



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 of Postal Ballot

Notice is hereby given to the Members of RDB Realty & Infrastructure Limited ('the Company'), pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and in accordance with the guidelines prescribed by Ministry of Corporate Affairs (MCA) vide its General Circular No.02/2021 dated 13th January, 2021 read with Circular No. 20/2020 dated 5th May 2020, 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021, allowing the companies to hold general meetings/conduct the Postal Ballot process, in view of the Covid-19 pandemic (collectively referred to as "Applicable Circulars") to transact the special business as set out below by the process of Postal Ballot through electronic means (e-voting) only. Further, pursuant to Regulation 17(IC) of the Securities Exchange Board of India (SEBI) (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders shall be obtained through the process of said Postal Ballot.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by e-voting not later than 5.00 p.m. (IST) on Monday, June 13, 2022. The e-voting facility will be disabled by NSDL immediately thereafter.

An Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 and the relevant information required under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 setting out all material facts relating to the resolution mentioned in this Notice of Postal Ballot is annexed hereto.

SPECIAL BUSINESS

Item No. 1 - To appoint Mr. Rajeev Kumar (DIN: 07003686) as a Director of the Company

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

“RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Rajeev Kumar (DIN: 07003686)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6th April, 2022, pursuant to Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, “liable to retire by rotation.”

SPECIAL RESOLUTION

Item No. 2 - To Appointment Mr. Rajeev Kumar (DIN: 07003686) as a Whole time Director & Chairman of the Company

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

“RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to Securities and Exchange Board of India (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 Part II Section II of Schedule V of the Companies Act, 2013 and such other approvals, as may be necessary, approval of the members be and is hereby accorded

for appointment of **Mr. Rajeev Kumar (DIN: 07003686)** as Whole time Director of the Company designated as Whole time Director & Chairman for a period of 2 (Two) years, liable to retire by rotation, with effect from 6th April, 2022 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to **Mr. Rajeev Kumar (DIN: 07003686)**, subject to the same not exceeding the limits specified under Companies Act, 2013.

“FURTHER RESOLVED THAT in the event of absence or inadequacy of profits, the Company will pay to **Mr. Rajeev Kumar (DIN: 07003686)** the remuneration as per the explanatory statement as minimum remuneration.”

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

Item No. 3 - Appointment of Mr. Ashok Kumar Jain (DIN: 09560734) as an Independent Director of the Company

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

“RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made there under, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Ashok Kumar Jain (DIN: 09560734)**, who was appointed as an Additional Director of the Company with effect from 06th April, 2022, pursuant to Section 161 of the Act and Articles of Association of the Company and in respect of whom the Company has received notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of upto 5 (five) consecutive years with effect from 6th April, 2022 to 5th April, 2027.”

Item No. 4 - Appointment of Mr. Abhay Doshi (DIN: 06428170) as an Independent Director of the Company

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

“RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Abhay Doshi (DIN: 06428170)**, who was appointed as an Additional Director of the Company with effect from 06th April, 2022, pursuant to Section 161 of the Act and Articles of Association of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from 6th April, 2022 to 5th April, 2027.”

Place: Kolkata
Date: 06.04.2022

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

Sd/-
Ritesh Kumar Jha
Company Secretary & Compliance Officer

NOTES:

1. In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No.02/2021 dated 13thJanuary, 2021 read with CircularNo.20/2020 dated 5thMay 2020, 14/2020 dated 8thApril 2020, 17/2020 dated 13thApril2020, 22/2020 dated 15thJune, 2020, 33/2020 dated 28thSeptember, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rdJune, 2021 and 20/2021 dated 8thDecember, 2021, allowed the companies to hold general meetings/conduct the Postal Ballot process,(collectively referred to as Applicable Circulars). Accordingly, in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Applicable Circulars, the Postal Ballot is being conducted through E-Voting.
2. The **CUT-OFF date** for recognising the eligibility of members to vote on Postal Ballot shall be **06th May, 2022**. A person whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the **Cut-Off date i.e. 6th May, 2022** “End of Business Hours” only shall be entitled to avail the facility of e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.
3. The relevant Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto. The relevant details of the person(s) seeking appointment as a Director required vide Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are also annexed to the Notice.
4. The vote in this Postal Ballot cannot be exercised through proxy.
5. Members seeking further information on any matter contained in the Notice are requested to write to the Company from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the periods Sunday, May 15, 2022 to Monday, June 13, 2022 through email at secretarial@rdbindia.com. The same shall be replied suitably.
6. In compliance with the Applicable Circulars, Notice of the Postal Ballot is being sent **only** through electronic mode to those Members whose email addresses are registered with the Company/RTA/ Depositories/Depositories Participants. Members may note that the Notice of the Postal Ballot will also be available on the Company’s website <https://www.rdbindia.com/notices.php>, websites of the Stock Exchanges i.e. BSE Limited and Calcutta Stock Exchange Limited respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
7. The Board of Directors of the Company has appointed Ms. Prachi Todi, a Company Secretary in Practice of the Company Secretary as Scrutiniser to conduct the postal ballot e-voting process in a fair and transparent manner.
8. Institutional /Corporate 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/Authorisation, etc. by its Board 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.

9. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to secretarial@rdbindia.com.

10. The e-voting period commences on Sunday, May 15, 2022 (9:00 am) and ends on Monday, June 13, 2022 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-Off** date of 6th May, 2022 (end of business hours), may cast their vote by e-voting. The e-voting module will be disabled by NSDL for voting upon the expiry of the above period. **Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.**

11. The voting rights of the members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the **Cut-Off Date** i.e. 6th May, 2022.

12. The Scrutinizer, after scrutinizing the votes cast at the postal ballot voting process through e-voting, will, not later than two working days from the conclusion of the e-voting, make a consolidated scrutinizer's report and submit the same to the Chairman or a person authorized by him in writing. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company-www.rdbindia.com and on the website of NSDL. The results shall be simultaneously communicated to the Stock Exchanges.

13. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the last date specified for E-Voting for the postal ballot voting process i.e. Monday, 13th June, 2022.

14. The Company has engaged the services of M/s. National Securities Depository Limited (NSDL) as the Agency to provide e-voting facility.

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

A) Login method for e-voting for Individual shareholders holding securities in demat mode:

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/202/242 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.	<p>1. NSDL IDeAS facility</p> <p>If the user is registered for the NSDL IDeAS facility:</p> <p>(a) Please visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile.</p> <p>(b) Once the homepage is launched, click on the “Beneficial Owner” icon under “Login” which is available under „ IDeAS” section.</p> <p>(c) A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</p> <p>(d) Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</p> <p>(e) Click on options available against 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 e-Voting period.</p> <p>If the user is not registered for IDeAS e-Services</p> <p>(a) Option to register is available at https://eservices.nsdl.com.</p>

	<p>(b) Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(c) Upon successful registration, please follow steps as given in points (a) to (e) above.</p> <p>2. Visit the e-Voting website of NSDL.</p> <p>(a) Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.</p> <p>(b) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under „Shareholder/Member” section.</p> <p>(c) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>(d) 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 e-voting period.</p>
Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited (CDSL)	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the e voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>

	<p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p> <p>2. On logging in, you will be able to see e-Voting option. On clicking e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>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 e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website. **Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

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

securities in demat mode with CDSL	contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43
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B) Login Method 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 Beneficiary 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 on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see “EVEN” of all the companies in which

you are holding shares and whose voting cycle is in active status.

2. Select “EVEN” of RDB Realty & Infrastructure Limited for which you wish to cast your vote during the e-Voting period.
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 your vote.

C) Process for those shareholders whose email ids are not registered with the Depositories/Company for procuring user id and password and registration of email ids for e-voting.

1. In case shares are held in physical mode, please provide Folio No., Name of Member, 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.
2. In case shares are held in demat mode, please provide DPID-Client ID (16 digit DPID + Client or 16 digit beneficiary ID), Name of the Member, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@rdbindia.com. If you are an Individual Member holding securities in demat mode, you are requested to refer to the login method explained at step 1 of (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

D. General Instructions

(a) 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.

(b) 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, at evoting@nsdl.co.in

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE
COMPANIES ACT, 2013**

ITEM 1& 2

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 6th April, 2022, appointed **Mr. Rajeev Kumar (DIN: 07003686)** as an Additional Director in the category of Whole – time Director & Chairman of the Company with effect from 6th April, 2022 for a period of 2 years, subject to the approval of the Members.

Mr. Rajeev Kumar (DIN: 07003686) 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.

Mr. Rajeev Kumar (DIN: 07003686) has conveyed his consent to act as a Whole time Director & Chairman of the Company and made the necessary disclosures and declarations. The Company has received a notice in writing from a Member proposing the candidature of Mr. Rajeev Kumar for the office of Director of the Company. Mr. Rajeev Kumar (DIN: 07003686) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has also confirmed that he 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. Mr. Rajeev Kumar satisfies all the other conditions set out in Part-I of Schedule V of the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his appointment.

The terms and conditions of appointment of **Mr. Rajeev Kumar (DIN: 07003686)**, as approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee, are as under:

Salary (CTC): Consolidated Salary payable including all kind of Perquisite shall not exceed Rs. 50,00,000/- per annum.

