



July 04, 2022

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001  
Scrip Code - 534597

National Stock Exchange of India Limited  
"Exchange Plaza", Bandra Kurla Complex  
Bandra (East)  
Mumbai 400 051  
RTNINDIA

**Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sirs/Madam,

In continuation to our earlier intimation dated May 31, 2022, please find enclosed, in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, a copy of the Postal Ballot Notice dated July 4, 2022, for seeking approval of the Members to the special businesses as contained in the said notice.

In compliance with relevant circulars issued by the Ministry of Corporate Affairs, the said Postal Ballot Notice, together with the Explanatory Statement, has been sent through permitted mode, to the shareholders of the Company whose names appear in the Register of Members / List of Beneficial Owners, as on the Cut-Off date i.e. July 01, 2022.

The Company has engaged the services of KFin Technologies Limited for providing the remote e-voting facility to all the holders of the equity shares. The remote e-voting will commence at 9:00 A.M. on Tuesday, July 5, 2022 and shall end at 5:00 P.M. on Wednesday, August 3, 2022. The results of the postal ballot shall be declared not later than Friday, August 5, 2022.

The Company has appointed Mr. Sanjay Khandelwal of M/s. S. Khandelwal & Co., Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process.

You are requested to take the above on record.

Thanking you,

Your sincerely,

For RattanIndia Enterprises Limited

  
Rajesh Arora  
Company Secretary  
Encl: a/a



**RattanIndia Enterprises Limited**  
(formerly RattanIndia Infrastructure Limited)

CIN: L74110DL2010PLC210263

**Registered Office:** 5th Floor, Tower-B, Worldmark 1, Aerocity, New Delhi -110037

**Website:** www.rttm.in, **E-mail:** rel@rattanindia.com, **Phone:** 011 46611666

**RIEL/2022/00047**

**RATTANINDIA ENTERPRISES LIMITED**

(Formerly RattanIndia Infrastructure Limited)

**CIN:L74110DL2010PLC210263**

**Registered Office:** 5th Floor, Tower-B, Worldmark-1, Aerocity, New Delhi-110037

**Phone No. +011-46611666 Fax: +011-46611777**

**Email Id: [rel@rattanindia.com](mailto:rel@rattanindia.com)**

**Website: [www.rttan.in](http://www.rttan.in)**

**NOTICE OF POSTAL BALLOT/ELECTRONIC VOTING (E-voting)**

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

**The Members of RattanIndia Enterprises Limited,**

**NOTICE** is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”) for holding general meetings/conducting postal ballot through e-voting vide General Circular No. 20/2021 dated 8<sup>th</sup> December 2021, Nos. 14/2020 dated 8<sup>th</sup> April 2020; 17/2020 dated 13<sup>th</sup> April 2020; 22/2020 dated 15<sup>th</sup> June 2020; 33/2020 dated 28<sup>th</sup> September 2020 ,39/2020 dated 31<sup>st</sup> December, 2020 and 10/2021 dated June 23, 2021 (the “**Relevant Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, the resolutions appended below are proposed to be passed by the Members of RattanIndia Enterprises Limited (the “**Company**”), by way of postal ballot through remote e-voting only:

**SPECIAL BUSINESS:**

**Item No. 1: Approval to the institution of Employees Stock Options Plan “RattanIndia Enterprises Limited Employee Stock Option Plan 2022”**

To consider, and if thought fit, to pass the following resolution, as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as “SEBI SBEB & SE) Regulations”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), consent of the members be and is hereby accorded to the ‘RattanIndia Enterprises Limited Employee Stock Option Plan 2022’ (hereinafter referred to as the “REL ESOP 2022”/ “Plan”) and to the Board to create, offer and grant from time to time up to 6,91,13,479 ( Six Crore Ninety One Lakh Thirteen Thousand Four Hundred Seventy Nine) Employee Stock Options (“ESOPs”) being equivalent to 5% (Five percent) of the paid-up equity share capital of the Company as on the date of this notice of the postal ballot, to (i) an Employee as designated by the Company, who is exclusively working in India or outside India; or (ii) a director not being an independent director of the Company, whether a whole time director or not, including a non-executive director but excluding (i) an employee who is a promoter or member of the promoter group or (ii) a director who either himself or through his relative or through any body corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the company as may be decided solely by the Board under the Plan, exercisable into an equivalent number of fully paid up equity shares of face value of Rs. 2/- (Rupees Two) each, through an Employee Welfare Trust (herein after referred to as “Trust”) set-up by the Company and fulfilled via secondary acquisition, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan, “SEBI SBEB & SE Regulations” and in due compliance with other applicable laws and regulations.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.

**RESOLVED FURTHER THAT** for the purpose of Plan, the trustees of the Trust are hereby authorized to make secondary acquisition of equity shares in accordance and in compliance with SEBI SBEB & SE Regulations, from time to time and utilize it.

