RattanIndia

RTNINFRA September 7, 2018

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

Sub: Notice for convening Eighth Annual General Meeting of RattanIndia Infrastructure Limited.

Dear Sir,

In continuance to the letter dated August 31, 2018, Notice for convening Eighth Annual General Meeting (AGM) of the shareholders of RattanIndia Infrastructure Limited ("the Company") on Friday, September 28, 2018 at 12:00 Noon at Centaur Hotel, IGI Airport, Delhi - Gurgaon Road, New Delhi - 110037, is attached for your information and records.

Thanking you,

Yours faithfully,
For **RattanIndia Infrastructure Limited**

R. K. Agarwal
Company Secretary

Encl : a/a

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: 011-46611666, Fax: 011-46611777, Website:www.rattanindia.com/ril

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EIGHTH ANNUAL GENERAL MEETING of the members of **RattanIndia Infrastructure Limited will be held on Friday, the 28th day of September, 2018 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, 2018, 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.

SPECIAL BUSINESS:

Item No. 2: Private placement of Non-Convertible Debentures (including bonds of various types and classes)

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

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

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

Item No. 3: Appointment of Mrs. Namita (DIN: 08058824) as a director, liable to retire by rotation.

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

"RESOLVED THAT Mrs. Namita (DIN: 08058824), who was appointed as an Additional Director on the Board of Directors of the Company on March 30, 2018 to hold office upto the date of this Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as a director of the Company, liable to retire by rotation".

Item No. 4: Appointment of Mr. Raghunandan Kumar Sharma (PAN: AEZPS2240F) as the Manager 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 196 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, consent of the members be and is hereby accorded to the appointment by the Board of Directors

of Mr. Raghunandan Kumar Sharma (PAN: AEZPS2240F) as the Manager of the Company, on NIL remuneration, for a period of five years with effect from February 5, 2018, such appointment being renewable for a further period of five years upon the expiry of every five year term".

Item No. 5: Authorisation to provide financial assistance to RattanIndia Power Limited.

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

"RESOLVED THAT pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as also the relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant statutes if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Memorandum and Articles of Association of the Company, consent be and is hereby accorded to the Company for providing financial assistance of upto INR 1000,00,00,000/- (Rupees One Thousand Crore) to RattanIndia Power Limited (RPL), in one or more tranches, on the terms and conditions set out in the explanatory statement to the notice convening the annual general meeting (**Financing Conditions**), whereat this resolution is being passed, for meeting the working and operational capital requirements of 1350 MW Phase-I Amravati Thermal Power Plant (Amravati Thermal Power Project) of RPL.

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

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

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

Sd/-
R.K. Agarwal
Company Secretary

Place: New Delhi
Date: August 31, 2018

Registered Office:
5th Floor, Tower B, Worldmark 1, Aerocity, New Delhi - 110 037
CIN: L40101DL2010PLC210263
Email: ir@rattanindia.com
Tel: 011-46611666

NOTES:

(a) The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 24th day of September, 2018 to Friday, 28th day of September, 2018 (both days inclusive), for the purpose this annual general meeting of the Company.

(b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS AGM IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS/HER BEHALF, AND A PROXY NEED NOT BE A MEMBER.** A Blank form of proxy is enclosed and if intended to be used, it should be returned, duly completed, to the Registered Office of the Company not later than forty eight hours before the commencement of the meeting. Proxy holders shall carry a valid identity proof at the time of attending the meeting. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, such a proxy shall not act as a proxy for any other shareholder.

(c) Bodies Corporate intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant resolution/authorisation, passed by their boards of directors/governing bodies, as the case may be, authorizing the representative(s)named therein

to attend and vote on their behalf at the Meeting, the specimen signature of such representative(s) being duly attested in the relevant resolution/authorisation.

(d) Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to fill in their client ID and DP ID and those who hold shares in physical form are requested to fill in their Folio Number in the attendance slip for attending the Meeting. The Members/Proxies/Authorised Representatives should fill in similar details in respect of the shares represented by them.

(e) During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days notice of the intention to do so, has in writing, been given to the Company. All documents referred to in the Notice and the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company, on all working days of the Company between 11:00 A.M. and 1:00 P.M., upto the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.

(f) Brief resume of Director proposed to be appointed, nature of her expertise in specific functional areas, names of companies in which she holds directorships and memberships / chairpersonships of various Board Committees, shareholding in the Company, if any and the relationship between directors inter-se, a requirement stipulated under Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI Listing Regulations**), is provided in the Corporate Governance Report forming part of the Annual Report.

(g) 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.

