



## RDB REALTY & INFRASTRUCTURE LIMITED

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 • CIN No : L16003WB2006PLC110039  
PHONE : +91 33 4450 0500 • FAX : +91 33 2242 0588 • E-MAIL : secretarial@rdbindia.com • Web : www.rdbindia.com

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S RDB REALTY & INFRASTRUCTURE LIMITED ON SATURDAY, 17<sup>TH</sup> DAY OF DECEMBER, 2022 AT ITS REGISTERED OFFICE AT BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1<sup>ST</sup> FLOOR, ROOM NO. 10, KOLKATA-700 001**

**TO CONSIDER AND APPROVE THE DRAFT SCHEME OF ARRANGEMENT BETWEEN RDB REALTY & INFRASTRUCTURE LIMITED (DEMERGED COMPANY) AND RDB REAL ESTATE CONSTRUCTIONS LIMITED (RESULTING COMPANY)**

The Chairman informed the Board that the Company proposes to Demerge the 'Realty Business Undertaking' to its wholly owned subsidiary RDB REAL ESTATE CONSTRUCTIONS LIMITED and in this connection a Scheme of Arrangement between RDB REALTY & INFRASTRUCTURE LIMITED (DEMERGED COMPANY) and RDB REAL ESTATE CONSTRUCTIONS LIMITED (RESULTING COMPANY) has been drawn. The Chairman placed before the meeting the draft Scheme of Arrangement between RDB REALTY & INFRASTRUCTURE LIMITED (RRIL), being Demerged Company and RDB REAL ESTATE CONSTRUCTIONS LIMITED (RRECL) being Resulting Company whereby the 'Realty Business Undertaking' of RDB REALTY & INFRASTRUCTURE LIMITED ('Demerged Company') will be demerged to RDB REAL ESTATE CONSTRUCTIONS LIMITED (Resulting Company'), for its approval by the Board of Directors. The Chairman also placed before the Board the Valuation Report dated 17<sup>th</sup> December, 2022 received from Mr. Vikash Goel, IBBI Registered Valuer recommending the Swap Ratio for shares that will be allotted by the Resulting Company to the shareholders of the Demerged Company. He informed the Board that the Company has also obtained Fairness Opinion Report dated 17<sup>th</sup> December, 2022, issued by Finshore Management Services Limited, SEBI Regd. CAT - 1 Merchant Banker. He also informed the Board that Mr. Vikash Goel, IBBI Registered Valuer is present at the meeting by invitation and will appraise the Board the methodology adopted and the procedures followed by him in preparation of his report and the ratio that he has recommended. The Chairman informed the Board that the Rational for the Demerger of its 'Realty Business Undertaking' is:

1. The Demerged Undertaking and the Remaining Undertaking have their own set of strengths and dynamics in the form of nature of risks, competition, challenges, opportunities and business methods, leading to different growth potentials. Hence, segregation of the two undertakings would enable a focused management to explore the potential business opportunities effectively and efficiently.
2. The demerger would result in achieving efficiency in operational processes by designing and implementing independent strategies specifically designed for the two







## RDB REALTY & INFRASTRUCTURE LIMITED

DIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 • CIN No : L16003WB2006PLC110039  
PHONE : +91 33 4450 0500 • FAX : +91 33 2242 0588 • E-MAIL : secretarial@rdbindia.com • Web : www.rdbindia.com

businesses and in optimizing profitability. This would in turn enhance the shareholders' wealth.

3. Targeting and attracting new investors with specific focus and expertise in the two businesses, thereby providing the necessary funding impetus to the long-term growth strategy of the two businesses.

The Chairman stated to the Board that for the purposes of focused, better, efficient and economical management, control and running of the business of the undertakings concerned and for administrative convenience, the Scheme placed before the Board was proposed to demerge the 'Realty Business Undertaking' of RDB REALTY & INFRASTRUCTURE LIMITED ("Demerged Company") to RDB REAL ESTATE CONSTRUCTIONS LIMITED (Resulting Company').

