

RattanIndia

November 11, 2019

RTNPOWER/EQ

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

Scrip Code- 533122

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI-400 001

Sub: Extra ordinary General Meeting of RattanIndia Power Limited.

Dear Sir/Madam,

Please find enclosed herewith a copy of Notice convening an Extra Ordinary General Meeting (EGM) of RattanIndia Power Limited ("the Company") scheduled to be held on Tuesday, December 3, 2019 at 10:00 A.M. at Mapple Emerald, Rajokri, NH-8, New Delhi - 110038, to transact the special businesses as set out in the said Notice

This is for your information and record.

Thanking you,

Yours faithfully,
For RattanIndia Power Limited

Lalit Narayan Mathpati
Company Secretary



RattanIndia Power Limited

Registered Office: A-49, Ground Floor, Road No. 4, Mahipalpur, New Delhi-110037

Tel.: +91 11 46611666 Fax: +91 11 46611777

Website: www.rattanindia.com

CIN: L40102DL2007PLC169082

6067

RattanIndia Power Limited

Registered Office: A-49, Ground Floor, Road No. 4, Mahipalpur, New Delhi - 110 037 (CIN: L40102DL2007PLC169082)
Email ID: ir@rattanindia.com, **Telephone:** 011-46611666, **Fax No.:** 011-46611777, **Website:** www.rattanindia.com/rpl

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING (1/2019-20) of the members of **RATTANINDIA POWER LIMITED** will be held on **Tuesday, the 3rd day of December 2019 at 10:00 A.M. at Mapple Emerald, Rajokri, NH-8, New Delhi 110038** to transact the following special businesses:

Item No: 1

Increase and alteration 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 Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**) read with the Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to approval of any statutory or other authority, if any necessary, consent of the members be and is hereby given to effect an increase and alteration in the extant Authorized Share Capital structure of the Company, so that post such increase and alteration the Authorized Share Capital of the Company is ₹ 11,000,00,00,000 (Rupees Eleven Thousand Crore) comprising of ₹ 8500,00,00,000/- (Rupees Eighty Five Hundred Crore) divided into 850,00,00,000 (Eight Hundred Fifty Crore) equity shares having face value ₹ 10/- each of the Company (**“Equity Shares”**) and ₹ 2500,00,00,000/- (Rupees Twenty Five Hundred Crore) divided into 250,00,00,000 (Two Hundred Fifty Crore) preference shares having face value ₹ 10/- each.

RESOLVED FURTHER THAT consequent to the aforementioned increase and alteration in the Authorized Share Capital, Clause V of the Memorandum of Association of the Company be altered to read as under:

The Authorized Share Capital of the Company is ₹ 11,000,00,00,000 (Rupees Eleven Thousand Crore) comprising of ₹ 8500,00,00,000/- (Rupees Eighty Five Hundred Crore) divided into 850,00,00,000 (Eight Hundred Fifty Crore) Equity Shares having face value ₹ 10/- each and ₹ 2500,00,00,000/- (Rupees Twenty Five Hundred Crore) divided into 250,00,00,000 (Two Hundred Fifty Crore) preference shares having face value ₹ 10/- each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to bring about increase and alteration of the Authorized Share Capital in the manner as aforementioned, including settling the questions, doubts or disputes if any, which may arise in this regard, and making the necessary filings with the Registrar of Companies.”

Item No: 2

Issuance of securities *inter alia* pursuant to a binding settlement through a resolution plan under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 in relation to the debt availed by the Company for its 1350 MW thermal power project in Amravati, Maharashtra.

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 55, 62 and 71 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“SEBI ICDR Regulations”**), to the extent applicable, (each including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, from time to time, to the extent applicable, and in accordance with the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India on 7 June, 2019 (**“Prudential Framework”**) to the extent applicable, the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions or sanctions by any governmental or regulatory authorities or any relevant persons, as may be necessary, and subject to such conditions and modifications as may be prescribed by any of them while granting such approval, permission, consent or sanction, 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 a Committee thereof or any other person authorized by it, including any director/ the Chief Financial Officer or the Company Secretary, to exercise one or more of its powers including the powers conferred by this resolution, to the extent the delegation of such powers is permissible under the Companies Act, 2013 and other applicable laws if any), consent of the members of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe for, to issue and allot the following securities on account of reduction of debt by way of issuance of such securities (a) to Aditya Birla ARC Limited acting on behalf of, and in its capacity as trustee of ABARC-AST-002

TRUST (“ARC”); (b) to a promoter entity of the Company; and (c) to certain existing lenders as a part of the binding settlement through a resolution plan under the Prudential Framework between the Company, its promoters, such existing lenders and other parties in relation to the Company’s current outstanding debt to such existing lenders for its 1350 MW thermal power project at Amravati, Maharashtra:

- (a) Up to (i) 80,57,24,169 (Eighty Crore Fifty Seven Lakhs Twenty Four Thousand One Hundred and Sixty Nine) equity shares of face value of ₹ 10 each of the Company at an issue price of ₹ 1.48 (Rupees One and Paise Forty Eight) per Equity Share aggregating to ₹ 119,24,71,770 (Rupees One Hundred and Nineteen Crore Twenty Four Lakh Seventy One Thousand Seven Hundred and Seventy) (the “**Lenders Equity Shares**”); (ii) 25,00,00,000 (Twenty Five Crore) 0.001% redeemable preference shares of face value of ₹ 10 each (“**Redeemable Preference Shares**”) at an issue price of ₹ 10 per Redeemable Preference Shares, aggregating to ₹ 250,00,00,000 (Rupees Two Hundred and Fifty Crore) and redeemable at par (“**Lenders RPS**”); and (iii) 37,69,20,000 (Thirty Seven Crore Sixty Nine Lakhs Twenty Thousand) 0.001% optionally convertible cumulative redeemable preference shares of face value of ₹ 10 each (“**Optionally Convertible Cumulative Redeemable Preference Shares**”) at an issue price of ₹ 10/- per Optionally Convertible Cumulative Redeemable Preference Shares aggregating to ₹ 376,92,00,000 (Rupees Three Hundred Seventy Six Crore Ninety Two Lakhs), carrying the option of being convertible into appropriate number of Equity Shares of the Company, the redemption/ conversion, as the case may be, being pursuant to and in terms of the mode and manner mutually settled and agreed upon between the Company and the Lenders, and the amount payable on redemption being inclusive of a premium of an aggregate of upto ₹ 629,83,33,200 (Rupees Six Hundred and Twenty Nine Crore Eighty Three Lakh and Thirty Three Thousand Two Hundred) at the maximum, calculated based on the formula provided hereinbelow, payable upon redemption, subject to applicable laws including the Prudential Framework (“**Lenders OCCRPS**”), to the Power Finance Corporation Limited (“**PFC**”) led consortium of lenders i.e. PFC, Axis Bank Limited, UCO Bank, LIC, Bank of India, Central Bank of India, State Bank of India, Punjab National Bank, Canara Bank, United Bank of India, Syndicate Bank and REC Limited (together the “**Lenders**”) in relation to the 1350 MW thermal power project at Amravati, Maharashtra (“**Project**”) towards reduction of a portion of loan facilities availed by the Company from the Lenders, subject to applicable laws, the amount of debt so reduced being adjusted against the amount payable towards the aforesaid issuances of securities. The aforesaid issuance of Lenders Equity Shares, Lenders RPS and Lenders OCCRPS are hereinafter together referred to as “**Lenders Preferential Issue**”;
- (b) Up to 80,57,24,169 (Eighty Crore Fifty Seven Lakhs Twenty Four Thousand One Hundred and Sixty Nine) Equity Shares (the “**ARC Equity Shares**”) each at an issue price of ₹ 10 per Equity Share aggregating to ₹ 805,72,41,690 (Rupees Eight Hundred and Five Crore Seventy Two Lakhs Forty One Thousand Six Hundred and Ninety) to ARC, towards reduction of a part of the outstanding debt of the Company, proposed to be taken over by ARC from the Lenders, prior to issuance of the ARC Equity Shares, the amount of debt so reduced being adjusted against the amount payable towards the aforesaid issuance (the “**ARC Preferential Issue**”);
- (c) Up to 3,33,050 (Three Lakh Thirty Three Thousand and Fifty) non-convertible debentures of ₹ 1,00,000/- each (Rupees One Lakh only) (“**NCDs**”) to the ARC, on a private placement basis, at an issue price of ₹ 1,00,000/- (Rupees One Lakh only) per NCD, for an aggregate value of up to ₹ 3330,50,00,000/- (Rupees Three Thousand Three Hundred and Thirty Crore and Fifty Lakh), in following tranches: (i) ₹ 665,50,00,000/- (Rupees Six Hundred Sixty Five Crores and Fifty Lakh only) towards reduction of a part of the existing fund based outstanding debt of the Company, proposed to be taken over by the ARC from the Lenders, prior to issuance of the NCDs, the amount of debt so reduced being adjusted against the amount payable towards the aforesaid issuance; and (ii) upto ₹ 2665,00,00,000/- (Rupees Two Thousand Six Hundred and Sixty Five Crore only) of the outstanding debt of the Company payable to the ARC after implementation of the binding settlement proposal between the Company and the Lenders (the “**ARC NCDs Issue**”);
- (d) Up to 80,57,24,169 (Eighty Crore Fifty Seven Lakhs Twenty Four Thousand One Hundred and Sixty Nine) compulsorily convertible debentures of face value of ₹ 10/- each (“**Compulsorily Convertible Debentures**”) at an issue price of ₹ 10 per Compulsorily Convertible Debentures, with a coupon rate of 0.001% per annum (“**Promoter CCD**”), aggregating to ₹ 805,72,41,690 (Rupees Eight Hundred and Five Crore Seventy Two Lakhs Forty One Thousand Six Hundred and Ninety) to RR Infralands Private Limited (the “**Promoter Entity**”) towards reduction of certain existing inter-corporate deposits with the Company including interest, if any, up to the date of allotment of the Promoter CCDs, the amount of debt so reduced being adjusted against the amount payable towards the aforesaid issuance, and each Promoter CCD being convertible into one Equity Share (the “**Promoter Preferential Issue**”).

