

RattanIndia Power Limited

(formerly Indiabulls Power Limited.)

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

CIN: L40102DL2007PLC169082

Email: ir@rattanindia.com, Tel: 0124-6695600, Fax: 0124-6695868, Website:www.rattanindia.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EIGHTH ANNUAL GENERAL MEETING of the members of **RattanIndia Power Limited** will be held on **Wednesday, the 30th day of September, 2015 at 9:00 A.M. at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037**, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2015, Statement of Profit and Loss for the year ended on that date (standalone and consolidated) and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Anjali Nashier (DIN: 01942221), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of Statutory auditors of the Company and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, recommendations of the Audit Committee and the resolution passed by the members at the seventh annual general meeting held on September 30, 2014, the appointment of Messers Deloitte Haskins & Sells, Chartered Accountants (Regn. No. 117365W) as Statutory Auditors of the Company be and is hereby ratified.”

SPECIAL BUSINESS:

Item No. 4:

To consider and approve issuance of Non-Convertible Debentures on private placement basis and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“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) Regulations, 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 the 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 authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 5:

To consider and if thought fit, to pass the following resolution as an enabling resolution permitting the Company to issue shares, debentures /bonds or other classes of securities to various classes of investors including to the Qualified Institutional Buyers pursuant to a Qualified Institutions Placement, as a Special Resolution.

“RESOLVED THAT in supersession of all previous resolution(s) in this regard and in accordance with the provisions of Sections 41, 42, 62 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications thereto or re-enactments thereof for the time being in force) as amended from time to time, Foreign Exchange Management Act, 1999, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (‘SEBI Regulations’), SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Notifications, 2012 and 2014 and other applicable SEBI regulations and guidelines, Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, enabling provisions in the Memorandum and Articles of Association of the Company as also provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) and subject to the approvals required, consents, permissions and sanctions of the Securities and Exchange Board of India (SEBI), Government of India, Reserve Bank of India and all other appropriate and/or concerned authorities, or bodies, if any and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (‘Board’) (which term shall be deemed to include any Committee which the Board may have constituted or may hereafter constitute, for the time being exercising/or to exercise the powers conferred on the Board by this resolution), the Board be and is hereby authorized to offer, issue and allot in one or more tranches, to Investors whether Indian or Foreign, including Foreign Institutions, Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds, Individuals or otherwise, whether shareholders of the Company or not, through an issue of debentures or bonds convertible into equity shares (convertible securities) or non-convertible and/or equity shares directly or through depository receipts (all such securities being hereinafter collectively referred to as “Securities”), whether by way of private placement or otherwise including by way of Qualified Institutional Placement (‘QIP’), to Qualified Institutional Buyers (‘QIB’) in terms of Chapter VIII of the SEBI Regulations, through one or more placements, so however that the total amount raised through the issue of Securities shall not exceed USD 200 Million, where necessary in consultation with the Lead Managers, Underwriters, Merchant Bankers, Guarantors, Financial and/or Legal Advisors, Rating Agencies/Advisors, Depositories, Custodians, Principal Paying/Transfer/Conversion agents, Listing agents, Registrars, Trustees, Printers, Auditors, Stabilizing agents and all other Agencies/Advisors, provided however that in the case of a QIP issue of Securities, the increase in the issued, subscribed and paid up capital of the Company shall not be more than 25% of the then issued, subscribed and paid up capital of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby also authorised to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be issued and allotted in each tranche, issue price, face value, premium amount in issue/conversion/exercise/redemption, rate of interest, redemption period, listings on one or more stock exchanges in India or abroad as it may in its absolute discretion deem fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

RESOLVED FURTHER THAT in case of QIP issue it shall be completed within 12 months from the date of passing of this resolution.

RESOLVED FURTHER THAT in case of QIP issue, the relevant date for determination of the floor price of the equity shares to be issued shall be -

- i) in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue.
- ii) in case of allotment of convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

RESOLVED FURTHER THAT in case of a QIP issue the Board may in its absolute discretion issue the Securities at a discount of not more than five percent or such other discount as may be permitted under the SEBI ICDR Regulations in this regard and other applicable law if any, subject to Section 53 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of issue of Securities in the shape of equity shares or convertible securities, a suitable adjustment shall be made in the number of shares, the price, time period etc. in the event of change in the equity structure of the Company consequent upon any merger, amalgamation or other re-organization or restructuring of the Company.

RESOLVED FURTHER THAT in case of convertible securities issued through qualified institutions placement the tenure of such securities shall not exceed sixty months from the date of allotment.

