



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 Twelfth Annual General Meeting of the Members of M/s RDB Realty & Infrastructure Limited will be held on Tuesday, the 18th day of September, 2018 at 10.00 a.m. at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata-700017 to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Annual Audited Financial Statements including Annual Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of the Auditors and the Directors thereon.
2. To appoint a Director in place of Mr. Pradeep Kumar Pugalia (DIN: 00501351) who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. Appointment of Statutory Auditor:

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

“RESOLVED THAT subject to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. L B Jha & Co., Chartered Accountants (Firm Registration No. 301088E), be and are hereby appointed as the Statutory Auditor of the Company, to fill the casual vacancy caused by the resignation of M/s. S.M. Daga & Co, Chartered Accountants (Firm Registration No. 303119E), to hold the office from 27th July, 2018 until the conclusion of this (Twelfth) Annual General Meeting of the Company, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditor, plus taxes as applicable and reimbursement of out of pocket expenses;

FURTHER RESOLVED THAT subject to the provisions of Section 139, 141 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and

other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. L B Jha & Co, Chartered Accountants (Firm Registration No. 301088E), be and are hereby appointed as the Statutory Auditor of the Company, to hold office for period of five years, from the conclusion of the twelfth Annual General Meeting of the Company till the conclusion of the seventeenth Annual General Meeting to be held in the year 2023 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditor, plus taxes as applicable and reimbursement of out of pocket expenses.”

4. Re-appointment of Mr. Ravi Prakash Pincha (DIN: 00094695) as an Independent Director

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

“RESOLVED THAT pursuant to the provision of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with schedule IV to the Companies Act, 2013 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactments thereof for the time being in force, Mr. Ravi Prakash Pincha (DIN: 00094695) who was appointed as an Independent Director of the Company by the Members for a term of five (5) consecutive years with effect from 1st April, 2014 i.e. till 31st March 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company for a further term of five (5) consecutive years with effect from 1st April, 2019 i.e. till 31st March 2024, whose period of office shall not be liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to finalize, settle, execute and amend such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty and doubt that may arise in this



Notice

regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any of Director(s) or Key Managerial Personnel or any other Officer(s) of the Company.”

5. Re-appointment of Mr. Om Prakash Rathi (DIN: 00278191) as an Independent Director

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

“RESOLVED THAT pursuant to the provision of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with schedule IV to the Companies Act, 2013 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactments thereof for the time being in force, Mr. Om Prakash Rathi (DIN: 00278191) who was appointed as an Independent Director of the Company by the Members for the term of five (5) consecutive years with effect from 1st April, 2014 i.e. till 31st March 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company for a further term of five (5) consecutive years with effect from 1st April, 2019 i.e. till 31st March 2024, whose period of office shall not be liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to finalize, settle, execute and amend such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty and doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any of Director(s) or Key Managerial Personnel or any other Officer(s) of the Company.”

By order of the Board

For RDB Realty & Infrastructure Limited

Sd/-

Prachi Todi

Company Secretary & Compliance Officer

Place: Kolkata

Date: 27th July, 2018

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.

The instrument of proxy, in order to be effective must be duly filled, stamped and signed and should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. Companies, Societies, etc. intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. Further, the proxy-holder should prove his identity at the time of attending the Meeting.

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

The Proxy Form is attached to this notice for convening the Meeting.

3. Every Member entitled to vote at the Meeting shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, to inspect the proxies lodged, provided that not less than three days notice in writing of the intention to inspect is given by the Member to the Company.
4. 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.

5. The details of Director seeking re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto and forms part of this Notice. The Director has furnished the requisite declaration for his re-appointment.
6. To support the “Green Initiative in the Corporate Governance” by the Ministry of Corporate Affairs, the Annual Report for 2017-18 and Notice of the twelfth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in electronic form, to all such Members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same.

For members who have not registered their email address, physical copies of the Annual Report and Notice of the twelfth Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of twelfth Annual General Meeting and Annual Report for 2017-18 will also be available on Company's website at www.rdbindia.com for their download.

