NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the **Extra-Ordinary General Meeting** of the members of M/s. **RBM INFRACON LIMITED** will be held on Friday, the 21st March, 2025 at 11:00 A.M (IST), at The President A Boutique Hotel Chimanlal Girdharlal Rd, Opp. Municipal Market, Vasant Vihar, Navrangpura, Ahmedabad, Gujarat 380009 to transact following business.

Special Business:

1. TO CONSIDER AND APPROVE ISSUANCE AND ALLOTMENT OF UPTO 50,00,000 FULLY CONVERTIBLE EQUITY WARRANTS OF THE COMPANY IN ONE OR MORE TRANCHES BY WAY OF PREFERENTIAL BASIS.

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with NSE Limited (the "Stock Exchange") on which the equity shares of the Company having face value of Rs. 10 each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI') and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required, the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board of Directors of the company to create, issue, offer and allot upto 50,00,000 Fully Convertible Equity Warrants at issue price of Rs 580 per Convertible Equity Warrant including premium of Rs. 570/- per Convertible Equity Warrant aggregating upto Rs 2,90,00,00,000/- (Two Hundred and Ninety Crore only) or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, convertible into equivalent number of fully paid up equity share of the company of face value of Rs. 10/- (Rupees Ten Only) at an option of the proposed Allottees, within a maximum period of 18 months from the date of allotment of warrants to specified investors, on a preferential basis ("Preferential Issue"), and on such terms and conditions as may be determined by the Board, to the following persons ("Proposed Allottees Promoters and Non-Promoter/Public) as detailed below:

Sr. No.	Name of Proposed Allottee	No. of Equity Warrant proposed to be issued	Category
1.	JAYBAJRANG R MANI	18,00,000	Promoter & Promoter Group - Non-Institutional - Resident Individual
2.	MANI ADITYA JAY BAJRANG	5,00,000	Promoter Group - Non-Institutional - Resident Individual
3.	SEEMA MANI	5,00,000	Promoter Group - Non-Institutional - Resident

			Individual
4.	PAYAL MANI	1,00,000	Promoter Group - Non-Institutional - Resident Individual
5.	PALLAVI MANI	1,00,000	Promoter Group - Non-Institutional - Resident Individual
6.	TULSI PRASAD SHUKLA	1,500	Promoter Group - Non-Institutional - Resident Individual
7.	RANJAY KUMAR	1,000	Public - Non -Institutional - Resident Individual
8.	RAMNIWAS MISHRA	1,500	Public - Non -Institutional - Resident Individual
9.	SHIVA SHUKLA	1,000	Public - Non -Institutional - Resident Individual
10.	KESHAV SHUKLA	1,000	Public - Non -Institutional - Resident Individual
11.	JINANSHI CONSULTANCY PRIVATE LIMITED	2,72,000	Public - Non -Institutional - Body corporate
12.	SHRUTI SINGHVI	1,00,000	Public - Non -Institutional - Resident Individual
13.	VANDANA SINGHVI	1,00,000	Public - Non -Institutional - Resident Individual
14.	NANDASNA DIPEN JENTILAL	1,500	Public - Non -Institutional - Resident Individual
15.	NANDASANA BHAVESH J	1,500	Public - Non -Institutional - Resident Individual
16.	NANDASANA DIMPAL B	1,500	Public - Non -Institutional - Resident Individual
17.	KALARIYA MINABEN DHIRAJLAL	1,000	Public - Non -Institutional - Resident Individual
18.	GUPTA MANOJ	10,000	Public - Non -Institutional - Resident Individual
19.	KUNJIT MAHESHBHAI PATEL	5,00,000	Public - Non -Institutional - Resident Individual
20.	ROOPYAA TRADEBIZZ LIMITED	9,00,000	Public - Non -Institutional - Body corporate
21.	KINNARI MAHESHBHAI PATEL	1,00,000	Public - Non -Institutional - Resident Individual
22.	RENU GUDADHE	5,000	Public - Non -Institutional - Resident Individual
23.	PRIYAM SHAH	1,500	Public - Non -Institutional - Resident Individual
	TOTAL	**50,00,000**	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares/ warrant is Wednesday, February 19, 2025 ("Relevant Date") being the date 30 days prior to the date on which this resolution shall be considered to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Warrant convertible into Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a) Each Warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only). The Equity Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.

