



# RBM Infracon Limited

**March 19, 2025**

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

**NSE Symbol – RBMINFRA**

Dear Sir/Madam,

**Subject: Corrigendum to the Notice of the Extraordinary General Meeting.**

We write in furtherance to our letter dated February 24, 2025 wherein the Company had informed the Stock Exchange regarding the Extraordinary General Meeting ("EGM") of the Shareholders of Rbm Infracon Limited which is being convened on Friday, March 21, 2025, at 11:00 a.m. IST at the The President A Boutique Hotel Chimanlal Girdharlal Rd, Opp. Municipal Market, Vasant Vihar, Navrangpura, Ahmedabad, Gujarat 380009.

The EGM Notice dated February 24, 2025 was dispatched to the Shareholders of the Company on February 24, 2025, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India, respectively.

This is to inform you that a Corrigendum / Addendum to the EGM Notice has been issued to the Shareholders of the Company on March 19, 2025 ("Corrigendum") to give notice to amend/ provide additional details as mentioned herein and pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Corrigendum shall form an integral part of the EGM Notice, which has already been circulated to the Shareholders of the Company, and on and from the date hereof, the EGM Notice shall always be read in conjunction with this Corrigendum / Addendum.

A copy of the Corrigendum is enclosed herewith for your reference and records.

Thanking you,

Yours sincerely,  
For **RBM INFRACON LIMITED**

**JAYBAJRANG RAMAISHISH MANI**  
**CHAIRMAN CUM MANAGING DIRECTOR**  
**DIN: 03417579**  
Encl. as above



# RBM Infracon Limited

## CORRIGENDUM / ADDENDUM TO THE NOTICE OF THE EXTRAORDINARY GENERAL MEETING

An **Extraordinary General Meeting** (EGM) of the Shareholders of **RBM INFRACON LIMITED** will be held on Friday, March 21, 2025, at 11:00 a.m. IST at The President A Boutique Hotel Chimanlal Girdharlal Rd, Opp. Municipal Market, Vasant Vihar, Navrangpura, Ahmedabad, Gujarat 380009. The Notice of the EGM dated February 24, 2025 ("EGM Notice") was dispatched to the Shareholders of the Company on February 24, 2025, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India, respectively. We draw the attention of all the members of the Company towards the said EGM Notice.

Capitalized words and expressions used but not defined herein shall have the same meaning as assigned to them in the EGM Notice. This Corrigendum is being issued to give notice to amend/ provide additional details as mentioned herein and pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

### Item No.1

We draw the attention of all the members of the Company that the board of directors decided to revise:

1. To consider and approve issuance and allotment of up to 49,98,500 Fully Convertible Equity Warrants of the company, each having face value of 10/-, at a price of 580/- per convertible equity warrants for an aggregate consideration of 2,89,91,30,000/- (Two Hundred Eighty-Nine Crore Ninety-One Lakhs and Thirty Thousand only), on a preferential basis.
2. The Company mentioned the website link for accessing the valuation report on & PCS Certificate.
3. The Company removed point c from the undertaking stating *"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"* as it is not required.
4. The Company mentioned the object of the Issue in detail including details of Monitoring agency as appointed by the company.
5. The Company clarified that the Issuer is complying with the disclosures specified in Schedule VI with respect to the wilful defaulter or a fraudulent borrower in point a under the heading Undertaking via point no. 19 (a & b).
6. The Company removed point c from the undertaking stating *"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"* as it is not required.
7. The intent of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer and contribution being made by them has been clarified now via point no. 8.
8. Further under percentage of post preferential issue capital, pre holding has now been mentioned along with change in control and same can be referred via point no. 11.

