RattanIndia

June 6, 2017

RTNINFRA

Scrip Code - 534597

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

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI-400 001

Sub : Open offer for acquisition of up to 35,93,90,094 fully paid up equity shares of the face value of ₹2 (Rupees Two only) each from the Public Shareholders of RattanIndia Infrastructure Limited (the "Target Company") by Laurel Energetics Private Limited and Arbutus Consultancy LLP ("Acquirers") and Yantra Energetics Private Limited, Spire Constructions Private Limited, Nettle Constructions Private Limited and Mr. Rajiv Rattan ("PACs")

Dear Sir,

Please find enclosed herewith the letter dated June 6, 2017 which we have received from the Acquirers.

A copy of the said letter is attached herewith and marked as **Annexure '1'**.

The contents of the letter are self explanatory.

This is for your information and record.

Yours' sincerely
For **RattanIndia Infrastructure Limited.**

R.K. Agarwal
Company Secretary

Encl: a/a.

RattanIndia Infrastructure Limited

ANNEXURE - 1

LAUREL ENERGETICS PRIVATE LIMITED

Date: June 6, 2017

To,

Motiwal Oswal Investment Advisors Private Limited
12th Floor, Motilal Oswal Tower
Rahimtullah Sayani Road
Prabha Devi
Mumbai 400 051

Kind Attn.: Mr. Subodh Mallya / Ms. Nisha Shah

Sub : Open offer for acquisition of up to 35,93,90,094 fully paid up equity shares of the face value of ₹2 (Rupees Two only) each from the Public Shareholders of RattanIndia Infrastructure Limited (the "Target Company") by Laurel Energetics Private Limited and Arbutus Consultancy LLP ("Acquirers") and Yantra Energetics Private Limited, Spire Constructions Private Limited, Nettle Constructions Private Limited and Mr. Rajiv Rattan ("PACs")

Re:

A. **Order dated May 02, 2017 passed by the Hon'ble Supreme Court of India in Appeal 5675/2017 and Appeal No. 5694/2017 ("Supreme Court Order").**

B. **Letter dated May 03, 2017 sent through Advocate-on-record ("Letter")**

C. **Our Emails dated June 01, 2017**

Dear Sir,

Please refer to our previous Letter mentioned above, which had been issued to you pursuant to the Supreme Court Order, whereby you were informed of the directions contained in the directions given by the Hon'ble Supreme Court in the Supreme Court Order. We would like to bring to your notice, that in pursuance to the directions in the Supreme Court Order we, the Acquirers, have filed Bank Guarantees bearing Nos. OBG101001700010 and OBG101001700011 both drawn on RBL Bank Limited for a cumulative amount of INR 111,41,09,291/- with the Supreme Court of India.

A scanned copy of the Bank Guarantees alongwith the covering letter submitted to the Hon'ble Supreme Court by our Advocate – on – record has already been shared with you vide our emails dated June 01, 2017.

Further, a copy of the Letter dated May 03, 2017 and the Supreme Court Order are attached herewith as **Annexure A** and **Annexure B**, respectively.

Laurel Energetics Private Limited

Laurel Energetics Private Limited
(CIN: U74999DL2010PTC202269)
Registered Office: 60, 2nd Floor, Vasant Marg, Vasant Vihar, New Delhi- 110057

LAUREL ENERGETICS PRIVATE LIMITED

This is for your information and record.

We request you to update your records accordingly.

