



RDB INFRASTRUCTURE AND POWER LIMITED

(formerly known as RDB Realty & Infrastructure Limited)

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 • CIN No. : L68100WB2006PLC110039

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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 02/2024-2025 EXTRA-ORDINARY GENERAL (“EGM”) MEETING OF THE MEMBERS OF THE RDB INFRASTRUCTURE AND POWER LIMITED (FORMERLY KNOWN AS RDB REALTY & INFRASTRUCTURE LIMITED) WILL BE HELD ON THE SATURDAY, THE 29TH DAY OF MARCH, 2025 AT 12:30 P.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

ITEM No. 1: Approval for slump sale under Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the Securities and Exchange Board of India “SEBI” (Listing Obligations and Disclosure Requirements) Regulations, 2015:

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

“RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and such other laws for the time being in force and in accordance with the Memorandum and Articles of Association and subject to such other permissions, consents, sanctions and approvals, as may be required, the consent of the members of the Company, be and is hereby accorded for the sale of non-agricultural land of the Company, held on lease, admeasuring 10667.52 sq. mtrs carved out from Final Plot No. 98, of Town Planning Scheme No.7 (Anjana) situated within the limits of Surat Municipal Corporation, Taluka Surat City, District Surat, as a going concern on slump sale basis, to **Samprati Buildcon Private Limited (“Buyer”)** having CIN: U45309GJ2018PTC101629, a Company registered under the Companies Act, 2013 having its registered office at Shop No. 228, Exceluss Business Space, Opp. Mosima, Bhimrad Canal Road, Surat, Gujarat-395007, India, for a lumpsum consideration of Rs. 60,00,00,000/- (Rupees Sixty Crores Only) subject to the terms and conditions specified in the Agreement for Sale executed between the Company and the Buyer dated 4th March, 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and execute necessary documents including but not limited to Slump Sale Agreement, deed of assignment / conveyance and other ancillary documents in such form and manner as may be decided by the Board and to do all such other acts, deeds, matters and things including making representations before various authorities and to seek the requisite approvals, consents, permissions and sanctions as may be necessary on behalf of the Company to give effect to the above resolution including but not limited to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as the Board may deem fit in their absolute discretion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with authority to sub-delegate such powers to any Officers of the Company, as may be required, for executing the agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments related to this matter.”

ITEM No. 2: To appoint Mr. Rajeev Kumar (DIN: 07003686) as Whole-Time Director and Chairperson of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 198 and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all other applicable provisions of the Companies Act, 2013 and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all applicable guidelines issued by the Central Government from time to time and subject to the limits of remuneration provided in Schedule V of the Companies Act, 2013 and such other approvals, as may be required from time to time, **Mr. Rajeev Kumar (DIN: 07003686)**, who was appointed as an Additional Director in the capacity of the Whole time Director and Chairperson of the Company, be and is hereby appointed as the Whole time Director and Chairperson of the Company for a period of 5 years with effect from 12th February 2025 to 11th February, 2030, whose office shall be liable to retire by rotation, on such terms and conditions including remuneration as set out in the agreement entered into between the Company and Mr. Rajeev Kumar dated 12th February, 2025 with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Company) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Rajeev Kumar, subject to the limits specified under Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as it may in its absolute discretion consider proper, necessary or desirable and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: Kolkata
Date: 06th March, 2025

By Order of the Board
For RDB Infrastructure and Power Limited
(Formerly known as RDB Realty & Infrastructure Limited)

Registered office:
Bikaner Building 8/1, Lal Bazar
Street, 1st Floor, Room No-10,
Kolkata-700001, West Bengal,
India
CIN: L68100WB2006PLC110039
E-mail: csrdbinfra@rdbindia.com
Web: www.rdbindia.com
Tel: +91 90384 40761