b) The proposed Equity Warrant allottees shall, on the date of allotment of Equity Warrants, pay An amount equivalent to atleast 25% of the warrant issue price shall be payable upfront along with the application and the balance 75% shall be payable by the Proposed Allottee on the exercise of option of conversion of the warrant(s).

c) The Proposed Allottee shall pay the consideration of Equity Warrants convertible into equity shares to the company from its respective bank account and in case of joint holders the consideration shall be paid from the bank account of person whose name appears first in the application.

d) The Equity Warrants proposed to be allotted and the Equity Shares proposed to be allotted pursuant to the conversion of these Equity Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.

e) The Convertible Equity Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

f) The Convertible Equity Warrants shall be allotted to the proposed allottee within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Convertible Equity Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

g) The Convertible Equity Warrant holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Equity Warrants on the payment of the specified consideration against each warrant.

h) In the event the Equity Warrant Holder(s) do not exercise Equity Warrants within the Equity Warrant Exercise Period (i.e 18 months from the date of allotment of Equity Warrants), the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.

i) The issue of Equity shares on account of exercise option by proposed allottee shall rank pari passu with the existing paid-up equity shares of the company.

j) The issue of Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

k) The Equity Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Equity Warrants.

l) The price determined above and the number of Equity Shares to be allotted on exercise of the Equity Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

m) The Equity Shares arising from the exercise of the Equity Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the company, be and are hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any. modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants convertible into equity shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT any Board of Directors of the company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution”

2. To Appoint Joint Statutory Auditor of the Company:

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution for appointment of M/s. Patel & Jain, Chartered Accountants as the joint Statutory Auditor of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Patel & Jain, Chartered Accountants (ICAI Firm Registration No. 129797W) be appointed as the Joint Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting (AGM) of the company subject to the approval of members at the Extra Ordinary General Meeting (EGM) for the Financial Year 2024-25.”

Date: 24-02-2025
Place: Ahmedabad

By order of the Board,
RBM INFRACON LIMITED

Sd/-
JAYBAJRANG RAMAISHISH MANI
CHAIRMAN CUM MANAGING DIRECTOR
DIN: 03417579

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on poll to vote instead of himself/ herself and the proxy need not be a member of the company.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

3. Explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the details relating to the special business to be transacted at the Extra-Ordinary General Meeting is annexed to this Notice.

4. Pursuant to the provision of Section 91 of the Companies Act, 2013, the Company has fixed Friday, 14th February, 2025 as the Record Date (i.e. cutoff date) for taking records of the Members of the Company for the purpose of Extra-Ordinary General Meeting.

5. All documents referred to in accompanying Notice and Statement pursuant to section 102 shall be open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 AM to 3:00 PM up to the date of conclusion of EGM.

6. Members/Proxies should bring the attendance slip duly filled in and signed for attending the EGM. Duplicate attendance slip will not be provided at the hall.

7. As per regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the brief profile of the Directors including those proposed to be re-appointed is annexed to this Notice.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their DEMAT account.

9. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary of the Company, ten days in advance of the meeting so as to enable the Management to have the information ready at the meeting.

10. Members can inspect the register of Director and Key Managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 during the course of the EGM at the venue.

11. All transfer deeds, requests for change of address, bank particulars/mandates/ECS mandates, PAN in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.

12. In the case of the joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

13. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant (s).

14. In terms of section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of EGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail IDs with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. Further in consonance with the MCA Circulars and the SEBI Circular dated May 12, 2020, in view of COVID-19 pandemic, the Notice of EGM is being sent only through electronic mode to all the Shareholders. The Notice of EGM will also be displayed on Company's website www.rbminfracon.com and on the website of National Stock Exchange of India (NSE) www.nseindia.com. As per the green initiative taken by Ministry of Corporate Affairs, all the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants to serve them documents/all communications including Annual Reports, Notices, Circulars etc. in electronic form.

