



RDB REAL ESTATE CONSTRUCTIONS LIMITED

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 ● CIN NO. : L70200WB2018PLC227169
PHONE : +91 33 4450 0500 ● E-MAIL : secretarial@rdbrealty.com ● Web : www.rdbrealty.com

Date: 07/03/2025

To,
The Secretary,
BSE Limited
P.J.Towers, Dalal Street
Mumbai- 400 001
Scrip code : 544346

To,
The Secretary,
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata- 700 001
Scrip code : 028397

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 **Saturday, 29th March, 2025 at 11:00 A.M.**

This is for your information and record.

Thanking You.

Yours faithfully
For RDB Real Estate Constructions Limited

Surabhi Kumari Gupta
Company Secretary & Compliance Officer

Encl:



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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE RDB REAL ESTATE CONSTRUCTIONS LIMITED WILL BE HELD ON THE SATURDAY, THE 29TH MARCH, 2025 AT 11:00 A.M Indian Standard Time (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business: -:

Item No. 1 To appoint Mrs. Neera Chakravarty (DIN: 09096844) as a Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Neera Chakravarty (DIN: 09096844), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st February, 2025, pursuant to Section 161(1) of the Act and Articles of Association of the Company be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things as it may in its absolute discretion consider proper, necessary or desirable and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM No. 2: Appointment of Mrs. Neera Chakravarty (DIN: 09096844) as a Whole time Director of the Company

To consider and if thought fit, to pass the following resolution as 'Special Resolution':

"RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all applicable guidelines issued by the Central Government from time to time and subject to the limits of remuneration provided in Part II Section II of Schedule V of the Companies Act, 2013 and such other approvals, as may be required from time to time, the consent of the Members be and is hereby accorded for appointment of Mrs. Neera Chakravarty (DIN: 09096844) as a Whole-time Director of the Company for a period of 5 (Five) years, liable to retire by rotation, with effect from 01st February, 2025 to 31st January, 2030 on the terms and conditions including remuneration as set out in the agreement entered into between the Company and Mrs. Neera Chakravarty, material terms of which are set out in the statement annexed to the Notice of Extra-Ordinary General Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as



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it may deem fit and as may be acceptable to Mrs. Neera Chakravarty, subject to the same not exceeding the limits specified under the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits during her appointment, the Company will pay to Mrs. Neera Chakravarty the remuneration as per the explanatory statement as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things as it may in its absolute discretion consider proper, necessary or desirable and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 3 : To increase authorized share capital of the Company and consequent alteration in the Capital Clause of Memorandum of Association of the Company

To consider, and thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 (the ‘Act’) read with Rule 15 of the Companies (Share Capital & Debentures) Rules, 2014 (the ‘Rules’) and all other applicable provisions of the Companies Act, 2013, including any statutory modifications or re-enactments thereof, for the time being in force and applicable provisions of the Articles of Association of the Company, the consent of the Members of the Company, be and is hereby accorded to increase the authorized share capital of the Company from existing Rs. 19,00,00,000/- (Rupees Nineteen Crores only) divided into 1,90,00,000 (One Crore Ninety Lakhs) Equity shares of Rs. 10/- each to Rs. 38,00,00,000/- (Rupees Thirty Eight Crores only) divided into 3,80,00,000 (Three Crore Eighty Lakh) Equity shares each ranking pari passu in all respect with the existing Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and 64 of the Act and all other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof) and the Rules framed thereunder, the consent of the members of the Company be and is hereby accorded for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

V. The Authorized Share Capital of the Company is Rs. 38,00,00,000/- (Rupees Thirty-Eight Crores only), which shall consist of 3,80,00,000 (Three Crore Eighty Lakh) Equity Shares having face value of Rs. 10/- each aggregating to Rs. 38,00,00,000/- only (Rupees Thirty-Eight Crores only)

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion consider proper, necessary or desirable and take all such steps as may be necessary, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”



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Item No. 4. To consider and issue Share warrants convertible into Equity Shares on preferential basis to the Promoter, Promoter Group & Non-Promoter Category

To consider, and thought fit, to pass with or without modification, 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”) & 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 1,79,80,000 (One Crore Seventy Nine Lakh Eighty Thousand) Convertible Equity Warrants (“Share 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. 36/- (Rupees Thirty-Six Only) including premium of Rs. 26/- (Rupees Twenty-Six Only) each per 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. 64,72,80,000/- (Rupees Sixty-Four Crores Seventy-Two Lakhs Eighty Thousand Only), on a preferential allotment basis (“Preferential Offer’) to the following promoter, promoter group & 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 Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, and in such form and manner and in accordance with the provisions of ICDR Regulations and Takeover Regulations.

