



RBM Infracon Limited

Date: 29.12.2023

To,
Listing Department,
National Stock Exchange Limited
Exchange Plaza, C- 1, Block-G
Bandra Kurla Complex,
Bandra (E), Mumbai-400 051

Subject: Intimation of Notice of Extra-Ordinary General Meeting.

Reference: Regulation 30 of SEBI (LODR) Regulations, 2015 (Scrip Code: RBMINFRA)

Dear Sir,

This is to inform you that the Extra-Ordinary General Meeting of the Company will be held on Wednesday, 24th January, 2024 at 02:00 P.M. at the registered office of the company situated at C/O Rahul Mani Tripathi MB Complex, Main Road, Baitalpur UP 274201 India.

Full Descriptive notice has been attached as Annexure.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours Faithfully

**FOR, RBM INFRACON LIMITED
(Formerly Known as RBM INFRACON PRIVATE LIMITED)**

JAYBAJRANG Digitally signed by
JAYBAJRANG
RAMAISHISH RAMAISHISH MANI
MANI Date: 2023.12.29
17:35:58 +05'30'

**JAYBAJRANG RAMAISHISH MANI
CHAIRMAN CUM MANAGING DIRECTOR
DIN: 03417579**

Enclosed: As Above



RBM Infracon Limited

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 Wednesday, the 24th January, 2024 at 02:00 P.M (IST), at the registered office of the company, i.e. C/O RAHUL MANI TRIPATHI MB COMPLEX, MAIN ROAD, BAITALPUR, Uttar Pradesh, India, 274201 to transact following business.

Special Business:

1. To offer, issue and allot 16,62,000 equity shares of the company, each having face value of 10/-, at a price of 386/- per equity share and for an aggregate consideration of 64,15,32,000/- (Rupees Sixty-Four Crore Fifteen Lakhs and Thirty-Two Thousand Only), on a preferential basis for consideration in cash and other than cash.

To consider and, if thought fit, to pass with or without modification(s), 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, as amended (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), the listing agreements entered into by the Company with NSE Limited ("Stock Exchanges") on which the Equity Shares having face value of Rs. 10/- each of the Company ("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, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to issue, offer and allot at an appropriate time, in one or more tranches, up to Maximum 16,62,000 (Sixteen Lakhs Sixty-Two Thousand Only) Equity Shares at a price of Rs. 386.00 (Three Hundred and Eighty-Six Rupees only) per Equity Share ('Preferential Allotment Price'), aggregating to Rs. 64,15,32,000 (Rupees Sixty-Four Crore Fifteen Lakhs and Thirty-Two Thousand Only) to investors listed in the table below (Hereinafter referred to as "Investors") as per the details listed below, on a preferential basis ("Preferential Allotment") for consideration in cash and other than cash towards payment of consultation fees payable by the company and such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws."

Sr. No.	Name of proposed Investors	Category	No. of Shares proposed to be allotted	Consideration
1	VANAJA SUNDER IYER	Public - Non -Institutional - Resident Individual	3,50,000	Cash

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2	MONEYSTONE CONSULTANTS LLP	Public - Non -Institutional - Body corporate	3,50,000	Cash
3	VIMANA CAPITAL MANAGEMENT LLP	Public - Non -Institutional - Body corporate	80,000	Cash
4	SAHIL SHARMA	Public - Non -Institutional - Resident Individual	17,000	Cash
5	CHAMPALAL NAVEEN KUMAR	Public - Non -Institutional - Resident Individual	25,000	Cash
6	I PRAMOD	Public - Non -Institutional - Resident Individual	25,000	Cash
7	RAKESH LAROA	Public - Non -Institutional - Resident Individual	50,000	Cash
8	RAGHAV CHAUDHARY	Public - Non -Institutional - Resident Individual	10,000	Cash
9	MADHURI AGARWAL	Public - Non -Institutional - Resident Individual	5,000	Cash
10	SUNNY PHERWANI	Public - Non -Institutional - Resident Individual	5,000	Cash
11	BENGAL TIGER CAPITAL ADVISORS LLP	Public - Non -Institutional - Body corporate	9,000	Cash
12	PERCHCAP LLP	Public - Non -Institutional - Body corporate	10,000	Cash
13	ROOPALI UPPAL	Public - Non -Institutional - Resident Individual	90,000	Cash
14	PUNEET BEHL	Public - Non -Institutional - Resident Individual	4,000	Cash
15	MANICKAM RAVICHANDRAN	Public - Non -Institutional - Non-Resident Individual	2,00,000	Cash
16	RIYA MANOJ KULCHANDANI	Public - Non -Institutional - Resident Individual	25,000	Cash
17	ANUPAMA TYAGI	Public - Non -Institutional - Resident Individual	25,000	Cash
18	DINESH BABU CHANDRASEKAR	Public - Non -Institutional - Resident Individual	25,000	Cash
19	TRUPTI MANHARLAL MEHTA	Public - Non -Institutional - Resident Individual	18,000	Cash
20	SHYAM SUNDER KAPOOR	Public - Non -Institutional - Resident Individual	15,000	Cash
21	RAKHI HARISH MAIDASANI	Public - Non -Institutional - Resident Individual	15,000	Cash

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22	SUNEEL PADAVALA HUF	Public - Non -Institutional - HUF	15,000	Cash
23	KANCHAN BATRA	Public - Non -Institutional - Resident Individual	12,000	Cash
24	RATNA PRADIP KURHADE	Public - Non -Institutional - Resident Individual	12,000	Cash
25	SHANMUGANATHAN KARUPPIAH	Public - Non -Institutional - Non-Resident Individual	12,000	Cash
26	NAVEEN MENEZES	Public - Non -Institutional - Non-Resident Individual	10,000	Cash
27	MANISHA RAJESH THAKUR	Public - Non -Institutional - Resident Individual	10,000	Cash
28	AARCHI BINAKIYA	Public - Non -Institutional - Resident Individual	10,000	Cash
29	ISHA KHAN	Public - Non -Institutional - Resident Individual	8,000	Cash
30	NILAY RAMESHBHAI PATEL	Public - Non -Institutional - Resident Individual	7,000	Cash
31	SANTANU PAHARI	Public - Non -Institutional - Resident Individual	7,000	Cash
32	SAMEER PRANUBHAI JOSHI HUF	Public - Non -Institutional - HUF	7,000	Cash
33	SAHAKUNTALA DEVI SAHU	Public - Non -Institutional - Resident Individual	7,000	Cash
34	SNEHA MAKHIJA	Public - Non -Institutional - Resident Individual	7,000	Cash
35	PREETI GUPTA	Public - Non -Institutional - Resident Individual	5,000	Cash
36	KEYURI BHAVIN GANATRA	Public - Non -Institutional - Non-Resident Individual	5,000	Cash
37	YUVA EQUITY FUND PRIVATE LIMITED	Public - Non -Institutional - Body corporate	10,000	Cash
38	LATA KIRIT THAKKAR	Public - Non -Institutional - Resident Individual	4,000	Cash
39	JINAL MANOJBHAI NANDASANA	Public - Non -Institutional - Resident Individual	10,000	Cash
40	RAMABEN NANDASANA	Public - Non -Institutional - Resident Individual	10,000	Cash
41	NANDASANA RUTI	Public - Non -Institutional - Resident Individual	10,000	Cash
42	KALARIYA SACHIN DHIRUBHAI	Public - Non -Institutional - Resident Individual	10,000	Cash