15. E- VOTING PROCESS:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in pursuance to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 your Company is pleased to provide members facility to exercise their right to vote at the Extra-Ordinary General Meeting by electronic means and business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).It is hereby clarified that it is not mandatory for a member to vote using the E-voting facility and a member may avail of the facility at his/her discretions, subject to compliance with the instruction for E-Voting given below. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company may order a poll on his own motion in terms of Section 109 of the Companies Act, 2013 for the businesses specified in the accompanying notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
The Notice of the Extra-Ordinary General Meeting (EGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link www.evoting.nsdl.com or info@rbminfracon.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins **at 9.00 a.m. on Tuesday, 18th March 2025 and ends at 5:00 p.m. on Thursday, 20th March 2025**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e**. Friday, 14th March, 2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the

Company as on the cut-off date, being **Friday, 14th March, 2025**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-**

	Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.inor call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number ***** followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
    a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
    b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

    c) How to retrieve your 'initial password'?
        (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
        (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
    a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
    b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
    c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csabprofessional@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.infor procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for members for E-voting on the day of the EGM are as under:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for

remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through poll paper in the EGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

Date: 24-02-2025
Place: AHMEDABAD

By order of the Board,
RBM INFRACON LIMITED

Sd/-
JAYBAJRANG RAMAISHISH MANI
CHAIRMAN CUM MANAGING DIRECTOR
DIN: 03417579

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings)

ITEM NO. 1: TO ISSUE AND ALLOTMENT OF UP TO 50,00,000 FULLY CONVERTIBLE EQUITY WARRANTS OF THE COMPANY IN ONE OR MORE TRANCHES BY WAY OF PREFERENTIAL BASIS

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") a.nd the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue of 50,00,000 Fully Convertible Equity Warrants by way of preferential basis to allottees ("Proposed Allottees") at an issue price of Rs. 580/- per warrant ("Issue Price") or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations.

It may be noted that;
1. All equity shares of the Company are already made fully paid up as on date.
2. The current holding of Proposed Allottees in the Paid-up equity share capital of the Company is as follows:

Sr. No.	Name of Proposed Allottee	Category	No. of Equity Shares already Held	% of equity shares held by proposed allottee	Ultimate Beneficial Owner
1.	JAYBAJRANG R MANI	Promoter & Promoter Group - Non-Institutional - Resident Individual	6006000	59.45%	Not Applicable
2.	MANI ADITYA JAY BAJRANG	Promoter Group - Non-Institutional - Resident Individual	100	0.00%	Not Applicable
3.	SEEMA MANI	Promoter Group - Non-Institutional - Resident Individual	109400	1.08%	Not Applicable
4.	PAYAL MANI	Promoter Group - Non-Institutional - Resident Individual	-	-	Not Applicable
5.	PALLAVI MANI	Promoter Group - Non-Institutional - Resident Individual	-	-	Not Applicable
6.	TULSI PRASAD SHUKLA	Promoter Group - Non-Institutional - Resident Individual	100	0.00%	Not Applicable

7.	RANJAY KUMAR	Public - Non - Institutional - Resident Individual	-	-	Not Applicable
8.	RAMNIWAS MISHRA	Public - Non - Institutional - Resident Individual	-	-	Not Applicable
9.	SHIVA SHUKLA	Public - Non - Institutional - Resident Individual	-	-	Not Applicable
10.	KESHAV SHUKLA	Public - Non - Institutional - Resident Individual	-	-	Not Applicable
11.	JINANSHI CONSULTANCY PRIVATE LIMITED	Public - Non - Institutional - Body corporate	-	-	Anandraj P Chhajer Shruti Singhvi
12.	SHRUTI SINGHVI	Public - Non - Institutional - Resident Individual	-	-	Not Applicable
13.	VANDANA SINGHVI	Public - Non - Institutional - Resident Individual	-	-	Not Applicable
14.	NANDASNA DIPEN JENTILAL	Public - Non - Institutional - Resident Individual	-	-	Not Applicable
15.	NANDASANA BHAVESH J	Public - Non - Institutional - Resident Individual	-	-	Not Applicable
16.	NANDASANA DIMPAL B	Public - Non - Institutional - Resident Individual	400	0.00%	Not Applicable
17.	KALARIYA MINABEN DHIRAJLAL	Public - Non - Institutional - Resident Individual	-	-	Not Applicable
18.	GUPTA MANOJ	Public - Non - Institutional - Resident Individual	-	-	Not Applicable
19.	KUNJIT MAHESHBHAI PATEL	Public - Non - Institutional -	-	-	Not Applicable

