

## RattanIndia Power Limited

(formerly Indiabulls Power Limited.)

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

CIN: L40102DL2007PLC169082

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

### NOTICE

NOTICE IS HEREBY GIVEN THAT THE NINTH ANNUAL GENERAL MEETING of the members of **RattanIndia Power Limited** will be held on **Friday, the 30th day of September, 2016 at 10:00 A.M. at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037**, to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2016, Statement of Profit and Loss for the year ended on that date (standalone and consolidated) and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajiv Rattan (DIN: 00010849), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the 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 of the Board of Directors, Messers Walker Chandiok & Co LLP, Chartered Accountants (Regn no. 001076N/N500013), be and are hereby appointed as the Statutory Auditors of the Company, for the financial year 2016-17 to financial year 2020-21, so as to hold office as such from the conclusion of this Annual General Meeting (AGM) to the conclusion of fourteenth AGM, subject to ratification of the appointment by the members at every AGM held after this AGM, at such remuneration as may be fixed by the Board of Directors of the Company, replacing Messers Deloitte Haskins & Sells, Chartered Accountants, who have submitted their resignation from the office as the Statutory Auditors of the Company with effect from the conclusion of this AGM.”

#### SPECIAL BUSINESS:

##### Item no. 4:

**To consider and if thought fit, to pass a resolution in terms of Section 180(1)(a) of the Companies Act, 2013, as a Special Resolution:**

**“RESOLVED THAT** in supersession of the resolution passed under Section 180(1)(a) of the Companies Act, 2013, through postal ballot, the results whereof were declared on August 2, 2014 and pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and the provisions of other applicable statutes, if any, consent 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 or persons who can be authorised in this behalf in terms of the applicable provisions of the Companies Act, 2013, exercising or to exercise the power conferred by this resolution), to the creation of charge by way of mortgage, hypothecation, pledge or any other permissible manner on the assets of the Company or to sell, lease or otherwise dispose off the assets, property or undertaking of the Company, both present or future in favour of banks, financial institutions and their subsidiaries, bodies corporate, mutual funds, trusts, trustees for debenture holders or any other person or entity, whether for the purpose of securing any borrowings of the Company or that of its subsidiaries, joint ventures or associates in course of business or even otherwise if and when so required.

**RESOLVED FURTHER THAT** for the purpose as aforesaid the Board be and is hereby authorized to negotiate and settle the terms of the relevant agreements and documents incidental or ancillary thereto as also any difficulty or questions arising in connection therewith and also to vary, modify or alter the terms thereof if so deemed necessary at any point of time, through the

## Notice (contd.)

directors, committee members or officials authorized by it on this behalf and to sign and execute such agreements, documents, modifications, variations or alterations as the case may be.”

### Item No. 5:

**To consider and approve issuance of Non-Convertible Debentures (including bonds of various types and classes) on private placement basis and in this regard, 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 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 or persons who can be authorised in this behalf in terms of the applicable provisions of the Companies Act, 2013, exercising or to exercise the power conferred by this resolution), 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/bonds 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 authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### Item No. 6:

**To consider and if thought fit, to pass the following resolution as an enabling resolution permitting the Company to issue shares, debentures/bonds or other classes of securities to various classes of investors including to the Qualified Institutional Buyers pursuant to a Qualified Institutions Placement, as a Special Resolution:**

“**RESOLVED THAT** in supersession of all previous resolution(s) in this regard and in accordance with the provisions of Sections 41, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications thereto or re-enactments thereof for the time being in force) as amended from time to time, Foreign Exchange Management Act, 1999, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (‘SEBI Regulations’), 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, Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, enabling provisions in the Memorandum and Articles of Association of the Company as also provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) and subject to the approvals required, consents, permissions and sanctions of the Securities and Exchange Board of India (SEBI), Government of India, Reserve Bank of India and all other appropriate and/or concerned authorities, or bodies, if any, and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (‘Board’) (which term shall be deemed to include any Committee which the Board may have constituted or may hereafter constitute, for the time being exercising/or to exercise the powers conferred on the Board by this resolution), the Board be and