The Chairman informed the Board that the Audit Committee after considering all aspects of the Scheme and after having made full evaluation thereof have recommended the Scheme to the Board for their further consideration. He also informed the Board that the Audit Committee have not made any adverse observations or comments on the Scheme while forwarding their recommendations to the Board. He also informed the Board that the Chairmen of the Audit Committee is also present to provide answers to any queries that the Board members may have on the Scheme. He also informed the Board that the Independent Directors of the Company have also reviewed the Scheme and have sent their separate to the Board. He also placed before the Board the Report by the Independent Directors on the Scheme. He informed the Board that the Independent Directors have not made any adverse observations or comments on the Scheme. After discussion at length the Board unanimously passed the following resolution:

**"RESOLVED THAT** based on the recommendations of the Audit Committee of the Board and pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made there under and enabling clauses of the Memorandum of Association of the Company and subject to the requisite approvals, sanctions, consent, observations by Securities and Exchange Board of India (SEBI), BSE Limited (BSE), CSE, Competition Commission of India (if required), Honourable National Company Law Tribunal (NCLT) or such other competent authority(ies) and subject to approval by the shareholders and the creditors of the Company, as may be applicable, the draft Scheme of Arrangement between RDB REALTY & INFRASTRUCTURE LIMITED (RRIL), being Demerged Company and RDB REAL ESTATE CONSTRUCTIONS LIMITED (RRECL) being Resulting Company and their respective shareholders (hereinafter referred to as the "Scheme") whereby the 'Realty Business Undertaking' of RDB REALTY & INFRASTRUCTURE LIMITED ("Demerged Company') will be demerged to RDB REAL ESTATE CONSTRUCTIONS LIMITED (Resulting Company') with appointed date 1<sup>st</sup> October, 2022 as placed before the meeting, be and is hereby approved, subject to modifications, if any, as may be imposed by any regulatory authority or the shareholders or the National Company Law Tribunal."





## RDB REALTY & INFRASTRUCTURE LIMITED

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 • CIN No : L16003WB2006PLC110039  
PHONE : +91 33 4450 0500 • FAX : +91 33 2242 0588 • E-MAIL : secretarial@rdbindia.com • Web : www.rdbindia.com

**"RESOLVED FURTHER THAT** the Board do take on record the appointed date for Scheme of Arrangement will be 1<sup>st</sup> October, 2022 or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013"

**"RESOLVED FURTHER THAT** the Valuation Report dated 17<sup>th</sup> December, 2022 prepared and issued by Mr. Vikash Goel, IBBI Registered Valuer, recommending the Swap Ratio, as placed before the Board, and also duly considered by the Audit Committee while making their recommendations be and is hereby accepted and approved."

**"RESOLVED FURTHER THAT** for the purposes of Scheme of Arrangement between the Demerged Company and the Resulting Company, based on the valuation report of Mr. Vikash Goel, IBBI Registered Valuer, being valuer appointed for the purpose of the Scheme, the share exchange ratio as recommended by the said valuer is approved as under:

Name of Resulting Company	RDB REAL ESTATE CONSTRUCTIONS LIMITED
Shares that will be allotted by the Resulting Company to the Shareholders of Demerged Company	Allotment of 1 Equity share of the Resulting Company for every 1 equity share of the Demerged Company held by the equity shareholder of the Demerged Company as on the Record Date.

**"RESOLVED FURTHER THAT** the Fairness Opinion dated 17<sup>th</sup> December, 2022 prepared and Issued by Finshore Management Services Limited, SEBI Regd. CAT-1 Merchant Banker, as placed before the Board, be and is hereby approved."

**"RESOLVED FURTHER THAT** report of Audit Committee dated 17<sup>th</sup> December, 2022 recommending the draft Scheme, taking into consideration, inter alia, the valuation report, fairness opinion, as placed before the Board be and is hereby accepted and approved."

