



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 18th (Eighteenth) Annual General Meeting of the Members of RDB Realty & Infrastructure Limited will be held on **Saturday, the 28th day of September, 2024 at 11:30 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 of the Company for the financial year ended 31st March, 2024 together with the Report of the Auditor and Directors thereon.
2. To appoint a Director in place of **Mr. Rajeev Kumar (DIN: 07003686)** who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. **To re-appoint Mrs. Neera Chakravarty (DIN: 09096844) as a Whole-time Director and Woman Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, read with Schedule V (including any statutory modification(s) or re-enactments thereof for the time being in force), and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, and subject to such other approval(s), consent(s) as may be required from time to time, the consent of the members be and is hereby accorded for the re-appointment of Mrs. Neera Chakravarty (DIN: 09096844) as a Whole-time Director and Woman Director of the Company for a further period of two years with effect from 01st May, 2025 till 30th April 2027, on such terms and conditions including remuneration and other amenities as set out in the Explanatory Statement accompanying this Notice and as contained in the Agreement dated 14th

August, 2024 entered into between the Company and Mrs. Neera Chakravarty, a copy whereof which has been submitted to this Meeting;

RESOLVED FURTHER THAT the aforesaid agreement be and is hereby specifically approved with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mrs. Neera Chakravarty subject to the same being in conformity with the provisions of Schedule V of the Companies Act, 2013 for the time being in force;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits during her appointment, the Company will pay minimum remuneration to Mrs. Neera Chakravarty as per the explanatory statement accompanying this Notice;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s), to give effect to the aforesaid resolution."

4. **Approval of ratification and waiver for recovery of excess managerial remuneration paid to Mr. Pradeep Kumar Pugalia (DIN: 00501351), Whole-time Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, read with Schedule V (including any statutory modification(s) or re-enactments thereof for the time being in force), and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors and subject to

NOTICE (Contd.)

such other approval(s), consent(s) as may be required from time to time, the consent of the members of the Company be and is hereby accorded to ratify and waive the recovery of remuneration of Rs. 9,00,000/- p.a. paid/payable to Mr. Pradeep Kumar Pugalía (DIN: 00501351) during the financial year ended 31st March 2023 and 31st March 2024, which exceeds the overall and / or individual limits prescribed for remuneration of the Whole-time Director(s) under the provisions of Section 197 of the Act, read with other applicable provisions of the Act and Schedule V, during his tenure as the Whole-time Director of the Company;

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **Approval of ratification and waiver for recovery of excess managerial remuneration paid to Mr. Rajeev Kumar (DIN: 07003686), Chairman & Whole-time Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, read with Schedule V (including any statutory modification(s) or re-enactments thereof for the time being in force), and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors and subject to such other approval(s), consent(s) as may be required from time to time, the consent of the members of the Company be and is hereby accorded to ratify and waive the recovery of remuneration of Rs. 50,00,000/- p.a. paid/payable to Mr. Rajeev Kumar (DIN: 07003686) during the financial year ended 31st March 2023 and 31st March 2024, which exceeds the overall and / or individual limits prescribed for remuneration of the Whole-time Director(s) under the provisions of Section 197 of the Act, read with other applicable provisions of the Act and Schedule V, during his tenure as the Whole-time Director of the Company;

RESOLVED FURTHER THAT any of the Directors of the

Company be and are hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **Approval of ratification and waiver for recovery of excess managerial remuneration paid to Mrs. Neera Chakravarty (DIN: 09096844), Whole-time Director & Woman Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, read with Schedule V (including any statutory modification(s) or re-enactments thereof for the time being in force), and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors and subject to such other approval(s), consent(s) as may be required from time to time, the consent of the members of the Company be and is hereby accorded to ratify and waive the recovery of remuneration of Rs. 12,00,000/- p.a. paid/payable to Mrs. Neera Chakravarty (DIN: 09096844), during the financial year ended 31st March 2023 and 31st March 2024, which exceeds the overall and / or individual limits prescribed for remuneration of the Whole-time Director(s) under the provisions of Section 197 of the Act, read with other applicable provisions of the Act and Schedule V, during her tenure as the Whole-time Director of the Company;

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Sd/-
Mr. Rajeev Kumar
Chairman & Whole-Time
Director
DIN: 07003686

Date: 14/08/2024
Place: Kolkata

NOTICE (Contd.)

