

June 20, 2017

To, The Managing Director M/s. BSE Limited PJ Towers, Mumbai Samachar Marg, Mumbai - 400 001	To, The Managing Director M/s. National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai-400051
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Dear Sir/Madam,

**Sub: Open offer for acquisition of up to 35,93,90,094 fully paid up equity shares of the face value of ₹ 2 (Rupees Two only) each from the Public Shareholders of RattanIndia Infrastructure Limited (the “Target Company”) by Laurel Energetics Private Limited and Arbutus Consultancy LLP (“Acquirers”) and PACs.**

Pursuant to and in compliance with Regulation 3(2) read with other applicable regulations of the SEBI (SAST) Regulations 2011, as amended, the Acquirers along with the PACs are making an open offer for acquisition of up to 35,93,90,094 fully paid up equity shares of the face value of ₹2 (Rupees Two only) representing 26% of the total equity share capital of the Target Company from the public shareholders of the Target Company at a price of ₹3.20 (Rupees three paise twenty only) (the “Offer”).

- In relation to the Offer, the draft letter of offer (“DLOF”) was filed with SEBI. Subsequently, SEBI issued its letter dated May 05, 2016 bearing ref. CFD/DCR2/OW/P/2016/13131/1 (“SEBI Order”) in response to the DLOF, which was challenged by the Acquirers before the Securities Appellate Tribunal, Mumbai (“SAT”). SAT issued its order dated April 05, 2017 (“SAT Order”) upholding the SEBI Order, against which the Acquirers appealed before the Hon’ble Supreme Court of India.

The Hon’ble Supreme Court of India has issued the following directions vide its order dated May 02, 2017 (“SC interim Order”): *“In the meantime, the Appellants are permitted to proceed with the open offer at Rs. 3.20 per share and to secure the balance between Rs. 6.30 and Rs. 3.20 i.e. Rs. 3.10 per share which amounts to Rs. 111,41,09,291/- which would be secured by means of a Bank Guarantee within a period of four weeks from today”.*

- While the SC Appeals are presently sub-judice, and the Acquirers and the PACs make no assurances or comments with respect to the outcome or the impact thereof, this Open Offer is being undertaken at the original Offer Price of INR 3.20 (Rupees Three and Paise Twenty only) in accordance and compliance with the directions of the Hon’ble Supreme Court of India in the SC Interim Order. The Acquirers have secured the Balance Amount (i.e. INR 111,41,09,291) by way of



submission of Bank Guarantees with the Ld. Registrar, Hon'ble Supreme Court of India, in the manner and within the timelines specified by the Hon'ble Supreme Court of India in the SC Interim Order.

- With respect to the Offer, and as the Manager to the Offer, we hereby submit the following documents:
  - The updated Letter of Offer incorporating the changes suggested by SEBI vide the SEBI Order, read with the SC interim Order being filed with the Stock Exchanges and SEBI today.
  - The corrigendum to the DPS that was published on June 20, 2017 in all the editions of Business Standard (English and Hindi) and in Mumbai edition of Mumbai Lakshadeep (Marathi).

This is for your information and necessary action please.

We trust the above is in order. Should you require any clarifications on the above, please feel free to contact the following:

<b>Name</b>	<b>Telephone No.</b>	<b>Email</b>
Ms Nisha Shah, Director	+91 22 3980 4389	<a href="mailto:nisha.shah@motilaloswal.com">nisha.shah@motilaloswal.com</a>
Mr Subodh Mallya, AVP	+91 22 3078 5300	<a href="mailto:subodh.mallya@motilaloswal.com">subodh.mallya@motilaloswal.com</a>

Yours sincerely,

**For Motilal Oswal Investment Advisors Limited**



**Authorised Signatory**

**Name:** Subodh Mallya

**Designation:** Associate Vice President



Encl: as above.

**CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT PUBLISHED ON TUESDAY, NOVEMBER 03, 2015  
WITH RESPECT TO OPEN OFFER TO SHAREHOLDERS OF  
RATTANINDIA INFRASTRUCTURE LIMITED**

Registered Office: 5th Floor, Tower-B, Worldmark-1, Aerocity, New Delhi – 110 037 Tel: +91- 011-66612666, Fax: +91- 011-66612777

Open offer to acquire up to **35,93,90,094** (Thirty-Five Crores Ninety-Three Lacs Ninety Thousand and Ninety-Four) fully paid up Equity Shares of face value of INR 2 (Rupees Two only) each of the RattanIndia Infrastructure Limited ("**Target Company**") ("**Offer Shares**") from Public Shareholders, by Laurel Energetics Private Limited and Arbutus Consultancy LLP ("**Acquirers**"), representing 26% of its Voting Share Capital at a price of INR 3.20 (Rupees Three and Paise Twenty only) per Offer Share payable in cash (the "**Offer Price**"), pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "**SEBI (SAST) Regulations**"), and read with the Order dated May 2, 2017 passed by the Hon'ble Supreme Court of India in Civil Appeal No. 5675/2017 and 5694/2017 (the "**SC Interim Order**"), which is subject to the outcome of the said appeals.