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43	KANTARIYA SEJAL SAGARBHAI	Public - Non -Institutional - Resident Individual	12,000	Cash
44	KANTARIYA SAGAR VALABHDAS	Public - Non -Institutional - Resident Individual	12,000	Cash
45	PUJAN SAMIR BHAI BHESDADIA	Public - Non -Institutional - Resident Individual	5,000	Cash
46	JANGIPAR SHREYKUMAR	Public - Non -Institutional - Resident Individual	10,000	Cash
47	MONALI JIGNESH BALODIYA	Public - Non -Institutional - Resident Individual	6,000	Cash
48	BHUMIKABEN NILESHKUMAR BHALODIYA	Public - Non -Institutional - Resident Individual	6,000	Cash
49	HITESHKUMAR RAMNIKLAL BHALODIYA	Public - Non -Institutional - Resident Individual	12000	Cash
50	PARESHKUMAR RAMNIKLAL BHALODIYA	Public - Non -Institutional - Resident Individual	6000	Cash
51	PARSOTTAM KANJI BHALODIA	Public - Non -Institutional - Resident Individual	6000	Cash
52	RAMNIKLAL KANJI BHALODIA	Public - Non -Institutional - Resident Individual	6000	Cash
53	HARDIK PARSHOTAMBHAI BHALODIA	Public - Non -Institutional - Resident Individual	6000	Cash
54	JIGNESHKUMAR PARSOTTAMBHAI BHALODIYA	Public - Non -Institutional - Resident Individual	6000	Cash
55	KANTABEN RAMNIKLAL BALODIYA	Public - Non -Institutional - Resident Individual	6000	Cash
56	DIPTI HARDIK BHALODIYA	Public - Non -Institutional - Resident Individual	6000	Cash
57	BHAVESH VINODRAI MAKADIA	Public - Non -Institutional - Resident Individual	10000	Cash
58	ANANDRAJ PRAKASHCHAND CHHAJER	Public - Non -Institutional - Resident Individual	2000	Other than cash
59	ANANT SINGHVI	Public - Non -Institutional - Resident Individual	4000	Other than cash

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the "Relevant Date" for the purpose of determination of minimum price for the issue and allotment of equity shares as mentioned above shall be Friday, December 22, 2023, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

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I. In accordance with the provisions of Chapter V of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price (inclusive of premium) for the purpose of issue of Equity Shares is Friday, December 22, 2023, which is the date falling 30 (Thirty) days prior to the date of Extraordinary General Meeting or such other date as may be prescribed in accordance with the SEBI(ICDR) Regulations. 100% of the Preferential Allotment Price shall be payable at the time of application to the Equity Shares.

II. That the said equity shares shall be issued and allotted by the Company to Proposed Allottee within a period of 15 (Fifteen) days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of delay of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval.

III. Equity Shares will be listed on the NSE Limited, a Stock Exchange subject to the receipt of necessary regulatory permissions and approvals as the case may be.

IV. The Equity Shares allotted shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations relating to Preferential Issues.

V. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

VI. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of ICDR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of equity shares, and to authorize all such persons as may be deemed 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 shareholders of the Company and that the decision of the Board shall be final and conclusive.

"RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Investors be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Investors inviting them to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares."

"RESOLVED FURTHER THAT the monies received by the Company from the Investors for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified, and confirmed in all respects."

2. To Issue and allotment of up to 5,30,000 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 Re. 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 5,30,000 Fully Convertible Equity Warrants at issue price of Rs 386 per Convertible Equity Warrant including premium of Rs. 376/- per Convertible Equity Warrant aggregating upto Rs 20,45,80,000/- (Twenty Crore Forty-Five Lakhs and Eighty Thousand 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 Re. 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.	ADITYA JAY BAJRANG MANI	5,30,000	Promoter Group - Non-Institutional - Resident Individual
	TOTAL	5,30,000	

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 Friday, December

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22, 2023 ("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 Re. 10/- (Rupees One 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

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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"

3. To Approve Shifting of Registered office from Uttar Pradesh to Gujarat:

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

"**RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules framed thereunder ("Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government (Powers delegated to Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Act or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the "Uttar Pradesh" to the "Gujarat" at Ahmedabad.

RESOLVED FURTHER THAT upon shifting of the registered office becoming effective, the existing Clause-II of the Memorandum of Association of the Company be substituted with the following new clause:

"II. The Registered Office of the Company will be situated in the State of Gujarat at Ahmedabad."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalize the address of Registered Office of the Company in the State of Gujarat at Ahmedabad, as they may consider appropriate.

RESOLVED FURTHER THAT the Chairman & Managing Director, and any one of the Non-Executive Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to make necessary application to the Central Government, Regional Director, Registrar of Companies and other regulatory authorities in this matter, to appear before them, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according approval or consent, and to do all such acts, deeds, matters and things as may be necessary / incidental / ancillary to give effect to this resolution

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including execution / signing / filing of necessary forms / documents / affidavits / indemnity / undertakings / declarations as may be required, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to engage counsels / consultants / executives / advisors to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies, and other regulatory authorities in this matter and obtain the necessary directions and/or Order(s) upon confirmation by the concerned Regulatory Authority and do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including but not limited to signing, certification and filing of the e-Forms with the Registrar of Companies."

Date: 29-12-2023
Place: BAITALPUR

By order of the Board,
RBM INFRACON LIMITED

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

Sd/-
SEEMA MANI
DIRECTOR
DIN: 05228653

NOTES:

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 Sunday, 21st January 2024 and ends at 5:00 p.m. on Tuesday, 23rd January 2024. 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. Wednesday, 17th January, 2024 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 Wednesday, 17th January, 2024.

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
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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





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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.

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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.in or 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 use 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

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- 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 Please mention the e-mail ID of Scrutinizer 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

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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.in for 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.

Date: 29-12-2023
Place: BAITALPUR

By order of the Board,
RBM INFRACON LIMITED

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

Sd/-
SEEMA MANI
DIRECTOR
DIN: 05228653



RBM Infracon Limited

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 1. To offer, issue and allot 16,62,000 equity shares of the company, each having face value of 10/-, at a price of 386/- per equity share and for an aggregate consideration of 64,15,32,000/- (Rupees Sixty-Four Crore Fifteen Lakhs and Thirty-Two Thousand Only), on a preferential basis for consideration in cash and other than cash.

The special resolution as mentioned under item no. 1 proposes to authorize the Board of directors to issue and allot up to maximum of 16,62,000 equity shares to the non-promoters and others in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. The Information pertaining to the proposed preferential allotment in terms of the Part III of Chapter V of SEBI (ICDR) Regulations, 2018 and Subsequent amendments there to is as stated below:

1. The Object of the Issue through preferential offer:

The object of the proposed preferential issue for consideration in cash and other than cash (Payment of Consultation fees) is as under

For Consideration in cash, Total Shares issued are 16,56,000 shares at price of Rs. 386/- per shares aggregating to Rs. 63,92,16,000/-, The Objects are:

- To fund long term capital requirements for Explore new opportunities:
- To meet working capital requirement and
- To meet General Corporate Purpose.

