,93,90,094 EQUITY SHARES FROM THE EQUITY SHAREHOLDERS OF RATTANINDIA INFRASTRUCTURE LIMITED ("TARGET COMPANY") BY LAUREL ENERGETICS PRIVATE LIMITED ("ACQUIRER1") AND ARBUTUS CONSULTANCY LLP ("ACQUIRER2") (ACQUIRER1 AND ACQUIRER2 ARE COLLECTIVELY REFERRED TO AS "THE ACQUIRERS") WITH YANTRA ENERGETICS PRIVATE LIMITED ("PAC1"), SPIRE CONSTRUCTIONS PRIVATE LIMITED ("PAC2"), NETTLE CONSTRUCTIONS PRIVATE LIMITED ("PAC3"), MR. RAJIV RATTAN ("PAC4") AS THE PERSONS ACTING IN CONCERT WITH THE ACQUIRER (PAC1, PAC2, PAC3 AND PAC4 ARE COLLECTIVELY REFERRED TO AS "PERSONS ACTING IN CONCERT" / "PACs").

This public announcement ("PA" / "Public Announcement") is being issued by Motilal Oswal Investment Advisors Private Limited ("Manager to the Offer") for and on behalf of the Acquirers and the PACs to the equity shareholders of the Target Company, other than the persons named as the promoter(s) / promoter group of the Target Company ("Public Shareholders") pursuant to, and in compliance with, among others, Regulation 3(2) read with Regulation 13(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations").

1. OFFER DETAILS

- 1.1. Offer Size:** The Acquirers and the PACs hereby make this open offer ("Offer" or "Open Offer") to the Public Shareholders to acquire up to **35,93,90,094** (thirty five crore ninety three lakh ninety thousand and ninety four) fully paid up equity shares of the face value of ₹ 2 (Rupees Two only) each of the Target Company ("Equity Shares") representing 26% (twenty six per cent) of the voting share capital of the Target Company ("Voting Share Capital") as of the 10th (tenth) working day from the closure of the tendering period (being, the "Offer Shares"), subject to the terms and conditions mentioned in this Public Announcement, the detailed public statement ("DPS") and the letter of offer proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 1.2. Price / Consideration:** ₹ 3.20 (Rupees three and paise twenty only) per Offer Share, as determined in accordance with Regulation 8(2) of the SEBI (SAST) Regulations ("Offer Price"). Assuming full subscription in the Open Offer, the total consideration payable by the Acquirers in accordance with the SEBI (SAST) Regulations will be ₹ 115,00,48,300.80 (Rupees one hundred and fifteen crore forty eight thousand three hundred and paise eighty only).
- 1.3. Mode of Payment:** The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- 1.4. Type of Offer:** The Offer is a mandatory offer in compliance with Regulation 3(2) read with Regulation 13(2)(a) of the SEBI (SAST) Regulations.

The Acquirers along with the PACs constitute the Promoter and Promoter Group of the Target Company. The total shareholding of the Promoter and Promoter Group was 42.03% as on March 31, 2015. As on the date preceding the date of this PA, the Promoter and Promoter Group collectively held 47.01% of the total paid-up equity share capital of the Target Company. This represents an increase of 4.99% in the Promoter and Promoter Group holding in one financial year. On October 28, 2015, Acquirer2 will place a purchase order for the acquisition of 3,00,000 (Three lac) Equity Shares, representing 0.02% of the Voting Share Capital of the Target Company.

Following the aforementioned purchase order being placed on October 28, 2015, the Acquirers and the PACs will have acquired or agreed to acquire Equity Shares exceeding 5% (five per cent) of the Voting Share Capital of the Target Company in one financial year and are therefore making this mandatory offer in compliance with Regulation 3(2) of the SEBI (SAST) Regulations.

2. **Transactions which have triggered the open offer obligations (underlying transaction):** The details of the purchase order to be placed by the Acquirer2 for buying equity shares of the Target Company from the market on October 28, 2015 are as under:

Details of underlying transaction						
Type of transaction (direct/ indirect)	Mode of transaction (Agreement/ Allotment/ Market Purchase)	Shares/ voting rights acquired/ proposed to be acquired		Total consideration for shares / voting rights proposed to be acquired (₹)	Mode of payment (cash/ securities)	Regulation which has been triggered
		Number	% vis-à-vis total equity / voting capital			
Direct	Market Purchase	Up to 300,000	Up to 0.02%	At prevailing market price	Cash	Regulation 3(2) read with Regulation 13(2)(a) of the SEBI (SAST) Regulations

