RattanIndia

September 8, 2020

Scrip Code - 533122
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

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

Sub: Notice and Annual Report of Thirteenth Annual General Meeting (AGM) of RattanIndia Power Limited (the "Company").

Ref : Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for FY 2019-20 along with the Notice convening the 13th Annual General Meeting (AGM) of the Company.

In compliance with Ministry of Corporate Affairs Circular no 20/2020 dated 5 May, 2020 read with Circular no. 14/2020 dated 8 April, 2020 and Circular no 17/2020 dated 13 April, 2020 respectively and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Annual Report of the Company for FY 2019-20 and Notice of 13th AGM have been sent through email to all the Members whose Email Ids are registered with the Company/Depository Participant. Request you to take the above information / documents on records.

This is for your information and record.

Thanking you,

Yours faithfully,
For **RattanIndia Power Limited**

Lalit Narayan Mathpati
Company Secretary

RattanIndia Power Limited

RattanIndia

RattanIndia Power Limited

Registered Office: A-49, Ground Floor, Road No. 4, Mahipalpur, New Delhi-110037 (CIN: L40102DL2007PLC169082)
Email: ir@rattanindia.com, Tel: 011-46611666, Fax: 011-46611777, Website:www.rattanindia.com/rpl

NOTICE

Notice is hereby given that the Thirteenth Annual General Meeting (AGM) of the members of **RattanIndia Power Limited will be held on Wednesday, the 30th day of September, 2020 at 04:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and auditors thereon.
2. To appoint a Director in place of Mrs. Namita (DIN: 08058824), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

Item 3.

Appointment of an Independent Woman Director

To consider and if thought fit, to pass the following resolution as an Ordinary resolution

"**RESOLVED THAT** pursuant to and in compliance with the requirements of Sections 149, 150, 152, 161 of the Companies Act, 2013 read with Schedule IV thereto, the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and the other applicable provisions of these statutes and the applicable provisions of other applicable statutes, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee, Ms. Neha Poonia (DIN: 07965751), who was appointed as an Additional and Independent Director of the Company with effect from July 30, 2020 and in respect of whom a notice has been received from her signifying her candidature for the office of an independent director of the Company along with a declaration to the effect that she fulfills the criteria for independence as laid down under Section 149(6) of the Companies Act, 2013 read with Regulation 16 of the Listing Regulations as also a declaration to the effect that she is registered with the Independent Director databank maintained by the Indian Institute of Corporate Affairs ("**IICA**") and is eligible for appointment as an independent director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years from the date of appointment i.e. July 30, 2020 to July 29, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 4:

Ratification of Cost Auditor's Remuneration

To consider and if thought fit, to pass the following resolution as an Ordinary resolution;

"RESOLVED THAT pursuant to the provisions of Section148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the payment of remuneration of ₹ 25,000 (Rupees Twenty Five Thousand only) plus applicable taxes and actual out-of pocket expenses incurred in connection with the audit, as recommended by the Audit Committee to the Board of Directors of the Company **(Board)** and thereupon approved by the Board as remuneration payable to M/s Nisha Vats & Co., Cost Accountants, who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2019-20 and subsequently paid to them, be and is hereby ratified and approved.

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

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

Sd/-
Lalit Narayan Mathpati
Company Secretary
FCS-7943

Place : New Delhi
Date : September 04, 2020

Registered Office:
A-49, Ground Floor, Road No. 4,
Mahipalpur, New Delhi-110037
CIN: L40102DL2007PLC169082
Email: ir@rattanindia.com
Phone No: 011 - 46611666

NOTES

1. Pursuant to the General Circular numbers 20/2020 dated May 5, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), in the current Covid-19 pandemic, companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.

2. Since the AGM is being held in accordance with the Circulars through VC/OAVM, where physical presence of the members has been dispensed with, accordingly the facility for appointment of proxies by the members will not be available. However, Bodies Corporate intending that their authorized representatives to attend AGM held through VC/OAVM, in pursuance of Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant resolution/ authorisation, as passed by their Board of directors/governing bodies, as the case may be, authorizing the representative(s) named therein to attend and vote on their behalf at the Meeting held through VC/OAVM, the specimen signature of such representative(s) being duly attested in the relevant resolution/authorisation.

3. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").

4. Members of the Company under the category of Institutional Members are encouraged to attend and vote at the AGM.

5. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday , 22nd day of September, 2020 to Wednesday, 30th day of September, 2020 (both days inclusive), for the purpose of this AGM of the Company.

6. 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 to the notice.

7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and other relevant registers and documents refered in the Notice will be available electronically for inspection by the members during the AGM.

   All other documents referred to in the Notice will be available for electronic inspection during business hours, by the members from the date of circulation of this Notice up to the date of AGM, without any fee. Members seeking to inspect such documents can send an email to **ir@rattanindia.com**

8. The relevant details of the directors sought to be appointed/ reappointed, including their brief resume and the nature of their expertise in specific functional areas, are provided in the explanatory statement and Corporate Governance Report forming part of the Annual Report. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the director seeking appointment/ reappointment at the AGM, has been provided in the Corporate Governance section of the Annual Report.

9. In compliance with the Circulars, Notice of the AGM along with the Annual Report 2019-2020 is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-2020 will also be available on the Company's website **www.rattanindia.com/rpl** and the websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively and on the website of the Registrar and Transfer Agent of the Company, KFin Technologies Private Limited ("RTA") at ("RTA") **https://evoting.kfintech.com.**

10. Members are requested to address all correspondence, to the RTA, KFin Technologies Private Limited, Unit: RattanIndia Power Limited, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda Serilingampally Mandal, Hyderabad, Telangana – 500 032.

11. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with the respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Private Limited at **einward.ris@kfintech.com** to receive copies of the Annual Report 2019-2020 or for making correspondence in electronic mode.

12. As per Regulation 40 of SEBI Listing Regulations, as amended, and vide SEBI Notification No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018 and further amendment through Notification No. SEBI/ LAD-NRO/GN/2018/49 dated November 30, 2018, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in

case of requests received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of members with respect to their portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Company's RTA, KFin Technologies Private Limited for assistance in this regard.

13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their Depository Participants in case the shares are held by them in electronic form, and to the RTA, KFin Technologies Private Limited, in case the shares are held in physical form.

14. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company atleast 7 days before the date of meeting through email on **ir@rattanindia.com**. The same will be replied by the Company suitably.

16. Since the AGM will be held through VC/OAVM, the route map, proxy form and attendance slip are not attached to this Notice.

17. The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent. The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2019/30 dated February 11, 2019, decided to grant relaxation to Non-residents (NRIs, PIOs, OCIs and foreign nationals) from the requirement to furnish PAN and permit them to transfer equity shares held by them in the Company.

18. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited (KTPL).

19. The remote e-voting period commences on Sunday, September 27, 2020 (10:00 A.M. IST) and ends on Tuesday, September 29, 2020 (5:00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, September23, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by KTPL for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

20. The Board of Directors has appointed Mr. Sanjay Khandelwal (Membership No. FCS 5945) of S. Khandelwal & Co., Practicing Company Secretary, as the Scrutinizer to scrutinize remote e-voting process and the voting during the AGM, in a fair and transparent manner.

21. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

22. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. September 23, 2020.

23. The details of the process and manner for remote e-voting are explained herein below:

    i) Open your web browser during the voting period and navigate to **'https://evoting.Kfintech.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	If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

iii) Please contact on toll free No. 1-800-34-54-001 for any further clarifications.

iv) Members can cast their vote online from September 27, 2020 at 10:00 A.M. to September 29, 2020 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 KFin Technologies 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.kfintech.com" and casted your vote earlier for any company, then your existing login id and password are to be used.

x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the shareholder do not want to cast, select 'ABSTAIN.

xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xiii) Corporate/Institutional Members (corporate/FIs/FIIs/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to sanjay@csskc.in with copy to evoting@kfintech.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 AGM Notice is emailed, but on or before the cut-off date i.e. September 23, 2020, may write to KFin Technologies Private Limited on the email id: evoting@kfintech.com or contact Ms. C Shobha Anand at Contact No. 040-67162222, at (Unit: RattanIndia Power Limited) KFin Technologies Private Limited, Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, 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.

24. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by KTPL at https://emeetings.kfintech.com by using their remote e-voting login credentials and selecting the EVENT for Company's AGM. Members who do not have the USER ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of KTPL.

25. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

26. Members who need assistance before or during the AGM can contact **Ms. C Shobha Anand or Mr. PSRCH Murthy (Ramu) at einward.ris@kfintech.com or call on toll free numbers 1800-425-8998 / 1800-345-4001 or at Contact No. 040-67162222. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.**

27. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by logging on to https://emeetings.kfintech.com and clicking on the 'Speaker Registration' option available on the screen after log in. by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at **einward.ris@kfintech.com.** The Speaker Registration will be open from September 24, 2020 to September 28, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers, depending on the availability of time as appropriate for smooth conduct of the AGM.

28. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

29. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rattanindia.com/rpl and on the website of the RTA immediately post declaration. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item Nos. 3 and 4 of the accompanying Notice dated September 4, 2020.

Item no. 3

Appointment of an Independent Woman Director

In compliance with the requirements of Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Neha Poonia (DIN: 07965751) was pursuant to the recommendations made by the Nomination & Remuneration Committee inducted on the Board of Directors of the Company as an Independent woman Director, for a period of five consecutive years w.e.f July 30, 2020.

Having been appointed to the directorship of the Company as an Additional Director, Ms. Neha Poonia (DIN: 07965751) will hold office as such upto the date of the annual general meeting of the Company.

Ms. Neha Poonia, being eligible for appointment as an independent director, the Company has received from her:

(a) a notice in terms of Section 160 of the Companies Act, 2013 offering her candidature for the office of director of the Company.

(b) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

(c) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and

(d) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and is registered with the IICA.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act and the rules made thereunder, read with Schedule IV of the Act, for appointment of Ms. Neha Poonia (DIN: 07965751) as an Independent Director of the Company for a period of five consecutive year i.e. commencing on July 30, 2020 i.e. upto July 29, 2025.

Ms. Neha Poonia, once appointed, will not be liable to retire by rotation. In the opinion of the Board, she is a person of integrity, fulfills the conditions specified in the Act and the Rules made thereunder and is independent of the Management of the Company. A copy of the letter of appointment of Ms. Neha Poonia as an Independent Director setting out the terms and conditions is available for electronic inspection by the members without any fee, from the date of circulation of this Notice up to the date of AGM. The profile and specific areas of expertise of Ms. Neha Poonia is given below and also provided in the Corporate Governance Section of the Annual report, of which this notice forms a part. It may be noted that her appointment at the AGM shall be deemed to be a continuation of her appointment by the Board for a period of five consecutive years, as aforementioned.

Brief profile of Ms. Neha Poonia.

Ms. Neha Poonia, aged 34 years, holds a post graduate degree in management from Indian Institute of Management, Lucknow with specialization in Human Resources and Marketing and a graduate degree in Electronics and Instrumentation Engineering from Institute of Technology and Management, Gurgaon. She co-founded a Food and Beverage company which acquired rights from "Pepsi" to manufacture and distribute their packaged drinking water brand "Aquafina". The company was acquired by Varahi Ltd in the year 2019. During this time, she was involved in setting up the manufacturing unit, acquiring government licenses, devising the supply chain with reverse logistics and talent/stakeholder management. Prior to her startup, she worked with an HR Consultancy firm with offices across London, Paris, Dubai, India, Hong Kong, Singapore and Brisbane. She partnered with global corporations, helping them hire senior leadership talent across the globe including US, Europe, MEA, India, ASEAN and Australia.

Ms. Neha Poonia does not hold any shares in the Company nor she is related to any director of the Company.

Ms. Neha Poonia is also a director in RattanIndia Infrastrcture Limited. She does not hold any memberships/Chairpersonship in the any committee of the Board of Directors of the Company or any other Company.

This statement may also be regarded as an appropriate disclosure under Regulation 17 and other applicable regulations, if any, of the Listing Regulations. The Board therefore recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Except Ms. Neha Poonia to whom the resolution relates, none of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested financially or otherwise in the Resolution mentioned at Item No. 3 of the Notice.