For Consideration other than cash, total shares issued are 6000 shares at price of Rs. 386/- per shares aggregating to Rs. 23,16,000/-, the object is:

Company has taken consultation services from allottees, and payment of fees will be paid by the company by issuing shares of the company. The Valuation report has been received by the company and the same is uploaded on the website of the company.

Detailed object mentioned below:

Sr. No	Name of the Allottees	Category	Object/Consideration	Pre-issue Shareholding	No of shares Issued	Amount of Consideration	% of Post Issue Shareholding
1	VANAJA SUNDER IYER	Public - Non -Institutional - Resident Individual	Cash	0	35000	13510000	3.29
2	MONEYSTONE CONSULTANTS LLP	Public - Non -Institutional - Body corporate	Cash	0	35000	13510000	3.29
3	VIMANA CAPITAL MANAGEMENT LLP	Public - Non -Institutional - Body corporate	Cash	0	8000	3088000	0.75
4	SAHIL SHARMA	Public - Non -Institutional - Resident Individual	Cash	0	1700	656200	0.16
5	CHAMPALAL NAVEEN KUMAR	Public - Non -Institutional - Resident Individual	Cash	0	2500	965000	0.24
6	I PRAMOD	Public - Non -Institutional - Resident Individual	Cash	0	2500	965000	0.24
7	RAKESH LAROLA	Public - Non -Institutional - Resident Individual	Cash	0	5000	1930000	0.47

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8	RAGHAV CHAUDHARY	Public - Non - Institutional - Resident Individual	Cash	0	10000	3860000	0.09
9	MADHURI AGARWAL	Public - Non - Institutional - Resident Individual	Cash	0	5000	1930000	0.05
10	SUNNY PHERWANI	Public - Non - Institutional - Resident Individual	Cash	0	5000	1930000	0.05
11	BENGAL TIGER CAPITAL ADVISORS LLP	Public - Non - Institutional - Body corporate	Cash	0	9000	3474000	0.08
12	PERCHCAP LLP	Public - Non - Institutional - Body corporate	Cash	0	10000	3860000	0.09
13	ROOPALI UPPAL	Public - Non - Institutional - Resident Individual	Cash	8000	90000	34740000	0.92
14	PUNEET BEHL	Public - Non - Institutional - Resident Individual	Cash	0	4000	1544000	0.04
15	MANICKAM RAVICHANDRAN	Public - Non - Institutional - Non-Resident Individual	Cash	0	200000	77200000	1.88
16	RIYA MANOJ KULCHANDANI	Public - Non - Institutional - Resident Individual	Cash	0	25000	9650000	0.24
17	ANUPAMA TYAGI	Public - Non - Institutional - Resident Individual	Cash	3000	25000	9650000	0.26
18	DINESH BABU CHANDRASEKAR	Public - Non - Institutional - Resident Individual	Cash	0	25000	9650000	0.24
19	TRUPTI MANHARLAL MEHTA	Public - Non - Institutional - Resident Individual	Cash	0	18000	6948000	0.17
20	SHYAM SUNDER KAPOOR	Public - Non - Institutional - Resident Individual	Cash	0	15000	5790000	0.14
21	RAKHI HARISH MAIDASANI	Public - Non - Institutional - Resident Individual	Cash	0	15000	5790000	0.14
22	SUNEEL PADAVALA HUF	Public - Non - Institutional - HUF	Cash	10000	15000	5790000	0.24
23	KANCHAN BATRA	Public - Non - Institutional - Resident Individual	Cash	0	12000	4632000	0.11
24	RATNA PRADIP KURHADE	Public - Non - Institutional - Resident Individual	Cash	0	12000	4632000	0.11
25	SHANMUGANATHAN KARUPPIAH	Public - Non - Institutional - Non-Resident Individual	Cash	0	12000	4632000	0.11
26	NAVEEN MENEZES	Public - Non - Institutional - Non-Resident Individual	Cash	0	10000	3860000	0.09
27	MANISHA RAJESH THAKUR	Public - Non - Institutional - Resident Individual	Cash	0	10000	3860000	0.09
28	AARCHI BINAKIYA	Public - Non - Institutional - Resident Individual	Cash	0	10000	3860000	0.09
29	ISHA KHAN	Public - Non - Institutional - Resident Individual	Cash	0	8000	3088000	0.08
30	NILAY RAMESHBHAI PATEL	Public - Non - Institutional - Resident Individual	Cash	0	7000	2702000	0.07
31	SANTANU PAHARI	Public - Non - Institutional - Resident Individual	Cash	0	7000	2702000	0.07
32	SAMEER PRANUBHAI JOSHI HUF	Public - Non - Institutional - HUF	Cash	0	7000	2702000	0.07
33	SAHAKUNTALA DEVI SAHU	Public - Non - Institutional - Resident Individual	Cash	0	7000	2702000	0.07
34	SNEHA MAKHIJA	Public - Non - Institutional - Resident Individual	Cash	0	7000	2702000	0.07
35	PREETI GUPTA	Public - Non - Institutional - Resident Individual	Cash	0	5000	1930000	0.05
36	KEYURI BHAVIN GANATRA	Public - Non - Institutional - Non-Resident Individual	Cash	0	5000	1930000	0.05
37	YUVA EQUITY FUND PRIVATE LIMITED	Public - Non - Institutional - Body corporate	Cash	0	10000	3860000	0.09
38	LATA KIRTI THAKKAR	Public - Non - Institutional - Resident Individual	Cash	0	4000	1544000	0.04
39	JINAL MANOJBHAI NANDASANA	Public - Non - Institutional - Resident Individual	Cash	0	10000	3860000	0.09
40	RAMABEN NANDASANA	Public - Non - Institutional - Resident Individual	Cash	0	10000	3860000	0.09
41	NANDASANA RUTI	Public - Non - Institutional - Resident Individual	Cash	0	10000	3860000	0.09
42	KALARIYA SACHIN DHIRUBHAI	Public - Non - Institutional - Resident Individual	Cash	0	10000	3860000	0.09
43	KANTARIYA SEJAL SAGARBHAI	Public - Non - Institutional - Resident Individual	Cash	0	12000	4632000	0.11
44	KANTARIYA SAGAR VALABHDAS	Public - Non - Institutional - Resident Individual	Cash	0	12000	4632000	0.11
45	PUJAN SAMIR BHAI BHESDADIA	Public - Non - Institutional - Resident Individual	Cash	0	5000	1930000	0.05