(h) Electronic copy of the Notice of 8th Annual General Meeting (AGM) of the Company and the Annual Report for FY 2017-18, are being sent to all the Members whose e-mail IDs are registered with the Company/ Depository Participant(s) for correspondence purposes, unless any member has requested for a hard copy of the same. For members who have not registered their e-mail IDs, physical copy of the said Notice and Annual Report inter-alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form are being sent through the permitted mode(s). The said Notice and the Annual Report are being sent to all the Members, whose names appeared in the Register of Members as on August 24, 2018, and to Directors and the Statutory and Secretarial Auditors' of the Company and other persons or entities, if any, entitled to receive the same through permitted modes of their dispatch. Members may note that said Notice and the Annual Report for FY 2017-18 are also posted on the website of the Company http://www.rattanindia.com/ril

(i) Members holding shares in physical form are requested to notify change in address, if any, under their signatures to Karvy 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 their folio Nos. Members holding shares in electronic form may update such details with their Depository Participants.

(j) The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide remote e-voting facility for voting by electronic means in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India. The remote e-voting facility is being offered, as an alternate, to all the Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The Company has appointed Karvy 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.

(k) The e-voting period commences on Tuesday, the 25th day of September, 2018 at 10 A.M. and ends on Thursday, the 27th day of September, 2018 at 5.00 P.M. During the period, the Members of the Company, as on the cut-off date being, Friday, the 21st day of September, 2018, holding shares in physical form or in dematerialized form, may cast their vote by electronic means in the manner and process set out herein below. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, Members who have cast their vote electronically shall not vote by way of poll held at the Meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility, shall be provided with ballot papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.

(l) In case of any query pertaining to e-voting, please visit Help & FAQ's section of **https://evoting.karvy.com**.

(m) The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date being Friday, the 21st day of September 2018.

(n) The Company has appointed Mr. Sanjay Khandelwal of M/s. S. Khandelwal & Co., Practicing Company Secretary, as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

(o) The procedure and instructions for e-voting are as follows:

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 25, 2018 at 10:00 A.M. to September 27, 2018 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/FIIs/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to **sanjay918@gmail.com** with copy to **evoting@karvy.com**. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."

xiv) Any person who has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. September 21, 2018, may write to Karvy on the email id: evoting@karvy.com or contact Ms. C Shobha Anand at Contact No. 040-67162222, at (Unit: RattanIndia Infrastructure Limited) Karvy 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.

(p) The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company.

(q) The Chairman, on receipt of the Scrutinizer's Report, shall declare the results of the voting forthwith and the results declared along with the Scrutinizer's Report, shall be placed on the Company's website www.rattanindia.com/ril and on the website of Karvy immediately after the result is declared and the Company shall, simultaneously, forward the results to Exchanges.

(r) The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by Companies through electronic mode. We propose to send all future communications, in electronic mode to the email address provided by you. **So, shareholders whose email address is not registered with us are requested to please get their email address registered with us, so that your Company can contribute to the safety of environment**.

(s) The Route Map showing directions to reach the venue of the AGM is enclosed.

(t) Any query relating to financial statements must be sent to the Company's Registered Office at least seven days before the date of meeting.

(u) The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated the submission of Permanent Account Number (PAN) and Bank Mandate particulars by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit such details to the Registrar and Transfer Agent.

(v) SEBI has decided that securities of listed companies can be transferred only in dematerialised form, from December 5, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form, before the said date.

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. 2, 3, 4 and 5 of the accompanying Notice dated August 31, 2018.

Item No. 2

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 with the applicable provisions of the Act read with the Rules made thereunder, as set out at item no. 2 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. 2.

Item No. 3

Mrs. Namita (DIN: 08058824) aged 32 years is a young and dynamic Management and Law graduate with rich experience in the field of Human Resource Development in various industrial sectors such as power, cement, mining etc.

Mrs. Namita was appointed as an Additional Director of the Company at the Board Meeting held on March 30, 2018. In terms of Section 161 of the Companies Act, 2013, she holds office upto the date of Eighth Annual General Meeting (AGM) of the Company.

The Company has received Notice in writing under Section 160 of the Companies Act, 2013, from her, offering her candidature for the office of a director of the Company.

Mrs. Namita is an experienced professional and her induction on the Board will be highly beneficial to the Company and therefore her appointment as a director recommended for the consent of the members in terms of the Ordinary Resolution set out at item no. 3 of the notice.

Mrs. Namita is not related to any other director on the board and she does not hold any shares in the Company.

