



RDB REALTY & INFRASTRUCTURE LIMITED

Registered Office: Bikaner Building, 8/1 Lal Bazar Street, 1st Floor, Room No. 10, Kolkata-700001

Phone: 033-44500500 Fax: 033-22420588 Email: secretarial@rdbindia.com

Website: www.rdbindia.com CIN: L16003WB2006PLC110039

NOTICE

Notice is hereby given that the 15th (fifteenth) Annual General Meeting of the Members of RDB Realty & Infrastructure Limited will be held on **Tuesday, the 21st day of September, 2021 at 11.00 a.m. (IST)** through Video Conferencing ("VC") / other Audio Visual Means ("OAVM") to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Annual Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31st March, 2021 together with the Report of the Auditor and Directors thereon.
2. To appoint a Director in place of Mr. Sarthak Garg (DIN: 08284837) who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. To appoint Mrs. Neera Chakravarty as a Director of the Company

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, **Mrs. Neera Chakravarty (DIN: 09096844)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st May, 2021 and who holds office as such up to the date of this Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company,"

4. To Appointment Mrs. Neera Chakravarty (DIN: 09096844) as a Whole time Director of the Company

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

"RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee and approval of the Board and in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such approvals as may be necessary, approval of the member be and is hereby accorded for appointment of Mrs. Neera Chakravarty (DIN : 09096844) as Whole time Director for a period of 2 (Two) years with effect from 1st May, 2021 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mrs. Neera Chakravarty, subject to the same not exceeding the limits specified under Companies Act, 2013.

"FURTHER RESOLVED THAT in the event of absence or inadequacy of profits, the Company will pay to Mrs. Neera Chakravarty the remuneration as per the explanatory statement as minimum remuneration."

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Kolkata

Date: 28th June, 2021

By order of the Board
For **M/s RDB Realty & Infrastructure Limited**

Sd/-

Ritesh Kumar Jha

Company Secretary & Compliance Officer



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Notes:

1. The statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business set out in this notice, is annexed hereto.
2. In order to follow the social distancing norms and prevent the spread of COVID-19, the AGM shall be conducted through VC/OAVM without the physical presence of the members at a common venue in accordance with the clarification(s)/relaxation(s) issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) vide MCA Circular Nos. 02/2021 dated 13th January, 2021, 20/2020 dated 5th May, 2020, 17/2020 dated 13th April, 2020 and 14/2020 dated 8th April, 2020 and SEBI Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 (hereinafter collectively referred to as "MCA/SEBI Circulars"). The Members can attend and participate at the ensuing AGM through VC/OAVM only. The venue of the AGM shall be deemed to be the registered office of the Company at "Bikaner Building", 8/1, Lal Bazar Street, 1st Floor, Kolkata-700001.
3. **ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM THROUGH VC/OAVM.** Pursuant to MCA/SEBI Circulars, the facility to appoint proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed hereto. However, pursuant to Section 113 of the Companies Act, 2013, corporate members are entitled to appoint authorised representative to attend the AGM through VC/OAVM and participate there at and cast their votes through e-Voting. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
4. 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 csprachi92@gmail.com with a copy marked to evoting@nsdl.co.in.
5. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to secretarial@rdbindia.com.
7. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants. Members holding shares in physical form are requested to notify change, if any, in their present residential address or bank mandates under their signatures immediately to the Company/Registrar and Share Transfer Agent of the Company, quoting their Folio No.
8. **The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business to be transacted at the Meeting is annexed to this Notice.**
9. The details of Directors seeking appointment and re-appointment in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings are annexed hereto and forms part of this Notice. The Directors have furnished the requisite declaration for their appointment and re-appointment.
10. To support the "Green Initiative in Corporate Governance" by the Ministry of Corporate Affairs, the Annual Report for 2020-21, Notice of the fifteenth Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting is being sent in electronic form, to all such Members whose email IDs are registered with the Company/Depository Participant(s).

In order to continue its endeavor towards paperless communication, the Company requests the Members who have not yet registered their e-mail ID with the Company, to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with the Company's Registrar & Share Transfer Agent, M/s Niche Technologies Private Limited at nichetechpl@nichetechpl.com mentioning their Name and Folio No. The Members can also register their e-mail address with the Company by sending an email at investors@rdbindia.com mentioning their Name and Folio No.