is hereby authorized to offer, issue and allot in one or more tranches, to Investors whether Indian or Foreign, including Foreign Institutions, Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds, Individuals or otherwise, whether shareholders of the Company or not, through an issue of debentures or bonds convertible into equity shares (convertible securities) or non-convertible and/or equity shares directly or through depository receipts (all such securities being hereinafter collectively referred to as "Securities"), whether by way of private placement or otherwise including by way of Qualified Institutional Placement ('QIP'), to Qualified Institutional Buyers ('QIB') in terms of Chapter VIII of the SEBI Regulations, through one or more placements, so however that the total amount raised through the issue of Securities shall not exceed USD 200 Million, where necessary in consultation with the Lead Managers, Underwriters, Merchant Bankers, Guarantors, Financial and/or Legal Advisors, Rating Agencies, Advisors, Depositories, Custodians, Principal Paying/Transfer/Conversion agents, Listing agents, Registrars, Trustees, Printers, Auditors, Stabilizing agents and all other Agencies/Advisors, provided however that in the case of a QIP issue of Securities, the increase in the issued, subscribed and paid up capital of the Company shall not be more than 25% of the then issued, subscribed and paid up capital of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby also authorised to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be issued and allotted in each tranche, issue price, face value, premium amount in issue/conversion/exercise/redemption, rate of interest, redemption period, listings on one or more stock exchanges in India or abroad as it may in its absolute discretion deem fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

**RESOLVED FURTHER THAT** in case of QIP issue it shall be completed within 12 months from the date of passing of this resolution.

**RESOLVED FURTHER THAT** in case of QIP issue, the relevant date for determination of the floor price of the equity shares to be issued shall be -

- i) in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue.
- ii) in case of allotment of convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares.

as may be determined by the Board.

**RESOLVED FURTHER THAT** in case of a QIP issue the Board may in its absolute discretion issue the Securities at a discount of not more than five percent or such other discount as may be permitted under the SEBI ICDR Regulations in this regard and other applicable law, if any, subject to Section 53 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in the event of issue of Securities in the shape of equity shares or convertible securities, a suitable adjustment shall be made in the number of shares, the price, time period etc. in the event of change in the equity structure of the Company consequent upon any merger, amalgamation or other re-organization or restructuring of the Company.

**RESOLVED FURTHER THAT** in case of convertible securities issued through qualified institutions placement the tenure of such securities shall not exceed sixty months from the date of allotment.

**RESOLVED FURTHER THAT** the equity shares whether issued directly or upon conversion of the convertible securities, shall rank pari passu with the then existing equity shares of the Company in all respects.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s).

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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint Lead Manager(s) in offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with Lead Manager(s) and to seek the listing of such Securities, as may be required.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to create necessary charge on such of the assets and properties (whether present or future) of the Company in respect of Securities and to approve, accept, finalize and execute such facilities, sanctions, undertakings, agreements, promissory notes, credit limits and any of the documents and papers in connection with the issue of Securities, as may be required.

**RESOLVED FURTHER THAT** to give effect to this resolution the Board be and is hereby authorized to delegate all or any of the powers herein to any committee of the Board or to any officer/authorized representative of the Company or in such other manner as they may deem fit.”

### Item No.7:

**To consider and if thought fit, to pass the following resolution approving the remuneration paid to the cost auditor, as an ordinary resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 25,000/- (Rupees Twenty Five Thousand) as recommended by the Audit Committee of the Board of Directors of the company (‘Board’) and thereupon approved by the Board as the remuneration payable to M/s Nisha Vats & Co., Cost Accountants, as the Cost Auditors, for conducting the audit of the cost records of the Company for the financial year ended March 31, 2016 and subsequently paid to them, be and is hereby approved”.

### Item no. 8

**To consider and if thought fit to pass the following resolution as to the related party transactions sought to be entered into during the financial year 2016-2017, as an ordinary resolution:**

“**RESOLVED THAT** pursuant to Regulation 23 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof) and the Listing Agreement executed with the Stock Exchanges pursuant thereto, read with Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act) together with the rules framed thereunder and other applicable statutes, enactments, regulations and guidelines, if any, as in force as on date or at the relevant point of time, as also the Memorandum and Articles of Association of the Company and subject to the approvals, if any, required for the purpose from any authority or entity, regulatory or otherwise, consent of the members of the Company be and is hereby accorded to the Company for entering into transactions with certain related parties as to the lending of moneys by such related parties, to the Company for business purposes, from time to time during the financial year 2016-2017 or subsequent financial years, as per the details depicted in the table set out in the explanatory statement, on the terms and conditions including but not limited to, the rate of interest payable, the period, manner and term of repayment of the loan(s) made, as briefly set out in the said table, subject to such modifications if any, as may be mutually agreed upon between the Company and each such related party, so however that in case of loan(s) made in the subsequent financial years, if the consolidated turnover or networth of the Company dictate that, commensurate with the amount of loan(s) sought to be made, the approval of the shareholders needs to be obtained afresh, the Company shall approach the shareholders for such an approval before the such further loan(s) are made to the Company.