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

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

A copy of the agreement entered into by the Company with **Mr. Rajeev Kumar** (DIN: **07003686**) containing the terms and conditions of appointment and remuneration payable to him 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

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

The company has not committed any default in payment of dues to any bank or public financial institution or non convertible debentures or any other secured creditors before the date of appointment of such managerial person(s).

The Board recommends the resolution as set out in item no. 1 and 2 of this notice, for the approval by the shareholders of the Company.

Except **Mr. Rajeev Kumar** 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. 1 & 2.

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

I. General information:

1.	Nature of Industry	The Company is engaged in Real Estate business.			
2.	Date or expected date of commencement of commercial production	January, 2007			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	The financial performance of the Company during the preceding three financial years is as under:				
Rs. In Lakhs					
	Particulars	31.12.2021	2020-21	2019-20	2018-19
	Total Income	2761.81	4,199.49	3913.23	2570.26
	Total Expense	2489.59	3893.78	3496.08	(2173.67)
	Profit/(Loss) Before Interest and Depreciation	272.22	305.71	417.15	396.59
	Less: Interest	26.05	40.93	79.91	(243.59)
	Less: Depreciation & Amortization	3.73	58.18	62.62	(52.79)
	Profit/(Loss) Before Tax	242.44	206.17	274.62	100.21
	Add/Less: Provisions for current & deferred tax	49.50	95.58	63.26	(16.71)
	Profit After Tax	192.94	110.59	211.36	83.50
5.	Foreign investments or collaborations, if any.				NIL

II. Information about the appointee:

<u>SL. No</u>	<u>Particulars</u>	Mr. Rajeev Kumar
1.	Background details	Mr. Rajeev Kumar (DIN: 07003686) 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 has 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.
2.	Past remuneration	-
3.	Recognition or awards.	1997 - Police Medal (50 th year of Independence) 1997 -IPM (President's Police Medal for Meritorious Services) 2014-PPM (President's Police Medal for Distinguished Services) 2014-Internal Security Medal
4.	Job profile and his suitability	Mr. Rajeev Kumar is involved in the day to day working of the Company. He is responsible for Administration and Finance control of the company as well as exercise and perform such other functions as the Board shall determine from time to time. Mr. Rajeev Kumar is also an IRS officer.
5.	Remuneration proposed	As set out in the Explanatory Statement to item no. 1 & 2
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of his origin)	The said remuneration is commensurate with the size and nature of business of the Company and also with the functions and responsibilities entrusted upon him.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Rajeev Kumar is the Whole-time Director & Chairman of the Company. As on date of this notice, he does not hold any shares of the Company. He is not entitled to any other emoluments from the Company apart from the remuneration as agreed upon. Further, Mr. Rajeev Kumar is not related to any of the Managerial Personnel of the Company.

III. Other information:

<u>SL. No.</u>	<u>Particulars</u>	<u>Information about the appointee</u>
1.	Reasons of loss or inadequate profits	The year under review brought an unprecedented and most difficult economic challenge of the century to India and the World because of the COVID 19 pandemic. To arrest the spread of the pandemic, India and most Nations implemented strict restrictions on offices and other commercial activities. Construction & Real Estate industry faced unprecedented challenges due to lockdown in India. On this backdrop, the Company's performance during the year 2020-21 was impacted adversely by lower volumes and price realization for its products due to the prevailing market conditions. Further, with COVID 19 restrictions were lifted, construction industries started recovering. However, due to increase in the costs of raw materials and other products the profitability of Company may impact.

2.	Steps taken or proposed to be taken for improvement	The Company is taking adequate measures to cut costs and also adapt to the changing legislations, thereby improving its profitability.
3.	Expected increase in productivity and profits in measurable terms	The Company expects substantial increase in the profit from real estate activities in the upcoming years.

ITEM 3

APPOINTMENT OF MR. ASHOK KUMAR JAIN (DIN: 09560734) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed **Sri Ashok Kumar Jain (DIN : 09560734)**, as an Additional Director under the category of independent director for a term of five years from 6th April, 2022 to 5th April, 2027 subject to the approval of shareholders.

As per Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of independent director shall be subject to the approval of shareholders by special resolution.

The Company has received consent from **Sri Ashok Kumar Jain (DIN: 09560734)**, to act as a Director in terms of section 152 of the Act. The Company has also received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is Independent of the management of the Company. Further he is not debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority.

Mr. Ashok Kumar Jain is a commerce graduate and having 15 years of experience in the field of accounts, finance and Transportation system.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience, the association **Sri Ashok Kumar Jain (DIN: 09560734)** would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

The copy of letter of appointment of **Sri Ashok Kumar Jain (DIN: 09560734)** containing the terms and conditions of appointment would be made available for inspection to 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.

Accordingly, the Board recommends the Special Resolution in relation to appointment of **Sri Ashok Kumar Jain (DIN: 09560734)** as an Independent Director for approval of the Members.