RESOLVED FURTHER THAT the equity Shares whether issued directly or upon conversion of the convertible securities, shall rank pari passu with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint Lead Manager(s) in offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with Lead Manager(s) and to seek the listing of such Securities, as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create necessary charge on such of the assets and properties (whether present or future) of the Company in respect of Securities and to approve, accept, finalize and execute such facilities, sanctions, undertakings, agreements, promissory notes, credit limits and any of the documents and papers in connection with the issue of Securities, as may be required.

RESOLVED FURTHER THAT to give effect to this resolution the Board be and is hereby authorised to delegate all or any of the powers herein to any committee of the Board or to any officer /authorised representative of the Company or in such other manner as they may deem fit."

Item No. 6:

To consider and if thought fit to pass the following resolution approving the appointment of Mr. Jayant Shriniwas Kawale as a director of the Company liable to retire by rotation and according approval to his appointment by the Board of Directors of the Company as the Managing Director of the Company at the remuneration and other terms and conditions as approved by the Board of Directors and to the remuneration paid to him for the financial year 2014-2015, by way of a Special Resolution.

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactment(s) thereof, for the time being in force, Mr. Jayant Shriniwas Kawale (DIN: 00076038) who was appointed as an Additional Director of the Company by the Board of Directors of the Company, with effect from October 1, 2014 and who holds office as a director until the date of the annual general meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member of the Company under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Kawale as a director of the Company liable to retire by rotation, be and is hereby appointed as director on the Board of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Rules framed thereunder, or any statutory modifications thereto or re-enactments thereof, for the time being in force, approval of the members be and hereby accorded to his appointment by the Board of Directors of the Company, as the Managing Director of the Company for a period of five years w.e.f. October 1, 2014, such appointment being renewable for a further period of five years upon each expiry, on the remuneration, terms and conditions, as

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set out in the explanatory statement, including the term that in the event of inadequacy or absence of profits in any financial year, during his tenure, the remuneration payable to him shall be in accordance the limits applicable to Company in terms of Section II of Part II of the Schedule V to the Companies Act, 2013 read in particular, with the proviso to Paragraph (A), thereof, as to such limits (hereinafter referred to as "Permissible Remuneration") so however that the said approval as to the payment of Permissible Remuneration, in the event of inadequacy or absence of profits, shall be valid only for a period of three financial years beging with the financial year 2014-15.

RESOLVED FURTHER THAT approval is also granted to the payment by the Company, of a remuneration of ₹ 1,40,59,138/- (Rupees One crore forty lacs fifty nine thousand one hundred thirty eight) to Mr. Jayant Shriniwas Kawale, the Managing Director of the Company, as the remuneration payable to him for the financial year 2014-2015 ("Permissible Remuneration"), owing to the absence of profits for the said financial year, as against the remuneration at which he has been appointed by the Board of Directors of the Company, as set out in the explanatory statement, the amount so paid having been worked out in terms of the limits applicable to the Company under Section II of Part II to Schedule V to the Companies Act, 2013, including in particular the first proviso to paragraph A thereof.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by the Central Government and/or other competent authority if any, as the case may be."

Item No. 7:

To consider and if thought fit to pass the following resolution approving the appointment of Mr. Himanshu Mathur as a director of the Company liable to retire by rotation and according approval to his appointment by the Board of Directors of the Company as the Whole-time Director of the Company at the remuneration and other the terms and conditions as approved by the Board of Directors, by way of a Special Resolution.

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 including any statutory modifications thereto or re-enactment(s) thereof, for the time being in force, Mr. Himanshu Mathur (DIN: 03077198) who was appointed as an Additional Director of the Company by the Board of Directors of the Company, with effect from July 8, 2015 and who holds office as a director until the date of the annual general meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member of the Company under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Mathur as a director of the Company liable to retire by rotation, be and is hereby appointed as director on the Board of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions if any, of the Companies Act, 2013 read with Schedule V thereto, or any statutory modifications thereto or re-enactments thereof, for the time being in force, approval of the members be and hereby accorded to Mr. Himanshu Mathur's appointment by the Board of Directors of the Company as the Whole-time Director of the Company for a period of three years w.e.f. July 8, 2015, renewable for a further tenure of three years on each such expiry, on the remuneration, terms and conditions, as set out in the explanatory statement, including the term that in the event of inadequacy or absence of profits in any financial year, during his tenure, the remuneration payable to him shall be in accordance the limits applicable to Company in terms of Section II of Part II of the Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by the Central Government and/or other competent authority if any, as the case may be."