Sr. No.	Name of The Allottees	No. of warrants to be allotted
1.	Kusum Devi Dugar	9,00,000
2.	Sheetal Dugar	18,30,000
3.	Vinod Dugar	14,00,000
4.	Yashaswi Dugar	17,00,000
5.	Ankur Constructions Private Limited	13,50,000
6.	Somani Estates Private Limited	17,50,000
7.	Veekay Apartments Private Limited	17,50,000
8.	Manaswi Dugar	17,50,000
9.	Suhasini Dugar	17,00,000



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10.	Vansikha Vishal Surana	4,25,000
11.	Sanjay Babulal Surana	5,00,000
12.	Vishal Surana	5,00,000
13.	Sunita Sanjay Surana	5,00,000
14.	Bee Kay Tarfab Udyog Private Limited	25,000
15.	Punit Dugar	2,50,000
16.	Umesh Parasmal Pagariya	2,50,000
17.	Sushma Dugar	1,50,000
18.	Arvind Kumar Dugar	1,50,000
19.	Arvind Kumar Dugar Huf	1,50,000
20.	Amrav Devi Choraria	1,50,000
21.	Raj Umesh Pagariya	1,50,000
22.	Sujata Umesh Pagariya	1,50,000
23.	Tejal Raj Pagariya	1,50,000
24.	Neel Umesh Pagariya	1,50,000
25.	Jatan Investments	2,00,000
	Total	1,79,80,000

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 Warrants is Thursday, 27th February, 2025 being the date 30 (Thirty) days prior to the date of this Extra-ordinary General Meeting.

RESOLVED FURTHER THAT the Preferential Issue of Warrants and allotment of equity shares on the exercise of the 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 1,79,80,000 Share warrants of Rs. 10/- each shall be convertible into upto 1,79,80,000 Equity shares of the Face Value of Rs. 10/- each on payment of aggregate price per share warrant of Rs. 36/- including premium of Rs.26/- (Rupees Twenty-Six Only) on the following terms and conditions;

- a) Exercise of offer for conversion of the 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 warrants in accordance with the SEBI(ICDR) Regulations, 2018 as amended from time to time;
- b) The Share Warrants subscription price equivalent to 25% of the issue price will be payable at the time of subscription of Shares 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 equity shares shall be payable by the warrant holder(s) at the time of exercising conversion of Shares Warrants;
- c) The Equity Shares to be so allotted on exercise of Share 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;



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- d) The Share 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.
- e) In the event the warrant holder(s) does not exercise the Share Warrants within Eighteen (18) months from the date of allotment of the Share Warrants, then such Share Warrants shall lapse and the amount paid shall stand forfeited by the Company;
- f) The Share Warrants and the Equity Shares being allotted pursuant to exercise of such Share 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 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 Equity Allottees (if any) and Equity Shares to be allotted to the Proposed Equity Allottees shall be under lock-in for such period as may be prescribed under Chapter VII of the SEBI ICDR Regulations.
- i) The allotment of the Equity Shares pursuant to exercise of Share Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and 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 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 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 Warrants.

RESOLVED FURTHER THAT the equity shares so issued on conversion of Share warrant 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 warrant 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



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to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the 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 Warrants and listing and trading of Equity Shares issued on exercise of 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 Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such 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."

<p>Place: Kolkata Dated: 03.03.2025</p>	<p>By order of the Board of Directors For RDB Real Estate Constructions Limited</p> <p style="text-align: right;">Sd/- Surabhi Kumari Gupta (Company Secretary & Compliance Office)</p>
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Notes:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular No. 09/2023 dated September 25, 2023 and General Circular no. 09/2024 dated September 19, 2024, read together with circulars dated December 28, 2022, May 5, 2022, December 14, 2021, December 8, 2021, January 13, 2021, December 31, 2020, September 28, 2020, May 5, 2020, April 13, 2020, April 8, 2020 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting/Extra Ordinary General Meeting (“EGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with these MCA Circulars and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the registered office of the Company.
2. The Members can join the EGM/EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/EGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the EGM/EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/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 venue voting on the date of the EGM/EGM will be provided by NSDL.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/EGM has been uploaded on the website of the Company at www.rdbrealty.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Calcutta Stock Exchange at www.bseindia.com and www.cse.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out material facts concerning the Special business under Item no. 1, 2, 3 & 4 of the Notice is



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Annexed hereto.