**RESOLVED FURTHER THAT** the number of ESOPs that may be granted to the Employee(s), in any financial year and in aggregate under the Plan shall be decided by the Board.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, preferential issuance, QIP issuance, change in capital structure, merger and/or sale of division/undertaking or other re-organization, and others, if any additional equity shares are required to be issued by the Company to the Shareholders ("Additional Shares"), the ceiling as aforesaid of 6,91,13,479 (Six Crore Ninety One Lakh Thirteen Thousand Four Hundred Seventy Nine) ESOPs and Shares respectively to be issued shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment.

**RESOLVED FURTHER THAT** in case the Equity Shares of the Company are either sub-divided or consolidated, then the pool reserved for the purpose of the Plan and the price of acquisition payable by the option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- (Rupees Two) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend or terminate the REL ESOP 2022 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the REL ESOP 2022 and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the REL ESOP 2022.

**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing the Trust to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of REL ESOP 2022 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this resolution."

**Item No. 2: Approval to Grant of Employee Stock Options to the employees of a Group company including subsidiary company(ies) or associate company, if any, of the Company under RattanIndia Enterprises Limited Employee Stock Option Plan 2022**

To consider, and if thought fit, to pass the following resolution, as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time (hereinafter referred to as "SEBI SBEB & SE) Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), consent of the members of the Company be and is hereby accorded to create, offer and grant from time to time Employee Stock Options ("ESOPs"), within the overall ceiling of 6,91,13,479 (Six Crore Ninety One Lakh Thirteen Thousand Four Hundred Seventy Nine) Employee Stock Options ("ESOPs") being equivalent to 5% (Five percent) of the paid-up equity share capital of the Company as on the date of the notice of the postal ballot, to (i) an employee of a group company including a subsidiary or associate ("**Group Company**"), exclusively working in India or outside

India; or (ii) a director not being an independent director, whether a whole time director or not, including a non-executive director, in India or outside India, of the company but excluding (i) an employee who is a promoter or a person belonging to the promoter group; or (ii) a director who either himself or through his relative or through any body corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company as may be decided solely by the Board under the 'RattanIndia Enterprises Limited Employee Stock Option Plan 2022' (hereinafter referred to as the "REL ESOP 2022"/ "Plan"), exercisable into an equivalent number of equity shares of the Company, subject to and within the overall limit of not more than 6,91,13,479 (Six Crore Ninety One Lakh Thirteen Thousand Four Hundred Seventy Nine) fully paid-up equity shares in the Company in aggregate of face value of Rs. 2/- (Rupees Two) each as mentioned above, through an Employee Welfare Trust (herein after referred to as "Trust") set-up by the Company and fulfilled via secondary acquisition, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan, "SEBI SBEB & SE Regulations" and in due compliance with other applicable laws and regulations.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.

**RESOLVED FURTHER THAT** for the purpose of Plan, the trustees of the Trust are hereby authorized to acquire, purchase, hold and deal in equity shares of the Company in accordance and in compliance with SEBI SBEB & SE Regulations, from time to time and utilize it.

**RESOLVED FURTHER THAT** the number of ESOPs that may be granted to the Employee(s) of the Group Company, in any financial year and in aggregate under the Plan shall be decided by the Board.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organization, and others, if any additional equity shares are required to be issued by the Company to the Shareholders ("Additional Shares"), the ceiling as aforesaid of 6,91,13,479 (Six Crore Ninety One Lakh Thirteen Thousand Four Hundred Seventy Nine) ESOPs and equity shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the pool of the Plan and the price of acquisition payable by the option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- (Rupees Two) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend or terminate the REL ESOP 2022 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the REL ESOP 2022 and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the REL ESOP 2022.

**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing the Trust to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of REL ESOP 2022 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this resolution."

**Item No. 3: Approval for grant of Employee Stock Options to the identified employee(s) during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of Employee Stock Options.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act,

2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time (hereinafter referred to as "SEBI SBEB & SE Regulations" and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), consent of the members of the Company be and is hereby accorded to create, offer and grant from time to time Employee Stock Options ("ESOPs"), equal to or more than 1% of the issued, subscribed and paid-up capital of the Company (excluding outstanding convertible securities, if any) at the time of grant of ESOPs, during any one year, to identified employee(s) of the Company in accordance with the "SEBI SBEB & SE Regulations" and 'RattanIndia Enterprises Limited Employee Stock Option Plan 2022'.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders."