Your's sincerely,
For **Laurel Energetics Private Limited**

Hitnder Kumar
Authorised Signatory

Encl: a/a

Copy to:

R.K. Agarwal
Compliance Officer and Company Secretary
RattanIndia Infrastructure Limited
5th Floor, Tower B,
Worldmark 1, Aerocity,
New Delhi 110037

Annexure - A

Anannya Ghosh

Advocate-on-Record, Supreme Court of India

BY EMAIL/COURIER

May 3, 2017

To
Motiwal Oswal Investment Advisors Private Limited
12th Floor, Motilal Oswal Tower
Rahimtullah Sayani Road
Prabha Devi
Mumbai 400 051

Kind Attn.: Mr. Subodh Mallya / Nisha Shah

Re:

i. **Open Offer by Laurel Energetics Pvt. Ltd. & Arbutus Consultancy LLP for shares of Rattan India Infrastructure Ltd. ("the Open Offer");**
ii. **Laurel Energetics Pvt. Ltd. v. Securities Exchange Board of India, Civil Appeal No. 5675 of 2017; and**
iii. **Arbutus Consultancy LLP v. Securities Exchange Board of India, Civil Appeal No. 5694of 2017.**

Dear Sir,

I write to you on behalf of my clients Laurel Energetics Pvt. Ltd. & Arbutus Consultancy LLP ("**Appellants**"), who have preferred the captioned appeals (the "**Appeals**") against the order of the Hon'ble Securities Appellate Tribunal dated April 5, 2017 (the "**Impugned Order**"). The Appeals came up for hearing on May 2, 2017, in the Hon'ble Supreme Court of India before a bench comprising Hon'ble Mr. Justice P.C. Ghose and Hon'ble Mr. Justice R.F. Nariman. The Hon'ble Court, after hearing the appeals, was pleased to direct as under:

a. That the Appellants are permitted to proceed with the open offer at Rs. 3.20 per share; and
b. That the Appellants should secure the balance between Rs. 6.30, i.e. the offer price according to the order passed by the Securities Exchange Board of India ("**SEBI**") dated May 5, 2016, and Rs. 3.20, which amounts to INR 111,41,09,291 by way of a bank guarantee within a period of four weeks from May 2, 2017.

A copy of the order dated May 2, 2017, as issued by the Hon'ble Supreme Court (the "**Order**") is enclosed herewith and marked as **Annexure A**.

In light of the above Order, we request you to kindly prepare to go ahead with the Open Offer at the offer price of Rs. 3.20 per share as mentioned in our draft letter of offer dated November 10, 2015 (the "**DLOF**"). We request you to kindly prepare appropriate responses to SEBI for its

30, Hauz Khas SFS Apartments,
New Delhi - 110016

T: +91 98 83 21492
E: anannyag@gmail.com

letter dated May 5, 2017 whereby all directions set out in the same are carried out forthwith except directions of revision of offer price. The offer price will remain the same as set out in our DLOF i.e. Rs. 3.20 per share. We request you to finalise the draft Open Offer document with SEBI as soon as possible and in accordance with the timelines as specified under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. We would request you to also intimate us of the developments in this regard to enable us to finalise the Open Offer which has been pending for some time now.

This letter reserves all rights in law.

Yours sincerely

Anannya Ghosh
Advocate-on-Record, Supreme Court of India

Encl: a/a

Copy to:

R.K. Agarwal
Compliance Officer and Company Secretary
RattanIndia Infrastructure Limited
5th Floor, Tower B,
Worldmark 1, Aerocity,
New Delhi 110037

Annexure - B

ITEM NO.9 COURT NO.6 SECTION XVII

S U P R E M E C O U R T O F I N D I A
RECORD OF PROCEEDINGS

Civil Appeal No(s). 5675/2017

LAUREL ENERGETICS PVT. LTD. Appellant(s)

VERSUS

SECURITIES EXCHANGE BOARD OF INDIA Respondent(s)

(With appln. (s) for ex-parte stay)

WITH
C.A. No. 5694/2017
(With appln.(S) for exemption from filing c/c of the impugned Judgment and ex-Parte stay and Office Report)

Date : 02/05/2017 These appeals were called on for hearing today.