7. Pursuant to the MCA circulars, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and hence the proxy form and attendance slip are not annexed hereto.
8. Pursuant to Section 113 of the Act, Corporate/Institutional members intending to appoint their authorized representative(s) to attend the EGM through VC/OAVM on its behalf and to vote through remote e-Voting are requested to send (in advance), scanned copy (PDF/JPG Format) of a duly certified copy of the relevant Board Resolution/Letter of Authority/Power of Attorney, together with the respective specimen signatures of those representative(s), to the Scrutinizer through e-mail to csprachi92@gmail.com, with a copy marked to evoting@nsdl.com and secretarial@rdbrealty.com.
9. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
10. The cut-off date for determining the eligibility of members to exercise remote e-Voting rights and attendance at EGM is 22nd March, 2025. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on this cut-off date, shall be entitled to avail the facility of remote e-Voting or voting at the meeting through electronic mode. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
11. The remote e-Voting period for all items of businesses contained in this notice of EGM shall commence from 26th March, 2025 at 9:00 A.M. (IST) and will end on 28th March, 2025 at 5:00 P.M. (IST). The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
12. SEBI has mandated submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their DPs and Members holding shares in physical form can submit their PAN details to the Company's RTA. SEBI Circular SEBI/HO/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 read together with SEBI Circular(s) SEBI/HO/ MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021, mandates all the listed companies to record the valid PAN, Address with PIN code, Email ID, Mobile Number, Bank Account Details, Specimen Signature and Nomination by holders of physical securities. Members were requested to ensure that above details are updated with the RTA.
13. The Members may further note that through SEBI Notification dated January 24, 2022, read with SEBI Circular dated January 25, 2022, the listed companies are required to issue the securities in dematerialized form only while processing the requests for Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate,



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Endorsement, Sub-division / Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission, Transposition. Also, in view of the Regulation 40 of the SEBI Listing Regulations, as amended with effect from January 24, 2022, securities of listed companies can now be transferred only in the demat mode. Members holding shares in physical form are therefore requested to convert their holdings into the demat mode to avoid loss of shares or fraudulent transactions and avail better investor servicing.

14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company; any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
15. Members whose e-mail addresses are not registered as above can register the same in the following manner:
 - 15.1 Members holding shares in Physical mode and who have not registered/updated their email addresses, mobile number, bank details, postal address with PIN code etc. are requested to register/update the same by submitting duly filled in Form ISR-1 with supporting documents to the Company or to Niche Technologies Private Limited, the Registrar & Share Transfer Agent ("RTA") of the Company. Form ISR-1 can be downloaded from the following link: https://nichetechpl.com/wp-content/uploads/2023/03/Form_ISR-1.pdf.
 - 15.2 Members holding shares in Dematerialized mode and who have not registered/updated their email addresses/mobile number are requested to register/update the same with their respective Depository Participants.
16. Pursuant to Section 72 of the Act, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in electronic form, the Members may please contact their respective DP.
17. The Board of Directors have appointed Ms. Prachi Todi, Practicing Company Secretary (Membership No. ACS- 53022), as the "Scrutinizer" to conduct the E-Voting process in a fair and transparent manner.
18. The Scrutinizer shall, immediately after the conclusion of voting through remote e-Voting unblock the votes cast through remote e-Voting and make, not later than two working days from the conclusion of the remote E-Voting, a Scrutinizer's report of the total votes cast in favour and against, if any, to the Chairperson of the Company or any other person authorized by the Chairperson.



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PHONE : +91 33 4450 0500 ● E-MAIL : secretarial@rdbrealty.com ● Web : www.rdbrealty.com

19. The said results along with the Scrutinizer's Report would be intimated to BSE and CSE, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website and on the website of NSDL.
20. Members may contact Company Secretary of the Company, for any grievances relating to voting by electronic means through e-mail at secretarial@rdbrealty.com or Ms. Pallavi Mhatre, Senior Manager, NSDL, , 301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051 E-mail: evoting@nsdl.com, Tel: 91 22 – 4886-7000
21. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection without any fee by the members during the EGM. Members seeking to inspect such documents can send an email on secretarial@rdbrealty.com.
22. All the 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) up to the date of EGM. Members seeking to inspect such documents can send an email to secretarial@rdbrealty.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, the 26th day of March, 2025 at 09:00 A.M. and ends on Thursday, the 28th day of March, 2025 at 05:00 P.M. 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. Saturday, the 22nd day of March, 2025 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, Saturday, the 22nd day of March, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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:



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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">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.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.jspVisit 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 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.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



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NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 use 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 are 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.



