

RattanIndia Infrastructure Limited

(formerly Indiabulls Infrastructure and Power Limited)

Registered Office: M-62 & 63, First Floor, Connaught Place, New Delhi - 110 001

CIN: L40101DL2010PLC210263

Email: ir@rattanindia.com, Tel: 0124-6695600, Fax: 0124-6695868, Website: www.rattanindia.com/ril

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIFTH ANNUAL GENERAL MEETING of the members of **RattanIndia Infrastructure Limited** will be held on **Wednesday, the 30th day of September, 2015 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, 2015, Statement of Profit and Loss for the year ended on that date 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 (Regn. No. 000643N) as Statutory Auditors of the Company be and is hereby ratified.”

SPECIAL BUSINESS:

Item No. 4: Private placement of Non-Convertible Debentures

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) Regulations, 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 the 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), 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 or Secretary 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. 5: Preferential Issue of Warrants

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”), the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authority, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), permission(s), consent(s) and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized on behalf of the Company to create, offer, issue and allot, by way of a preferential issue, from time to time and in one or more tranches, an aggregate of upto 32,00,00,000 warrants, convertible into an equivalent number of equity shares of a face value of ₹ 2/- each of the Company (“Warrants”), at an exercise price of ₹ 2.30 per equity share (“Exercise Price”) to Yantra Energetics Private Limited, a Promoter Group entity, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion.

RESOLVED FURTHER THAT an amount equivalent to 25 per cent of the Exercise Price shall be payable prior to allotment of Warrants and the balance 75 per cent of the Exercise Price shall be payable by the warrant holder upon exercise of the Warrants. The amount paid against subscription of Warrants shall be adjusted / set off against the Exercise Price payable for the resultant allotment of Equity Shares upon exercise of warrants.

RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the Exercise Price of the Warrants is August 31, 2015.

RESOLVED FURTHER THAT the Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 months from the date of their allotment and that the number of equity shares that each Warrant gets converted into and the Exercise Price shall be appropriately adjusted for the corporate actions such as bonus issues, rights issues, stock split or any capital or corporate restructuring, if any during the tenure of the Warrants.

RESOLVED FURTHER THAT the Equity Shares allotted pursuant to the conversion of Warrants shall rank pari passu in all respects including entitlement to dividend, with the then existing equity shares of the Company, from the date of their allotment.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may, in its absolute discretion, deem necessary, expedient or desirable for such purpose, including without limitation, to issue and allot Equity Shares upon exercise of Warrants, issuing certificates / clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek fresh approval of the shareholders of the Company, and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of Warrants and utilisation of proceeds of the Warrants, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done pursuant to and in terms of Board authorization, including inviting advance subscription to the issue of Warrants from the proposed allottees, be and is hereby ratified.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by above resolutions to any Director or to any committee of Directors or any other executives / officers of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc; as may be necessary to give effect to the aforesaid resolution.”

Item No. 6: Increase in the Authorized Share Capital of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, as may be amended from time to time, and the Articles of Association of the Company, the Authorized Share Capital of the Company be increased from existing ₹305,00,00,000/- (Rupees Three Hundred

Five Crore Only) divided into 152,50,00,000 (One Hundred Fifty Two Crore Fifty Lacs) Equity Shares of ₹ 2/- (Rupees Two) each to ₹ 350,00,00,000/- (Rupees Three Hundred Fifty Crore Only) divided into 175,00,00,000 (One Hundred Seventy Five Crore) Equity Shares of ₹ 2/- (Rupees Two) each and that the existing clause V of the Memorandum of Association of the Company be and is hereby deleted and in its place the following clause V be substituted:

“The Authorized Share Capital of the Company is ₹ 350,00,00,000/- (Rupees Three Hundred Fifty Crore Only) divided into 175,00,00,000 (One Hundred Seventy Five Crore) Equity Shares of ₹ 2/- (Rupees Two) each.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to get all forms, deeds, applications, writings and other documents as may be required, signed and executed on behalf of the Company in this regard and generally to do all such acts, deeds and things as may be necessary, proper and expedient or incidental for the purpose of giving effect to the resolution.”

Item No. 7: Re-appointment of Mr. Rajiv Rattan (DIN: 00010849) as Whole-time Director

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded for re-appointment of Mr. Rajiv Rattan as Whole-time Director by the Board of Directors of the Company, for a period of five years, on ‘Nil’ remuneration with effect from February 21, 2015.”

