



RDB REALTY & INFRASTRUCTURE LIMITED

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 • CIN No. : L16003WB2006PLC110039
PHONE : +91 33 4450 0500 • E-MAIL : secretarial@rdbindia.com • Web : www.rdbindia.com

Date: 14/10/2024

To,
The Secretary,
BSE Limited
P.J.Towers, Dalal Street
Mumbai- 400 001

To,
The Secretary,
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata- 700 001

Dear Sir/Madam,

Sub: Notice of Extra Ordinary General Meeting

Pursuant to Regulation 30 read with Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of Extra Ordinary General Meeting of the Company scheduled to be held on Tuesday, 05th November, 2024.

This is for your information and record.

Thanking You.

Yours faithfully
For RDB Realty & Infrastructure Limited
RDB Realty & Infrastructure Limited

Priyarup Mukherjee

Company Secretary

Priyarup Mukherjee
Company Secretary & Compliance Officer



RDB REALTY & INFRASTRUCTURE LIMITED

Registered Office: Bikaner Building, 8/1 Lal Bazar Street, 1st Floor, Room No. 10, Kolkata-700001

Phone: 033-44500500 Fax: 033-22420588 Email: secretarial@rdbindia.com

Website: www.rdbindia.com CIN: L16003WB2006PLC110039

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of **RDB Realty & Infrastructure Limited** will be held on **Tuesday the 05th day of November, 2024 at 11.30 a.m. (IST)** through Video Conferencing (VC)/other Audio-Visual Means (OAVM) to transact the following businesses:

Special Business:

1. To increase the Authorized Share Capital and Alteration of Capital Clause of Memorandum of Association of the Company

To consider, and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 13, 15, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions if any, required from any authorities, the consent of the Members be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing Rs. 23,00,00,000/- (Rupees Twenty-Three Crores Only) divided into 2,30,00,000 (Two Crore Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 27,00,00,000/- (Rupees Twenty-Seven Crores Only) divided into 2,70,00,000 (Two Crore Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each, ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded, for alteration of existing Clause V of the Memorandum of Association of the Company by substituting in its place, the following new Clause V:

“V. The Authorized Share Capital of the Company is Rs. 27,00,00,000/- (Rupees Twenty-Seven Crores Only) divided into 2,70,00,000 (Two Crore Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each”

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company, and do all such acts, deeds, matters and things, as maybe required to give effect to the above resolution, and to settle any questions, difficulties or doubts that may arise in this regard.”

2. To consider the issue of Share Warrants ('Warrants') convertible into Equity Share(s) on preferential basis to the Promoter and Non-Promoter Category

To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a *Special Resolution*:

“RESOLVED THAT pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (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, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Ministry of Corporate Affairs (“MCA”) or any other competent authority, as may be necessary, including the Securities and Exchange Board of India (“SEBI”), BSE Limited (“BSE”) and CSE Limited (“CSE”) where the Equity Shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Director of the Company (“the Board”) (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the Members be and is hereby accorded, to create, offer, issue and allot at an appropriate time, in one or more tranches in aggregate and upto 68,62,500 (Sixty Eight Lakh Sixty Two Thousand and Five Hundred Only) Share Warrants (‘Warrants’), each carrying a right exercisable by the Share warrants holder(s) to subscribe to one (1) Equity Share against each share warrant at a price of Rs. 405/- (Rupees Four Hundred and Five Only) including premium of Rs. 395/- (Rupees Three Hundred and Ninety-Five Only) each per Warrant in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations aggregating to Rs. 2,77,93,12,500/- (Rupees Two Hundred Seventy-Seven Crores Ninety-Three Lakhs Twelve Thousand and Five Hundred Only), on a preferential allotment basis (‘Preferential Offer’) to the following promoter and non-promoter individual/entities (hereinafter referred to as the (‘Proposed Allottees of Share Warrant’), entitling the warrant holders to exercise option to convert and get allotted 1 (One) Equity Share of Face Value of Rs. 10/- (Rupees Ten Only) each of the Company (‘Equity Shares’) for each Share Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Share Warrants, and in such form and manner and in accordance with the provisions of Companies Act, 2013, ICDR Regulations and Takeover Regulations.

Sr. No.	Name of Proposed Allottees	Number of Share Warrants to be Issued
1	Loka Properties Private Limited	9,45,000
2	Ankur Constructions Private Limited	9,45,000
3	Suhasini Dugar	2,70,000
4	Manaswi Dugar	2,70,000
5	Yashaswi Dugar	2,70,000
6	A G Dynamic Funds Limited	15,00,000
7	Sarwamangala Capital	5,62,500

8	Ebisu Global Opportunities Fund Limited	2,25,000
9	Unico Global Opportunities Fund Limited	2,25,000
10	Maharaj Commercial Private Limited	2,00,000
11	VED Investments	1,75,000
12	Vicky Sales Private Limited	1,25,000
13	Ami Jasmine Shah	1,00,000
14	Kinnari Vikas Shah	1,00,000
15	Akshat Jain	1,00,000
16	Rajani Devi Jain	1,00,000
17	Dharmendra Kumar Jain	1,00,000
18	Arun Kumar Sancheti	62,500
19	Kuldeep Mathur & Deepali Mathur	62,500
20	Sarwamangala Securities	50,000
21	Kajaria Ventures Private Limited	50,000
22	Punam Saraogi	50,000
23	Pallavi Moryani	50,000
24	Deepansh Mathur	25,000
25	Mihir Mathur	25,000
26	Rajesh Kumar Chandan	25,000
27	Vikas Gupta	25,000
28	Sudhir Kumar Thard	25,000
29	Thanmull Commodities Trade Private Limited	25,000
30	Vandana Agarwal	25,000
31	Prachi Agarwal	25,000
32	Ankit Agarwal	25,000
33	Babita Agarwal	25,000
34	Rajesh Kumar Agarwal	25,000
35	Naval Kishore Bihani	12,500
36	Piyush Bihani	12,500
37	Nikhil Rawat	12,500
38	Kajal Rawat	12,500
TOTAL		68,62,500

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the floor price for the issue and allotment of Share Warrants is Friday, 04th October, 2024 being the date 30 (Thirty) days prior to the date of this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT the Preferential Issue of Share Warrants (‘Warrants’) and allotment of equity shares on the exercise of the Share Warrants (‘Warrants’), shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

