



May 10, 2023

**BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Scrip Code - 534597**

**National Stock Exchange of India Limited
"Exchange Plaza", Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
RTNINDIA**

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sirs/Madam,

In continuation of our earlier intimation dated May 09, 2023, please find enclosed, in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, a copy of the Postal Ballot Notice dated May 9, 2023, for seeking approval of the Members to the special business as contained in the said notice.

In compliance with relevant circulars issued by the Ministry of Corporate Affairs, the said Postal Ballot Notice, together with the Explanatory Statement, has been sent through permitted mode, to the shareholders of the Company whose names appear in the Register of Members / List of Beneficial Owners, as on the Cut-Off date i.e. May 05, 2023.

The Company has engaged the services of KFin Technologies Limited for providing the remote e-voting facility to all the holders of the equity shares. The remote e-voting will commence at 10:00 A.M. on Thursday, May 11, 2023 and shall end at 5:00 P.M. on Friday, June 09, 2023. The results of the postal ballot shall be declared not later than Sunday, June 11, 2023.

The Company has appointed Mr. Sanjay Khandelwal of M/s. S. Khandelwal & Co., Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process.

You are requested to take the above on record.

Thanking you,

Your sincerely,
For RattanIndia Enterprises Limited

**Rajesh Arora
Company Secretary**

Encl: a/a

RattanIndia Enterprises Limited

CIN: L74110DL2010PLC210263

Registered Office: 5th Floor, Tower-B, Worldmark 1, Aerocity, New Delhi -110037
Website: www.rattanindia.com, E-mail: rel@rattanindia.com, Phone: 011 46611666

RATTANINDIA ENTERPRISES LIMITED

CIN:L74110DL2010PLC210263

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

Phone No.: +011-46611666, Fax: +011-46611777

Email Id: rel@rattanindia.com

Website: www.rattanindia.com

NOTICE OF POSTAL BALLOT/ELECTRONIC VOTING (E-Voting)

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, as amended read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

The Members of RattanIndia Enterprises Limited,

Notice is hereby given pursuant to Section 108 and 110 and other applicable provisions of the Companies Act, 2013, as amended, if any, (hereinafter referred to as the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), read with General Circular no. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular no.20/2021 dated December 8, 2021, General Circular no.3/2022 dated May 5, 2022 and General Circular no.11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India, ("MCA") in the backdrop of Covid-19 pandemic (collectively referred to as "MCA Circulars") and/or any other applicable law, rules or regulations for the time being in force and as amended from time to time), to transact the item of special business, as set out in this Postal Ballot Notice and to seek approval of the Members on the Resolution through voting by electronic means ("**Remote e-Voting**") only.

In compliance with the MCA Circulars referred to as above, this Postal Ballot Notice is being sent by email to only those Members, who have registered their email addresses with the Company / Registrar & Share Transfer Agent / Depository / Depository Participants and whose names appear in the Register of Members / List of Beneficial Owners of the Company provided by the Depositories as on Friday, May 05, 2023 (i.e., the "**Cut-off Date**"). In case your email address is not registered, please follow the process mentioned in the Notes to this Postal Ballot Notice for procuring login credentials and e-voting on the proposed Resolution.

The Company is providing the facility of Remote e-Voting to its Members on the business set out in this Notice and has engaged the services of M/s. Kfin Technologies Limited ("**Kfin**") for this purpose. Members are requested to go through the detailed "Instructions For e-Voting" and other Notes appended.

The e-voting period shall commence on Thursday, May 11, 2023 at 10:00 A.M. Indian Standard Time (IST) and end on Friday, June 09, 2023 at 5:00 P.M. (IST), both days inclusive. Members are requested to record their ASSENT or DISSENT on the Resolution set out in this Postal Ballot Notice through Remote e-Voting only, not later than Friday, June 09, 2023 at 5:00 P.M. (IST), after which the Remote e-Voting facility shall not be allowed by Kfin.