**Item No. 4 : Approval of Trust Route for the implementation of RattanIndia Enterprises Limited Employee Stock Option Plan 2022**

To consider, and if thought fit, to pass the following resolution, as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time (hereinafter referred to as "SEBI SBEB & SE Regulations" and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), consent of the members be and is hereby accorded to the Board to implement 'RattanIndia Enterprises Limited Employee Stock Option Plan 2022' (hereinafter referred to as the "REL ESOP 2022"/ "Plan") through an Employee Welfare Trust (hereinafter referred to as "Trust") and the Trust to subscribe, acquire, purchase, hold and deal in equity shares of the Company for the purpose of implementation of REL ESOP 2022 or any other employee stock plan or share based employee benefit plan which may be introduced by the Company from time to time, (hereinafter referred to as "Employees Benefit Plan"), or for any other purpose(s) as contemplated herein and in due compliance with the provisions of the SEBI SBEB & SE Regulations, the Companies Act, 2013 (including rules framed thereunder) and other applicable laws and regulations.

**RESOLVED FURTHER THAT** the Company should conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the REL ESOP 2022.

**RESOLVED FURTHER THAT** for the purpose of Plan, the trustees of the Trust are hereby authorized to make secondary acquisition of equity shares in accordance and in compliance with SEBI SBEB & SE Regulations, from time to time and utilize it.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the members and the Board be and is hereby further authorized to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution."

**Item No. 5: Approval for Provision of Money by the Company for purchase of its own shares by the Trust / Trustees for the benefit of Employees under RattanIndia Enterprises Limited Employee Stock Option Plan 2022**

To consider, and if thought fit, to pass the following resolution, as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), 67(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share

Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time (hereinafter referred to as “SEBI SBEB & SE Regulations”), Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015 as amended from time to time (hereinafter referred to as “Companies Rules”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), consent of the members be and is hereby accorded to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to, the Employee Welfare Trust (hereinafter referred to as “Trust”) set-up by the Company, in one or more tranches, not exceeding 5% (Five percent) of the aggregate of the paid-up share capital and Free Reserves as on March 31, 2022, for the purpose of subscription and/or purchase of equity shares of the Company by the Trust, in one or more tranches, subject to overall ceiling of 6,91,13,479 (Six Crore Ninety One Lakh Thirteen Thousand Four Hundred Seventy Nine) Employee Stock Options (“ESOPs”) under ‘RattanIndia Enterprises Limited Employee Stock Option Plan 2022’ (hereinafter referred to as the “REL ESOP 2022”/ “Plan”), or any other employee / plan or share based employee benefit plan which may be introduced by the Company from time to time (hereinafter referred to as “Employee Benefit Plan(s)”) from time to time, with a view to deal in such equity shares in line with contemplated objectives of the Plan or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI SBEB & SE Regulations, the Companies Rules and other applicable laws and regulations.

**RESOLVED FURTHER THAT** any loan provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the REL ESOP 2022 and or Employee Benefit Plan(s) as the case may be subject to exercise price being paid by the employees on exercise of Employee Stock Options under the respective Employee Benefit Plan.

**RESOLVED FURTHER THAT** the Trust shall not deal in derivatives and shall undertake transactions as permitted by SEBI SBEB & SE Regulations.

**RESOLVED FURTHER THAT** the Trustees of the Trust shall vote in respect of the shares held by such Trust only in accordance with SEBI SBEB & SE Regulations and applicable law.

**RESOLVED FURTHER THAT** for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding.

**RESOLVED FURTHER THAT** the Trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB & SE Regulations, Companies Rules and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary or expedient and also authorized to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Committee was authorized to do for the purpose of giving effect to this resolution.”

#### **Item No. 6: Alternation in the object Clause of the Memorandum of Association of the Company**

To consider, and if thought fit, to pass the following resolution, as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the Registrar of Companies, consent of the members be and is hereby accorded to alter the Memorandum of Association of the Company as follows:

**A new clause “Clause III(A)(8)” is inserted after the clause “Clause III(A)(7)”**

**“Clause III(A)(8)”:**

“To carry on the business of providing services for planning, marketing, securing developers for development of various business activities and to act as consultants to companies engaged in the development of the infrastructure projects and real estate business and to advise and assist on all aspects of corporate, commercial and industrial management or activity marketing, purchasing, sales, quality control, planning, research and development, site and project management, construction supervision, industrial relations and management and to make evaluations feasibility studies, project reports forecasts and surveys and advice on acquisition and commercial exploitation of real estate and suggest ways and means for improving efficiency in real estate development, infrastructure projects, mines trades, plantations, partnership or proprietary concerns and industries of all kinds and improvement of business management, office organization, to supply to and provide, maintain and operate services, facilities, conveniences, including assistance in acquiring governmental, regulatory and any other required approvals, to acquire, sell and deal in patents designs and any other rights to industrial property, and generally to conduct market research, product planning, classes, seminars and conferences in connection with any of the foregoing.”

