

RTNINFRA

September 6, 2016

National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
MUMBAI-400 051

Sub: Notice of the Sixth Annual General Meeting of RattanIndia Infrastructure Limited (formerly known as Indiabulls Infrastructure and Power Limited).

Dear Sir,

Please find enclosed the Notice of the Sixth Annual General Meeting (AGM) of the shareholders of RattanIndia Infrastructure Limited ("the Company") scheduled to be held on Friday, September 30, 2016 at 12:00 Noon at Centaur Hotel, IGI Airport, Delhi – Gurgaon Road, New Delhi – 110037.

This is for your information and record.

Thanking you,

Yours faithfully,
For **RattanIndia Infrastructure Limited**

R. K. Agarwal
Company Secretary



Encl: a/a

RattanIndia Power Limited

(Formerly Indiabulls Power Ltd.)

Registered Office: 5th Floor, Tower-B, Worldmark 1, Aerocity, New Delhi -110037

Tel: +91 11 66612666 Fax: +91 11 66612777

Website: www.rattanindia.com

CIN: L40102DL2007PLC169082

RattanIndia Infrastructure Limited

(formerly Indiabulls Infrastructure and Power Limited)

Registered Office: 5th Floor, Tower B, Worldmark 1, Aerocity, New Delhi - 110 037

CIN: L40101DL2010PLC210263

Email: ir@rattanindia.com, Tel: 011-66612666, Fax: 011-66612777, Website: www.rattanindia.com/rii

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SIXTH ANNUAL GENERAL MEETING of the members of **RattanIndia Infrastructure Limited** will be held on **Friday, the 30th day of September, 2016 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, 2016, 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. Anjali Nashier (DIN: 01942221), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify appointment of statutory auditors of the Company 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, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, recommendations of the Audit Committee and the resolution passed by the members at the fourth annual general meeting held on September 30, 2014, the appointment of Messers Sharma Goel & Co. LLP, Chartered Accountants (Firm Regn. No. 000643N) as Statutory Auditors of the Company for the financial year 2016-17 be and is hereby ratified.”

SPECIAL BUSINESS:

Item No. 4: 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 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.”

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

Sd/-
R.K. Agarwal
Company Secretary

Place: New Delhi
Date: September 1, 2016

Registered Office:

5th Floor, Tower B, Worldmark 1, Aerocity, New Delhi - 110 037
CIN: L40101DL2010PLC210263
Email: ir@rattanindia.com

NOTES:

- (a) The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 24th day of September, 2016 to Friday, 30th day of September, 2016 (both days inclusive).
- (b) **A MEMBER ENTITLED TO ATTEND AND VOTE 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, then such proxy shall not act as a proxy for any other person or shareholder.
- (c) Corporate Members 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 Board Resolution authority, as applicable together with their respective specimen signatures authorizing the representative(s) to attend and vote on their behalf at the Meeting.
- (d) Brief resume of Director proposed to be re-appointed, nature of her expertise in specific functional areas, names of companies in which she hold directorships and memberships / chairpersonships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations, are provided in the Corporate Governance Report forming part of the Annual Report.
- (e) 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.
- (f) The Notice is being sent to all the Members, whose names appeared in the Register of Members as on August 26, 2016. The Notice of the Meeting is also posted on the website of the Company www.rattanindia.com/ril
- (g) Members holding shares in physical form are requested to notify change in address and bank mandate, bank particulars, if any, under the signatures to Karvy Computershare 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 folio Nos. Members holding shares in electronic form may update such details with their Depository Participants.
- (h) The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Companies Act, 2013 and 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 Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its 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 Computershare 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.

- (i) The e-voting period commences on Tuesday, the 27th day of September, 2016 at 10.00 A.M. and ends on Thursday, the 29th day of September, 2016 at 5.00 P.M. During the period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being, Friday the 23rd day of September, 2016, 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 casted their vote electronically shall not vote by way of poll, if 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 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.
- (j) In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>
- (k) The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being Friday the 23rd day of September, 2016.
- (l) 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.
- (m) The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.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:- 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 printed on 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.

- 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, 2016 at 10:00 A.M. to September 29, 2016 at 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 **Karvy Computershare 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.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/FIs/FILs/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) In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. September 23, 2016, may write to Karvy on the email id: evoting@karvy.com or contact Ms. C Shobha Anand at Contact No. 040-33215424, at (Unit: RattanIndia Infrastructure Limited) Karvy Computershare 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.
- (n) The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (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.
 - (o) 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.
 - (p) 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.**

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 No. 4 of the accompanying Notice dated September 1, 2016.

Item No. 4

As per Sections 42 and 71 of the Companies Act, 2013 read with the Rules framed thereunder, a company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution. Such an approval by way of special resolution can be obtained once a year for all the offers and invitations made for NCDs during the year.

Thus for meeting funds requirement of the Company through issue of NCDs to banks/financial institutions/mutual funds/bodies corporate etc., on private placement basis, the approval of the Members is being sought by way of a Special Resolution in compliance of the applicable provisions of the Act read with the Rules made thereunder, as set out at item no.4 of this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is/are concerned or interested, in passing of the Resolution set out at Item No. 4.

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

Sd/-

R.K. Agarwal
Company Secretary

Place: New Delhi
Date: September 1, 2016

Registered Office:
5th Floor, Tower B, Worldmark 1, Aerocity, New Delhi - 110 037
CIN: L40101DL2010PLC210263
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FORM MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L40101DL2010PLC210263
Name of the Company : **RattanIndia Infrastructure Limited**
Registered Office : 5th Floor, Tower B, Worldmark 1, Aerocity, New Delhi - 110037
Website: www.rattanindia.com/ril

Name of the Member (s):

Registered address:

E-mail Id: Folio No. / DP ID No. Client ID No.

I / We, being the member(s) of Equity Shares of the above named Company, hereby appoint:

1. Name :

Address :

E-mail ID :

Signature , or failing him / her

2. Name :

Address :

E-mail ID :

Signature , or failing him / her

3. Name :

Address :

E-mail ID :

Signature , or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Sixth Annual General Meeting of the Company, to be held on Friday, the 30th day of September, 2016 at 12:00 Noon at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

RESOLUTION NO.	RESOLUTIONS
	ORDINARY BUSINESS
1	Adoption of audited Balance Sheet as at March 31, 2016, 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	Re-appointment of Mrs. Anjali Nashier (DIN: 01942221) as a Director, who is liable to retire by rotation.
3	Ratification to the appointment of Messers Sharma Goel & Co. LLP, Chartered Accountants, Statutory Auditors of the Company.
	SPECIAL BUSINESS
4	Private placement of Non-Convertible Debentures.

Signed this day of 2016.

Affix ₹ 1
Revenue
Stamp

Signature of Shareholder :

Signature of Proxy holder (s) :

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.



RattanIndia Infrastructure Limited

(formerly Indiabulls Infrastructure and Power Limited)

Registered Office: 5th Floor, Tower B, Worldmark 1, Aerocity, New Delhi - 110 037

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ATTENDANCE SLIP

Folio No.* _____

No. of Shares _____

DP ID _____

Client ID _____

Members or their Proxies are requested to present this Slip in accordance with the Specimen Signatures registered with the Company, at the entrance of the Meeting Hall, for admission.

Name of the attending Member / Proxy (in BLOCK LETTERS)

I hereby record my presence at the Sixth Annual General Meeting of the Company held on Friday the 30th day of September, 2016 at 12:00 Noon at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037.

Member's Signatures

Proxy's Signatures

* Applicable for Members holding shares in Physical form.

Route Map - Venue of AGM