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46	JANGIPAR SHREYKUMAR	Public - Non -Institutional - Resident Individual	Cash	0	10000	3860000	0.09
47	MONALI JIGNESH BALODIYA	Public - Non -Institutional - Resident Individual	Cash	0	6000	2316000	0.06
48	BHUMIKABEN NILESHKUMAR BHALODIYA	Public - Non -Institutional - Resident Individual	Cash	0	6000	2316000	0.06
49	HITESHKUMAR RAMNIKLAL BHALODIYA	Public - Non -Institutional - Resident Individual	Cash	0	12000	4632000	0.11
50	PARESHKUMAR RAMNIKLAL BHALODIYA	Public - Non -Institutional - Resident Individual	Cash	0	6000	2316000	0.06
51	PARSOTTAM KANJI BHALODIA	Public - Non -Institutional - Resident Individual	Cash	0	6000	2316000	0.06
52	RAMNIKLAL KANJI BHALODIA	Public - Non -Institutional - Resident Individual	Cash	0	6000	2316000	0.06
53	HARDIK PARSHOTAMBHAI BHALODIA	Public - Non -Institutional - Resident Individual	Cash	0	6000	2316000	0.06
54	JIGNESHKUMAR PARSOTTAMBHAI BHALODIYA	Public - Non -Institutional - Resident Individual	Cash	0	6000	2316000	0.06
55	KANTABEN RAMNIKLAL BALODIYA	Public - Non -Institutional - Resident Individual	Cash	0	6000	2316000	0.06
56	DIPTI HARDIK BHALODIYA	Public - Non -Institutional - Resident Individual	Cash	0	6000	2316000	0.06
57	BHAVESH VINODRAI MAKADIA	Public - Non -Institutional - Resident Individual	Cash	0	10000	3860000	0.09
58	ANANDRAJ PRAKASHCHAND CHHAJER	Public - Non -Institutional - Resident Individual	Other Than Cash	0	2000	772000	0.02
59	ANANT SINGHVI	Public - Non -Institutional - Resident Individual	Other Than Cash	0	4000	1544000	0.04

2. Maximum Number of Specified Securities to be issued.

The Company proposed to issue and allot up to maximum of 16,62,000 equity shares to the non-promoters.

3. Name and address of valuers who performed valuation:

The valuation were performed by CS Abhishek Chhajed, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674) having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra , Kankaria, Ahmedabad , Gujarat – 380001 and CS Hemang Harshad Shah, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/12854) having his office at Co-Venture hub, 314-316, 3rd Floor, Kalp Business Hub, Above SBI Bank, Bahucharaji road, Karelibaugh, Varodara – 390018.

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

No preferential allotment has been made to any person during the year during financial year 2022-23 and till date.

5. Basis on which the price has been arrived:

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.385.49/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and it is higher of the following:

- 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted

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on NSE preceding the Relevant Date: Rs. 174.61/- 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. 385.49/- per share

c. The price determined by the valuation report dated December 27, 2023 issued by CS Abhishek Chhajer, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674): Rs. 385.49/- per share.

The Board proposes to issue the share at a price of Rs. 386/- per Equity Share, 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://rbminfracon.com/valuation-of-convertible-equity-warrants-and-shares>.

6. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, the shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this resolution provided that where the allotment of the proposed 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.

7. Principal terms of assets charged as securities:

Not applicable.

8. The relevant date on the basis of which price has been arrived at:

Friday, December 22, 2023 being 30 days prior to the date of Extraordinary General Meeting i.e. Wednesday, January 24, 2024.

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

The Equity Shares shall be issued and allotted to the Investors as detailed herein below. The Company has obtained the PAN of all the proposed allottees:

Sr. No	Name of the Allottees	Category	Pre-Issue Shareholding	No of shares Issued	Amount of Consideration/unsecured loan converted into equity
1	VANAJA SUNDER IYER	Public - Non -Institutional - Resident Individual	0	350000	135100000
2	MONEYSTONE CONSULTANTS LLP	Public - Non -Institutional - Body corporate	0	350000	135100000
3	VIMANA CAPITAL MANAGEMENT LLP	Public - Non -Institutional - Body corporate	0	80000	30880000

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4	SAHIL SHARMA	Public - Non - Institutional - Resident Individual	0	17000	6562000
5	CHAMPALAL NAVEEN KUMAR	Public - Non - Institutional - Resident Individual	0	25000	9650000
6	I PRAMOD	Public - Non - Institutional - Resident Individual	0	25000	9650000
7	RAKESH LAROA	Public - Non - Institutional - Resident Individual	0	50000	19300000
8	RAGHAV CHAUDHARY	Public - Non - Institutional - Resident Individual	0	10000	3860000
9	MADHURI AGARWAL	Public - Non - Institutional - Resident Individual	0	5000	1930000
10	SUNNY PHERWANI	Public - Non - Institutional - Resident Individual	0	5000	1930000
11	BENGAL TIGER CAPITAL ADVISORS LLP	Public - Non - Institutional - Body corporate	0	9000	3474000
12	PERCHCAP LLP	Public - Non - Institutional - Body corporate	0	10000	3860000
13	ROOPALI UPPAL	Public - Non - Institutional - Resident Individual	8000	90000	34740000
14	PUNEET BEHL	Public - Non - Institutional - Resident Individual	0	4000	1544000
15	MANICKAM RAVICHANDRAN	Public - Non - Institutional - Non-Resident Individual	0	200000	77200000
16	RIYA MANOJ KULCHANDANI	Public - Non - Institutional - Resident Individual	0	25000	9650000
17	ANUPAMA TYAGI	Public - Non - Institutional - Resident Individual	3000	25000	9650000
18	DINESH BABU CHANDRASEKAR	Public - Non - Institutional - Resident Individual	0	25000	9650000
19	TRUPTI MANHARLAL MEHTA	Public - Non - Institutional - Resident Individual	0	18000	6948000
20	SHYAM SUNDER KAPOOR	Public - Non - Institutional - Resident Individual	0	15000	5790000
21	RAKHI HARISH MAIDASANI	Public - Non - Institutional - Resident Individual	0	15000	5790000
22	SUNEEL PADAVALA HUF	Public - Non - Institutional - HUF	10000	15000	5790000
23	KANCHAN BATRA	Public - Non - Institutional - Resident Individual	0	12000	4632000
24	RATNA PRADIP KURHADE	Public - Non - Institutional - Resident Individual	0	12000	4632000
25	SHANMUGANATHAN KARUPPIAH	Public - Non - Institutional - Non-Resident Individual	0	12000	4632000
26	NAVEEN MENEZES	Public - Non - Institutional - Non-Resident Individual	0	10000	3860000
27	MANISHA RAJESH THAKUR	Public - Non - Institutional - Resident Individual	0	10000	3860000
28	AARCHI BINAKIYA	Public - Non - Institutional - Resident Individual	0	10000	3860000
29	ISHA KHAN	Public - Non - Institutional - Resident Individual	0	8000	3088000
30	NILAY RAMESHBHAI PATEL	Public - Non - Institutional - Resident Individual	0	7000	2702000
31	SANTANU PAHARI	Public - Non - Institutional - Resident Individual	0	7000	2702000
32	SAMEER PRANUBHAI JOSHI HUF	Public - Non - Institutional - HUF	0	7000	2702000
33	SAHAKUNTALA DEVI SAHU	Public - Non - Institutional - Resident Individual	0	7000	2702000
34	SNEHA MAKHIJA	Public - Non - Institutional - Resident Individual	0	7000	2702000
35	PREETI GUPTA	Public - Non - Institutional - Resident Individual	0	5000	1930000
36	KEYURI BHAVIN GANATRA	Public - Non - Institutional - Non-Resident Individual	0	5000	1930000
37	YUVA EQUITY FUND PRIVATE LIMITED	Public - Non - Institutional - Body corporate	0	10000	3860000