The Revised Resolution for this issue and revised explanatory statement are mentioned below:

**Regd. Office : B-1120, SUN WEST BANK, ASHRAM ROAD, Ashram Road P.O, Ahmedabad-380009, Gujarat, (India).**

**Corporate Office : 1st Floor, Ravi Plaza, Nilkanth Park, Dhichda Road, Jamnagar - 361002. Gujarat (India).**

**Branch Office : Shop No. 2 & 3, Snehdeep Residency, Nr. DIGJAM Circle, Jamnagar - 361006, Gujarat (India).**

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# RBM Infracon Limited

## SPECIAL BUSINESS

### 1. TO CONSIDER AND APPROVE ISSUANCE AND ALLOTMENT OF UPTO 49,98,500 FULLY CONVERTIBLE EQUITY WARRANTS OF THE COMPANY IN ONE OR MORE TRANCHES BY WAY OF PREFERENTIAL BASIS:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with NSE Limited (the "Stock Exchange") on which the equity shares of the Company having face value of Rs. 10 each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required, the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board of Directors of the company to create, issue, offer and allot upto 49,98,500 Fully Convertible Equity Warrants at issue price of Rs 580 per Convertible Equity Warrant including premium of Rs. 570/- per Convertible Equity Warrant aggregating upto Rs 2,89,91,30,000/- (Two Hundred Eighty-Nine Crore Ninety-One Lakhs and Thirty 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 Rs. 10/- (Rupees Ten Only) at an option of the proposed Allottees, within a maximum period of 18 months from the date of allotment of warrants to specified investors, on a preferential basis ("Preferential Issue"), and on such terms and conditions as may be determined by the Board, to the following persons ("Proposed Allottees Promoters and Non-Promoter/Public) as detailed below:

Sr. No.	Name of Proposed Allottee	No. of Equity Warrant proposed to be issued	Category
1.	JAYBAJRANG R MANI	18,00,000	Promoter & Promoter Group - Non-Institutional - Resident Individual
2.	MANI ADITYA JAY BAJRANG	5,00,000	Promoter Group - Non-Institutional - Resident Individual
3.	SEEMA MANI	5,00,000	Promoter Group - Non-Institutional - Resident Individual
4.	PAYAL MANI	1,00,000	Promoter Group - Non-Institutional - Resident Individual
5.	PALLAVI MANI	1,00,000	Promoter Group - Non-Institutional - Resident Individual
6.	TULSI PRASAD SHUKLA	1,500	Promoter Group - Non-Institutional - Resident

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			Individual
7.	RANJAY KUMAR	1,000	Public - Non -Institutional - Resident Individual
8.	RAMNIWAS MISHRA	1,500	Public - Non -Institutional - Resident Individual
9.	SHIVA SHUKLA	1,000	Public - Non -Institutional - Resident Individual
10.	KESHAV SHUKLA	1,000	Public - Non -Institutional - Resident Individual
11.	JINANSHI CONSULTANCY PRIVATE LIMITED	2,72,000	Public - Non -Institutional - Body corporate
12.	SHRUTI SINGHVI	1,00,000	Public - Non -Institutional - Resident Individual
13.	VANDANA SINGHVI	1,00,000	Public - Non -Institutional - Resident Individual
14.	NANDASNA DIPEN JENTILAL	1,500	Public - Non -Institutional - Resident Individual
15.	NANDASANA BHAVESH J	1,500	Public - Non -Institutional - Resident Individual
16.	KALARIYA MINABEN DHIRAJLAL	1,000	Public - Non -Institutional - Resident Individual
17.	GUPTA MANOJ	10,000	Public - Non -Institutional - Resident Individual
18.	KUNJIT MAHESHBHAI PATEL	5,00,000	Public - Non -Institutional - Resident Individual
19.	ROOPYAA TRADEBIZZ LIMITED	9,00,000	Public - Non -Institutional - Body corporate
20.	KINNARI MAHESHBHAI PATEL	1,00,000	Public - Non -Institutional - Resident Individual
21.	RENU GUDADHE	5,000	Public - Non -Institutional - Resident Individual
22.	PRIYAM SHAH	1,500	Public - Non -Institutional - Resident Individual
	<b>TOTAL</b>	<b>49,98,500</b>	