Item No. 8:

To consider and if thought fit, to pass the following resolution according approval to the appointment of Mr. Jayant Shriniwas Kawale, Managing Director of the Company to a place of profit in RattanIndia Nasik Power Limited as President, with effect from October 1, 2015, as a Special Resolution.

“RESOLVED THAT in accordance with the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, or any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions, if any as may be required from appropriate authorities and subject to such conditions or modifications as may be prescribed, imposed or suggested by any of them while granting such approvals, consents, permissions or sanctions, consent be and is hereby accorded to the appointment of Mr. Jayant Shriniwas Kawale (DIN: 00076038), Managing Director of the Company, to a place of profit in RattanIndia Nasik Power Limited (RNPL), a wholly owned subsidiary of the Company by way of his appointment as an employee of RNPL, with the designation of “President”, with effect from October 1, 2015, without being on its Board of Directors, at the remuneration and on other terms and conditions as set out in the explanatory statement attached to the notice, the said appointment in RNPL being in addition to his being the Managing Director of the Company.

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

Item No.9:

To consider and if thought fit, to pass the following resolution approving the remuneration paid to the cost auditor, as an ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 50,000/- as recommended by the Audit Committee of the Board of Directors of the company (‘Board’) and thereupon approved by the Board as the remuneration payable to M/s Nisha Vats & Co., Cost Accountants, as the Cost Auditors, for conducting the audit of the cost records of the Company for the financial year ended March 31, 2015 and subsequently paid to them, be and is hereby approved”

By Order of the Board of Directors
For **RattanIndia Power Limited**

Place: New Delhi
Date: September 1, 2015

Sd/-
Gaurav Toshkhani
Company Secretary

Registered Office:

M-62 & 63, First Floor,
Connaught Place, New Delhi - 110 001
CIN: L40102DL2007PLC169082
Email: ir@rattanindia.com

NOTES:

- (a) The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, the 24th day of September, 2015 to Wednesday, the 30th day of September, 2015 (both days inclusive).
- (b) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL, ON HIS/HER BEHALF, AND THE PROXY NEED NOT BE A MEMBER.** A Blank form of proxy is enclosed and if intended to be used, it should be returned, duly completed, to the Registered Office of the Company not later than forty eight hours before the commencement of the meeting. Proxy holders shall carry a valid identity proof at the time of attending the meeting. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- (c) Brief resume of Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, their shareholding and relationship between directors inter-se, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in the Corporate Governance Report forming part of the Annual Report.
- (d) Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- (e) The Notice is being sent to all the Members, whose names appeared in the Register of Members as on 28th day of August, 2015. The Notice of the Meeting is also posted on the website of the Company www.rattanindia.com
- (f) Members holding shares in physical form are requested to notify change in address if any, under their signatures to Karvy Computershare Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District Gachibowli, Nanakramguda, Serilingampally, Hyderabad – 500 032, the Registrar and Share Transfer Agent (RTA), quoting folio Nos. Members holding shares in electronic form may update such details with their Depository Participants.
- (g) The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Companies (Management and Administration) Amendment Rules, 2015, 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 at the Meeting. Please note that the voting through electronic means is optional. The Company has appointed Karvy Computershare Private Limited (“Karvy”) for facilitating e-voting to enable the Members to cast their votes electronically. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (h) The e-voting period commences on Saturday, the 26th day of September, 2015 at 10.00 A.M. and ends on Tuesday, the 29th day of September, 2015 at 5.00 P.M. During the period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Wednesday the 23rd day of September, 2015, may cast their vote by electronic means in the manner and process set out herein below. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, Members who have cast their vote electronically shall not vote by way of poll held at the Meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility, they shall be provided ballot papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- (i) In case of any query pertaining to e-voting, please visit Help & FAQ’s section of <https://evoting.karvy.com>.
- (j) The voting rights of the Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date being Wednesday the 23rd day of September, 2015.

(k) The Company has appointed Mr. Sanjay Khandelwal of M/s S. Khandelwal & Co., Company Secretaries, a practicing company secretary, as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

(l) 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:- a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID b) 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 AGM 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 Saturday, the 26th day of September, 2015 at 10.00 A.M. to Tuesday, the 29th day of September, 2015 at 5.00 P.M.
- 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 cast 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 you do not want to cast your vote, 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.