CORAM :
HON'BLE MR. JUSTICE PINAKI CHANDRA GHOSE
HON'BLE MR. JUSTICE ROHINTON FALI NARIMAN

For Appellant(s)
Mr. K.V. Vishwanathan, Sr. Adv.
Mr. V.P. Singh, Adv.
Mr. P.B. Lal, Adv.
Mr. A. Jha, Adv.
Ms. Anannya Ghosh, AOR

For Respondent(s)

UPON hearing the counsel the Court made the following

O R D E R

Heard the learned Senior counsel appearing for the appellants.

Let notice be issued in both the Civil Appeals.

In the meantime, the appellants are permitted to proceed with the open offer at Rs.3.20 per share and to secure the balance between Rs.6.30 and Rs.3.20 namely Rs.3.10 per share which amounts to Rs.111,41,09,291/- which would be secured by means of a Bank Guarantee within a period of four weeks from today.

Signature Not Verified

(VISHAL ANAND)
COURT MASTER

(SUMAN JAIN)
COURT MASTER

ARBUTUS CONSULTANCY LLP

Date: June 6, 2017

To,

Motiwal Oswal Investment Advisors Private Limited
12th Floor, Motilal Oswal Tower
Rahimtullah Sayani Road
Prabha Devi
Mumbai 400 051

Kind Attn.: Mr. Subodh Mallya / Ms. Nisha Shah

Sub : Open offer for acquisition of up to 35,93,90,094 fully paid up equity shares of the face value of ₹2 (Rupees Two only) each from the Public Shareholders of RattanIndia Infrastructure Limited (the "Target Company") by Laurel Energetics Private Limited and Arbutus Consultancy LLP ("Acquirers") and Yantra Energetics Private Limited, Spire Constructions Private Limited, Nettle Constructions Private Limited and Mr. Rajiv Rattan ("PACs")

Re:

A. **Order dated May 02, 2017 passed by the Hon'ble Supreme Court of India in Appeal 5675/2017 and Appeal No. 5694/2017 ("Supreme Court Order").**

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C. **Our Emails dated June 01, 2017**

Dear Sir,

Please refer to our previous Letter mentioned above, which had been issued to you pursuant to the Supreme Court Order, whereby you were informed of the directions contained in the directions given by the Hon'ble Supreme Court in the Supreme Court Order. We would like to bring to your notice, that in pursuance to the directions in the Supreme Court Order we, the Acquirers, have filed Bank Guarantees bearing Nos. OBG101001700010 and OBG101001700011 both drawn on RBL Bank Limited for a cumulative amount of INR 111,41,09,291/- with the Supreme Court of India.

A scanned copy of the Bank Guarantees alongwith the covering letter submitted to the Hon'ble Supreme Court by our Advocate – on – record has already been shared with you vide our emails dated June 01, 2017.

Further, a copy of the Letter dated May 03, 2017 and the Supreme Court Order are attached herewith as **Annexure A** and **Annexure B**, respectively.

Arbutus Consultancy LLP
60, 2nd Floor, Vasant Marg, Vasant Vihar, New Delhi-110057
(LLPIN - AAE-2382)

ARBUTUS CONSULTANCY LLP

This is for your information and record.

We request you to update your records accordingly.

Your's sincerely,
For **Arbutus Consultancy LLP**

Hitnder Kumar
Authorised Signatory

Encl: a/a

Copy to:

R.K. Agarwal
Compliance Officer and Company Secretary
RattanIndia Infrastructure Limited
5th Floor, Tower B,
Worldmark 1, Aerocity,
New Delhi 110037

Annexure – A

Anannya Ghosh

Advocate-on-Record, Supreme Court of India

BY EMAIL/COURIER

May 3, 2017

To
Motiwal Oswal Investment Advisors Private Limited
12th Floor, Motilal Oswal Tower
Rahimtullah Sayani Road
Prabha Devi
Mumbai 400 051