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11. Members may also note that the Notice of the fifteenth AGM and the Annual Report 2020-21 will also be available on the Company's website, www.rdbindia.com, websites of the Stock Exchanges, i.e. BSE Limited and Calcutta Stock Exchange Limited, at www.bseindia.com and www.cse-india.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>
12. As per Section 124 of the Companies Act, 2013, all dividends remaining unpaid/unclaimed for more than seven years has to be transferred to the Investor Education & Protection Fund ("IEPF"). Thus, the Company has to transfer the unpaid/unclaimed dividends for the Financial Year 2013-14 to the IEPF. Further, as per Section 124 of the Companies Act, 2013 read with the rules made there under, all shares in respect of which dividend is unpaid/unclaimed for a period of seven consecutive years shall also be transferred to IEPF.
Thus, Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2014 onwards, are requested to make their claims to the Company accordingly, without any delay. Members wishing to claim dividends, which remain unpaid/unclaimed, are requested to write to the Company Secretary & Compliance Officer of the Company at the registered office or M/s Niche Technologies Pvt. Ltd, the Registrar and Share Transfer Agent of the Company.
13. Non-Resident Indian Members are requested to inform the Registrar and Share Transfer Agent immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.
14. Members who hold shares in physical form and wish to make/change a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13 or SH-14 as required, to the Company's Registrar & Share Transfer Agent.
15. Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant for various securities market transactions. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participant(s)

with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/transposition, deletion of name etc.

16. Pursuant to the amendment to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI has mandated that the transfer of securities (except transmission and transposition) would be carried out in dematerialized form only with effect from 1st April, 2019. Thus, the Members holding shares in physical form are requested to dematerialize their shareholding to avoid inconvenience.
17. The Company has designated an exclusive e-mail ID investors@rdbindia.com which would enable the Members to communicate their grievances. The Members may send their grievances, if any, to this e-mail ID for its quick redressal.
18. **Instructions for remote e-Voting (before and at the AGM) and attending the AGM through VC/OAVM**

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

Instruction for remote e-Voting are as under:

The remote e-voting period commences on Saturday, 18th September, 2021 (9:00 a.m. IST) and ends on Monday, 20th September, 2021 (5:00 p.m. IST). 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. Tuesday 14th September, 2021, 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 Tuesday 14th September, 2021.

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

Step 1: Access to NSDL e-Voting system

- A) **Login method for e-Voting and AGM through VC/OAVM available to all individual members holding shares in dematerialised form**

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In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, individual members holding shares in dematerialised form can participate in the e-Voting process by way of a single login credential, through their demat accounts or websites of depositories/DPs. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is 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 3. 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 held 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 options available against company name or e-Voting service provider –NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for e –voting for the members other than Individual members holding securities in demat mode and members holding securities in physical mode.

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 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 e-mail ID is not registered, then please follow the steps as mentioned below.

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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 AGM on NSDL e-Voting system.

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

- i. 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.
- ii. Select “EVEN” of the 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”.
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. 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.
- v. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for members

1. Institutional members (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. of the authorised signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at csprachi92@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the NSDL e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any query / grievance connected with remote e-Voting or e-Voting at the AGM, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available in the Download section of www.evoting.nsdl.com or call on the toll free no.: 1800 1020 990 or 1800 22 44 30 or contact Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager, NSDL, at telephone no. (022) 2499 4360 or (022) 2499 4545 or at email ID: 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 secretarial@rdbindia.com or nichetechpl@nichetechpl.com.
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 secretarial@rdbindia.com or nichetechpl@nichetechpl.com. If you are an individual shareholders 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.**

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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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have

forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and shall be available for Members on first-come-first-served-basis.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members may submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number/folio number, PAN and mobile number to reach the Company's email address at secretarial@rdbindia.com on or before 5.00 p.m. (IST) on Saturday, 18th September, 2021. Such questions by the Members shall be taken up during the Meeting and suitably dealt with by the Company. The Management will decide, at its due discretion, whether and how it will answer the questions. It can summarize the questions and select, in the interest of the other shareholders, only meaningful questions.
7. Members who may like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number, PAN and mobile number at secretarial@rdbindia.com. Only those Members who register themselves as speaker will be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time at the AGM.