**Item No. 7: Approval to the Related Party Transaction with RattanIndia Power Limited**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and as per the Company’s policy on Related Party Transactions and subject to such other approvals, consents, permissions and sanctions as may be required from any Maharashtra Industrial Development Corporation ( MIDC) or any other authority, the consent of the members of the Company be and is hereby accorded to the proposed transaction for entering into an arrangement with RattanIndia Power Limited (RPL), a related party, for arranging developers for commercial development of a plot admeasuring 421 acres, situated at Amravati Thermal Power Plant at Nandgaon Peth, Amravati, earmarked and offered by RPL the lessee of the said plot, for the purpose and to procure firm bookings for the developed plots , as per details mentioned below:

Name of the Related party (1)	Nature of services proposed to be rendered (2)	Material Terms of the Contract including monetary value (3)	Other relevant or important information (4)	Name of the director or key managerial personnel who is related, if any and nature of relationship of the related party (5)
RattanIndia Power Limited (RPL)	The Company shall arrange developers for commercial development of a plot earmarked and offered for the purpose by RPL on a lease and license basis. The Company will also procure the firm booking orders for the plots/units/constructed by such developers/users.	RPL will be earmarking and offering its leased Land admeasuring approx. 421 Acres to the developers (“Developers/User”) on a leave and license basis. for developing the Plot for commercial basis. In consideration for the same Developers/Users will pay a licensee fee/ usage fee, which shall be shared between RPL and the Company in a predetermined ratio for each financial year for the entire duration of the contract.  Term of the Contract: 20 years, renewable for a further period of 5 years and for such further period, as mutually agreed.	Explore the Commercial use of surplus land and share the profit in the ration of 75:25 between the Company and RPL respectively. Other terms and conditions as may be mutually agreed between the Company and RPL.	Mr. Rajiv Rattan who is a Promoter of the Company and its Executive Chairman & Executive Director, forms a part of the promoter group of RPL. He is also the Chairman of RPL and a non-executive director thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and/or Committee thereof be and is hereby authorized to finalize and execute such documents/ deeds/ writings/ agreements as may be required based on the agreed terms with authority to revise the terms in the best interest of the Company and do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper and to settle any question, difficulty or doubt that may arise in this regard.”

By order of the Board  
for **RattanIndia Enterprises Limited**

Sd/-  
**Rajesh Arora**  
Company Secretary  
FCS 4081

Date: July 4, 2022  
Place: New Delhi

**NOTES**

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of the resolutions contained in the above Notice is appended and forms part of the Notice.
2. The Company has appointed Mr. Sanjay Khandelwal of M/s. S. Khandelwal & Co., Practicing Company Secretary (Membership No. FCS 5945), as Scrutinizer for conducting the E-voting process in accordance with the law and in a fair and transparent manner.
3. In view of the threat of Covid-19 the Company is unable to get the Postal Ballot Notice and Form printed and dispatched. The approval of Members is being sought through Remote E-voting only.
4. The E-voting Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on July 1, 2022. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date.
5. You are requested to read carefully the instructions before exercising the vote and complete the E-voting on or before 5:00 P.M. on August 3, 2022.
6. **The Company is offering only Remote E-voting facility to its Members to enable them cast their vote.** A Member has to carefully follow the instructions as given for E-voting. He/ She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period, whichever is earlier.

Members who have not registered their E-mail ID for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs need to log on to <https://ris.kfintech.com/clientservices/postalballot/> to provide their Email ID and they would get an email with the link to participate in Remote E-voting.

**7. Voting through electronic means**

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called “the Rules” for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular no. 02/2021 dated 13<sup>th</sup> January 2021 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 issued by the Securities and Exchange Board of India (SEBI), the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on July 1, 2022 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by KFintech Technologies Limited, which is acting as a service provider to conduct the postal ballot through e-voting.

**8. The instructions for E-voting are as under:**

**Step 1 :**

Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :**

Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Details on Step 1 are mentioned below:**

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol>



Type of shareholders	Login Method
	<p>2. <b>User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1</li> </ol> <p>3. <b>Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. <b>Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p>2. <b>User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ol> <p>3. <b>Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>KFintech</b> where the e- Voting is in progress.</li> </ol>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>III. Click on options available against company name or e-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

**Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) - 6709, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on “LOGIN”.
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the “EVEN” i.e., “6709 - Postal Ballot” and click on “Submit”
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative on its behalf to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [sanjay@csskc.in](mailto:sanjay@csskc.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “Corporate Name\_Even No.”

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM, Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM, Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/postalballot>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the postal ballot notice and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

The Scrutinizer shall, after conclusion of remote e-voting submit his report to the Chairman of the Company. The result of the Postal Ballot will be declared by the Chairman or any person authorized by him, in this regard, not later than 48 hours of the conclusion of the remote e-voting i.e. August 5, 2022. The Scrutinizer's decision on the validity of E-voting shall be final. As indicated earlier, the results will be published on the website of the Company ([www.rttm.in](http://www.rttm.in)) besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed. Results will also be posted on the Website of KFin Technologies Pvt. Ltd, <https://evoting.kfintech.com>.

