



# 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](mailto:secretarial@rdbindia.com) • Web : [www.rdbindia.com](http://www.rdbindia.com)

Date: 04<sup>th</sup> October, 2024

To,  
Department of Corporate Services  
**BSE Limited**  
P.J.Towers, Dalal Street  
Mumbai- 400 001  
Scrip Code: 533285

To,  
The Secretary,  
**The Calcutta Stock Exchange Limited**  
7, Lyons Range  
Kolkata- 700 001  
Scrip Code: 28393

**Sub: Outcome of Board Meeting of RDB Realty & Infrastructure Limited held on Friday, 4<sup>th</sup> October, 2024**

**Reference: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and in furtherance to our intimation letter dated 16<sup>th</sup> September, 2024, we wish to inform you that the Board of Directors of the Company at their Meeting held today i.e., on **04<sup>th</sup> October, 2024** at its Registered Office *inter-alia* have approved the following:

1. Increase in Authorized Share Capital of the Company and consequent alteration in the Capital Clause of the Memorandum of Association of the Company. The Authorized Share Capital shall be increased from 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/-, subject to shareholders' approval in the ensuing Extraordinary General Meeting ("EGM").
2. Subject to the Members' approval by way of passing of Special Resolution in the ensuing EGM of the Company, and other necessary approvals (including applicable statutory and regulatory approvals) and in compliance with applicable laws and regulations, to issue and allot in one or more tranches, to promoter and non-promoter group of persons as listed in **Annexure - I** upto 68,62,500 (Sixty Eight Lakh Sixty Two Thousand and Five Hundred Only) warrant convertible into Equity Shares of the Company, in one or more tranches, having face value of 10/- (Rupees Ten Only) each, at a price of Rs 400/- (Rupees Four Hundred Only) per warrant (including premium of Rs. 390/- (Rupees Three Hundred and Ninety Only) aggregating to Rs. 2,74,50,00,000/- (Rupees Two Seventy Four Crores and Fifty Lakhs Only) towards receipt of 25% upfront money i.e. Rs. 68,62,50,000/- (Rupees Sixty-Eight Crores Sixty-Two Lakhs and Fifty Thousand Only) from the proposed allottees in accordance with Chapter V of the Securities

RDB Realty & Infrastructure Limited

*Priyanka Mukherjee*

Company Secretary



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and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

The requisite details as required under Regulation 30 of the Listing Regulations, read with Schedule III thereto and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are enclosed as "Annexure A" to this letter.

3. Change of name of the Company from "RDB Realty & Infrastructure Limited" to "RDB Infrastructure & Power Limited" and consequent alteration in the Memorandum and Articles of Association of the Company, subject to Members' approval in the ensuing EGM and subject to approval of Central Government / any other statutory authority.
4. Shifting of 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, subject to Members' approval in the ensuing EGM of the Company and subject to approval of Regional Director / any other statutory authority.
5. Alteration of Object Clause of the Memorandum of Association of the Company by inserting a new clause to include the business of Power and other related businesses, subject to Members approval in the ensuing EGM, and subject to approval of any other statutory authority.
6. Adoption of new set of Memorandum of Association of the Company as per the Companies Act, 2013 subject to Members approval in the ensuing EGM.
7. Adoption of new set of Articles of Association of the Company as per the Companies Act, 2013 subject to Members approval in the ensuing EGM.
8. The Board has also approved convening of an EGM of the Members of the Company on **Tuesday, 05<sup>th</sup> day November, 2024 at 11:30 a.m. (IST)** to be held through video-conferencing / other audio-visual means ("OAVM"), along with the draft notice convening the said Meeting to be dispatched to the Members for seeking their approval inter-alia for the following:
  - a. Increase in Authorized Share Capital and consequent Alteration of Memorandum of Association of the Company.
  - b. Issuance of Equity Shares by Way of Preferential Issue to the persons belonging to the Promoter and Non-Promoter Category.
  - c. Change of name of the Company and consequent Alteration of Memorandum and Articles of Association of the Company.

RDB Realty & Infrastructure Limited

*Pratyush Mukherjee*  
Company Secretary





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- d. Shifting of Registered office of the Company from State of West Bengal to State of Haryana and consequent Alteration of Memorandum of Association of the Company.
  - e. Change in Objects of the Company and consequent Alteration of Memorandum of Association of the Company.
  - f. Adoption of new set of Memorandum of Association of the Company as per the Companies Act, 2013.
  - g. Adoption of new set of Articles of Association of the Company as per the Companies Act, 2013.
9. **Cut-off date to determine the eligibility of the members for remote e-voting:** The Company has fixed **Tuesday, 29<sup>th</sup> October, 2024** as the cut-off date for determining the eligibility of the members, entitled to vote by remote e-voting and voting at the EGM of the Company scheduled to be held on **Tuesday, 05<sup>th</sup> day November, 2024 at 11:30 a.m. (IST)**.
10. The Board has appointed **Ms. Prachi Todi, Practicing Company Secretary (Membership No: 53022, Certificate of Practice No. 22964)**, as the Scrutinizer to conduct the E-Voting / Voting process in a fair and transparent manner.