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38	LATA KIRIT THAKKAR	Public - Non - Institutional - Resident Individual	0	4000	1544000
39	JINAL MANOJBHAI NANDASANA	Public - Non - Institutional - Resident Individual	0	10000	3860000
40	RAMABEN NANDASANA	Public - Non - Institutional - Resident Individual	0	10000	3860000
41	NANDASANA RUTI	Public - Non - Institutional - Resident Individual	0	10000	3860000
42	KALARIYA SACHIN DHIRUBHAI	Public - Non - Institutional - Resident Individual	0	10000	3860000
43	KANTARIYA SEJAL SAGARBHAI	Public - Non - Institutional - Resident Individual	0	12000	4632000
44	KANTARIYA SAGAR VALABHDAS	Public - Non - Institutional - Resident Individual	0	12000	4632000
45	PUJAN SAMIR BHAI BHESDADIA	Public - Non - Institutional - Resident Individual	0	5000	1930000
46	JANGIFAR SHREYKUMAR	Public - Non - Institutional - Resident Individual	0	10000	3860000
47	MONALI JIGNESH BALODIYA	Public - Non - Institutional - Resident Individual	0	6000	2316000
48	BHUMIKABEN NILESHKUMAR BHALODIYA	Public - Non - Institutional - Resident Individual	0	6000	2316000
49	HITESHKUMAR RAMNIKLAL BHALODIYA	Public - Non - Institutional - Resident Individual	0	12000	4632000
50	PARESHKUMAR RAMNIKLAL BHALODIYA	Public - Non - Institutional - Resident Individual	0	6000	2316000
51	PARSOTTAM KANJI BHALODIA	Public - Non - Institutional - Resident Individual	0	6000	2316000
52	RAMNIKLAL KANJI BHALODIA	Public - Non - Institutional - Resident Individual	0	6000	2316000
53	HARDIK PARSHOTAMBHAI BHALODIA	Public - Non - Institutional - Resident Individual	0	6000	2316000
54	JIGNESHKUMAR PARSHOTAMBHAI BHALODIYA	Public - Non - Institutional - Resident Individual	0	6000	2316000
55	KANTABEN RAMNIKLAL BALODIYA	Public - Non - Institutional - Resident Individual	0	6000	2316000
56	DIPTI HARDIK BHALODIYA	Public - Non - Institutional - Resident Individual	0	6000	2316000
57	BHAVESH VINODRAI MAKADIA	Public - Non - Institutional - Resident Individual	0	10000	3860000
58	ANANDRAJ PRAKASHCHAND CHHAJER	Public - Non - Institutional - Resident Individual	0	2000	772000
59	ANANT SINGHVI	Public - Non - Institutional - Resident Individual	0	4000	1544000

10. Amount which the Company intends to raise by way of such securities:

The Company intends to raise up to a maximum of Rs. 64,15,32,000/- (Rupees Sixty-Four Crore Fifteen Lakhs and Thirty-Two Thousand Only) by issue of 16,62,000 (Sixteen Lakhs and Sixty-Two Thousand) Equity Shares.

11. Proposal of the promoters / directors or key management personnel to subscribe to the offer:

No Promoter & Promoter Group of the Company, Director and the Key Management Personnel intend to subscribe to the offer of Equity Shares under this Preferential Issue.

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

The Company has taken consultation services from Mr. Anandraj Prakashchand Chhajer and Mr. Anant Singhvi. Pursuant to the mutual understanding between the Company and Allottees mentioned above, the

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Company proposes to discharge the purchase consideration payable to Allottees mentioned above, by issue of Equity Shares of the Company in accordance with applicable laws. As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent valuer where securities are issued on a preferential basis for consideration other than cash.

The value of the payment of service fees and price of the Equity Shares has been determined taking into account Valuation Report dated December 27, 2023 issued by CS Abhishek Chhajed, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674) having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad, Gujarat – 380001 and CS Hemang Harshad Shah, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/12854) having his office at Co-Venture hub, 314-316, 3rd Floor, Kalp Business Hub, Above SBI Bank, Bahucharaji road, Karelibaugh, Varodara – 390018.

The Link of valuation reports link is <https://rbminfracon.com/valuation-of-convertible-equity-warrants-and-shares>.

13. The Shareholding pattern before and after the Preferential Issue is given below:

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	72.45	6645800	62.50
Bodies Corporate	-	-	-	-
Sub Total	61,15,800	72.45	6645800	62.50
Foreign Promoters/Promoter Group	-	-	-	-
Total Shareholding of Promoter and Promoter Group	61,15,800	72.45	6645800	62.50
Non-Promoters shareholding				
Institutions	-	-	-	-
Mutual Funds	-	-	-	-
Banks / FI	-	-	-	-
Insurance Companies	-	-	-	-
FIs	-	-	-	-
Sub Total	0	0	0	0
Non- Institutions				
Bodies Corporate and LLP	31,000	0.37	4,90,000	4.61
Resident Indian	-	-	-	-
Overseas	-	-	-	-
Resident Individuals	16,00,200	18.96	25,54,200	24.02
Resident Ordinary	-	-	-	-

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HUF/Firms	1,02,000	1.21	1,24,000	1.17
Clearing Member	-	-	-	-
NRIs	5,92,000	7.01	8,19,000	7.70
Sub Total	23,25,200	27.55	39,87,200	37.50
Total Non-Promoters' Shareholding	23,25,200	27.55	39,87,200	37.50
GRAND TOTAL	84,41,000	100.00	1,06,33,000	100.00

* 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.

14. 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://rbminfracon.com/pcs-equity>.

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 working hours on all working days from the date of dispatch of notice till 05:00 PM hours on Wednesday, January 24, 2024.

15. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue.

The Equity Shares are proposed to be allotted to persons belonging to promoter group and to persons other than promoter and Promoter Group of the Company. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity Shares. The pre and post issue holding of the proposed allottees are as under:

Name of the Proposed allottee	Category	Present pre-issue shareholding		Post issue shareholding*		Ultimate beneficial owners
		Pre-issue holding	% of total equity capital	Post issue holding	% of total equity capital	



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VANAJA SUNDER IYER	Public - Non -Institutional - Resident Individual	0	0.00	3,50,000	3.29	-
MONEYSTONE CONSULTANTS LLP	Public - Non -Institutional - Body corporate	0	0.00	3,50,000	3.29	1. YASHOVARDHAN KAMLESH SHAH
						2. NEEPA KAMLESH SHAH
VIMANA CAPITAL MANAGEMENT LLP	Public - Non -Institutional - Body corporate	0	0.00	80,000	0.75	1. GITA VIJAY KARNANI
						2. VIJAY MOHAN KARNANI
SAHIL SHARMA	Public - Non -Institutional - Resident Individual	0	0.00	17,000	0.16	-
CHAMPALAL KUMAR NAVEEN	Public - Non -Institutional - Resident Individual	0	0.00	25,000	0.24	-
I PRAMOD	Public - Non -Institutional - Resident Individual	0	0.00	25,000	0.24	-
RAKESH LAROLA	Public - Non -Institutional - Resident Individual	0	0.00	50,000	0.47	-
RAGHAV CHAUDHARY	Public - Non -Institutional - Resident Individual	0	0.00	10,000	0.09	-
MADHURI AGARWAL	Public - Non -Institutional - Resident Individual	0	0.00	5,000	0.05	-
SUNNY PHERWANI	Public - Non -Institutional - Resident Individual	0	0.00	5,000	0.05	-
		0	0.00	9,000		1. MOHIT K CHHEDA