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 rdbrealty@nichtechpl.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.

7. Members / Proxies / Authorized Representatives should bring the attendance slips duly filled-in for attending the Meeting and deliver the same at the entrance of the Meeting place. Proxy / Authorized Representative of a Member should mark on the Attendance Slip as “Proxy” or “Representative”, as the

case may be. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID No. for easy identification of attendance at the Meeting. Copies of the Annual Report will not be distributed at the Meeting. Members are requested to carry their copies of the Annual Report to the Meeting. Further, please note that Duplicate Attendance Slips shall not be issued.

8. 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 2010-11 to the IEPF. Further as per Section 124 of the Companies Act, 2013 read with the rules made thereunder, 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 years ended 31st March, 2011 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.

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 number.
10. 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.

11. 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.
12. All Statutory Registers and other relevant documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting and also at the Meeting.

The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least seven days before the date of the Meeting so as to enable the Company to keep the information ready.

13. The 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 Participants 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. Pursuant to the amendment to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, vide Gazette notification dated 8th June, 2018, the Securities and Exchange Board of India ("SEBI") has mandated that the transfer of securities (except transmission and transposition)

would be carried out in dematerialized form only with effect from 5th December, 2018. Thus the Members holding shares in physical form are requested to dematerialize their shareholding to avoid inconvenience.

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. Voting through Electronic means

Procedure of Voting through Electronic Means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, the Company is pleased to provide to the Members, the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ("AGM") by electronic means and the business set out in the Notice may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited ("NSDL").
- II. The facility for voting through Ballot Paper shall also be made available for the Members at the AGM and the Members attending the Meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the Meeting through Ballot Paper.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 15th September, 2018 (at 9.00 a.m. IST) and ends on 17th September, 2018 (at 5.00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 11th September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall

be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- V. The process and manner for remote e-voting are as under:

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

Step 1 : Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 e-services 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
 - a) For Members who hold shares in demat account with NSDL.
Your User ID is:
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
Your User ID is:
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.
Your User ID is:
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. Your password details 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, your 'initial password' is communicated to you on your postal address.

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.

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 on NSDL e-voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of the Company for which you wish to cast your vote.
 4. Now you are ready for e-voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- VI. 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 scrutinizermkb@gmail.com with a copy marked to evoting@nsdl.co.in.
- VII. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- VIII. In case of any queries, you may refer the 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 toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in
- IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 11th September, 2018.
- X. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. A person, whose name is recorded in the register of Members or in the register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Manoj Kumar Banthia, Practicing Company Secretary (ACS No. 11470; CP No. 7596) of MKB & Associates has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.rdbindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed within 48 hours from the conclusion of the AGM.
17. The notice of AGM will be sent to those Members, whose names appear in the register of members / depositories as at closing hours of business, on Friday, 3rd August, 2018.
18. The Shareholders shall have one vote per equity share held by them as on the cut-off date of 11th September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
19. The results on above resolution shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour.
20. The Scrutinizer's decision on the validity of e-voting will be final.
21. In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the Meeting or in connection therewith.
22. A Route Map showing directions to reach to the venue of the twelfth AGM of the Company is given at the end of this Notice as per the requirement of the Secretarial Standard - 2 on "General Meetings" issued by The Institute of Company Secretaries of India. The prominent landmark near the Venue is Kala Mandir, Kolkata.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 **Item No. 4 & 5**

Item No. 3

The Members of the Company at its eighth Annual General Meeting held on Friday, 5th September, 2014 had appointed M/s. S.M. Daga & Co, Chartered Accountants (Firm Registration No. 303119E), as the Statutory Auditor of the Company to hold office from the conclusion of eighth Annual General Meeting till the conclusion of thirteenth Annual General Meeting of the Company to be held in the year 2019, subject to ratification of the appointment by the Members at every Annual General Meeting. M/s. S.M. Daga & Co, Statutory Auditors vide their letter dated 26th July, 2018 have resigned as the Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor. The Board of Directors based on the recommendation of the Audit Committee and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s. L B Jha & Co., Chartered Accountants (Firm Registration No. 301088E), w.e.f. 27th July, 2018 to fill the casual vacancy, subject to the approval of Members, who shall hold office as the Statutory Auditor of the Company till the conclusion of twelfth Annual General Meeting of the Company.