The Board of Directors of the Company has appointed Mr. Sanjay Khandelwal of M/s. S. Khandelwal & Co., Practicing Company Secretary (Membership No. FCS 5945), as the Scrutinizer for conducting this Postal Ballot process through electronic means / Remote e-Voting, in a fair and transparent manner.

Based on the report of the Scrutinizer, the results of Postal Ballot / Remote e-Voting shall be announced within two working days of conclusion of Remote e-Voting process, i.e., on or before Sunday, June 11, 2023, and will be communicated to the Stock Exchanges and uploaded on the website of the Company i.e., www.rattanindia.com and of Kfin i.e., <https://evoting.kfintech.com>. The results will also be displayed at the registered office of the Company.

SPECIAL BUSINESS:

ITEM NO. 1

TO CONSIDER AND APPROVE RAISING FUNDS THROUGH QUALIFIED INSTITUTIONAL PLACEMENT (QIP) AND OTHER PERMISSIBLE MODES

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the applicable provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (hereinafter referred to as the "**Companies Act**") and the rules framed thereunder including

the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s) thereto or re-enactment(s) thereof, the relevant provisions of the Memorandum and Articles of Association of the Company and in accordance with the regulations for qualified institutions placement contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (hereinafter referred to as "**SEBI ICDR Regulations**") including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (hereinafter referred to as "**SEBI Listing Regulations**"), and the uniform listing agreements entered with the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as "**Stock Exchanges**"), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("**FEMA**"), the extant consolidated Foreign Direct Investment Policy issued by the Department of Promotion of Industry and Internal Trade, as amended and replaced from time to time ("**FDI Policy**") and the Foreign Exchange Management (Non-Debt Instruments), Rules, 2019, as amended from time to time, and subject to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended, the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices) Regulations 2003, as amended, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("**GOI**"), Ministry of Corporate Affairs ("**MCA**"), the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), Registrar of Companies ("**RoC**"), the Stock Exchanges where the equity shares of the Company of face value of Rs. 2/- (Rupees Two only) each are listed and/ or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the "**Appropriate Authorities**") to the extent applicable and subject to the terms, conditions, modifications, consents, sanctions and approvals of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares of face value of Rs. 2/- (Rupees Two only) each of the Company (hereinafter after referred to as "**Equity Shares**") and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise), and/ or non-convertible debt instruments ("**NCDs**") (with or without warrants), or any combination thereof, whether Rupee denominated or denominated in foreign currency, convertible preference shares of any kind or type, and/ or any other financial instruments/ securities convertible into and/ or linked to Equity Shares (including warrants (detachable or not), or otherwise, in registered or bearer form) (the Equity Shares and all such other securities are hereinafter collectively referred to as the "**Securities**") defined under Regulation 171(a) of SEBI ICDR Regulations, for the purpose of (i) repayment or prepayment of debt availed by the Company and/ or its Subsidiaries; (ii) working capital requirements of the Company and/ or its Subsidiaries; (iii) investment in Subsidiaries, (iv) financing of business opportunities (which may be either organic or inorganic) for the Company and/ or its Subsidiaries; (v) capital expenditure of the Company and/ or its Subsidiaries, (vi) any cost incurred towards the objects of the Company and/ or its Subsidiaries; (vii) funding short term working capital requirements, meeting various expenditure of the Company and/ or its Subsidiaries including contingencies; (viii) strategic initiatives of the Company and/ or its Subsidiaries; or (ix) general corporate purposes of the Company and/ or its Subsidiaries, from time to time in one or more tranche or tranches to Qualified Institutional Buyers ("**QIBs**"), as defined in SEBI ICDR Regulations, through a Qualified Institutions Placement ("**QIP**"), pursuant to and in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations, whether or not such QIBs are Members of the Company, on the basis of the placement document(s) and/ or other letter or circular, or any other permissible mode of fund raising as allowed and in compliance with the SEBI ICDR Regulations, Companies Act, 2013 and other applicable laws ("**Issue**"), at such time or times in one or more tranche or tranches, for cash, at such price or prices as the Board may deem fit including discount of up to 5 (five) per cent on the floor price calculated as per Regulation 176 of SEBI ICDR Regulations, such that the total amount to be raised through issue of Securities shall not exceed Rs. 1000,00,00,000/- (Rupees One Thousand Crores), to be subscribed to in Indian and/ or any foreign currency(ies) by all eligible investors, including resident or non-resident/foreign investors (whether institutions and/ or incorporated bodies and/ or trusts or otherwise) /foreign portfolio investors/mutual funds/pension funds/ provident funds/ venture capital funds/banks/alternate investment funds/ Indian and/ or multilateral financial institutions/ insurance companies and any other category of persons or entities who are authorised to invest in Securities of the Company as per extant regulations/ guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion in consultation with the book running lead managers and whether or not such investors are Members of the Company (collectively called "**Investors**"), to all or any of them, jointly or severally, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium and green shoe option attached

