RDB INFRASTRUCTURE AND POWER LIMITED

(FORMERLY KNOWN AS RDB REALTY & INFRASTRUCTURE LIMITED)

CHAIRMAN'S SPEECH
19TH ANNUAL GENERAL MEETING

(Thursday, 25th September, 2025)

Good morning, Ladies and Gentlemen,

I, Rajeev Kumar, Chairperson and Whole-Time Director of the Company, extend a very warm welcome to each one of you.

I trust you are all in good health and spirits. I request your cooperation and patience as we conduct this meeting, which I am confident will be a significant and successful event for all of us.

As per the confirmation from our Company Secretary, the required quorum is present. I therefore declare this meeting duly convened, properly constituted, and in order.

Allow me now to introduce the distinguished members of our Board and panelists present today:

1. Mr. Amit Kumar Goyal – Managing Director & CFO
2. Ms. Moumita Ghosh – Woman Independent Director
3. Mr. Sharad Kumar Bachhawat –Independent Director
4. Mr. Ashok Kumar Jain –Independent Director
5. Mr. Aman Sisodia – Company Secretary and Compliance Officer

We are also joined by the representatives of our Statutory Auditor, Internal Auditor, Cost Auditor, and Ms. Prachi Todi, Practicing Company Secretary, who is acting as Scrutinizer and Secretarial Auditor.

A Year of Strategic Transformation

The Financial Year 2024–25 has been a landmark year for your Company – a year defined by strategic transformation, operational resilience, and the creation of a robust platform for long-term growth.

Before I share the financial highlights, let me briefly set the broader context in which we have operated.

The Economic and Industry Landscape

India's economy continues to shine as a global bright spot. As per the Provisional Estimates released by the National Statistics Office (NSO), India's real GDP grew by 6.5% in FY 2024–25, reaffirming its position as one of the fastest-growing major economies worldwide.

Despite global uncertainties, India's resilience – supported by prudent fiscal management, bold reforms, and strong fundamentals – has placed our nation firmly on the path to becoming the world's fourth-largest economy.

The real estate and infrastructure sector, the third-largest contributor to India's GDP, is poised to account for over 13% by 2025 and is expected to reach a market size of $1 trillion by 2030. Large-scale investments in housing, urban infrastructure, highways, and energy are transforming the sector – and we are positioning ourselves at the frontline of this transformation.

Strategic Diversification into Power

One of the biggest milestones of the year was our entry into the Power sector. Recognizing India's rapidly growing energy needs and its national commitment to sustainability, we took a bold step forward by diversifying into clean energy and infrastructure.

This strategic decision was underscored by the renaming of our Company from RDB Realty & Infrastructure Limited to RDB Infrastructure and Power Limited.

This is not merely a change of name – it is a statement of intent. It reflects our vision to build future-ready infrastructure and invest in sustainable energy solutions that will power the India of tomorrow.

Corporate Action: Share Sub-Division

In order to enhance liquidity and widen participation, we undertook a sub-division of equity shares. Every 1 equity share of Rs. 10 has been sub-divided into 10 equity shares of Re. 1 each, fully paid-up.

This step has been taken to make our stock more accessible, attract more investors, and enable broader participation in the Company's growth journey.

Financial Performance: FY 2024–25

Our performance this year stands testimony to the strength of our strategy and the resilience of our operations.

- Total Profit surged to Rs. 568.22 Lakhs, up from Rs. 270.17 Lakhs in the previous year – a growth of over 110%.

- Revenue from Operations rose sharply to Rs. 11,347.73 Lakhs, compared to Rs. 6,784.05 Lakhs in FY 2023–24 – a growth of nearly 70%.

These exceptional results underline our ability to execute efficiently, manage prudently, and grow decisively, even in a dynamic environment.

Our Impact and Purpose

Beyond numbers, our true measure lies in the impact we create.

- Through our affordable and mid-income housing initiatives, we are directly contributing to the Government of India's "Housing for All" mission.

- Our infrastructure and energy projects are supporting national priorities of connectivity, urban growth, and sustainable power.

We are not just a business – we are a partner in India's progress.

Looking Ahead

With a stronger foundation and a renewed identity, our strategic priorities are clear:

- Strengthen our presence in the Infrastructure and Power sectors.
- Invest decisively in scalable and sustainable clean energy solutions.
- Drive operational efficiency and excellence in project delivery.
- Create enduring stakeholder value through disciplined growth and innovation.

A Note of Gratitude

To our shareholders – thank you for your trust and belief in our vision.

To our employees – your passion and commitment are the driving forces behind everything we achieve.

To my fellow Board Members – your wisdom and support have been invaluable in steering the Company through this transformative journey.

In Conclusion

The fact that our Company's valuation has multiplied in just one year is not only a testament to our robust strategy but also to our collective execution capability.

And yet, this is just the beginning. With a sharper vision, a renewed identity, and a determined team, we are poised to achieve even greater milestones.

Together, we will continue to push boundaries, embrace challenges, and deliver excellence, while shaping India's growth story and creating long-term value for all our stakeholders.

With these words, I now request the Company Secretary to proceed with the rest of the meeting.

(Company Secretary proceeded with the meeting)

I am reading out the subject matter of the resolutions proposed to be transacted at this meeting. The details and objectives of each resolution have already been provided in the Explanatory Statement attached with the notice. However, to assist you in making a well-informed decision, I will briefly explain the objective and implications of each resolution.