		Resident Individual			
20.	ROOPYAA TRADEBIZZ LIMITED	Public - Non Institutional - Body corporate	-	-	KUNJIT MAHESHBHAI PATEL DEVANG VASANTBHAI DHANANI DEVANGIBEN P UPADHYAY MAHESHBHAI APABHAI PATEL AMIT GAUTAMBHAI UPADHYAY PARAGI PIYUSH MEKHIA KUSHANG SURENDRAKUMAR THAKKAR KANAIYALAL HARISHANKAR MEHTA
21.	KINNARI MAHESHBHAI PATEL	Public - Non Institutional - Resident Individual	-	-	Not Applicable
22.	RENU GUDADHE	Public - Non Institutional - Resident Individual	-	-	Not Applicable
23.	PRIYAM SHAH	Public - Non Institutional - Resident Individual	-	-	Not Applicable

Note: The current holding of proposed allottees disclosed above is based on the Benpose as on 14th February, 2025.

The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

The Company has obtained the Permanent Account Numbers of the proposed allottees. In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of the aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Warrants are as under:

1. **Particulars of the Preferential Issue including date of passing of Board resolution:**

The Board of Directors at their meeting held on Wednesday, 19th February 2025, subject to the approval of the Members in the EGM and such other approvals as may be required, approved the issuance of upto 50,00,000 Convertible Equity Warrants at issue price of Rs. 580/- per Equity Warrant, aggregating upto Rs 2,90,00,00,000/- (Two Hundred and Ninety Crore only) or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations for cash consideration to a selected group of persons on a preferential basis.

2. **Kinds of securities offered and the price at which security is being offered and aggregate amount proposed to be raised:**

Upto 50,00,000 Fully Convertible Equity Warrants at an issue price of Rs 580/- per Equity Warrant, upto Rs 2,90,00,00,000/- (Two Hundred and Ninety Crore only).

3. **Objects of the Preferential Issue:**

The proceeds of the Preferential Issue will be utilized for the below mentioned purposes (not necessarily in the same order):
i. To fund long term capital requirements for Explore new opportunities;
ii. To meet working capital requirement and;
iii. To meet General Corporate Purpose.

4. **The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made under the category of Promoters and Promoter group and Non-promoters/Public on Preferential basis

5. **Maximum number of specified securities to be issued:**

50,00,000 Fully Convertible Equity Warrants to be issued.

6. **Relevant Date:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is Wednesday, February 19, 2025, being the date 30 days prior to the date of EGM.

7. **Basis on which the price has been arrived at and justification for the price (including premium, if any):**

The equity shares of the company are listed on stock exchange (NSE Limited) and are frequently traded in accordance with regulation 164 of the ICDR Regulations and NSE being the Stock Exchange with highest trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations The floor price of Rs.335/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Warrants and it is higher of the following:

a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 576.75/- per share

b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 380.20/- per share

c. The price determined by the valuation report dated February 19, 2025 issued by CS Abhishek Chhajed, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674): Rs. 576.75/- per share.

The Board proposes to issue the warrant at a price of Rs. 580/- per warrant, which is not less than the above floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

The Link of valuation reports link is https://drive.google.com/file/d/19ytgd5Twiaq46ywJQeEPHKvFrVUmmraS/view?usp=sharing

8. **The intent of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

Promoters of the issuer intends to subscribe to the Offer. Further as on the date of this notice the promoters or directors intent to contribute for the furtherance of the objects. Jaybajrang R Mani, Mani Aditya Jay Bajrang, Seema Mani, Payal Mani, Pallavi Mani, Tulsi Prasad Shukla being part of Promoter and promoter group is going to subscribe the offer and consideration will provided by them in cash.