The profile of Mrs. Namita has been reproduced in the Corporate Governance Report which additionally includes a mention of details of her directorships, memberships/chairpersonships in various Board committees in other companies.

Except Mrs. Namita, 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. 3.

Item No. 4

Mr. Raghunandan Kumar Sharma (PAN: AEZPS2240F) was appointed as the Manager of the Company at nil remuneration with effect from February 5, 2018, by the Board of Directors, subject to the approval of the members of the Company. Mr. Raghunandan Kumar Sharma is a qualified Electrical Engineer with a rich and varied experience in the Power sector. The Company will be immensely benefitted from his vast experience and hence it is recommended that he be appointed as a Manager of the Company, by passing a Special Resolution as set out at item no. 4 of the notice, to such effect.

Except Mr. Raghunandan Kumar Sharma, 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.

Item No. 5

RattanIndia Power Limited (RPL) has approached the Company with a request for financial assistance of upto INR 1000,00,00,000/- (Rupees One Thousand Crore) for meeting its working and operational capital requirements for its 1350 MW Phase-I Amravati Thermal Power Plant (Amravati Thermal Power Project).

Additionally since RPL could also have to procure guarantees or provide security for loans made /to be made by a third party (including banks or financial institutions) to RPL, it has also requested the Company for an indirect financial assistance in the form of such guarantee(s) or security(ies). Further ratification is also sought for past transactions, if any of the like nature between the two companies, which could be construed as such.

The major terms on which the direct financial assistance is sought to be granted are as under:

Amount: Upto INR 1000,00,00,000/- (Rupees One Thousand Crore), in one or more tranches.

Period of repayment: One year. However upon such expiry it shall be renewable for such further periods and on such terms as may be mutually agreed upon between the two parties.

Rate of interest: 9% subject to the condition that rate of interest shall at no point of time be more that the rate of interest payable by RPL in respect of its term and working capital loans from the consortium of lenders which has financed the Amravati Thermal Power Project (the **'Project Loans'**), or that stipulated by other lender(s), if any brought in pursuant to any restructuring or refinancing arrangements for the Project Loans, in the future (the **'Lenders Rate of Interest'**) and in the event of any downward revision in the Lenders Rate of Interest, the rate of interest for the loan shall stand reduced accordingly so as to restore parity.

Nature of Security: Unsecured

The members would appreciate that the raising of loans from an external entity in the present day economic scenario, is extremely difficult and could entail exorbitant terms as to the rate of interest and conditions of repayment.

Similarly procuring guarantees from an external party or arranging a security to secure a financial assistance from a third party is an extremely difficult proposition.

The members would also appreciate that RPL represents a major business interest for the Company by virtue of its being one of the Promoters and the single largest shareholder thereof.

It is therefore commercially as well as operationally prudent for both the entities to stand by each other so that any impediments to the operation of the Amravati Thermal Power Project can be removed to the extent possible.

Since the transaction falls within the purview of Section 185 of the Companies Act, 2013 and is also in the nature of a related party transaction, consent of the members by way of a special resolution is sought in terms of the resolution to such effect set out at item no. 5 of the 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. 5.

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

Sd/-
R.K. Agarwal
Company Secretary

Place: New Delhi
Date: August 31, 2018

Registered Office:
5th Floor, Tower B, Worldmark 1, Aerocity, New Delhi - 110 037
CIN: L40101DL2010PLC210263
Email: ir@rattanindia.com
Tel: 011-46611666

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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: 011-46611666, Fax: 011-46611777, Website:www.rattanindia.com/ril

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 face value of ₹ 2 each 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 .....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Eighth Annual General Meeting of the Company, to be held on Friday, the 28th day of September, 2018 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, 2018, 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.
	SPECIAL BUSINESS
2	Private placement of Non–Convertible Debentures.
3	Appointment of Mrs. Namita (DIN: 08058824) as a director, liable to retire by rotation.
4	Appointment of Mr. Raghunandan Kumar Sharma (PAN: AEZPS2240F) as the Manager of the Company.
5	Authorisation to provide financial assistance to RattanIndia Power Limited.

Signed this ..... day of ..... 2018.

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
CIN: L40101DL2010PLC210263
Email: ir@rattanindia.com, Tel: 011-46611666, Fax: 011-46611777, Website:www.rattanindia.com/ril

ATTENDANCE SLIP

Eighth Annual General Meeting being held on Friday, the 28th day of September 2018 at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037 at 12:00 Noon (IST).