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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.
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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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911



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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.

How to Log-in to NSDL e-Voting website?

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'?



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- (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.com 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 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.



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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 to csprachi92@gmail.com with a copy marked to evoting@nsdl.com. 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 www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at 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@rdbrealty.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@rdbrealty.com. If you are an Individual shareholders 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.com 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.



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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 ARE AS UNDER:

1. Member will be provided with a facility to attend the 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. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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@rdbrealty.com. The same will be replied by the company suitably.
6. Members 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@rdbrealty.com latest by 5:00 p.m. (IST) on Tuesday, 25th March, 2025. The same will be replied by the Company suitably.



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7. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.

Members who need assistance before or during the EGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com or call 022- 4886 7000/



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 1 & 2

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 31st January, 2025, appointed Mrs. Neera Chakravarty (DIN: 09096844) as an Additional Director in the category of Whole-time Director of the Company with effect from 1st February, 2025 for a period of 5 (Five) years, subject to the approval of the Members.

Mrs. Neera Chakravarty (DIN: 09096844) has a qualification of Post Graduate, CAIIB from IIBF, Diploma in Information and System Management, Diploma in Computer Programming and Application.

Mrs. Neera Chakravarty has conveyed her consent to act as a Whole-time Director of the Company and made the necessary disclosures and declarations. The Company has received a notice in writing from a Member proposing the candidature of Mrs. Neera Chakravarty for the office of Director of the Company. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has also confirmed that she has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority. Mrs. Neera Chakravarty satisfies all the other conditions set out in Part-I of Schedule V of the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for her appointment.

The terms and conditions of appointment of Mrs. Neera Chakravarty, as approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee, are as under:



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Salary (CTC): Consolidated Salary payable including all kind of Perquisite shall not exceed Rs. 12,00,000 /- per annum.

Minimum Remuneration: Notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned above as the minimum remuneration.

Sitting Fees: The Whole-time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof from the date of his appointment.

A copy of the agreement entered into by the Company with Mrs. Neera Chakravarty containing the terms and conditions of appointment and remuneration payable to her would be available electronically for inspection by the members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at secretarial@rdbrealty.com.

Details of Mrs. Neera Chakravarty pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is provided in Annexure to the Notice. Disclosures as required under Section II of Part II of the Schedule V of the Companies Act, 2013 also forms part of the notice.

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debentures or any other secured creditors before the date of appointment of such managerial person(s).

The Board recommends the Resolutions as set out in item no. 1 & 2 of this notice, for the approval by the Members of the Company.

Except Mrs. Neera Chakravarty being an appointee, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution as set out in item no. 1 & 2 of the notice.



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Item No. 3 To increase authorized share capital of the Company and consequent alteration in the Capital Clause of Memorandum of Association of the Company

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 the 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, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

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. 19,00,00,000/- (Rupees Nineteen Crores only) divided into 1,90,00,000 (One Crore Ninety Lakhs) Equity Shares of Rs. 10/- each to Rs. 38,00,00,000/- only (Rupees Thirty-Eight Crores only) divided into 3,80,00,000 (Three Crore Eighty Lakhs) equity shares of Rs. 10/- each ranking pari passu in all respect with the existing 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 resolutions at Item No. 3 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. 4: Issue of Convertible Equity Warrants on preferential basis to Promoter, Promoter Group & Non-Promoter Category

The Company proposes to raise additional capital up to an aggregate sum of upto Rs. 64,72,80,000/- (Rupees Sixty Four Crores Seventy Two Lakhs Eighty Thousand Only), of which upto 1,79,80,000 (One Crore Seventy Nine Lakhs Eighty Thousand Only) Convertible Shares Warrants ('Share Warrants'), each carrying a right exercisable by the warrants holder(s) to subscribe to one (1) equity share against each Share warrants at a price of Rs. 36/- per warrant (including the share warrants subscription price and share warrants 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



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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 Extra-ordinary General Meeting (EGM) to be held on 29th March, 2025 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 in their meeting held on 3rd March, 2025 subject to the necessary approvals, have decided to issue and allot upto 1,79,80,000 (One Crore Seventy Nine Lakh Eighty Thousand Only) Convertible Shares Warrants ('Share 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. 36/- per warrant (including the warrant subscription price and 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, aggregating to upto Rs. 64,72,80,000/- (Rupees Sixty Four Crore Seventy Two Lakh Eighty Thousand Only).

