



RattanIndia Enterprises Limited

CIN: L74110DL2010PLC210263

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

Email: rel@rattanindia.com, Tel: 011-46611666, Fax: 011-46611777, Website: www.rattanindia.com

Notice

Notice is hereby given that the 14th Annual General Meeting (AGM) of the members of RattanIndia Enterprises Limited will be held on Monday, September 30, 2024, at 04:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses.

The proceedings of the 14th AGM shall be deemed to be conducted at the Registered office of the Company at 5th Floor, Tower-B, Worldmark 1, Aerocity, New Delhi -110037, which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

Item no. 1

To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and auditors thereon

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

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted."

Item no. 2

To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, and the reports of the auditors thereon

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

"RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the Auditors

thereon be and are hereby received, considered and adopted."

Item no. 3

To appoint a director in place of Mrs. Anjali Nashier (DIN:01942221) who retires by rotation and being eligible, offers herself for re-appointment

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Anjali Nashier (DIN: 01942221) who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item no. 4

Appointment of Dr. Virender Singh (DIN: 05215919) as an Independent Director 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 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time and Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulation"), [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] Dr. Virender Singh (DIN: 05215919), who was appointed as an Additional Director (Independent & Non-Executive) of the Company w.e.f. September 03, 2024, by the Board of Directors of the Company on the recommendations of

the Nomination and Remuneration Committee, in terms of Section 161 of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company and who holds office as such upto the date of ensuing AGM and who qualifies for being appointed as an Independent Director of the Company and who has consented to act as a Director of the Company and who meets the criteria for independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect and in respect of whom, the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of a Director, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5(five) consecutive years commencing from September 03, 2024 to September 02, 2029 (both days inclusive)."

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and the Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

Item no. 5

Appointment of Mr. Ajay Kumar Tandon (DIN: 07087682) as an Independent Director 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 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013

('the Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time and Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulation"), [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] Mr. Ajay Kumar Tandon (DIN: 07087682), who was appointed as an Additional Director (Independent & Non-Executive) of the Company w.e.f. September 03, 2024, by the Board of Directors of the Company on the recommendations of the Nomination and Remuneration Committee, in terms of Section 161 of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company and who holds office as such upto the date of ensuing AGM and who qualifies for being appointed as an Independent Director of the Company and who has consented to act as a Director of the Company and who meets the criteria for independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect and in respect of whom, the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of a Director, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5(five) consecutive years commencing from September 03, 2024 to September 02, 2029 (both days inclusive)."

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and the Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

By Order of the Board of Directors
For RattanIndia Enterprises Limited

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

Date : September 07, 2024

Place : New Delhi

Registered Office:

5th Floor, Tower-B, Worldmark-1,

Aerocity, New Delhi-110037

CIN: L74110DL2010PLC210263

Email: rel@rattanindia.com

Phone No: 011 - 46611666

NOTES:

1. Pursuant to General Circular No. 20/2020 dated May 05, 2020, issued by the Ministry of Corporate Affairs (MCA) read together with MCA General Circular No. 14 & 17/2020 dated April 08, 2020 and April 13, 2020 respectively and MCA General Circular No. 09/2023 dated September 25, 2023 and other relevant circulars ("MCA Circulars") (hereinafter collectively referred to as "the Circulars"), has permitted the holding of the AGM through Video Conferencing ('VC')/Other Audio Visual means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') SEBI Circular and MCA Circulars, the AGM of the Company is being held through Video Conferencing ('VC').
2. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Businesses to be transacted at this Annual General Meeting ('AGM') is annexed.
3. Since this AGM will be held through ('VC')/('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice. The Route Map is not required to be annexed to this Notice.
4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of Registrar and Transfer Agent of the Company, KFin Technologies Limited ("KFinTech" or "RTA"). 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 the remote e-voting process and voting during the AGM, in a fair and transparent manner.
6. No transfer of unclaimed/unpaid amounts to the Investor Education and Protection Fund has been made as the Company has not declared any dividends since the date of its incorporation.
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 referred 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 rel@rattanindia.com.
8. Remote e-voting will commence at 10:00 A.M. (IST) on Friday, September 27, 2024, and will end at 5:00 P.M. (IST) on Sunday, September 29, 2024, then remote e-voting will be blocked.
9. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Monday, September 23, 2024 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purpose only. The Register of Member of the Company shall remain closed from Tuesday, September 24, 2024, to Monday, September 30, 2024, (both days inclusive) for the purpose of AGM.
10. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2024 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.
11. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.rattanindia.com 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 Limited ("RTA") at <https://evoting.kfintech.com>.