3. Details of Acquirers/ PACs

Particulars	Acquirer1	Acquirer2	PAC 1	PAC 2	PAC 3	PAC 4	Total
Name of Acquirer(s)/ PAC(s)	Laurel Energetics Private Limited	Arbutus Consultancy LLP	Yantra Energetics Private Limited	Spire Constructions Private Limited	Nettle Constructions Private Limited	Mr. Rajiv Rattan	Not Applicable
Address	60, 2 nd Floor, Vasant Marg, Vasant Vihar, New Delhi-110057	60, 2 nd Floor, Vasant Marg, Vasant Vihar, New Delhi-110057	60, 2 nd Floor, Vasant Marg, Vasant Vihar, New Delhi-110057	60, 2 nd Floor, Vasant Marg, Vasant Vihar, New Delhi-110057	60, 2 nd Floor, Vasant Marg, Vasant Vihar, New Delhi-110057	60, 2 nd Floor, Vasant Marg, Vasant Vihar, New Delhi-110057	Not Applicable
Name(s) of persons in control / promoters of Acquirers/ PACs where Acquirers/ PACs are company	Nettle Constructions Private Limited ("NCPL"). Promoter of NCPL is Mr. Rajiv Rattan and Mrs. Anjali Nashier	Mr. Rajiv Rattan and Mrs. Anjali Nashier, as Designated Partners	Spire Constructions Private Limited ("SCPL"). Promoter of SCPL is Mr. Rajiv Rattan and Mrs. Anjali Nashier	Mr. Rajiv Rattan and Mrs. Anjali Nashier	Mr. Rajiv Rattan and Mrs. Anjali Nashier	Not Applicable	Not Applicable
Name of the group, if any, to which the Acquirer/ PAC belongs to	RattanIndia Group (Promoter Group)	RattanIndia Group (Promoter Group)	RattanIndia Group (Promoter Group)	RattanIndia Group (Promoter Group)	RattanIndia Group (Promoter Group)	RattanIndia Group (Promoter Group)	Not Applicable
Pre-transaction shareholding → Number → % of total share capital	54,33,38,386 39.31%	Nil	10,47,65,484 7.58%	Nil	Nil	17,70,000 0.13%	64,98,73,870 47.01%

Particulars	Acquirer1	Acquirer2	PAC 1	PAC 2	PAC 3	PAC 4	Total
Proposed shareholding after the acquisition of shares (including Offer Shares) which triggered the Open Offer *							100,95,63,964 73.04%

Any other interest in the Target Company

Acquirers and PACs belong to the Promoter and Promoter Group of the Target Company. Rajiv Rattan (PAC4) is also the promoter and Chairman of the board of directors of the Target Company.

**** assuming the open offer is fully subscribed and the order placed for the shares that triggered the Open Offer is fully executed***

4. Details of selling Shareholders, if applicable: Not applicable.

5. Target Company

Particulars	Details of the Target Company
Name	RattanIndia Infrastructure Limited
Registered Office:	M-62 & 63, First Floor, Connaught Place, New Delhi – 110 001
Corporate Office:	12 th Floor, Tower A, Building No. 5, DLF Phase – 3, DLF Cyber City, Gurgaon – 122 002, Haryana
Exchanges where listed:	a) BSE Limited (BSE Code: 534597) b) National Stock Exchange of India Limited (NSE Code: RTNINFRA) c) Global Depository Receipts (“GDRs”) listed on Luxembourg Stock Exchange

6. Other Details

- 6.1. The present issued, subscribed and fully paid-up equity share capital of the Target Company is ₹ 276,45,39,184 (Rupees two hundred and seventy six crore forty five lacs thirty nine thousand one hundred and eighty four) comprising 138,22,69,592 (One hundred and thirty eight crore twenty two lakh sixty nine thousand five hundred and ninety two) fully paid-up Equity Shares of face value ₹ 2 (Rupees Two) each, which includes 49,96,040 (Forty nine lakh ninety six thousand and forty) Equity Shares underlying 49,96,040 (Forty nine lakh ninety six thousand and forty) GDRs. The Target Company does not have partly paid-up Equity Shares.
- 6.2. The Acquirers and the PACs belong to the promoter / promoter group category of the Target Company. The Acquirers and the PACs undertake that, if pursuant to the completion of this Offer, the public shareholding in the Target Company falls below 25% (twenty five per cent) of the total paid-up equity share capital of the Target, the Acquirers and the PACs will bring down the non-public shareholding of the Target Company to 75% (seventy five per cent) within a period of 12 (twelve) months from the date of completion of the Offer, as specified in Securities Contract (Regulation) Rules, 1957 and in accordance with any directions as may be issued by the stock exchanges on which Equity Shares are listed.
- 6.3. Further details of the Offer shall be published in the Detailed Public Statement as per Regulation 13(4) of the SEBI (SAST) Regulations, 2011. The Detailed Public Statement will be published by November 3, 2015 as required under Regulation 14(3) of the SEBI (SAST) Regulations.
- 6.4. The Acquirers and the PAC jointly and severally undertake that they are fully aware of and will comply with their respective obligations in the SEBI (SAST) Regulations and that they have adequate financial resources to meet their respective obligations in relation to the Offer.
- 6.5. This Offer is not conditional upon any minimum level of acceptance as per Regulation 19 of the SEBI (SAST) Regulations and this Public Announcement is not being issued pursuant to a competitive offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.6. The completion of the Offer is subject to the receipt of statutory and regulatory approvals (if any).

ISSUED ON BEHALF OF THE ACQUIRERS AND THE PACs BY THE MANAGER TO THE OFFER

Motilal Oswal Investment Advisors Private Limited



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ON BEHALF OF THE ACQUIRERS AND THE PACs

Laurel Energetics Private Limited

Arbutus Consultancy LLP

Yantra Energetics Private Limited

Spire Constructions Private Limited

Nettle Constructions Private Limited

Mr. Rajiv Rattan

Place: Mumbai

Date: October 28, 2015