As required under Rule 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 3rd March, 2025, had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of Convertible Share Warrants upto 1,79,80,000 (One Crore Seventy Nine Lakh Eighty Thousand Only) Convertible Share Warrants ('Share Warrants'), each carrying a right exercisable by the Share warrants holder(s) to subscribe to one (1) equity share against each warrant at a price of Rs. 36/- per warrant (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, aggregating upto Rs. 64,72,80,000/- (Rupees Sixty Four Crores Seventy Two Lakh Eighty Thousand Only), to Promoter & Non-Promoter Category. The details of the proposed allottees are as follows:

Sr. No.	Name Of The Allottees	No. of warrants to be allotted
1.	Kusum Devi Dugar	9,00,000
2.	Sheetal Dugar	18,30,000
3.	Vinod Dugar	14,00,000
4.	Yashaswi Dugar	17,00,000
5.	Ankur Constructions Pvt Ltd.	13,50,000
6.	Somani Estates Private Limited	17,50,000
7.	Veekay Apartments Private Limited	17,50,000
8.	Manaswi Dugar	17,50,000
9.	Suhasini Dugar	17,00,000
10.	Vansikha Vishal Surana	4,25,000
11.	Sanjay Babulal Surana	5,00,000
12.	Vishal Surana	5,00,000
13.	Sunita Sanjay Surana	5,00,000
14.	Bee Kay Tarfab Udyog Private Limited	25,000



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15.	Punit Dugar	2,50,000
16.	Umesh Parasmal Pagariya	2,50,000
17.	Sushma Dugar	1,50,000
18.	Arvind Kumar Dugar	1,50,000
19.	Arvind Kumar Dugar Huf	1,50,000
20.	Amrav Devi Choraria	1,50,000
21.	Raj Umesh Pagariya	1,50,000
22.	Sujata Umesh Pagariya	1,50,000
23.	Tejal Raj Pagariya	1,50,000
24.	Neel Umesh Pagariya	1,50,000
25.	Jatan Investments	2,00,000
	Total	1,79,80,000

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. Repayment of Existing debt of the Company and/or its Subsidiary Companies;
2. Funding the capital expenditure requirements for purchase of land;
3. 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 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 Lakhs)

Sr. No.	Particulars	Amount	Tentative Time Period up to which the amount shall be utilized.
1.	For Repayment of Existing debt of the Company and/or its Subsidiary Companies	3,472.80	Within 12 months from receipt of funds for the Warrants (as set out herein)
2.	For Funding the capital expenditure requirements of the company by purchase of Land	1,500.00	
3.	Other General corporate Purpose	1,500.00	
	Total	6,472.80	

**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 convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of



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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 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 as specified herein above in accordance with applicable laws.

Monitoring of Utilization of Funds:

Since the proceeds from the Issue are not more than Rs.100 Crores, in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018 the company would not require to appoint the Monitoring Agency to monitor the use of proceeds of this preferential issue in due course.

3. Relevant date:

The Relevant date as per the ICDR Regulations for the determination of the price per Equity Share pursuant to the preferential allotment is Thursday, 27th February, 2025 ("Relevant Date") (i.e. 30 days prior to the date of proposed EGM which is Saturday, 29th March, 2025) 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") for a period of less than 90 trading days as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than the higher of the following

1. The price at which equity shares were issued by the issuer in its initial public offer or the value per share arrived at in a scheme of compromise, arrangement and amalgamation under sections 230 to 234 the Companies Act, 2013, as applicable, pursuant to which the equity shares of the issuer were listed, as the case may be; or
2. the average of the volume weighted average prices of the related equity shares quoted on the recognised stock exchange during the period the equity shares have been listed preceding the relevant date; or
3. the average of the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

Accordingly, as per the Regulation 164 of SEBI (ICDR), Regulations, 2015 minimum price per share calculated is Rs. 32.96. on preceding the relevant date and the price per warrant to be issued is fixed at Rs. 36/- (Rupees Thirty Six Only) which shall be higher than the price as computed under Regulation 164 of SEBI (ICDR) Regulations, 2018.



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Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of not more than 90 trading days prior to the relevant date, so it is required to re-compute the price per share warrant to be issued and therefore, the Company is 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 valuation report dated 03rd March, 2025, 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, Sector1, Vaishali, UP201014 (“Valuation Report”) and the price determine by such independent registered valuer is Rs. 36.00/- (Rupees Thirty Six Only) and same has been published on the website www.rdbrealty.com.