Sd/-
Aman Sisodia
Company Secretary & Compliance Officer

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular No. 09/2023 dated September 25, 2023 and General Circular no. 09/2024 dated September 19, 2024, read together with circulars dated December 28, 2022, May 5, 2022, December 14, 2021, December 8, 2021, January 13, 2021, December 31, 2020, September 28, 2020, May 5, 2020, April 13, 2020, April 8, 2020 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting/Extra Ordinary General Meeting (“EGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with these MCA Circulars and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the registered office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out material facts concerning the Special business under Item no. 1 and 2 of the Notice is Annexed hereto.
3. Pursuant to the MCA circulars, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and hence the proxy form and attendance slip are not annexed hereto.
4. Pursuant to Section 113 of the Act, Corporate/Institutional members intending to appoint their authorized representative(s) to attend the EGM through VC/OAVM on its behalf and to vote through remote e-Voting are requested to send (in advance), scanned copy (PDF/JPG Format) of a duly certified copy of the relevant Board Resolution/Letter of Authority/Power of Attorney, together with the respective specimen signatures of those representative(s), to the Scrutinizer through e-mail to csprachi92@gmail.com, with a copy marked to evoting@nsdl.com and csrdbinfra@rdbindia.com or secretarial@rdbindia.com.
5. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. The cut-off date for determining the eligibility of members to exercise remote e-Voting rights and attendance at EGM is 22nd March, 2025. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on this cut-off date, shall be entitled to avail the facility of remote e-Voting or voting at the meeting through electronic mode. 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. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended),

and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. 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 e-voting on the date of the EGM will be provided by NSDL.

8. The remote e-Voting period for all items of businesses contained in this notice of EGM shall commence from 26th March, 2025 at 9:00 A.M. (IST) and will end on 28th March, 2025 at 5:00 P.M. (IST). The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
9. The Members can join the EGM in the VC/OAVM mode, 15 minutes before and during the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
10. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. SEBI has mandated submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their DPs and Members holding shares in physical form can submit their PAN details to the Company's RTA. SEBI Circular SEBI/HO/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 read together with SEBI Circular(s) SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021, mandates all the listed companies to record the valid PAN, Address with PIN code, Email ID, Mobile Number, Bank Account Details, Specimen Signature and Nomination by holders of physical securities. Members were requested to ensure that above details are updated with the RTA.
12. The Members may further note that through SEBI Notification dated January 24, 2022, read with SEBI Circular dated January 25, 2022, the listed companies are required to issue the securities in dematerialized form only while processing the requests for Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub-division / Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission, Transposition. Also, in view of the Regulation 40 of the SEBI Listing Regulations, as amended with effect from January 24, 2022, securities of listed companies can now be transferred only in the demat mode. Members holding shares in physical form are therefore requested to convert their holdings into the demat

mode to avoid loss of shares or fraudulent transactions and avail better investor servicing.

13. Pursuant to Section 72 of the Act, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in electronic form, the Members may please contact their respective DP.
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company; any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
15. Members whose e-mail addresses are not registered as above can register the same in the following manner:
 - 15.1 Members holding shares in Physical mode and who have not registered/updated their email addresses, mobile number, bank details, postal address with PIN code etc. are requested to register/update the same by submitting duly filled in Form ISR-1 with supporting documents to the Company or to Niche Technologies Private Limited, the Registrar & Share Transfer Agent ("RTA") of the Company. Form ISR-1 can be downloaded from the following link: https://nichetechpl.com/wp-content/uploads/2023/03/Form_ISR-1.pdf.
 - 15.2 Members holding shares in Dematerialized mode and who have not registered/updated their email addresses/mobile number are requested to register/update the same with their respective Depository Participants.
16. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.rdbindia.com. The Notice can also be accessed from the websites of the Stock Exchanges where the equity shares of the Company is Listed namely, BSE Limited at www.bseindia.com and CSE Limited at www.cseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
17. The Board of Directors have appointed Ms. Prachi Todi, Practicing Company Secretary (Membership No. ACS- 53022), as the "Scrutinizer" to conduct the E-Voting process in a fair and transparent manner.
18. The Scrutinizer shall, immediately after the conclusion of voting through remote e-Voting unblock the votes cast through remote e-Voting and make, not later than two working days from the conclusion of the remote E-Voting, a Scrutinizer's report of the total votes cast in favour and against, if any, to the Chairperson of the Company or any other person authorized by the Chairperson.
19. The said results along with the Scrutinizer's Report would be intimated to BSE and CSE, where

the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website and on the website of NSDL.

20. Members may contact Company Secretary of the Company, for any grievances relating to voting by electronic means through e-mail at csrdbinfra@rdbindia.com or secretarial@rdbindia.com. or Ms. Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, E-mail: evoting@nsdl.co.in / pallavid@nsdl.co.in, Tel: 91 22 – 4886-7000 and 2499 7000.
21. 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 without any fee by the members during the EGM. Members seeking to inspect such documents can send an email on csrdbinfra@rdbindia.com or secretarial@rdbindia.com.
22. All the documents referred to in the accompanying Notice as well as the other documents are open for inspection at the registered office of the Company on all working days except Saturday, Sunday and holidays between 11:00 A.M. to 1:00 P.M. (IST) up to the date of EGM. Members seeking to inspect such documents can send an email to csrdbinfra@rdbindia.com or secretarial@rdbindia.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 26th March, 2025 at 9:00 A.M. and ends on 28th March, 2025, at 5:00 P.M. 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, 22nd March, 2025, 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 22nd March, 2025.