The meeting commenced at 11.30 A.M. and concluded at 7:30 P.M.

All Stakeholders are being informed simultaneously and the same is available on the website <https://www.rdbindia.com>. Kindly take the same on your record and oblige.

Thanking You.

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

**RDB Realty & Infrastructure Limited**

*Priyarup Mukherjee*  
Company Secretary

**Priyarup Mukherjee**  
**Company Secretary & Compliance Officer**  
Encl : as above



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## Annexure-A

**Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

| Sl. No.                                                                                                                           | Particulars                                                                                                                                | Details                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|-----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.                                                                                                                                | <b>Type of Securities proposed to be issued</b>                                                                                            | Warrants, each convertible into, or exchangeable for, 1 fully paid up equity share of the Company of face value Rs.10/- (Rupee Ten only) each.                                                                                                                                                                                                                                                                                                             |
| 2.                                                                                                                                | <b>Type of issuance</b>                                                                                                                    | Preferential Issue of warrant convertible into equity shares in accordance with Chapter V of the SEBI (ICDR) Regulations 2018 read with the Companies Act, 2013 and rules made thereunder.                                                                                                                                                                                                                                                                 |
| 3.                                                                                                                                | <b>Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)</b>        | Upto 68,62,500 (Sixty-Eight Lakhs Sixty-Two Thousands and Five Hundred Only) warrant convertible into equity shares of the Company, in one or more tranches, having face value of 10/- (Rupees Ten Only) each, at a price of Rs 400.00/- (Rupees Four Hundred Only) (including premium of Rs. 390.00/- (Rupees Three Hundred and Ninety Only) per share) aggregating to Rs. 2,74,50,00,000/- (Rupees Two Hundred and Seventy-Four Cores Fifty Lakhs Only). |
| <b>In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):</b> |                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| i.                                                                                                                                | <b>Name of the Investors</b>                                                                                                               | Annexure- I                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| ii.                                                                                                                               | <b>Post-Allotment of Securities: Outcome of Subscription, issue price / allotted price (in case of convertibles), number of investors;</b> | Annexure- II                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| iii.                                                                                                                              | <b>Issue Price</b>                                                                                                                         | The Warrants convertible into Equity shares are proposed to be allotted to allottees at a price of Rs. 400/- per warrant. (Including premium of Rs. 390/-) The issue price has been fixed in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018.                                                                                                                                                                                               |
| iv.                                                                                                                               | <b>Number of Investors/ Allottees</b>                                                                                                      | 38 (Thirty Eight)                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| v.                                                                                                                                | <b>In case of convertibles: intimation of conversion of securities or on lapse of the</b>                                                  | In case Warrants are allotted, each warrant would be convertible into 1 (one) Equity Share and the rights attached to Warrants can be exercised at any time, within a period of 18 (eighteen) months from                                                                                                                                                                                                                                                  |

RDB Realty & Infrastructure Limited

*Priyanshu Mukherjee*  
Company Secretary



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|     | tenure of the instrument                                                                         | the date of allotment of warrants. |
|-----|--------------------------------------------------------------------------------------------------|------------------------------------|
| vi. | Any cancellation or termination of proposal for issuance of securities including reasons thereof | Not Applicable                     |