6. Intent of the Promoters, Promoter Group, 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 Kusum Devi Dugar, Sheetal Dugar, Vinod Dugar, Yashaswi Dugar and Ankur Constructions Private Limited, Somani Estate Private Limited, Veekay Apartment Private Limited, Manaswi Dugar, Suhasini Dugar, None of the promoters, directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Equity Warrants on conversion 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 convertible into equity shares 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#		No. of share warrants to be issued	Post Issue*	
		No. of Share Held	% of Share Holding		No. of Share Held	% of Share Holding
A.		Promoters & Promoter Group Holding				
1	Indian					



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a.	Individual	38,33,010	22.18	92,80,000	1,31,13,010	37.18
b.	Body Corporate	83,37,447	48.24	48,50,000	1,31,87,447	37.39
	Sub Total	1,21,70,457	70.42	1,41,30,000	2,63,00,457	74.57
2	Foreign promoter	Nil	Nil		Nil	Nil
	Sub Total (A)	1,21,70,457	70.42	1,41,30,000	2,63,00,457	74.57
B.		Non-promoter holding				
1.	Institutional Investor	-	-		-	-
a.	Foreign Portfolio Investors Category II	-	-		-	-
2.	Non-Institutional	-	-		-	-
a.	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)					
b.	Investor Education and Protection Fund (IEPF)	2,19,731	1.27	-	2,19,731	0.62
c.	Body Corporate	7,20,633	4.17	25,000	7,45,633	2.11
d.	Resident Individuals holding nominal share capital upto Rs. 2 lakhs	11,45,177	6.63	-	11,45,177	3.24
e.	Resident Individuals holding nominal share capital in excess of Rs. 2 Lakhs	29,06,397	16.82	34,75,000	63,81,397	18.09
f.	Non-Resident Indians	30,527	0.18	-	30,527	0.08
g.	Any other	90,478	0.52	3,50,000	4,40,478	1.24
	Sub Total (B)	51,12,943	29.58	38,50,000	89,62,943	25.43
	Grand Total (A+B)	1,72,83,400	100	1,79,80,000	3,52,63,400	100.00

**The post issue paid-up capital is arrived after considering all the preferential allotment, proposed to be made under this notice and on fully diluted basis and the pre-issue share holding pattern continue to the shareholder of the Company.*

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:



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Sr. No.	Name of the Proposed Allottees	Name of beneficial owners of proposed allottee of share warrants
1.	Bee Kay Tarfab Udyog Private Limited	Mr. Abhishek Karnawat
2.	Arvind Kumar Dugar HUF	Mr. Arvind Kumar Dugar
3.	Jatan Investments	Mr. Bothara Santosh Manakchand
4.	Ankur constructions Private Limited	Mr. Vinod Dugar
5.	Somani Estates Private Limited	Mr. Vinod Dugar
6.	Veekay Apartments Private Limited	Mr. Vinod Dugar and Mrs. Sheetal Dugar

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

Name Of The Allottees	Pre- Preferential Shareholding		Post- Preferential Shareholding	
	No. of Equity shares	%	No. of Equity shares	%
Kusum Devi Dugar	5,000	0.029	900000	2.56
Sheetal Dugar	1639882	9.488	1830000	9.84
Vinod Dugar	2071523	11.98	1400000	9.84
Yashaswi Dugar	55	0	1700000	4.82
Ankur Constructions Private Limited	375000	2.170	1350000	4.89
Somani Estates Private Limited	-	0	1750000	4.96
Veekay Apartments Private Limited	-	0	1750000	4.96
Manaswi Dugar	-	0	1750000	4.96
Suhasini Dugar	-	0	1700000	4.82
Vansikha Vishal Surana	-	0	4,25,000	1.21
Sanjay Babulal Surana	-	0	5,00,000	1.42
Vishal Surana	-	0	5,00,000	1.42
Sunita Sanjay Surana	-	0	5,00,000	1.42
Bee Kay Tarfab Udyog Private Limited	-	0	25,000	0.07
Punit Dugar	2,92,608	1.69	5,42,608	1.54
Umesh Parasmal Pagariya	3,35,497	1.94	5,85,497	1.66
Sushma Dugar	2,44,477	1.41	3,94,477	1.12
Arvind Kumar Dugar	1,80,725	1.05	3,30,725	0.94
Arvind Kumar Dugar Huf	1,35,935	0.79	2,85,935	0.81
Amrav Devi Choraria	1,35,935	0.79	2,85,935	0.81
Raj Umesh Pagariya	-	0.00	1,50,000	0.43
Sujata Umesh Pagariya	1,69,503	0.98	3,19,503	0.91
Tejal Raj Pagariya	1,69,849	0.98	3,19,849	0.91
Neel Umesh Pagariya	-	0.00	1,50,000	0.43
Jatan Investments	-	0.00	2,00,000	0.57