The Independent Director shall not be paid any other remuneration except sitting fees for attending the meeting of the Board of Directors or Committee thereof from the date of his appointment.

Except **Sri Ashok Kumar Jain (DIN: 09560734)** and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 3 of the notice.

The Board considers that the appointment of **Sri Ashok Kumar Jain (DIN: 09560734)** would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 3 for approval of members of the Company.

Details of **Sri Ashok Kumar Jain (DIN: 09560734)** are provided in “Annexure I” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

ITEM 4

APPOINTMENT OF MR. ABHAY DOSHI (DIN: 06428170) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Sri Abhay Doshi (DIN : 06428170), as an Additional Director under the category of independent director for a term of five years from 6th April, 2022 to 5th April, 2027 subject to the approval of shareholders.

As per Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of independent director shall be subject to the approval of shareholders by special resolution.

The Company has received consent from **Sri Abhay Doshi (DIN: 06428170)** to act as a Director in terms of section 152 of the Act. The Company has also received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is Independent of the management of the Company. Further he is not debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority

Mr. Abhay Doshi has good experience in IT Industry over the years. He is graduate in Computer Science and Engineering and took Master degree in Information Systems Management from the Carnegie Mellon University, USA. He had worked with IBM India Labs & assisted several start-ups in the IT Industry over the years. He has been associated with various charitable institutes and voluntary work organizations throughout the last decade most notably-the Interact and Rotaract movement and Round Table India.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience, the association Sri AbhayDoshi (DIN : 06428170) would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

The copy of letter of appointment of Sri Abhay Doshi (DIN : 06428170) containing the terms and conditions of appointment would be made available for inspection to 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.

Accordingly, the Board recommends the Special Resolution in relation to appointment of Sri Abhay Doshi (DIN: 06428170) as an Independent Director for approval of the Members.

The Independent Director shall not be paid any other remuneration except sitting fees for attending the meeting of the Board of Directors or Committee thereof from the date of his appointment.

Except Sri Abhay Doshi (DIN : 06428170) and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 4 of the notice.

The Board considers that the appointment of Sri Abhay Doshi (DIN : 06428170) would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 4 for approval of members of the Company.

Details of Sri Abhay Doshi (DIN : 06428170) are provided in “Annexure I” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

ANNEXURE**Details of Directors seeking appointment through Postal Ballot**

[Pursuant to the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

Name of the Director	Mr. Rajeev Kumar	Mr. Ashok Kumar Jain	Mr. Abhay Doshi
DIN	07003686	09560734	06428170
Date of Birth and Age	DOB: 30.07.1956 Age : 65 years	DOB: 04.01.1967 Age : 55 years	DOB: 02/08/1983 Age : 38 years
Nationality	Indian	Indian	Indian
Date of first appointment on the Board of Directors of the Company	6 th April 2022	6 th April 2022	6 th April 2022
Qualifications	BA, IPS	B com	Graduate in Computer Science and Engineering and took Master degree in Information Systems Management from the Carnegie Mellon University, USA
Experience (including nature of expertise in specific functional areas)/ Brief Resume	Mr. Rajeev Kumar (DIN: 07003686) 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	Mr. Ashok Kumar Jain is a commerce graduate and having 15 years of experience in the field of accounts and finance.	Mr. Abhay Doshi has good experience in IT Industry over the years. He is graduate in Computer Science and Engineering and took Master degree in Information Systems Management from the Carnegie Mellon University, USA. He had worked with IBM India Labs & assisted several start-ups in the IT Industry over the years. He has been associated with various charitable institutes and voluntary work organizations throughout the last decade most notably- the Interact and

	systems. Mr. Rajeev Kumar has rich experience in corporate and industrial security of mammoth public sector installations and also has 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.		Rotaract movement and Round Table India.
Number of shares held in the Company	Nil	Nil	Nil
List of directorships held in other companies	1.FORTUNE CUSTOMER DEALING PRIVATE LIMITED	Nil	1. RDB Rasayans Ltd 2. Academy of Stem India
Chairman/Member of the Committees of the Boards of the other companies in which he is Director	-	-	RDB Rasayans Ltd <u>Chairperson</u> Audit Committee <u>Member</u> Nomination and remuneration committee
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None	None
Number of meetings of the Board attended during the year 2020-21	Nil	Nil	Nil
Terms and conditions of Appointment/re-appointment	As mentioned in the explanatory statement to this notice	Nil	Nil
Details of remuneration sought to be paid	As mentioned in the explanatory statement to this notice	Nil	Nil
Remuneration last drawn (including sitting fees, if any)	Nil	Nil	Nil
Listed entities from which resigned in the past Three years	Nil	Nil	Nil