

MINUTES OF PROCEEDINGS OF THE FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF RATTANINDIA INFRASTRUCTURE LIMITED HELD ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER, 2015 AT 12:00 NOON AT CENTAUR HOTEL, IGI AIRPORT, DELHI-GURGAON ROAD, NEW DELHI - 110037

DIRECTORS PRESENT:

1. Mr. Rajiv Rattan, Chairman & Whole-time Director
2. Mrs. Anjali Nashier, Non-Executive Director
3. Mr. Narayanasany Jeevagan, Independent Director and Chairman of Audit Committee.
4. Mr. Sanjiv Chhikara, Independent Director

MEMBERS:

- 48 Members, present in person.
1 Member, present through proxy.
43 Members voted through e-voting process.

IN ATTENDANCE:

Mr. R K Agarwal – Company Secretary

Mr. R.K. Agarwal welcomed all the shareholders to the Fifth Annual General Meeting on behalf of the Company and its management.

CHAIRMAN OF THE MEETING

Name of Mr. Rajiv Rattan, Chairman and Whole-time Director of the Company, was proposed by Mr. Praveen Kumar (DP ID: IN300118 Client ID: 10449827) and seconded by Ms. Madhu Bhatia (DP ID: IN302679 Client ID: 31808576), to chair the meeting. The proposal was unanimously approved by show of hands, by the members present whereupon Mr. Rajiv Rattan assumed the chair.

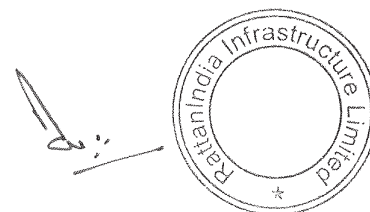
QUORUM

The requisite quorum being present, the Chairman called the meeting to order.

The Chairman informed the shareholders that Register of Directors' shareholding was available to the shareholders for inspection.

NOTICE CONVENING THE MEETING AND AUDITOR'S REPORT

The Chairman requested that since the Notice dated September 1, 2015, convening the Annual General Meeting along with the Annual Report for the Financial Year 2014-15 had already been circulated to the shareholders the same be taken as read, which was agreed to by the members present.



The Chairman further informed that since the Auditor's Report on the Financial Statements of the Company for the Financial Year ended March 31, 2015 did not contain any qualifications or observations on the financial transactions or otherwise, the same was not required to be read out at the meeting. Accordingly, the Auditor's Report was not read.

The Chairman further informed the shareholders present that in compliance with the provisions of the Companies Act, 2013 and Rules framed thereunder, the Company had extended the remote e-voting, to all its Members, in respect of the businesses to be transacted at its 5th Annual General Meeting. The procedure to exercise e-voting, had been stated in detail on page no. 4 & 5 of the notice dated September 1, 2015. The e-voting had commenced at 10:00 A.M. on September 26, 2015 and ended at 5:00 P.M. on September 29, 2015. Mr. Dinesh Kumar Agarwal of M/s D. K. Agarwal & Associates, Practicing Company Secretary was appointed as Scrutinizer, for scrutinizing the e-voting process, would be submitting his report to me on the electronic voting exercised by the shareholders of the Company, upon conclusion of this AGM.

The Chairman further informed the shareholders present that the Company has arranged for poll on all the resolutions listed at item No.(s) 1 to 8 of the Notice dated September 1, 2015, to be exercised by all the members present at the meeting either in person or through their proxies (Members), and who did not participate in the e-voting process. He then briefly appraised the Members of the gist of resolutions captured in the notice convening the meeting, for their reference and invited the Members personally present at the meeting, to raise their queries, if any, on any of these agenda items, before the same could be put to vote by Poll.

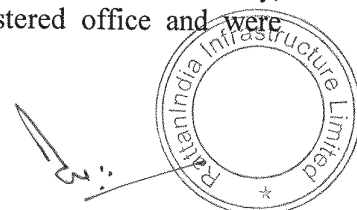
On being satisfied that the resolutions as set out at item No.(s) 1 to 8 of the Notice dated September 1, 2015 had been understood by all and they had no further information to seek or queries to raise, in respect of the same the Chairman ordered the Poll on the same, by way of casting of ballot papers, distributed to all Shareholders present at the meeting. Ms. Nidhi Mishra, Practicing Company Secretary and Mr. Mahender Pal Bhutani, shareholder of RattanIndia Infrastructure Limited having DP ID / Client ID No. 1204470004410719 were appointed as the Scrutinizers to scrutinize the poll process for all the resolutions as set out at item No.(s) 1 to 8 of the Notice dated September 1, 2015.

