



RDB INFRASTRUCTURE AND POWER LIMITED

(formerly known as RDB Realty & Infrastructure Limited)

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 • CIN No. : L68100WB2006PLC110039
PHONE : +91 90384 40761 • E-MAIL : csrdbinfra@rdbindia.com • Web : www.rdbindia.com

Date: 01st September, 2025

To,
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street
Mumbai- 400 001

To,
The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range, Dalhousie
Kolkata- 700 001

Scrip Code: 533285

Scrip Code: 28393

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015- Approval for Incorporation and Subscription of Shares in the Naar Projects Private Limited ("Proposed Company")

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Board of Directors of the Company at its meeting held today i.e., on 01st September, 2025 has accorded its approval to incorporate Naar Projects Private Limited ("Proposed Company").

The disclosures as required Schedule III of the SEBI Listing Regulations, read with **SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155** dated 11th November, 2024 is attached herewith and marked as **Annexure 1**.

The meeting commenced at 04:00 P.M. and concluded at 04:12 P.M.

This is for your information and record.

Thanking You,

For RDB Infrastructure and Power Limited
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Aman Sisodia
Company Secretary & Compliance Officer

Encl: As above



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Annexure 1

Disclosure in terms of Regulation 30 of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024

Sr. No.	Details of events that need to be provided	Information of such event(s)
1	Name of the target entity, details in brief such as size, turnover etc.;	<p>Proposed Name: Naar Projects Private Limited or any other name as may be approved by the Central Registration Centre, Ministry of Corporate Affairs.</p> <p>Proposed Authorized Capital: Rs. 15,00,000/- (Rupees Fifteen Lakhs only) divided into 1,50,000 (One Lakh Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten only) each.</p> <p>Proposed Paid-up Capital: Rs. 1,00,000/- (Rupees One Lakh only) divided into 10,000 (Ten Thousand) equity shares of Rs. 10/- (Rupees Ten only) each.</p> <p>Turnover: Not applicable since the Company is yet to be incorporated.</p>
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	<p>The Proposed Company once incorporated will be related party of the RDB Infrastructure and Power Limited (<i>Formerly known as RDB Realty & Infrastructure Limited</i>).</p> <p>Promoter/Promoter group will be interested in the transaction. Subscription of shares will be on arm’s length price.</p>
3	Industry to which the entity being acquired belongs;	Real Estate
4	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The project tender terms mandated incorporation of a Special Purpose Vehicle (SPV) for implementation and execution of the project. Accordingly, <i>Naar Projects Private Limited</i> is being incorporated, in which the Company will acquire 26% equity shareholding, and it will be an associate Company.
5	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
6	Indicative time period for completion of the acquisition;	Not Applicable



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7	Consideration- whether cash consideration or share swap or any other form and details of the same;	Entire initial subscription to the share capital in cash.
8.	Cost of acquisition and/or the price at which the shares are acquired;	The Company will subscribe to 2,600 (Two Thousand Six Hundred) equity shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 26,000/- (Rupees Twenty-Six Thousand only).
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	The Company will hold 26% of equity shares in the Proposed Company.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Not applicable since the Company is yet to be incorporated.