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



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Sr. No.	Name of the Proposed Allottees	Current Status	Post Status
1	Kusum Devi Dugar	Promoter Group	Promoter Group
2	Sheetal Dugar	Promoter Group	Promoter Group
3	Vinod Dugar	Promoter	Promoter
4	Yashaswi Dugar	Promoter Group	Promoter Group
5	Ankur Constructions Pvt Ltd.	Promoter Group	Promoter Group
6	Somani Estates Private Limited	Promoter Group	Promoter Group
7	Veekay Apartments Private Limited	Promoter Group	Promoter Group
8	Manaswi Dugar	Promoter Group	Promoter Group
9	Suhasini Dugar	Promoter Group	Promoter Group
10	Vansikha Vishal Surana	Non-Promoter	Non-Promoter
11	Sanjay Babulal Surana	Non-Promoter	Non-Promoter
12	Vishal Surana	Non-Promoter	Non-Promoter
13	Sunita Sanjay Surana	Non-Promoter	Non-Promoter
14	Bee Kay Tarfab Udyog Private Limited	Non-Promoter	Non-Promoter
15	Punit Dugar	Non-Promoter	Non-Promoter
16	Umesh Parasmal Pagariya	Non-Promoter	Non-Promoter
17	Sushma Dugar	Non-Promoter	Non-Promoter
18	Arvind Kumar Dugar	Non-Promoter	Non-Promoter
19	Arvind Kumar Dugar Huf	Non-Promoter	Non-Promoter
20	Amrav Devi Choraria	Non-Promoter	Non-Promoter
21	Raj Umesh Pagariya	Non-Promoter	Non-Promoter
22	Sujata Umesh Pagariya	Non-Promoter	Non-Promoter
23	Tejal Raj Pagariya	Non-Promoter	Non-Promoter
24	Neel Umesh Pagariya	Non-Promoter	Non-Promoter
25	Jatan Investments	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 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 not traded for a period more than 90 trading days, therefore, the Company will 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:



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Not Applicable

16. Lock-in period:

The Warrants allotted pursuant to this resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the 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 at where the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of 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 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.rdbrealty.com/>.

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

Not Applicable

21. Material terms of raising such securities

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

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

Conversion and other related matters:

- (i) The Warrant holder shall have the right to convert the 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 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 Warrant holder shall pay the Warrant exercise amount for the relevant Warrants 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



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equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.

- (iv) The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the 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 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.



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- 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 convertible warrants as specifically described in the resolutions set out at Item No. 4 of this Notice.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this EGM Notice. Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

The Board believes that the proposed issue of warrants is in the best interest of the Company and its Members and therefore recommends the item mentioned in Item No. 4 to be approved by a Special Resolution.

Information as per Section II of Part II of the Schedule V of the Companies Act, 2013:

I. General information:

1.	Nature of Industry	<p>The Company undertakes Real Estate projects in residential, commercial and retail sectors. Earlier it was a Wholly Owned Subsidiary of RDB Realty & Infrastructure Limited (<i>now called RDB Infrastructure and Power Limited</i>). However, pursuant to receipt of certified copy of final order on 19th July, 2024, as pronounced by the Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT), for sanctioning and confirming the Scheme of Arrangement between M/s RDB Realty & Infrastructure Limited ('Demerged Company') (<i>now called RDB Infrastructure and Power Limited</i>) and M/s RDB Real Estate Constructions Limited ('Resulting Company'), the Realty Division has been Demerged from the Demerged Company and transferred to the Resulting Company with effect from 01st October 2022, i.e., the Appointed Date, and further the said Scheme has become effective from 26th July 2024, i.e., the Effective Date.</p> <p>Furthermore, upon the Scheme becoming effective and with effect from the Appointed Date, the assets (properties, investments, rights, interest, etc.),</p>
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		<p>liabilities and duties, and legal proceedings/ suits/ appeals of the Demerged Company, relating to its Realty Business Undertaking has been transferred to the Resulting Company.</p> <p>Furthermore, RDB Real Estate Constructions Limited got Listed on BSE Limited with effect from 30.01.2025 and on Calcutta Stock Exchange Limited from 11.02.2025.</p>	
2.	Date or expected date of commencement of commercial production	July, 2018	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4.	The financial performance of the Company during the preceding three financial years is as under:		
Rs. In Lakhs			
Particulars	2023-24*	2022-23*	2021-22
Total Income	5075.17	6887.14	11.64
Total Expense	784.73	3951.35	1.02
Profit/(Loss) Before Interest and Depreciation	4290.44	2935.79	10.62
Less: Interest	1874.51	1250.93	-
Less: Depreciation & Amortization	600.68	12.58	-
Profit/(Loss) Before Tax	1815.25	1672.28	10.62
Add/Less: Provisions for current & deferred tax	22.60	265.80	2.85
Profit After Tax	1792.65	1406.48	7.77
Add: Other Comprehensive Income	20.84	20.19	-
Total Comprehensive Income	1813.49	1426.66	7.77
5.	Foreign investments or collaborations, if any.	NIL	