### C. General Instructions

i. **In case Members of the Company have not registered their e-mail address:**

On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circular mentioned hereinabove, the Company will send Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting <https://ris.kfintech.com/clientservices/postalballot/> Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to [evoting@kfintech.com](mailto:evoting@kfintech.com)

- ii. The Remote E-voting period commences from 9:00 A.M. (IST) on July 5, 2022 and ends at 5:00 P.M. (IST) on August 3, 2022. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of July 1, 2022, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iii. The Scrutinizer shall, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Company Secretary of the Company.
- iv. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date of voting i.e. on August 3, 2022. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rttm.in](http://www.rttm.in) and also on the notice board placed at the Registered Office of the Company and on the website of KFinTech.
- v. To receive communication through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with KFinTech on <https://ris.kfintech.com/clientservices/postalballot/> or contact Ms. C Shobha Anand, Dy. Vice President, Toll Free No. 1800 309 4001, at [Unit: RattanIndia Enterprises Limited] KFin Technologies Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Statement pursuant to Section 102 (1) of the Companies Act, 2013 setting out the material facts concerning each item of special business mentioned in the accompanying this Postal Ballot Notice dated July 4, 2022:

### Item No. 1, 2 & 3

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/plan. Your Company believes in rewarding its employees including Directors of the Company as well as that of the Subsidiary company(ies) for their continuous hard work, dedication and support, which has led the Company on the growth path. Further, the Company is striving to enter into new avenues of business and to that end it is important to reward its employees who have been / are / will be instrumental and played / playing a pivotal role in its success / growth till date and in the times to come. The Company intends to implement RattanIndia Enterprises Limited Employee Stock Option Plan 2022 (“REL ESOP 2022”/ “Plan”) with a view to attract and retain key talents working with the Company and its Subsidiary company(ies), if any, by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Company seeks approval of the members in respect of REL ESOP 2022 and for grant of Stock Options to the eligible employees/ Directors of the Company and that of its Subsidiary company (ies) and associate company(ies), if any, as may be decided by Board and / or the Nomination and Remuneration Committee (“Committee”) from time to time in due compliance with Companies, Act, 2013 (including rules framed thereunder), SEBI SBEB & SE Regulations and other applicable laws and regulations.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBEB & SE) Regulations are as under:

#### 1. Brief description of the scheme:

The Scheme shall be called as RattanIndia Enterprises Limited Employee Stock Option Plan 2022 (“REL ESOP 2022”/ “Plan”)

The Purpose of the Scheme includes the following:

- a. To motivate the Employees to contribute to the growth and profitability of the Company.
- b. To retain the Employees and reduce the attrition rate of the Company.
- c. To achieve sustained growth and the creation of Shareholder value by aligning the interests of the Employees with the long-term interests of the Company.
- d. To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come, and
- e. To provide additional deferred rewards to Employees.

#### 2. Total number of Options to be granted and conditions under which the granted options may lapse and be re-granted:

Subject to compliance with the applicable requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended and modified from time to time), upto 6,91,13,479 (Six Crore Ninety One Lakh Thirteen Thousand Four Hundred Seventy Nine ) options would be available for grant to the eligible employees of the Company and / or eligible employees of the Group Companies including Subsidiary company(ies) or associate company(ies) (“Group Company”), if any, in aggregate under REL ESOP 2022, in one or more tranches exercisable into an equivalent number of fully paid-up equity shares of Rs. 2/- each. Vested Options lapsed due to non- exercise and/or unvested Options that get cancelled due to resignation/termination of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed/cancelled options as per the provisions of REL ESOP 2022. The SEBI SBEB & SE Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are required to be issued pursuant to any corporate action, the above ceiling of Options or equity shares shall be deemed to increase in proportion of such additional equity shares issued subject to compliance of the SEBI SBEB & SE Regulations.

#### 3. Identification of classes of employees entitled to participate in REL ESOP 2022

Following class / classes of employees are entitled to participate in REL ESOP 2022:

- a) Permanent employees of the Company working with the Company in India or out of India;
- b) Directors of the Company; and
- c) Permanent employees and Directors of the Subsidiary company (ies) / working with respective subsidiary company and or associate company(ies), if any.

Following class / classes of employees are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013.

**4. Transferability of Employee Stock Options:**

The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be transferred to his legal heirs or nominees within the period as may be prescribed under REL ESOP 2022.