**RESOLVED FURTHER THAT** the amount of moneys so borrowed by the Company shall together with the outstanding borrowings of the Company at the relevant point of time, be within the borrowing limits approved by the members of the Company in terms of the resolution passed under Section 180(1)(c) of the Companies Act, 2013, read with the Rules framed thereunder.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall include any committee thereof or the Managing or Whole-time Director or Principal Officer of the Company, to whom authority in this regard is delegated) be and is hereby authorised to do all such acts, deeds and things as it deems necessary expedient for the purpose of giving effect to the resolution, including without limitation, deciding about the mode and manner in which the loans shall be made, entering into the relevant agreements and other deeds and documents in connection therewith and incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard and also to do all such acts, deeds and things as may be necessary or expedient in this regard.”

**Item no. 9**

**To consider and if thought fit to pass the following resolution as an enabling special resolution in terms of Section 62(3) of the Companies Act, 2013 and the Rules framed thereunder:**

“**RESOLVED THAT** in accordance with the provisions of Section 62(3) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association, the consent of the members of the Company be and is hereby accorded to the Company for granting an option to the term loan lenders and other lenders being the banks and financial institutions funding the Project i.e. 1350MW (5X270MW) phase I coal based thermal power project in Nandgaonpeth, District Amravati in the State of Maharashtra (hereinafter referred to as the “Project Lenders”) or other persons or entities other than the Project Lenders (such other lenders being hereinafter referred to as the “Other Lenders”) seeking to provide financial assistance to the Company for its business needs, to convert their respective portions of outstanding loans at the relevant point in time, into fully paid-up equity shares of the Company at the price per share computed as per applicable laws, the Project Lenders and Other Lenders (Lenders) becoming entitled to exercise such option, in the trigger situations set out in the relevant financing documents, as agreed upon, signed and executed or sought to be signed and executed between the Company and the Lenders.

**RESOLVED FURTHER THAT** in the event of exercise of such an option by the said Lenders, the Board is further authorized to issue and allot the requisite number of fully paid-up equity shares of the Company, in their favour.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate, finalize and accept the terms and conditions stipulated in the financing documentation as agreed by the Board and to execute all such deeds, documents, instruments, writings, agreements, undertakings, amendments, assurances, notices, receipts etc. as may be required by Project Lenders or the Other Lenders/Project Lenders’ Agent/Security Trustee and to do all such acts, deeds and things as may be deemed necessary in connection therewith.”

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

Place: New Delhi  
Date: September 1, 2016

Sd/-  
**Gaurav Toshkhani**  
Company Secretary

**Registered Office:**

5th Floor, Tower B, Worldmark 1,  
Aerocity, New Delhi - 110 037  
CIN: L40102DL2007PLC169082  
Email: ir@rattanindia.com

## Notice (contd.)

### NOTES:

- (a) The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 24th day of September, 2016 to Friday, 30th day of September, 2016 (both days inclusive).
- (b) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS/HER BEHALF, AND A PROXY NEED NOT BE A MEMBER.** A Blank form of proxy is enclosed and if intended to be used, it should be returned, duly completed, to the Registered Office of the Company not later than forty eight hours before the commencement of the meeting. Proxy holders shall carry a valid identity proof at the time of attending the meeting. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- (c) Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution authority, as applicable together with their respective specimen signatures authorizing the representative(s) to attend and vote on their behalf at the Meeting.
- (d) Brief resume of Director proposed to be re-appointed, nature of his expertise in specific functional areas, names of companies in which he hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations, are provided in the Corporate Governance Report forming part of the Annual Report.
- (e) Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed.
- (f) The Notice is being sent to all the Members, whose names appeared in the Register of Members as on August 26, 2016. The Notice of the Meeting is also posted on the website of the Company: [www.rattanindia.com](http://www.rattanindia.com).
- (g) Members holding shares in physical form are requested to notify change in address and bank mandate, bank particulars, if any, under the signatures to Karvy Computershare Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad – 500 032, the Registrar and Share Transfer Agent (RTA), quoting folio Nos. Members holding shares in electronic form may update such details with their Depository Participants.
- (h) The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The Company has appointed Karvy Computershare Private Limited (“Karvy”) for facilitating e-voting to enable the Members to cast their votes electronically. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (i) The e-voting period commences on Tuesday, the 27th day of September, 2016 at 10.00 A.M. and ends on Thursday, the 29th day of September, 2016 at 5.00 P.M. During the period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being, Friday the 23rd day of September, 2016, may cast their vote by electronic means in the manner and process set out herein below. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility, shall be provided ballot papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.