How do I vote electronically using NSDL e-Voting system?

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





Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated November 11, 2024 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. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">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

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="text-align: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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.</p> <p>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.</p>

	<ol style="list-style-type: none"> 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	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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. 3. 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.com 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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your 'initial 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.com 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 Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify the vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csprachi92@gmail.com with a copy marked to evoting@nsdl.com. 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 www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 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 csrdbinfra@rdbindia.com or 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 csrdbinfra@rdbindia.com or secretarial@rdbindia.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 members holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 11th November, 2024 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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 EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at csrdbinfra@rdbindia.com or secretarial@rdbindia.com latest by 5:00 p.m. (IST) on Tuesday, 25th March, 2025.
6. Members 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 csrdbinfra@rdbindia.com or secretarial@rdbindia.com latest by 5:00 p.m. (IST) on Tuesday, 25th March, 2025. The same will be replied by the Company suitably.
7. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.
10. Members who need assistance before or during the EGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com or call 1800 1020 990/1800 22 44 30/022- 4886 7000/022-2499 7000.

Place: Kolkata
Date: 06th March, 2025

By Order of the Board
For RDB Infrastructure and Power Limited
(Formerly known as RDB Realty & Infrastructure Limited)

Registered office:
Bikaner Building 8/1, Lal Bazar
Street, 1st Floor, Room No-10,
Kolkata-700001, West Bengal, India
CIN: L68100WB2006PLC110039
E-mail: csrdbinfra@rdbindia.com
Web: www.rdbindia.com
Tel: +91 90384 40761

Sd/-
Aman Sisodia
Company Secretary & Compliance Officer

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 (the “Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations”), the following Explanatory Statement sets out all material facts relating to the businesses mentioned in the accompanying Notice:

ITEM No. 1: Approval for slump sale under Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Your Board at its Meeting held on 04th March, 2025 has recommended and approved the sale of non-agricultural land of the Company, held on lease, admeasuring 10667.52 sq. mtrs carved out from Final Plot No. 98, of Town Planning Scheme No.7 (Anjana) situated within the limits of Surat Municipal Corporation, Taluka Surat City, District Surat, as a going concern on slump sale basis, to Samprati Buildcon Private Limited (“Buyer”), a Company registered under the Companies Act, 2013 having its registered office at Shop No. 228, Exceluss Business Space, Opp. Mosima, Bhimrad Canal Road, Surat, Gujarat-395007, India, for a lumpsum consideration of Rs. 60,00,00,000/- (Rupees Sixty Crores Only.) subject to the terms and condition mentioned in the Agreement for sale entered between the Company and the Buyer dated 4th March, 2025.

Rationale for proposed sale:

Our company has proposed the abovesaid slump sale specifically to enhance liquidity, ensuring that we maintain a strong cash position to support our operations and strategic objectives. The realized funds shall provide us with the flexibility to seize growth opportunities as they arise and will help to minimize risks associated with market volatility or unforeseen financial challenges.

Utilization of the proceeds:

The proceeds of the Said slump Sale shall be utilized for the working capital requirement and towards the general corporate purpose of the Company.

Requirement of member’s Approval:

In terms of Section 180(1)(a) of the Companies Act, 2013 (“Companies Act”) the approval of the members is required by way of passing of a special resolution to sell, dispose off or otherwise transfer the whole or substantially the whole of any undertaking.

As the investment in the said undertaking is more than 20% of the total networth of the Company as per the audited balance sheet of the preceding financial year 2023-2024, therefore it falls under the definition of undertaking defined under explanation (i) of clause (a) of sub section 1 of section 180 of the Companies Act, 2013 and hence the approval of the members by way of a special resolution in terms of Section 180(1)(a) of the Companies Act, 2013 read with Regulation 37A of the Listing Regulations, is being sought.

Additionally, in compliance with Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such

public shareholders against the resolution and that no public shareholder shall vote on the resolution if he is a related, directly or indirectly, to such sale.

The Board is of the opinion that based on the reasons elucidated above, the aforesaid proposal is in the best interest of the Company and hence, the Board recommends Item No. 1 for your approval by way of a Special Resolution with majority of public shareholders casting their vote in favour.

None of the director, Manager or other KMP or their relatives is interested or concerned in the proposed transaction financially or otherwise except to the extent of their shareholding, if any, in the Company.