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

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

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

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## RBM Infracon Limited

- b) The proposed Equity Warrant allottees shall, on the date of allotment of Equity Warrants, pay an amount equivalent to atleast 25% of the warrant issue price shall be payable upfront along with the application and the balance 75% shall be payable by the Proposed Allottee on the exercise of option of conversion of the warrant(s).
- c) The Proposed Allottee shall pay the consideration of Equity Warrants convertible into equity shares to the company from its respective bank account and in case of joint holders the consideration shall be paid from the bank account of person whose name appears first in the application.
- d) The Equity Warrants proposed to be allotted and the Equity Shares proposed to be allotted pursuant to the conversion of these Equity Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.
- e) The Convertible Equity Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- f) The Convertible Equity Warrants shall be allotted to the proposed allottee within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Convertible Equity Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- g) The Convertible Equity Warrant holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Equity Warrants on the payment of the specified consideration against each warrant.
- h) In the event the Equity Warrant Holder(s) do not exercise Equity Warrants within the Equity Warrant Exercise Period (i.e 18 months from the date of allotment of Equity Warrants), the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- i) The issue of Equity shares on account of exercise option by proposed allottee shall rank pari passu with the existing paid-up equity shares of the company.
- j) The issue of Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- k) The Equity Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Equity Warrants.
- l) The price determined above and the number of Equity Shares to be allotted on exercise of the Equity Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- m) The Equity Shares arising from the exercise of the Equity Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

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

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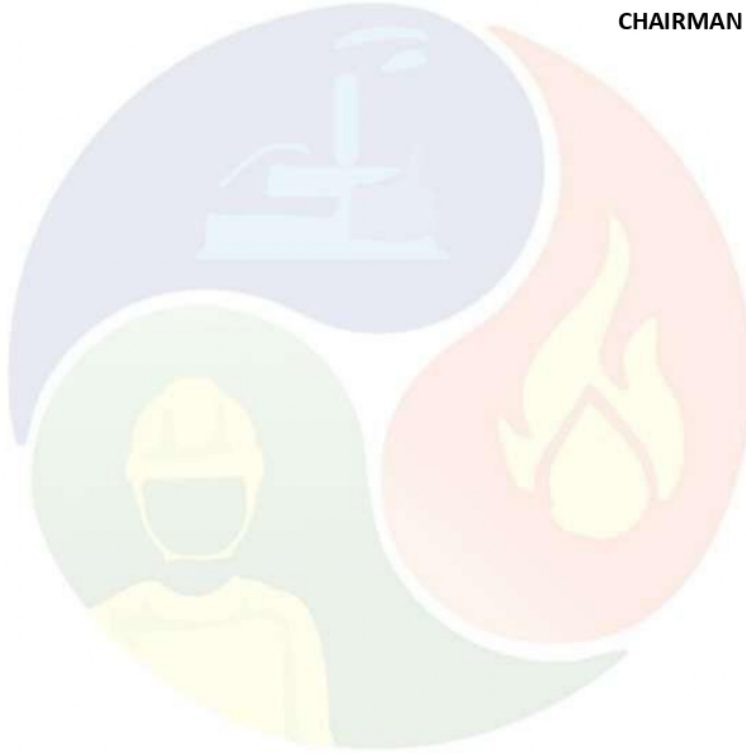
appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**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"

**Date: 19-03-2025**  
**Place: Ahmedabad**

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

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



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# RBM Infracon Limited

## EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

As required by Section 102 of the Companies Act, 2013 (the "Act") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No.1 of the accompanying Notice:

### ITEM 1. TO ISSUE AND ALLOTMENT OF UP TO 49,98,500 FULLY CONVERTIBLE EQUITY WARRANTS OF THE COMPANY IN ONE OR MORE TRANCHES BY WAY OF PREFERENTIAL BASIS

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") 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 49,98,500 Fully Convertible Equity Warrants by way of preferential basis to allottees ("Proposed Allottees") at an issue price of Rs. 580/- per warrant ("Issue Price") or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations.