Item no. 4

Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors had approved the appointment of M/s. Nisha Vats & Co. Cost Accountants, as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2019-20, at a remuneration of ₹ 25,000 (Rupees Twenty Five Thousand Only) plus applicable taxes and actual out-of-pocket expenses.

In terms of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Cost Records and Audit) 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 Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

None of the Directors or KMP of the Company or their respective relatives is concerned or interested financially or otherwise in the Resolution at Item No.4 of the accompanying Notice.

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

Sd/-
Lalit Narayan Mathpati
Company Secretary
FCS-7943

Place : New Delhi
Date : September 04, 2020

Registered Office:
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Email: ir@rattanindia.com, Tel: 011-46611666, Fax: 011-46611777, Website:www.rattanindia.com/rpl

NOTICE

Notice is hereby given that the Thirteenth Annual General Meeting (AGM) of the members of **RattanIndia Power Limited will be held on Wednesday, the 30th day of September, 2020 at 04:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and auditors thereon.
2. To appoint a Director in place of Mrs. Namita (DIN: 08058824), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

Item 3.

Appointment of an Independent Woman Director

To consider and if thought fit, to pass the following resolution as an Ordinary resolution

"**RESOLVED THAT** pursuant to and in compliance with the requirements of Sections 149, 150, 152, 161 of the Companies Act, 2013 read with Schedule IV thereto, the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and the other applicable provisions of these statutes and the applicable provisions of other applicable statutes, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee, Ms. Neha Poonia (DIN: 07965751), who was appointed as an Additional and Independent Director of the Company with effect from July 30, 2020 and in respect of whom a notice has been received from her signifying her candidature for the office of an independent director of the Company along with a declaration to the effect that she fulfills the criteria for independence as laid down under Section 149(6) of the Companies Act, 2013 read with Regulation 16 of the Listing Regulations as also a declaration to the effect that she is registered with the Independent Director databank maintained by the Indian Institute of Corporate Affairs ("**IICA**") and is eligible for appointment as an independent director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years from the date of appointment i.e. July 30, 2020 to July 29, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 4:

Ratification of Cost Auditor's Remuneration

To consider and if thought fit, to pass the following resolution as an Ordinary resolution;

"RESOLVED THAT pursuant to the provisions of Section148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the payment of remuneration of ₹ 25,000 (Rupees Twenty Five Thousand only) plus applicable taxes and actual out-of pocket expenses incurred in connection with the audit, as recommended by the Audit Committee to the Board of Directors of the Company **(Board)** and thereupon approved by the Board as remuneration payable to M/s Nisha Vats & Co., Cost Accountants, who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2019-20 and subsequently paid to them, be and is hereby ratified and approved.

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

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

Sd/-
Lalit Narayan Mathpati
Company Secretary
FCS-7943

Place : New Delhi
Date : September 04, 2020

Registered Office:
A-49, Ground Floor, Road No. 4,
Mahipalpur, New Delhi-110037
CIN: L40102DL2007PLC169082
Email: ir@rattanindia.com
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NOTES

1. Pursuant to the General Circular numbers 20/2020 dated May 5, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), in the current Covid-19 pandemic, companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.

2. Since the AGM is being held in accordance with the Circulars through VC/OAVM, where physical presence of the members has been dispensed with, accordingly the facility for appointment of proxies by the members will not be available. However, Bodies Corporate intending that their authorized representatives to attend AGM held through VC/OAVM, in pursuance of Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant resolution/ authorisation, as passed by their Board of directors/governing bodies, as the case may be, authorizing the representative(s) named therein to attend and vote on their behalf at the Meeting held through VC/OAVM, the specimen signature of such representative(s) being duly attested in the relevant resolution/authorisation.

3. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").

4. Members of the Company under the category of Institutional Members are encouraged to attend and vote at the AGM.

5. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday , 22nd day of September, 2020 to Wednesday, 30th day of September, 2020 (both days inclusive), for the purpose of this AGM of the Company.

6. 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 to the notice.

7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and other relevant registers and documents refered in the Notice will be available electronically for inspection by the members during the AGM.