NOTICE (Contd.)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM 3 & 4

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 1st May, 2021, appointed **Mrs. Neera Chakravarty (DIN: 09096844)** as an Additional Director (Category – Whole –time Director) of the Company with effect from 1st May, 2021 and he holds office upto the date of this 15th Annual General Meeting, pursuant to the provisions of Section 161 (1) of the Companies Act, 2013. At the same meeting, the Board of Directors appointed **Mrs. Neera Chakravarty (DIN: 09096844)** as a Whole-time Director for a period of 2 years, subject to the approval of the Members.

Mrs. Neera Chakravarty (DIN: 09096844), aged about 62 years, is a Post Graduate, CAIIB from IIBF, Diploma in Information and System Management, Diploma in Computer Programming and Application with over 36 years of experience in the Banking Industry. Mrs. Neera Chakravarty was working with Indian Bank as Deputy General Manager and retired on 31.03.2019. Mrs. Neera Chakravarty before retirement from Indian Bank has held various responsible positions in the bank. She has vast experience in Administrative roles/formalizing operational matters/control and supervision and risk management. As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, her brief resume is furnished and forms a part of this Notice.

Mrs. Neera Chakravarty (DIN: 09096844) has conveyed her consent to act as a Director of the Company and made the necessary disclosures and declarations. The Company has received a notice in writing from a Member proposing the candidature of Mrs. Neera Chakravarty for the office of Director of the Company. Mrs. Neera Chakravarty (DIN: 09096844) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and liable to retire by rotation.

The present terms and conditions of appointment of Mrs. Neera Chakravarty (DIN: 09096844), as approved by the Board of Directors upon recommendation of the Nomination

& Remuneration Committee, are as under:

Salary (CTC): Consolidated Salary payable including all kind of Perquisite will be ₹ 12,00,000/–per year. The above CTC of Rs. 12,00,000/–will be the maximum CTC payable by the company to Mrs. Neera Chakravarty.

Minimum Remuneration : The above salary will be payable to the Whole Time Director even in case of loss or inadequacy of profits in respect of any financial year during his tenure of office in compliance with Schedule V of the Companies Act, 2013.

Sitting Fees : The Whole Time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof from the date of her appointment.

A copy of the agreement entered into by the Company with Mrs. Neera Chakravarty containing the terms and conditions of appointment and remuneration payable to her and copy of the resolutions passed by the Board of Directors on 1st May, 2021 would be available electronically for inspection by the members during the AGM.

Details of Mrs. Neera Chakravarty pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India is provided in Annexure to the Notice. Disclosures as required under Section II of Part II of the Schedule V of the Companies Act, 2013 also forms part of the notice.

The Board recommends the resolution as set out in item no. 3 & 4 of this notice, for the approval by the shareholders of the Company.

Except Mrs. Neera Chakravarty being an appointee, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution as set out in item no. 3 & 4.

Information as per Section II of Part II of the Schedule V of the Companies Act, 2013:

I. General information:

1.	Nature of Industry	The Company is engaged in Real Estate business.
2.	Date or expected date of commencement of commercial production	January, 2007
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	The financial performance of the Company during the preceding three financial years is as under:	

NOTICE (Contd.)

				₹ In Lakhs
	Particulars	2020-21	2019-20	2018-19
	Total Income	4,199.49	3913.23	2570.26
	Total Expense	3905.6	3496.08	(2173.67)
	Profit/(Loss) Before Interest and Depreciation	293.89	417.15	396.59
	Less: Interest	29.54	79.91	(243.59)
	Less: Depreciation & Amortization	58.18	62.62	(52.79)
	Profit/(Loss) Before Tax	206.17	274.62	100.21
	Add/Less: Provisions for current & deferred tax	95.58	63.26	(16.71)
	Profit After Tax	110.59	211.36	83.50
5.	Foreign investments or collaborations, if any. NIL			