- (j) In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>
- (k) The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being Friday the 23rd day of September, 2016.
- (l) The Company has appointed Mr. Sanjay Khandelwal of M/s S. Khandelwal & Co., Practicing Company Secretary, as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- (m) The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e.- user-id & password) mentioned on the Notice. Your Folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Electronic Voting Event Number (EVEN) followed by Folio Number registered with the company
Password	Your Unique password is printed on the AGM Notice / forwarded through the electronic notice via email
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact on toll free No. **1-800-34-54-001** for any further clarifications.
- iv) Members can cast their vote online from September 27, 2016 at 10:00 A.M. to September 29, 2016 at 5:00 P.M.
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile no., email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e.-'**Company Name**'.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not want to cast, select 'ABSTAIN'.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

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- xiii) Corporate/Institutional Members (corporate/FIs/Flls/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to sanjay918@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format “Corporate Name Event no.”
- xiv) In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. September 23, 2016, may write to Karvy on the email id: evoting@karvy.com or contact Ms. C Shobha Anand at Contact No. 040-33215424, at (Unit: RattanIndia Power Limited) Karvy Computershare Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad – 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow the steps mentioned above, to cast the vote.
- (n) The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (o) The Chairman, on receipt of the Scrutinizer’s Report, shall declare the results of the voting forthwith and the results declared along with the Scrutinizer’s Report, shall be placed on the Company’s website: [www.rattanindia.com](http://www.rattanindia.com) and on the website of Karvy immediately after the result is declared and the Company shall, simultaneously, forward the results to Exchanges.
- (p) The Ministry of Corporate Affairs has taken a “Green Initiative in Corporate Governance” by allowing paperless compliances by Companies through electronic mode. We propose to send all future communications, in electronic mode to the email address provided by you. **So, shareholders whose email address is not registered with us are requested to please get their email address registered with us, so that your Company can contribute to the safety of environment.**



## EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the businesses mentioned at Item Nos. 4 to 9 of the accompanying Notice dated September 1, 2016.

### Item no. 4:

The shareholders of the Company had through a special resolution passed through postal ballot, the results whereof were declared on August 2, 2014, which was a reaffirmation of the resolution passed earlier in terms of the erstwhile Section 293(1)(a) of the Companies Act, 1956, accorded their consent to the Company for selling, leasing or otherwise disposing off its properties or undertakings, including by way of creation of charge on its assets, for the purpose of securing its borrowings from various sources.

The resolution intended to cover not only the borrowings made by the Company itself but also the borrowings made by those of its subsidiaries, associates etc. made from various sources including banks, financial institutions, trusts, bodies corporates etc. However it is felt that to remove any doubts or ambiguity whatsoever, in respect of the borrowings made by the subsidiaries or associates as also to make the earlier resolution more board based in its scope so as to cover the dealings other than creation of charge on the assets of the Company for securing its borrowings, as referred to in the foregoing paragraph, which the Company may seek to make in respect of its properties/ undertakings, it has been decided to word the resolution in broadest possible manner so as to cover these aspects in explicit terms, apart from being interpreted therefrom impliedly.

Towards this end it is sought seek the approval of the shareholders by way of a special resolution set out at item no. 4.

None of the Directors of the Company or its Key managerial personnel, are or may be deemed to be concerned or interested in the resolution except where the money is sought to be raised by way of secured borrowings from the entities which are owned and controlled by them or wherein they have any substantial interest, if any.