9. **Pre and Post Preferential issue Shareholding pattern of the Company:**

The Equity Warrants are proposed to be allotted to the Promoters and Non-promoters/Public. Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue, are as under:

Category of Investor	**Pre-Issue Equity Shares**		**Post Issue Equity Shares**	
	Total No. of Shares	**% Of Total Shares**	**Total No. of Shares**	**% of Total Shares**
Promoters and Promoter Group Holding				
Indian Promoters/Promoter Group				
Individuals / HUF	61,15,800	60.53	91,17,300	60.37
Bodies Corporate	-	-	-	
Sub Total	61,15,800	60.53	91,17,300	60.37
Foreign Promoters/Promoter Group	-	-	-	
Total Shareholding of Promoter and Promoter Group	**61,15,800**	**60.53**	**91,17,300**	**60.37**
Non-Promoters shareholding				
Institutions	-	-	-	-

Mutual Funds	-	-	-	-
Alternate Investment Funds	20,400	0.20	20,400	0.14
Insurance Companies	-	-	-	-
Foreign Portfolio Investors Category I	16,000	0.16	16,000	0.11
Sub Total	**36,400**	**0.36**	**36,400**	**0.24**
Non- Institutions				
Bodies Corporate and LLP	3,85,600	3.82	15,57,600	10.31
Resident Indian	-	-	-	-
Overseas	-	-	-	-
Resident Individuals	29,82,200	29.52	38,08,700	25.22
Resident Ordinary	-	-		
HUF/Firms	1,66,800	1.65	1,66,800	1.10
Trusts	200	0.00	200	0.00
NRIs	4,16,000	4.12	4,16,000	2.75
Sub Total	**39,50,800**	**39.11**	**59,49,300**	**39.39**
Total Non-promoters Shareholding	**39,87,200**	**39.47**	**59,85,700**	**39.63**
GRAND TOTAL	**1,01,03,000**	**100.00**	**1,51,03,000**	**100.00**

Note:

1) The Pre Issue Shareholding Pattern is based on Benpos as on Friday, 14th February, 2025.
2) *The post-issue shareholding as shown above is calculated assuming full exercise of equity and warrants and consequent allotment of the equity shares of the Company
3) The post issue shareholding pattern, in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the 50,00,000 Fully Convertible Equity Warrants which gets converts into Equity Shares. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.
4) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
5) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Warrants of the Company.

10. Time frame within which the Preferential Issue shall be completed:

As prescribed under the SEBI ICDR Regulations, 2018 the Equity Warrant convertible into equity shares shall be allotted by the Company within a period of 15 days from the date of passing of this Special Resolution, provided that where the allotment of the proposed Equity warrants convertible into equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

11. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue and Identity of the natural persons who are the ultimate beneficial owners of the Equity Warrants proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No.	Proposed Allottee	Category	Ultimate Beneficial Owners	No of Warrants issued	*Post Preferential shares that may be held by proposed allottees	Post Issue % of shares that may be held by proposed allottees	Holding	
							Pre-Preferential	*Post-Preferential
1.	JAYBAJRANG R MANI	Promoter & Promoter Group - Non-Institutional - Resident Individual	Not Applicable	18,00,000	78,06,000	51.69	6006000	78,06,000
2.	MANI ADITYA JAY BAJRANG	Promoter Group - Non-Institutional - Resident Individual	Not Applicable	5,00,000	5,00,100	3.31	100	5,00,100
3.	SEEMA MANI	Promoter Group - Non-Institutional - Resident Individual	Not Applicable	5,00,000	6,09,400	4.03	109400	6,09,400
4.	PAYAL MANI	Promoter Group - Non-Institutional - Resident Individual	Not Applicable	1,00,000	1,00,000	0.66	0	1,00,000
5.	PALLAVI MANI	Promoter Group - Non-Institutional - Resident	Not Applicable	1,00,000	1,00,000	0.66	0	1,00,000