Notes:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. **The Company will conduct the AGM through VC/ OAVM from 2, Auckland Place, South Block, 4th floor, Kolkata – 700017 which shall be deemed to be venue of the Meeting.**
2. The relative explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the business under Item No. 3, 4, 5 & 6 forms part of the Notice. Additional information, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting is furnished as an Annexure to the Notice.
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 thereat, 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. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. In line with the aforesaid MCA Circulars, the Notice of the Eighteenth AGM and the Annual Report 2023-24 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 <http://www.bseindia.com> and <http://www.cse-india.com> respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
9. 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.
10. To support the "Green Initiative in Corporate Governance" by the Ministry of Corporate Affairs, the Annual Report for 2023-24, Notice of the Eighteenth 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



NOTICE (Contd.)

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@nicetechpl.com mentioning their Name and Folio No. The Members can also register their e-mail address with the Company by sending an e-mail at investors@rdbindia.com mentioning their Name and Folio No.

11. 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.
12. 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.
13. 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.
14. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can

contact the Company or Company's Registrars and Transfer Agents, Niche Technologies Private Limited for assistance in this regard.

15. 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.

16. 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 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to provide remote e-voting facility to the members to exercise their right to vote in respect of the resolutions to be passed at 18th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by NSDL.

- I. The remote e-voting period commences on **Wednesday, 25th September, 2024 (9:00 a.m. IST)** and ends on **Friday, 27th September, 2024 (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., **Saturday 21st September, 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 **Saturday 21st September, 2024**.
- II. Any person, who acquires shares of the Company and becomes member of the Company after, dispatch of the Notice and holding shares as on the cut-off date **21st September, 2024** may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll-free no: 022-4886 7000.

NOTICE (Contd.)

III. The Company has appointed Ms. Prachi Todi, Practicing Company Secretary (ACS No.53022, CP No. 22964), as the scrutinizer to scrutinize the voting during the AGM and the remote e-voting process in a fair and transparent manner.





IV. Members desiring to vote through remote e-voting may refer to the following steps:

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>

NOTICE (Contd.)

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 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 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 abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 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 toll free no. 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.

NOTICE (Contd.)

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 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.



NOTICE (Contd.)

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 csprachi92@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <http://www.evoting.nsdl.com> to reset the password.
3. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **21st September, 2024**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on **022 - 4886 7000**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., **21st September, 2024** may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system" (Above).
4. In case of any queries you may refer to Frequently Asked Questions (FAQs) for members and remote

e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / evoting@nsdl.com.

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 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.

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/ shareholders, 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.

NOTICE (Contd.)

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:

1. Shareholder will be provided with a facility to attend the EGM/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" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join 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. Shareholders 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 Shareholders 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. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@rdbindia.com. The same will be replied by the company suitably.
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.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

**NOTICE** (Contd.)**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item.No-3**

Mrs. Neera Chakravarty (DIN: 09096844) was re-appointed as the Whole-time Director and Woman Director of RDB Realty & Infrastructure Limited (the 'Company') for a period of two years, with effect from 01st May, 2023. Her term as the Whole-time Director and Woman Director is due to expire on 30th April, 2025. In view of the valuable contributions made by Mrs. Neera Chakravarty in the growth of the Company, the Board of Directors of the Company at their Meeting held on 14th August, 2024 re-appointed Mrs. Neera Chakravarty as the Whole-time Director and Woman Director of the Company, for a further period of two years with effect from 01st May, 2025 to 30th April, 2027, based on the recommendation of the Nomination and Remuneration Committee, and subject to approval of the shareholders at the ensuing Annual General Meeting of the Company.

The Company has received consent from Mrs. Neera Chakravarty in writing to continue to act as Whole-Time Director and Woman Director of the Company for a further period of 2 years. She satisfies all the conditions set out in Section 196(3) and Part-I of Schedule V to the Act for being eligible for re-appointment. She is also not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time and has also confirmed that she has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

A copy of the agreement dated 14th August, 2024 entered into by the Company with Mrs. Neera Chakravarty (DIN: 09096844) containing the terms and conditions of appointment and remuneration payable to her would be available electronically for inspection by the members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at secretarial@rdbindia.com.

The terms and conditions of appointment of Mrs. Neera Chakravarty, as approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee, are as under:

Salary (CTC): - Consolidated Salary including all kind of perquisites will be Rs. 12,00,000/- per annum for a period of 2 (two) years.

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.

Minimum Remuneration: Notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned above as the minimum remuneration.

Details of Mrs. Neera Chakravarty as required under Regulation 36 of the Listing Regulations and the Secretarial

Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in **Annexure** to this 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 Company is not in default in payment of dues to any bank or public financial institution or any other secured creditor, and accordingly, their prior approval is not required, for approval of the proposed special resolution(s).

The Board recommends the resolution as set out in Item No. 3 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.

