

RattanIndia

May 29, 2019

Scrip Code- 534597

RTNINFRA

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

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

Sub: Annual Secretarial Compliance Report for the Year Ended 31st March, 2019.

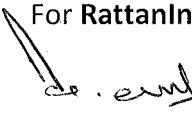
Dear Sir,

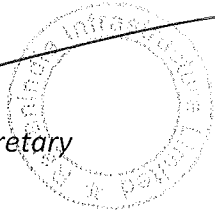
In terms of the Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Clause 3 (b) of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we enclose hereto the Annual Secretarial Compliance Report of RattanIndia Infrastructure Limited (the '**Company**') for the year ended March 31, 2019, issued by Messers S. Khandelwal & Co., Practicing Company Secretaries.

You are requested to take the information on your records.

Thanking you,
Yours Faithfully

For RattanIndia Infrastructure Limited


R.K. Agarwal
Company Secretary



Encl : as above

RattanIndia Infrastructure Limited

((Formerly Indiabulls Infrastructure and Power Limited)

Registered Office: H.No. 9, First Floor, Vill. Hauz Khas, New Delhi-110016

Tel.: +91 11 46611666 Fax: +91 11 46611777

Website: www.rattanindia.com/ril

CIN: L40101DL2010PLC210263

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Date: 28/5/19

**Secretarial compliance report of RattanIndia Infrastructure Limited for the year ended
March 31, 2019**

We, S. Khandelwal & Co., Company Secretaries, have examined:

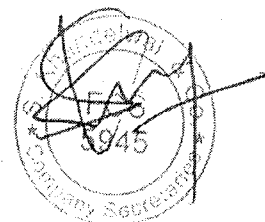
- (a) all the documents and records made available to us and explanation provided by RattanIndia Infrastructure Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (till November 9, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (w.e.f November 10, 2018);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity had complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Not Applicable			

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	NSE & BSE	Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR) which requires every listed entity to comply with the minimum public shareholding requirements(MPS) specified in Rule	The imposition of a fine of Rs. 2,00,600/- (inclusive of taxes) each by both the Exchanges for the brief period during which the listed entity had remained non-compliant with the provisions of Regulation 38 of LODR.	The Company had paid the fine within time to both the exchanges.



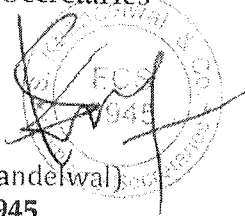
	<p>19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 in the manner as specified by the Board from time to time. However there was a decrease in the MPS which was consequent to an open offer made by the Promoters of the listed entity, in the year 2017, which closed on November 7, 2017, thereby allowing the Company a time till November 7, 2018 to achieve the minimum public shareholding. However same was achieved on December 7, 2018. Thus the listed entity was non-compliant with Regulation 38 of LODR for very brief period.</p>		
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

For S. Khandelwal & Co.
Company Secretaries



(Sanjay Khandelwal)
FCS No.: 5945
C P No.: 6128

Place: New Delhi
Date: May 28, 2019