Item No. 8: Alteration in the Articles of Association of the Company

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

“RESOLVED THAT in accordance with the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) approval of the Company be and is hereby accorded to alter the Articles of Association of the Company, by addition of following ‘Article 135’ immediately after existing Article 134-

“Article 135: Nominee Directors

The Company shall from time to time have the power of appointing directors in the capacity of Nominee Director(s), whether or not by way of nomination by financial institutions, banks, debenture holders or other lenders / investors of any kind”

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

Sd/-
R.K. Agarwal
Company Secretary

Place: New Delhi
Date: September 1, 2015

Registered Office:
M-62 & 63, First Floor,
Connaught Place, New Delhi - 110 001
CIN: L40101DL2010PLC210263
Email: ir@rattanindia.com

NOTES:

- (a) The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 24th day of September, 2015 to Wednesday, 30th day of September, 2015 (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) Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
- (d) 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.
- (e) The Notice is being sent to all the Members, whose names appeared in the Register of Members as on August 28, 2015. The Notice of the Meeting is also posted on the website of the Company www.rattanindia.com/ril
- (f) 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 Dist. 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.
- (g) 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 Act, read with the Companies (Management and Administration) Amendment Rules, 2015, 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.
- (h) The e-voting period commences on Saturday, the 26th day of September, 2015 at 10.00 A.M. and ends on Tuesday, the 29th day of September, 2015 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 Wednesday the 23rd day of September, 2015, 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.
- (i) In case of any query pertaining to e-voting, please visit Help & FAQ’s section of <https://evoting.karvy.com>
- (j) 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 Wednesday the 23rd day of September, 2015.
- (k) The Company has appointed Mr. Dinesh Agarwal of M/s D. K. Agarwal & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- (l) The procedure and instructions for e-voting are as follows:
- Open your web browser during the voting period and navigate to ‘<https://evoting.karvy.com>’
 - 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. |
- Please contact on toll free No. 1-800-34-54-001 for any further clarifications.
 - Members can cast their vote online from September 26, 2015 at 10:00 A.M. to September 29, 2015 at 5:00 P.M.
 - 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 csdka28@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, 2015, may write to Karvy on the email id: varghese@karvy.com or speak to Mr. P. A. Varghese, Contact No. 040-67162222, at (Unit: RattanIndia Infrastructure Limited) Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gochibowli, Financial District, 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.
- (xv) 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 three days 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.
- (xvi) 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.
- (m) 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.**
- (n) Route map of the venue of meeting is annexed.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the businesses mentioned at Item Nos. 4 to 8 of the accompanying Notice dated September 1, 2015.

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 there under, 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.

Item No. 5

The business of RattanIndia Infrastructure Limited ("Company" or "RIL") would require infusion of additional funds and it is considered appropriate that currently more capital be infused in the Company from within, through the preferential allotment of Warrants convertible into Equity shares, to a Promoter group entity which is willing to make such infusion. This is seen as one of the options to augment the net worth of your Company's business and capital required for business growth and for general corporate purposes and accordingly the Board of Directors of the Company proposes to issue and allot, by way of a preferential issue, from time to time and in one or more tranches an aggregate of up to 32,00,00,000 (Thirty Two Crores) fully convertible Warrants (the "Warrants") to a Promoter group entity, namely, Yantra Energetics Private Limited ("Allottee"), which upon conversion, would entitle it to acquire an equivalent number of Equity shares of the Company of face value ₹ 2/- (Rupees Two only) each at a conversion price of ₹ 2.30 per equity share ("Exercise Price"), as determined in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the "SEBI ICDR Regulations").

The proposed issue and allotment of the Warrants will be governed by the provisions of the SEBI ICDR Regulations.

The disclosures in accordance with the applicable provisions of the Companies Act, 2013 and Regulation 73 of SEBI ICDR Regulations, in relation to the Special Resolution set out in the accompanying Notice are as follows:

- The Object of the Preferential Issue:** To augment the networth and the capital base of the Company required for its business growth and for general corporate purposes.
- The proposal of the promoters / directors or key management personnel to subscribe to the offer:** The Promoter Group entity as aforementioned shall be subscribing to the Warrants under the Preferential Issue. Letter(s) of intent from the aforesaid proposed allottees agreeing to subscribe to the offer has been received.
- The Shareholding pattern before and after the Preferential Issue:** The shareholding pattern of the Company pre (on the basis of shareholders data available for August 28, 2015 i.e. the latest practicable date prior to issuance of notice) and post the preferential allotment, is given below:

Sl.	Category	Pre Issue		Post Conversion of warrants	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
A	PROMOTER GROUP				
	Promoters and Promoter Group	63,92,05,627	46.24	95,92,05,627	56.35
B	NON-PROMOTER GROUP				
	Institutional Investors	33,51,76,138	24.25	33,51,76,138	19.69
	Non-Institutional Investors	40,78,87,827	29.51	40,78,87,827	23.96
	Total	138,22,69,592	100.00	170,22,69,592	100.00

- Proposed time within which the Preferential Issue shall be completed:** The allotment of Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.
- Particulars of the proposed allottee and the identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the propose allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:** The Warrants shall be allotted to Yantra Energetics Private Limited which is a Promoter Group entity.

Mr. Rajiv Rattan, the Promoter of the Company, is the ultimate beneficial owner of the shares to be issued and allotted against the conversion of Warrants to the said Promoter Group entity and thus ultimately controls the aforesaid proposed allottee. Mr. Rajiv Rattan along with other Promoter Group entities shall hold upto 56.35 per cent post preferential issue capital (post conversion of warrants) of the Company. There will be no change in the control or management of the Company consequent to the said Preferential Issue.

6. **Requirement as to recomputation of price:** As the equity shares of the Company have been listed on the stock exchanges since July 30, 2012, the price of the Warrants has been determined in terms of sub-regulation (1) of Regulation 76 of the SEBI ICDR Regulations. Hence, the price need not be re-computed.
7. **Auditors' Certificate:** A copy of certificate from the Statutory Auditors of the Company certifying that the Preferential Issue of Warrants is being made in accordance with the SEBI ICDR Regulations, shall be placed before the shareholders of the Company at the Annual General Meeting and will also be open for inspection by the shareholders at the registered office of the Company from Monday to Friday from 11:00 A.M. to 5:00 P.M. till the date of the Annual General Meeting.
8. **Other terms and conditions:**
 - (i) As per Regulation 78(6) of the SEBI ICDR Regulations the entire pre-preferential allotment shareholding of the proposed allottee shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval for the equity shares issued upon conversion of warrants.
 - (ii) The Warrants and the Equity Shares allotted pursuant to exercise of Warrants shall be subject to 'lock-in' as per the SEBI ICDR Regulations.
 - (iii) The Allottee shall pay an upfront amount of 25 per cent of the Exercise Price prior to the allotment of Warrants and such amount shall be adjusted against the Exercise Price at the time of allotment of the Equity Shares pursuant to the conversion of Warrants.
 - (iv) The Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 months from the date of their allotment.
 - (v) Upon exercise of the right to subscribe for Equity Shares, the warrant holder shall be liable to make the payment of balance sum, being 75 per cent of the Exercise Price, towards subscription to each Equity Share, as may be applied.
 - (vi) In the event the Warrants are not exercised within the period of 18 months from the date of allotment the same shall lapse and the upfront amount paid on the Warrants shall stand forfeited.
 - (vii) The warrant holder shall also be entitled to any future issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.
 - (viii) The Warrants and the Equity Shares to be issued and allotted upon exercise of the Warrants shall be in dematerialized form and subject to the Memorandum and Articles of Association of the Company and the equity shares issued upon exercise of warrants shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company and shall be listed and traded on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

The Board at its meeting held on September 1, 2015 has approved the issue and allotment of Warrants on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 and the rules framed thereunder, as amended, Listing Agreement with the Stock Exchanges and SEBI ICDR Regulations, the above Preferential Issue requires approval of shareholders of the Company by way of a Special Resolution. The Board, therefore, recommends the Resolution at item No. 5 of the accompanying Notice, for the approval of the Members of the Company by way of a Special Resolution.

Mr. Rajiv Rattan, being ultimate beneficiary in the proposed allottee and Mrs. Anjali Nashier, being his wife, may be deemed to be concerned or interested in the proposed Resolution. Save and except the above 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.

Item No. 6

To meet the capital requirement for business purpose and to augment the network of the Company, the Board has approved the proposal to issue and allot, on preferential basis, upto 32,00,00,000 warrants, convertible into equivalent number of equity shares of face value ₹ 2/- each of the Company, to a Promoter Group entity.