**"RESOLVED FURTHER THAT** report of Committee of Independent Directors dated 17<sup>th</sup> December, 2022 recommending the draft Scheme, taking into consideration, inter alia, the valuation report, fairness opinion, as placed before the Board be and is hereby accepted and approved."

**"RESOLVED FURTHER THAT** the certificate of statutory auditors of the Company M/s L B Jha & Co, Chartered Accountants, to the effect that the Scheme is in compliance with the applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013, as placed before the Board be and is hereby noted and accepted."

**"RESOLVED FURTHER THAT** Shri Pradeep Kumar Pugalia Director or Smt. Neera Chakravarty-Director or Shri RITESH KUMAR JHA- Company secretary, for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or changes in the







## RDB REALTY & INFRASTRUCTURE LIMITED

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 • CIN No : L16003WB2006PLC110039  
PHONE : +91 33 4450 0500 • FAX : +91 33 2242 0588 • E-MAIL : secretarial@rdbindia.com • Web : www.rdbindia.com

scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders, creditors or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting."

**"RESOLVED FURTHER THAT** Shri Pradeep Kumar Pugalia- Director or Smt. Neera Chakravarty-Director or Shri Ritesh Kumar Jha- Company secretary, be and are severally authorised take all necessary steps:

- (a) to make modifications, amendments, revisions, edits and all other act as may be required to finalize the Scheme;
- (b) to file necessary applications with the Central/State government or any other, authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
- (c) to file applications with the NCLT or such other competent authority for directions to hold or to exempt the holding of meetings of the shareholders and for creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;
- (d) to file petitions for confirmation of the Scheme with the NCLT or such other competent authority;
- (e) to file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the said Scheme and for giving effect to the Scheme;
- (f) take all steps as may be required, including without limitation for obtaining, approvals and/or consents of the shareholders, creditors, banks, financial institutions and other regulatory authorities or entities or agencies as may be applicable from time to time in that regard;
- (g) to settle any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (h) to make any alterations/changes to the Scheme as may be expedient or necessary which the Central/State Government or the NCLT or shareholders or any other authority;
- (i) to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;





## RDB REALTY & INFRASTRUCTURE LIMITED

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 • CIN No : L16003WB2006PLC110039  
PHONE : +91 33 4450 0500 • FAX : +91 33 2242 0588 • E-MAIL : secretarial@rdbindia.com • Web : www.rdbindia.com

- (j) to take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- (k) to sign all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- (l) to do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
- (m) take all such actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises;
- (n) Incur such expenses as may be necessary in relation to the above or the transaction;
- (o) Convening and conducting of shareholders/ creditors meetings as may be directed by the Hon'ble NCLT
- (p) Engaging and instructing advocates and if considered necessary, also engage services of counsel(s), legal experts and other concerned authority(ies), to do all things necessary and expedient in connection with the Scheme including to declare and file all pleadings reports, and sign and issue public advertisements and notices;
- (q) Signing and executing request letters/no-objection/sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the Hon'ble NCLT or any other appropriate authority, as may be required.

**"RESOLVED FURTHER THAT** the Common Seal of the Company be affixed on any documents or agreements, if required, in the manner and in accordance with the Articles of Association of the Company and the Common Seal, it required, be carried out of the Registered Office of the Company to facilitate execution of documents, papers or agreements in connection with the Scheme."

**"RESOLVED FURTHER THAT** Shri Pradeep Kumar Pugalia- Director or Smt. Neera Chakravarty- Director or Shri Ritesh Kumar Jha- Company secretary of the Company be and are hereby severally authorised to sign, certify and authenticate documents, affidavits, undertakings, certificates and all other documents as required in terms of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017; Securities Contracts (Regulation) Act, 1956 and rules made there under; the applicable provisions of the Companies Act, 2013 and rules made there under and all other applicable laws, rules and regulations."