thereto, in one or more tranche or tranches, at such price or prices (at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) and on such terms and conditions at the Board's absolute discretion in consultation with the book running lead managers including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner and where necessary in consultation with the book running lead managers and/or other advisors or otherwise on such terms and conditions and deciding of other terms and conditions like number of Securities to be issued and allotted, fixing of record date or book closure, if required, as the Board may in its absolute discretion decide, in each case, subject to the applicable laws and without requiring any further approval or consent from the members at the time of such issue and allotment.

RESOLVED FURTHER THAT in case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations and the SEBI Listing Regulations:

- i) the issue and allotment of Securities shall only be to Qualified Institutional Buyers as defined in the SEBI ICDR Regulations;
- ii) the issue and allotment of the Securities by way of QIP to QIBs, as may be decided by the Board, shall be completed within 365 days from the date of passing of the Special Resolution of the Members of the Company or such other time as may be allowed under the SEBI ICDR Regulations, from time to time;
- iii) the Securities issued shall rank pari-passu in all respects including entitlement to dividend, voting rights or otherwise with the existing Securities of the Company in all respects as may be provided under the terms of issue and in accordance with the placement document(s);
- iv) the Securities to be created, offered and issued shall be subject to the provisions of Memorandum and Articles of Association of the Company;
- v) no partly paid-up Securities shall be issued/allotted;
- vi) in case of allotment of Securities, the relevant date for the purpose of pricing of the Securities to be issued, shall be the date of the meeting in which the Board decides to open the proposed issue of Securities, subsequent to the receipt of members' approval in terms of provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Securities.
- vii) the QIP shall be at such price which is not less than the price determined in accordance with Regulation 176(1) provided under Chapter VI of the SEBI ICDR Regulations (the "QIP Floor Price"). The Board may, however, at its absolute discretion in consultation with the book running lead managers, issue Securities at a discount of up to 5 (five) per cent or such other discount as may be permitted under applicable regulations to the QIP Floor Price;
- viii) minimum of ten per cent of Securities shall be allotted to the Mutual Funds; provided that any unsubscribed portion of the said minimum percentage or any part thereof may be allotted to other QIBs.
- ix) no allotment shall be made, either directly or indirectly, to any Qualified Institutional Buyers, who is a Promoter or any person related to Promoters in terms of the SEBI ICDR Regulations;
- x) no single allottee shall be allotted more than fifty per cent of the total issue size or such other limit as may be permitted under applicable law and the minimum number of allottees shall be as per the SEBI ICDR Regulations;
- xi) the equity shares allotted pursuant to the QIP shall not be sold for a period of 1 (one) year from the date of allotment, except on a recognized Stock Exchange or except as may be permitted from time to time by the SEBI ICDR Regulations; and
- xii) any subsequent QIP shall not be issued until the expiry of two weeks from the date of the prior QIP made pursuant to this special resolution.
- xiii) credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI (ICDR) Regulations on quarterly basis till hundred percent of the proceeds have been utilised.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforementioned Securities may have such features or attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Share and the Board be and is hereby authorized, in its absolute discretion, in such manner, as it may deem fit, to dispose-off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, determining terms and conditions for issuance of Securities including the number of such Securities that may be offered in domestic and international markets and proportion