12. Members who hold shares in the physical form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the AGM Notice and the Report and Accounts 2024, or participate in the AGM, or cast their votes through remote e-voting or e-voting during the meeting, are required to register their e-mail addresses with the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com.
 13. 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.
 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. Corporate Members intending to depute their authorised representatives to attend the Meeting through VC/OVAM are requested to send to the Company a certified true copy of the Board Resolution together with the attested specimen signature of the duly authorized signatory (ies) who are authorized to attend and vote at the Meeting on their behalf.
 15. 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.
 16. 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 Limited for assistance in this regard.
 17. 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 Limited, in case the shares are held in physical form.
- The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
- Step 1 :** Access to Depositories e-Voting system in case of individual shareholders holding shares 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.
 - Step 3 :** Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

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

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 -2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual’s 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) 8431, 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., 8431 “AGM” 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 to attend the AGM through VC / OAVM on its behalf and 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 with a copy marked to 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 and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes:

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below;

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

- iii. Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.
- i. Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquette to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM though VC/ OAVM shall open at least 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id. Questions /queries received by the Company till September 28, 2024 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform.
- vii. Members may click on the voting icon displayed on the screen to cast their votes.
- viii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- ix. The facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- x. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from Wednesday, September 25, 2024 to Friday, September 27, 2024. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened Wednesday, September 25, 2024 to Friday, September 27, 2024.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Ms. C Shobha Anand, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, September 23, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - ii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1800-309-4001 or write to them at evoting@kfintech.com.
- VI. The Results of voting will be declared within two working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.rattanindia.com and on the website of RTA, such Results will also be forwarded to the National Stock Exchange of India Limited and BSE Limited, where the Company's shares 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 businesses mentioned at Item Nos. 4 & 5 of the accompanying Notice dated September 07, 2024:

Item no. 4

Appointment of Dr. Virender Singh as an Independent Director of the Company

Based on the recommendations of the Nomination and Remuneration Committee (NRC) of the Company, the Board, on September 03, 2024, in terms of Sections 149, 150, 152, 160 and 161 of the Act read with Schedule IV of the Act and applicable SEBI Listing Regulations, appointed Dr. Virender Singh (DIN: 05215919) as an Additional Director in the category of Independent Director for a period of five consecutive years commencing from September 03, 2024, subject to the approval from the shareholders of the Company.

Pursuant to Section 161 of the Companies Act, 2013 read with Regulation 17(1C) of SEBI Listing Regulations, Dr. Virender Singh shall hold office upto the date of ensuing Annual General Meeting of the Company.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Dr. Virender Singh (i) consent in writing to act as Director in Form DIR-2 pursuant to Section 152 (5) & Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(1) and Rule 14(1) of Companies (Appointment & Qualification of Directors) Rules, 2014 of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Further, Dr. Virender Singh has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Dr. Virender Singh has also confirmed that he is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority and he is not required to obtain security clearance from the Ministry of Home Affairs, Government of India before seeking appointment as director. Dr. Virender Singh has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Dr. Virender Singh is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent & Non-Executive Director of the Company and is independent of the Management.

A copy of the draft Letter of Appointment of Dr. Virender Singh setting out the terms and conditions of his appointment is available for inspection by the members in the electronic form as per note no. 7 of this Notice of AGM. Further, the Articles of Association are also available for inspection by the members.

Details of Director seeking appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are as under:

Dr. Virender Singh is a 1987 batch Indian Forest Services Officer, who retired as the Principal Chief Conservator of Forests. During his career spanning over nearly four decades he has served in multiple districts, forest divisions and circle administration roles, across several states and has also held diverse roles in several corporations of the state government, including most notably, Executive Director Karnataka Forest Development Corporation (KFDC), leading its pulpwood division and Karnataka Power Transmission Corporation Ltd (KPTCL) and subsequently, his association with the Karnataka Power Transmission Corporation Ltd (KPTCL) in a consultative capacity, liaising with Forest Department and Ministry of Environment and Forests, at a state and national level regarding power transmission projects. Dr. Singh has also been involved with financial planning activity. He has a PhD in Dryland Forestry and currently resides in Gurugram post-retirement. Your Directors are of the view that the appointment of Mr. Virender Singh as an Independent Director helps the Company receive the benefit of his rich administrative experience and knowledge in the field of Environment and related issues as also in the field of Financial Planning.

Dr. Virender Singh is also not debarred from being appointed as Director of the Company, pursuant to any order of SEBI or any competent authority. He meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

Dr. Virender Singh also holds directorship in RattanIndia Power Limited. He has not resigned from directorship of any listed company in the last three years. He does not hold any shares in the Company.