Folio No.* / DP ID Client ID No.	
Name of attending Member/ Proxy/ Authorised Representative	
Name of Joint Member(s), If any	
No. of Equity Shares held	

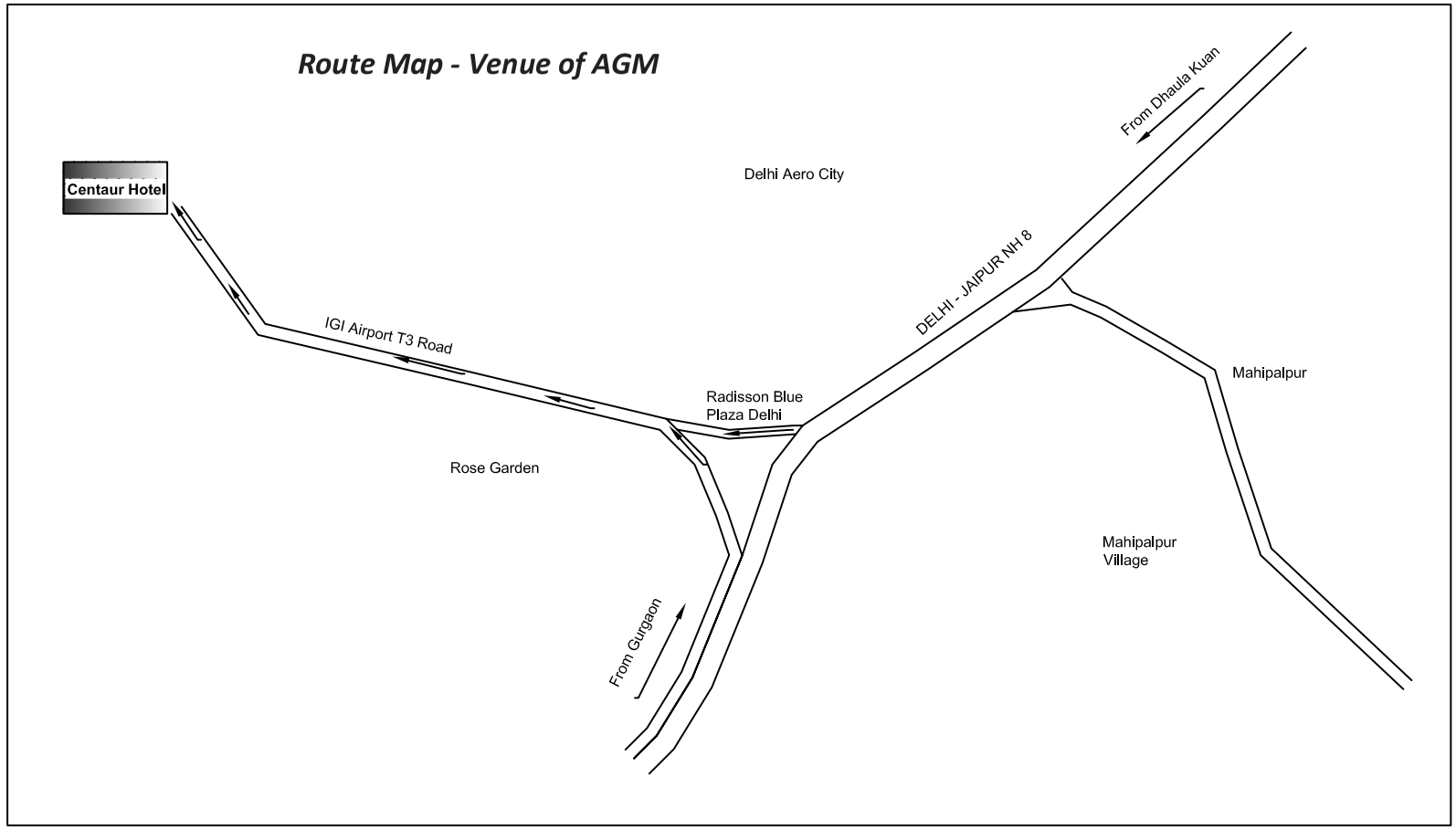
I/we certify that I/we am/are member(s)/proxy for the member(s) of the company.

I/we hereby record my/our presence at the Eighth Annual General Meeting of the Company being held on Friday, the 28th day of September 2018 at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037 at 12:00 Noon (IST).

_____ _____

Member's Signatures Proxy's Signatures

* Applicable for Members holding shares in Physical form.


Route Map - Venue of AGM
Centaur Hotel
Delhi Aero City
From Dhaula Kuan
IGI Airport T3 Road
DELHI - JAIPUR NH 8
Radisson Blue
Plaza Delhi
Mahipalpur
Rose Garden
Mahipalpur
Village
From Gurgaon