thereof, issue price and discounts permitted under applicable law, timing for issuance of such Securities, the determination of the terms and conditions of the Issue, including for a QIP including among other things, the date of opening and closing of the Issue, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of preliminary and final placement document(s), and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, appointing, entering into and executing arrangements for managing, marketing, listing, trading and entering into and executing arrangements with book running lead manager(s), lead manager(s), underwriter(s), stabilizing agent(s) legal advisor(s), Industry expert(s), depository, custodian, registrar, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreement(s), undertakings, agreements, papers, lock-up letters, declarations and writings as may be required in this regard including, but not limited to, the private placement offer letter (along with the application form), information memorandum, disclosure documents, placement document, placement agreement, escrow agreement, monitoring agency agreement, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time, finalize utilisation of the proceeds of the Issue, including for a QIP and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings, information memorandum, disclosure documents, the preliminary placement document and the placement document, placement agreement, escrow agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time, and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to give instructions or directions and/or settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the Issue, including for a QIP and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to a Committee duly constituted by the Board or any committee of Directors or any Directors(s) or Officer(s) of the Company in such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the Issue, including for a QIP and settle any questions or difficulties that may arise in connection with the aforesaid resolutions.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution, the Securities to be created, offered, issued, and allotted shall be subject to the provisions of the memorandum and articles of association of the Company and any Securities that may be created, offered, issued and allotted by the Company shall rank pari-passu in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Securities of the Company.

RESOLVED FURTHER THAT the Board or duly constituted committee thereof, be and is hereby authorized to issue and allot such number of Securities as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering. All such Securities shall rank pari-passu with the existing Securities in all respects.

RESOLVED FURTHER THAT the Board or duly constituted committee thereof is authorised to seek the listing of Securities on any stock exchange(s) submitting the listing applications to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principal and final listing and trading approvals), filing of requisite documents/making declarations with statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws as may be necessary to give effect to this resolution."

Date: May 09, 2023

Place: New Delhi

Registered Office:

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

CIN: L74110DL2010PLC210263

Email: rel@rattanindia.com, **Website:** www.rattanindia.com

Phone No: 011 – 46611666

By order of the Board
for RattanIndia Enterprises Limited

Sd/-
Rajesh Arora
Company Secretary
FCS 4081

NOTES

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of the resolution contained in the above Notice is appended and forms part of the Notice.
2. The Company has appointed Mr. Sanjay Khandelwal of M/s. S. Khandelwal & Co., Practicing Company Secretary (Membership No. FCS 5945), as Scrutinizer for conducting the E-voting process in accordance with the law and in a fair and transparent manner.
3. In view of the threat of Covid-19 the Company is unable to get the Postal Ballot Notice and Form printed and dispatched. The approval of Members is being sought through Remote e-Voting only.
4. The E-voting Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on Friday, May 05, 2023. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date.
5. You are requested to read carefully the instructions before exercising the vote and complete the E-voting on or before 5:00 P.M. (IST) on Friday, June 09, 2023.
6. **The Company is offering only Remote e-Voting facility to its Members to enable them cast their vote.** A Member has to carefully follow the instructions as given for E-voting. He/ She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period, whichever is earlier.

Members who have not registered their E-mail ID for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs need to log on to <https://ris.kfintech.com/clientservices/postalballot/> to provide their Email ID and they would get an email with the link to participate in Remote e-Voting.

7. Voting through electronic means

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with General Circular no. 02/2021 dated 13th January 2021 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by the Securities and Exchange Board of India (SEBI), the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on Friday, May 05, 2023 being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by KFintech.