### Item Nos. 5 & 6:

The business of the Company is necessarily capital intensive in nature making it essentially important for it to remain supplied with sufficient quantum of funds at all times.

While there has been substantial increase in the business revenues of the Company from the financial year 2015-2016 onwards, with all five units of 270MW each of the 1350 MW Phase-I Amravati Thermal Power Project having become operational by the end of the financial year 2014-15, which would go a long way in augmenting the capital resources built out of such revenues, the business revenues alone would not be sufficient to cater to the quantum of fund requirements a business like that of the Company needs, given there is need for further capital, partly to maintain the efficiency of operations in the 1350 MW, Phase-I Amravati Thermal Power Plant and the development of 1350 MW Phase-I Nasik Project, being developed by RattanIndia Nasik Power Limited, a wholly owned subsidiary of the Company and partly for general corporate use including meeting of the working capital requirements.

The business prudence therefore essentially calls for the Company tapping various potential lenders/investors, including banks, financial institutions and non-banking finance companies, Indian or Foreign, including Foreign Institutions/investors, Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds, Individuals or otherwise, including qualified institutional buyers, whether shareholders of the Company or not for raising funds therefrom by way of issuance of equity shares, depository receipts, debentures, bonds, including non-convertible debentures (Securities), on a private placement basis. The Company may also opt for issue of Securities through Qualified Institutions Placement (QIP).

It may be noted that in case of issuance of debentures or bonds, the quantum of funds raised shall be within the borrowing limits approved by the shareholders in terms of Section 180(1)(c) of the Companies Act, 2013.

Further in the case of issuance of equity shares, debentures or bonds by way of a QIP issue, the quantum of funds raised, shall be within the maximum permissible limit in terms of the Chapter VIII of the Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations).

As regards the issuance of Securities on QIP basis it may further be noted that as per Chapter VIII of the SEBI Regulations, an issue of shares on QIP basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the

## Notice (contd.)

related shares quoted on the stock exchange during the two weeks preceding the “relevant date”. Further, the board of directors of the concerned company may, at its absolute discretion, issue equity shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the ‘floor price’ as determined in terms of the SEBI (ICDR) Regulations, 2009, subject to Section 53 of the Companies Act, 2013.

Subject to the above, the issuance of Securities, shall be on such terms and conditions including those as to pricing, rate of interest, repayment and provision of security towards the same, as would be in the best interests of the Company. Further as regards the non-convertible debentures/ bonds it would be pertinent to mention here that the pricing would depend upon of the fund requirements of the Company at the relevant point of time and the cost at which the debentures/bonds can be issued, which shall be factored in while determining such price.

In terms of Sections 41, 42, 62 and 71 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and the Chapter VIII of the Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009 the issuance of Securities as aforesaid, requires prior approval of the shareholders by way of special resolution.

Accordingly, approval of the members in terms the resolutions set out at item nos. 5&6 of the notice is sought.

None of the Directors or Key Managerial Persons of the Company or their relatives is in any way concerned or interested, in the said resolution.

### **Item no. 7**

The Board of Directors in its meeting held on September 1, 2015, had on the recommendations of the Audit Committee of the Company, appointed M/s Nisha Vats & Co, Cost Accountants, as the Cost Auditors for conducting the audit of cost records of the Company for the accounting year ended March 31, 2016, at a remuneration of Rs. 25,000 (Rupees Twenty Five Thousand) as recommended by the Audit Committee.

In terms of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit And Auditors) Rules, 2014 the remuneration of cost auditors appointed by a company, as fixed by its board of directors, upon recommendations of the audit committee of such board, is subsequently required to be ratified by the shareholders of the company concerned.

Accordingly the resolution set out at item no.7 of the notice is recommended for approval of the members.

None of the Directors or Key Managerial Persons of the Company or their relatives is in any way concerned or interested in the said resolution.

### **Item no. 8**

The nature of business of the Company being capital intensive in nature and furthermore, given the plans for further business growth on the anvil, procurement of funds on affordable terms and with expeditiousness, is a constant necessity. This makes it imperative for the Company to tap the resources wherefrom adequate finance would be available in quick time and on terms which are not exorbitant, monetarily or otherwise.