## RDB REALTY & INFRASTRUCTURE LIMITED

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 • CIN No : L18003WB2006PLC110039  
PHONE : +91 33 4450 0500 • FAX : +91 33 2242 0588 • E-MAIL : secretarial@rdbindia.com • Web : www.rdbindia.com

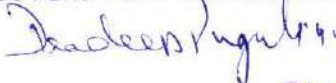
**"RESOLVED FURTHER THAT** Shri Pradeep Kumar Pugalia- Director or Smt. Neera Chakravarty-Director or Shri Ritesh Kumar Jha- Company secretary of the Company or such other person as may be directed by the Hon'ble NCLT to act as the Chairman of the NCLT/Court Convened Meeting(s), if any, of the shareholders and/or creditors of the Company.

**"RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

**"RESOLVED FURTHER THAT** SRI MADAN KUMAR MAROTI, FCA , SRI N. GURUMURTHY, FCA and SRI ARIHANT MAROTI, ACA all Partners of Maroti & Associates, Chartered Accountants be and are hereby appointed and authorized severally to assist in making application and drafting replies, to draw application and petition , appear before all such authorities , present, hear, file, submit, argue, clarify, to receive, take delivery of notice and order and are also authorised to appoint any Counsel in this respect to represent the matter and to do all such acts and things that may be required by the Securities and Exchange Board of India ( SEBI ) , Bombay Stock Exchange( BSE ) , The Calcutta Stock Exchange Ltd ( CSE ) , The Regional Director , Eastern Region , Ministry of Corporate Affairs , The Registrar of Companies , West Bengal , The National Company Law Tribunal ( NCLT ) , Kolkata Bench, Income Tax Department , Reserve Bank of India and such other appropriate authorities whose approval will be needed pursuant to Sec 230 to Sec 232 of the Companies Act, 2013 and post compliance upon sanction and confirmation of the Scheme ."

**CERTIFIED TO BE TRUE COPY  
FOR RDB REALTY & INFRASTRUCTURE LIMITED**

RDB REALTY & INFRASTRUCTURE LTD.



Director

**PRADEEP KUMAR PUGALIA  
WHOLE TIME DIRECTOR  
DIN: 00501351**

# **RDB REAL ESTATE CONSTRUCTIONS LIMITED**

Regd. Office: Bikaner Building, 8/1 Lal Bazar Street, 1st Floor, Room No. 11, Kolkata – 700001, Phone 033 4450 0500; email id:- [secretarial@rdbindia.com](mailto:secretarial@rdbindia.com); CIN: U70200WB2018PTC227169

---

**EXTRACTS OF THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF RDB REAL ESTATE CONSTRUCTIONS LIMITED HELD AT BIKANER BUILDING 8/1, LALBAZAR STREET, 1ST FLOOR, ROOM NO-11, KOLKATA - 700001 ON 17<sup>th</sup> DAY OF DECEMBER, 2022. MEETING OF THE BOARD COMMENCED AT 10:00 A.M. AND CONCLUDED AT 10.30 A.M. REQUISITE QUORUM WAS PRESENT.**

---

**CONSIDER OF AND APPROVE THE DRAFT SCHEME OF ARRANGEMENT BETWEEN RDB REALTY & INFRASTRUCTURE LIMITED (DEMERGED COMPANY) AND RDB REAL ESTATE CONSTRUCTIONS LIMITED (RESULTING COMPANY)**