This corrigendum announcement ("**Corrigendum**") is being issued by Motilal Oswal Investment Advisors Limited for and on behalf of the Acquirers in accordance with the SEBI (SAST) Regulations, SEBI observation letter no. CFD/DCR2/OW/P/2016/13131/1 dated May 5, 2016 ("**SEBI Observation Letter**") on the Draft Letter of Offer filed with SEBI on November 10, 2015; the Securities Appellate Tribunal (Mumbai)'s order dated April 05, 2017 passed in Appeal No(s). 123/2016 and 124/2016 against the SEBI Observation Letter (the "**SAT Order**"), the SC Interim Order passed against the SAT Order, and the letter of offer dated June 16, 2017 (the "**Letter of Offer**" or "**LoF**"), inter alia, amend and supplement the Detailed Public Statement published on Tuesday, November 03, 2015 ("**DPS**").

**THE SHAREHOLDERS OF THE TARGET COMPANY ARE REQUESTED TO KINDLY NOTE THE FOLLOWING INFORMATION RELATED TO THE OFFER:**

**1. Revised Schedule of Activities pursuant to the aforementioned SEBI Observation Letter and the SC Interim Order**

Activity	Day and Date as per Original Schedule	Day and Date as per Revised Schedule
Date of Public Announcement	Wednesday, October 28, 2015	Wednesday, October 28, 2015
Date of publication of Detailed Public Statement in the newspapers	Tuesday, November 03, 2015	Tuesday, November 03, 2015
Date of filing the Draft Letter of Offer with SEBI	Tuesday, November 10, 2015	Tuesday, November 10, 2015
Last date for a competing offer <sup>#</sup>	Friday, November 27, 2015	Friday, November 27, 2015
Date for receipt of comments from SEBI on the Draft Letter of Offer	Friday, December 04, 2015	Friday, May 05, 2016
Date of receipt of Supreme Court Order	NA	Tuesday, May 02, 2017
Date of receipt of comments from SEBI on the Letter of Offer pursuant to the Supreme Court Order	NA	Wednesday, June 14, 2017
Identified Date*	Tuesday, December 08, 2015	Friday, June 16, 2017
Last date by which Letter of Offer will be dispatched to the Public Shareholders of the Target Company	Tuesday, December 15, 2015	Friday, June 23, 2017
Last date for upward revision to Offer Price/Offer Size	Wednesday, December 16, 2015	Wednesday, June 28, 2017
Date by which the committee of the independent directors of the Target Company shall give its recommendation to the shareholders of the Target Company for the Offer	Friday, December 18, 2015	Thursday, June 29, 2017
Issue opening Public Announcement date	Monday, December 21, 2015	Friday, June 30, 2017
Date of commencement of the Tendering Period (Offer opening date)	Tuesday, December 22, 2015	Monday, July 03, 2017
Date of closure of the Tendering Period (Offer closing date)	Wednesday, January 06, 2016	Friday, July 14, 2017
Last date of communicating the rejection/acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders of the Target Company	Wednesday, January 20, 2016	Friday, July 28, 2017
Last date for publication of post-Offer public announcement in the newspapers in which the DPS had been published	Thursday, January 28, 2016	Friday, August 04, 2017

<sup>#</sup> There has been no competing offer as of the date of the LoF.

\* The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be posted. It is clarified that all the Public Shareholders (registered or unregistered) of the Target Company are eligible to participate in the Offer at any time prior to the expiry of the Tendering Period.

**2. Update on the details of Acquirers and PACs**

- As mentioned in para 1 and sub-para thereof, of the DPS, the financial information of Laurel Energetics Private Limited; Arbutus Consultancy LLP; Yantra Energetics Private Limited; Spire Constructions Private Limited and Nettle Constructions Private Limited as set out in the DPS has been updated and the information is now given for Fiscal 2014, 2015, 2016 and nine months ended December 31, 2016. The net-worth of Mr. Rajiv Rattan has been updated and is now disclosed as on March 31, 2017.
- From the date of the Public Announcement to the date of the LoF, Arbutus Consultancy LLP has purchased 23,36,05,412 (twenty-three crore thirty six lac five thousand four hundred and twelve) Equity Shares of the Target Company constituting 16.90% of the Voting Share Capital of the Target Company. The details of the shares acquired have been updated in the LoF.