II. Information about the appointee:

SL. No	Particulars	Mrs. Neera Chakravarty
1.	Background details	Mrs. Neera Chakravarty has 36 years of experience in Banking Industry. Before retirement on 31.03.2019 from Indian Bank, she has held various responsible positions in the bank. She has vast experience in Administrative roles/formalizing operational matters/control and supervision and risk management.
2.	Past remuneration	-
3.	Recognition or awards.	None
4.	Job profile and his suitability	Mrs. Neera Chakravarty is actively involved in the day to day working of the Company. She is responsible for statutory compliance, Administration and Finance control of the company as well as exercise and perform such other functions as the Board shall determine from time to time.
5.	Remuneration proposed	As set out in the Explanatory Statement under section 102 of the Companies Act, 2013 and detailed in the agreement dated 1 st May, 2021
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of his origin)	The said remuneration is commensurate with the size and nature of business of the Company and also with the functions and responsibilities entrusted upon him.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mrs. Neera Chakravarty is the Whole-time Director of the Company. As on date of this notice, she does not hold any shares of the Company. She is not entitled to any other emoluments from the Company apart from the remuneration as agreed upon. Further, Mrs. Neera Chakravarty is not related to any of the Managerial Personnel of the Company.

III. Other information:

SL. No.	Particulars	Information about the appointee
1.	Reasons of loss or inadequate profits	The Company does not have adequate profits due to economic slowdown and various regulatory changes.
2.	Steps taken or proposed to be taken for improvement	The Company is taking adequate measures to cut costs and also adapt to the changing legislations, thereby improving its profitability.
3.	Expected increase in productivity and profits in measurable terms	The Company expects substantial increase in the profit from real estate activities in the upcoming years.



IV. Disclosures:

The other requisite disclosures as required to be made in the corporate Governance Report are mentioned therein and the same is annexed to the Annual Report as **Annexure -1**.

Place: Kolkata

Date: 28th June, 2021

By order of the Board
For **M/s RDB Realty & Infrastructure Limited**
Sd/-
Ritesh Kumar Jha
Company Secretary & Compliance Officer

ANNEXURE TO ITEM NOS. 2, 3 AND 4 OF THE NOTICE

Details of Directors seeking appointment/re-appointment in the Annual General Meeting [in pursuance to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Name of the Director	Mr. Sarthak Garg	Mrs. Neera Chakravarty
DIN	08284837	09096844
Date of Birth and Age	18 th July 1996 Age: 25 years	29 th March 1959 Age : 62 years
Nationality	Indian	Indian
Date of first appointment on the Board of Directors of the Company	26 th September, 2019	1 st May, 2021
Qualifications	Bachelor in Industrial Engineering and Technology Management	Post Graduate, CAIIB from IIBF, Diploma in Information and System Management, Diploma in Computer Programming and Application
Experience (including nature of expertise in specific functional areas)/ Brief Resume	Mr. Sarthak is an alumni of University of Hong Kong, HKSAR in the field of Industrial Engineering & Technology Management and Finance. He has a good understanding of international markets and has visited more than twenty countries. Further, he also has an experience of working as a global business head in a Real Estate and Infrastructure Company. His association with the Company will enable it to help pursue EPC contracts aggressively, and to give a boost to sales, marketing and execution of the projects.	Mrs. Neera Chakravarty has 36 years of experience in Banking Industry. Before retirement from Indian Bank as DGM on 31.03.2019, she has held various responsible positions in the bank. She has vast experience in Administrative roles/formalizing operational matters/control and supervision and risk management.
Number of shares held in the Company	Nil	Nil
List of directorships held in other companies	1. Pecumer Global Private Limited	1.Supermall Online Private Ltd
Chairman/Member of the Committees of the Boards of the other companies in which he is Director	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None
Number of meetings of the Board attended during the year 2020-21	2 (Two)	Nil
Terms and conditions of Appointment/re-appointment	Mr. Sarthak Garg retires by rotation and being eligible, offers himself for reappointment	As mentioned in the explanatory statement to this notice
Details of remuneration sought to be paid	Nil	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended)
Remuneration last drawn (including sitting fees, if any)	Nil	Nil