Membership/Chairpersonship of Dr. Virender Singh in Public Limited Companies in various committees are as under:

Name of the Company	Name of Committee	Chairperson/ Member*
RattanIndia Power Limited	Audit Committee	Chairperson
RattanIndia Power Limited	Nomination and Remuneration Committee	Member
RattanIndia Power Limited	Corporate Social Responsibility Committee	Member
RattanIndia Power Limited	Stakeholders Relationship Committee	Member
RattanIndia Enterprises Limited	Audit Committee	Chairperson
RattanIndia Enterprises Limited	Nomination and Remuneration Committee	Member

*Membership/Chairmanship given in above table will be effective from September 26, 2024.

There is no inter-se relationship between Dr. Virender Singh and other members of the Board and Key Managerial Personnel of the Company.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Dr. Virender Singh, to whom the resolutions relate, are concerned or interested in the Resolutions mentioned at Item No. 4 of the Notice.

The Board recommends the resolution set forth at Item No. 4 for the approval of the Members.

Item no. 5

Appointment of Mr. Ajay Kumar Tandon as an Independent Director of the Company

Based on the recommendations of the Nomination and Remuneration Committee (NRC) of the Company, the Board, on Monday, September 03, 2024, in terms of Sections 149, 150, 152, 160 and 161 of the Act read with Schedule IV of the Act and applicable SEBI Listing Regulations, appointed Mr. Ajay Kumar Tandon (DIN: 07087682) as an Additional Director in the category of Independent Director for a period of five consecutive years commencing from September 03, 2024, subject to the approval from the shareholders of the Company.

Pursuant to Section 161 of the Companies Act, 2013 read with Regulation 17(1C) of SEBI Listing Regulations, Mr. Ajay Kumar Tandon shall hold office upto the date of ensuing Annual General Meeting of the Company.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Ajay Kumar Tandon (i) consent in writing to act as Director in Form DIR-2 pursuant to Section 152 (5) & Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(1) and Rule 14(1) of Companies (Appointment & Qualification of Directors) Rules, 2014 of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Further, Mr. Ajay Kumar Tandon has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Ajay Kumar Tandon has also confirmed that he is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority and he is not required to obtain security clearance from the Ministry of Home Affairs, Government of India before seeking appointment as director. Mr. Ajay Kumar Tandon has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Tandon is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent & Non-Executive Director of the Company and is independent of the Management.

A copy of the draft Letter of Appointment of Mr. Ajay Kumar Tandon setting out the terms and conditions of appointment is available for inspection by the members in the electronic form as per note no. 7 of this Notice of AGM. Further, the Articles of Association are also available for inspection by the members.

Details of Director seeking appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are as under:

Mr. Ajay Kumar Tandon is a B. Tech. (Mechanical) from Delhi College of Engineering and has more than three decades of extensive experience in the field of Engineering, Project Management & Planning and Site execution. He has experience in Industrial sector having worked in top organizations in Power sector, Renewables and Manufacturing sector in India. In his earlier stints, Mr. Tandon has held responsible positions in BHEL, Punj Lloyd, BGR Energy Systems, and Multitex Filtration Engineers Pvt. Ltd.

Mr. Ajay Kumar Tandon also holds directorship in RattanIndia Power Limited. He has not resigned from directorship of any listed company in the last three years. He does not hold any shares in the Company.

Mr. Ajay Kumar Tandon is also not debarred from being appointed as Director of the Company, pursuant to any order of SEBI or any competent authority. He meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

Membership/Chairpersonship of Mr. Ajay Kumar Tandon in Public Limited Companies in various committees are as under:

Name of the Company	Name of Committee	Chairperson/ Member
RattanIndia Power Limited	Audit Committee	Member
RattanIndia Power Limited	Nomination and Remuneration Committee	Chairperson*
RattanIndia Power Limited	Corporate Social Responsibility Committee	Chairperson
RattanIndia Power Limited	Risk Management Committee	Member
RattanIndia Power Limited	Stakeholders Relationship Committee	Chairperson*
RattanIndia Enterprises Limited	Audit Committee	Member*
RattanIndia Enterprises Limited	Nomination and Remuneration Committee	Chairperson*
RattanIndia Enterprises Limited	Corporate Social Responsibility Committee	Chairperson*
RattanIndia Enterprises Limited	Stakeholders Relationship Committee	Chairperson*
RattanIndia Enterprises Limited	Risk Management Committee	Member*

*Membership/Chairmanship given in above table will be effective from September 26, 2024.

There is no inter-se relationship between Mr. Ajay Kumar Tandon and other members of the Board and Key Managerial Personnel of the Company.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Ajay Kumar Tandon, to whom the resolutions relate, are concerned or interested in the Resolutions mentioned at Item No. 5 of the Notice.

The Board recommends the resolution set forth at Item No. 5 for the approval of the Members.

By Order of the Board of Directors
For RattanIndia Enterprises Limited

Sd/-
Rajesh Arora
Company Secretary
FCS - 4081

Date : September 07, 2024

Place : New Delhi

Registered Office:

5th Floor, Tower-B, Worldmark-1,

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