**5. Requirements of vesting and period of vesting:**

The Options granted shall vest in accordance with the terms of each grant under the REL ESOP 2022, so long as an employee continues to be in the employment of the Company or the subsidiary company or associate company, if any, as the case may be. The Board may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1 year.

**6. Maximum period within which the Options shall be vested:**

Options granted under REL ESOP 2022 would vest in accordance with the terms of each grant, subject to maximum period of 5 years from the date of grant of such Options.

**7. Exercise price or pricing formula:**

The exercise price per Option shall not be less than face value of equity share and shall not exceed market price of the equity share of the Company as on date of grant of Option which may be decided by the Committee. Market price in this context refers to the meaning assigned to it under the SEBI SBEB & SE Regulations. The Committee can give cashless exercise of options, if required, to the employees and shall provide necessary procedures and/or mechanism for exercising such options subject to applicable laws, rules and regulations.

**8. Exercise period and the process of Exercise:**

The vested Options shall be allowed for exercise on and from the date of vesting. The vested options need to be exercised within a maximum period of 3 years from the date of vesting of such Options. The vested Option shall be exercisable by the employees by a written application to the Trust or Company expressing his / her desire to exercise such Options in such manner and on such format as may be prescribed by the Trust/Committee from time to time. The Options shall lapse if not exercised within the specified exercise period. In case of cashless system of exercise of vested Options, the Committee shall be entitled to specify such procedures and/or mechanisms for the Shares to be dealt with thereon as may be necessary and the same shall be binding on the Option grantees.

In the event of termination of employment, the vested options not exercised shall lapse immediately. In case of resignation of employee, vested options shall be exercised on or before his/her release from the employment.

**9. Appraisal process for determining the eligibility of employees under REL ESOP 2022:**

The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time.

The employees would be granted Options under the REL ESOP 2022 based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Committee from time to time.

**10. Maximum number of Options to be issued per employee and in aggregate:**

The number of Options that may be granted to any specific Employee under the Plan, in any financial year shall be decided by the Committee.

**11. Whether the Scheme is to be implemented and administered directly by the Company or through a Trust:**

The Scheme will be implemented through Trust Route.

**12. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc**

The proposed amount of loan will be within the statutory limit of 5% of the aggregate of paid-up share capital and free reserves, as prescribed under SEBI SBEB & SE Regulations read with Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014. The loan shall be repayable to the Trust subject to availability of the funds received pursuant to exercise of stock options under the Scheme.

**13. Maximum percentage of secondary acquisition (subject to limits specified under the regulation) that can be made by the trust for the purpose of the scheme.**

The total number of shares under secondary acquisition held by Trust in pursuance of to the Scheme shall at no time exceed 5% of the paid-up equity capital of the Company.

**14. Accounting and Disclosure Policies:**

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

**15. Method of Option Valuation:**

The Company shall comply with the requirements of IND-As 102 and shall use Fair value method and fair value of Options would be calculated as per the prescribed method under the applicable regulations.

**16. Primary / Secondary Route:**

The Plan shall be implemented via secondary route subject however to adherence with applicable laws and regulations as prevailing and in force from time to time.

**17. Statement with regard to Disclosure in Director's Report:**

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report

**18. Period of lock-in:**

The Shares transferred to the Employees pursuant to exercise of Options may be put under lock-in from the date of transfer at the discretion of the Board of Directors / Nomination and Remuneration Committee.

In terms of provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), consent of the Shareholders is being sought by way of a Special Resolution(s) set out at Item Nos. 1, 2 & 3 of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned in the aforesaid Special Resolution(s), except to the extent of their entitlements, if any.

Your Directors recommend the Special Resolution(s) proposed at Item No. 1, 2 & 3 of this Notice for your approval.

**Item No. 4**

The Company intends to implement RattanIndia Enterprises Limited Employee Stock Option Plan 2022 ("REL ESOP 2022" / "Plan") with a view to attract and retain key talents working with the Company and its Subsidiary company(ies) and associate company(ies), if any. Your Company contemplates implementation of the Plan through an Employee Welfare Trust ("Trust") route with a view to efficiently manage the Plan and if required to enable cashless exercise of vested options. REL ESOP 2022 envisages granting of 6,91,13,479 (Six Crore Ninety One Lakh Thirteen Thousand Four Hundred Seventy Nine) options which are convertible into 6,91,13,479 (Six Crore Ninety One Lakh Thirteen Thousand Four Hundred Seventy Nine) shares of the Company within the term of the Plan. The Company also contemplates to manage any future employee stock option plan or share based employee benefit plan which may be introduced from time to time through trust route.