		Individual						
6.	TULSI PRASAD SHUKLA	Promoter Group - Non-Institutional - Resident Individual	Not Applicable	1,500	1,600	0.01	100	1,600
7.	RANJAY KUMAR	Public - Non - Institutional - Resident Individual	Not Applicable	1,000	1,000	0.01	0	1,000
8.	RAMNIWAS MISHRA	Public - Non - Institutional - Resident Individual	Not Applicable	1,500	1,500	0.01	0	1,500
9.	SHIVA SHUKLA	Public - Non - Institutional - Resident Individual	Not Applicable	1,000	1,000	0.01	0	1,000
10.	KESHAV SHUKLA	Public - Non - Institutional - Resident Individual	Not Applicable	1,000	1,000	0.01	0	1,000
11.	JINANSHI CONSULTANCY PRIVATE LIMITED	Public - Non - Institutional - Body corporate	ANANDRAJ P CHHAJER SHRUTI SINGHVI	2,72,000	2,72,000	1.80	0	2,72,000
12.	SHRUTI SINGHVI	Public - Non - Institutional - Resident Individual	Not Applicable	1,00,000	1,00,000	0.66	0	1,00,000
13.	VANDANA SINGHVI	Public - Non - Institutional - Resident Individual	Not Applicable	1,00,000	1,00,000	0.66	0	1,00,000
14.	NANDASNA DIPEN	Public - Non -	Not Applicable	1,500	1,500	0.01	0	1,500

	JENTILAL	Institutional - Resident Individual						
15.	NANDASANA BHAVESH J	Public - Non - Institutional - Resident Individual	Not Applicable	1,500	1,500	0.01	0	1,500
16.	NANDASANA DIMPAL B	Public - Non - Institutional - Resident Individual	Not Applicable	1,500	1,900	0.01	400	1,900
17.	KALARIYA MINABEN DHIRAJLAL	Public - Non - Institutional - Resident Individual	Not Applicable	1,000	1,000	0.01	0	1,000
18.	GUPTA MANOJ	Public - Non - Institutional - Resident Individual	Not Applicable	10,000	10,000	0.07	0	10,000
19.	KUNJIT MAHESHBHAI PATEL	Public - Non - Institutional - Resident Individual	Not Applicable	5,00,000	5,00,000	3.31	0	5,00,000
20.	ROOPYAA TRADEBIZZ LIMITED	Public - Non - Institutional - Body corporate	KUNJIT MAHESHBHAI PATEL DEVANG VASANTBHAI DHANANI DEVANGIBEN P UPADHYAY MAHESHBHAI APABHAI PATEL AMIT GAUTAMBHAI UPADHYAY PARAGI PIYUSH	9,00,000	9,00,000	5.96	0	9,00,000

			MEKHIA KUSHANG SURENDRAKUMAR THAKKAR KANAIYALAL HARISHANKAR MEHTA					
21.	KINNARI MAHESHBHAI PATEL	Public - Non - Institutional - Resident Individual	Not Applicable	1,00,000	1,00,000	0.66	0	1,00,000
22.	RENU GUDADHE	Public - Non - Institutional - Resident Individual	Not Applicable	5,000	5000	0.03	0	5000
23.	PRIYAM SHAH	Public - Non - Institutional - Resident Individual	Not Applicable	1,500	1500	0.01	0	1500

*The post-issue shareholding as shown above is calculated assuming full exercise of equity and warrants and consequent allotment of the equity shares of the Company

12. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

    The allotment is proposed to be made for consideration in cash.

13. **Intimation on conversion of securities or on lapse of the tenure of the instrument:**

    50,00,000 Convertible Equity Warrants would be allotted only upon payment of 25% of the price of Equity warrant at the time of allotment. Each Equity warrant is convertible into 1 Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment, in one or more tranches, as the case may be and on such other terms and conditions as applicable. Option for conversion of warrants will be available upon payment of full price of warrant before such exercise of option.

14. **Change in Control, if any, in the Company consequent to the preferential issue:**

    There shall be no change in the management or control of the Company pursuant to the issue of Equity warrants on preferential basis.

15. **Lock-in Period:**

    The pre-preferential holding of the Proposed allottees who the existing shareholders of the company are also shall be locked-in for such period as specified under Regulations 167 and 168 and other applicable regulations of SEBI ICDR Regulations.

Further the Equity Warrants and the Equity Shares allotted on account of exercise of option by the warrant holder shall be locked for such period as specified under Regulation 167, 168 and other applicable regulations of SEBI ICDR Regulations.

16. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of the number of securities as well as price:

During the Current Financial year starting from 01st April, 2024, the company has not made any allotment.

17. Material terms of raising such warrants:

As mentioned in the proposed resolution.