The Chairman placed before the Board the draft Scheme for Arrangement between RDB REALTY & INFRASTRUCTURE LIMITED (RRIL), being Demerged Company and RDB REAL ESTATE CONSTRUCTIONS LIMITED (RRECL) being Resulting Company whereby the 'Realty Business Undertaking' of RDB REALTY & INFRASTRUCTURE LIMITED ('Demerged Company') will be demerged to RDB REAL ESTATE CONSTRUCTIONS LIMITED (Resulting Company'), for its approval by the Board of Directors. The Meeting considered and discussed in detail the Valuation Report dated 17<sup>TH</sup> December, 2022 issued by Mr. Vikash Goel, IBBI Registered Valuer. Mr. Vikash Goel, IBBI Registered Valuer presented a presentation to the Board to inform and educate the Directors about the procedures followed for valuation. The Chairman stated to the Board that for the purposes of focused, better, efficient and economical management, control and running of the business of the undertakings concerned and for administrative convenience, the Scheme placed before the Board was proposed to demerge the 'Realty Business Undertaking' of RDB REALTY & INFRASTRUCTURE LIMITED ('Demerged Company') to RDB REAL ESTATE CONSTRUCTIONS LIMITED (Resulting Company').

After discussion at length the Board unanimously passed the following resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and enabling clauses of the Memorandum of Association of the Company and subject to the requisite approvals, sanctions, consent, observations, no-objection from shareholders and the creditors of the Company, the Hon'ble National Company Law Tribunal (NCLT), or such other competent authority(ies) as may be applicable, the draft Scheme of Arrangement between RDB REALTY & INFRASTRUCTURE LIMITED (RRIL), being Demerged Company and RDB REAL ESTATE CONSTRUCTIONS LIMITED (RRECL) being Resulting Company and their respective shareholders (hereinafter referred to as the "Scheme") whereby the 'Realty Business Undertaking' of RDB REALTY & INFRASTRUCTURE LIMITED ('Demerged Company') will be demerged to RDB REAL ESTATE





# RDB REAL ESTATE CONSTRUCTIONS LIMITED

Regd. Office: Bikaner Building, 8/1 Lal Bazar Street, 1st Floor, Room No. 11, Kolkata - 700001, Phone 033 4450 0500; email id:- [secretarial@rdbindia.com](mailto:secretarial@rdbindia.com); CIN: U70200WB2018PTC227169

CONSTRUCTIONS LIMITED (Resulting Company') with appointed date 1<sup>st</sup>October, 2022as placed before the meeting, be and is hereby approved, subject to modifications, if any, as may be imposed by any regulatory authority or the shareholders or creditors or the National Company Law Tribunal."

**"RESOLVED FURTHER THAT** the Board do take on record the appointed date for Scheme of Arrangement as on 1<sup>st</sup>October, 2022 or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013"

**"RESOLVED FURTHER THAT** the Valuation Report dated December 17<sup>th</sup>, 2022 prepared and issued by Mr. Vikash Goel, IBBI Registered Valuer, as placed before the Board, be and is hereby accepted and approved."

**"RESOLVED FURTHER THAT** the valuation report of Mr. Vikash Goel, IBBI Registered Valuer, being valuer appointed for the purpose of the Scheme, recommending the share exchange ratio as placed before the Board be and is hereby approved as under:

Name of Resulting Company	RDB REAL ESTATE CONSTRUCTIONS LIMITED
Shares that will be allotted by the Resulting Company to the Shareholders of Demerged Company	Allotment of 1 Equity share of the Resulting Company for every 1 equity share of the Demerged Company held by the equity shareholder of the Demerged Company as on the Record Date .

**"RESOLVED FURTHER THAT** Shri Pradeep Kumar Pugalia - Director or Smt. Kusum Devi Dugar- Director, for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or changes in the scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders, creditors or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting."

**"RESOLVED FURTHER THAT** Shri Pradeep Kumar Pugalia - Director or Smt. Kusum Devi Dugar-Director, be and are severally authorised take all necessary steps:

- (a) to make modifications, amendments, revisions, edits and all other act as may be required to finalize the Scheme;
- (b) to file necessary applications with the Central/State government or any other, authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
- (c) to file applications with the NCLT or such other competent authority for directions to hold or to exempt the holding of meetings of the shareholders and for creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;





# RDB REAL ESTATE CONSTRUCTIONS LIMITED

Regd. Office: Bikaner Building, 8/1 Lal Bazar Street, 1st Floor, Room No. 11, Kolkata - 700001, Phone 033 4450 0500; email id:- [secretarial@rdbindia.com](mailto:secretarial@rdbindia.com); CIN: U70200WB2018PTC227169