Upto 68,62,500 Share Warrants (‘Warrants’) of Rs. 10/- each shall be convertible into Equity shares of the Face Value of Rs. 10/- each at a price of Rs. 405 (Rupees Four Hundred and Five Only) per warrant (including premium of Rs. 395/- (Rupees Three Hundred and Ninety-five Only) on the following terms and conditions;

- a) Exercise of offer for conversion of the Share Warrants ('Warrants') shall be at the sole option of the warrant holders at any time within the period of 18 months from the date of allotment of Share warrants ('Warrants') in accordance with the SEBI(ICDR) Regulations, 2018 as amended from time to time;
- b) The Share Warrants ('Warrants') subscription price equivalent to 25% of the issue price will be payable at the time of subscription of Share Warrants, as prescribed by the SEBI (ICDR) Regulations, 2018, which would be adjusted by the Company and appropriated against the issue price of the Equity Shares. Share Warrants exercise price equivalent to the 75% of the issue price of the Shares Warrants ('Warrants') shall be payable by the warrant holder(s) at the time of exercising conversion of Share Warrants ('Warrants');
- c) The Equity Shares to be so allotted on exercise of Share Warrants ('Warrants') shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- d) The Share Warrants ('Warrants') themselves until converted into Equity Shares, does not give to the Share Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Share Warrants ('Warrants').
- e) In the event the warrant holder(s) does not exercise the Share Warrants ('Warrants') within Eighteen (18) months from the date of allotment of the Share Warrants ('Warrants'), then such Share Warrants ('Warrants') shall lapse and the amount paid shall stand forfeited by the Company;
- f) The Share Warrants ('Warrants') and the Equity Shares being allotted pursuant to exercise of such Share Warrants ('Warrants') shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations;
- g) The Equity Shares arising from the exercise of the Share Warrants ('Warrants') will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter- alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- h) The pre-preferential shareholding of the Proposed Allottees (if any) and Equity Shares to be allotted to the Proposed Allottees shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- i) The allotment of the Equity Shares pursuant to exercise of Share Warrants ('Warrants') shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and Share warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- j) The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Share Warrants ('Warrants') are received from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations;

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Share Warrants ('Warrants') and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Share Warrants ('Warrants');

RESOLVED FURTHER THAT the equity shares to be issued on conversion of Share Warrant ('Warrants') shall upon allotment have the same right of voting as the existing equity shares and be treated for all other purpose *Pari passu* with the existing equity shares of the company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent year;

RESOLVED FURTHER THAT the company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) For admission of the new equity shares to be issued upon conversion of Share Warrants ('Warrants') on preferential basis;

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Share Warrants ('Warrants'), to issue certificates/clarifications on the issue and allotment of Share Warrants ('Warrants') and thereafter allotment of Equity Shares further to exercise of the Share Warrants ('Warrants'), effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Share Warrants ('Warrants')) including deciding the size and timing of any tranche of the Share Warrants ('Warrants')), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Share Warrants and listing and trading of Equity Shares issued on exercise of Share Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Share Warrants ('Warrants') and Equity Shares (to be issued on exercise of the Share Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Share Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members and take all steps and decisions in this regard;

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon."

3. To consider and approve the Change in Name of the Company and Alteration in the Name Clause of the Memorandum and Articles of Association of the Company

To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a *Special Resolution*:

“RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13(2), 14, 15 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“the Listing Regulations”), and subject to approval of the Central Government / any other Authority, the consent of the Members be and is hereby accorded to change the Name of the Company from “RDB Realty & Infrastructure Limited” to “RDB Infrastructure and Power Limited” or such other name as maybe approved by the Central Government (Central Registration Centre, “CRC”), Ministry of Corporate Affairs (“MCA”);

RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered and substituted by the following Clause:

“The Name of the Company is “RDB INFRASTRUCTURE AND POWER LIMITED”

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name “RDB Realty & Infrastructure Limited” wherever it occurs in the Memorandum and Articles of Association of the Company, letter heads and other documents of the Company, be substituted with the new name “RDB Infrastructure and Power Limited” or such other name as maybe approved by the Central Government (“CRC”) / MCA;

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company, be and are hereby severally authorized on behalf of the Company to make application to the Central Government (“CRC”) / MCA, for obtaining approval for change in name of the Company, and to sign, execute and file forms and other documents with the appropriate authorities, and do all acts, deeds, matters and things as deem necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to issue a certified copy of this resolution to the concerned parties.”

4. To consider and approve shifting of the Registered Office of the Company from West Bengal to Haryana and Alteration in the Situation Clause of the Memorandum of Association of the Company.

To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a *Special Resolution*:

“RESOLVED THAT pursuant to provisions of Sections 12, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the approval of Regional

Director, Eastern Region, Ministry of Corporate Affairs, Kolkata / any other competent authority, as may be required, the consent of the Members be and is hereby accorded to shift the Registered Office of the Company from **Bikaner Building 8/1, Lalbazar Street, 1st Floor, Room No-10, Kolkata, West Bengal, India, 700001 to Plot No. 93, Sector-32, Institutional Area, Gurgaon – 122001, Haryana, India**, which is from one State to another, and the existing Clause II of the Memorandum of Association of the Company be substituted by the following clause:

“II. The Registered Office of the Company will be situated in the State of Haryana.”

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company, be and are hereby severally authorized on behalf of the Company to execute, verify, sign, affirm, and / or present the affidavits, petitions, and other statements forming part of the petition to the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata / any other competent authority, and to appoint or authorize any professional or counsel or advisor to represent the matter, and to file necessary forms with the Registrar of Companies, Central Government, Regional Director, and do all acts, deeds and things as may be deemed necessary, proper or desirable for the purpose of giving effect to the above resolution.”

5. To consider and approve Alteration in the Object Clause of the Memorandum of Association of the Company

To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a ***Special Resolution***:

“RESOLVED THAT pursuant to the provisions of Section 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder (including any statutory modifications or re-enactments thereof, for the time being in force, and subject to necessary approvals from any Competent Authority(ies), as may be required, the consent of the Members of the Company be and is hereby accorded to alter the Objects Clause of the Company by effecting the following alterations in the existing Memorandum of Association of the Company by addition of certain clauses in the following manner:

The following new sub-clauses be inserted in Clause III(A), after sub-clause 8:

- a. To undertake projects, activities or works of creation, up-gradation, renovation, improvement, maintenance, repair, modernization, modification, replacement, augmentation, etc. related to generation, transmission, distribution, or supply of power of any form including power from sources of renewable energy.
- b. To carry on all or any of the business of producers, manufacturers, generators, suppliers, distributors, transformers, converters, transmitters, processors, developers, storers, procurers, carriers and dealers in electricity, all form of energy and any such products and by-products derived from such business including without limitation, steam, fuels, ash, conversion of ash into bricks and any products derived from or connected with any other form of energy, including, without limitation to conventional sources such as heat, thermal, hydel and/or from non-conventional sources such as tidal wave, wind, solar, geothermal, biological, biogas and coal bed methane.