Item.No-4, 5 & 6

In accordance with the provisions of Section 197, 198 of the Companies act, 2013 ("the Act"), read with Schedule V to the Act, the total managerial remuneration payable to any one managing director / whole-time director / manager shall not exceed 5% of the net profits of the Company and if there is more than one such director, remuneration to all such directors shall not exceed the limit of 10% of the net profits of the Company, and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profits of the Company. However, a Company in general meeting may authorize the payment of remuneration exceeding 11% of the net profits of the company, subject to the provisions of Schedule V. Further, a Company having inadequate / nil profits, may also after passing Special Resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

Due to a slowdown in demand in certain segments of the market and impact of external market conditions, there was a decline in profitability of the Company. Additionally, pursuant to the effect of Demerger between M/s RDB Realty & Infrastructure Limited ("Demerged Company") and M/s RDB Real Estate Constructions Limited ("Resulting Company") for demerger of the Realty division of the Demerged Company by transfer and vesting of the same to the Resulting Company, the profits of the Company have reduced.

In accordance with the provisions of Section 198 of the Act, the computed net profits of the Company (*after considering the effect of Demerger*) for the financial year ended 31st March, 2023 and 31st March 2024 stood at Rs. 356.20 Lakhs and Rs. 360.22 Lakhs respectively. Accordingly, the ceiling limit of total managerial remuneration payable to any one

NOTICE (Contd.)

managing director / whole-time director / manager which shall not exceed 5% of the net profits of the Company is Rs. 17.81 Lakhs and Rs. 18.01 Lakhs respectively for the said financial years. Further, the ceiling limit of total managerial remuneration payable to all Directors which shall not exceed 11% of the net profits of the Company is Rs. 39.18 Lakhs and Rs. 39.62 Lakhs respectively for the said financial years.

The total managerial remuneration amounting to Rs. 71,00,000/- p.a. paid/payable to all the Executive Directors of the Company are as follows:

- a. Mr. Pradeep Kumar Pugalia (DIN: 00501351)- Rs. 9,00,000/- p.a. during the financial year ended 31st March, 2023 and 31st March, 2024 respectively;
- b. Mr. Rajeev Kumar (DIN: 07003686)- Rs. 50,00,000/- p.a. during the financial year ended 31st March, 2023 and 31st March, 2024 respectively;
- c. Mrs. Neera Chakravarty (DIN: 09096844)- Rs. 12,00,000/- p.a. during the financial year ended 31st March, 2023 and 31st March, 2024 respectively.

Since, your Company has paid remuneration during the financial year ended 31st March, 2023 and 31st March 2024, in excess of the limits specified under Section 197 of the Act, the Nomination and Remuneration Committee and Board of Directors of the Company at their Meeting held on 14th August, 2024, have recommended/approved ratification & waiver for recovery of excess remuneration paid/payable to the aforesaid Directors, subject to the approval of the Members by way of passing a Special Resolution. However, it may be noted by the shareholders of the Company that the designation of Mr. Pradeep Kumar

Pugalia (DIN: 00501351) has been changed from Whole-time Director to Non-Executive Non-Independent Director w.e.f. 02nd August, 2024.

Even though the Shareholders of the Company had already granted approval to the payment of aforesaid remuneration to the Executive Director(s) of the Company, the said amount exceeds the overall and / or individual limits prescribed for remuneration of the Whole time Director(s) under the provisions of Section 197 of the Act. Accordingly, the Board of Directors on the recommendation of the Nomination and Remuneration Committee seek approval of the Shareholders for ratification and waiver for recovery of excess remuneration paid/payable to all the aforesaid Executive Directors during the aforesaid financial year(s).

In the event of loss or inadequacy of profits in any financial year, the aforementioned Directors will be paid remuneration as mentioned above, as minimum remuneration.

The Board recommends the resolution as set out in Item No. 4, 5, & 6 of this notice, for the approval by the shareholders of the Company.

Furthermore, the Company, as of date, is not in default in payment of dues to any bank or public financial institution or any other secured creditor, and accordingly, their prior approval is not required, for approval of the proposed special resolution(s).

Except the aforementioned Executive Directors and their relatives, no other Director or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their shareholding interest, if any, in the Company.

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 has been involved in Real Estate and Infrastructure business. However, pursuant to receipt of certified copy of final order on 19th July, 2024, as pronounced by the Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT), for sanctioning and confirming the Scheme of Arrangement of Demerger between M/s RDB Realty & Infrastructure Limited and M/s RDB Real Estate Constructions Limited ('Resulting Company'), the Realty Division has been Demerged from the Company and transferred to the Resulting Company with effect from 01st October 2022, i.e., the Appointed Date, and further the said Scheme has become effective from 26th July 2024, i.e., the Effective Date.
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

NOTICE (Contd.)