It may be noted that;

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

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

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

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					AMIT GAUTAMBHAI UPADHYAY
					PARAGI PIYUSH MEKHIA
					KUSHANG SURENDRAKUMAR THAKKAR
					KANAIYALAL HARISHANKAR MEHTA
20.	KINNARI MAHESHBHAI PATEL	Public - Non - Institutional - Resident Individual	-	-	Not Applicable
21.	RENU GUDADHE	Public - Non - Institutional - Resident Individual	-	-	Not Applicable
22.	PRIYAM SHAH	Public - Non - Institutional - Resident Individual	-	-	Not Applicable

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

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

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

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

The Board of Directors at their meeting held on Wednesday, 19th February 2025, subject to the approval of the Members in the EGM and such other approvals as may be required, approved the issuance of upto 49,98,500 Convertible Equity Warrants at issue price of Rs. 580/- per Equity Warrant, aggregating upto Rs 2,89,91,30,000/- (Two Hundred Eighty-Nine Crore Ninety-One Lakhs and Thirty 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 49,98,500 Fully Convertible Equity Warrants at an issue price of Rs 580/- per Equity Warrant, upto Rs 2,89,91,30,000/- (Two Hundred Eighty-Nine Crore Ninety-One Lakhs and Thirty Thousand only).

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## 3. Objects of the Preferential Issue:

The Company shall utilize the proceeds from the preferential issue of Fully Convertible Equity Warrants as under:

S.N.	Particulars	Total estimated amount to be utilised for each of the Objects (Rs. In crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Working Capital Requirements	289.91 Crores	Within 24 months from receipt of funds for the Fully Convertible Equity Warrants.
<b>Total</b>		<b>289.91 Crores</b>	

A) In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

B) If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

### Monitoring Agency Details:

As the size of the item no. 1 pertaining to the Issue of Fully Convertible Equity Warrants on a Preferential basis 49,98,500 (Forty-Nine Lakhs Ninety-Eight Thousand and Five Hundred Only) convertible warrants, aggregating upto Rs. 2,89,91,30,000 specified in notice of Extra-Ordinary General Meeting are above 100 Crore so our Company has appointed CRISIL Ratings Limited as the monitoring agency for this issue.

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

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

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

49,98,500 Fully Convertible Equity Warrants to be issued.

## 6. Relevant Date:

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

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

The equity shares of the company are listed on stock exchange (NSE Limited) and are frequently traded in accordance with regulation 164 of the ICDR Regulations and NSE being the Stock Exchange with highest trading volumes for the

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## RBM Infracon Limited

preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price of Rs.335/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Warrants and it is higher of the following:

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

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

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

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

The Link of valuation reports link is <https://rbminfracon.com/investors.php?title=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:

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

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

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

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

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<b>Non-Promoters shareholding</b>				
<b>Institutions</b>	-	-	-	-
Mutual Funds	-	-	-	-
Alternate Investment Funds	20,400	0.20	20,400	0.14
Insurance Companies	-	-	-	-
Foreign Portfolio Investors Category I	16,000	0.16	16,000	0.11
<b>Sub Total</b>	<b>36,400</b>	<b>0.36</b>	<b>36,400</b>	<b>0.24</b>
<b>Non- Institutions</b>				
Bodies Corporate and LLP	3,85,600	3.82	15,57,600	10.31
Resident Indian	-	-	-	-
Overseas	-	-	-	-
Resident Individuals	29,82,200	29.52	38,07,200	25.21
Resident Ordinary	-	-		
HUF/Firms	1,66,800	1.65	1,66,800	1.10
Trusts	200	0.00	200	0.00
NRIs	4,16,000	4.12	4,16,000	2.75
<b>Sub Total</b>	<b>39,50,800</b>	<b>39.11</b>	<b>59,47,800</b>	<b>39.39</b>
<b>Total Non-promoters Shareholding</b>	<b>39,87,200</b>	<b>39.47</b>	<b>59,84,200</b>	<b>39.63</b>
<b>GRAND TOTAL</b>	<b>1,01,03,000</b>	<b>100.00</b>	<b>1,51,01,500</b>	<b>100.00</b>

**Note:**

- 1) The Pre Issue Shareholding Pattern is based on Benpos as on Friday, 14th February, 2025.
- 2) \*The post-issue shareholding as shown above is calculated assuming full exercise of equity and warrants and consequent allotment of the equity shares of the Company
- 3) The post issue shareholding pattern, in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the 49,98,500 Fully Convertible Equity Warrants which gets converts into Equity Shares. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.
- 4) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- 5) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Warrants of the Company.