The present Authorized Share Capital of the Company is ₹305,00,00,000/- divided into 152,50,00,000 Equity Shares of ₹ 2/- each. The proposed preferential issue shall result in increase in the issued and paid-up share capital of the Company beyond its present authorized share capital. It is therefore proposed to increase the existing Authorized Share Capital of the Company from

existing ₹ 305,00,00,000/- (Rupees Three Hundred Five Crore Only) divided into 152,50,00,000 (One Hundred Fifty Two Crore Fifty Lacs) Equity Shares of ₹ 2/- (Rupees Two) each to ₹350,00,00,000/- (Rupees Three Hundred and Fifty Crore Only) divided into 175,00,00,000 (One Hundred Seventy Five Crore) Equity Shares of ₹ 2/- (Rupees Two) each.

As per Section 61(1) of the Companies Act, 2013, the power to increase the Authorized Share Capital has to be exercised by the Company in General Meeting. Accordingly, the Resolution set out at Item No. 6 of the notice seeks approval of the Members for increasing the Authorized Share Capital and consequential alteration of Clause V of the Memorandum of Association of the Company.

A copy of the Memorandum and Articles of Association with the proposed change, is available at the registered office of the Company for inspection by Members from Monday to Friday from 11:00 A.M. to 5:00 P.M. till the date of the Annual General Meeting.

The Directors recommend the Resolution at Item No. 6 of the accompanying Notice, for the approval of the Members of the Company by way of an Ordinary Resolution.

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. 6.

Item No. 7

The Board of Directors of the Company in its meeting held on February 13, 2015 has reappointed Mr. Rajiv Rattan as the Whole-time Director of the Company at nil remuneration for a period of five years with effect from February 21, 2015.

Keeping in view that Mr. Rajiv Rattan has rich and varied experience in the industry, it would be in the interest of the Company that he continues as its Whole-time Director.

The Directors therefore recommend the Resolution at Item No. 7 of the accompanying Notice, for the approval of the Members of the Company by way of an Ordinary Resolution.

Except Mr. Rajiv Rattan and Mrs. Anjali Nashier, 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. 7.

Item No. 8

The Company may in future seek financial assistance from the financial institutions / banks or may raise funds through issue of debentures, private placement of securities etc. While providing such facilities the lenders normally insist to have their nominee on the Board of the company. The existing Articles of Association of the Company do not authorize appointment of nominee director on its Board. Therefore, the Board of Directors of the Company has approved addition of a new article - 135, in the Articles of Association of the Company, subject to the receipt of approval of the members in terms of the Resolution set out at item no. 8.

Accordingly, the Directors recommend the Resolution at Item No. 8 of the Notice for the approval of the Members of the Company as a Special Resolution, in terms of Section 14 of the Companies Act, 2013.

A copy of the Articles of Association with the proposed change, is available at the registered office of the Company for inspection by Members from Monday to Friday from 11:00 A.M. to 5:00 P.M. till the date of the Annual General Meeting.

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. 8.

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

Sd/-
R. K. Agarwal
Company Secretary

Date: September 1, 2015
Place: New Delhi

Registered Office:

M-62 & 63, First Floor,
Connaught Place, New Delhi - 110 001
CIN: L40101DL2010PLC210263
Email: ir@rattanindia.com

RattanIndia Infrastructure Limited

(formerly Indiabulls Infrastructure and Power Limited)

CIN: L40101DL2010PLC210263

Registered Office: M-62 & 63, First Floor, Connaught Place, New Delhi - 110 001

Tel: 011-30252900, Fax: 011-30252901

Email: ir@rattanindia.com, 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 : M - 62 & 63, First Floor, Connaught Place, New Delhi - 110001.
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 Fifth Annual General Meeting of the Company, to be held on Wednesday, the 30th day of September, 2015 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, 2015, Statement of Profit and Loss for the year ended on that date 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, (Regn. No. 000643N) Statutory Auditors of the Company.
	SPECIAL BUSINESS
4	Private placement of Non-Convertible Debentures.
5	Preferential Issue of Warrants.
6	Increase in Authorized Share Capital of the Company.
7	Reappointment of Mr. Rajiv Rattan (DIN: 00010849) as Whole-time Director of the Company.
8	Alteration in the Articles of Association of the Company.

Signed this day of 2015.

Signature of Shareholder :

Affix ₹ 1
Revenue
Stamp

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)

CIN: L40101DL2010PLC210263

Registered Office: M-62 & 63, First Floor, Connaught Place, New Delhi - 110 001

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Email: ir@rattanindia.com, Website: www.rattanindia.com/ril

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 Fifth Annual General Meeting of the Company held on Wednesday, the 30th day of September, 2015 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