The above-mentioned Lenders Preferential Issue, the ARC Preferential Issue, the ARC NCDs Issue and the Promoter Preferential Issue (together, the “**Preferential Issue**”) shall be on such terms and conditions as set out under this resolution and in the explanatory statement and as the Board may think fit in its absolute discretion;

RESOLVED FURTHER THAT in accordance with the provisions of Sections 43 and 55 of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 (each including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), the particulars in respect of Lenders RPS are as under:

- (a) Lenders RPS shall carry a preferential right vis-à-vis Equity Shares of the Company, with respect to payment of dividend or repayment of capital upon winding up/liquidation of the Company;
- (b) Lenders RPS shall be non-participating in the surplus funds;
- (c) Lenders RPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding-up of the Company;
- (d) Holders of Lenders RPS shall be paid coupon on an annual basis;
- (e) Lenders RPS shall not be convertible into Equity Shares;
- (f) Lenders RPS shall carry voting rights as per the provisions of Section 47(2) of the Act;
- (g) Lenders RPS shall be redeemable at par upon completion of 24 months from the date of allotment; and
- (h) Lenders RPS shall not be listed.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 43 and 55 of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 (each including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the particulars in respect of Lenders OCCRPS are as under:

- (a) Lenders OCCRPS shall carry a preferential right vis-à-vis Equity Shares of the Company, with respect to payment of dividend or repayment of capital upon winding up/liquidation of the Company;
- (b) Lenders OCCRPS shall be non-participating in the surplus funds;
- (c) Lenders OCCRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding-up of the Company;
- (d) Lenders OCCRPS shall be redeemed at a premium for an amount upto ₹ 629,83,33,200/- (Rupees Six Hundred and Twenty Nine Crore Eighty Three Lakh and Thirty Three Thousand Two Hundred) at the maximum and such premium shall be subject to adjustment based on the trading price of the Equity Shares of the Company as of March 31, 2022, calculated as per below:
 - A. Premium amount** = maximum premium amount – Equity Value compounded for a period up to OCCRPS redemption date @ 11 % per annum; Provided however for the purpose of the aforesaid formulation, OCCRPS redemption date shall not be beyond 7 years from the date of allotment of such OCCRPS.
 - B. Equity Value** = Number of Equity Shares issued to the Lenders i.e. 80,57,24,169 **multiplied by** Equity Share price as on March 31, 2022.
 - C. Equity Share price as on March 31, 2022** would be the price in accordance with Regulation 164 of the Securities And Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018 (as amended from time to time) or the corresponding provision under any subsequent regulations governing the matter; provided however that (i) if the difference of average price of 26 weeks and average price of 2 weeks is more than 50% of the higher of both prices, the average of both prices (average of 26 weeks and average of 2 weeks) will be the Equity Share price to be considered for aforesaid purpose; and (ii) if the difference of average price of 26 weeks and average price of 2 weeks is lower than 50% of the higher of both prices, the higher of both prices (average of 26 weeks and average of 2 weeks) will be the Equity Share price to be considered for aforesaid purpose.
- (e) Holders of Lenders OCCRPS shall be paid coupon on a cumulative basis;
- (f) The Lenders OCCRPS shall be redeemable by the Company along with redemption premium, upon the completion of 7 years from the date of allotment of the Lenders OCCRPS and if the Lenders OCCRPS are not redeemed, then the face value of the unredeemed OCCRPS along with corresponding premium shall be convertible into Equity Shares at the option of the Lenders. The relevant date for the purpose of conversion of OCCRPS and premium into Equity Shares shall be the date on which the Lenders exercise the option to convert, in accordance with the Prudential Framework. The value of the Equity Shares to be issued upon conversion of OCCRPS and premium into Equity Shares shall be determined by the Lenders subject to applicable law including the Prudential Framework. The conversion ratio shall be determined accordingly;
- (g) The price of conversion of the Lenders OCCRPS into Equity Shares shall be the price to be determined by the Lenders at the time of conversion subject to applicable laws including the Prudential Framework;
- (h) Lenders OCCRPS shall carry voting rights as per the provisions of Section 47(2) of the Act;
- (i) Lenders OCCRPS shall carry a coupon of 0.001% per annum, up to the date of conversion into Equity Shares of the Company;
- (j) Lenders OCCRPS shall not be listed.

RESOLVED FURTHER THAT the Lender Equity Shares and the Lenders OCCRPS are proposed to be issued in accordance with applicable law including the Prudential Framework and provisions of Chapter V of the SEBI ICDR Regulations shall not apply to such issuance.

RESOLVED FURTHER THAT the Lenders Equity Shares and Lenders OCCRPS proposed to be allotted to the Lenders pursuant to the Lenders Preferential issue shall be locked-in for a period as per applicable law subject to the Lenders Equity Shares proposed to be allotted to the Lenders pursuant to the Lenders Preferential issue being locked-in until March 31, 2021.

RESOLVED FURTHER THAT the Promoter CCDs proposed to be issued pursuant to the Promoter Preferential Issue shall be subject to the following terms and conditions:

- (a) the Promoter CCDs shall be unsecured;
- (b) the Promoter CCDs shall be convertible into Equity Shares on or prior to 18 months from the date of issuance and allotment of Promoter CCDs, at the option of the Promoter Entity and the Promoter CCDs outstanding 18 months from the date of issuance and allotment shall be immediately converted into Equity Shares by the Company, subject to compliance of applicable laws;
- (c) the Promoter CCDs shall carry a coupon of 0.001% per annum, up to the date of conversion into Equity Shares;
- (d) The Promoter CCDs shall be issued in dematerialised form;
- (e) In the event that the Company undertakes any form of capital restructuring prior to the conversion of the Promoter CCDs, the number of Equity Shares to be issued and allotted, upon conversion of the Promoter CCDs shall be appropriately adjusted;
- (f) the Promoter CCDs shall be convertible into Equity Shares proposed to be allotted to the Promoter Entity at a price of ₹ 10/- per Equity Share ("**Conversion Price**");
- (g) the Promoter CCD holders shall, subject to applicable rules, regulations and laws, be compulsorily required to convert the Promoter CCDs into Promoter Equity Shares, in one or more tranches within a period of 18 months from the date of the issuance and allotment of the Promoter CCDs by issuing a written notice to the Company specifying the number of Promoter CCDs proposed to be converted. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Promoter CCD holders; and
- (h) that the Promoter CCDs until conversion do not give any rights to the Promoter CCDs holders with respect to that of a shareholder of the Company.

RESOLVED FURTHER THAT the Lenders Equity Shares, the Lenders' RPS, Lenders' OCCRPS, ARC Equity Shares, ARC NCDs and Promoter CCDs offered, issued and allotted (including upon conversion wherever applicable) pursuant to the Preferential Issue shall be in dematerialised form.

RESOLVED FURTHER THAT the Equity Shares offered, issued and allotted (including upon conversion) pursuant to the Preferential Issue shall rank *pari passu* with the existing Equity Shares in all respects (including with respect to dividend and voting rights) from the date of issuance and allotment thereof, and shall be subject to the requirements of all applicable laws and also be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT the ARC Equity Shares and Promoter CCDs, pursuant to the ARC Preferential Issue and the Promoter Preferential Issue, respectively, shall be in accordance with Chapter V of the SEBI ICDR Regulations and:

- (a) subject to lock-in requirements as per the provisions of the SEBI ICDR Regulations;
 - (b) allotted in dematerialized form within a period of 15 days from the date of passing of this resolution; provided that where the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals; and
 - (c) the ARC Equity Shares and the Equity Shares proposed to be issued and allotted upon conversion of the Promoter CCDs shall be listed on Stock Exchanges where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- (e) **RESOLVED FURTHER THAT** in supersession to the resolution passed by the shareholders in the 9th Annual General meeting of the Company held on September 30, 2016, 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 statutory modification(s) or re-enactment(s) thereof, for the time being in force 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 a transaction(s) with RR Infralands Private Limited ("**RRIL**"), as to the lending of moneys by RRIL to the Company in connection with the business of the Company and any arrangements related thereto or arising therefrom, either by way of a direct infusion of funds into the Company or by taking over of the loans made by any third party to the Company, 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 may be mutually agreed

upon between the Company and RRIL, as briefly set out in the said table, so however 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 be and is hereby authorized to delegate all or any of its powers to Committee of Directors / any Director(s) / Chief Financial Officer / Company Secretary or other persons authorized by the Board (**the 'Board'**) for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution (to the extent the delegation is permissible under applicable laws) and accept any alteration(s) or modification(s) as they may deem fit and proper and give such direction(s) as may be necessary to settle any question or difficulty that may arise in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of directors, or any committee or person duly authorized by the Board of directors, including any director, the Chief Financial Officer and the Company Secretary ("**Authorized Party**") be and is hereby authorized to negotiate, modify, sign, execute, register, deliver including sign any declarations, subscription agreement, other necessary agreements, deeds, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) (the "**Transaction Documents**") (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the "**Ancillary Documents**") as may be necessary or required for the aforesaid purpose including, to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by the Company under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the aforesaid securities and matters connected therewith.

RESOLVED FURTHER THAT the Authorized Party be and is hereby authorized to appoint advisors and all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of securities and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies as may be required from time to time".

Date: November 6, 2019

Place: New Delhi

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

Registered Office:

A-49, Ground Floor, Road No. 4 Mahipalpur, New Delhi 110 037

CIN: L40102DL2007PLC169082

Email ID: ir@rattanindia.com, **Telephone:** 011-46611666

Sd/-

Lalit Narayan Mathpati

Company Secretary

FCS-7943

NOTES:

- (a) A member entitled to attend and vote at this Extra-Ordinary General Meeting ("**EGM**") 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. Pursuant to Section 105 of the Companies Act, 2013 (including any amendment(s), modification(s) or re-enactments(s) thereof for the time being in force, read with the Companies (Management And Administration) Rules, 2014 (including any amendment(s), modification(s) or re-enactments(s) thereof for the time being in force and the Secretarial Standard on General Meeting (SS-2), a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, such a proxy shall not act as a proxy for any other shareholder.
- (b) Bodies Corporate intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant resolution/authorisation, passed by their board of directors/governing bodies, as the case may be, authorizing the representative(s) named therein to attend and vote on their behalf at the Meeting, the specimen signature of such representative(s) being duly attested in the relevant resolution/authorisation.

- (c) Members/Proxies/Authorized Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to fill in their client ID and DP ID and those who hold shares in physical form are requested to fill in their Folio Number in the attendance slip for attending the Meeting. The Proxies/Authorized Representatives should fill in similar details in respect of the shares represented by them. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names as appearing in the beneficiary data or the register of members, will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
- (d) During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days' notice of the intention to do so, has in writing, been given to the Company. All documents referred to in the Notice and the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company, on all working days of the Company between 10:00 A.M. and 5:00 P.M., upto the date of the EGM and at the venue of the Meeting for the duration of the Meeting.
- (e) An Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, concerning each item of the Special Business to be transacted at the EGM is annexed to the notice.
- (f) Electronic copy of the Notice of EGM of the Company is being sent to all the Members whose e-mail IDs are registered with the Company/ Depository Participant(s) for correspondence purposes, unless any member has requested for a hard copy of the same. For members who have not registered their e-mail IDs, physical copy of the said Notice inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent through the permitted mode(s). The said Notice is being sent to all the Members, whose names appeared in the Register of Members as on November 1, 2019, and other persons or entities, if any, entitled to receive the same, through permitted modes of dispatch. Members may note that said Notice is also posted on the website of the Company <http://www.rattanindia.com/rpl>
- (g) Members holding shares in physical form are requested to notify change in their address, if any, under their signatures to Karvy Fintech Private Limited ('**Karvy**'), Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad – 500 032, the Registrar and Share Transfer Agent (RTA), quoting their folio Nos. Members holding shares in electronic form may update such details with their Depository Participants.
- (h) The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide remote e-voting facility for voting by electronic means, in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India. The remote e-voting facility is being offered, as an alternate, to all the Members, to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The Company has appointed Karvy Fintech 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 Saturday, the 30th day of November 2019 at 10:00 A.M. and ends on Monday, the 2nd day of December 2019 at 5:00 P.M. During the period, the Members of the Company, as on the cut-off date being, Tuesday the 26th day of November 2019, holding shares in physical form or in dematerialized form, may cast their vote by electronic means in the manner and process set out herein below. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, Members who have cast their vote electronically shall not vote by way of poll held at the Meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility, shall be provided with ballot papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- (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 share in the paid up Equity Share capital of the Company as on the cut-off date being Tuesday, the 26th day of November 2019.
- (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 EGM 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 November 30, 2019 at 10:00 A.M. to December 2, 2019 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 Fintech 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 shareholders 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/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) Any person who has become the Member of the Company after the dispatch of EGM Notice but on or before the cut-off date i.e. November 26, 2019, may write to Karvy on the email id: evoting@karvy.com or contact Ms. C Shobha Anand, Deputy General Manager at Contact No. 040-67162222, at (Unit: RattanIndia Power Limited) Karvy Fintech 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 EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Meeting.
- (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/rpl 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 the Company or its RTA are requested to please get their email address registered with the Company or its RTA, so that your Company can contribute to the safety of environment.**
- (q) The Route Map showing directions to reach the venue of the EGM is enclosed.
- (r) The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated the submission of Permanent Account Number (PAN) details and Bank Mandate particulars by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit such details to the Registrar and Transfer Agent.
- (s) Pursuant to proviso of Regulation 40 (1) of SEBI (Listing Obligations and Disclosure requirements) 2015 and vide SEBI Notification No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018 and further amendment through Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, any request for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Members are requested to dematerialize the Equity Shares of the Company held by them, promptly.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item Nos. 1 and 2