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- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate /Fls/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 **sanjay918@gmail.com** with copy to **evoting@karvy.com**. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
- xiv) Any person who has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. Wednesday the 23rd day of September, 2015, may write to Karvy on the email id: varghese@karvy.com or speak to Mr. P. A. Varghese, Contact No. 040-67162222, at (Unit: RattanIndia Power Limited) Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gochibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow the steps mentioned above, to cast the vote.
- xv) The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three days of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- xvi) The Chairman, on receipt of the Scrutinizer's Report, shall declare the results of the voting forthwith and the results declared along with the Scrutinizer's Report, shall be placed on the Company's website www.rattanindia.com and on the website of Karvy immediately after the result is declared and the Company shall, simultaneously, forward the results to Exchanges.
- (m) 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 their email address registered with us, so that your Company can contribute to the safety of environment.**
- (n) Route map of the venue of meeting is annexed.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the businesses mentioned at Item Nos. 4 to 9 of the accompanying Notice dated September 1, 2015.

Item Nos. 4 & 5:

The business of the Company is necessarily capital intensive in nature making it essentially important for it to remain supplied with sufficient quantum of funds at all times.

While there would be substantial increase in the business revenues of the Company from the financial year 2015-2016 onwards, with all five units of 1350 MW Phase-I Amravati Thermal Power Project having become operational by the end of the financial year 2014-15, to augment the capital resources built out of such revenues, there is need for further capital, partly for running and maintenance of 1350 MW Phase-I Amravati Project and the development of 1350 MW Phase-I Nasik Project, being developed by RattanIndia Nasik Power Limited, a wholly owned subsidiary of the Company and partly for general corporate use including meeting of the working capital requirements.

Towards this end the Company intends to tap potential lenders/investors, including, banks, financial institutions and non-banking finance companies, Indian or Foreign, including Foreign Institutions/investors, Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds, Individuals or otherwise, including qualified institutional buyers, whether shareholders of the Company or not for raising funds therefrom by way of issuance of equity shares, depository receipts, debentures, bonds, including non-convertible debentures (Securities), on a private placement basis. The Company may also opt for issue of Securities through Qualified Institutions Placement (QIP).

It may be noted that in case of issuance of debentures or bonds, the quantum of funds raised shall be within the borrowing limits approved by the shareholders in terms of Section 180(1)(c) of the Companies Act, 2013.

Further in the case of issuance of equity shares, debentures or bonds by way of a QIP issue, the quantum of funds raised, shall be within the maximum permissible limit in terms of the Chapter VIII of the Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations).

As regards the issuance of Securities on QIP basis it may be noted that as per Chapter VIII of the SEBI Regulations, an issue of shares on QIP basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the two weeks preceding the “relevant date. Further, the board of directors of the concerned company may, at its absolute discretion, issue equity shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the ‘floor price’ as determined in terms of the SEBI (ICDR) Regulations, 2009, subject to Section 53 of the Companies Act, 2013.

Subject to the above, the issuance of Securities, shall be on such terms and conditions including those as to pricing, rate of interest, repayment and provision of security towards the same, as would be in the best interests of the Company. Further as regards the non-convertible debentures/ bonds it would be pertinent to mention here that the pricing would depend upon of the fund requirements of the Company at the relevant point of time and the cost at which the debentures/bonds can be issued, which shall be factored in while determining such price.

In terms of Sections 41, 42, 62 and 71 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and the Chapter VIII of the Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009 the issuance of Securities as aforesaid, requires prior approval of the shareholders by way of special resolution.

Accordingly, approval of the members in terms the resolutions set out at item nos. 4&5 of the notice is sought.

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

Notice (contd.)

Item No. 6:

Mr. Jayant Shriniwas Kawale (DIN:00076038) was inducted on the Board of Directors of the Company as an additional director with effect from October 1, 2014, in the meeting of the Board held on September 30, 2014. In the same meeting he was subsequently appointed as the Managing Director of the Company for a period of five years with effect from October 1, 2014, at the following terms and conditions:

Basic salary: ₹ 18,83,000/- per month; House Rent Allowance (HRA); ₹ 9,41,500/- per month; Perquisites and Allowances (other than HRA): ₹ 4,08,833/- per month.

Annual Increment: as per the rules of the Company.

Annual leaves and gratuity; as per the standard rules of the Company.

Other terms and conditions; as per Company Rules.

So however that in the event of inadequacy or absence of profits in any financial year, during his tenure, the remuneration paid to him shall be commensurate with the limits stipulated in Section II Part II of Schedule V to the Companies Act, 2013 (hereinafter referred to as "Permissible Remuneration").