The Board of Directors based on the recommendation of the Audit Committee and pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, have also recommended the appointment of M/s. L B Jha & Co., Chartered Accountants (Firm Registration No. 301088E), as Statutory Auditor of the Company to hold office for a period of five consecutive years, from the conclusion of the twelfth Annual General Meeting, till the conclusion of the seventeenth Annual General Meeting of the Company to be held in the year 2023 on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditor, plus taxes, as applicable and reimbursement of out-of-pocket expenses.

The Company has received consent letter and eligibility certificate from M/s. L B Jha & Co, Chartered Accountants (Firm Registration No. 301088E), to act as Statutory Auditor of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The Directors, therefore, recommends the Resolutions at item no. 3 to be passed as Ordinary Resolution by the Members.

None of the Directors or Key Managerial Personnel of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

Mr. Ravi Prakash Pincha (DIN: 00094695) and Mr. Om Prakash Rath (DIN: 00278191) were appointed as Independent Directors of the Company pursuant to Section 149 and all other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and the applicable provisions of the erstwhile Listing Agreement with the Stock Exchanges, to hold office for a term of five (5) consecutive years w.e.f. 1st April, 2014 till 31st March, 2019.

In terms of the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing of Special Resolution by the Company and disclosure of such appointment in the Board's Report. Further, as per Schedule IV to the Companies Act, 2013, the re-appointment shall be on the basis of report of performance evaluation. The performance evaluation shall be done by the entire Board, excluding the Director being evaluated. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of the Independent Director.

The Board of Directors of the Company on the basis of the report of performance evaluation done by the Board of Directors, and the recommendation of the Nomination and Remuneration Committee, approved and recommended to the Members the re-appointment of Mr. Ravi Prakash Pincha and Mr. Om Prakash Rath as Independent Directors of the Company, for a further period of five consecutive years commencing from 1st April, 2019 and their office shall not be liable to determination by retirement of Directors by rotation.

Mr. Ravi Prakash Pincha and Mr. Om Prakash Rath have given their consent to act as Independent Directors of the Company and have furnished necessary declarations to the Board of Directors that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further as per the declarations received by the Company, Mr. Ravi Prakash Pincha and Mr. Om Prakash Rath are not disqualified to be appointed as Directors under Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Ravi Prakash Pincha and Mr. Om Prakash Rath fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as Independent Directors.

A copy of the draft letter of appointment to be issued to Mr. Ravi Prakash Pincha and Mr. Om Prakash Rath upon their re-appointment as Independent Directors of the Company setting out the terms and conditions of re-appointment would be available for inspection without any fee by the



Notice

Members at the Registered Office of the Company during business hours (i.e. 11:00 a.m. to 1:00 p.m.) on any working day (excluding Saturday).

The relevant details of the Directors seeking re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is also annexed to the Notice.

The Board considers that the continued association of the Independent Directors would be of immense benefit to the Company and it is desirable to continue to avail the services of the Independent Directors. The Board of Directors, therefore, recommends the Resolutions as set out at item nos. 4 and 5 to be passed as Special Resolutions by the Members.

None of the Directors or Key Managerial Personnel of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT (OTHER THAN INDEPENDENT DIRECTORS) AT THE TWELFTH ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