Kind Attn.: Mr. Subodh Mallya / Nisha Shah

Re:

i. **Open Offer by Laurel Energetics Pvt. Ltd. & Arbutus Consultancy LLP for shares of Rattan India Infrastructure Ltd. ("the Open Offer");**
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I write to you on behalf of my clients Laurel Energetics Pvt. Ltd. & Arbutus Consultancy LLP ("**Appellants**"), who have preferred the captioned appeals (the "**Appeals**") against the order of the Hon'ble Securities Appellate Tribunal dated April 5, 2017 (the "**Impugned Order**"). The Appeals came up for hearing on May 2, 2017, in the Hon'ble Supreme Court of India before a bench comprising Hon'ble Mr. Justice P.C. Ghose and Hon'ble Mr. Justice R.F. Nariman. The Hon'ble Court, after hearing the appeals, was pleased to direct as under:

a. That the Appellants are permitted to proceed with the open offer at Rs. 3.20 per share; and
b. That the Appellants should secure the balance between Rs. 6.30, i.e. the offer price according to the order passed by the Securities Exchange Board of India ("**SEBI**") dated May 5, 2016, and Rs. 3.20, which amounts to INR 111,41,09,291 by way of a bank guarantee within a period of four weeks from May 2, 2017.

A copy of the order dated May 2, 2017, as issued by the Hon'ble Supreme Court (the "**Order**") is enclosed herewith and marked as **Annexure A**.

In light of the above Order, we request you to kindly prepare to go ahead with the Open Offer at the offer price of Rs. 3.20 per share as mentioned in our draft letter of offer dated November 10, 2015 (the "**DLOF**"). We request you to kindly prepare appropriate responses to SEBI for its

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letter dated May 5, 2017 whereby all directions set out in the same are carried out forthwith except directions of revision of offer price. The offer price will remain the same as set out in our DLOF i.e. Rs. 3.20 per share. We request you to finalise the draft Open Offer document with SEBI as soon as possible and in accordance with the timelines as specified under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. We would request you to also intimate us of the developments in this regard to enable us to finalise the Open Offer which has been pending for some time now.

This letter reserves all rights in law.

Yours sincerely

Anannya Ghosh
Advocate-on-Record, Supreme Court of India

Encl: a/a

Copy to:

R.K. Agarwal
Compliance Officer and Company Secretary
RattanIndia Infrastructure Limited
5th Floor, Tower B,
Worldmark 1, Aerocity,
New Delhi 110037

Annexure - B

ITEM NO.9 COURT NO.6 SECTION XVII

S U P R E M E C O U R T O F I N D I A
RECORD OF PROCEEDINGS

Civil Appeal No(s). 5675/2017

LAUREL ENERGETICS PVT. LTD. Appellant(s)

VERSUS

SECURITIES EXCHANGE BOARD OF INDIA Respondent(s)

(With appln. (s) for ex-parte stay)

WITH
C.A. No. 5694/2017
(With appln.(S) for exemption from filing c/c of the impugned Judgment and ex-Parte stay and Office Report)

Date : 02/05/2017 These appeals were called on for hearing today.

CORAM :
HON'BLE MR. JUSTICE PINAKI CHANDRA GHOSE
HON'BLE MR. JUSTICE ROHINTON FALI NARIMAN

For Appellant(s)
Mr. K.V. Vishwanathan, Sr. Adv.
Mr. V.P. Singh, Adv.
Mr. P.B. Lal, Adv.
Mr. A. Jha, Adv.
Ms. Anannya Ghosh, AOR

For Respondent(s)

UPON hearing the counsel the Court made the following

O R D E R

Heard the learned Senior counsel appearing for the appellants.

Let notice be issued in both the Civil Appeals.

In the meantime, the appellants are permitted to proceed with the open offer at Rs.3.20 per share and to secure the balance between Rs.6.30 and Rs.3.20 namely Rs.3.10 per share which amounts to Rs.111,41,09,291/- which would be secured by means of a Bank Guarantee within a period of four weeks from today.

Signature Not Verified

(VISHAL ANAND)
COURT MASTER

(SUMAN JAIN)
COURT MASTER