4. The financial performance of the Company during the preceding three financial years is as under:

Rs. In Lakhs			
Particulars	2023-24*	2022-23*	2021-22
Total Income	6784.05	7308.90	4885.69
Total Expense	6407.99	6943.66	4448.64
Profit/(Loss) Before Interest and Depreciation	376.06	365.24	437.05
Less: Interest	14.54	7.57	110.06
Less: Depreciation & Amortization	1.30	1.47	6.38
Profit/(Loss) Before Tax	360.22	356.20	320.61
Add/Less: Provisions for current & deferred tax	91.06	79.72	119.43
Profit After Tax	269.16	276.48	201.18
Add: Other Comprehensive Income	-0.16	-	27.69
Total Comprehensive Income	269	276.48	228.87
5.	Foreign investments or collaborations, if any. NIL		

**Pursuant to the sanction of Scheme of Arrangement for Demerger between the Company and M/s RDB Real Estate Constructions Limited, with appointed date being 01st October, 2022 and which became effective from 26th July, 2024, the aforesaid audited figures have been restated in accordance with the accounting treatment mentioned in the Scheme.*

Information about the appointee:

SL. No	Particulars	Mrs. Neera Chakravarty
1.	Background details	Mrs. Neera Chakravarty has more than 38 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	12,00,000 p.a.
3.	Recognition or awards.	None
4.	Job profile and suitability	Mrs. Neera Chakravarty is actively involved in the day to day working of the Company. She is responsible for statutory compliances, Administration, Banking and Finance control of the Company. She also performs 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 14 th August, 2024.
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 her.
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 and Woman 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	Remarks
---------	-------------	---------

NOTICE (Contd.)

1.	Reasons of loss or inadequate profits	The Company does not have adequate profits due to economic slowdown and various regulatory changes. Additionally, pursuant to the effect of Demerger between the Demerged Company and the Resulting Company for demerger of the Realty division of the Demerged Company by transfer and vesting of the same to the Resulting Company, the profits of the Company have reduced.
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 infrastructure activities in the upcoming years.

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT PURSUANT TO RETIREMENT BY ROTATION AT THE
EIGHTEENTH ANNUAL GENERAL MEETING**

(Pursuant to 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)

Name of Director	Mr. Rajeev Kumar (DIN: 07003686)	Mrs. Neera Chakravarty (DIN: 09096844)
Date of Birth	30 th July, 1956	29 th March, 1959
Nationality	Indian	Indian
Relationship with other Directors inter se	None	None
Date of first appointment on the Board	06 th April, 2022	01 st May, 2021
Qualification	BA, IPS	Post Graduate, CAIIB from IIBF, Diploma in Information and System Management, Diploma in Computer Programming and Application
Terms and Conditions for Re-appointment	Mr. Rajeev Kumar is a Chairman & Whole-time Director of the Company whose office is liable to retirement by rotation and being eligible, has offered himself for re-appointment.	As per the agreement dated 14 th August, 2024
Expertise in specific functional area	Law and order, anti-insurgency investigation, intelligence, personnel management	Administrative roles / formalizing operational matters / control and supervision and risk management.
Brief Profile	He is a graduate from Allahabad University and was an officer of the Indian Police Service (IPS, 1981 Batch) for nearly 35 years. As an IPS officer, he held various capacities like Superintendent of Police of various Districts. He was also DIG in CISF, Zonal IG in Ranchi and Bokaro Zones, Chief Vigilance Officer in EPFO, New Delhi etc. Mr. Rajeev Kumar has wide experience and deep insight into the functioning of enforcement, national security, intelligence and crime investigation systems and has rich experience in corporate and industrial security of mammoth public sector	Mrs. Neera Chakravarty has more than 38 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.

NOTICE (Contd.)

	installations and also has experience in the fields of law and order, anti-insurgency investigation, intelligence, personnel management. He was also IRS (1979 Batch) for a period of 2 years.	
Listed entities from which the person has resigned in the past three years	NIL	NIL
No. of Board Meetings attended during the FY – 2023-24	Eleven	Twenty
No. of equity shares held in the Company	NIL	NIL
List of other companies in which Directorships held	Fortune Customer Dealing Private Limited	Supermall Online Private Limited
Committee positions held in RDB Realty & Infrastructure Limited	NIL	NIL
Committee positions held in other Companies	NIL	NIL
Details of remuneration sought to be paid and the Remuneration last drawn	Remuneration sought to be paid- As per agreement dated 08 th February, 2024 Last drawn remuneration- Rs. 50,00,000/- p.a.	Remuneration sought to be paid- As per agreement dated 14 th August, 2024 Last drawn remuneration- Rs. 12,00,000/- p.a.