RattanIndia Power Limited is one of the top 10 power generation companies with 2,700 MW of commissioned capacities (1,350 MW at Amravati and 1,350 MW at Nasik). The Company had availed financial assistance (a) from a consortium of lenders comprising of Axis Bank Limited, UCO Bank, PFC, LIC, Bank of India, Central Bank of India, State Bank of India, Punjab National Bank, Canara Bank, United Bank of India, Syndicate Bank and REC Limited and led by Power Finance Corporation Limited (together, the "Lenders") for setting up and operating the Phase-I 1350 MW thermal power project at Amravati, Maharashtra (the "Project"); (b) from IDBI Bank Limited (the "Phase-II Lender") for construction and development of the 1350 MW phase-II Amravati thermal power project and (c) from ICICI Bank Limited for working capital and other business requirements of the Company. The Project is operational and has been generating power for more than five years. The Company is supplying power to Maharashtra State Electricity Distribution Company Limited pursuant to a long-term power purchase agreement.

The fund based bank and institutional debt (including accrued interest) of the Company as on September 30, 2019 is ₹ 8241,97,38,395/- (Rupees Eight Thousand Two Hundred Forty One Crore Ninety Seven Lakh Thirty Eight Thousand Three Hundred and Ninety Five).

Additionally, certain promoters and promoter group entities of the Company have in the past infused inter corporate deposits which as on September 30, 2019 aggregate to ₹ 809,56,93,869/- (Rupees Eight Hundred Nine Crore Fifty Six Lakh Ninety Three Thousand Eight Hundred and Sixty Nine).

Further the promoter group entities of the Company have committed to infuse an aggregate amount of upto ₹200,00,00,000/- (Rupees Two Hundred Crore) into the Company towards reduction of a portion of the outstanding debt of the Company and to enable the Company to meet certain other obligations including repayment of its debt to ICICI Bank Limited, and the debt of IDBI Bank Limited as the lender for the 1350 MW phase-II Amravati Thermal Power Project as phase – II lender. The amount reflected aforesaid relating to inter corporate deposits is inclusive of the amount already infused by the promoter group entities of the Company towards the committed infusion of up to ₹ 200,00,00,000/- (Rupees Two Hundred Crore).

Here it is pertinent for the shareholders of the Company to be aware of the background of and the efforts undertaken by the Company, which have led to the Lenders finding merit in the Binding Settlement Proposal (*as defined below*) and why exactly it is critically important for the shareholders of the Company to accord their approval to the resolutions set out in the notice, towards effectuation of the same, failing which insolvency is what stares the Company in the face.

Since the commissioning of the Project in March 2015, it could not achieve full production capacity (i.e. low plant load factor: PLF) on account of non-availability of dispatch schedules from Maharashtra State Electricity Distribution Company Limited ("MSEDCL") and/or insufficient coal being supplied by the coal supplier under the fuel supply agreement, and rakes unavailability resulting in stressed cash flow of the Project.

Further, delay in realization from MSEDCL, litigations on various additional claims arising under power purchase agreement with MSEDCL and the high rate of interest being levied by the Lenders even after the Project achieved commercial operation date in March 2015 led to significant financial stress.

Being fully cognizant of the situation and what it could lead to, the Company has made significant efforts both operationally and on the regulatory front to improve the health of the asset and to save it from becoming a non-performing asset (“NPA”) to the extent possible.

In the past, the Company has worked extensively with the Lenders to implement resolution of its debt under the various schemes and guidelines issued by the Reserve Bank of India (“RBI”) to address the burgeoning debt and the financial stress faced by the Company, including under RBI’s Scheme for Sustainable Structuring of Stressed Assets (“S4A”). However, with the issuance of RBI’s circular on “Resolution of Stressed Assets – Revised Framework” dated February 12, 2018 (“February 12 Circular”), the S4A scheme was withdrawn, the resultant impact on the Company being that the implementation under S4A, despite being in advanced stages, had to be revoked. The Company thereupon continued its engagement with the Lenders and requested to formulate a resolution plan in terms of the February 12 Circular to resolve its outstanding debt. However, this resolution plan to could not be implemented as the resolution plan could not achieve the rating requirements in line with the February 12 Circular.

Even in the backdrop of the above challenges, the Company and its promoters consequently proposed a binding settlement (“Binding Settlement”), funding of which was backed by the ARC which *inter alia* is backed by reputed foreign stress funds. Earlier, Power Finance Corporation Limited, in its capacity as the lead lender, initiated proceedings under the Insolvency and Bankruptcy Code, 2016 (“Insolvency Code”) and filed an application under Section 7 of the Insolvency Code vide (IB)-1226(PB)/2018 on September 10, 2018 before the Hon’ble National Company Law Tribunal, New Delhi (“NCLT”) against the Company in line with the February 12 Circular (“IBC Proceedings”).

The Company challenged the February 12 Circular before the Hon’ble Allahabad High Court and the Hon’ble Supreme Court of India. Consequently, the Hon’ble Supreme Court of India, by way of its order dated April 2, 2019 in the matter of *Dharani Sugars and Chemicals v Union of India*, struck down the February 12 Circular as being ultra vires of the provisions of the Banking Regulation Act, 1949. Furthermore, all actions taken under the February 12 Circular, including insolvency proceedings initiated thereunder, were also quashed. Pursuant to the quashing of February 12 Circular, Power Finance Corporation Limited withdrew the IBC Proceedings on May 14, 2019.

Simultaneous to IBC Proceedings and contesting the February 12 Circular, the Company had kept its dialogues in respect of the Binding Settlement alive and subsequently proposed a revised binding settlement under RBI’s new circular dated June 7, 2019 on “Prudential Framework for Resolution of Stressed Assets” (“Prudential Framework”).

It is in the above backdrop that the Company and its promoters, RattanIndia Infrastructure Limited and RR Infralands Private Limited (the “Promoters”) had approached the Lenders with a fresh binding settlement offer in terms of their letter dated 31 July 2019 for resolution of the outstanding debt which as September 30, 2019 was ₹ 8042,05,48,154/- (Rupees Eight Thousand Forty Two Crore Five Lakh Forty Eight Thousand One Hundred and Fifty Four) (“Outstanding Debt”), in terms of which the Company and the Promoters have offered a binding settlement proposal of ₹ 4050,00,00,000/- (Rupees Four Thousand and Fifty Crore), comprising of: (i) cash component of ₹ 3315,00,00,000/- (Rupees Three Thousand Three Hundred and Fifteen Crore) which includes an amount of ₹ 675,00,00,000 (Rupees Six Hundred and Seventy Five Crore) appropriated by the Lenders from the trust and retention account of the Company in exercise of their rights under the financing documents (₹ 575,00,00,000 (Rupees Five Hundred and Seventy Five Crore) appropriated until July 31, 2019 and ₹ 100,00,00,000 (Rupees One Hundred Crore) appropriated subsequently) which will be funded as under: (a) by the ARC (backed by global investors) for an amount of up to ₹ 2590,00,00,000 /- (Rupees Two Thousand Five Hundred and Ninety Crore); and (b) by infusion by the Promoters and Promoter Group entities of the Company (“Promoter and Promoter Group”), of an amount of up to ₹ 50,00,00,000/- (Rupees Fifty Crore); (ii) by way of issue of Redeemable Preference Shares aggregating to ₹ 250,00,00,000/- (Rupees Two Hundred and Fifty Crore) to be issued by the Company to the Lenders; (iii) by way of issue of Equity Shares aggregating to ₹ 108,08,00,000 (One Hundred Eight Crore and Eight Lakhs) to the Lenders; and (iv) by way of issue of Optionally Convertible Cumulative Redeemable Preference Shares aggregating to ₹ 376,92,00,000 (Rupees Three Hundred and Seventy Six Crore and Ninety Two Lakh) (along with up to maximum premium amount payable on redemption to be calculated in accordance with the terms of the Optionally Convertible Cumulative Preference Shares stated herein), to be issued by the Company to the Lenders, as a full and final settlement of the Outstanding Debts under the Prudential Framework, excluding the non-fund based limits which are proposed to be continued by the existing non fund based lenders of the Company (the “Binding Settlement Proposal”). In terms of the Binding Settlement Proposal, the Company shall assign the inter corporate deposits placed by it in Poena Power Development Limited (“PPDL”) (a wholly owned subsidiary) in favour of the Lenders such that PPDL’s books reflect the Lenders as the inter corporate deposits creditors. For the purposes of implementation of the Binding Settlement Proposal, Lenders have received a commitment letter from global investors, who have backed the ARC with respect to funding a part thereof i.e., for an amount of up to ₹ 2680,00,00,000/- (Rupees Two Thousand Six Hundred and Eighty Crore)(the “ARC Proposal”).

Subsequent to the Binding Settlement Proposal, the Lenders carried out a swiss challenge wherein the Company emerged as the successful bidder. The Lenders then issued a letter of intent for the implementation of the Binding Settlement Proposal where in it required the Company to submit a corporate performance guarantee of ₹ 75,00,00,000 (Rupees Seventy Five Crore), which has already been submitted.

The Binding Settlement Proposal entails: (i) binding settlement of the Outstanding Debt owed to the Lenders, a part of which is being acquired by the ARC; (ii) reduction of a portion of the Outstanding Debt by issuing equity and preference share capital of the Company; (iii) increasing the net-worth of the Company; and (iv) settlement of identified liabilities of the Company through funding support from the Promoter Group entities. This would help the Company to keep the debt at a sustainable level which can be funded out of its operations and funding support from Promoters, in order to prevent the Company from going into insolvency under the Insolvency Code, and thereby protect the equity value of the shareholders of the Company.