- c. To carry on the business as manufacturers, exporters, importers, contractors, sub-contractors, sellers, buyers and agents for wind mills and components and parts including Rotor Blades, braking systems, tower, nacelle, control unit, generators.
- d. To carry on in India or elsewhere the business to generate, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agent, broker, representative, consultant, collaborator, or otherwise to deal in electric power in all its branches/offices at such place or places as may be permitted by appropriate authorities by establishment of thermal power plants, hydraulic power plants, wind power plants, solar power plants and other power plants based on any source of energy as may be developed or invented in future including to acquire licenses, concessions or facilities from government authorities for aforesaid activities.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded for commencing and carrying out new business and activities as included in the Object Clause of the Company as altered above at such time or times as the Board may in its absolute discretion deems fit;

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the appropriate authority or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent/approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

6. Adoption of New Set of Memorandum of Association as per the Companies Act, 2013

To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a *Special Resolution*:

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13, 15 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and re-enactment thereof, for the time being in force), the existing Memorandum of Association of the Company be and is hereby replaced with a new set of Memorandum of Association in the format of Table-A of Schedule I of the Companies Act, 2013, as placed before the Members at this Meeting and initialled by any of the Directors of the Company for the sake of identification, and such new Memorandum of Association be and is hereby approved and adopted by the Company in substitution, and to the entire exclusion of the Regulations contained in the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the appropriate authority or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties

or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent / approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

7. Adoption of New Set of Articles of Association as per the Companies Act, 2013

To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a *Special Resolution*:

“**RESOLVED THAT** pursuant to the provisions of Section 5, 14, 15 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with a new set of Articles of Association in the format of Table-F of Schedule I of the Companies Act, 2013, as placed before the Members at this Meeting and initialled by any of the Directors of the Company for the sake of identification, and such new Articles of Association be and is hereby approved and adopted by the Company in substitution, and to the entire exclusion of the Regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the appropriate authority or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent / approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By Order of the Board
RDB Realty & Infrastructure Limited**

Registered Office:
Bikaner Building 8/1, Lalbazar Street
1st Floor Room No-10, Kolkata,
West Bengal, 700001
Date: 04/10/2024

Sd/-
**Priyarup Mukherjee
Company Secretary &
Compliance Officer**

NOTES:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 09/2023 dated September 25, 2023 and Circular No. 9/2024 dated 19/09/2024 and all other relevant circulars issued from time to time including the relevant Circulars issued by the Securities and Exchange Board of India, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The Company will conduct the EGM through VC/ OAVM from 2, Auckland Place, South Block, 4th floor, Kolkata – 700017 which shall be deemed to be venue of the Meeting.
2. The relative explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the business under Item No. 1, 2, 3, 4, 5, 6 & 7 forms part of the Notice. Additional information, if any, pursuant to the relevant Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), and the SEBI (Issue of Capital and Disclosure) Regulations, 2018 ('SEBI ICDR Regulations') also forms a part of this Notice.
3. Relevant documents referred to in the accompanying Notice as well as the other documents are open for inspection at the registered office of the Company on all working days except Saturday, Sunday and holidays between 11.00 a.m. to 1.00 p.m. (IST) upto the date of this EGM.
4. **ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE EGM THROUGH VC/OAVM.** Pursuant to MCA/SEBI Circulars, the facility to appoint proxies by the members will not be available for this EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed hereto. However, pursuant to Section 113 of the Companies Act, 2013, corporate members are entitled to appoint authorised representative to attend the EGM through VC/OAVM and participate thereat, and cast their votes through e-Voting. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote at the EGM.
5. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per section 103 of the Companies Act, 2013 ("the Act").
6. Pursuant to the provisions 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 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
7. In line with the aforesaid MCA Circulars, all documents referred to in the Notice calling the EGM and the Explanatory Statement will also be available on the Company's website,

www.rdbindia.com, websites of the Stock Exchanges, i.e. BSE Limited and Calcutta Stock Exchange Limited, at <http://www.bseindia.com> and <http://www.cse-india.com> respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

8. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants. Members holding shares in physical form are requested to notify change, if any, in their present residential address or bank mandates under their signatures immediately to the Company/Registrar and Share Transfer Agent of the Company, quoting their Folio No.
9. To support the “Green Initiative in Corporate Governance” by the Ministry of Corporate Affairs, the Notice of the EGM of the Company inter-alia indicating the process and manner of e-voting is being sent in electronic form, to all such Members whose email IDs are registered with the Company/Depository Participant(s).
10. In order to continue its endeavour towards paperless communication, the Company requests the Members who have not yet registered their e-mail ID with the Company, to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with the Company’s Registrar & Share Transfer Agent, M/s Niche Technologies Private Limited at nichetechpl@nichetechpl.com mentioning their Name and Folio No. The Members can also register their e-mail address with the Company by sending an email at secretarial@rdbindia.com mentioning their Name and Folio No.
11. Non-Resident Indian Members are requested to inform the Registrar and Share Transfer Agent immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.
12. Members who hold shares in physical form and wish to make/change a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13 or SH-14 as required, to the Company’s Registrar & Share Transfer Agent.
13. Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant for various securities market transactions. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
14. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members

can contact the Company or Company's Registrars and Transfer Agents, Niche Technologies Private Limited for assistance in this regard.

15. The Company has designated an exclusive e-mail ID investors@rdbindia.com which would enable the Members to communicate their grievances. The Members may send their grievances, if any, to this e-mail ID for its quick redressal.

Instructions for remote e-Voting (before and at the EGM) and attending the EGM through VC/OAVM

In compliance with the provisions of section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to provide remote e-voting facility to the members to exercise their right to vote in respect of the resolutions to be passed at this EGM by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). The facility for casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by NSDL.

