



Indiabulls Infrastructure and Power Limited

INDIABULLS INFRASTRUCTURE AND POWER LIMITED

(CIN: L40101DL2010PLC210263)

Registered Office: M - 62 & 63, First Floor, Connaught Place, New Delhi - 110 001

Tel: 0124-3835901, Fax: 0124-3835903

Website: www.indiabullspower.com/ibipl, E-mail: investors.power@indiabulls.com

NOTICE

To the Shareholders,

Notice Pursuant to Section 110 of the Companies Act, 2013

A restructuring and reorganisation of the business of the Indiabulls Group was carried out in the month of July 2014 consequent to which various business segments in the group were brought under the control, management and supervision of the each of the Individual promoters, in terms of an understanding to such effect arrived at between them. Accordingly Mr. Rajiv Rattan came to acquire the control, management and supervision of the Power Segment, assuming the Chairmanship of the companies within the segment, including Indiabulls Infrastructure and Power Limited (the Company), with effect from July 9, 2014.

It has now been decided by the Board of Directors of the Company (the Board) that the name of the Company be changed to RattanIndia Infrastructure Limited. The word Rattan apart from being a part of the name of Mr. Rajiv Rattan and therefore indicative of the person vested with the control, management and supervision of the Company, also has a significant connotation meaning a Gem which together with the word "India" connotes, a company which is seen as the Gem of India.

On an application made by the Company to the Registrar of Companies, NCT of Delhi & Haryana (ROC), the availability of the said name for use by the Company has been confirmed by the ROC.

Any change proposed in the name of a company requires the prior consent of the members to be obtained by way of special resolution. Therefore, the Board has recommended that the said consent be obtained by way of a postal ballot, to the proposed change in the name of the Company to RattanIndia Infrastructure Limited.

Accordingly, a notice is hereby given, to the passing of the resolution as set out hereunder, by way of a postal ballot. An explanatory statement specifying the material facts with respect to the said resolution proposed for your approval, is also set out and forms a part of the notice, being sent to you along with a postal ballot form.

The Board has appointed Mr. Sushant Hota of M/s S.K. Hota & Associates, Practicing Company Secretary as scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the scrutinizer up to 2:00 P.M. on Thursday, October 16, 2014. In case of shareholders opting for e-voting, the votes may be cast between 10:00 A.M. on Wednesday, September 17, 2014 to 2:00 P.M. on Thursday, October, 16, 2014. The scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be displayed at the Registered Office and website of the Company on Thursday, October 16, 2014 by 6:00 P.M.

Item No. 1:

To consider and, if thought fit, to pass the following resolution as to the change in the name of the Company, as a Special Resolution:

"RESOLVED THAT pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 (Act), and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Companies (Incorporation) Rules 2014 and subject to the approval of the Registrar of Companies, NCT of Delhi and Haryana, the name of the Company be changed from "Indiabulls Infrastructure and Power Limited" to "RattanIndia Infrastructure Limited".

RESOLVED FURTHER THAT Clause I (Name Clause) of the Memorandum of Association of the Company be altered so as to read as under:

I. The name of the Company is RattanIndia Infrastructure Limited

RESOLVED FURTHER THAT the extant name of the Company wherever appearing in the Memorandum and Articles of Association be changed accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as deemed necessary to give effect to this resolution.”

**By Order of the Board
For Indiabulls Infrastructure and Power Limited**

**Sd/-
R. K. Agarwal
Company Secretary**

Place: New Delhi

Date: September 15, 2014

CIN: L40101DL2010PLC210263

Registered Office: M-62 & 63, First Floor,
Connaught Place, New Delhi – 110 001

Tel: 0124-3835901, Fax: 0124-3835903

E-mail: investors.power@indiabulls.com

NOTES:

- (a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed hereto.
- (b) The Notice is being sent to all the Members, whose names appeared in the Register of Members as on September 12, 2014. The Notice of the Meeting is also posted on the website of the Company <http://www.indiabullspower.com/ibipl>.
- (c) The business as set out in the Notice may be transacted through electronic voting system. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote by way of physical postal ballot forms.
- (d) The voting through electronic means will commence on Wednesday, September 17, 2014 at 10.00 A.M. and will end on Thursday, October 16, 2014 at 2.00 P.M. (both days inclusive). The Members will not be able to cast their vote electronically beyond the date and time mentioned above.
- (e) The Company has appointed Mr. Sushant Hota of M/s S.K. Hota & Associates, Practicing Company Secretary as the Scrutinizer for conducting the electronic voting process and the postal ballot process in a fair and transparent manner.
- (f) 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:- For NSDL:- 8 Character DP ID followed by 8 Digits Client ID. 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 Postal Ballot Notice / forwarded through the electronic notice via email
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact on toll free No. 1-800-34-54-001 for any further clarifications.
- iv) Members can cast their vote online from September 17, 2014 at 10.00 A.M. to October 16, 2014 at 2.00 P.M. (both days inclusive).
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e.- 'Company Name'.
- ix) If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company, then your existing login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/