In light of the debt position of the Company as mentioned above and the threat of an application being filed by the lead lender under Section 7 of the Insolvency Code pursuant to the Prudential Framework, it is evident that the Company is facing an imminent risk of insolvency which would adversely affect the interests of its stakeholders including the shareholders. In the event that the Binding Settlement Proposal is not implemented in its entirety, the Company will continue to face serious threats of initiation of insolvency proceedings in the near future. On the other hand, the successful implementation of the Binding Settlement Proposal and the ensuing settlement is expected to significantly improve the financial position of the Company and create long term viability for the Company and its stakeholders including the shareholders. The approval of the shareholders of the Company in this regard is critical for the Company to resolve the financial stress in a timely manner in order to avoid initiation of corporate insolvency resolution process under the Insolvency Code.

The Board of Directors accordingly recommend the Resolutions as specified and detailed in this Notice and Explanatory Statement for approval of the members of the Company. It is reiterated here that the Company is now at a stage where it is important to push through on the revised binding settlement and hence keep the Company out of NCLT and provide an opportunity to protect the value of the assets.

A. Increase and Alteration of Authorized Share Capital of the Company

At present, the Authorized Share Capital of the Company is ₹ 5000,00,00,000/- (Rupees Five Thousand Crore) divided into 500,00,00,000 (Five Hundred Crore) Equity Shares having face value ₹ 10/- each.

The terms of the Binding Settlement Proposal, *inter alia*, involve issuance of up to (i) 80,57,24,169 (Eighty Crore Fifty Seven Lakhs Twenty Four Thousand One Hundred and Sixty Nine) Equity Shares; (ii) 25,00,00,000 (Twenty Five Crore) Redeemable Preference Shares; and (iii) 37,69,20,000 (Thirty Seven Crore Sixty Nine Lakhs Twenty Thousand) Optionally Convertible Cumulative Redeemable Preference Shares, to the Lenders, towards reduction of certain existing debt of the Company availed from the Lenders. Additionally, towards implementation of the Binding Settlement Proposal, the Company shall issue up to (i) 80,57,24,169 (Eighty Crore Fifty Seven Lakhs Twenty Four Thousand One Hundred and Sixty Nine) Equity Shares to the ARC; and (ii) 80,57,24,169 (Eighty Crore Fifty Seven Lakhs Twenty Four Thousand One Hundred and Sixty Nine) Compulsorily Convertible Debentures to RR Infralands Private Limited.

In order to cater to the above requirements as also to accommodate any further issuances of equity or preference shares in future, it is sought to affect an alteration and increase in the Authorized Capital of the Company and a consequent alteration in Clause V (Capital Clause) of the Memorandum of Association of the Company, in the form and manner specified in resolution set out at item no.1 of this Notice.

A duly altered draft copy of the Memorandum of Association and Articles of Association of the Company is available at the Registered Office of the Company for inspection of the Members on all working days (except Saturdays, Sundays and Public holidays) between 10:00 A.M. and 5:00 P.M. upto the date of EGM and will also be available at the EGM.

The Board of Directors in its meeting held on November 6, 2019, approved the aforesaid change / alteration in the composition of Authorized Share Capital of the Company and consequent amendment in Clause V of the Memorandum of Association, subject to the members approving the same by way of an ordinary resolution. Accordingly, approval of the Members is sought for change / alteration in the composition of Authorized Share Capital of the Company and consequent amendment in Clause V of the Memorandum of Association, in terms of the resolution set out at as Item No. 1 of the Notice. The Board recommends passing of the same.

None of the Promoters, Directors, Key Managerial Personnel and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed Resolution.

B. Issuance of the following securities of the Company under the Binding Settlement Proposal:

(a) Issue of Lenders Equity Shares

The preferential issue of Lenders Equity Shares is being undertaken pursuant to the exemption provided under Regulation 158(6) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and in accordance with the Prudential Framework.

(i) Object(s) of the issue

The proposed preferential issue of Lenders Equity Shares is being undertaken towards implementation of the Binding Settlement Proposal as mentioned above in this Explanatory Statement.

(ii) Particulars of the issue, kind of securities, issue price, amount intended to be raised by the Company towards reduction of Outstanding Debt and the class of persons (entities) to whom the allotment is proposed to be made

The resolution set out in the accompanying notice authorises the Board to issue and allot up to 80,57,24,169 (Eighty Crore Fifty Seven Lakhs Twenty Four Thousand One Hundred and Sixty Nine) Equity Shares at an issue price of ₹ 1.48 per Equity Share aggregating to ₹ 119,24,71,770 (Rupees One Hundred and Nineteen Crore Twenty Four Lakh Seventy One Thousand Seven Hundred and Seventy) to the Lenders in relation to the 1350 MW thermal power project at Amravati, Maharashtra towards reduction of a portion of loan facilities availed by the Company from the Lenders.

(iii) Proposed time frame

The Lenders Equity Shares shall be allotted within a period of 15 days from the date of passing of the special resolution by the shareholders of the Company at the Extra- ordinary General Meeting of the Company, subject to receipt of all approval from any regulatory authority or the Central Government including in-principle approval from the stock exchanges.

(iv) Basis of issue price

The price for issue of Lenders Equity Shares has been determined in accordance with the Prudential Framework, as reproduced below:

The issue price of the Equity Shares shall be the lower of (I) or (II) below:

- I. *The average of the weekly high and low of the volume weighted average price of the related Equity Shares quoted on the recognised stock exchange during the twenty six weeks preceding the 'reference date' or the average of the weekly high and low of the volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange during the two weeks preceding the 'reference date', whichever is lower; and*
- II. *Book value: Book value per share to be calculated from the latest audited balance sheet of the Company (without considering 'revaluation reserves', if any) adjusted for cash flows and financials post the earlier restructuring, if any. The date as on which the latest balance sheet is drawn up should not precede the date of restructuring by more than 18 months. In case the latest audited balance sheet is not available the Equity Shares are to be collectively valued at Re.1 per company.*

In the case of conversion of debt into equity, the 'reference date' shall be the date on which the bank approves the restructuring scheme. In the case of conversion of convertible securities into equity, the 'reference date' shall be the date on which the bank approves the conversion of the convertible securities into equities.

(v) Issue price

In accordance with point no. (iv) above, the issue price of Lenders Equity Shares is ₹ 1.48 per Equity Share.

(vi) Names of proposed allottees and the percentage of the post issue capital that would be held by them

The Lenders Equity Shares to be issued and allotted to the Lenders pursuant to the preferential issue shall be to the following entities, namely Power Finance Corporation Limited, Axis Bank Limited, UCO Bank, Life Insurance Corporation of India Limited, Bank of India, Central Bank of India, State Bank of India, Punjab National Bank, Canara Bank, United Bank of India, Syndicate Bank and REC Limited.

The number of shares to be issued to each entity within the overall quantity of 80,57,24,169 (Eighty Crore Fifty Seven Lakhs Twenty Four Thousand One Hundred and Sixty Nine) Equity Shares, shall be in proportion to their share in the cash component of the Binding Settlement and their percentage shareholding in the Company would be commensurate with the share capital so held.

(vii) Other disclosures

- I. Since it is proposed to issue and allot the aforesaid securities on preferential allotment basis, a special resolution is required to be approved by members of the Company pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013, as amended.
- II. The Equity Shares proposed to be allotted to the Lenders pursuant to the Lenders Preferential Issue shall be locked in till March 31, 2021.
- III. The date of the resolution of the Board of Directors approving the issue of Lenders Equity Shares is November 6, 2019.

- IV. The Promoters, Directors or Key Managerial Personnel of the Company do not intend to subscribe to the issue being made to the Lenders in respect of the Lenders Equity Shares. It would however be pertinent to mention here that the Promoters and Promoter Group entities have committed to infuse an amount upto ₹ 200,00,00,000/- (Rupees Two Hundred Crore) in the Company by way of inter corporate deposits, to meet certain obligation towards the Binding Settlement Proposal and towards repayment of the debt of ICICI Bank Limited, the debt of IDBI Bank Limited as the Phase II Lender and meeting certain other obligations. Of the amount so committed, a certain amount has already been infused by them and has been utilised towards intended purpose. There is no further contribution being made by the Promoters(s) or directors of the Company as a part of the proposed preferential issue of Equity Shares or separately in furtherance of the objects of the preferential issue of the Equity Shares.
- V. Reference date for the purpose of the resolution is September 17, 2019, being the date of issuance of the letter of intent by the Lenders.
- VI. The issue price of the Lenders Equity Shares has been certified by independent valuers namely, Rakesh Mundra, Registration no. IBBI/RV/06/2019/12126 and Hardev Singh, Registration no. IBBI/RV/06/2019/1117, both having their respective offices in New Delhi.
- VII. There would be no change in control in the Company consequent to the preferential issue of the Lenders Equity Shares.
- VIII. Prior to the aforesaid preferential issuance, as proposed, the Company has not made any preferential issuance to any person or entity, during the year.
- IX. The Pre issue and post issue shareholding pattern of the Company is depicted in the tables set out below:

Sr. No.	Category and name of the shareholder	Pre-issue shareholding (as on September 30, 2019)**		Post-issue shareholding*	
		No. of Equity Shares	% of holding	No. of Equity Shares	% of holding
1.	Promoter and Promoter Group				
(i)	RattanIndia Infrastructure Limited	118,50,00,000	40.13	118,50,00,000	18.58
(ii)	RR Infralands Private Limited	38,25,00,000	12.95	118,82,24,169	18.63
	Promoter & Promoter Group	156,75,00,000	53.08	237,32,24,169	37.21
2.	Public				
(i)	Institutions	51,63,80,144	17.49	232,88,57,633	36.51
(ii)	Non-Institutions	86,90,53,209	29.43	167,61,65,978	26.28
	Public	138,54,33,353	46.92	400,50,23,611	62.79
	TOTAL	295,29,33,353	100.00	637,82,47,780	100.00

*1. The post-issue shareholding depicted above has been calculated on a fully-diluted basis assuming issue and allotment of (i) a maximum of 80,57,24,169 Equity Shares on preferential basis to the Lenders (ii) a maximum of 80,57,24,169 Equity Shares on a preferential basis to the ARC; (iii) a maximum of 80,57,24,169 Equity Shares upon conversion of Promoter CCDs; (iv) 37,69,20,000 Equity Shares upon conversion of Lenders OCCRPS is assumed at face value of ₹ 10 per Lenders OCCRPS; (v) 62,98,33,320 Equity Shares being the maximum number of Equity Shares to be issued in favour of the Lenders in a situation where the Company is unable to redeem the Lenders OCCRPS and Equity Shares have to be issued to the Lenders against the same, in which case the maximum redemption premium of ₹ 629,83,33,200 (described in detail in the resolution set out in this Notice with respect to the issuance of OCCRPS) shall be deemed to be the consideration received by the Company from the Lenders assuming the face value of ₹ 10 per Equity Share to be the issue price; and (vi) 13,88,600 Equity Shares pursuant to exercise of the vested options under the employee stock options of the Company as on date.