*Pursuant to the sanction of Scheme of Arrangement for Demerger between RDB Realty & Infrastructure Limited (now called as RDB Infrastructure and Power Limited) and M/s RDB Real Estate Constructions Limited, with appointed date being 01st October, 2022 and which became effective from 26th July, 2024, the aforesaid audited figures have been restated in accordance with the accounting treatment mentioned in the Scheme.

Information about the appointee:

SL. No	Particulars	Mrs. Neera Chakravarty
1.	Background details	Mrs. Neera Chakravarty has 38 years of experience in Banking Industry. Before retirement from Indian Bank as DGM on 31.03.2019, She has held various responsible positions in the bank. She has vast experience in administrative roles/ formalizing operational matters/control and supervision and risk management.



RDB REAL ESTATE CONSTRUCTIONS LIMITED

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 ● CIN NO. : L70200WB2018PLC227169
 PHONE : +91 33 4450 0500 ● E-MAIL : secretarial@rdbrealty.com ● Web : www.rdbrealty.com

2.	Past remuneration	N.A.
3.	Recognition or awards.	None
4.	Job profile and suitability	Administrative roles/ formalizing operational matters/ control and supervision and risk management.
5.	Remuneration proposed	As set out in the Explanatory Statement under section 102 of the Companies Act, 2013 and detailed in the agreement dated 31 st January, 2025.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of his origin)	The said remuneration is commensurate with the size and nature of business of the Company and also with the functions and responsibilities entrusted upon her.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mrs. Neera Chakravarty is the Whole-time Director of the Company. As on date of this notice, she does not hold any shares of the Company. She is not entitled to any other emoluments from the Company apart from the remuneration as agreed upon. Further, Mrs. Neera Chakravarty is not related to any of the Managerial Personnel of the Company.

III. Other information:

<u>SL. No.</u>	<u>Particulars</u>	<u>Remarks</u>
1.	Reasons of loss or inadequate profits	Not Applicable
2.	Steps taken or proposed to be taken for improvement	The Company is taking adequate measures to cut costs and also adapt to the changing legislations, thereby improving its profitability.
3.	Expected increase in productivity and profits in measurable terms	The Company expects substantial increase in the profit from real estate activities in the upcoming years.

DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE EXTRA-ORDINARY GENERAL MEETING



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(Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings))

Name of Director	Mrs. Neera Chakravarty (DIN: 09096844)
Date of Birth	29/03/1959
Brief Profile	Mrs. Neera Chakravarty has 38 years of experience in Banking Industry. Before retirement from Indian Bank as DGM on 31.03.2019, She has held various responsible positions in the bank. She is a Post Graduate, and also received CAIIB from IIBF, Diploma in Information and System Management, Diploma in Computer Programming and Application She has vast experience in administrative roles/ formalizing operational matters/control and supervision and risk management.
Listed entities from which the person has resigned in the past three years	RDB Infrastructure and Power Limited (<i>Formally Known as RDB Realty & Infrastructure Limited</i>)
Nationality	Indian
Relationship with other Directors inter se	None
Date of first appointment on the Board	31.01.2025
Qualification	Post Graduate, CAIIB from IIBF, Diploma in Information and System Management, Diploma in Computer Programming and Application
Terms and Conditions for Appointment	As set out in the Explanatory Statement to item no. 1&2
Expertise in specific functional area	Administrative roles/formalizing operational matters/control and supervision and risk management
No. of Board Meetings attended during the FY – 2024-25	Three
No. of equity shares held in the Company	NIL



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List of other companies in which Directorships held	Supermall Online Private Limited
Committee positions held in RDB Real Estate Constructions Limited	Committee of Board - Member
Committee positions held in other Companies	Nil
Details of remuneration sought to be paid and the Remuneration last drawn	As set out in the Explanatory Statement to item no. 1&2