AGAINST' taken together should not exceed your total shareholding. If the 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) Corporates/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 sushanthota73@gmail.com with copy to evoting@karvy.com. The scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
- g) The Scrutinizer shall upon conclusion of the e-voting period unblock 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 of or against the resolution and shall submit the same to the Chairman of the Company.
- h) The Results shall be declared after the completion of the Postal Ballot process, at 6.00 P.M. on Thursday, October 16, 2014. The Results declared along with the Scrutinizer's Report shall be placed on the same day at the Company's website and at the website of Karvy.
- (i) The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by Companies through electronic mode. We propose to send all future communications, in electronic mode to the email address provided by you. So, shareholders whose email address is not registered with us are requested to please get your email address registered with us, so that your Company can contribute to the safety of environment.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1:

A restructuring and reorganisation of the business of the Indiabulls Group was carried out in the month of July 2014 consequent to which various business segments in the group were brought under the control, management and supervision of the each of the Individual promoters, in terms of an understanding to such effect arrived at between them. Accordingly Mr. Rajiv Rattan came to acquire the control, management and supervision of the Power Segment, assuming the Chairmanship of the companies within the segment, including Indiabulls Infrastructure and Power Limited (the Company), with effect from July 9, 2014.

It has now been decided by the Board of Directors of the Company (the Board) that the name of the Company be changed to RattanIndia Infrastructure Limited. The word Rattan apart from being a part of the name of Mr. Rajiv Rattan and therefore indicative of the person vested with the control, management and supervision of the Company, also has a significant connotation meaning a Gem which together with the word "India" connotes, a company which is seen as the Gem of India. The availability of the name RattanIndia Infrastructure Limited for use by the Company has been confirmed by the Office of Registrar of Companies, NCT of Delhi & Haryana.

Consequent to the change in the name of the Company an alteration in the Clause I i.e. the Name Clause of the Memorandum of Association would be required and further, alterations in the rest of the Memorandum of Association and the Articles of Association of the Company would also be required, wherever the extant name of the Company appears.

Since prior consent of the members by way of a special resolution is required for affecting any change in the name of a company, consent of the members to the change in the name of the Company, as aforesaid, is being sought in terms of the special resolution set out at item no. 1 of the Notice.

Upon receipt of approval of the members, the Company shall make an application to the Registrar of Companies, NCT of Delhi & Haryana, for approving the change in the name of the Company and issuing a fresh certificate of incorporation to the Company in the new name as aforesaid, upon receipt of which the Company shall make the required alterations in the Memorandum and Articles of Association of the Company so that the said documents reflect the new name as aforesaid, in place of the Indiabulls Infrastructure and Power Limited, the current name of the Company.

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

**By Order of the Board
For Indiabulls Infrastructure and Power Limited**

**Sd/-
R. K. Agarwal
Company Secretary**

Place: New Delhi

Date: September 15, 2014

CIN: L40101DL2010PLC210263

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POSTAL BALLOT FORM

Name of the Company: Indiabulls Infrastructure and Power Limited				
Registered office: M - 62 & 63, First Floor, Connaught Place, New Delhi – 110 001				
BALLOT PAPER				
S. No.	Particulars	Details		
1.	Name of the First Named Shareholder (In block letters)			
2.	Postal address			
3.	Registered folio No. / *DP ID No. and Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity		
I hereby exercise my vote in respect of Special resolution mentioned below by recording my assent or dissent to the said resolution in the following manner:				
S.No.	Item No.	No. of shares held by me/us	I/We assent to the resolution	I/We dissent from the resolution
1.	To seek approval of the shareholders to the change of name of the Company from Indiabulls Infrastructure and Power Limited to RattanIndia Infrastructure Limited and consequent alteration in the Memorandum and Articles of Association of the Company.			
Place:		(Signature of the shareholder)		
Date:				

NOTE: FOR INSTRUCTIONS, PLEASE SEE BELOW

INSTRUCTIONS

1. A member desiring to exercise vote through postal ballot, may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expense of the registered shareholder, will also be accepted.
2. This form should be completed and signed by the member. In case of joint-holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder.
3. Unsigned postal ballot forms shall be rejected.
4. Duly completed postal ballot form should reach the scrutinizer not later than 2:00 P.M. on Thursday, October 16, 2014. All postal ballot forms received after this date and time will be strictly treated as if reply from such shareholder has not been received.
5. In case of Shares held by Companies, Trusts, Societies etc., the duly completed postal ballot forms should be accompanied by certified copies of the resolutions passed by their Boards of Directors / Governing Bodies.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member on September 12, 2014.
7. Members are requested to not to send any other paper along with the postal ballot forms in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.