ORDINARY BUSINESS:

1st Agenda item is:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 and the report of the Board of Directors and the Statutory Auditors thereon

Now, I would like to take a moment to explain the objective and implications of the resolution we are about to discuss, so that all shareholders present have a clear understanding of the matter.

These financial statements reflect the overall performance of the Company during the year, including revenues, expenses, assets, and liabilities, and present a true and fair view of its financial position. The accompanying Board's Report and Auditor's Report also highlight key operational developments, compliance matters, and observations on the financial statements, if any.

Adoption of the audited accounts is a statutory requirement under the Companies Act, 2013, and an important step in maintaining transparency, accountability, and shareholder confidence. By passing this **Ordinary Resolution**, the shareholders formally place on record the financial performance of the Company for the year under review and acknowledge the reports of the Board and Auditors. With your approval, these financial statements will be adopted and taken on record.

2nd Agenda item is:

To approve the re-appointment of Mr. Amit Kumar Goyal (DIN: 05292585) as Director, liable to retire by rotation

Dear Shareholders, as per the requirements of the Act, one-third of the Directors are required to retire by rotation at each Annual General Meeting, and being eligible, Mr. Amit Kumar Goyal has offered himself for re-appointment.

He has been associated with the Company and has contributed his experience and guidance in the Board's deliberations. His continuation on the Board will ensure stability and strengthen governance. This resolution therefore seeks your approval for his re-appointment as a Director, liable to retire by rotation, through an **Ordinary Resolution**.

SPECIAL BUSINESS

3rd Agenda item is:

To consider and increase the borrowing limits prescribed under Section 180(1)(c) of the Companies Act, 2013

As per the provisions of the Act, the Board of Directors requires approval of the shareholders through a Special Resolution to borrow money beyond the aggregate of the paid-up share capital, free reserves, and securities premium of the Company. This resolution seeks to enhance the borrowing limits of the Company up to Rs. 170 Crores, in supersession of all earlier limits approved.

GOING TOGETHER
GROWING TOGETHER

The proposed increase in borrowing powers will provide the Company with greater financial flexibility to meet its business requirements, fund future growth opportunities, and ensure smooth operations. This step is being taken keeping in mind the long-term interests of the Company and its stakeholders. Accordingly, your approval is sought for passing this resolution as a **Special Resolution**.

<u>4th Agenda item is:</u>

To grant approval to give loan, provide guarantee or security in connection with a loan

This item of business seeks the approval of the shareholders to authorize the Company to grant loans, provide guarantees, or offer security in connection with loans to certain group and associate entities, as detailed in the notice.

It is to be noted that as an infrastructure company, the Company is exempt from the requirement of seeking shareholder approval under Section 186 of the Companies Act, 2013. However, as a good corporate governance practice and in the interest of transparency, the Company is voluntarily seeking your approval through this **Special Resolution**.

<u>5th Agenda item is:</u>

To approve the appointment of Secretarial Auditor of the Company

This item of business is to approve the appointment of Ms. Prachi Todi, Practicing Company Secretary, as the Secretarial Auditor of the Company for a term of five consecutive financial years starting from financial year 2025-26 to financial year 2029-30. As per Section 204 of the Companies Act, 2013, read with the applicable rules, and Regulation 24A of SEBI (LODR) Regulations, every listed company is required to get the Secretarial Audit done by a qualified professional. The Audit Committee and the Board have recommended her appointment for this purpose.

The role of the Secretarial Auditor is to provide an independent assurance on whether the Company has complied with applicable corporate laws, rules, and regulations, thereby strengthening transparency and governance. This **Ordinary Resolution** seeks your approval to formally appoint Ms. Prachi Todi as the Secretarial Auditor of the Company, on such remuneration as may be decided by the Board in consultation with the Audit Committee.

<u>6th Agenda item is:</u>

To ratify the remuneration of Cost Auditor of the Company

This agenda item is to ratify the remuneration of the Cost Auditor of the Company for the financial year ending 31st March, 2026. In accordance with Section 148 of the Companies Act, 2013, the Board has appointed M/s. Sohan Lal Jalan and Associates, Cost Accountants, to carry out the audit of the cost records of the Company, on the recommendation of the Audit Committee. The proposed remuneration for this assignment is Rs. 80,000 plus applicable taxes and reimbursement of out-of-pocket expenses, which now requires the ratification of shareholders.

GOING TOGETHER
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Cost Audit plays a significant role in verifying the accuracy of cost records, ensuring efficiency in operations, and providing assurance on compliance with applicable cost accounting standards. By approving this **Ordinary Resolution**, the shareholders will formally ratify the remuneration payable to the Cost Auditors and enable them to continue their work effectively for the benefit of the Company and its stakeholders.

I will now request the Company Secretary to moderate the Q & A session and call out the names of persons one by one who have registered themselves as speakers for the AGM for putting forth their queries and suggestions.

(The Company Secretary conducted the Q&A session, and all questions were duly answered by Mr. Amit Kumar Goyal, Managing Director & CFO.)

The Board has appointed Ms. Prachi Todi, Practicing Company Secretary as Scrutinizer to scrutinize the e-voting process.

Shareholders who have not casted their vote through remote e-voting can cast their votes through their screens which also contain the e-voting services facility to vote during the AGM and till 15 minutes post conclusion of the AGM.

The consolidated results will be announced within two working days from the conclusion of the meeting. The result will be placed on the Company's website along with the website of NSDL.

I thank all the shareholders for attending and co-operating in conducting the meeting through video conferencing.

I thank all the Directors and members of the management team who have joined the meeting. I wish everyone the best of health and safety in the year ahead.

I hereby declare the proceedings as closed. Thank you.