8. The instructions for E-voting are as under:

Step 1 :

Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 :

Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for Remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDEAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the "Beneficial Owner" icon under "Login" under 'IDEAS' section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the Remote e-Voting period.</p>

Type of shareholders	Login Method
	<p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the Remote e-Voting period.
<u>Individual Shareholders holding securities in demat mode with CDSL</u>	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
<u>Individual Shareholder login through their demat accounts / Website of Depository Participant</u>	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider - Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the Remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7259, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., '7259 - Postal Ballot" and click on "Submit"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative on its behalf to cast its vote through Remote e-Voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id sanjay@csskc.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM, Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM, Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with Kfintech, by accessing the link: <https://ris.kfintech.com/clientservices/postalballot/>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the postal ballot notice and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and results of the Postal Ballot would be announced on or before Sunday, June 11, 2023 5:00 P.M. (IST) through Email and the Resolution will be taken as passed, if the results of E-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of E-voting shall be final. As indicated earlier, the results will be published on the website of the Company www.rattanindia.com besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed. Results will also be posted on the Website of KFin Technologies Ltd, <https://evoting.kfintech.com>.

C. General Instructions

i. In case Members of the Company have not registered their e-mail address:

On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circular mentioned hereinabove, the Company will send Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting <https://ris.kfintech.com/clientservices/postalballot/> Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable Remote e-Voting for this Postal Ballot. In case of any queries, member may write to evoting@Kfintech.com

- ii. The Remote e-Voting period commences from Thursday, May 11, 2023 at 10:00 A.M. Indian Standard Time (IST) and end on Friday, June 09, 2023 at 5:00 P.M. (IST). During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date Friday, May 05, 2023, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iii. The Scrutinizer shall, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- iv. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date of voting i.e. on Friday, June 09, 2023. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rattanindia.com and also on the notice board placed at the Registered Office of the Company and on the website of KFinTech.
- v. To receive communication through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Kfintech on <https://ris.kfintech.com/clientservices/postalballot/> or contact Ms. C Shobha Anand, Dy. Vice President, Toll Free No. 1800 309 4001, at [Unit: RattanIndia Enterprises Limited] KFin Technologies Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 and Disclosures under Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014)

ITEM NO. 1

RAISING FUNDS THROUGH QUALIFIED INSTITUTIONAL PLACEMENT (QIP) AND OTHER PERMISSIBLE MODES

The Company as a part of its growth strategy is looking for expansion of its business through its subsidiaries i.e. (1) Cocoblu Retail Limited, engaged in the e-commerce business, (2) Revolt Intellicorp Private Limited, engaged in the business of electric motorcycles in India, (3) NeoSky India Limited and (4) Throttle Aerospace Systems Private Limited, both engaged in the business of Drones in India, (5) Neobrands Limited, engaged in retail business (fashion brands), (6) Neotec Enterprises Limited, a fintech company, operates an online technology platform to facilitate loans to individuals and corporates from the Banks & Financial Institutions/ NBFCs (7) Neotec Insurance Brokers Limited, engaged in direct insurance broker (life & general) and received a licence from Insurance Regulatory and Development Authority of India (8) RattanIndia Investment Manager Private Limited, engaged in the business of investment management through a trust formed with the name Neo Opportunities Fund Trust; and also any future subsidiary(ies)/associate(s) companies as well (collectively known as **"Subsidiaries"**).

Towards this, the Company continues to require capital for achieving such growth and expansion. The Board of Directors of the Company (**"Board"**), at its Meeting held on May 09, 2023, approved the issue of Securities as defined under Section 62 and other applicable provisions of the Companies Act, 2013, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **"SEBI ICDR Regulations"**), to Qualified Institutional Buyers as defined under the SEBI ICDR Regulations (**"QIBs"**) for an amount not exceeding Rs. 1000,00,00,000/- (Rupees One Thousand Crores) to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors, for cash in one or more tranche or tranches, through a Qualified Institutional Placement (**"QIP"**), under the SEBI ICDR Regulations or any other permissible mode of fund raising as allowed and in compliance with the SEBI ICDR Regulations, Companies Act, 2013 and other applicable laws (**"Issue"**). The issue/allotment of Securities may be consummated in one or more tranche or tranches at such time or times and at such price, whether at a discount or premium to market price and on such terms and conditions as the Board (hereinafter referred to as the **"Board"** which term shall deemed to include any Committee(s) constituted/to be constituted by the Board) may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, book running lead managers and such other authority or authorities as may be necessary and subject to, as applicable, the SEBI ICDR Regulations, and other applicable guidelines, notifications, rules and regulations, each as amended. The proposed Issue, including for QIP, may result in the issuance of Securities to investors who may not be Members of the Company. Therefore, consent of the Members is being sought by passing a Special Resolution as set out in the notice, pursuant to applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations, the SEBI ICDR Regulations and any other law for the time being in force and being applicable.

