



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: 25th February, 2026

To,
Listing Compliance Department
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

Subject: Outcome of Circular Resolution passed by the Board of Directors of the RDB Infrastructure and Power Limited on 25th February, 2026

Ref: Letter dated 27th November, 2024 w.r.t. allotment of 6,86,25,000¹ (Six Crore Eighty-Six Lakhs Twenty-Five Thousand) warrants convertible into equivalent equity shares on preferential basis to the Non-Promoter Category

Dear Sir/Madam,

This is in furtherance to our letter dated 27th November, 2024 and pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Board of Directors of the Company, by way of resolution passed through circulation, has considered and approved the allotment of equity shares upon conversion of 56,25,000 (Fifty 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. 17,08,59,375/- ((Rupees Seventeen Crore Eight Lakh Fifty-Nine Thousand Three Hundred Seventy-Five 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 I**.

Consequent to this conversion of warrants/allotment of equity shares, the issued and paid-up capital of the Company stands increased to Rs. 21,00,09,000/- (Rupees Twenty-One Crore Nine Thousand only) consisting of 21,00,09,000 (Twenty-One Crore Nine 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-II**.

¹Company 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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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



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Annexure-I

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.	M/s Sarwamangala Capital	56,25,000	56,25,000	56,25,000	17,08,59,375	56,25,000	Nil
Total		56,25,000	56,25,000	56,25,000	17,08,59,375	56,25,000	Nil



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Annexure-II

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.	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)	56,25,000 (Fifty-Six Lakhs Twenty-Five Thousand) 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. 17,08,59,375/- ((Rupees Seventeen Crore Eight Lakh Fifty-Nine Thousand Three Hundred Seventy-Five 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. 21,00,09,000/- (Rupees Twenty-One Crore Nine Thousand only) consisting of 21,00,09,000 (Twenty-One Crore Nine 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, 56,25,000 (Fifty-Six Lakhs Twenty-Five Thousand) 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: 1
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.
iv.	In case of convertibles intimation on conversion of securities or on lapse of the tenure of the instrument	Allotment of 56,25,000 (Fifty-Six Lakhs Twenty-Five Thousand) equity shares having face value of Re. 1/- (Rupee One only) each, pursuant to conversion of 56,25,000 (Fifty-Six Lakhs Twenty-Five Thousand) warrants.