**2. September 30, 2019 represents the latest date for which the Company filed its shareholding pattern with the stock exchanges where shares are listed, in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended up to the date.

All material terms of issue of Lenders Equity shares are covered in point nos. (i) to (ix) above.

(b) **Issue of Lenders RPS**

Sr. No.	Particulars	Details
1.	The size of the issue and number of preference shares to be issued and nominal value of each share	25,00,00,000 (Twenty Five Crore) 0.001% Redeemable Preference Shares of face value of ₹ 10/- aggregating to ₹ 250,00,00,000/- (Rupees Two Hundred and Fifty Crore)
2.	The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	Non - cumulative; Non-participating; and Non-convertible
3.	The objectives of the issue	The Lenders RPS are being issued to the Lenders in relation to the 1350 MW thermal power project at Amravati, Maharashtra towards reduction of a portion of the Outstanding Debt availed by the Company from the Lenders, pursuant to proposed binding settlement of the Outstanding Debt, as mentioned above in this Explanatory Statement
4.	The manner of issue of shares	Lenders RPS will be offered and issued to the Lenders on a preferential allotment basis, in accordance with the provisions of the Companies Act, 2013, as amended and rules made thereunder
5.	The price at which such shares are proposed to be issued	The Lenders RPS will be issued at par i.e. ₹ 10/- per Lenders RPS
6.	The basis on which the price has been arrived at	Not applicable, since the issue is at par
7.	The terms of the issue, including terms and rate of dividend on each share etc.	The rate of coupon on the Lenders RPS is 0.001% per annum, and such coupon is payable annually. All other terms and conditions of issue of RPS are stated herein, in this Explanatory Statement
8.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Lenders RPS shall be redeemable at par upon completion of 24 months from the date of allotment of the Lenders RPS
9.	The manner and modes of redemption	As may be determined by the Board subject to the provisions of the Companies Act, 2013, as amended and rules made thereunder
10.	The current shareholding pattern of the Company	Please see below – point no. 18
11.	The expected dilution in equity share capital upon conversion of preference shares	The Lenders RPS are non-convertible and hence the issuance of the same would not result in any dilution in the Equity Share capital
12.	Particulars of the issue including date of passing of Board resolution	The Particulars of the issue of Lenders RPS are stated herein, in this explanatory statement. The date of Board resolution for the Issue is November 6, 2019
13.	Kinds of securities offered and the price at which security is being offered	Please refer to the rows 1, 2 and 5 above
14.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The issue of Lenders RPS is made at par.
15.	Name and address of valuer who performed valuation	Not applicable, since the issue of Lenders RPS is at par
16.	Amount which the company intends to raise by way of such securities	Not exceeding ₹ 250,00,00,000/- (Rupees Two Hundred and Fifty Crore)
17.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	Material terms are stated herein, in this explanatory statement. The RPS shall be issued within 15 days of the passing of this resolution, subject to receipt of all approvals from any regulatory authority or the Central Government, if any required. The Lenders RPS are being issued to the Lenders on a preferential basis in relation to the 1350 MW thermal power project at Amravati, Maharashtra for reduction of a portion of loan facilities availed by the Company from the Lenders, towards implementation of the Binding Settlement Proposal as mentioned above in this Explanatory Statement.

		<p>The Promoters and Promoter Group entities have committed to make a fresh infusion of funds aggregating up to ₹ 200,00,00,000/- (Rupees Two Hundred Crore) in the Company by way of inter corporate deposits, to meet certain obligation towards the Binding Settlement Proposal towards the repayment of the debt of ICICI Bank Limited, the debt of IDBI Bank Limited as the Phase-II Lender and meeting certain other obligations.</p> <p>Of the amount so committed, a certain amount has already been infused by them and has been utilised towards the intended purpose. This is the contribution of the Promoters towards furtherance of the objects of the offer to Lenders pursuant to Lenders Preferential Issue, for the Lenders RPS. No contribution towards this end is being made by the Directors of the Company.</p> <p>Further, the Promoters and Directors are not a part of the offer made to the Lenders pursuant to Lenders Preferential Issue, for the Lenders RPS.</p>
--	--	---

18. The shareholding pattern of the Company as on September 30, 2019, as disclosed to the stock exchanges, is set forth below:

Sr. No.	Category & Name of the Shareholder	Shareholding pattern as on September 30, 2019	
		No. of shares	% of holding
1.	Promoter and Promoter Group		
(i)	RattanIndia Infrastructure Limited	118,50,00,000	40.13
(ii)	RR Infralands Private Limited	38,25,00,000	12.95
	Promoter & Promoter Group	156,75,00,000	53.08
2.	Public		
(i)	Institutions	51,63,80,144	17.49
(ii)	Non-Institutions	86,90,53,209	29.43
	Public	138,54,33,353	46.92
	TOTAL	295,29,33,353	100.00

Issuance of redeemable preference shares requires prior approval of the shareholders of the Company by way of special resolution, in terms of the requirements of Section 55 of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

(c) **Issue of Lenders OCCRPS**

The preferential issue of Lenders OCCRPS is being undertaken pursuant to the exemption provided under Regulation 158(6) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and in accordance with the Prudential Framework.

Sr. No.	Particulars	Details
1.	The size of the issue and number of preference shares to be issued and nominal value of each share	37,69,20,000 (Thirty Seven Crore Sixty Nine Lakh and Twenty Thousand) 0.001% Optionally Convertible Cumulative Redeemable Preference Shares of face value of ₹ 10/- each and issued at an issue price of ₹ 10/- per Optionally Convertible Cumulative Redeemable Preference Shares aggregating to ₹ 376,92,00,000 (Rupees Three Hundred Seventy Six Crore Ninety Two Lakhs) carrying the option of being convertible into appropriate number of Equity Shares of the Company, the redemption/ conversion, as the case may be, being pursuant to and in terms of the mode and

		<p>manner mutually settled and agreed upon between the Company and the Lenders, and the amount payable on redemption being inclusive of a premium of an aggregate of up to ₹ 629,83,33,200 (Rupees Six Hundred and Twenty Nine Crore Eighty Three Lakh and Thirty Three Thousand Two Hundred) at the maximum, calculated based on the formula provided hereinbelow, payable upon redemption, subject to applicable laws including the Prudential Framework.</p> <p>The aforesaid premium shall be subject to adjustment based on the trading price of the Equity Shares of the Company as of March 31, 2022, calculated as per below:</p> <p>A. Premium amount = maximum premium amount – Equity Value compounded for a period up to OCCRPS redemption date @ 11 % per annum; Provided however that for the purpose of the aforesaid formulation, OCCRPS redemption date shall not be beyond 7 years from the date of allotment of such OCCRPS.</p> <p>B. Equity Value = Number of Equity Shares issued to the Lenders i.e. 80,57,24,169 multiplied by Equity Share price as on March 31, 2022.</p> <p>C. Equity Share price as on March 31, 2022 would be the price in accordance with Regulation 164 of the Securities And Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018 (as amended from time to time) or the corresponding provision under any subsequent regulations governing the matter; provided however that (i) if the difference of average price of 26 weeks and average price of 2 weeks is more than 50% of the higher of both prices, the average of both prices (average of 26 weeks and average of 2 weeks) will be the Equity Share price to be considered for aforesaid purpose; and (ii) if the difference of average price of 26 weeks and average price of 2 weeks is lower than 50% of the higher of both prices, the higher of both prices (average of 26 weeks and average of 2 weeks) will be the Equity Share price to be considered for aforesaid purpose.</p>
2.	The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	<p>Cumulative. Non-participating; and Optionally convertible</p>
3.	The objectives of the issue	The Lenders OCCRPS are being issued to Lenders in relation to the 1350 MW thermal power project at Amravati, Maharashtra towards reduction of a portion of the Outstanding Debt availed by the Company from the Lenders, pursuant to the proposed settlement of the Outstanding Debt, as mentioned above in this Explanatory Statement
4.	The manner of issue of shares	Lenders OCCRPS will be offered and issued to the Lenders on a preferential allotment basis, in accordance with the applicable provisions of the Companies Act, 2013, as amended and rules made thereunder and pursuant to the exemption provided under Regulation 158(6) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and in accordance with the Prudential Framework

5.	The issue price	Refer to Row 1 above.
6.	Basis or justification for the issue price	Not applicable, since the issue is at par
7.	The terms of the issue, including terms and rate of dividend on each share etc.	The rate of coupon on the Lenders OCCRPS is 0.001% per annum. All other terms and conditions of issue of Lenders OCCRPS are stated herein, in this explanatory statement.
8.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The Lenders OCCRPS shall be redeemable by the Company along with redemption premium, upon the completion of 7 years from the date of allotment of the Lenders OCCRPS and if the Lenders OCRPS are not redeemed, then the face value of the unredeemed OCCRPS along with corresponding premium shall be convertible into Equity Shares at the option of the Lenders. The relevant date for the purpose of conversion of OCCRPS and premium into Equity Shares shall be the date on which the Lenders exercise the option to convert, in accordance with the Prudential Framework. The value of the Equity Shares to be issued upon conversion of OCCRPS and premium into Equity Shares shall be determined by the Lenders subject to applicable law including the Prudential Framework. The conversion ratio shall be determined accordingly
9.	The manner and modes of redemption	As may be determined by the Board subject to the provisions of the Companies Act, 2013, as amended and rules made thereunder, including those relating to creation and maintenance of any reserves with respect to redemption
10.	The current shareholding pattern of the Company	Please see below – point no. 21
11.	The expected dilution in equity share capital upon conversion of preference shares	Upon conversion of the Lenders OCCRPS into Equity Shares, the Equity Share capital of the Company shall be diluted by 15.78 %
12.	Particulars of the offer including date of passing of Board resolution	The Particulars of the issue of Lenders OCCRPS are stated herein, in this explanatory statement. The date of Board resolution for the Issue is November 6, 2019
13.	Kinds of securities offered and the price at which security is being offered	Please refer to the rows 1, 2 and 5 above
14.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	See row 6 above
15.	Name and address of valuer who performed valuation	Not applicable, since the issue is at par The price of conversion of the Lenders OCCRPS into Equity Shares shall be the price to be determined by the Lenders at the time of conversion subject to applicable laws including the Prudential Framework.
16.	Amount which the company intends to raise by way of such securities	Not exceeding ₹ 376,92,00,000/- (Rupees Three Hundred Seventy Six Crore and Ninety Two Lakh)
17.	Material terms of raising such securities, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	Material terms of Lenders OCCRPS are stated herein, in this explanatory statement. The Promoters and Promoter Group entities have committed to making a fresh infusion of funds aggregating up to ₹ 200,00,00,000/- (Rupees Two Hundred Crore) in the Company by way of inter corporate deposits, to meet certain obligation towards the Binding Settlement Proposal and towards repayment of the debt from ICICI Bank Limited, the debt of IDBI Bank Limited as the Phase II Lender and meeting certain other obligations. Of the amount so committed, a certain amount has already been infused by them and has been utilised towards the intended purpose. This is the contribution of the Promoters towards furtherance of the objects of the offer to Lenders pursuant to Lenders Preferential Issue, for the Lenders OCCRPS. No contribution