It is in this connection that the Company has therefore been in negotiations with the related parties as mentioned in the table given below, for procurement of funds therefrom, pursuant to which each such party has agreed to make finance available to the Company in the shape of loan(s) from time to time during the financial year 2016-2017 or the financial years that follow, subject to the condition that if in the subsequent financial years, the consolidated turnover or networth of the Company, dictate that, commensurate with the amount of loan sought to be made, the approval of the shareholders needs to be obtained afresh, the company shall approach the shareholders for such an approval before such further loan is made to the Company.

While the transactions would be at an arms-length basis, these could nevertheless constitute material related party transactions and hence prior to effectuation of the same, it is necessary for the Company to procure the approval of the shareholders by way of an ordinary resolution as set out at item no. 8 of the notice.

The important details of the transaction are briefly set out as under:

Name of the Related Party (1)	Name of the Director or Key Managerial Personnel who is related, if any (2)	Nature of relationship (3)	Nature and particulars of the proposed contract (4)	Material terms of the Contract including value (5)	Any other information relevant or important for the members to take a decision on the proposed resolution (6)
Priapus Developers Private Limited	Mr. Rajiv Rattan	Mr. Rajiv Rattan beneficially owns the entire shareholding of entity named in column (1).	A contract whereby the entity named in the column (1) would be lending money to the Company for business purposes.	The rate of interest to be charged would be 13 % (subject to the condition that the same shall at no point of time be more than the rate of interest being charged by the Banks and Financial institutions funding the Amravati Thermal Power Project and shall be reduced accordingly in the event of any reduction in the interest being charged by the said lenders) and the period of repayment would be 5 years subject however to the condition that the contract may be terminated earlier with the mutual consent of the parties concerned, with the outstanding loan amount being repaid by the Company to the lender. Further in the event of a default the loan amount outstanding or any portion thereof, may be converted into the fully paid equity shares of the Company, at the option of the lending entity, to be held by it, the conversion being at a price per share computed as per applicable laws.	The loan amount shall not exceed ₹ 400 crore, made in one or more tranches. Further, the loan shall be unsecured and the rate of interest sought to be charged is in conformity with the requirements of Section 186 (7) of the Companies Act, 2013.

## Notice (contd.)

Name of the Related Party (1)	Name of the Director or Key Managerial Personnel who is related, if any (2)	Nature of relationship (3)	Nature and particulars of the proposed contract (4)	Material terms of the Contract including value (5)	Any other information relevant or important for the members to take a decision on the proposed resolution (6)
Tupelo Builders Private Limited	-do-	-do-	.A contract whereby the entity named in the column (1) would be lending money to the Company for business purposes.	The rate of interest to be charged would be 13 % (subject to the condition that the same shall at no point of time be more than the rate of interest being charged by the Banks and Financial institutions funding the Amravati Thermal Power Project and shall be reduced accordingly in the event of any reduction in the interest being charged by the said lenders) and the period of repayment would be 5 years subject however to the condition that the contract may be terminated earlier with the mutual consent of the parties concerned, with the outstanding loan amount being repaid by the Company to the lender. Further in the event of a default the loan amount outstanding or any portion thereof, may be converted into the fully paid equity shares of the Company, at the option of the lending entity, to be held by it, the conversion being at a price per share computed as per applicable laws.	The loan amount shall not exceed ₹ 200 crore, made in one or more tranches. Further, the loan shall be unsecured and the rate of interest sought to be charged is in conformity with the requirements of Section 186 (7) of the Companies Act, 2013.

Name of the Related Party (1)	Name of the Director or Key Managerial Personnel who is related, if any (2)	Nature of relationship (3)	Nature and particulars of the proposed contract (4)	Material terms of the Contact including value (5)	Any other information relevant or important for the members to take a decision on the proposed resolution (6)
RR Infralands Private Limited	-do-	-do-	.A contract whereby the entity named in the column (1) would be lending money to the Company for business purposes.	The rate of interest to be charged would be 13 % (subject to the condition that the same shall at no point of time be more than the rate of interest being charged by the Banks and Financial institutions funding the Amravati Thermal Power Project and shall be reduced accordingly in the event of any reduction in the interest being charged by the said lenders) and the period of repayment would be 5 years subject however to the condition that the contract may be terminated earlier with the mutual consent of the parties concerned, with the outstanding loan amount being repaid by the Company to the lender. Further in the event of a default the loan amount outstanding or any portion thereof, may be converted into the fully paid equity shares of the Company, at the option of the lending entity, to be held by it, the conversion being at a price per share computed as per applicable laws.	The loan amount shall not exceed ₹ 400 crore, made in one or more tranches. Further, the loan shall be unsecured and the rate of interest sought to be charged is in conformity with the requirements of Section 186 (7) of the Companies Act, 2013.