In the context of appointment of Mr. Kawale as a director of the Company liable to retire by rotation, the Company has received a notice from a member of the Company in terms of Section 160 of the Companies Act, 2013, signifying his intention to propose the appointment of Mr. Kawale as such a director on the Board of Directors of the Company. It may be noted here that Mr. Kawale's appointment as such would mean continuance of his appointment as the Managing Director of the Company, for the tenure approved by the Board, subject to his reappointment as director every time upon his retirement from directorship by rotation, during his tenure.

In the context of remuneration of Mr. Kawale it may be noted that since the Company ended the financial year 2014-2015 with losses, the remuneration which could be paid to him for the said financial year, had to be restricted to the amount permissible in terms of the limits stipulated under Section II of Part II to the Schedule V, proportionate to the period of his tenure covered under the said financial year, on the basis of the effective paid up capital of the Company as on March 31, 2014 so however that as permitted under the first proviso to paragraph A to Section II of Part II to the Schedule V, the limits for determining the remuneration payable to him for the said financial year, would stand doubled, subject to the receipt of subsequent approval of the shareholders, by way of a special resolution.

Accordingly, an amount of ₹ 1,40,59,138/- (Rupees One crore forty lacs fifty nine thousand one hundred thirty eight) as determined in accordance with the limits applicable to the Company in terms of paragraph A of Section II of Part II to the Schedule V, including in particular the first proviso thereto, as the remuneration payable to Mr. Kawale, for the period of his appointment covered under the financial year 2014-2015, was paid to him as remuneration for the said financial year and it was decided to seek the approval of the shareholders in this regard, by way of a special resolution.

It would be pertinent to mention here that the remuneration of Mr. Kawale as originally fixed by the Board, is commensurate with his qualifications, experience and most importantly the level and quantum of responsibility placed on him.

Consequently therefore, it was only justified that since the Company had ended the financial year 2014-2015 with a loss and therefore it was not permissible for the Company to remunerate him for the said financial year in accordance with the originally fixed terms, that he be compensated in some measure at least and therefore an amount worked out in accordance with limits pursuant to the first proviso to paragraph A of Section II of Part II to the Schedule V, was paid to him as remuneration, for the said financial year.

In terms of Section 160 of the Companies Act, 2013 read with Companies (Appointment And Qualifications of Directors) Rules, 2014 consent of the members is required for the appointment of a person other than a retiring director, to the directorship of the Company.

Further, in terms of the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V to the Act, approval of the members by way of a special resolution, would be required (a) to the appointment by the Board of Directors, of

Mr. Jayant Shriniwas Kawale as the Managing Director of the Company for a period of five years with effect from October 1, 2014, at the remuneration fixed by the Board, (b) to the payment by the Company of an amount of ₹ 1,40,59,138/- (Rupees One crore forty lacs fifty nine thousand one hundred thirty eight), to him by way of Permissible Remuneration for the financial year 2014-2015, the said amount having been worked out in accordance with Section II of Part II to the Schedule V, read in particular with the first proviso to Paragraph A thereof, consequent to absence of profits in the said financial year and (c) in the event of inadequacy or absence of profits during any financial year during his tenure, to the Company paying to him Permissible Remuneration for such financial year, an amount determined in terms of Section II of Part II to the Schedule V, read in particular with the first proviso to Paragraph A thereof.

It would also be pertinent to mention here that while the tenure of appointment of Mr. Kawale is five years, the approval of the members to the payment of Permissible Remuneration to Mr. Kawale in terms of Section II of Part II to the Schedule V, read in particular with the proviso to Paragraph A thereof, is being sought for only three financial years beginning with the financial year 2014-2015, for which financial year an amount of ₹ 1,40,59,138/- (Rupees One crore forty lacs fifty nine thousand one hundred thirty eight) has been paid to him as the Permissible Remuneration.

For the remaining two financial years, a fresh approval of the members shall be sought, if the need be.

Further, with regard to the remuneration of Mr. Kawale, the following information may also be taken note of

A. General Information

1. Nature of Industry: The electric power industry is into the generation, transmission, distribution and sale of electric power.
2. Date or expected date of commencement of commercial production: While the first two of the five units of 1350 MW Phase-I Amravati Thermal Power Plant of the Company had become operational earlier, the remaining three units became operational on different dates in the financial year 2014-2015.
3. Financial indicators: set out in detail in the financial statements which form part of the annual report being sent to the members.
4. Foreign investments or collaborations if any: None

B. Information about the appointee:

Mr. Kawale a post graduate from JNU and a diploma holder in Public Administration from Ecole Nationale d' Administration, Paris, belonged to the 1981 batch of the Indian Administrative Service, Maharashtra cadre and has 10 years of leadership experience in the power sector. Mr. Kawale had in the past headed the Maharashtra State Electricity Board, then the largest vertically integrated utility in the country, with exposure to generation, transmission and distribution, and had also served as the Secretary Energy in Government of Maharashtra and as Joint Secretary, Ministry of Power, Government of India and prior to joining the Company Mr. Kawale was working with Jindal Power Limited as its Managing Director.