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BENGAL TIGER CAPITAL ADVISORS LLP	Public - Non -Institutional - Body corporate				0.08	2. BHAVIK JAGDISH THAKKAR
PERCHCAP LLP	Public - Non -Institutional - Body corporate	0	0.00	10,000	0.09	1. TUSHAR ANAND 2. ASHOK KUMAR
ROOPALI UPPAL	Public - Non -Institutional - Resident Individual	8000	0.09	98,000	0.92	-
PUNEET BEHL	Public - Non -Institutional - Resident Individual	0	0.00	4,000	0.04	-
MANICKAM RAVICHANDRAN	Public - Non -Institutional - Non-Resident Individual	0	0.00	2,00,000	1.88	-
RIYA KULCHANDANI MANOJ	Public - Non -Institutional - Resident Individual	0	0.00	25,000	0.24	-
ANUPAMA TYAGI	Public - Non -Institutional - Resident Individual	3000	0.04	28,000	0.26	-
DINESH CHANDRASEKAR BABU	Public - Non -Institutional - Resident Individual	0	0.00	25,000	0.24	-
TRUPTI MEHTA MANHARLAL	Public - Non -Institutional - Resident Individual	0	0.00	18,000	0.17	-
SHYAM SUNDER KAPOOR	Public - Non -Institutional - Resident Individual	0	0.00	15,000	0.14	-

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RAKHI MAIDASANI	HARISH	Public - Non -Institutional - Resident Individual	0	0.00	15,000	0.14	-
SUNEEL PADAVALA HUF		Public - Non -Institutional - HUF	1000 0	0.12	25,000	0.24	SUNEEL PADAVALA
KANCHAN BATRA		Public - Non -Institutional - Resident Individual	0	0.00	12,000	0.11	-
RATNA PRADIP KURHADE		Public - Non -Institutional - Resident Individual	0	0.00	12,000	0.11	-
SHANMUGANATHAN KARUPPIAH		Public - Non -Institutional - Non-Resident Individual	0	0.00	12,000	0.11	-
NAVEEN MENEZES		Public - Non -Institutional - Non-Resident Individual	0	0.00	10,000	0.09	-
MANISHA THAKUR	RAJESH	Public - Non -Institutional - Resident Individual	0	0.00	10,000	0.09	-
AARCHI BINAKIYA		Public - Non -Institutional - Resident Individual	0	0.00	10,000	0.09	-
ISHA KHAN		Public - Non -Institutional - Resident Individual	0	0.00	8,000	0.08	-
NILAY PATEL	RAMESHBHAI	Public - Non -Institutional - Resident Individual	0	0.00	7,000	0.07	-

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SANTANU PAHARI	Public - Non -Institutional - Resident Individual	0	0.00	7,000	0.07	-
SAMEER PRANUBHAI JOSHI HUF	Public - Non -Institutional - HUF	0	0.00	7,000	0.07	JOSHI SAMEERKUMAR
SAHAKUNTALA SAHU	Public - Non -Institutional - Resident Individual	0	0.00	7,000	0.07	-
SNEHA MAKHIJA	Public - Non -Institutional - Resident Individual	0	0.00	7,000	0.07	-
PREETI GUPTA	Public - Non -Institutional - Resident Individual	0	0.00	5,000	0.05	-
KEYURI BHAVIN GANATRA	Public - Non -Institutional - Non-Resident Individual	0	0.00	5,000	0.05	-
YUVA EQUITY FUND PRIVATE LIMITED	Public - Non -Institutional - Body corporate	0	0.00	10,000	0.09	1. SEJAL GOPALBHAI SHAH
						2. MIT GOPALBHAI SHAH
LATA KIRIT THAKKAR	Public - Non -Institutional - Resident Individual	0	0.00	4,000	0.04	-
JINAL MANOJBHAI NANDASANA	Public - Non -Institutional - Resident Individual	0	0.00	10,000	0.09	-
RAMABEN NANDASANA	Public - Non -Institutional - Resident Individual	0	0.00	10,000	0.09	-

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NANDASANA RUTI		Public - Non -Institutional - Resident Individual	0	0.00	10,000	0.09	-
KALARIYA DHIRUBHAI	SACHIN	Public - Non -Institutional - Resident Individual	0	0.00	10,000	0.09	-
KANTARIYA SAGARBHAI	SEJAL	Public - Non -Institutional - Resident Individual	0	0.00	12,000	0.11	-
KANTARIYA VALABHDAS	SAGAR	Public - Non -Institutional - Resident Individual	0	0.00	12,000	0.11	-
PUJAN SAMIR BHAI BHESDADIA		Public - Non -Institutional - Resident Individual	0	0.00	5,000	0.05	-
JANGIPAR SHREYKUMAR		Public - Non -Institutional - Resident Individual	0	0.00	10,000	0.09	-
MONALI BALODIYA	JIGNESH	Public - Non -Institutional - Resident Individual	0	0.00	6,000	0.06	-
BHUMIKABEN NILESHKUMAR BHALODIYA		Public - Non -Institutional - Resident Individual	0	0.00	6,000	0.06	-
HITESHKUMAR RAMNIKLAL BHALODIYA		Public - Non -Institutional - Resident Individual	0	0.00	12,000	0.11	-
PARESHKUMAR RAMNIKLAL BHALODIYA		Public - Non -Institutional - Resident Individual	0	0.00	6,000	0.06	-

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PARSOTTAM BHALODIA	KANJI	Public - Non -Institutional - Resident Individual	0	0.00	6,000	0.06	-
RAMNIKLAL BHALODIA	KANJI	Public - Non -Institutional - Resident Individual	0	0.00	6,000	0.06	-
HARDIK PARSHOTAMBHAI BHALODIA		Public - Non -Institutional - Resident Individual	0	0.00	6,000	0.06	-
JIGNESHKUMAR PARSOTTAMBHAI BHALODIYA		Public - Non -Institutional - Resident Individual	0	0.00	6,000	0.06	-
KANTABEN BALODIYA	RAMNIKLAL	Public - Non -Institutional - Resident Individual	0	0.00	6,000	0.06	-
DIPTI BHALODIYA	HARDIK	Public - Non -Institutional - Resident Individual	0	0.00	6,000	0.06	-
BHAVESH MAKADIA	VINODRAI	Public - Non -Institutional - Resident Individual	0	0.00	10,000	0.09	-
ANANDRAJ PRAKASHCHAND CHHAJER		Public - Non -Institutional - Resident Individual	0	0.00	2,000	0.02	-
ANANT SINGHVI		Public - Non -Institutional - Resident Individual	0	0.00	4,000	0.04	-

*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

There will be no change in management control of the Company pursuant to the proposed Issue.

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16. Lock-in:

The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the above Allottees (except for the investments made by the Mutual Funds registered with SEBI), if any, shall be locked-in from the Relevant Date up to a period of six months from the date of allotment of the Equity Shares as per the ICDR Regulations.