- I. The remote e-voting period commences on Saturday, 02nd November, 2024 (9:00 a.m. IST) and ends on Monday, 04th November, 2024 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Tuesday 29th October, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday 29th October, 2024.
- II. Any person, who acquires shares of the Company and becomes member of the Company after, dispatch of the Notice and holding shares as on the cut-off date Tuesday 29th October, 2024 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll-free no: 022-4886 7000.

- III. The Company has appointed Ms. Prachi Todi, Practicing Company Secretary (ACS No.53022, CP No. 22964), as the scrutinizer to scrutinize the voting during the EGM and the remote e-voting process in a fair and transparent manner.
- IV. Members desiring to vote through remote e-voting may refer to the following steps:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="608 913 1426 1400">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="608 1400 1426 1556">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="608 1556 1426 1921">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or

	<p>e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to

	see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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 (delete)
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
<p>B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.</p> <p>How to Log-in to NSDL e-Voting website?</p> <ol style="list-style-type: none"> 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 	

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nSDL.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail csprachi92@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <http://www.evoting.nsdl.com> to reset the password.
3. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Tuesday 29th October, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on 022- 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Tuesday 29th October, 2024 may follow steps mentioned in the Notice of the EGM under Step 1: “Access to NSDL e-Voting system” (Above).

4. In case of any queries you may refer to Frequently Asked Questions (FAQs) for members and remote e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@rbindia.com or nichetechpl@nichetechpl.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@rbindia.com or nichetechpl@nichetechpl.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM:

1. Shareholder will be provided with a facility to attend the EGM/EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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 in the notice to avoid last minute rush.
2. Shareholders are encouraged to join the Meeting through Laptops for better experience.
3. Facility of joining the EGM through VC/OAVM shall open 15 minutes before the time scheduled for the EGM and shall be available for Members on first-come-first-served-basis.
4. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants 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.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@rbindia.com. The same will be replied by the company suitably.
7. Members who may like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number, PAN and mobile number at secretarial@rbindia.com. Only those Members who register themselves as speaker will be allowed to express views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time at the EGM.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,
2013**

Item No. 1

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise further funds by means of either equity or debt. While the Company is considering various options, it is proposed to increase the Authorized Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof to consider option of raising funds.

In terms of the applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting or through Postal ballot, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient.

The Articles of Association empowers the Company to increase, consolidate, subdivide, reduce or otherwise alter its Authorize Share Capital, for the time being, and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined.

In view of the above, it is proposed to increase the Authorized Share Capital of the Company from **existing Rs. 23,00,00,000/- (Rupees Twenty-Three Crores Only) divided into 2,30,00,000 (Two Crore Thirty Lakhs) Equity shares of Rs. 10/- each to Rs. 27,00,00,000/- (Rupees Twenty-Seven Crores Only) divided into 2,70,00,000 (Two Crore Seventy Lakhs) Equity shares of Rs. 10/- each**, ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

Consequently, the existing Clause V of the Memorandum of Association of the Company needs to be altered. The above-mentioned increase in the Authorized Share Capital of the Company and subsequent alteration of aforesaid clause of Memorandum of Association will require approval of the Members. The Board of Directors recommends the resolution at Item No. 1 to be passed as Ordinary Resolution.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the notes to this Notice.

None of the Directors/Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise in the aforesaid resolution proposed to be passed as an Ordinary Resolution.

Item No. 2:

The Company proposes to raise additional capital up to an aggregate sum of Rs. 2,77,93,12,500/- (Rupees Two Hundred Seventy-Seven Crores Ninety-Three Lakhs Twelve Thousand and Five Hundred Only), through issuance of upto 68,62,500 (Sixty-Eight Lakh Sixty-Two Thousand and Five Hundred Only) Share Warrants ('Warrants'), each carrying a right exercisable by the Share Warrants holder(s) to subscribe to one (1) equity share against each Share Warrant ('Warrants') at a price of Rs. 405/- per Share warrant ('Warrants') (including the Share warrant subscription price and Share warrant exercise price) or such

higher price as may be arrived at in accordance with the applicable provisions of Chapter V of SEBI (ICDR) Regulation 2018 on a preferential allotment basis ('Preferential Offer') to the proposed allottees.

The proposed issue of capital is subject to the applicable regulations issued by SEBI and any other government / regulatory approvals, consent, permission as may be required in this regard. Pursuant to Section 23, 42 and 62(1) of the Companies Act 2013, as amended, read with Companies (Prospectus and Allotment of Securities) Rules 2014, and Companies (Share Capital and Debentures) Rules 2014, as amended, Chapter V of ICDR Regulations, Listing Regulations and such other acts/ rules/ regulations as may be applicable and subject to necessary approval of the members of the Company at the ensuing Extra Ordinary General Meeting (EGM) to be held on November 05, 2024 and other regulatory authorities, as may be applicable and the listing requirements of the Stock Exchange, whenever it is proposed to increase the subscribed capital of a company by a further issue of shares, such shares need to be offered to the existing Members in the manner prescribed in the said section and the listing requirements unless the Members decide otherwise by way of a special resolution.

The Board of Directors at their Meeting held on October 04, 2024 subject to the necessary approvals, have decided to issue and allot upto 68,62,500 (Sixty-Eight Lakh Sixty-Two Thousand and Five Hundred Only) Share Warrants ('Warrants'), each carrying a right exercisable by the warrant holder(s) to subscribe to one (1) Equity Share against each warrant at a price of Rs. 405/- (Rupees Four Hundred and Five Only) including premium of Rs. 395/- (Rupees Three Hundred and Ninety-five Only) each per Share Warrant in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations aggregating to upto Rs. 2,77,93,12,500/- (Rupees Two Hundred Seventy-Seven Crores Ninety-Three Lakhs Twelve Thousand and Five Hundred Only), to Promoter and Non-Promoter Category.

As required under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Regulation 163 of Chapter V of the SEBI (ICDR) Regulations and as per Companies Act, 2013:

1. Particulars of the Preferential Issue including date of passing of Board resolution and maximum number of specified securities to be issued:

The Board of Directors at its meeting held on October 04, 2024, had subject to the approval of the Members and such other approvals as may be required, approved the issuance of Share Warrants ('Warrants'), upto 68,62,500 (Sixty-Eight Lakh Sixty-Two Thousand and Five Hundred Only) Share Warrants ('Warrants'), each carrying a right exercisable by the warrants holder(s) to subscribe to one (1) Equity Share against each warrant at a price of Rs. 405/- (Rupees Four Hundred and Five Only) including premium of Rs. 395/- (Rupees Three Hundred and Ninety-five Only) each per Share Warrant which is more than the price as determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations aggregating to upto Rs. 2,77,93,12,500/- (Rupees Two Hundred Seventy-Seven Crores Ninety-Three Lakhs Twelve Thousand and Five Hundred Only), to Promoter and Non-Promoter Category.