18. Undertakings:

a) Every Director and Promoter of the company has individually given an undertaking declaring that none of them is declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations therefore disclosures specified in Schedule VI is not required to given.

b) Every Directors and Promoter of the company has individually given an undertaking declaring that none of them is declared as a fugitive economic offender as defined under the SEBI ICDR Regulations.

c) In the event the price of the securities determined in accordance with the provisions of SEBI ICDR Regulations is different from the price determined by the company, the issue price shall be re-computed in terms of the provision of the SEBI ICDR Regulation.

d) That if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

19. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non- promoter

Sr. No.	Name	Warrants to be Issued	Current Status	Proposed Status
1.	JAYBAJRANG R MANI	18,00,000	Promoter & Promoter Group - Non-Institutional - Resident Individual	Promoter & Promoter Group - Non-Institutional - Resident Individual
2.	MANI ADITYA JAY BAJRANG	5,00,000	Promoter Group - Non-Institutional - Resident Individual	Promoter Group - Non-Institutional - Resident Individual
3.	SEEMA MANI	5,00,000	Promoter Group - Non-Institutional - Resident Individual	Promoter Group - Non-Institutional - Resident Individual
4.	PAYAL MANI	1,00,000	Promoter Group - Non-Institutional - Resident Individual	Promoter Group - Non-Institutional - Resident Individual
5.	PALLAVI MANI	1,00,000	Promoter Group - Non-	Promoter Group - Non-

			Institutional - Resident Individual	Institutional - Resident Individual
6.	TULSI PRASAD SHUKLA	1,500	Promoter Group - Non-Institutional - Resident Individual	Promoter Group - Non-Institutional - Resident Individual
7.	RANJAY KUMAR	1,000	Public - Non -Institutional - Resident Individual	Public - Non -Institutional - Resident Individual
8.	RAMNIWAS MISHRA	1,500	Public - Non -Institutional - Resident Individual	Public - Non -Institutional - Resident Individual
9.	SHIVA SHUKLA	1,000	Public - Non -Institutional - Resident Individual	Public - Non -Institutional - Resident Individual
10.	KESHAV SHUKLA	1,000	Public - Non -Institutional - Resident Individual	Public - Non -Institutional - Resident Individual
11.	JINANSHI CONSULTANCY PRIVATE LIMITED	2,72,000	Public - Non -Institutional - Body corporate	Public - Non -Institutional - Body corporate
12.	SHRUTI SINGHVI	1,00,000	Public - Non -Institutional - Resident Individual	Public - Non -Institutional - Resident Individual
13.	VANDANA SINGHVI	1,00,000	Public - Non -Institutional - Resident Individual	Public - Non -Institutional - Resident Individual
14.	NANDASNA DIPEN JENTILAL	1,500	Public - Non -Institutional - Resident Individual	Public - Non -Institutional - Resident Individual
15.	NANDASANA BHAVESH J	1,500	Public - Non -Institutional - Resident Individual	Public - Non -Institutional - Resident Individual
16.	NANDASANA DIMPAL B	1,500	Public - Non -Institutional - Resident Individual	Public - Non -Institutional - Resident Individual
17.	KALARIYA MINABEN DHIRAJLAL	1,000	Public - Non -Institutional - Resident Individual	Public - Non -Institutional - Resident Individual
18.	GUPTA MANOJ	10,000	Public - Non -Institutional - Resident Individual	Public - Non -Institutional - Resident Individual
19.	KUNJIT MAHESHBHAI PATEL	5,00,000	Public - Non -Institutional - Resident Individual	Public - Non -Institutional - Resident Individual
20.	ROOPYAA TRADEBIZZ LIMITED	9,00,000	Public - Non -Institutional - Body corporate	Public - Non -Institutional - Body corporate
21.	KINNARI MAHESHBHAI PATEL	1,00,000	Public - Non -Institutional - Resident Individual	Public - Non -Institutional - Resident Individual
22.	RENU GUDADHE	5,000	Public - Non -Institutional - Resident Individual	Public - Non -Institutional - Resident Individual
23.	PRIYAM SHAH	1,500	Public - Non -Institutional - Resident Individual	Public - Non -Institutional - Resident Individual

20. Certificate from Practising Company Secretary:

The certificate from M/s. SCS AND CO. LLP, Practicing Company Secretary (Membership No.11334/COP:15131) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link https://drive.google.com/file/d/1wxRtXuGB8d-RbD6kmnabl2VqX3k8mJgY/view?usp=drive_link

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during office hours on all working days between 11:00 A.M to 03:00 P.M up to the date of conclusion of EGM .