- (d) to file petitions for confirmation of the Scheme with the NCLT or such other competent authority;
- (e) to file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the said Scheme and for giving effect to the Scheme;
- (f) take all steps as may be required, including without limitation for obtaining, approvals and/or consents of the shareholders, creditors, banks, financial institutions and other regulatory authorities or entities or agencies as may be applicable from time to time in that regard;
- (g) to settle any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (h) to make any alterations/changes to the Scheme as may be expedient or necessary which the Central/State Government or the NCLT or shareholders or any other authority;
- (i) to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;
- (j) to take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- (k) to sign all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- (l) to do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
- (m) take all such actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises;
- (n) Incur such expenses as may be necessary in relation to the above or the transaction;
- (o) Convening and conducting of shareholders/ creditors meetings as may be directed by the Hon'ble NCLT
- (p) Engaging and instructing advocates and if considered necessary, also engage services of counsel(s), legal experts and other concerned authority(ies), to do all things necessary and expedient in connection with the Scheme including to declare and file all pleadings reports, and sign and issue public advertisements and notices;
- (q) Signing and executing request letters/no-objection/sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the Hon'ble NCLT or any other appropriate authority, as may be required.

**"RESOLVED FURTHER THAT** the Common Seal of the Company be affixed on any documents or agreements, if required, in the manner and in accordance with the Articles of Association of the Company



# **RDB REAL ESTATE CONSTRUCTIONS LIMITED**

Regd. Office: Bikaner Building, 8/1 Lal Bazar Street, 1st Floor, Room No. 11, Kolkata - 700001, Phone  
033 4450 0500; email id:- [secretarial@rdbindia.com](mailto:secretarial@rdbindia.com); CIN: U70200WB2018PTC227169

and the Common Seal, it required, be carried out of the Registered Office of the Company to facilitate execution of documents, papers or agreements in connection with the Scheme."

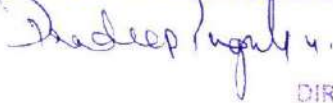
**"RESOLVED FURTHER THAT** subject to the directions of the Hon'ble NCLT, the Company do appoint Shri Pradeep Kumar Pugalia - Director or Smt. Kusum Devi Dugar- Director of the Company or such other person as may be directed by the Hon'ble NCLT to act as the Chairman of the NCLT/Court Convened Meeting(s), if any, of the shareholders and/or creditors of the Company.

**"RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

**"RESOLVED FURTHER THAT** SRI MADAN KUMAR MAROTI, FCA , SRI N. GURUMURTHY, FCA and SRI ARIHANT MAROTI, ACA all Partners of Maroti & Associates, Chartered Accountants be and are hereby appointed and authorized severally to assist in making application and drafting replies, to draw application and petition , appear before all such authorities , present, hear, file, submit, argue, clarify, to receive, take delivery of notice and order and are also authorised to appoint any Counsel in this respect to represent the matter and to do all such acts and things that may be required by the Securities and Exchange Board of India ( SEBI ) , Bombay Stock Exchange( BSE ) , The Calcutta Stock Exchange Ltd ( CSE ) , The Regional Director , Eastern Region , Ministry of Corporate Affairs , The Registrar of Companies , West Bengal , The National Company Law Tribunal ( NCLT ) , Kolkata Bench, Income Tax Department , Reserve Bank of India and such other appropriate authorities whose approval will be needed pursuant to Sec 230 to Sec 232 of the Companies Act, 2013 and post compliance upon sanction and confirmation of the Scheme ."

For **M/S RDB REAL ESTATE CONSTRUCTIONS LIMITED**

RDB REAL ESTATE CONSTRUCTIONS LIMITED



DIRECTOR

**PRADEEP KUMAR PUGALIA**

(Director)

DIN: 00501351