The remuneration received by Mr. Kawale during his employment with Jindal Power Limited was ₹ 2,88,00,000/- (Rupees Two crore eighty eight lacs), per annum.

Mr. Kawale's stints in Government in various functional fields both at State and Central Government levels as well as in various public & private sector undertakings and his expertise and specialized professional knowledge in the power Sector would be immensely beneficial to the Company as also the other project subsidiaries of the Company, in the development, running and management of such projects, constituting his profile.

The details of his remuneration have already been provided in the earlier part of this explanatory statement.

The remuneration fixed for him is commensurate with his qualifications and the vast experience in the power Sector, which Mr. Kawale has behind him and since the responsibility of managing the 2700 MW Amravati Power Project in entirety has primarily been placed on him, the quantum of remuneration fixed, is justified.

It therefore naturally follows from the above that the Permissible Remuneration as mentioned in the foregoing paragraphs, is justified as well.

Further, the said remuneration has been fixed and the Permissible Remuneration has been arrived at in a manner which

Notice (contd.)

enables the Company to strike a balance between the Industry standards and the nature and level of responsibility placed on Mr. Kawale as also the expected revenues and eventually profits of the Company, for the period ahead.

Apart from receiving the remuneration for the services rendered by him to the Company as its Managing Director, Mr. Kawale does not have any pecuniary relationship with the Company.

C. Other information

The market for sale of electricity in the Country is highly competitive primarily for the reasons that while the government established electricity companies have a dominant presence in the power sector, the private players have to compete for the available market share with each other and the established government players.

Given the fact that industry is capital intensive in nature involving huge fund infusions for setting up of the power projects coupled with the fact that there are several complexities, technological as well as geo-political, involved in establishing and thereupon turning a power project into revenue generating business, the gestation period involved for the power business to reach the break- even stage and eventually start making profits, is rather long as compared to the other industrial sectors.

The Company being engaged in power business, has also been through this arduous journey with the revenues being earned out of operating the first two units of the 1350 MW, Phase-I Power Plant at Amravati being offset by the huge cost which was being incurred in making the Phase-I fully operational. However with the full operationalization of phase-I towards the end of the financial year 2014-2015, the revenue stream of the Company will show a sizeable improvement in the period ahead, eventually culminating in the Company earning profits.

Mr. Jayant Shrinivas Kawale is not on the Board or committee of any other company.

Now, the approval of members is required by way of a special resolution in respect of the matter covered under item no. 6 of this notice, in terms of the resolution set out thereat.

Except Mr. Jayant Shrinivas Kawale, none of the Directors or Key Managerial Persons of the Company or their relatives, is in any way concerned or interested, in the said resolution.

Item No. 7:

Mr. Himanshu Mathur (DIN: 03077198) was inducted on the Board of Directors (Board) of the Company as an additional director with effect from July 8, 2015 in the meeting of the Board held on such date. In the same meeting he was subsequently appointed as the Whole- time Director of the Company for a period of three years with effect from the said date, the said appointment being renewable for a further period of three years upon each expiry on the following terms and conditions:

Basic salary: ₹ 3,78,787/- per month; House Rent Allowance (HRA): ₹ 1,89,393/- per month; Allowances (other than HRA): ₹ 1,89,393/- per month; Retention Bonus: ₹ 9,09,120 payable annually.

Annual Increment: as per the rules of the Company.

Annual leaves and gratuity; as per the standard rules of the Company.

Other terms and conditions; as per Company Rules.

So however that in the event of inadequacy or absence of profits in any financial year, during his tenure, the remuneration paid to him shall be in accordance with Section II of Part II of the Schedule V to the Companies Act, 2013.

The said appointment and remuneration had earlier been approved and recommended to the Board by the Nomination and Remuneration Committee.

In terms of the provisions of Section 160 of the Companies Act, 2013, appointment of Mr. Himanshu Mathur as a director on the Board of the Company liable to retire by rotation, requires the approval of the members.

Further, in terms of the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V to the Act, approval of the members is required to the appointment by the Board of Directors, of Mr. Himanshu Mathur as a Whole-time Director of the Company for a period of three years with effect from July 8, 2015, at the remuneration payable with effect from

August 1, 2015 and other terms and conditions, fixed by the Board, as indicated in the foregoing paragraphs.