The details of the proposed allottees are as follows:

Sr. No.	Name of Proposed Allotees	Number of Share Warrants to be Issued
1	Loka Properties Private Limited	9,45,000
2	Ankur Constructions Private Limited	9,45,000
3	Suhasini Dugar	2,70,000
4	Manaswi Dugar	2,70,000

5	Yashaswi Dugar	2,70,000
6	A G Dynamic Funds Limited	15,00,000
7	Sarwamangala Capital	5,62,500
8	Ebisu Global Opportunities Fund Limited	2,25,000
9	Unico Global Opportunities Fund Limited	2,25,000
10	Maharaj Commercial Private Limited	2,00,000
11	VED Investments	1,75,000
12	Vicky Sales Private Limited	1,25,000
13	Ami Jasmine Shah	1,00,000
14	Kinnari Vikas Shah	1,00,000
15	Akshat Jain	1,00,000
16	Rajani Devi Jain	1,00,000
17	Dharmendra Kumar Jain	1,00,000
18	Arun Kumar Sancheti	62,500
19	Kuldeep Mathur & Deepali Mathur	62,500
20	Sarwamangala Securities	50,000
21	Kajaria Ventures Private Limited	50,000
22	Punam Saraogi	50,000
23	Pallavi Moryani	50,000
24	Deepansh Mathur	25,000
25	Mihir Mathur	25,000
26	Rajesh Kumar Chandan	25,000
27	Vikas Gupta	25,000
28	Sudhir Kumar Thard	25,000
29	Thanmull Commodities Trade Private Limited	25,000
30	Vandana Agarwal	25,000
31	Prachi Agarwal	25,000
32	Ankit Agarwal	25,000
33	Babita Agarwal	25,000
34	Rajesh Kumar Agarwal	25,000
35	Naval Kishore Bihani	12,500
36	Piyush Bihani	12,500
37	Nikhil Rawat	12,500
38	Kajal Rawat	12,500
	TOTAL	68,62,500

2. Objects of the Preferential Issue and aggregate amount proposed to be raised:

The Company intends to utilize the proceeds raised through the Preferential Issue (“Issue Proceeds”) towards the following objects:

1. For Repayment of Existing debt
2. For Funding the capital expenditure requirements of the company by purchase of Land
3. To acquire/Investment in Infrastructure Company
4. Working Capital requirements of the Company and its subsidiaries (referred to below as “Working Capital requirements”)

5. Up to 25% (Twenty-Five Percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “General Corporate Purposes”)

Utilization of Issue Proceeds:

Given that the funds to be received against Share Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

(Rs. In Crores)

Sr. No.	Particulars	Amount	Tentative Time Period up to which the amount shall be utilized.
1.	For Repayment of Existing debt	75	Within 12 months from receipt of funds for the Share Warrants (as set out herein)
2.	For Funding the capital expenditure requirements of the company by purchase of Land	50	
3.	To acquire/ Investment in Infrastructure Company/Securities/Assets and such other objects.	100	
4.	To meet working capital requirement	50	
5.	Other General corporate Purpose	2.93	
Total		277.93	

**The fund will be parked in Interest bearing activity like Fixed Deposit, Inter Corporate Loan and any other suitable deposit till the utilization of fund in the aforesaid objects.*

Given that the Preferential Issue is for Share Warrants (‘Warrants’), the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Share Warrants (‘Warrants’) in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company’s business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Share Warrants (as set out herein).

Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap which shall not exceed +/-10% of the amount specified for that object of size of the Preferential Issue in accordance with BSE Notice No. 20221213-47 December 13, 2022.

Interim Use of Proceeds:

Our management will have flexibility in deploying the proceeds received by the Company from Preferential Issue in accordance with applicable laws. Pending utilisation for the purposes described above, the Company intends to temporarily invest funds in creditworthy instruments, including money market mutual funds and deposits with banks. Such investments would be in accordance with the investment policies as approved by the Board of Directors from time to time and applicable laws.

Monitoring of Utilization of Funds:

As the issue size is more than Rs.100 Crores, in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018 the company has appointed Acuité Ratings & Research Limited the Monitoring Agency to monitor the use of proceeds of this preferential issue.

3. Relevant date:

The Relevant date as per the ICDR Regulations for the determination of the price per Share Warrant pursuant to the preferential allotment is Friday, October 04, 2024 ("Relevant Date") (i.e. 30 days prior to the date of proposed EGM which is Tuesday, November 05, 2024) to approve the proposed preferential issue.

4. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the Company is listed on BSE Limited ("BSE") the shares were frequently traded on and the trading volume of Equity Shares of the Company was higher on BSE during the preceding 10 trading days prior to the Relevant Date for computation of issue price.

In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Share Warrants shall be allotted shall not be less than higher of the following:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

Accordingly, as per the Regulation 164 of SEBI (ICDR), Regulations, 2015 minimum price per share calculated is Rs. 404.59. on preceding the relevant date and the price per warrant to be issued is fixed at Rs. 405.00/- (Indian Rupees Four Hundred and Five Only) which shall be higher than the price as computed under Regulation 164 of SEBI (ICDR) Regulations, 2018.

Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the relevant date, it is not required to re-compute the price per share warrant to be issued and therefore, the Company is not required to submit the undertaking specified under the Regulations 163(1)(g) and 163(1)(h) of the SEBI (ICDR) Regulations, 2018 as amended as on date.

5. Report of Independent Registered Valuer:

No report of the Registered Valuer is required for the offer, issue and allotment of the Share Warrant convertible into fully paid-up Equity Shares under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

However, in accordance with Regulation 166A of the ICDR Regulations, considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, the company has obtained valuation report dated October 04, 2024, from Mr. Hitesh Jhamb, an Independent Registered Valuer (IBBI Regd. No. IBBI/RV/11/2019/12355) having office at Unit No. 116, L-1 Tower, First Floor, Cloud 9, Sector-1, Vaishali, UP201014 ("Valuation Report") and the price determine by such independent registered valuer

is Rs. 404.59/- (Rupees Four Hundred Four and Fifty-Nine Paise Only) and same has been published on the website <https://www.rdbindia.com/>.

6. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects:

Except Ms. Suhasini Dugar, Ms. Manaswi Dugar, Mr. Yashaswi Dugar, None of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Share Warrants ('Warrants') proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

7. Time frame within which the allotment shall be completed:

The Share Warrants ('Warrants') shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of receipt of Member's approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchanges or other relevant authorities.

8. Equity Shareholding Pattern before and after the Preferential Issue:

Sr. No.	Category of Shareholder	Pre-Issue#		Post Issue*	
		No. of Share Held	% of Share Holding	No. of Share Held	% of Share Holding
A.	Promoters & Promoter Group Holding				
1	Indian				
a.	Individual	38,33,010	22.18	46,43,010	19.23
b.	Body Corporate	83,37,447	48.24	1,02,27,447	42.36
	Sub Total	1,21,70,457	70.42	1,48,70,457	61.59
2	Foreign promoter	Nil	Nil	Nil	
	Sub Total (A)	1,21,70,457	70.42	1,48,70,457	61.59
B.	Non-promoter holding				
1.	Institutional Investor	-	-	-	-
a.	Foreign Portfolio Investors Category II	-	-	4,50,000	1.86
2.	Non-Institutional	-	-	-	-
a.	Directors and their relatives	28,581	0.17	28,581	0.12
b.	Relatives of promoters (other than 'immediate relatives' of promoters)	1,000	0.01	1,000	0.00

	disclosed under 'Promoter and Promoter Group' category)				
c.	Investor Education and Protection Fund (IEPF)	1,90,594	1.10	2,19,731	0.91
d.	Body Corporate	21,99,332	12.73	40,99,332	16.98
e.	Resident Individuals holding nominal share capital upto Rs. 2 lakhs	13,78,107	7.97	13,78,107	5.71
f.	Resident Individuals holding nominal share capital in excess of Rs. 2 Lakhs	12,55,215	7.26	22,80,215	9.44
g.	Non-Resident Indians	30,926	0.18	30,926	0.13
h.	Any other	51	0.00	7,87,551	3.26
	Sub Total (B)	51,12,943	29.58	92,75,443	38.41
	Grand Total (A+B)	1,72,83,400	100	2,41,45,900	100.00

(* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares)

9. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No.	Name of the Proposed Allottees	Name of beneficial owners of proposed allottee of share warrants
1.	Loka Properties Private Limited	Mr. Anil Kumar Apat
2.	Ankur Constructions Private Limited	Mr. Anil Kumar Apat
3.	A G Dynamic Funds Limited	Mr. Paul Boskma
4.	Sarwamangala Capital	Mrs. Manisha Pincha
5.	Ebisu Global Opportunities Fund Limited	Mr. Nitin Singhal
6.	Unico Global Opportunities Fund Limited	Mr. Rajendra Bhatt
7.	Maharaj Commercial Private Limited	Mr. Tushar Dhara
8.	VED Investments	Ms. Manju Rajesh Yagnik
9.	Vicky Sales Private Limited	Mr. Aryaman Shukla
10.	Sarwamangala Securities	Mrs. Manisha Pincha
11.	Kajaria Ventures Private Limited	Ms. Pooja Kajaria
12.	Thanmull Commodities Trade Private Limited	Ms. Pooja Kajaria

10. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. No.	Name of the Proposed Allottees	Pre-issue share holding	Pre-issue Share holding (%)	No. of Share Warrants to be allotted	Post issue Share holding (Including proposed allotment + pre-share holding)	Post issue Share holding (%) #
1.	Loka Properties Private Limited	3,77,100	2.18%	9,45,000	13,22,100	5.48
2.	Ankur Constructions Private Limited	3,75,000	2.17%	9,45,000	13,20,000	5.47
3.	Suhasini Dugar	0	0	2,70,000	2,70,000	1.12
4.	Manaswi Dugar	0	0	2,70,000	2,70,000	1.12
5.	Yashaswi Dugar	55	0.001	2,70,000	2,70,055	1.12
6.	A G Dynamic Funds Limited	0	0	15,00,000	15,00,000	6.21
7.	Sarwamangala Capital	0	0	5,62,500	5,62,500	2.33
8.	Ebisu Global Opportunities Fund Limited	0	0	2,25,000	2,25,000	0.93
9.	Unico Global Opportunities Fund Limited	0	0	2,25,000	2,25,000	0.93
10.	Maharaj Commercial Private Limited	0	0	2,00,000	2,00,000	0.83
11.	VED Investments	0	0	1,75,000	1,75,000	0.72
12.	Vicky Sales Private Limited	0	0	1,25,000	1,25,000	0.52
13.	Ami Jasmine Shah	0	0	1,00,000	1,00,000	0.41
14.	Kinnari Vikas Shah	0	0	1,00,000	1,00,000	0.41
15.	Akshat Jain	0	0	1,00,000	1,00,000	0.41
16.	Rajani Devi Jain	0	0	1,00,000	1,00,000	0.41
17.	Dharmendra Kumar Jain	250	0.001	1,00,000	1,00,250	0.42
18.	Arun Kumar Sancheti	0	0	62,500	62,500	0.26
19.	Kuldeep Mathur & Deepali Mathur	0	0	62,500	62,500	0.26
20.	Sarwamangala Securities	0	0	50,000	50,000	0.21
21.	Kajaria Ventures Private Limited	0	0	50,000	50,000	0.21
22.	Punam Saraogi	0	0	50,000	50,000	0.21
23.	Pallavi Moryani	0	0	50,000	50,000	0.21
24.	Deepansh Mathur	0	0	25,000	25,000	0.10
25.	Mihir Mathur	0	0	25,000	25,000	0.10
26.	Rajesh Kumar Chandan	789	0.01	25,000	25,789	0.11
27.	Vikas Gupta	0	0	25,000	25,000	0.10
28.	Sudhir Kumar Thard	0	0	25,000	25,000	0.10

