

RR INFRALANDS PRIVATE LIMITED

January 9, 2020

Scrip Code – 533122

RTNPOWER

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

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

Sub: Disclosure pursuant to Regulation 31(1) & 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sirs,

We RR Infralands Private Limited, enclose a disclosure pursuant to Regulation 31(1) & 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This is for your information and record.

Thanking you,

Yours truly,

For **RR Infralands Private Limited**

For RR Infralands Private Limited

Hitnder Kumar
Authorised Signatory

Hitnder
Authorised Signatory

Encl.: as above

CC:

The Board of Directors
RattanIndia Power Limited
A-49, Ground Floor Road No. 4,
Mahipalpur, New Delhi 110037

RR INFRALANDS PRIVATE LIMITED
(CIN: U70102DL2013PTC247890)

Registered Office: Plot No. 103-A, First Floor N.H. 8, Mahipalpur Extension, New Delhi
110037

Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation-of-encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company(TC) RattanIndia Power Limited

Names of the Stock Exchanges where the shares of the target company are listed National Stock Exchange of India Limited & BSE Limited

Date of reporting 09.01.2020

Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked RattanIndia Infrastructure Limited & RR Infralands Private Limited

Details of the creation/invocation/release of encumbrance:

Name of the Promoters or PACs with them	Promoter holding in the target company		Promoter holding already encumbered		Details of event pertaining to encumbrance						Post event holding of encumbered shares	
	No. of shares ¹	% of total share capital ²	No. of shares	% of total share capital ²	Type of event (creation/ release/ invocation)	Date of creation/invocation/release of encumbrance	Type of encumbrance Pledge/lien/non-disposal undertaking/letters	No. of shares ¹	% of total share capital ²	Name of the entity in whose favour encumbered	No. of shares ¹	% of total share capital ²
RattanIndia Infrastructure Limited	1,185,000,000	22.06	1,185,000,000	22.06	Release ⁵ / Creation ³	31.12.2019	N.A. (For shares released)	(10,156,084)	-0.19	N.A.		
						09.01.2020	Pledge ³	1,174,843,916	21.87	Vistra ITCL (India) Limited, the security trustee for Aditya Birla ARC Limited.	1,174,843,916	21.87
RR Infralands Private Limited	1,188,224,169	22.12	320,996,011	5.98	Release ⁶	31.12.2019	N.A. (For shares released)	(196,914,650)	-3.67	N.A.	124,081,361	2.31
						09.01.2020	Pledge ⁴	929,805,530	17.31	Vistra ITCL (India) Limited, the security trustee for Aditya Birla ARC Limited.	929,805,530	17.31
Total	2,373,224,169	44.18									2,104,649,446	39.18

1. including 80,57,24,169 CCDs

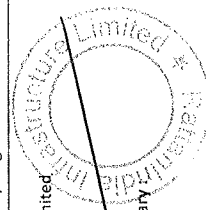
2. The percentage has been calculated on the expanded equity share capital i.e. Rs. 537,14,94,44,600/- comprising of 537,14,94,460 equity shares of face value Rs. 10 each being (i) 456,43,81,691 equity shares of face value of Rs. 10 each currently outstanding and (ii) the expansions on account of (a)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

3. creation includes the following: (a) 1,05,70,91,981 equity shares encumbered by way of a pledge in favour of Vistra ITCL (India) Limited, earlier held for the benefit of a consortium of bank and institutional lenders (Lenders), which will now be held for the benefit of Aditya Birla ARC Limited(ARC), to which entity the loans from the Lenders (for the amount settled between the target company and the Lenders) stand assigned (b) 11,77,51,935 shares earlier encumbered in favour of the Lenders by way of a NDU, now being pledged in favour of ARC.

4. creation includes the following: (a) 12,40,81,361 equity shares encumbered by way of a pledge in favour of Vistra ITCL (India) Limited (Vistra ITCL), earlier held for the benefit of a consortium of bank and institutional lenders (Lenders), which will now be held for the benefit of Aditya Birla ARC Limited(ARC), to which entity the loans from the Lenders (for the amount settled between the target company and the Lenders) stand assigned (b) 80,57,24,169 compulsorily convertible debentures which are being pledged in favour of Vistra ITCL for the benefit of ARC.

5. Out of 118,50,00,000 equity shares earlier encumbered in favour of the Lenders, 1,01,56,084 have been released from encumbrance and the remaining 117,48,43,916 equity shares stand pledged in favour of ARC

6. Out of a total of 118,82,24,169 equity shares an aggregate of 6,15,03,989 shares were already unencumbered (free) shares and now a further 19,69,14,650 equity shares have been released from encumbrance. The remaining 92,98,05,530 equity shares (including 80,57,24,169 CCDs) stand pledged in favour of ARC



For RattanIndia Infrastructure Limited

For RR Infralands Private Limited

Signature of the Company Secretary

Place : New Delhi

Date : 09.01.2020

Signature of the Authorized Signatory:

Authorized Signatory

Annexure - II

Format for disclosure of reasons for encumbrance

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

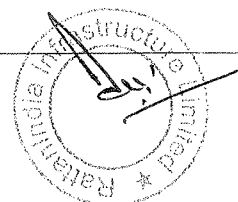
Name of listed company	RattanIndia Power Limited
Name of the recognised stock exchanges where the shares of the company are listed	National Stock Exchange of India Limited and BSE Limited
Name of the promoter(s) / PACs whose shares have been Encumbered	RattanIndia Infrastructure Limited and RR Infralands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

Details of all the existing events/ agreements pertaining to encumbrance

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

For RR Infralands Private Limited

[Signature]
Authorised Signatory



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

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

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

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

For RR Infralands Private Limited

For RR Infralands Private Limited

Hitinder Kumar
Authorised Signatory

Date : 09.01.2020

RattanIndia Infrastructure Limited

R.K. Agarwal
Company Secretary