		towards this end is being made by the Directors of the Company. Further, the Promoters and Directors are not a part of the offer made to the Lenders pursuant to Lenders Preferential Issue, for the Lenders OCCRPS.
18.	Proposed time frame within which the Lenders OCCRPS shall be completed	The Lenders OCCRPS shall be allotted within a period of 15 days from the date of passing of the special resolution by the shareholders of the Company at the Extra- ordinary General Meeting of the Company, subject to receipt of all approval from any regulatory authority or the Central Government including in-principle approval from the stock exchanges.
19.	Other disclosures	<p>(i) The Lenders OCCRPS to be issued and allotted to the Lenders pursuant to the preferential issue shall be to the following entities, namely Power Finance Corporation Limited, Axis Bank Limited, UCO Bank, Life Insurance Corporation of India Limited, Bank of India, Central Bank of India, State Bank of India, Punjab National Bank, Canara Bank, United Bank of India, Syndicate Bank and REC Limited. The number of OCCRPS to be issued to each entity within the overall quantity of as mentioned in the resolution, shall be in proportion to their share in the cash component of the Binding Settlement and their percentage shareholding would be commensurate with their OCCRPS holding post the preferential issue.</p> <p>(ii) Issuance of optionally convertible cumulative redeemable preference shares requires prior approval of the shareholders of the Company by way of special resolution, in terms of the requirements of Section 55 of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.</p> <p>(iii) Prior to the aforesaid preferential issuance, as proposed, the Company has not made any preferential issuance to any person or entity, during the year.</p> <p>(iv) The Lenders OCCRPS proposed to be allotted to the Lenders pursuant to the Lenders Preferential Issue shall be locked-in for a period as per applicable law.</p> <p>(v) There would be no change in control in the Company consequent to the preferential issue of the Lender OCCRPS.</p>

21. The Pre issue and post issue shareholding pattern of the Company is depicted in the tables set out below:

Sr. No.	Category and name of the shareholder	Pre-issue shareholding (as on September 30, 2019)**		Post-issue shareholding*	
		No. of Equity Shares	% of holding	No. of Equity Shares	% of holding
1.	Promoter and Promoter Group				
(i)	RattanIndia Infrastructure Limited	118,50,00,000	40.13	118,50,00,000	18.58
(ii)	RR Infralands Private Limited	38,25,00,000	12.95	118,82,24,169	18.63
	Promoter & Promoter Group	156,75,00,000	53.08	237,32,24,169	37.21

Sr. No.	Category and name of the shareholder	Pre-issue shareholding (as on September 30, 2019)**		Post-issue shareholding*	
		No. of Equity Shares	% of holding	No. of Equity Shares	% of holding
2.	Public				
(i)	Institutions	51,63,80,144	17.49	232,88,57,633	36.51
(ii)	Non-Institutions	86,90,53,209	29.43	167,61,65,978	26.28
	Public	138,54,33,353	46.92	400,50,23,611	62.79
	TOTAL	295,29,33,353	100.00	637,82,47,780	100.00

*1. The post-issue shareholding depicted above has been calculated on a fully-diluted basis assuming issue and allotment of (i) a maximum of 80,57,24,169 Equity Shares on preferential basis to the Lenders (ii) a maximum of 80,57,24,169 Equity Shares on a preferential basis to the ARC; (iii) a maximum of 80,57,24,169 Equity Shares upon conversion of Promoter CCDs; (iv) 37,69,20,000 Equity Shares upon conversion of Lenders OCCRPS is assumed at face value of ₹ 10 per Lenders OCCRPS; (v) 62,98,33,320 Equity Shares being the maximum number of Equity Shares to be issued in favour of the Lenders in a situation where the Company is unable to redeem the Lenders OCCRPS and Equity Shares have to be issued to the Lenders against the same, in which case the maximum redemption premium of ₹ 629,83,33,200 (described in detail in the resolution set out in this Notice with respect to the issuance of OCCRPS) shall be deemed to be the consideration received by the Company from the Lenders assuming the face value of ₹ 10 per Equity Share to be the issue price; and (vi) 13,88,600 Equity Shares pursuant to exercise of the vested options under the employee stock options of the Company as on date.

**2. September 30, 2019 represents the latest date for which the Company filed its shareholding pattern with the stock exchanges where shares are listed, in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended up to the date.

(d) **Issue of the ARC Equity Shares**

The Company has executed a binding term sheet with the ARC, requiring the ARC to partly infuse funds towards implementation of the Binding Settlement Proposal (the “ARC Proposal”). In accordance with the terms of the ARC Proposal, for a portion of the Outstanding Debt to be taken over by the ARC, the Company amongst other things will be required to issue and allot up to 80,57,24,169 (Eighty Crore Fifty Seven Lakhs Twenty Four Thousand One Hundred and Sixty Nine) Equity Shares to the ARC.

The relevant details of the proposed ARC Preferential Issue, as required in terms of Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations, are as follows:

(i) **Object(s) of the issue**

The proposed ARC Preferential Issue is being undertaken towards implementation of the Binding Settlement Proposal as mentioned above in this Explanatory Statement.

(ii) **Maximum number of specified securities to be issued/ particulars of the issue/ kinds of securities offered/ amount intended to be raised by the Company**

The resolution set out in the accompanying notice authorises the Board to issue and allot up to 80,57,24,169 (Eighty Crore Fifty Seven Lakhs Twenty Four Thousand One Hundred and Sixty Nine) Equity Shares at an issue price of ₹ 10 per Equity Share aggregating to ₹ 805,72,41,690 (Rupees Eight Hundred and Five Crore Seventy Two Lakhs Forty One Thousand Six Hundred and Ninety) to the ARC towards reduction of a part of the Outstanding Debt, proposed to be taken over by the ARC from the Lenders, prior to issuance of the ARC Equity Shares.

(iii) **Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer**

None of the Promoters, Directors or Key Management Personnel of the Company intend to subscribe to the ARC Preferential Issue.

(iv) **Pre-issue and Post issue Shareholding Pattern of the Company is given below:**

The Pre issue and post issue shareholding pattern of the Company are depicted in the tables set out below:

Sr. No.	Category and name of the shareholder	Pre-issue shareholding (as on September 30, 2019)**		Post-issue shareholding*	
		No. of Equity Shares	% of holding	No. of Equity Shares	% of holding
1.	Promoter and Promoter Group				
(i)	RattanIndia Infrastructure Limited	118,50,00,000	40.13	118,50,00,000	18.58
(ii)	RR Infralands Private Limited	38,25,00,000	12.95	118,82,24,169	18.63
	Promoter & Promoter Group	156,75,00,000	53.08	237,32,24,169	37.21
2.	Public				
(i)	Institutions	51,63,80,144	17.49	232,88,57,633	36.51
(ii)	Non-Institutions	86,90,53,209	29.43	167,61,65,978	26.28
	Public	138,54,33,353	46.92	400,50,23,611	62.79
	TOTAL	295,29,33,353	100.00	637,82,47,780	100.00

*1. The post-issue shareholding depicted above has been calculated on a fully-diluted basis assuming issue and allotment of (i) a maximum of 80,57,24,169 Equity Shares on preferential basis to the Lenders (ii) a maximum of 80,57,24,169 Equity Shares on a preferential basis to the ARC; (iii) a maximum of 80,57,24,169 Equity Shares upon conversion of Promoter CCDs; (iv) 37,69,20,000 Equity Shares upon conversion of Lenders OCCRPS is assumed at face value of ₹ 10 per Lenders OCCRPS; (v) 62,98,33,320 Equity Shares being the maximum number of Equity Shares to be issued in favour of the Lenders in a situation where the Company is unable to redeem the Lenders OCCRPS and Equity Shares have to be issued to the Lenders against the same, in which case the maximum redemption premium of ₹ 629,83,33,200 (described in detail in the resolution set out in this Notice with respect to the issuance of OCCRPS) shall be deemed to be the consideration received by the Company from the Lenders assuming the face value of ₹ 10 per Equity Share to be the issue price; and (vi) 13,88,600 Equity Shares pursuant to exercise of the vested options under the employee stock options of the Company as on date.

**2. September 30, 2019 represents the latest date for which the Company filed its shareholding pattern with the stock exchanges where shares are listed, in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended up to the date.

(v) Proposed time frame within which the ARC Preferential Issue shall be completed

In accordance with the provisions of the SEBI ICDR Regulations, the ARC Equity Shares shall be allotted within a period of 15 days from the date of passing of the special resolution by the shareholders of the Company at the Extra-ordinary General Meeting of the Company. Provided that where the allotment is pending on account of any approval from any regulatory authority or the Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of the last of such approvals or such other time as may be prescribed or permitted by the SEBI, stock exchanges or other competent authorities.

(vi) The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of the paid-capital of the Company to be held by the proposed allottee post completion of the proposed ARC Preferential Issue and change in control, if any, in the Company, consequent to the ARC Preferential Issue

Name of proposed allottee & category	Ultimate beneficial owners	Percentage of post-preferential issue capital to be held*	Change in control, if any
A trust set up Aditya Birla ARC Limited The Proposed Allottee belongs to the Non promoter Category	Qualified institutional buyers, as defined under the Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002, holding security receipts issued by the ARC Trust from time to time	Maximum up to 12.63%	The proposed preferential issue would not result in change of control of the Company

**The post-issue shareholding depicted above has been calculated on a fully-diluted basis assuming issue and allotment of (i) a maximum of 80,57,24,169 Equity Shares on preferential basis to the Lenders (ii) a maximum of 80,57,24,169 Equity Shares on a preferential basis to the ARC; (iii) a maximum of 80,57,24,169 Equity Shares upon conversion of Promoter CCDs; (iv) 37,69,20,000 Equity Shares upon conversion of Lenders OCCRPS is assumed at face value of ₹ 10 per Lenders OCCRPS; (v) 62,98,33,320 Equity Shares being the maximum number of Equity Shares to be issued in favour of the Lenders in a situation where the Company is unable to redeem the Lenders OCCRPS and Equity Shares have to be issued to the Lenders against the same, in which case the maximum redemption premium of ₹ 629,83,33,200 (described in detail in the resolution set out in this Notice with respect to the issuance of OCCRPS) shall be deemed to be the consideration received by the Company from the Lenders assuming the face value of ₹ 10 per Equity Share to be the issue price; and (vi) 13,88,600 Equity Shares pursuant to exercise of the vested options under the employee stock options of the Company as on date.*

(vii) Basis on which the price has been arrived and relevant date

The Equity Shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited and the Equity Shares of the Company are frequently traded in accordance with the SEBI ICDR Regulations. For the purpose of computation of the floor price per Equity Share, trading at the National Stock Exchange of India Limited (the stock exchange which had the highest trading volume in respect of the Equity Shares of the Company) during the preceding 26 weeks prior to the relevant date has been considered. In terms of the SEBI ICDR Regulations the floor price for the Equity Shares to be allotted should be a price which is not less than higher of the following:

1. Average of the weekly high and low of the volume weighted average prices of the Equity Shares of the Company quoted on the stock exchange, during the twenty-six weeks preceding the relevant date, or
2. Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the stock exchange, during the 2 weeks preceding the relevant date.

