



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: 29th August, 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: Outcome of Board Meeting and Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

This is to inform you that the Board of Directors of the Company at its Meeting held today i.e. 29th August, 2025, has inter alia, considered and approved the following:

1. Based on the recommendation of the Audit Committee, M/s. Sohan Lal Jalan and Associates, Cost Accountants, having Firm Registration Number 000521, is appointed as the Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026, subject to approval of members at the ensuing Annual General Meeting. Details as required pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 is enclosed herewith as **Annexure 1**.
2. With reference to our letter dated 27th November, 2024, the equity shares have been allotted upon conversion of 45,00,000 (Forty-Five Lakh) warrants out of 6,86,25,000¹ (Six Crore Eighty-Six Lakhs Twenty-Five Thousand) warrants into equivalent equity shares of face value of Re. 1/- (Rupee One only) each, to “Non-Promoters Category” on preferential basis, upon receipt of balance amount aggregating to Rs. 13,66,87,500/- (Rupees Thirteen Crore Sixty-Six Lakh Eighty-Seven Thousand Five Hundred only) at the rate of Rs. 40.5/- (Rupees Forty and Paise Fifty only) per warrant, being 75% of the issue price of the warrant, from the allottee pursuant to the exercise of their rights of conversion into equity shares in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The details of the allottees are enclosed herewith as **Annexure 2**.

Consequent to this conversion of warrants/allotment of equity shares, the issued and paid-up capital of the Company stands increased to Rs. 20,28,84,000/- (Rupees Twenty Crore Twenty-Eight Lakh Eighty-Four Thousand only) consisting of 20,28,84,000 (Twenty Crore Twenty-Eight Lakh Eighty-Four Thousand) equity shares of Re. 1/- (Rupee One only) each. The new equity shares so allotted, shall rank pari passu with the existing equity shares of the 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 3**.

¹ Company had undertaken a sub-division (split) of its equity shares, wherein 1 (one) equity share of face value of Rs. 10.00/- (Rupees Ten only) each, fully paid-up, was sub-divided into 10 (ten) equity shares of face value of Re. 1.00/- (Rupee One only) each, fully paid-up with effect from 28th February, 2025 i.e. record date for the said sub-division. Accordingly, the number of share warrants are increased and issue price of such warrants divided by 10 times.



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The same is also being made available on the website of the Company at www.rdbindia.com.

The meeting commenced at 05:15 P.M. and concluded at 05:28 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	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment of M/s. Sohan Lal Jalan and Associates, Cost Accountants as Cost Auditor of the Company.
2	Date of appointment/ re-appointment/cessation (as applicable) & term of appointment/ re-appointment	Appointed as a Cost Auditor of the Company for the Financial Year 2025-26.
3	Brief Profile (in case of appointment)	<p>M/s. Sohan Lal Jalan and Associates having more than 40 years of experience and encompasses a comprehensive range of financial, compliance, budgeting, taxations & statutory compliances and advisory services. Their key areas of expertise include internal, cost, and GST audits; statutory compliance (PF, ESI, TDS, GST, Excise); payroll and financial accounting; cost record maintenance; valuation under various laws; and corporate decision-making support.</p> <p>M/s. Sohan Lal Jalan and Associates also plays a pivotal role in resource and risk management, performance evaluation, enterprise governance, and sustainable development. Their services extend to project reporting, MIS installation and implementation, takeover of plant, Merger & Acquisition of companies being in Jute and Chemical Industries. In HNG Group introduced & implemented batch costing, Expansion cum Modernization Project, Pricing & Budgeting Control. They were the part of team which implemented Activity Based Costing (ABC Costing), Office TPM and Six Sigma Projects in Gounterman & Piper (India) Ltd. (M L Mittal Group Company) and professional consultancy. With a diverse client base across industries M/s. Sohan Lal Jalan and Associates also handles retainership, due diligence, stock audits, and corporate restructuring, reflecting a strong presence in both corporate and banking sectors.</p>
4	Disclosure of relationships between Directors (in case of appointment of a director)	Not Applicable



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Annexure 2

List of Allottees

Sr. No.	Name of Allottee(s)	Nos. of Warrants Allotted	Nos. of Warrants held before conversion	Nos. of Warrants applied for conversion	Amount (Rs.) Received being 75% of the issue price per warrant	No. of equity shares of face value of Re. 1/- each allotted, upon conversion	No of warrants pending for conversion
1.	Ebisu Global Opportunities Fund Limited	22,50,000	22,50,000	22,50,000	6,83,43,750	22,50,000	Nil
2.	Unico Global Opportunities Fund Limited	22,50,000	22,50,000	22,50,000	6,83,43,750	22,50,000	Nil
Total		45,00,000	45,00,000	45,00,000	13,66,87,500	45,00,000	Nil



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Sr. No.	Particulars	Description
1	Type of securities issued	Equity Shares pursuant to conversion of warrants.
2	Type of issuance	Preferential allotment
3	Total number of securities issued or the total amount for which the securities issued (approximately)	45,00,000 (Forty-Five Lakh) warrants converted into equivalent equity shares of the Company having face value of Re. 1/- (Rupee One only) each, ranking pari-passu with the existing equity shares of the Company, at a price of Rs. 40.5/- (Rupees Forty and Paise Fifty only) (including premium of Rs. 39.5/- (Rupees Thirty-Nine and Paise Fifty each) upon receipt of balance amount i.e., "Warrant Exercise Price" aggregating to Rs. Rs. 13,66,87,500/- (Rupees Thirteen Crore Sixty-Six Lakh Eighty-Seven Thousand Five Hundred only).
Additional information in case of preferential issue:		
i.	Name of the Investors	As per Annexure-I
ii.	Post allotment of securities – Outcome of the subscription, Issue price / allotted price (in case of convertibles), Number of investors	<ul style="list-style-type: none"> - Pursuant to present conversion, the issued, subscribed and paid-up Equity share capital of the Company stands increased to Rs. 20,28,84,000 (Rupees Twenty Crore Twenty-Eight Lakh Eighty-Four Thousand only) consisting of 20,28,84,000 (Twenty Crore Twenty-Eight Lakh Eighty-Four Thousand) Equity Shares of Re. 1/- (Rupee One only) each. - Issued price: Rs. 40.5/- (Rupees Forty and Paise Fifty only) (including premium of Rs. 39.5/- (Rupees Thirty-Nine and Paise Fifty each) - Warrants had been allotted on 27th November, 2024 carrying a right to subscribe one equity share per warrant on receipt of amount at the rate of Rs. 10.125/- (Rupees Ten and Paise One Hundred Twenty-Five only) per warrant (being 25% of the issue price per warrant). - Now, 45,00,000 (Forty-Five Lakh) Equity Shares have been allotted on receipt of balance amount at the rate of Rs. 30.375/- (Rupees Thirty and Paise Three Hundred Seventy-Five only) per warrant (being 75% of the issue price per warrant). - Number of allottees: 2
iii.	Issue Price/ allotted price (in case of conversions)	The Warrants are issued at Rs. 40.5/- each and warrant is convertible into one Equity Share of Re. 1/- each within period of 18 Months from the date of Allotment of Warrants. The Price has been arrived at in compliance of SEBI (ICDR) Regulations.



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iv.	In case of convertibles — intimation on conversion of securities or on lapse of the tenure of the instrument	Allotment of 45,00,000 (Forty-Five Lakh) equity shares having face value of Re. 1/- (Rupee One only) each, pursuant to conversion of 45,00,000 (Forty-Five Lakh) warrants.
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