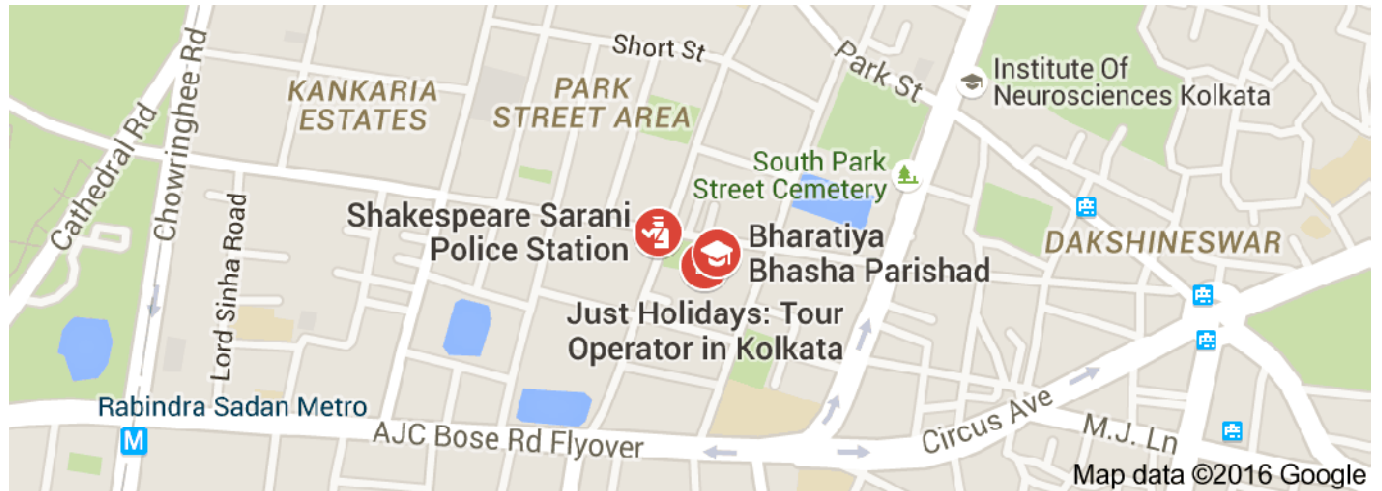
Name of Director	Mr. Pradeep Kumar Pugalia (DIN: 00501351)
Date of Birth	18th July, 1975
Relationship with other Director inter se	None
Date of Appointment	24th June, 2010
Expertise in specific functional area	Managerial and Leadership Qualities
Brief Profile	He has a rich experience of over 20 years in the field of Real Estate & Construction and has been supervising the operations of the Company as the Whole-time Director since the last 7 years.
No. of equity shares held in the Company	Nil
List of other Companies in which Directorships held	1. S J S Nirman Private Limited 2. Swapno Vanijya Private Limited 3. Bhagwati Plastoworks Private Limited 4. Ankur Constructions Private Limited 5. Ritudhan Suppliers Private Limited 6. Sumangal Nirman Private Limited 7. Concast Infrastructure Private Limited 8. Loka Properties Private Limited
Committee positions held in RDB Realty & Infrastructure Limited	Audit Committee - Member Stakeholder Relationship Committee - Member Corporate Social Responsibility Committee - Member
Committee positions held in other Companies	Nil

DETAILS OF INDEPENDENT DIRECTORS SEEKING RE-APPOINTMENT AT THE TWELFTH ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings)

