

May 29, 2019

Scrip Code-534597

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

RTNINFRA

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

Sub: Annual Secretarial Compliance Report for the Year Ended 31st March, 2019.

Dear Sir,

In terms of the Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclousure Requirements) Regulations, 2015, read with Clause 3 (b) of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we enclose hereto the Annual Secretarial Compliance Report of Rattanindia Infrastructure Limited (the 'Company') for the year ended March 31, 2019, issued by Messers S. Khandelwal & Co., Practicing Company Secretaries.

You are requested to take the information on your records.

Thanking you, Yours Faithfully

For RattanIndia Infrastructure Limited

R.K. Agarwal

Company Secretary

Encl: as above

Website: www.rattanindia.com/ril CIN: L40101DL2010PLC210263

S. KHANDELWAL & CO. Company Secretaries



Regd. Off.: E-7/12, Malviya Nagar,

New Delhi - 110017 E-mail: sanjay918@gmail.com

Direct : 011-64686821 Board : 011-65959533

: 011-41552938 Mobile : 9899516433

Date 28 5 19

Secretarial compliance report of RattanIndia Infrastructure Limitedfor the year ended March 31, 2019

We, S. Khandelwal& Co., Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by RattanIndia Infrastructure Limited("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (till November 9, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (w.e.f November 10, 2018);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity had complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement	Deviations	Observations/			
	(Regulations/ circulars /		Remarks of the			
	guidelines including	•	Practicing			
	specific clause)		Company Secretary			
Not Applicable						

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action	Details of	Details of action	Observations/	
•	taken by	violation	•	Practicing Company	
		4	debarment, etc.	The second section of the second seco	
	NSE & BSE	Regulation 38 of			
1		the Securities and	of a fine of Rs.	paid the fine within	
		Exchange Board of	2,00,600/-	time to both the	
		India (Listing	(inclusive of	exchanges.	
	****	Obligations and	taxes) each by		
		Disclosure	both the		
	-	Requirements)	Exchanges for		
	***************************************	Regulations, 2015,	the brief period		
	7	(LODR) which	during which the		
	-	requires every	listed entity had		
		listed entity to	remained non-		
		comply with the	compliant with	70 OCCUPATION	
		minimum public	the provisions of		
	***	shareholding	Regulation 38 of		
		requirements(MPS)			
	Pandarana and a san a sa	specified in Rule			



19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 in the manner as specified by the Board from time to time. However there was decrease in the MPS which was consequent to an open offer made by the Promoters of the listed entity, in the year 2017, which closed on November 7, 2017, thereby allowing the Company time till November 7, 2018 to achieve the minimum public shareholding. However same was achieved on December 7, 2018. Thus the listed entity was noncompliant with Regulation 38 of LODR for very brief period.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	
		Not Applicable		

For S. Khandelwal& Co. Company Secretaries

(Sanjay Khandelwal) FCS No.:5945

C P No.: 6128

Place: New Delhi Date: May 28, 2019