29	Thanmull Commodities Trade Private Limited	0	0	25,000	25,000	0.10
30	Vandana Agarwal	0	0	25,000	25,000	0.10
31	Prachi Agarwal	0	0	25,000	25,000	0.10
32	Ankit Agarwal	0	0	25,000	25,000	0.10
33	Babita Agarwal	0	0	25,000	25,000	0.10
34	Rajesh Kumar Agarwal	0	0	25,000	25,000	0.10
35	Naval Kishore Bihani	0	0	12,500	12,500	0.05
36	Piyush Bihani	0	0	12,500	12,500	0.05
37	Nikhil Rawat	0	0	12,500	12,500	0.05
38	Kajal Rawat	0	0	12,500	12,500	0.05
Total		7,53,194	4.36	68,62,500	76,15,694	31.64

(* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares)

11. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottees	Current Status	Post Status
1.	Loka Properties Private Limited	Promoter Group	Promoter Group
2.	Ankur Constructions Private Limited	Promoter Group	Promoter Group
3.	Suhasini Dugar	Promoter Group	Promoter Group
4.	Manaswi Dugar	Promoter Group	Promoter Group
5.	Yashaswi Dugar	Promoter Group	Promoter Group
6.	A G Dynamic Funds Limited	Non-Promoter	Non-Promoter
7.	Sarwamangala Capital	Non-Promoter	Non-Promoter
8.	Ebisu Global Opportunities Fund Limited	Non-Promoter	Non-Promoter
9.	Unico Global Opportunities Fund Limited	Non-Promoter	Non-Promoter
10.	Maharaj Commercial Private Limited	Non-Promoter	Non-Promoter
11.	VED Investments	Non-Promoter	Non-Promoter
12.	Vicky Sales Private Limited	Non-Promoter	Non-Promoter
13.	Ami Jasmine Shah	Non-Promoter	Non-Promoter
14.	Kinnari Vikas Shah	Non-Promoter	Non-Promoter
15.	Akshat Jain	Non-Promoter	Non-Promoter
16.	Rajani Devi Jain	Non-Promoter	Non-Promoter
17.	Dharmendra Kumar Jain	Non-Promoter	Non-Promoter
18.	Arun Kumar Sancheti	Non-Promoter	Non-Promoter
19.	Kuldeep Mathur & Deepali Mathur	Non-Promoter	Non-Promoter
20.	Sarwamangala Securities	Non-Promoter	Non-Promoter
21.	Kajaria Ventures Private Limited	Non-Promoter	Non-Promoter
22.	Punam Saraogi	Non-Promoter	Non-Promoter
23.	Pallavi Moryani	Non-Promoter	Non-Promoter
24.	Deepansh Mathur	Non-Promoter	Non-Promoter
25.	Mihir Mathur	Non-Promoter	Non-Promoter
26.	Rajesh Kumar Chandan	Non-Promoter	Non-Promoter
27.	Vikas Gupta	Non-Promoter	Non-Promoter
28.	Sudhir Kumar Thard	Non-Promoter	Non-Promoter

29	Thanmull Commodities Trade Private Limited	Non-Promoter	Non-Promoter
30	Vandana Agarwal	Non-Promoter	Non-Promoter
31	Prachi Agarwal	Non-Promoter	Non-Promoter
32	Ankit Agarwal	Non-Promoter	Non-Promoter
33	Babita Agarwal	Non-Promoter	Non-Promoter
34	Rajesh Kumar Agarwal	Non-Promoter	Non-Promoter
35	Naval Kishore Bihani	Non-Promoter	Non-Promoter
36	Piyush Bihani	Non-Promoter	Non-Promoter
37	Nikhil Rawat	Non-Promoter	Non-Promoter
38	Kajal Rawat	Non-Promoter	Non-Promoter

12. Change in control, if any in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the issue of the Share Warrants ('Warrants') Convertible into Equity Shares.

13. Undertaking as to re-computation of price and lock-in of specified securities:

Since, the Company's Equity Shares are listed and traded for a period more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, 2018.

14. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

No allotment made during the year.

15. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

16. Lock-in period:

The Share Warrants ('Warrants') allotted pursuant to this resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the Share Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

17. Listing:

The Company will make an application to BSE Limited and CSE Limited at where the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Share Warrants. Such Equity Shares, once allotted, shall rank-pari passu with the then existing Equity Shares, in all respects, including voting rights and dividend.

18. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

19. Practicing Company Secretary Certificate:

A certificate from Mr. Sumit Bajaj (ACS No 45042, CP No: 23948), Practicing Company Secretary, certifying that the preferential issue of Share warrants ('Warrants') is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link <https://www.rdbindia.com/>.

20. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

Not Applicable

21. Material terms of raising such securities

The material terms for the Preferential Issue of Share Warrants ('Warrants') to the Proposed Allottees is set out below:

Tenure: The Share Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Share Warrants.

Conversion and other related matters:

- (i) The Warrant holder shall have the right to convert the Share Warrants ('Warrants') into fully paid-up equity shares of the Company of face value of Rs. 10/- (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("Conversion Notice") to the Company requesting the conversion of the relevant number of Share Warrants ('Warrants') into equity shares, on the date designated as the specified conversion date in the Conversion Notice ("Conversion Date").
- (ii) The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.
- (iii) Prior to the Conversion Date, the Share Warrant holder shall pay the Share Warrant ('Warrants') exercise amount for the relevant Share Warrant ('Warrant') it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Share Warrant holder in lieu of the relevant Share Warrant.
- (iv) The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Share Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.

22. Other disclosures/undertaking

- i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued

by the Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations is not applicable.

- ii. None of its Directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchange or any of the depositories;
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principal approval is made by the Company to the stock exchange where its equity shares are listed;
- v. The Company shall be making application seeking in-principal approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of a special resolution;
- vi. The Company is in compliance with the conditions for continuous listing;
- vii. The proposed allottees, promoter and promoter group has not sold any of the equity shares during 90 trading days preceding the relevant date;
- viii. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- ix. No person belonging to the promoters / promoter group has previously subscribed to any Share warrants ('Warrants') of the Company during the last one year;
- x. The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- xi. The Company has complied with the applicable provisions of the Companies Act, 2013 and rules made thereunder. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI (ICDR) Regulations, 2018 provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot Share Warrants ('Warrants') as specifically described in the resolutions set out at Item No.2 of this Notice.