As per Regulation 6(3) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, a separate special resolution is required to be passed if the benefits of the Scheme are to be extended to identified Employees, during any one year, equal to or exceeding one per cent of the issued capital of the Company at the time of grant of Option. Further, the Committee

may identify certain Employee(s) to whom it may be necessary to grant Option exceeding one per cent in one year to ensure continuity of their service with the Company. The resolution as set out in Item No. 3 provides that the Company may grant Option equal to or exceeding 1% of the issued, subscribed and paid-up capital of the Company (excluding outstanding convertible securities, if any) at the time of grant of Option, during any one year to the Employee(s) identified by the Committee

The Board of Directors of the Company have approved REL ESOP 2022, set up of an employee welfare trust ("Trust") for the purpose of implementation of REL ESOP 2022 and subscription, issue, purchase, hold and deal with the shares of the Company. In term of the provisions of relevant regulation of the SEBI SBEB & SE Regulations, the consent of the Shareholders is being sought by way of a Special Resolution set out at Item No. 4 of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned in the aforesaid Special Resolution, except to the extent of Options that may be granted to them, if any.

Your Directors recommend the Special Resolution proposed at Item No. 5 of this Notice for your approval.

#### **Item No. 5**

The Company intends to implement RattanIndia Enterprises Limited Stock Option Plan 2022 ("**REL ESOP 2022**" / "**Plan**") with a view to attract and retain key talent working with the Company and its current and future Subsidiary company(ies) and associate company(ies), if any through Trust route for its implementation. The Company needs to make provisions of funds to the Trust so as to enable it to purchase the shares of the Company.

The Board passed a resolution to set-up an Employee Welfare Trust namely RattanIndia Enterprises Limited Employees Welfare Trust ("**Trust**") and approved the proposal for sanction of loan by the Company to the Trust. This proposed amount of loan is within the statutory limit of 5% of the aggregate of paid-up share capital and free reserves, as prescribed under SEBI SBEB & SE Regulations read with Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 ("**Companies Rules**").

Further the total outstanding equity shares which will be held by the Trust at any time will be subject to the maximum limits specified under the SEBI SBEB & SE Regulations and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulation 2015, as amended from time to time.

The disclosure as per Rule 16 of Companies (Share capital and debentures) Rules, 2014 are as under:

**a) The class/classes of employees for whose benefit the Plan is being implemented and money is being provided for purchase and subscription of the shares:**

The Plan will be implemented and money will be provided for purchase and/or subscription of shares for the benefit of employees within the meaning of the Plan. The class/ classes of employees who are eligible subject to selection by the Board and / or the Nomination and Remuneration Committee ("**Committee**") are as under:

- i. Permanent employees of the Company working with the Company in India or out of India
- ii. Directors of the Company; and
- iii. Permanent employees and Directors of current and future Subsidiary company(ies) / working with respective subsidiary company.

Following class/classes of employees are not eligible:

- i. an employee who is a Promoter or belongs to the Promoter Group;
- ii. a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- iii. an Independent Director within the meaning of the Companies Act, 2013.

**b) The particulars of the Trustee or employees in whose favour such shares are to be registered:**

It is contemplated that one or more of the designated Trustees shall acquire and hold the Shares in due compliance of the relevant provisions of SEBI SBEB & SE Regulations and other applicable provisions. The Trustees shall transfer the Shares in favour of the employees on exercise of the Employee Stock Options after realization of exercise price and applicable income tax.

**c) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:**

An Irrevocable Trust in the nature of an Employee Welfare Trust is proposed set-up with the name RattanIndia Enterprises Limited Employees Welfare Trust having its office at H.No. 9, First Floor, Vill. Hauz Khas, New Delhi-110016.

**Particulars of the Trustees appointed:**

The followings are the Trustee(s) appointed by the Board and / or the Committee duly authorized by the shareholders thereof and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI SBEB & SE Regulations.

S. No.	Name of the Trustee	Address	Occupation	Nationality
1	Mr. Manoj Kumar	214, Gali No. 4, D Block Prem Nagar, Near State Bank ATM, Najafgarh, New Delhi-110043	Service	Indian
2	Mr. Surinder Kumar Aery	Daisy-105, Omaxe Green Valley, Near NHPC, Sector 41-42, Faridabad, Haryana -121003	Service	Indian
3	Mr. Sandeep Mittal	F-5, Sector – 5, Part-6, Gurgaon-122001	Service	Indian

**d) Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:**

Promoters are not eligible to be covered under the Plan. However, key managerial personnel, directors (other than independent directors and promoter directors] may be covered or interested under the Plan but only to the extent of stock options as may be granted to them, if any, under the Scheme / Trust and in due compliance with the SEBI SBEB & SE Regulations.