In relation to a QIP, since the pricing and other terms cannot be decided, except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the terms of the Securities that may be issued to the QIBs in the QIP. The pricing shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VI of the SEBI ICDR Regulations. The Board in accordance with applicable law and in consultation with book running lead managers, may offer a discount of up to 5 (five) per cent or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations (i.e. not less than the average of the weekly high and low of the closing prices of the equity shares quoted on a stock exchange during the two weeks preceding the 'Relevant Date'). The 'Relevant Date', in case of allotment of Securities will be the date when the Board decides to open the QIP for subscription. The allotment of Securities shall be completed within 365 days from the date of resolution passed by the Members. The Securities shall rank pari-passu in all respects, including in respect of entitlement to dividend with the existing equity shares, as may be provided under the terms of the QIP, and in accordance with the provisions of the placement document(s). The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognised stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time. Pursuant to Sections 42, 62 and other applicable provisions of the Companies Act, 2013, as amended, the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, and other applicable provisions, if any (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), the SEBI ICDR Regulations and the SEBI Listing Regulations, approval of Members is required to be obtained by way of a Special Resolution.

The special resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies, qualified institutions buyers and/ or individuals or otherwise as the Board in its absolute discretion deem fit. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed

terms and conditions for the QIP will be decided by the Board/ its duly constituted committee, in accordance with the SEBI ICDR Regulations and such other applicable laws, in consultation with book running lead manager(s) and/or other advisor(s) appointed in relation to the QIP and such other authorities and agencies as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors. Further, the Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of their post QIP shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board/ its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the QIP, including but not limited to the identification of the proposed investors in the QIP and quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the applicable law.

The net proceeds from the issue of Securities would be utilized towards the purpose of: (i) repayment or prepayment of debt availed by the Company and/ or its Subsidiaries; (ii) working capital requirements of the Company and/or its Subsidiaries; (iii) investment in Subsidiaries, (iv) financing of business opportunities (which may be either organic or inorganic) for the Company and/ or its Subsidiaries; (v) capital expenditure of the Company and/ or its Subsidiaries, (vi) any cost incurred towards the objects of the Company and/ or its Subsidiaries; (vii) funding short term working capital requirements, meeting various expenditure of the Company and/ or its Subsidiaries including contingencies; (viii) strategic initiatives of the Company and/ or its Subsidiaries; or (ix) general corporate purposes of the Company and/ or its Subsidiaries.

The Securities offered, issued, and allotted by the Company pursuant to the Issue in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company. The Securities allotted as above would be listed on the Stock Exchanges. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

None of the Promoters or Directors of the Company will participate either in the offer or separately in furtherance of the objects. Accordingly, the Board of Directors recommends passing of the Special Resolution set out in the Notice.

None of the Directors, key managerial personnel of the Company and their relatives is concerned or interested in this resolution, except to the extent of their shareholding in the Company.

Date: May 09, 2023

Place: New Delhi

Registered Office:

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

CIN: L74110DL2010PLC210263

Email: rel@rattanindia.com, **Website:** www.rattanindia.com

Phone No: 011 – 46611666

By order of the Board
for **RattanIndia Enterprises Limited**

Sd/-
Rajesh Arora
Company Secretary
FCS 4081