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

Sr. No	Name	Shares issued	Current Status	Proposed Status
1	VANAJA SUNDER IYER	350000	-	Public - Non -Institutional - Resident Individual
2	MONEYSTONE CONSULTANTS LLP	350000	-	Public - Non -Institutional - Body corporate
3	VIMANA CAPITAL MANAGEMENT LLP	80000	-	Public - Non -Institutional - Body corporate
4	SAHIL SHARMA	17000	-	Public - Non -Institutional - Resident Individual
5	CHAMPALAL NAVEEN KUMAR	25000	-	Public - Non -Institutional - Resident Individual
6	I PRAMOD	25000	-	Public - Non -Institutional - Resident Individual
7	RAKESH LAROA	50000	-	Public - Non -Institutional - Resident Individual
8	RAGHAV CHAUDHARY	10000	-	Public - Non -Institutional - Resident Individual
9	MADHURI AGARWAL	5000	-	Public - Non -Institutional - Resident Individual
10	SUNNY PHERWANI	5000	-	Public - Non -Institutional - Resident Individual
11	BENGAL TIGER CAPITAL ADVISORS LLP	9000	-	Public - Non -Institutional - Body corporate
12	PERCHCAP LLP	10000	-	Public - Non -Institutional - Body corporate
13	ROOPALI UPPAL	90000	Public - Non -Institutional - Resident Individual	Public - Non -Institutional - Resident Individual
14	PUNEET BEHL	4000	-	Public - Non -Institutional - Resident Individual
15	MANICKAM RAVICHANDRAN	200000	-	Public - Non -Institutional - Non-Resident Individual
16	RIYA MANOJ KULCHANDANI	25000	-	Public - Non -Institutional - Resident Individual
17	ANUPAMA TYAGI	25000	Public - Non -Institutional - Resident Individual	Public - Non -Institutional - Resident Individual
18	DINESH BABU CHANDRASEKAR	25000	-	Public - Non -Institutional - Resident Individual
19	TRUPTI MANHARLAL MEHTA	18000	-	Public - Non -Institutional - Resident Individual
20	SHYAM SUNDER KAPOOR	15000	-	Public - Non -Institutional - Resident Individual
21	RAKHI HARISH MAIDASANI	15000	-	Public - Non -Institutional - Resident Individual
22	SUNEEL PADAVALA HUF	15000	Public - Non -Institutional - HUF	Public - Non -Institutional - HUF
23	KANCHAN BATRA	12000	-	Public - Non -Institutional - Resident Individual
24	RATNA PRADIP KURHADE	12000	-	Public - Non -Institutional - Resident Individual
25	SHANMUGANATHAN KARUPPIAH	12000	-	Public - Non -Institutional - Non-Resident Individual
26	NAVEEN MENEZES	10000	-	Public - Non -Institutional - Non-Resident Individual

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27	MANISHA RAJESH THAKUR	10000	-	Public - Non -Institutional - Resident Individual
28	AARCHI BINAKIYA	10000	-	Public - Non -Institutional - Resident Individual
29	ISHA KHAN	8000	-	Public - Non -Institutional - Resident Individual
30	NILAY RAMESHBHAI PATEL	7000	-	Public - Non -Institutional - Resident Individual
31	SANTANU PAHARI	7000	-	Public - Non -Institutional - Resident Individual
32	SAMEER PRANUBHAI JOSHI HUF	7000	-	Public - Non -Institutional - HUF
33	SAHAKUNTALA DEVI SAHU	7000	-	Public - Non -Institutional - Resident Individual
34	SNEHA MAKHIJA	7000	-	Public - Non -Institutional - Resident Individual
35	PREETI GUPTA	5000	-	Public - Non -Institutional - Resident Individual
36	KEYURI BHAVIN GANATRA	5000	-	Public - Non -Institutional - Non-Resident Individual
37	YUVA EQUITY FUND PRIVATE LIMITED	10000	-	Public - Non -Institutional - Body corporate
38	LATA KIRIT THAKKAR	4000	-	Public - Non -Institutional - Resident Individual
39	JINAL MANOJBHAI NANDASANA	10000	-	Public - Non -Institutional - Resident Individual
40	RAMABEN NANDASANA	10000	-	Public - Non -Institutional - Resident Individual
41	NANDASANA RUTI	10000	-	Public - Non -Institutional - Resident Individual
42	KALARIYA SACHIN DHIRUBHAI	10000	-	Public - Non -Institutional - Resident Individual
43	KANTARIYA SEJAL SAGARBHAI	12000	-	Public - Non -Institutional - Resident Individual
44	KANTARIYA SAGAR VALABHDAS	12000	-	Public - Non -Institutional - Resident Individual
45	PUJAN SAMIR BHAI BHESDADIA	5000	-	Public - Non -Institutional - Resident Individual
46	JANGIPAR SHREYKUMAR	10000	-	Public - Non -Institutional - Resident Individual
47	MONALI JIGNESH BALODIYA	6000	-	Public - Non -Institutional - Resident Individual
48	BHUMIKABEN NILESHKUMAR BHALODIYA	6000	-	Public - Non -Institutional - Resident Individual
49	HITESHKUMAR RAMNIKLAL BHALODIYA	12000	-	Public - Non -Institutional - Resident Individual
50	PARESHKUMAR RAMNIKLAL BHALODIYA	6000	-	Public - Non -Institutional - Resident Individual
51	PARSOTTAM KANJI BHALODIA	6000	-	Public - Non -Institutional - Resident Individual
52	RAMNIKLAL KANJI BHALODIA	6000	-	Public - Non -Institutional - Resident Individual
53	HARDIK PARSHOTAMBHAI BHALODIA	6000	-	Public - Non -Institutional - Resident Individual
54	JIGNESHKUMAR PARSHOTAMBHAI BHALODIYA	6000	-	Public - Non -Institutional - Resident Individual
55	KANTABEN RAMNIKLAL BALODIYA	6000	-	Public - Non -Institutional - Resident Individual
56	DIPTI HARDIK BHALODIYA	6000	-	Public - Non -Institutional - Resident Individual
57	BHAVESH VINODRAI MAKADIA	10000	-	Public - Non -Institutional - Resident Individual
58	ANANDRAJ PRAKASHCHAND CHHAJER	2000	-	Public - Non -Institutional - Resident Individual
59	ANANT SINGHVI	4000	-	Public - Non -Institutional - Resident Individual

18. General:

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1. None of the Company, its Directors or Promoters have been declared as willful defaulter as defined under the SEBI ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
2. The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
3. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
4. The proposed allottees have not sold or transferred any Equity Shares during the six months preceding the relevant date.
5. 100 per cent of the Preferential Allotment Price shall be payable at the time of application to the Equity Shares.
6. The Allottee shall also be entitled to any future issue of bonus / rights, if any, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the Allottee.
7. The equity shares to be issued and allotted by the Company in the manner aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

19. Undertaking by the Company:

The Company undertakes that if required, the price shall be recomputed in terms of the provision of the SEBI (ICDR) Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked in till such amount is paid by the allottees.

The Board at its meeting held on Wednesday, 27th December 2023, has approved the issue and allotment of Equity Shares on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 read with the rules framed thereunder and SEBI (ICDR) Regulations, the above Preferential Issue requires approval of the shareholders by way of a Special Resolution. The Board, therefore, recommends the above-mentioned resolution to be passed as a Special Resolution.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution except Mr. Aditya Jay Bajrang mani, being whole time director and being member of promoter group, is allottee for issue of warrants.

ITEM NO. 2: To Issue and allotment of up to 5,30,000 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") and 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 5,30,000 Convertible Equity Warrants by way of preferential basis to allottees ("Proposed Allottees") at an issue price of Rs. 386/- per warrant ("Issue Price") or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations.

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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.	ADITYA JAY BAJRANG MANI	Promoter Group - Non-Institutional - Resident Individual	100	0.001	Not Applicable

Note: The current holding of proposed allottees disclosed above is based on the Benpos as on 22th December, 2023.