Further, it is hereby confirmed that the Promoter, Director, Manager or any other Key Managerial Personnel of the Company do not hold any shares in the Buyer Company and hence there will be no change in shareholding interest of the above mentioned persons in the later entity.

ITEM NO. 2: To appoint Mr. Rajeev Kumar (DIN: 07003686) as Whole-Time Director and Chairperson of the Company

The Board, based on the recommendation of Nomination and Remuneration committee, at its Meeting held on 12th February, 2025 have appointed Mr. Rajeev Kumar as an Additional Director in the capacity of the Whole Time Director and Chairperson of the Company for a period of 5 years with effect from 12th February, 2025 to 11th February, 2030 on such terms and conditions including remuneration as set out in the agreement entered into between the Company and Mr. Rajeev Kumar dated 12th February, 2024.

Also, the Company has received consent in writing to act as director in form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (1) or sub- section (2) of Section 164 of the Companies Act, 2013. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Whole time Director and Chairperson of the Company.

Moreover, a brief profile of Mr. Rajeev Kumar, as required pursuant to Secretarial Standards – 2 (Secretarial Standards on General Meeting) and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 including nature of his expertise, is provided as Annexure-I of this Notice.

Accordingly, in terms of the provisions of the Companies Act, 2013 and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) 2015, the approval of the members is required for the appointment of Mr. Rajeev Kumar as Whole Time Director and Chairperson of the Company w.e.f 12th February, 2025 to 11th February, 2030. Hence, the Board recommends Item No. 2 for your approval by way of passing of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, in any way, concerned or interested, whether financially or otherwise, in the resolutions set out in Item No. 2 of the Notice.

Annexure-I

The disclosures pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and para 1.2.5 of Secretarial Standard-2 issued by the Institute of Company Secretaries of India are enclosed herein below:

Name	Rajeev Kumar
Date of Birth	30/07/1956
Age	68 Years
Qualifications	1. IPS (1981 Batch) 2. IRS (1979 Batch) 3. Graduated from Allahabad University.
Nature of expertise in specific functional areas.	He has rich experience in corporate and industrial security of mammoth public sector installations and also have experience in the fields of law and order, anti-insurgency investigation, intelligence, personnel management.
Experience	He was officer of the Indian Police Service (IPS, 1981 Batch) for nearly 35 years. Also, was also IRS (1979 Batch) for a period of 2 years. Further, He was also DIG in CISF, Zonal IG in Ranchi and Bokaro Zones, Chief Vigilance Officer in EPFO, New Delhi etc.
Terms and Conditions of appointment along with details of remuneration sought to be paid and	<p>In consideration of the performance of his duties, the Whole-Time Director cum Chairperson shall be entitled to the remuneration as enumerated hereunder:</p> <p>Salary (“CTC”): - Consolidated Salary, inclusive of all perquisites shall be Rs. 50,00,000 /- (Rupees Fifty Lakhs only) per annum for a period of 5 (five) years. This CTC of Rs. 50,00,000 /- (Rupees Fifty Lakhs only) shall be the maximum CTC payable by the Company to Mr. Rajeev Kumar. Notwithstanding any financial losses or inadequacy of profits during any financial year of his tenure, the Whole Time Director cum Chairperson shall be entitled to receive the minimum remuneration in compliance with Schedule V of the Companies Act, 2013.</p> <p>Further, The Whole Time Director cum Chairperson agreed that he shall not be entitled to</p>

	receive any sitting fees for attending the meetings of the Board of Directors or any Committees thereof, from the date of his appointment.
The remuneration last drawn by such person	Rs. 50,00,000 p.a.
Date of 1 st appointment on the Board	06.04.2022
Number of shares held in the Company	39672 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA
Brief resume of Director	Mr. Rajeev Kumar is graduate from Allahabad University. Mr. Rajeev Kumar was officer of the Indian Police Service (IPS, 1981 Batch) for nearly 35 years. As an IPS officer Mr. Rajeev Kumar held various capacities as such 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. Mr. Rajeev Kumar has rich experience in corporate and industrial security of mammoth public sector installations and also have experience in the fields of law and order, anti-insurgency investigation, intelligence, personnel management. Mr. Rajeev Kumar was also IRS (1979 Batch) for a period of 2 years.
Number of Meetings of the Board attended during the year	1 (One)
List of other Companies in which Directorships held	Fortune Customer Dealing Private Limited
List of other Companies in which Membership/ Chairmanship of Committees held	NIL
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Resigned from RDB Infrastructure and Power Limited (formerly known as RDB Realty & Infrastructure Limited) on 31 st December, 2024