**e) The detailed particulars of benefits which will accrue to the employees from the implementation of the Plan:**

The eligible employees shall be granted Employee Stock Options under the Plan which would vest subject to vesting conditions prescribed by the Committee or Board. After vesting and on exercise of the Options, the Trust / Trustees shall transfer corresponding number of Equity Shares to the employees. The employees may deal in the shares by way of selling /holding or otherwise deal in their absolute discretion subject to applicable laws and regulations immediately after exercise or may hold and sell after a definite period of time at his/ her discretion. The employees would get the benefit on sell of shares depending on sale price of such Shares. In case of cashless system of exercise of vested Options, the Committee shall be entitled to specify such procedures and/or mechanisms for the equity shares to be dealt with thereon as may be necessary and the same shall be binding on the Option grantees.

**f) The details about who would exercise and how the voting rights in respect of the shares to be purchased under the Plan would be exercised:**

As per SEBI SBEB & SE Regulations, the Trustees shall not vote in respect of equity shares held in the Trust. In these circumstances, the voting rights can be exercised by an employee only when the equity shares are transferred to them after due process of exercise of Options.

In term of the provisions of relevant regulation of the SEBI SBEB & SE Regulations read with Rule 16 of the Companies Rules, consent of the Shareholders is being sought by way of a Special Resolution set out at Item No. 5 of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or in the Trust or the aforesaid Special Resolution, except to the extent of their entitlements, if any.

Your Directors recommend the Special Resolution proposed at Item No. 5 of this Notice for your approval.

**Item No. 6**

The Company is intending to venture in the business of *inter – alia* providing services for planning, marketing, securing developers for development of infrastructure activities, more precisely as set out in the resolution under Item No.5 of the notice.

In terms of Sections 13 of the Companies Act, 2013 read with the Company (Incorporation) Rules, 2014, an alteration in the Objects clause of a company’s memorandum of association, requires the prior approval of the members by way of a special resolution.

Accordingly therefore, your directors recommend the resolution set out at Item No. 6 of the notice, for the approval of the shareholders by way of special resolution.

None of the directors or key managerial personnel of the Company or their relatives, are or may in any way be deemed to be concerned or interested financially or otherwise, in the resolution.

**Item No. 7**

Name of the Related Party and details of the transaction: RattanIndia Power Limited (hereinafter “RPL”).

As the said arrangement falls within the purview of a Section 188 of the Companies Act, 2013 read with Companies (Meetings of



Board And its Powers) Rules, 2014 and also Regulation 23 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, prior approval of the shareholders in this regard, would be required.

The relevant information about the proposed contract/arrangement is as follows:

**Name of the director or key managerial personnel who is related:** Mr. Rajiv Rattan

**Nature of relationship:** Mr. Rajiv Rattan, who is a Promoter of the Company and its Executive Chairman & Executive Director, forms part of the promoter group of RPL. He is also the Chairman of RPL and a non-executive director thereof.

**Material terms of the contract/ arrangement including the value and particulars of the contract:**

RPL will be earmarking and offering its leased Land admeasuring approx. 421 Acres to the developers on a leave and license basis, for various commercial purposes.

The Company would be responsible for arranging the developers (“Developers/Users”) for the project and also for the firm booking of the developed plots.

In consideration for the same, the Developers/Users shall pay the license fee/Usage fee (“Usage Fee”), which would be shared between the Company and RPL in a pre-determined ratio of 75:25, for each financial year during the duration of the project.

As the Developers/Users will be identified in future and the Usage Fees will be finalised as agreed between the company and the potential Developer/User, it is not possible to estimate the Company’s share of Usage Fee at this stage or the percentage of the counter party’s annual consolidated revenue.

**Tenure of the Contract:** 20 years, renewable for a further period of 5 years and thereafter for such additional period, as may be mutually agreed between the Company and RPL.

**Justification:** The transaction will allow the Company to diversify its business and lead to an increase in the revenues of the Company. Company will be able to raise additional revenue source with no capital commitment and limited operation costs. Hence the transaction is in the best interest of the Company.

**Summary of the information provided by the management of the Company to the audit committee**

The details of the proposed transactions including the nature, terms, value percentage of the Company’s annual consolidated turnover, tenure and proposed limits etc. were placed to the Audit Committee at its meeting held on May 30, 2022 and the same are given in the proposed resolution at Item No. 7.

**Any other information relevant or important for the members to take decision on the proposed resolution:** none

The Audit Committee of the Company and its Board of Directors have accorded their approval to the proposed contract as aforesaid, subject to the same being approved by the shareholders of the Company by way of passing ordinary resolution to such effect, before being effectuated, as mandated Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As the said arrangement falls within the purview of a Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board And its Powers) Rules, 2014 and also Regulation 23 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, prior approval of the shareholders in this regard, would be required.

To the above effect, the resolution set out at Item No. 7 of the notice is accordingly proposed and recommended for the approval of the members by way of an ordinary resolution.

Except Mr. Rajiv Rattan, none of the other director or key managerial personnel of the Company and /or their relatives are or may be deemed to be concerned or interested financially or otherwise in the resolution.