*Equity Shares are mentioned of promoters after considering the Face Value of Re. 10 per share pursuant to Sub-Division/Split of Shares.

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 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 Equity Shares 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, 27th December 2023, subject to the approval of the Members in the EGM and such other approvals as may be required, approved the issuance of upto 5,30,000 Convertible Equity Warrants at issue price of Rs. 386/- per Equity Warrant, aggregating upto Rs 20,45,80,000/- (Twenty Crore Forty-Five Lakhs and Eighty Thousand 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 5,30,000 Convertible Equity Warrants at an issue price of Rs 386/- per Equity Warrant, upto Rs 20,45,80,000/- (Twenty Crore Forty-Five Lakhs and Eighty Thousand 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.

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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 on Preferential basis

5. Maximum number of specified securities to be issued:

5,30,000 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 Friday, December 22, 2023, being the date 30 days prior to the date of remote e-voting.

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.385.49/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares 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. 174.61/- 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. 385.49/- per share

c. The price determined by the valuation report dated December 27, 2023 issued by CS Abhishek Chhajed, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674): Rs. 385.49/- per share.

The Board proposes to issue the warrant at a price of Rs. 386/- 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://rbminfracon.com/valuation-of-convertible-equity-warrants-and-shares>.

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. Mr. Aditya Jay Bajrang Mani, Member of promoter group is going to subscribe the offer and consideration will provided by him in cash.

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

The Equity Warrants are proposed to be allotted to the 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
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	Total Shares	No. of %	Of Total Shares	Total Shares	No. of %	Of Total Shares
Promoters and Promoter Group Holding						
Indian Promoters/Promoter Group						
Individuals / HUF	61,15,800		72.45	6645800		62.50
Bodies Corporate	-		-	-		-
Sub Total	61,15,800		72.45	6645800		62.50
Foreign Promoters/Promoter Group	-		-	-		-
Total Shareholding of Promoter and Promoter Group	61,15,800		72.45	6645800		62.50
Non-Promoters shareholding						
Institutions	-		-	-		-
Mutual Funds	-		-	-		-
Banks / FI	-		-	-		-
Insurance Companies	-		-	-		-
FII's	-		-	-		-
Sub Total	0		0	0		0
Non- Institutions						
Bodies Corporate and LLP	31,000		0.37	4,90,000		4.61
Resident Indian	-		-	-		-
Overseas	-		-	-		-
Resident Individuals	16,00,200		18.96	25,54,200		24.02
Resident Ordinary	-		-	-		-
HUF/Firms	1,02,000		1.21	1,24,000		1.17
Clearing Member	-		-	-		-
NRIs	5,92,000		7.01	8,19,000		7.70
Sub Total	23,25,200		27.55	39,87,200		37.50
Total Non-Promoters' Shareholding	23,25,200		27.55	39,87,200		37.50
GRAND TOTAL	84,41,000		100.00	1,06,33,000		100.00

Note:

- 1) The Pre Issue Shareholding Pattern is based on Benpos as on Friday, 22nd December, 2023.
- 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 5,30,000 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.

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- 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	PAN of allottee	No. of Warrants issued	*Post Preferential Capital that may be held by proposed allottees and % of Holding	Holding	
							Pre- Preferential	*Post- Preferential
1.	ADITYA JAY BAJRANG MANI	Promoter Group - Non-Institutional - Resident Individual	Not Applicable	CQUPM1174K	5,30,000	5,30,100 4.99%	100	5,30,100

*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:

5,30,000 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.

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- 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	PAN of allottee	No. of Warrants issued	*Post Preferential Capital that may be held by proposed allottees and % of Holding	Holding	
							Pre-Preferential	*Post-Preferential
1.	ADITYA JAY BAJRANG MANI	Promoter Group - Non-Institutional - Resident Individual	Not Applicable	CQUPM1174K	5,30,000	5,30,100 4.99%	100	5,30,100

*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:

5,30,000 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.

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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, 2023, the company has not made allotment.

17. Material terms of raising such warrants:

As mentioned in the proposed resolution.

18. Undertakings:

- 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.
- 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.
- 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.
- 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	ADITYA JAY BAJRANG MANI	530000	Promoter Group - Non-Institutional - Resident Individual	Promoter Group - 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://rbminfracon.com/pcs-warrants>.

All the documents referred to in this notice and in the explanatory statement shall be available for

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inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till 05:00 PM hours on Wednesday, January 24, 2024.

ITEM NO. 3 : To Approve Shifting of Registered office from Uttar Pradesh to Gujarat:

Presently, Registered Office of the Company is situated in the State of Uttar Pradesh at C/O Rahul Mani Tripathi Mb Complex, Main Road, Baitalpur, Uttar Pradesh, India, 274201 and Corporate Office of the Company is situated at Shop No. 2 & 3, Snehdeep Residency, Nr. Digjam Circle, Jamnagar, Gujarat, India, 361006. Majority of the administration and allied operations of the Company are carried out at Corporate Office only.

The registered office of the Company being at very distant place, the management has been facing operational difficulties in managing the affairs of the Company. Also, since the registered office is situated in a remote location, it results in delay in receipt of the correspondences from the various authorities, and consequently, delay in actionable, especially which require the execution in a time bound manner.

Further, the management is of the view that shifting of registered office of the Company to Ahmedabad, Gujarat, shall enhance the effective participation of the shareholders in the general meetings of the Company.

In view of the above, the Board of Directors of the Company at their meeting held on December 27, 2023 has approved to shift the Registered Office of the Company from the "Uttar Pradesh" to the "Gujarat" considering, inter alia, the following reasons:

- a) To exercise the better administrative and economic control over the Company;
- b) To encourage the shareholders' participation in the general meetings of the Company;
- c) To increase operational and management efficiency;
- d) To integrate business functions, and optimization of administrative expenses.

The shifting of Registered Office will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

In terms of Section 12, 13, 110 and other applicable provisions of the Act, 2013 read with Rules made thereunder, such shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association ("MOA") requires the approval of the Members of the Company by way of Special Resolution and approval of the Central Government (power delegated to Regional Director).

Accordingly, approval of the members is sought by way of EGM and through Remote e-voting for shifting of the Registered Office of the Company from the State of Uttar Pradesh to the Gujarat and consequently for altering Clause II of the Memorandum of Association of the Company to reflect that the registered office of the Company be situated in the Gujarat. The existing MOA of the Company as well as the MOA with the proposed amendments will be available for online inspection on all days except for Saturday and Sunday till the last date of Remote e-voting i.e Tuesday, January 23, 2024. The documents shall also be available for inspection at the Registered Office and a copy of the same shall be available at the Corporate Office of the Company between 03.00 P.M. to 05.00 P.M. on all days except for Saturday and Sunday till the last date of Remote e-voting. Members who wish to inspect the documents are requested to send an e-mail to finance@rbminfracon.com mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect in this regard.

The Board of Directors recommends the resolution set forth in item no. 3 for the approval of the Members by way of a Special Resolution in the best interest of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or



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interested, financially or otherwise in the Special Resolution set out at Item No. 1 of the Notice except to the extent of their shareholding in the Company, if any.

Date: 29-12-2023

Place: BAITALPUR

**By order of the Board,
RBM INFRACON LIMITED**

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

**Sd/-
SEEMA MANI
DIRECTOR
DIN: 05228653**