Particulars	Mr. Ravi Prakash Pincha (DIN: 00094695)	Mr. Om Prakash Rathi (DIN: 00278191)
Date of Birth	12th August, 1978	25th September, 1959
Date of Original Appointment as Directors in the Company	23rd June, 2006	12th July, 2010
Qualification	Under Graduate	Graduate
Expertise in Specific Functional Area	Real estate activity, Management skills, Leadership, etc.	Managerial and operational functionality, Leadership quality, Real Estate business, etc.
List of other Companies in which Directorships held	<ol style="list-style-type: none"> 1. Krypton Industries Limited 2. Bhagwati Plastoworks Private Limited 3. Johri Towers Private Limited 4. Mangalahat Construction & Builders Private Limited 5. Rimjhim Vanijya Private Limited 6. Regent Finance Corporation Private Limited 7. Regent Capital Private Limited 8. Bengal Regent Infrastructure Limited 9. Raj Construction Projects Private Limited 10. RD Devcon Private Limited 11. Regent Forex Private Limited 12. Samspa Expo Private Limited 	<ol style="list-style-type: none"> 1. Rathi Textiles Private Limited
Brief Profile	He is a man with par excellence, high experience and is a great team leader. The Company is and will continue to benefit from his distinctive managerial qualities along with his rich and varied experience and exposures.	He is an experienced personality with experience over 35 years in Real Estate Industry. He has been one of the core members of several residential/ commercial real estate projects of the RDB Group.
Committee positions held in RDB Realty & Infrastructure Limited	<p>Audit Committee - Member;</p> <p>Nomination and Remuneration Committee – Member;</p> <p>Corporate Social Responsibility Committee – Member.</p>	<p>Audit Committee - Chairman;</p> <p>Stakeholder Relationship Committee –Chairman;</p> <p>Nomination and Remuneration Committee-Chairman;</p> <p>Corporate Social Responsibility Committee –Chairman.</p>
Committee positions held in other Companies	<p><u>Krypton Industries Limited</u></p> <p>Audit Committee – Member;</p> <p>Nomination and Remuneration Committee - Chairman</p>	NIL
Shareholding in the Company	5600 shares	1700 shares
Relationship with other Director inter se	None	None
No. of Board Meetings attended during the FY – 2017-18	7	7
Terms and Conditions for Re-appointment	Office not liable to determination by retirement of Directors by rotation	Office not liable to determination by retirement of Directors by rotation
Details of remuneration sought to be paid and the Remuneration last drawn	NIL	NIL

**ROUTE MAP TO THE VENUE OF THE 12th AGM OF RDB REALTY &
INFRASTRUCTURE LIMITED**



**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

ATTENDANCE SLIP

(Please complete this Attendance Slip and hand it over at the entrance of Meeting Hall)

Regd. Folio No./DP ID & Client ID..... No. of shares held.....

I/We hereby record my/our presence at the twelfth Annual General Meeting of RDB Realty & Infrastructure Limited being held on Tuesday, the 18th day of September, 2018 at 10.00 a.m. at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata-700017.

.....
Name of Member/Proxy (In BLOCK LETTERS).....
Signature of Member/Proxy**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

FORM MGT-11**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L16003WB2006PLC110039
 Name of the Company : RDB REALTY & INFRASTRUCTURE LIMITED
 Regd Office : Bikaner Building, 8/1 Lal Bazar Street, 1st floor, Room No. 10 Kolkata-700001.
 Name of the Members :
 Registered Address :
 E-mail id :
 Folio No./DP ID & Client ID:

I/We, being the member(s) of, holding shares of RDB Realty & Infrastructure Limited, hereby appoint

1. Name..... Address.....
 E-mail id..... Signature..... or failing him

2. Name..... Address.....
 E-mail id..... Signature..... or failing him

3. Name..... Address.....
 E-mail id..... Signature.....

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the twelfth Annual General Meeting of the Company, to be held on Tuesday, the 18th day of September, 2018 at 10.00 a.m. at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata-700017 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Resolution	Optional(√)*		
		For	Against	Abstain
Ordinary Business				
1.	Ordinary Resolution to receive, consider and adopt the Annual Audited Financial Statements including annual Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of the Directors and the Auditors thereon.			
2.	Ordinary Resolution to appoint a Director in place of Mr. Pradeep Kumar Pugalia (DIN: 00501351) who retires by rotation and being eligible, offers himself for re-appointment			
Special Business				
3.	Ordinary Resolution to appoint M/s. L B Jha & Co., Chartered Accountants, (Firm Registration No. 301088E) as the Statutory Auditor of the Company.			
4.	Special Resolution to re-appoint Mr. Ravi Prakash Pincha (DIN: 00094695) as an Independent Director of the Company, for a further term of five consecutive years.			
5.	Special Resolution to re-appoint Mr. Om Prakash Rathi (DIN: 00278191) as an Independent Director of the Company, for a further term of five consecutive years.			

Signed this.....day of2018

Affix revenue
Stamp.....
Signature of the Member.....
Signature of Proxy

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

* It is optional to put '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.