While the floor price for the ARC Equity Shares proposed to be issued and allotted as determined in accordance with the SEBI ICDR Regulations, works out to ₹ 1.65/- per Equity Share, the Equity Shares are being subscribed to by the ARC at ₹10/- per Equity Share which is 6.06 times the floor price, in accordance with Section 53 of the Companies Act, 2013.

The relevant date referred hereinabove for determination of floor price is November 1, 2019, in accordance with Regulation 161 of the SEBI ICDR Regulations.

(viii) Re-computation of the share price

Since the Equity Shares of the Company have been listed on a recognized stock exchange for more than 26 weeks the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI ICDR Regulations are not applicable.

(ix) Confirmations regarding wilful defaulters/ fugitives, if any

None of the Company, the Promoters and the Directors of the Company have been identified as wilful defaulters by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

(x) Issue Price and Relevant Date

While the floor price for the ARC Equity Shares proposed to be allotted as determined in accordance with the SEBI ICDR Regulations, works out to ₹ 1.65/- per Equity Share, the Equity Shares are being subscribed to by the ARC at ₹ 10/- per Equity Share which is 6.06 times the floor price, in accordance with Section 53 of the Companies Act, 2013.

The relevant date referred hereinabove for determination of floor price is November 1, 2019, in accordance with Regulation 161 of the SEBI ICDR Regulations.

(xi) Lock-in Requirements

1. The Equity Shares proposed to be allotted on a preferential basis to the ARC shall be locked-in for a period of one year from the date of receipt of trading approval, granted for the listing and trading of the ARC Equity Shares proposed to be issued pursuant to the ARC Preferential Issue, in accordance with requirements of SEBI ICDR Regulations.
2. Pre-preferential issue lock-in requirements specified under the SEBI ICDR Regulations will not be applicable since the ARC does not hold any shares in the Company as on date.

(xii) Other Disclosures

- (a) A copy of the certificate from M/s Walker Chandio & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company, certifying that the ARC Preferential Issue is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable, shall be available for inspection by the Members at the Registered Office of the Company between 10:00 A.M. to 5:00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the Extra-ordinary General Meeting and also at the Extra-ordinary General Meeting.
- (b) The ARC has not sold or transferred Equity Shares of the Company in the six months preceding the Relevant Date.
- (c) Since it is proposed to issue and allot the aforesaid securities on preferential allotment basis, a Special Resolution is required to be approved by Members pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations.
- (d) Prior to the aforesaid preferential issuance, as proposed, the Company has not made any preferential issuance to any person or entity, during the year.
- (e) The date of the resolution of the Board of Directors approving the issue of the ARC Equity Shares is November 6, 2019.
- (f) No contribution is being made by the Promoters or Directors of the Company either as a part of the issue or separately in furtherance of the objects specified herein above.

All material terms of issue of ARC Equity shares are covered in point nos. (i) to (xii) above.

(e) Private placement of Non-Convertible Debentures to the ARC (the "NCDs")

Sr. No.	Particulars	Details
1.	Particulars of the offer including date of passing of Board resolution	Issue of up to 3,33,050 (Three Lakh Thirty Three Thousand and Fifty) NCDs of ₹ 1,00,000 each to the ARC, on a private placement basis, at an issue price of ₹ 1,00,000 per NCD, during a period of one year from the date of this resolution, in one or more series / tranches for an aggregate value of up to ₹ 3330,50,00,000/- (Rupees Three Thousand Three Hundred and Thirty Crore and Fifty Lakh) The date of board resolution for the Issue is November 6, 2019.
2.	Kinds of securities offered and the price at which security is being offered	Issue of up to 3,33,050 (Three Lakh Thirty Three Thousand and Fifty) NCDs of ₹ 1,00,000 each at an issue price of ₹ 1,00,000 per NCD
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The issue of NCDs is made at par
4.	Name and address of valuer who performed valuation	Not applicable, since the NCDs are issued at par
5.	Amount which the company intends to raise by way of such securities	Up to ₹ 3330,50,00,000 /- (Rupees Three Thousand Three Hundred and Thirty Crore and Fifty Lakh)
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	Please refer to rows 1-5 above for particulars and terms of the issue of NCDs. As detailed above in this Explanatory Statement, the Company has executed a binding term sheet with the ARC, requiring the ARC to partly infuse funds towards implementation of the Binding Settlement Proposal (the "ARC Proposal"). In accordance with the terms of the ARC Proposal, for a binding settlement a portion of the Outstanding Debt to be taken over by the ARC, the Company amongst other things will be required to issue non-convertible debentures to the Investor. There is no contribution being made by the Promoters(s) or directors of the Company as a part of the proposed preferential issue of NCDs or separately in furtherance of the objects of the preferential issue of the NCDs.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, to enable the Company to offer or invite subscriptions for 3,33,050 NCDs at a price of ₹ 1,00,000 per NCD, on a private placement basis, in one or more tranches, aggregating up to an amount ₹ 33,30,50,00,000/- (Rupees Three Thousand Three Hundred and Thirty Crores Fifty Lakhs), within the overall borrowing limits of the Company, as approved by the Members of the Company from time to time, with authority to the Board to determine the terms and conditions of the NCDs.

(f) **Issue of Promoter CCDs**

The relevant details of the proposed Promoter Preferential Issue, as required in terms of Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations, are as follows:

(i) **Object(s) of the issue**

The object of the proposed Promoter Preferential Issue is to restructure the Promoter debt of the Company by reduction of certain outstanding inter-corporate deposits and interest accrued thereon aggregating to ₹ 805,72,41,690/- (Rupees Eight Hundred and Five Crore Seventy Two Lakhs Forty One Thousand Six Hundred and Ninety), into compulsorily convertible debentures, which in turn are convertible into Equity Shares and resultantly improving its net worth.

(ii) **Maximum number of specified securities to be issued/ particulars of the issue/ kinds of securities offered/ amount intended to be raised by the Company**

The resolution set out in the accompanying notice authorises the Board to issue and allot up to 80,57,24,169 (Eighty Crore Fifty Seven Lakhs Twenty Four Thousand One Hundred and Sixty Nine) Compulsorily Convertible Debentures at an issue price of ₹ 10 per Compulsorily Convertible Debentures, with a coupon rate of 0.001 % per annum, aggregating to ₹ 805,72,41,690/- (Rupees Eight Hundred and Five Crore Seventy Two Lakhs Forty One Thousand Six Hundred and Ninety) to RR Infralands Private Limited (the "**Promoter Entity**") upon reduction of certain existing inter-corporate deposits including interest thereon if any, up to the date of allotment of the Promoter CCDs and further, conversion of the Promoter CCDs into Equity Shares on such terms and conditions as the Board may think fit in its absolute discretion. The terms of the Promoter CCDs are set forth below:

- (a) the Promoter CCDs shall be unsecured;
- (b) the Promoter CCDs shall be convertible into Equity Shares on or prior to the date 18 months from the date of issuance and allotment of Promoter CCD, at the option of the Promoter and the Promoter CCDs outstanding on the date 18 months from the date of issuance and allotment shall be immediately converted into Equity Shares by the Company, subject to compliance of applicable laws;
- (c) the Promoter CCDs shall carry a coupon of 0.001% per annum, up to the date of conversion into Equity Shares;
- (d) The Promoter CCDs shall be issued in dematerialised form;
- (e) In the event that the Company undertakes any form of capital restructuring prior to the conversion of the Promoter CCD, the number of Equity Shares to be issued and allotted, upon conversion of the Promoter CCDs shall be appropriately adjusted;
- (f) the CCDs shall be convertible into Promoter Equity Shares at a price of ₹ 10/- per Equity Share ("**Conversion Price**");
- (g) the Promoter CCD holders shall, subject to applicable rules, regulations and laws, be compulsorily required to convert the Promoter CCDs into Promoter Equity Shares, in one or more tranches within a period of 18 months from the date of the issuance and allotment of the Promoter CCDs by issuing a written notice to the Company specifying the number of Promoter CCDs proposed to be converted. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Promoter CCD holders; and
- (h) that the Promoter CCDs until conversion do not give any rights to the Promoter CCD holders with respect to that of a shareholder of the Company.

(iii) **Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer; Names of the Proposed Allottees and the percentage of post preferential capital which would be held by them**

A Promoter Entity intend to subscribe to up to 80,57,24,169 (Eighty Crore Fifty Seven Lakhs Twenty Four Thousand One Hundred and Sixty Nine) Compulsorily Convertible Debentures at an issue price of ₹ 10 per Compulsorily

Convertible Debentures, with a coupon rate of 0.001 % per annum, aggregating to ₹ 805,72,41,690/- (Rupees Eight Hundred and Five Crore Seventy Two Lakhs Forty One Thousand Six Hundred and Ninety) , as under:

Name of the Proposed Allottee	No. of Equity Shares already held	No. of Promoter CCDs (convertible into an equivalent number of Equity Shares) proposed to be issued and allotted
RR Infralands Private Limited	38,25,00,000	80,57,24,169

None of the Directors or Key Management Personnel of the Company intend to subscribe to the Promoter Preferential Issue.

(iv) Pre-issue and Post issue Shareholding Pattern of the Company is given below:

The Pre issue and post issue shareholding pattern of the Company is depicted in the tables set out below:

Sr. No.	Category and name of the shareholder	Pre-issue shareholding (as on September 30, 2019)**		Post-issue shareholding*	
		No. of Equity Shares	% of holding	No. of Equity Shares	% of holding
1.	Promoter and Promoter Group				
(i)	RattanIndia Infrastructure Limited	118,50,00,000	40.13	118,50,00,000	18.58
(ii)	RR Infralands Private Limited	38,25,00,000	12.95	118,82,24,169	18.63
	Promoter & Promoter Group	156,75,00,000	53.08	237,32,24,169	37.21
2.	Public				
(i)	Institutions	51,63,80,144	17.49	232,88,57,633	36.51
(ii)	Non-Institutions	86,90,53,209	29.43	167,61,65,978	26.28
	Public	138,54,33,353	46.92	400,50,23,611	62.79
	TOTAL	295,29,33,353	100.00	637,82,47,780	100.00

*1. The post-issue shareholding depicted above has been calculated on a fully-diluted basis assuming issue and allotment of (i) a maximum of 80,57,24,169 Equity Shares on preferential basis to the Lenders (ii) a maximum of 80,57,24,169 Equity Shares on a preferential basis to the ARC; (iii) a maximum of 80,57,24,169 Equity Shares upon conversion of Promoter CCDs; (iv) 37,69,20,000 Equity Shares upon conversion of Lenders OCCRPS is assumed at face value of ₹ 10 per Lenders OCCRPS; (v) 62,98,33,320 Equity Shares being the maximum number of Equity Shares to be issued in favour of the Lenders in a situation where the Company is unable to redeem the Lenders OCCRPS and Equity Shares have to be issued to the Lenders against the same, in which case the maximum redemption premium of ₹ 629,83,33,200 (described in detail in the resolution set out in this Notice with respect to the issuance of OCCRPS) shall be deemed to be the consideration received by the Company from the Lenders assuming the face value of ₹ 10 per Equity Share to be the issue price; and (vi) 13,88,600 Equity Shares pursuant to exercise of the vested options under the employee stock options of the Company as on date.