The Board believes that the proposed issue of Share Warrants ('Warrants') is in the best interest of the Company and its Members and therefore recommends the item mentioned in Item No. 2 to be approved by a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

Item No. 3:

Subject to the approval of the members of the Company by way of special resolution in the ensuing Extraordinary General Meeting, and approval of Central Government (Central Registration Centre, "CRC"), Ministry of Corporate Affairs ("MCA") / any other authority, as may be required, the Board of Directors of the Company at their Meeting held on 4th day of October, 2024, had put forward the proposal to change the name of the Company from "RDB Realty & Infrastructure Limited" to "RDB Infrastructure and Power Limited" along with the consequent amendment to the Memorandum of Association and Articles of Association of the Company. Further, it is to be noted by the shareholders of the Company that in the event of non-availability of the aforesaid name by the CRC / MCA, the Company shall apply for such other name as deem fit and this approval of the shareholders will stand valid for such new name. The Company, in order to facilitate the shareholders on the updated information, may publish a Corrigendum containing the details of its new name, as may be approved by the CRC / MCA, in the same newspapers in which the Notice convening the said EGM was published. The said publication, if any, shall be deemed as compliance with the applicable regulatory provisions related to dispatch of notice, if required under any law.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All the existing documents, letterheads, etc., bearing the old name of the Company will, after the change of name continue to be valid for all the provisions.

A copy of the Memorandum & Articles of Association of the Company duly amended will be available for inspection in the manner provided in this Notice. Further, the documents referred to in the notice/ explanatory statement will also be available for inspection by the Members of the Company as per applicable laws.

The Board therefore recommends the Resolution as set out at Item No. 3 for approval of the members by way of passing of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

The Certificate obtained from a Practicing Chartered Accountant stating compliance with conditions provided in Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided below:

**To Board of Directors,
RDB Realty & Infrastructure Limited,
Bikaner Building 8/1, Lalbazar Street,
1st Floor Room No-10,
Kolkata – 700001.**

Certificate under Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the application for approval regarding change of name of company from **RDB Realty & Infrastructure Limited** to **RDB Infrastructure and Power Limited**, we have examined the relevant records of the company and information provided by the management of the company in relation to issue a certificate for compliance with the conditions mentioned under sub Regulation (1) Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for change of company's name **RDB Realty & Infrastructure Limited** to **RDB Infrastructure and Power Limited**.

Based on our examination of records and according to the information and explanation given to us, pursuant to requirements of provision of Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we do hereby confirm that

- a) Time period of at least one year has elapsed from the last name change that was occurred in the year

The company has not changed its name since at least one year

- b) At least fifty Percent of total revenue in the preceding one-year period has been accounted for new activity suggested by the new name

Not applicable since there is no change in the activity/ project of the company in the preceding one-year period

- c) The amount invested in the new activity / project is at least fifty percent, of the assets of the listed entity

Not applicable since there is no change in the activity/ project of the company

For BARKHA & ASSOCIATES
Chartered Accountants
Firm Registration No: 327573E

Sd/-
Barkha Agarwal
Partner
Membership No: 301636

Place: Kolkata
Date: 7th October, 2024
UDIN: 24301636BKALTH2728

Item No. 4:

As per Clause II of the Memorandum of Association of M/s RDB Realty & Infrastructure Limited, the current Registered Office of the Company is situated in the State of West Bengal.

However, the Board of Directors at their Meeting held on 4th October, 2024 have proposed to shift the Registered Office of the Company from Bikaner Building 8/1, Lalbazar Street, 1st Floor, Room No-10, Kolkata, West Bengal, India, 700001 to Plot No. 93, Sector-32, Institutional Area, Gurgaon – 122001, Haryana, India, which is from one State to another.

The shifting of Registered Office from West Bengal to Haryana will enable the Company to handle its business activities more efficiently and run its business more economically and conveniently, thereby resulting in streamlining of its operations, cost optimisation and synergy benefit. Hence, the shifting of the Registered Office as aforesaid is in the best interests of the Company, its members and all concerned and it will in no way, be detrimental to the interests of any member, public, employee or other associate of the Company in any manner whatsoever.

In terms of the relevant provisions of the Companies Act, 2013 read with the rules framed thereunder, shifting of the Registered Office from one state to another and alteration of Memorandum of Association requires approval of Members by way of Special Resolution and approval by the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata / any other competent authority.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice. Further, the documents referred to in the notice/ explanatory statement will also be available for inspection by the Members of the Company as per applicable laws.

The Board therefore recommends the Resolution as set out at Item No. 4 for approval of the members by way of passing of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

Item No. 5:

The Board of Directors of the Company at their Meeting held on 04th October, 2024 had proposed to alter the Objects Clause of the Memorandum of Association of the Company in order to expand the Company's present scope of operations and to avail the opportunity at local and global level across the Power Sector.

Further, over the years, there have been significant developments/changes in technology, business practices, economic and commercial environment, both at the international and domestic level, which have led to emergence of various new business opportunities, both in manufacturing and service sectors. Hence, the Board feels that there are immense opportunities in the Power Sector and the said business can be conveniently and advantageously combined with the existing line of business of the Company. The Company is presently engaged in the Infrastructure Business and in order to commence the proposed new business activities, the Object Clause [Clause III (A)] of the Memorandum of Association of the Company needs to be altered.

In terms of Sections 4, 13, 15 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the consent of the Members by way of Special Resolution is required for alteration of Objects Clause of the Memorandum of Association of the Company.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice. Further, the documents referred to in the notice/ explanatory statement will also be available for inspection by the Members of the Company as per applicable laws.

The Board recommends the resolution as set out at Item No. 5 for approval of the members by way of passing of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

Item No. 6 & 7:

The Company was incorporated on 23/06/2006 under the provisions of Companies Act, 1956 ('the Old Act') which is no longer in force. The existing Memorandum of Association ("MOA") and Articles of Association ("AOA") therefore requires alteration and/or amendment at several places as per the Companies Act, 2013 ('New Act').

It is thus expedient to adopt a new set of Memorandum of Association based on Table-A and Articles of Association based on Table-F set out under Schedule I of the New Act in place of existing MOA and AOA instead of making alterations and incorporation of provisions of the New Act. Hence, the Board of Directors of the Company at their Meeting held on 04th October, 2024 decided to adopt a new set of MOA and AOA of the Company and seek members' approval for the same.

In terms of Section 13 and 14 of the Companies Act, 2013 the consent of the members by way of Special Resolutions is required for the adoption of new set of MOA and AOA.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice. Further, the documents referred to in the notice/ explanatory statement will also be available for inspection by the Members of the Company as per applicable laws.

The Board recommends the resolution as set out at Item No. 6 & 7 for approval of the members by way of passing of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.