## Notice (contd.)

None of the Directors of the Company except Mr. Rajiv Rattan and Mrs. Anjali Nashier and none of the key managerial personnel of the Company are or may be deemed to be concerned or interested in the resolution.

### Item no. 9

In line with the directives issued by Reserve Bank of India from time to time, the Company has been advised to pass a special resolution in terms of Section 62(3) and other applicable provisions if any, of the Companies Act, 2013 read with the Rules framed thereunder by the term loan and other lenders being the banks and financial institutions funding the Project i.e. 1350MW (5X270MW) phase I coal based thermal power project in Nandgaonpet, District Amravati in the State of Maharashtra (the Project Lenders) whereby they would have the right to convert their respective portions into fully paid equity shares of the Company at the price per share computed as per the applicable laws. Furthermore the Company has also been in negotiations with certain other persons and entities owned and controlled by them (the Other Lenders) for rendering financial assistance to the Company in the shape of loans for meeting its business needs and the relevant financing agreements sought to be entered into with the Other Lenders would incorporate a provision enabling them to convert whole or any portion of their outstanding loans into fully paid equity shares of the Company at the price per share computed as per the applicable laws.

While the option available to the Project Lenders and Other Lenders to convert their outstanding loans into equity shares of the Company is a right which they would become entitled to exercise in extreme situations, as envisaged in the financing documents which the Company has entered into/ seeks to enter into with them, since the prior approval of the shareholders to such a term in the financing documents pertinent to the loan, is a pre requisite to the exercise of such rights and since it may not be feasible for the Company to seek such approval at the very moment when such rights get triggered, should a situation for the exercise of the same by the Lenders arise, it would be prudent to have such a shareholder approval in place well in advance. Accordingly the Board recommends the resolution set out at item no. 9 of the notice, to be passed as a special resolution.

None of the Directors or key managerial personnel of the Company are or may be deemed to be concerned or interested in the resolution except to the extent of loans if any, procured from the entities owned and controlled by them.

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

Sd/-  
**Gaurav Toshkhani**  
Company Secretary

Date: September 1, 2016

Place: New Delhi

### Registered Office:

5th Floor, Tower B, Worldmark 1,

Aerocity, New Delhi - 110 037

CIN: L40102DL2007PLC169082

Email: ir@rattanindia.com



**RattanIndia Power Limited**

(formerly Indiabulls Power Limited.)

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

CIN: L40102DL2007PLC169082

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

**FORM NO. 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: L40102DL2007PLC169082

Name of the Company: RATTANINDIA POWER LIMITED

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

Website: www.rattanindia.com

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: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Ninth Annual General Meeting of the Company, to be held on Friday, the 30th day of September, 2016 at 10:00 A.M. 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
	<b>ORDINARY BUSINESS</b>
1	Adoption of audited Balance Sheet as at March 31, 2016, Statement of Profit and Loss for the year ended on that date (standalone and consolidated) and the Reports of the Board of Directors and Auditors thereon.
2	Re-appointment of Mr. Rajiv Rattan (DIN: 00010849), who retires by rotation and being eligible, offers himself for re-appointment, as a director.
3	Appointment of the Statutory auditors of the Company.
	<b>SPECIAL BUSINESS</b>
4	Approval for Creation of Charges on the assets of the Company.
5	Private placement of Non-Convertible Debentures (including bonds).
6	Enabling resolution permitting the Company to issue shares, debentures /bonds or other classes of securities to various classes of investors including to the Qualified Institutional Buyers pursuant to a Qualified Institutions Placement.
7	Approval of remuneration paid to the cost auditor.
8	Approval for the related party transactions sought to be entered into during the financial year 2016-2017.
9	Enabling resolution in terms of Section 62(3) of the Companies Act, 2013.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy Holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp of  
Re. 1/-

**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 Power Limited

(formerly Indiabulls Power Limited.)

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

CIN: L40102DL2007PLC169082

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

### 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 Ninth Annual General Meeting of the Company held on Friday the 30th day of September, 2016 at 10:00 A.M. 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