   All other documents referred to in the Notice will be available for electronic inspection during business hours, by the members from the date of circulation of this Notice up to the date of AGM, without any fee. Members seeking to inspect such documents can send an email to **ir@rattanindia.com**

8. The relevant details of the directors sought to be appointed/ reappointed, including their brief resume and the nature of their expertise in specific functional areas, are provided in the explanatory statement and Corporate Governance Report forming part of the Annual Report. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the director seeking appointment/ reappointment at the AGM, has been provided in the Corporate Governance section of the Annual Report.

9. In compliance with the Circulars, Notice of the AGM along with the Annual Report 2019-2020 is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-2020 will also be available on the Company's website **www.rattanindia.com/rpl** and the websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively and on the website of the Registrar and Transfer Agent of the Company, KFin Technologies Private Limited ("RTA") at ("RTA") **https://evoting.kfintech.com.**

10. Members are requested to address all correspondence, to the RTA, KFin Technologies Private Limited, Unit: RattanIndia Power Limited, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda Serilingampally Mandal, Hyderabad, Telangana – 500 032.

11. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with the respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Private Limited at **einward.ris@kfintech.com** to receive copies of the Annual Report 2019-2020 or for making correspondence in electronic mode.

12. As per Regulation 40 of SEBI Listing Regulations, as amended, and vide SEBI Notification No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018 and further amendment through Notification No. SEBI/ LAD-NRO/GN/2018/49 dated November 30, 2018, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in

case of requests received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of members with respect to their portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Company's RTA, KFin Technologies Private Limited for assistance in this regard.

13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their Depository Participants in case the shares are held by them in electronic form, and to the RTA, KFin Technologies Private Limited, in case the shares are held in physical form.

14. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company atleast 7 days before the date of meeting through email on **ir@rattanindia.com**. The same will be replied by the Company suitably.

16. Since the AGM will be held through VC/OAVM, the route map, proxy form and attendance slip are not attached to this Notice.

17. The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent. The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2019/30 dated February 11, 2019, decided to grant relaxation to Non-residents (NRIs, PIOs, OCIs and foreign nationals) from the requirement to furnish PAN and permit them to transfer equity shares held by them in the Company.

18. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited (KTPL).

19. The remote e-voting period commences on Sunday, September 27, 2020 (10:00 A.M. IST) and ends on Tuesday, September 29, 2020 (5:00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, September23, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by KTPL for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

20. The Board of Directors has appointed Mr. Sanjay Khandelwal (Membership No. FCS 5945) of S. Khandelwal & Co., Practicing Company Secretary, as the Scrutinizer to scrutinize remote e-voting process and the voting during the AGM, in a fair and transparent manner.

21. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

22. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. September 23, 2020.

23. The details of the process and manner for remote e-voting are explained herein below:

    i) Open your web browser during the voting period and navigate to **'https://evoting.Kfintech.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	If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

iii) Please contact on toll free No. 1-800-34-54-001 for any further clarifications.

iv) Members can cast their vote online from September 27, 2020 at 10:00 A.M. to September 29, 2020 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 KFin Technologies 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.kfintech.com" and casted your vote earlier for any company, then your existing login id and password are to be used.

x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the shareholder do not want to cast, select 'ABSTAIN.

xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xiii) Corporate/Institutional Members (corporate/FIs/FIIs/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to sanjay@csskc.in with copy to evoting@kfintech.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 AGM Notice is emailed, but on or before the cut-off date i.e. September 23, 2020, may write to KFin Technologies Private Limited on the email id: evoting@kfintech.com or contact Ms. C Shobha Anand at Contact No. 040-67162222, at (Unit: RattanIndia Power Limited) KFin Technologies Private Limited, Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, 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.

24. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by KTPL at https://emeetings.kfintech.com by using their remote e-voting login credentials and selecting the EVENT for Company's AGM. Members who do not have the USER ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of KTPL.

25. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

26. Members who need assistance before or during the AGM can contact **Ms. C Shobha Anand or Mr. PSRCH Murthy (Ramu) at einward.ris@kfintech.com or call on toll free numbers 1800-425-8998 / 1800-345-4001 or at Contact No. 040-67162222. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.**

27. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by logging on to https://emeetings.kfintech.com and clicking on the 'Speaker Registration' option available on the screen after log in. by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at **einward.ris@kfintech.com.** The Speaker Registration will be open from September 24, 2020 to September 28, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers, depending on the availability of time as appropriate for smooth conduct of the AGM.

28. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

29. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rattanindia.com/rpl and on the website of the RTA immediately post declaration. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item Nos. 3 and 4 of the accompanying Notice dated September 4, 2020.

Item no. 3

Appointment of an Independent Woman Director

In compliance with the requirements of Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Neha Poonia (DIN: 07965751) was pursuant to the recommendations made by the Nomination & Remuneration Committee inducted on the Board of Directors of the Company as an Independent woman Director, for a period of five consecutive years w.e.f July 30, 2020.

Having been appointed to the directorship of the Company as an Additional Director, Ms. Neha Poonia (DIN: 07965751) will hold office as such upto the date of the annual general meeting of the Company.

Ms. Neha Poonia, being eligible for appointment as an independent director, the Company has received from her:

(a) a notice in terms of Section 160 of the Companies Act, 2013 offering her candidature for the office of director of the Company.

(b) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

(c) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and

(d) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and is registered with the IICA.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act and the rules made thereunder, read with Schedule IV of the Act, for appointment of Ms. Neha Poonia (DIN: 07965751) as an Independent Director of the Company for a period of five consecutive year i.e. commencing on July 30, 2020 i.e. upto July 29, 2025.

Ms. Neha Poonia, once appointed, will not be liable to retire by rotation. In the opinion of the Board, she is a person of integrity, fulfills the conditions specified in the Act and the Rules made thereunder and is independent of the Management of the Company. A copy of the letter of appointment of Ms. Neha Poonia as an Independent Director setting out the terms and conditions is available for electronic inspection by the members without any fee, from the date of circulation of this Notice up to the date of AGM. The profile and specific areas of expertise of Ms. Neha Poonia is given below and also provided in the Corporate Governance Section of the Annual report, of which this notice forms a part. It may be noted that her appointment at the AGM shall be deemed to be a continuation of her appointment by the Board for a period of five consecutive years, as aforementioned.

Brief profile of Ms. Neha Poonia.

Ms. Neha Poonia, aged 34 years, holds a post graduate degree in management from Indian Institute of Management, Lucknow with specialization in Human Resources and Marketing and a graduate degree in Electronics and Instrumentation Engineering from Institute of Technology and Management, Gurgaon. She co-founded a Food and Beverage company which acquired rights from "Pepsi" to manufacture and distribute their packaged drinking water brand "Aquafina". The company was acquired by Varahi Ltd in the year 2019. During this time, she was involved in setting up the manufacturing unit, acquiring government licenses, devising the supply chain with reverse logistics and talent/stakeholder management. Prior to her startup, she worked with an HR Consultancy firm with offices across London, Paris, Dubai, India, Hong Kong, Singapore and Brisbane. She partnered with global corporations, helping them hire senior leadership talent across the globe including US, Europe, MEA, India, ASEAN and Australia.

Ms. Neha Poonia does not hold any shares in the Company nor she is related to any director of the Company.

Ms. Neha Poonia is also a director in RattanIndia Infrastrcture Limited. She does not hold any memberships/Chairpersonship in the any committee of the Board of Directors of the Company or any other Company.

This statement may also be regarded as an appropriate disclosure under Regulation 17 and other applicable regulations, if any, of the Listing Regulations. The Board therefore recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Except Ms. Neha Poonia to whom the resolution relates, none of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested financially or otherwise in the Resolution mentioned at Item No. 3 of the Notice.

Item no. 4

Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors had approved the appointment of M/s. Nisha Vats & Co. Cost Accountants, as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2019-20, at a remuneration of ₹ 25,000 (Rupees Twenty Five Thousand Only) plus applicable taxes and actual out-of-pocket expenses.

In terms of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Cost Records and Audit) 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 Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

None of the Directors or KMP of the Company or their respective relatives is concerned or interested financially or otherwise in the Resolution at Item No.4 of the accompanying Notice.

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

Sd/-
Lalit Narayan Mathpati
Company Secretary
FCS-7943

Place : New Delhi
Date : September 04, 2020

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