The Chairman announced that the combined result of e-voting and polling through ballots will be declared latest by October 3, 2015 and will simultaneously be intimated to Stock Exchanges and will also be displayed at the registered office of the Company and websites of the Company and Karvy Computershare Private Limited (RTA).

On being informed by the Scrutinizers, that all the Members/proxies, present at the meeting had been provided with the ballot papers, the Chairman announced the opening of the poll and closed it after 15 minutes on receipt of confirmation by the scrutinizers that all the members/proxies present at the meeting had cast their ballots.

The Meeting thereupon concluded with a unanimous vote of thanks to the Chair.

The combined result of e-voting and poll was notified to the Exchanges in the format prescribed under Clause 35A of the Listing Agreement on October 3, 2015. Simultaneously, details of the said result were also displayed at Company's Registered office and were uploaded on websites of the Company and RTA.



The resolutions as set out at item No.(s) 1 to 8 of the Notice dated September 1, 2015, passed by the shareholders with requisite majority, are as under-

Item No. 1 – Ordinary Resolution:- Adoption of the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and auditors thereon.

“RESOLVED THAT the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

Item No. 2 – Ordinary Resolution:- Re-appointment of Mrs. Anjali Nashier (DIN: 01942221), as a Director, liable to retire by rotation.

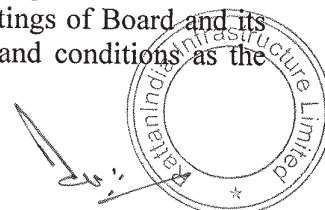
“RESOLVED THAT Mrs. Anjali Nashier (DIN: 01942221), who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Item No. 3 – Ordinary Resolution:- Ratification of the appointment of Messers Sharma Goel & Co. LLP, Chartered Accountants, having Registration No. 000643N, as the Statutory Auditors of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, recommendation of the Audit Committee and the resolution passed by the members at the fourth annual general meeting held on September 30, 2014, the appointment of Messers Sharma Goel & Co. LLP, Chartered Accountants (Registration No: 000643N) as Statutory Auditors of the Company be and is hereby ratified.”

Item No. 4 – Special Resolution:- Private Placement of Non-Convertible Debentures

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Issue and Listing of debt Securities) Regulation, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Notifications, 2012 and 2014 and other applicable SEBI regulations and guidelines and other statutes, Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals if any, as may be required from any regulatory or other authorities from time to time, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof), to offer or invite subscriptions for secured / unsecured, redeemable, non-convertible debentures (including bonds), in one or more series / tranches, including by way of private placement, within the overall borrowing limits available to the Company in terms of resolution passed by the members of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, from such persons/entities and on such terms and conditions as the



Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

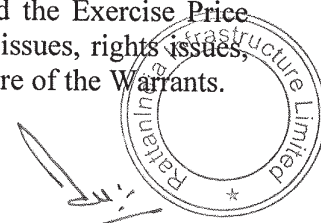
Item No. 5 – Special Resolution:- Preferential Issue of Warrants

“**RESOLVED THAT** pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”), the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authority, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), permission(s), consent(s) and/or sanction(s), and 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 which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized on behalf of the Company to create, offer, issue and allot, by way of a preferential issue, from time to time and in one or more tranches, an aggregate of up to 32,00,00,000 warrants, convertible into an equivalent number of equity shares of a face value of Rs. 2 each of the Company (“Warrants”), at an exercise price of Rs.2.30 per equity share (“Exercise Price”) to Yantra Energetics Private Limited, a Promoter Group entity, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion;

RESOLVED FURTHER THAT an amount equivalent to 25 per cent of the Exercise Price shall be payable prior to allotment of Warrants and the balance 75 per cent of the Exercise Price shall be payable by the warrant holder upon exercise of the Warrants. The amount paid against subscription of Warrants shall be adjusted / set off against the Exercise Price payable for the resultant allotment of Equity Shares upon exercise of warrants.

RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the Exercise Price of the Warrants is August 31, 2015.

RESOLVED FURTHER THAT the Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 months from the date of their allotment and that the number of equity shares that each Warrant gets converted into and the Exercise Price shall be appropriately adjusted for the corporate actions such as bonus issues, rights issues, stock split or any capital or corporate restructuring, if any during the tenure of the Warrants.



RESOLVED FURTHER THAT the Equity Shares allotted pursuant to the conversion of Warrants shall rank *pari passu* in all respects including entitlement to dividend, with the then existing equity shares of the Company, from the date of their allotment.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may, in its absolute discretion, deem necessary, expedient or desirable for such purpose, including without limitation, to issue and allot Equity Shares upon exercise of Warrants, issuing certificates / clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek fresh approval of the shareholders of the Company, and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of Warrants and utilisation of proceeds of the Warrants, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done pursuant to and in terms of Board authorization, including inviting advance subscription to the issue of Warrants from the proposed allottee, be and is hereby ratified.

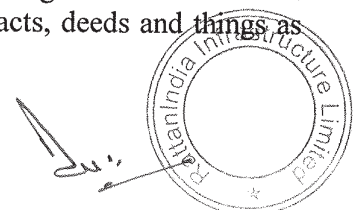
RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by above resolutions to any Director or to any committee of Directors or any other executives / officers of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc; as may be necessary to give effect to the aforesaid resolution.”

Item No. 6 – Ordinary Resolution:- Increase in the Authorized Share Capital of the Company

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, as may be amended from time to time, and the Articles of Association of the Company, the Authorized Capital of the Company be increased from existing Rs.305,00,00,000/- (Rupees Three Hundred Five Crore Only) divided into 152,50,00,000 (One Hundred Fifty Two Crore Fifty Lacs) Equity Shares of Rs. 2/- (Rupees Two) each to Rs. 350,00,00,000/- (Rupees Three Hundred Fifty Crore Only) divided into 175,00,00,000 (One Hundred Seventy Five Crore) Equity Shares of Rs. 2/- (Rupees Two) each and that the existing clause V of the Memorandum of Association of the Company be and is hereby deleted and in its place the following clause V be substituted:

“The Authorized Share Capital of the Company is Rs. 350,00,00,000/- (Rupees Three Hundred Fifty Crore Only) divided into 175,00,00,000 (One Hundred Seventy Five Crore) Equity Shares of Rs. 2/- (Rupees Two) each.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to get all forms, deeds, applications, writings and other documents as may be required signed and executed on behalf of the Company in this regard and generally to do all such acts, deeds and things as



may be necessary, proper and expedient or incidental for the purpose of giving effect to the resolution.”

Item No. 7 – Ordinary Resolution:-Re-appointment of Mr. Rajiv Rattan (DIN: 00010849) as Whole-time Director

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) approval of the Company be and is hereby accorded for re-appointment of Mr. Rajiv Rattan as Whole-time Director by the Board of Directors of the Company, for a period of five years, on ‘Nil’ remuneration with effect from February 21, 2015.”

Item No. 8 – Special Resolution:-Alteration in the Articles of Association of the Company.

“RESOLVED THAT in accordance with the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) approval of the Company be and is hereby accorded to alter the Articles of Association of the Company, by addition of following ‘Article 135’ immediately after existing Article 134-

“Article 135: Nominee Directors

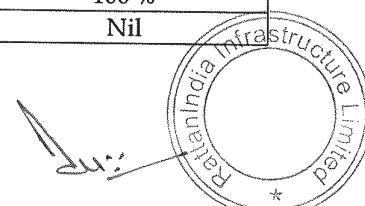
The Company shall from time to time have the power of appointing directors in the capacity of Nominee Director, whether or not by way of nomination by financial institutions, banks, debenture holders or other lenders / investors of any kind”

OUTCOME / RESULT OF THE VOTING

The consolidated result of e-voting and polling at the aforesaid Fifth Annual General Meeting is given below:

Item No. 1 – Ordinary Resolution:- Adoption of the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and auditors thereon.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	45	785479976	89.53 %
Total Votes received through physical ballot mode	25	91853107	10.47 %
Total Number of Invalid Votes	0	Nil	Nil
Total Number of Valid Votes	70	877333083	100 %
Total Number of Votes against the	2	385	Nil



resolution			
Total Number of Votes in favour of Resolution	68	877332698	100 %

Item No. 2 – Ordinary Resolution:- Re-appointment of Mrs. Anjali Nashier (DIN: 01942221), as a Director, liable to retire by rotation.

