



# Sumit Bajaj & Associates

(Practising Company Secretaries)

Office Address: Office No.401, Surya Kiran Building, K.G. Marg, New Delhi-110001

Email Id: [csumitbajaj@gmail.com](mailto:csumitbajaj@gmail.com), Tel: +919910613098

Registration No. S2019DE677200, Peer Review No. 2885/2023

## Annexure IV

The Chief General Manager  
Listing Operation,  
BSE Limited,  
20<sup>th</sup> Floor, P. J.Towers,  
Dalal Street,  
Mumbai - 400 001.

The Company Secretary  
Listing Department  
Calcutta Stock Exchange Limited,  
7, Lyons Range,  
Kolkata - 700 001.

Dear Sir,

**Subject: Application for "In-principle approval" prior to issue and allotment of 1,79,80,000 Share Warrants on Preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

We, Sumit Bajaj & Associates, (Practicing Company Secretary), have verified the relevant records and documents of RDB Real Estate Constructions Limited with respect to the proposed Preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- None of the proposed allottee(s) has/ have sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. Further, where the proposed allottee(s) is/ are Promoter and/ or Promoter Group entity, then none of the Promoters and/ or Promoter Group entities has/ have sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.
- Below mentioned allottees does not hold any Equity Shares of the issuer for a period starting from the Relevant Date till the date of Preferential allotment are as follows:

Name of the allottees	No. of Share Warrants to be allotted
Somani Estate Private Limited	17,50,000
Veekay Apartment Private Limited	17,50,000
Manaswi Dugar	17,50,000
Suhasini Dugar	17,00,000
Vansikha Vishal Surana	4,25,000
Sanjay Babulal Surana	5,00,000
Vishal Sanjay Surana	5,00,000
Sunita Sanjay Surana	5,00,000
Bee Kay Tarfab Udyog Private Limited	25,000
Raj Umesh Pagariya	1,50,000
Neel Umesh Pagariya	1,50,000
Jatan Investments	2,00,000
<b>Total</b>	<b>94,00,000</b>



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- c) The pre-preferential shareholding of each of proposed allottee(s) has been locked-in in accordance with Regulation 167 (6) of the SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from the Relevant Date i.e., 27<sup>th</sup> February, 2025 till the date of lock-in. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details		Pledge d with	Pledge end date
			From	To		
Kusum Devi Dugar	IN301629	5,000	06-03-2025	31-07-2025	NA	NA
Sheetal Dugar	12016000	1639882	06-03-2025	31-07-2025	NA	NA
Vinod Dugar	12016000	2071523	06-03-2025	31-07-2025	NA	NA
Yashaswi Dugar	IN301629	55	06-03-2025	31-07-2025	NA	NA
Ankur Constructions Private Limited	IN301629	375000	06-03-2025	31-07-2025	NA	NA
Punit Dugar	12093400	2,92,608	06-03-2025	31-07-2025	NA	NA
Umesh Parasmal Pagariya	12093400	3,35,497	06-03-2025	31-07-2025	NA	NA
Sushma Dugar	12010900	2,44,477	06-03-2025	31-07-2025	NA	NA
Arvind Kumar Dugar	12093400	1,80,725	06-03-2025	31-07-2025	NA	NA
Arvind Kumar Dugar Huf	12093400	1,35,935	06-03-2025	31-07-2025	NA	NA
Amrav Devi Choraria	12093400	1,35,935	06-03-2025	31-07-2025	NA	NA
Sujata Umesh Pagariya	12093400	1,69,503	06-03-2025	31-07-2025	NA	NA
Tejal Raj Pagariya	12093400	1,69,849	06-03-2025	31-07-2025	NA	NA

(\*) client id/ folio no in case allottee hold the securities in physical form

- d) None of the proposed allottees belonging to Promoter(s) and/ or the Promoter Group is ineligible for allotment in terms of Regulations 159 of the SEBI (ICDR) Regulations, 2018.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of the Companies Act, 2013. Further, the Company has complied with all the legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- f) The proposed Preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the Company. It is further confirmed that for the proposed Preferential issue, the price of the Equity Shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.
- g) The total allotment to the allottee or allottees acting in concert in the present Preferential issue or in the same Financial Year i.e. 2024-25 is not less than 5% of the post issue fully diluted Share Capital of the issuer which is as follows:



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Sr. No.	Name of the Proposed Allottees	Post Issue Shareholding
1.	Kusum Devi Dugar	2.55
2.	Sheetal Dugar	5.19
3.	Vinod Dugar	3.97
4.	Yashaswi Dugar	4.82
5.	Ankur Constructions Private Limited	3.83
6.	Somani Estates Private Limited	4.96
7.	Veekay Apartments Private Limited	4.96
8.	Manaswi Dugar	4.96
9.	Suhasini Dugar	4.82
10.	Vansikha Vishal Surana	1.21
11.	Sanjay Babulal Surana	1.42
12.	Vishal Surana	1.42
13.	Sunita Sanjay Surana	1.42
14.	Bee Kay Tarfab Udyog Private Limited	0.07
15.	Punit Dugar	0.71
16.	Umesh Parasmal Pagariya	0.71
17.	Sushma Dugar	0.43
18.	Arvind Kumar Dugar	0.43
19.	Arvind Kumar Dugar Huf	0.43
20.	Amrav Devi Choraria	0.43
21.	Raj Umesh Pagariya	0.43
22.	Sujata Umesh Pagariya	0.43
23.	Tejal Raj Pagariya	0.43
24.	Neel Umesh Pagariya	0.43
25.	Jatan Investments	0.57

**For Sumit Bajaj & Associates**

**Sumit Bajaj**

**Membership No. 45042**

**C.O.P NO. 23948**

**Peer Review No. 2885/2023**

**UDIN: A045042F004069062**

**Date: 07.03.2025**

**Place: New Delhi**