**2. September 30, 2019 represents the latest date for which the Company filed its shareholding pattern with the stock exchanges where shares are listed, in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended up to the date.

(v) Proposed time frame within which the Promoter Preferential Issue shall be completed

In accordance with the provisions of the SEBI ICDR Regulations, the Promoter CCDs shall be allotted within a period of 15 days from the date of passing of the special resolution by the shareholders of the Company at the Extra-ordinary General Meeting of the Company. Provided that where the allotment is pending on account of any approval from any regulatory authority or the Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of the last of such approvals or such other time as may be prescribed or permitted by the SEBI, stock exchanges or other competent authorities.

- (vi) The identity of the natural persons who are the ultimate beneficial owners of the Promoter CCDs (and Equity Shares upon conversion of the Promoter CCDs) proposed to be allotted and/or who ultimately control the proposed allottees.

Name of proposed allottee	Category	Ultimate beneficial owners	Percentage of post-preferential issue capital to be held*	Change in control, if any
RR Infralands Private Limited.	Promoter	Mr. Rajiv Rattan	Maximum up to 18.63%	The proposed preferential issue would not result in change of control of the Company

* The post-issue shareholding depicted above has been calculated on a fully-diluted basis assuming issue and allotment of (i) a maximum of 80,57,24,169 Equity Shares on preferential basis to the Lenders (ii) a maximum of 80,57,24,169 Equity Shares on a preferential basis to the ARC; (iii) a maximum of 80,57,24,169 Equity Shares upon conversion of Promoter CCDs; (iv) 37,69,20,000 Equity Shares upon conversion of Lenders OCCRPS is assumed at face value of ₹ 10 per Lenders OCCRPS; (v) 62,98,33,320 Equity Shares being the maximum number of Equity Shares to be issued in favour of the Lenders in a situation where the Company is unable to redeem the Lenders OCCRPS and Equity Shares have to be issued to the Lenders against the same, in which case the maximum redemption premium of ₹ 629,83,33,200 (described in detail in the resolution set out in this Notice with respect to the issuance of OCCRPS) shall be deemed to be the consideration received by the Company from the Lenders assuming the face value of ₹ 10 per Equity Share to be the issue price; and (vi) 13,88,600 Equity Shares pursuant to exercise of the vested options under the employee stock options of the Company as on date.

(vii) Basis on which the price has been arrived and relevant date

The Equity Shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited and the Equity Shares of the Company are frequently traded in accordance with the SEBI ICDR Regulations. For the purpose of computation of the price per Equity Share, trading at the National Stock Exchange of India Limited (the stock exchange which has the highest trading volume in respect of the Equity Shares of the Company) during the preceding 26 weeks prior to the relevant date has been considered. In terms of the SEBI ICDR Regulations the floor price for the Equity Shares to be allotted on conversion of Promoter CCDs will be a price which is not less than higher of the following:

- Average of the weekly high and low of the volume weighted average prices of the Equity Shares of the Company quoted on the stock exchange, during the twenty-six weeks preceding the relevant date, or
- Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the stock exchange, during the 2 weeks preceding the relevant date.

While the floor price in accordance with the SEBI ICDR Regulations, works out to ₹ 1.65/-per Equity Share, the Promoter CCDs shall be converted by the Promoter Group Entity at a price of ₹ 10/- per Equity Share which is 6.06 times the floor price, in accordance with Section 53 of the Companies Act, 2013.

The relevant date referred herein above for determination of floor price is November 1, 2019, in accordance with Regulation 161 of the SEBI ICDR Regulations.

(viii) Re-computation of Issue Price

Since the Equity Shares of the Company have been listed on a recognized stock exchange for more than twenty six weeks the disclosures and confirmation required pursuant to Regulations 164(3) and 167(5) of the SEBI ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI ICDR Regulations are not applicable

(ix) Confirmations regarding wilful defaulters/ fugitives, if any

None of the Company, the Promoters and the Directors have been identified as wilful defaulters by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

(x) Issue Price

The Promoter CCDs are being subscribed to by the Promoter Group Entity at ₹ 10/- per Promoter CCD.

(xi) Lock-in Requirements

- (a) The Promoter CCDs proposed to be allotted on a preferential basis to the Promoter shall be locked-in for a period of one year from the date of allotment in the Promoter Preferential Issue. The Equity Shares proposed to be allotted on conversion of the Promoter CCDs will be locked-in per the requirements specified under the SEBI ICDR Regulations.
- (b) The entire pre-preferential issue shareholding of the Promoters shall be locked-in as per the requirements specified under the SEBI ICDR Regulations.

(xii) Other Disclosures

- (a) A copy of the certificate from M/s Walker Chandiook & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company, certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable, shall be available for inspection by the Members at the Registered Office of the Company between 10:00 A.M. to 5:00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the Extra-ordinary General Meeting and also at the Extra-ordinary General Meeting.
- (b) Except as permitted under the SEBI ICDR Regulations, the Promoter and members of the Promoter Group have not sold or transferred Equity Shares of the Company in the six months preceding the Relevant Date.
- (c) All the pre-issue Equity Shares of the Company held by the Promoter are in dematerialised form.
- (d) Since it is proposed to issue and allot the aforesaid securities on preferential allotment basis, a Special Resolution is required to be approved by Members pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations.
- (e) Prior to the aforesaid preferential issuance as proposed, the Company has not made any preferential issuance to any person or entity, during the year.
- (f) The date of the resolution of the Board of Directors approving the issue of the Promoter CCDs is November 6, 2019.
- (g) Other than the Promoter Entity, no contribution is being made by other Promoters or Directors of the Company either as a part of the issue or separately in furtherance of the objects specified herein above.

All material terms of issue of Promoter CCDs are covered in point nos. (i) to (xii) above.

As regards the issuance of Lenders Equity Shares, Lenders RPS, Lenders OCCRPS, ARC Equity Shares, ARC NCDs, Promoter CCDs i.e. the securities listed above, on a private placement / preferential issuance basis, the Board of Directors believe that the proposed issuances of the said securities are in the best interest of the Company and its members in so far as it helps address the insolvency situation in the company by bringing down the debt to sustainable levels.

The said issuances require the prior approval of the shareholders of the Company by way of a special resolution.

Further, your attention is drawn to the a resolution passed in terms of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board And Its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 by the shareholders of the Company at the 9th Annual General Meeting of the Company held on September 30, 2016, whereby they had accorded their approval to the Company for the borrowing of moneys from RR Infralands Private Limited ("RRIL"), from time to time, to the extent of ₹ 400,00,00,000/- (Rupees Four Hundred Crores) on the terms as set out in the explanatory statement to the resolution, as contained in the notice convening the said meeting, the said terms having been approved by them as part of the approval so accorded.

Your Directors envisage that in the times ahead the Company could look for more financial assistance from RRIL as a Promoter either by way of direct fund infusions or by way of RRIL taking over any outstanding borrowings of the Company from third parties, which could go well beyond the amount as aforementioned, up to which the shareholders approval is currently available with the Company with respect to RRIL.

The details and the material terms of the borrowings by the Company from RRIL are be as under:

Name of the related party(1)	Name of the Director or Key Managerial Personnel of the Company 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	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 in connection with its business	The rate of interest to be charged would be 13% 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 RRIL as the lender. The other terms of the contract could also be varied by the two parties with mutual agreement.	The loan amount shall not exceed ₹ 1700,00,00,000 (Rupees Seventeen Hundred crores), 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.

Prior approval of the shareholders of the Company in terms of aforementioned provisions of the Companies Act, 2013 and the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 for the aforesaid borrowings from RRIL, would be required.

In view of the same the Board of the Company recommends the Resolution set out at Item No. 2 of the Notice for approval of the Members by way of a Special Resolution.

The Promoter / Promoter Group Entities are interested in the proposed resolution (a) to the extent of their shareholding in the Company and to the extent of allotment of Promoter CCDs pursuant to the Promoter Preferential Issue and Mr Rajiv Rattan, Chairman and Director of the Company is interested to the extent of his direct/ indirect shareholding in the Promoter Group Entities (b) Additionally RR Infralands Private Limited, the Promoter entity involved in the transaction as to proposed lending of money to the Company and Mr. Rajiv Rattan as its ultimate beneficial owner may be deemed to be interested in such transaction(s) to the extent of its monetary value.

None of the other Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding if any, in Company, are concerned / interested in the Resolution set out at Item No. 2 of the Notice.

The Board of the Company recommends the Resolution set out at Item No. 2 of the Notice for approval of the Members by way of a Special Resolution.

Date: November 6, 2019

Place: New Delhi

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

Registered Office:

A-49, Ground Floor, Road No. 4 Mahipalpur, New Delhi 110 037

CIN: L40102DL2007PLC169082

Email ID: ir@rattanindia.com, **Telephone:** 011-46611666

Sd/-
Lalit Narayan Mathpati
Company Secretary
FCS-7943

Notes

A series of horizontal dotted lines for writing notes.

RattanIndia Power Limited

Registered Office: A-49, Ground Floor, Road No. 4, Mahipalpur, New Delhi 110037.

CIN: L40102DL2007PLC169082

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

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 : A-49, Ground Floor, Road No. 4, Mahipalpur, New Delhi 110037.
Website : www.rattanindia.com/rpl

Name of the Member(s) :

Registered address :

E-mail Id : Folio No./DP ID No..... Client ID No.....

I/We, being the member(s) of.....Equity Shares of face value of ₹ 10/- each of the above named Company, hereby appoint:

1. Name :

Address :

E-mail ID :

Signature:, or failing him/her

2. Name :

Address :

E-mail ID :

Signature:, or failing him/her

3. Name :

Address :

E-mail ID :

Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on Tuesday, the 3rd day of December 2019 at 10:00 A.M. at Mapple Emerald, Rajokri, NH-8, New Delhi 110038 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
	SPECIAL BUSINESS
1	Increase and alteration in authorized share capital of the Company
2	Issuance of securities inter alia pursuant to a binding settlement through a resolution plan under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 in relation to the debt availed by the Company for its 1350 MW thermal power project in Amravati, Maharashtra

Signed this.....day of.....2019.

Affix ₹ 1 Revenue Stamp

Signature of Shareholder:.....

Signature of Proxy holder (s) :

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

RattanIndia Power Limited

Registered Office: A-49, Ground Floor, Road No. 4, Mahipalpur, New Delhi 110037.

CIN: L40102DL2007PLC169082

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

ATTENDANCE SLIP

Extraordinary General Meeting being held on Tuesday, the 3rd day of December, 2019 at Mapple Emerald, Rajokri, NH-8, New Delhi - 110038 at 10:00 A.M. (IST).

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

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

I/we hereby record my/our presence at the Extraordinary General Meeting of the Company being held on Tuesday, the 3rd day of December, 2019 at Mapple Emerald, Rajokri, NH-8, New Delhi-110038 at 10:00 A.M. (IST).

.....

Member's Signatures

.....

Proxy's Signatures

* Applicable for Members holding shares in Physical form.

MAP OF EGM VENUE

Address: Mapple Emerald, Rajokri, NH-8, New Delhi - 110038