**3. Update on the details of the Target Company**

- The Registered Office of the Target Company has been changed to 5th Floor, Tower-B, Worldmark-1, Aerocity, New Delhi – 110 037.
- As mentioned in para 3.4 of the DPS, the warrants allotted to Yantra Energetics Private Limited vide the board resolution dated December 3, 2015 have lapsed on June 2, 2017 and are not convertible into Equity Shares of the Target Company anymore. Accordingly, they are not being included in the Voting Share Capital for the purpose of calculation of the Offer Size.
- The key financial information of the Target Company, as obtained from its audited financial statements as at and for the 12-months period ended March 31, 2014, March 31, 2015 and March 31, 2016 and the interim unaudited financial information, which has been subject to limited review by the Target Company's auditors, as at and for the nine-month period ended December 31, 2016 have been updated from the financials appearing in para 3.6 of the DPS.

**4. Update to the details of the Offer and the Offer Price**

- Para 4.2 of the DPS will now read as under, and Para 4 of the DPS shall be read and understood accordingly:
- The Offer Price of INR 3.20 (Rupees Three and Paise Twenty only) per Equity Share is presently part of the subject matter of the SC Appeals. However, the Hon'ble Supreme Court of India has, in terms of the SC Interim Order, permitted the Acquirers to proceed with the Open Offer at the same Offer Price (i.e., INR 3.20 (Rupees Three and Paise Twenty only) per Equity Share). In the interest of full material disclosure to all stakeholders, the summary of the material facts leading to and the current status of the SC Appeals, has been mentioned in the Letter of Offer.
  - While the SC Appeals are presently sub-judice, and the Acquirers and the PACs make no assurances or comments with respect to the outcome or the impact thereof, the Open Offer is being undertaken at the original Offer Price of INR 3.20 (Rupees Three and Paise Twenty only) in accordance and compliance with the directions of the Hon'ble Supreme Court of India in the SC Interim Order. The Acquirers have secured the Balance Amount (i.e. INR 111,41,09,291) by way of submission of a Bank Guarantee with the Ld. Registrar, Hon'ble Supreme Court of India, in the manner and within the timelines specified by the Hon'ble Supreme Court of India in the SC Interim Order.

**5. Update to the Shareholding and Acquisition Details**



- The shareholding pattern has been updated to reflect the acquisition of 23,36,05,412 (twenty-three crore thirty six lac five thousand four hundred and twelve) Equity Shares of the Target Company constituting 16.90% of the Voting Share Capital of the Target Company, by Arbutus Consultancy LLP from the date of the Public Announcement till the date of the Letter of Offer.

Capitalized terms used, but not defined, in this Corrigendum shall have the same meaning as assigned to such terms in the DPS and the Letter of Offer.

The Acquirer assumes and accepts full responsibility for the information contained in this Corrigendum and also accepts responsibility for the obligations of the Acquirers as set out in the SEBI (SAST) Regulations.

A copy of this Corrigendum is expected to be available on the SEBI website <http://www.sebi.gov.in>.

For further details, please refer to the Letter of Offer issued by the Acquirer.

Issued by the Manager to the Offer and on behalf of the Acquirer	Registrar to the Offer
 <b>MOTILAL OSWAL INVESTMENT ADVISORS LIMITED*</b> Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel S T Depot Prabhadevi, Mumbai - 400 025 Maharashtra, India Telephone: +91 22 3078 4200, Facsimile: +91 22 3980 4315 E-mail: <a href="mailto:ril.openoffer@motilalosal.com">ril.openoffer@motilalosal.com</a> , Contact Person: Subodh Mallya SEBI Registration No: INM000011005 *Formerly known as Motilal Oswal Investment Advisors Private Limited	 <b>KARVY COMPUTERSHARE PRIVATE LIMITED</b> Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032 Telephone: +91 40 6716 2222, Facsimile: +91 40 2343 1551 E-mail: <a href="mailto:ril.openoffer@karvy.com">ril.openoffer@karvy.com</a> Contact Person: M. Muralikrishna SEBI Registration No.: INR000000221

Place : Mumbai

Date: 19.06.2017