

Annexure - II

Format for disclosure of reasons for encumbrance

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

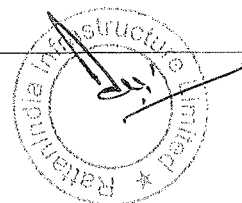
Name of listed company	RattanIndia Power Limited
Name of the recognised stock exchanges where the shares of the company are listed	National Stock Exchange of India Limited and BSE Limited
Name of the promoter(s) / PACs whose shares have been Encumbered	RattanIndia Infrastructure Limited and RR Infralands Private Limited
Total promoter shareholding in the listed company	No. of shares – 156,75,00,000 equity shares of Rs. 10 each 80,57,24,169 Compulsorily Convertible Debentures of Rs. 10 each. % of total share capital – 44.18%*
Encumbered shares as a % of promoter shareholding	88.68%**
Whether encumbered share is 50% or more of promoter Shareholding	Yes
Whether encumbered share is 20% or more of total share Capital	Yes

Details of all the existing events/ agreements pertaining to encumbrance

		Encumbrance 1 (Date of creation of encumbrance: 09.01.2020)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Pledge
No. and % of shares encumbered		No. of shares: 129,89,25,277 Equity Shares of Rs. 10 each; No. of Compulsorily Convertible Debentures (CCDs) : 80,57,24,169 CCDs of Rs. 10 each. % of total share capital: 39.18%*
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Vistra ITCL (India) Limited, Security trustee for the Aditya Birla ARC Limited acting on behalf of, and in its capacity as trustee of ABARC-AST-002 TRUST ("ARC").
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	No, Security Trustee for the ARC.
	Names of all other entities in the agreement	1. RattanIndia Infrastructure Limited 2. RR Infralands Private Limited 3. Vistra ITCL (India) Limited 4. RattanIndia Power Limited

For RR Infralands Private Limited

Authorized Signatory



	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit Rating	No
Security Cover / Asset Cover	Value of shares/CCDs on the date of event / agreement (A)	INR 1091.49 Crore (the value of Equity is INR 285.76 Crore*** and value of CCDs is INR 805.72 Crore)
	Amount involved (against which shares have been encumbered) (B)	INR 3664.96 Crore
	Ratio of A / B	0.30:1
End use of money	Borrowed amount to be utilized for what purpose - (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)	For the benefit of RattanIndia Power Limited, the Listed Company. In terms of the Framework Facility Agreement dated December 31, 2019 and Supplemental and Amendment Deed dated December 31, 2019, to the Second Amended and Restated Deed of Pledge of Shares dated March 21, 2016

* The percentage has been calculated on the expanded equity share capital i.e. Rs. 5371,49,44,600/- comprising of 537,14,94,460 equity shares of face value Rs. 10 each being (i) 456,43,81,691 equity shares of face value of Rs. 10 each currently outstanding and (ii) the expansions on account of (a) assumed conversion of 80,57,24,169 CCDs into 80,57,24,169 equity shares of face value of Rs. 10 each and (b) exercise of 13,88,600 outstanding stock options into equivalent number of underlying equity shares of face value of Rs. 10 each.

** The percentage has been calculated on the promoters share holding i.e 237,32,24,169 shares of face value Rs. 10 each assuming conversion of 80,57,24,169 CCDs into equivalent number of equity shares of face value Rs. 10/- each in the Company.

*** closing price has been taken as INR 2.20 as of January 8, 2020 on National Stock Exchange of India Limited.

For RR Infralands Private Limited

For RR Infralands Private Limited

Hitinder Kumar
Authorised Signatory

Date : 09.01.2020

RattanIndia Infrastructure Limited

R.K. Agarwal
Company Secretary