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## Annexure-1

| Sr. No. | Name of Proposed Allotees                  | Status of Proposed Allotees | Number of Warrants to be Issued |
|---------|--------------------------------------------|-----------------------------|---------------------------------|
| 1       | Loka Properties Private Limited            | Body Corporate              | 9,45,000                        |
| 2       | Ankur Constructions Private Limited        | Body Corporate              | 9,45,000                        |
| 3       | Suhasini Dugar                             | Individual                  | 2,70,000                        |
| 4       | Manaswi Dugar                              | Individual                  | 2,70,000                        |
| 5       | Yashaswi Dugar                             | Individual                  | 2,70,000                        |
| 6       | A G Dynamic Funds Limited                  | Body Corporate              | 15,00,000                       |
| 7       | Sarwamangala Capital                       | Partnership Firm            | 5,62,500                        |
| 8       | Ebisu Global Opportunities Fund Limited    | Body Corporate              | 2,25,000                        |
| 9       | Unico Global Opportunities Fund Limited    | Body Corporate              | 2,25,000                        |
| 10      | Maharaj Commercial Private Limited         | Body Corporate              | 2,00,000                        |
| 11      | VED Investments                            | Partnership Firm            | 1,75,000                        |
| 12      | Vicky Sales Private Limited                | Body Corporate              | 1,25,000                        |
| 13      | Ami Jasmine Shah                           | Individual                  | 1,00,000                        |
| 14      | Kinnari Vikas Shah                         | Individual                  | 1,00,000                        |
| 15      | Akshat Jain                                | Individual                  | 1,00,000                        |
| 16      | Rajani Devi Jain                           | Individual                  | 1,00,000                        |
| 17      | Dharmendra Kumar Jain                      | Individual                  | 1,00,000                        |
| 18      | Arun Kumar Sancheti                        | Individual                  | 62,500                          |
| 19      | Kuldeep Mathur & Deepali Mathur            | Individual                  | 62,500                          |
| 20      | Sarwamangala Securities                    | Partnership Firm            | 50,000                          |
| 21      | Kajaria Ventures Private Limited           | Body Corporate              | 50,000                          |
| 22      | Punam Saraogi                              | Individual                  | 50,000                          |
| 23      | Pallavi Moryani                            | Individual                  | 50,000                          |
| 24      | Deepansh Mathur                            | Individual                  | 25,000                          |
| 25      | Mihir Mathur                               | Individual                  | 25,000                          |
| 26      | Rajesh Kumar Chandan                       | Individual                  | 25,000                          |
| 27      | Vikas Gupta                                | Individual                  | 25,000                          |
| 28      | Sudhir Kumar Thard                         | Individual                  | 25,000                          |
| 29      | Thanmull Commodities Trade Private Limited | Body Corporate              | 25,000                          |
| 30      | Vandana Agarwal                            | Individual                  | 25,000                          |
| 31      | Prachi Agarwal                             | Individual                  | 25,000                          |
| 32      | Ankit Agarwal                              | Individual                  | 25,000                          |
| 33      | Babita Agarwal                             | Individual                  | 25,000                          |

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|    |                      |            |                  |
|----|----------------------|------------|------------------|
| 34 | Rajesh Kumar Agarwal | Individual | 25,000           |
| 35 | Naval Kishore Bihani | Individual | 12,500           |
| 36 | Piyush Bihani        | Individual | 12,500           |
| 37 | Nikhil Rawat         | Individual | 12,500           |
| 38 | Kajal Rawat          | Individual | 12,500           |
|    | <b>TOTAL</b>         |            | <b>68,62,500</b> |

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*Pragya Mukherjee*  
Company Secretary





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## Annexure II

| Sr. No. | Name of the Proposed Allottees          | Pre-issue share holding | Pre-issue Share holding (%) | No. of 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                                                                   | 5.49                           |
| 2.      | Ankur Constructions Private Limited     | 3,75,000                | 2.17%                       | 9,45,000                       | 13,20,000                                                                   | 5.48                           |
| 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                                                                   | 6.23                           |
| 7.      | Sarwamangala Capital                    | 0                       | 0                           | 5,62,500                       | 5,62,500                                                                    | 2.34                           |
| 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                                                                    | 0.73                           |
| 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                                                                    | 0.42                           |
| 14.     | Kinnari Vikas Shah                      | 0                       | 0                           | 1,00,000                       | 1,00,000                                                                    | 0.42                           |
| 15.     | Akshat Jain                             | 0                       | 0                           | 1,00,000                       | 1,00,000                                                                    | 0.42                           |
| 16.     | Rajani Devi Jain                        | 0                       | 0                           | 1,00,000                       | 1,00,000                                                                    | 0.42                           |
| 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                         | 62,500                                                                      | 0.26                           |

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Company Secretary





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|    |                                            |     |      |        |        |      |
|----|--------------------------------------------|-----|------|--------|--------|------|
| 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                               | 789 | 0.01 | 25,000 | 25,789 | 0.11 |
| 26 | Rajesh Kumar Chandan                       | 0   | 0    | 25,000 | 25,000 | 0.10 |
| 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 | 25,000 | 0.10 |
| 36 | Piyush Bihani                              | 0   | 0    | 12,500 | 25,000 | 0.10 |
| 37 | Nikhil Rawat                               | 0   | 0    | 12,500 | 25,000 | 0.10 |
| 38 | Kajal Rawat                                | 0   | 0    | 12,500 | 25,000 | 0.10 |

Yours faithfully,

**For RDB Realty & Infrastructure Limited**

**RDB Realty & Infrastructure Limited**

*Priyarup Mukherjee*  
Company Secretary

**Priyarup Mukherjee**  
Company Secretary & Compliance Officer

**Encl : as above**