ITEM NO. 2: APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY

The Board of directors of the company at the Board Meeting held on February 19, 2025, based on the recommendation and approval of the audit committee has approved to appoint **M/S. PATEL JAIN & ASSOCIATES** Chartered Accountants, having (Firm's Registration No: 129797W) as the Joint Statutory Auditors of the Company to hold office till the conclusion of the next Annual General Meeting (AGM) of the company.

Accordingly, in terms of the requirements of the provisions of the Companies Act, 2013 approval of the members of the Company is required at the Extra Ordinary General Meeting (EGM) for the Financial Year 2024-25.

Date: 24-02-2025
Place: AHMEDABAD

By order of the Board,
RBM INFRACON LIMITED

Sd/-
JAYBAJRANG RAMAISHISH MANI
CHAIRMAN CUM MANAGING DIRECTOR
DIN: 03417579

ATTENDANCE SLIP
(To be presented at the entrance)

I/We, hereby record my/our presence at the Extra-Ordianary General Meeting of the Company to be held on Friday, the 21st March, 2025 at 11.0 A.M.at The President A Boutique Hotel Chimanlal Girdharlal Rd, Opp. Municipal Market, Vasant Vihar, Navrangpura, Ahmedabad, Gujarat 380009.

Regd. Folio No.	
D.P. I.D.	
Client I.D.	
No. of Shares held	
Name and Address of the First Shareholder IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

_______________________________   _______________________

Member's/Proxy's Name in Block Letters   Member's/Proxy's Signature

Note: Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

Note: Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

--Please tear here--

FORM NO. MGT-11
PROXY FORM
(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):	
Registered Address:	
E mail Id:	
Folio No / Client	
DP ID:	

I / We, being the member(s) holding _____________ equity shares of the above-named Company, hereby appoint:

(1) Name____
Address____
Email ID____
Signature____

(2) Name____
Address____
Email ID____
Signature____

(3) Name____
Address____
Email ID____
Signature____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on, the 21st March, 2025 at 11.00 A.M. at The President A Boutique Hotel Chimanlal Girdharlal Rd, Opp. Municipal Market, Vasant Vihar, Navrangpura, Ahmedabad, Gujarat 380009 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For*	Against*
1	**Special Resolution** to consider and approve issuance and allotment of upto 50,00,000 fully convertible equity warrants of the company in one or more tranches by way of preferential basis.		
2	**Ordinary Resolution** to Appoint Joint Statutory Auditor of the Company.		

Signed this ___________ day of March, 2025.

Signature of Shareholder ___________________________________

Signature of Proxy holder(s) _________________________________

***NOTE:**

1. Please put (✓) or (x) in the box in the appropriate column against the respective resolutions. If you leave the "For or Against" column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she deems fit.

2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. Members holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as Proxy for any other Member.

3. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at Block B- 609, West Gate, Nr. YMCA Club, Sg Highway, Makarba, Ahmedabad India-380051not less than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

RBM Infracon Limited

FormNo.MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the company: RBM INFRACON LIMITED
REGD. OFFICE: B-1120, SUN WEST BANK, ASHRAM ROAD, ASHRAM ROAD P.O, AHMEDABAD, CITY AHMEDABAD, GUJARAT, INDIA, 380009.
CIN: U24109GJ2013PLC157450

Particulars	**Details**
Name of the first named Shareholder (In Block Letters)	
Postal address	
Registered Folio No/ *ClientID (*applicable to investors holding shares in dematerialized form)	
Class of Share	Equity Shares
Number of Shares	

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Item No.	**No. of Shares held by me**	**I assent to the resolution**	**I dissent from the resolution**
To consider and approve issuance and allotment of up to 50,00,000 fully convertible equity warrants of the company in one or more tranches by way of preferential basis.			
To Appoint Joint Statutory Auditor of the Company.			

Place: Ahmedabad
Date: 21st March, 2025 **(Signature of the shareholder*)**

(*as per Company records)

Route location of the venue of the Extra-Ordinary General Meeting