Accordingly approval of members by way of the special resolution set out at item no. 7 is sought.

Except Mr. Himanshu Mathur, none of the Directors or Key Managerial Persons of the Company or their relatives, is in any way concerned or interested, in the said resolution.

Item No. 8:

Mr. Jayant Shrinivas Kawale was inducted on the Board of the Company as the Managing Director of the Company, with effect from October 1, 2014, so as to enable the company to draw benefit from the acumen, knowledge and rich experience of Mr. Kawale, in the effective overall management and speedy operationalization of its power projects.

The operationalization of all the five units of the 1350 MW Phase-I of the Amravati Power Project having been achieved during the financial year 2014-2015, the immediate concern of the Company is expeditious development and operationalization of the 1350 MW Phase-I Nasik Power Project being developed through RattanIndia Nasik Power Limited a wholly owned subsidiary of the Company.

Towards this end it was felt necessary that apart from being the Managing Director of the Company, Mr. Kawale be also inducted into RattanIndia Nasik Power Limited, as an employee, at an appropriate remuneration, without being on its Board, with effect from October 1, 2015, so as to be in a position to devote his time and attention to the said project, in such capacity.

Accordingly the Board of Directors of the Company in its meeting held on April 25, 2015 decided to affect a change in the terms of appointment so that the same stood varied so as to factor in the decision of the Board to induct him as an employee of RattanIndia Nasik Power Limited, apart from continuing as the Managing Director of the Company, so however that his appointment as an employee of RattanIndia Nasik Power Limited and the consequent variation in the terms thereof, would become effective only if the consent of the members to the same is received. The said matter also has the approval of the Nomination and Remuneration Committee of the Board.

Accordingly subject to the foregoing (a) the terms of appointment of Mr. Kawale as the Managing Director of the Company stand varied and (b) the terms of his proposed appointment in RattanIndia Nasik Power Limited have been fixed, as under:

Varied terms of appointment as the Managing Director of the Company:

Basic salary: ₹ 11,93,000/- per month; House Rent Allowance (HRA); ₹ 5,96,500/- per month; Perquisites and Allowances (other than HRA) : ₹ 2,93,833/- per month.

Annual Increment: as per the rules of the Company

Annual leaves and gratuity; as per the standard rules of the Company.

Other terms and conditions; as per Company Rules.

So however that in the event inadequacy or absence of profits in any financial year the remuneration payable shall be in line with limits stipulated under Section II of Part II of the Schedule V to the Companies Act, 2013.

Proposed terms of appointment as an employee of RattanIndia Nasik Power Limited, without being on its Board.

Basic salary: ₹ 13,80,000/- per month; House Rent Allowance (HRA); ₹ 6,90,000/- per month; Perquisites and Allowances (other than HRA); ₹ 2,30,000/- per month (for the year 2015-16). These amounts shall be halved i.e. Basic salary: ₹ 6,90,000/- per month; House Rent Allowance (HRA); ₹ 3,45,000/- per month; Perquisites and Allowances (other than HRA); ₹ 1,15,000/- per month, for the remaining term.

Annual Increment: as per the rules of the Company

Annual leaves and gratuity; as per the standard rules of the Company.

Other terms and conditions/payments, if any; as per Company Rules.

The following may further be noted in the context of the said employment, in pursuance of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 read with Section 188 of the Companies Act, 2013.

Notice (contd.)

- 1) Name of the Related Party: **Mr. Jayant Shrniwas Kawale**
- 2) Name of the Director or Key Managerial Personnel who is related:- **None**
- 3) Nature of relationship:- **Not applicable**
- 4) Nature, Material Terms, Monetary Value and particulars of the contract or arrangement:- **As mentioned in the foregoing paragraphs of the explanatory statement pertaining to item no. 8.**
- 5) Any other information relevant or important for the members to take a decision on the proposed resolution-**None**

The employment and remuneration of Mr. Jayant Shriniwas Kawale in RattanIndia Nasik Power Limited constitutes an office / place of profit within the meaning of Section 188 of the Companies Act, 2013 thereby requiring prior approval of the shareholders of the Company, by way of a special resolution, in compliance with the requirements stipulated under the said section and the relevant Rules under the Companies Act, 2013.

Accordingly, approval of the members in terms of Section 188 is sought by way of a special resolution set out at item no. 8 of the notice.