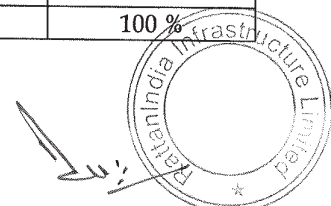
Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	45	785479976	89.53 %
Total Votes received through physical ballot mode	25	91853107	10.47 %
Total Number of Invalid Votes	0	Nil	Nil
Total Number of Valid Votes	70	877333083	100 %
Total Number of Votes against the resolution	3	1385	Nil
Total Number of Votes in favour of Resolution	67	877331698	100 %

Item No. 3 – Ordinary Resolution:- Ratification of the appointment of Messers Sharma Goel & Co. LLP, Chartered Accountants, having Registration No. 000643N, as the Statutory Auditors of the Company.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	45	785479976	89.53 %
Total Votes received through physical ballot mode	25	91853107	10.47 %
Total Number of Invalid Votes	0	Nil	Nil
Total Number of Valid Votes	70	877333083	100 %
Total Number of Votes against the resolution	2	385	Nil
Total Number of Votes in favour of Resolution	68	877332698	100 %

Item No. 4 – Special Resolution:- Private Placement of Non-Convertible Debentures

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	44	785408404	89.53 %
Total Votes received through physical ballot mode	25	91853107	10.47 %
Total Number of Invalid Votes	0	Nil	Nil
Total Number of Valid Votes	69	877261511	100 %



Total Number of Votes against the resolution	14	10866193	1.24 %
Total Number of Votes in favour of Resolution	55	866395318	98.76 %

Item No. 5 – Special Resolution:- Preferential Issue of Warrants

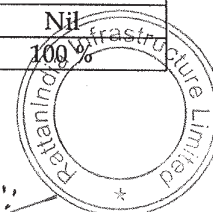
Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	43	145876106	16.63 %
Total Votes received through physical ballot mode	27	731456977	83.37 %
Total Number of Invalid Votes	0	Nil	Nil
Total Number of Valid Votes	70	877333083	100 %
Total Number of Votes against the resolution	30	145776137	16.62 %
Total Number of Votes in favour of Resolution	40	731556946	83.38 %

Item No. 6 – Ordinary Resolution:- Increase in the Authorized Share Capital of the Company

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	45	785479976	89.53 %
Total Votes received through physical ballot mode	25	91853107	10.47 %
Total Number of Invalid Votes	0	Nil	Nil
Total Number of Valid Votes	70	877333083	100 %
Total Number of Votes against the resolution	12	10808213	1.23 %
Total Number of Votes in favour of Resolution	58	866524870	98.77 %

Item No. 7 – Ordinary Resolution:-Re-appointment of Mr. Rajiv Rattan (DIN: 00010849) as Whole-time Director

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	44	785478976	89.53 %
Total Votes received through physical ballot mode	25	91853107	10.47 %
Total Number of Invalid Votes	0	Nil	Nil
Total Number of Valid Votes	69	877332083	100 %



Total Number of Votes against the resolution	2	385	Nil
Total Number of Votes in favour of Resolution	67	877331698	100.00 %

Item No. 8 – Special Resolution:-Alteration in the Articles of Association of the Company.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	45	785479976	89.53 %
Total Votes received through physical ballot mode	25	91853107	10.47 %
Total Number of Invalid Votes	0	Nil	Nil
Total Number of Valid Votes	70	877333083	100 %
Total Number of Votes against the resolution	2	385	Nil
Total Number of Votes in favour of Resolution	68	877332698	100.00 %

CHAIRMAN