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

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

**11. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue and Identity of the natural persons who are the ultimate**

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**beneficial owners of the Equity Warrants proposed to be allotted and/or who ultimately control the proposed allottees:**

Sr. No.	Proposed Allottee	Category	Ultimate Beneficial Owners	No. of Warrants issued	Pre Issue % of shares that may be held by proposed allottees	Post Issue % of shares that may be held by proposed allottees	Holding		Change of Control
							Pre-Preferential	*Post-Preferential	
1.	JAYBAJRANG R MANI	Promoter & Promoter Group - Non-Institutional - Resident Individual	Not Applicable	18,00,000	59.45	51.69	6006000	78,06,000	-7.76
2.	MANI ADITYA JAY BAJRANG	Promoter Group - Non-Institutional - Resident Individual	Not Applicable	5,00,000	0.00	3.31	100	5,00,100	+3.31
3.	SEEMA MANI	Promoter Group - Non-Institutional - Resident Individual	Not Applicable	5,00,000	1.08	4.04	109400	6,09,400	+2.96
4.	PAYAL MANI	Promoter Group - Non-Institutional - Resident Individual	Not Applicable	1,00,000	-	0.66	0	1,00,000	+0.66
5.	PALLAVI MANI	Promoter Group - Non-Institutional	Not Applicable	1,00,000	-	0.66	0	1,00,000	+0.66

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		al Resident Individual	-							
6.	TULSI PRASAD SHUKLA	Promoter Group Non- Institution al Resident Individual	- - - - - -	Not Applicable	1,500	0.00	0.01	100	1,600	+0.01
7.	RANJAY KUMAR	Public Non Institution al Resident Individual	- - - - - -	Not Applicable	1,000	-	0.01	0	1,000	+0.01
8.	RAMNIWAS MISHRA	Public Non Institution al Resident Individual	- - - - - -	Not Applicable	1,500	-	0.01	0	1,500	+0.01
9.	SHIVA SHUKLA	Public Non Institution al Resident Individual	- - - - - -	Not Applicable	1,000	-	0.01	0	1,000	+0.01
10.	KESHAV SHUKLA	Public Non Institution al Resident Individual	- - - - - -	Not Applicable	1,000	-	0.01	0	1,000	+0.01
11.	JINANSHI CONSULTAN CY PRIVATE LIMITED	Public Non Institution al - Body corporate	- - - -	ANANDRAJ P CHHAJER  SHRUTI SINGHVI	2,72,000	-	1.80	0	2,72,000	+1.80
12.	SHRUTI SINGHVI	Public Non Institution al Resident Individual	- - - - - -	Not Applicable	1,00,000	-	0.66	0	1,00,000	+0.66
13.	VANDANA SINGHVI	Public Non Institution al Resident Individual	- - - - - -	Not Applicable	1,00,000	-	0.66	0	1,00,000	+0.66

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

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			AR THAKKAR KANAIYALAL HARISHANKAR MEHTA						
20.	KINNARI MAHESHBHA I PATEL	Public - Non - Institutional - Resident Individual	Not Applicable	1,00,000	-	0.66	0	1,00,000	+0.66
21.	RENU GUDADHE	Public - Non - Institutional - Resident Individual	Not Applicable	5,000	-	0.03	0	5000	+0.03
22.	PRIYAM SHAH	Public - Non - Institutional - Resident Individual	Not Applicable	1,500	-	0.01	0	1500	+0.01

\*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:

49,98,500 Fully Convertible Equity Warrants would be allotted only upon payment of 25% of the price of Equity warrant at the time of allotment. Each Equity warrant is convertible into 1 Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment, in one or more tranches, as the case may be and on such other terms and conditions as applicable. Option for conversion of warrants will be available upon payment of full price of warrant before such exercise of option.

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

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

### 15. Lock-in Period:

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

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

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

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

**17. Material terms of raising such warrants:**

As mentioned in the proposed resolution.

**18. SEBI Takeover code:**

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

**19. Undertakings:**

- None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are willful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.
- 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.
- 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.

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

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

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

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			Resident Individual	Resident Individual
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## 21. 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/investors.php?title=pcs-warrants>

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

**Date: 19-03-2025**  
**Place: Ahmedabad**

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

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