Except Mr. Jayant Shriniwas Kawale, none of the Directors or Key Managerial Persons of the Company or their relatives is in any way concerned or interested, in the said resolution.

Item No. 9:

The Board of Directors had on the recommendations of the Audit Committee of the Company, appointed M/s Nisha Vats & Co, Cost Accountants, as the Cost Auditors for conducting the audit of cost records of the Company for the accounting year ended March 31, 2015, at a remuneration of ₹ 50,000/- as recommended by the Audit Committee.

In terms of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit And Auditors) Rules, 2014 the remuneration of cost auditors appointed by a company, as fixed by its board of directors, upon recommendations of the audit committee of such board, is subsequently required to be ratified by the shareholders of the company concerned.

Accordingly the resolution set out at item no.9 of the notice is recommended for approval of the members.

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

By Order of the Board of Directors
For **RattanIndia Power Limited**

Sd/-
Gaurav Toshkhani
Company Secretary

Date: September 1, 2015

Place: New Delhi

Registered Office:

M-62 & 63, First Floor,

Connaught Place, New Delhi - 110 001

CIN: L40102DL2007PLC169082

Email: ir@rattanindia.com



RattanIndia Power Limited

(formerly Indiabulls Power Limited.)

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

CIN: L40102DL2007PLC169082

Email: ir@rattanindia.com, Tel: 0124-6695600, Fax: 0124-6695868, Website: www.rattanindia.com

FORM NO. MGT 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L40102DL2007PLC169082

Name of the Company: RATTANINDIA POWER LIMITED

Registered Office: M - 62 & 63, First Floor, Connaught Place, New Delhi - 110001.

Website: ir@rattanindia.com

Name of the Member (s): _____

Registered address: _____

E-mail Id: _____ Folio No. / DP ID No. _____ Client ID No. _____

I / We, being the member(s) of _____ Equity Shares of the above named Company, hereby appoint:

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him / her _____

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him / her _____

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Eighth Annual General Meeting of the Company, to be held on the 30th day of September, 2015 at 9:00 a.m. at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

RESOLUTION NO.	RESOLUTIONS
	ORDINARY BUSINESS
1	Adoption of audited Balance Sheet as at March 31, 2015, Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2	Re-appointment of Mrs. Anjali Nashier (DIN: 01942221) as a Director, who is liable to retire by rotation.
3	Ratification of appointment of M/s Deloitte Haskins & Sells Chartered Accountants, as the Statutory Auditors of the Company.
	SPECIAL BUSINESS
4	Issuance of convertible/non-convertible debentures/ bonds on a private placement basis.
5	Issuance of equity shares, depository receipts, debentures/ bonds on a private placement basis, including by way of qualified institutions placement.
6	Appointment of Mr. Jayant Shriniwas Kawale (DIN 00076038) as a director in the Board of Directors of the Company, liable to retire by rotation and ratification of his appointment by the Board of Directors, as the Managing Director of the Company at the remuneration and other terms fixed by the Board and approve to the remuneration paid to him as the Permissible Remuneration, for the financial year 2014-2015.
7	Appointment of Mr. Himanshu Mathur (DIN 03077198) as a director in the Board of Directors of the Company, liable to retire by rotation and ratification of his appointment by the Board of Directors, as the Whole-time Director of the Company, at the remuneration and other terms fixed by the Board.
8	Appointment of Mr. Jayant Shriniwas Kawale to a place of profit in RattanIndia Nasik Power Limited, in addition to his continuance as the Managing Director of the Company.
9	Ratification of the remuneration paid to the Cost Auditor.

Signed this _____ day of _____, 2015

Signature of Shareholder: _____

Signature of Proxy Holder(s): _____

Affix
Revenue
Stamp of
Re. 1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.



RattanIndia Power Limited

(formerly Indiabulls Power Limited.)

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

CIN: L40102DL2007PLC169082

Email: ir@rattanindia.com, Tel: 0124-6695600, Fax: 0124-6695868, Website: www.rattanindia.com

ATTENDANCE SLIP

Folio No.* _____

No. of Shares _____

DP ID _____

Client ID _____

Members or their Proxies are requested to present this Slip in accordance with the Specimen Signatures registered with the Company, at the entrance of the Meeting Hall, for admission.

Name of the attending Member / Proxy _____

(in BLOCK LETTERS)

I hereby record my presence at the Eighth Annual General Meeting of the Company held on Wednesday, the 30th day of September, 2015 at 9:00 A.M. at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037.

Member's Signatures

Proxy's Signatures

*Applicable for Members holding shares in Physical form.

Route Map - Venue of AGM



