



RDB REALTY & INFRASTRUCTURE LIMITED

Registered Office: Bikaner Building, 8/1 Lal Bazar Street, 1st Floor, Room No. 10, Kolkata-700001
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Website: www.rdbindia.com CIN: L16003WB2006PLC110039

Notice of Postal Ballot

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (the “Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and other related circulars issued by the Ministry of Corporate Affairs, Government of India (“MCA”) (the “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof), if any, RDB Realty & Infrastructure Limited (“the Company”) hereby seeks your approvals through Postal Ballot by way of remote electronic voting (“E-Voting”) for the matters appended below and forming part of this notice. The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules pertaining to the said resolutions setting out the material facts and the reasons thereof forms a part of this Postal Ballot Notice (the “Notice” or “Postal Ballot Notice”).

In compliance with the provisions of Section 108 and 110 of the Act read with the applicable Rules and the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company is conducting Postal Ballot exercise through E-Voting only to enable the Members to cast their votes electronically. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. If your e-mail address is not registered with the Company / Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote E-Voting. The communication of the assent or dissent of the Members would only take place through the E-Voting system. Members

are requested to follow the procedure as stated in the notes and instructions for casting of votes by E-Voting.

Ms. Prachi Todi, Practising Company Secretary (Membership No. ACS 53022, C.P. No. 22694), is appointed by the Board as the Scrutinizer for conducting the postal ballot through E-Voting process in a fair and transparent manner. The Scrutinizer shall submit his report to the Chairman or Whole-time Director or Company Secretary as authorised by the Chairman of the Company after completion of the scrutiny of E-Voting. The results of the E-Voting would be announced by the Chairman or Whole-time Director or Company Secretary as authorised by the Chairman at the Registered Office of the Company within two working days from the conclusion of E-Voting. The results along with the Scrutinizer's Report will be displayed at the Registered Office of the Company and shall be communicated to the BSE Limited ("BSE") and Calcutta Stock Exchange Limited ("CSE") (together "Stock Exchanges") where the shares of the Company are listed and will also be displayed on the Company's website at www.rdbindia.com as well as on website of National Securities Depository Limited ("NSDL"), engaged to provide E-Voting facility to the Members of the Company. The date of declaration of the result of Postal Ballot shall be deemed to be the date of passing of resolutions mentioned in the notice.

Items of business requiring approval of members through E-Voting.

SPECIAL BUSINESS:

ITEM NO. 1

To re-appointment Mrs. Neera Chakravarty (DIN: 09096844) as a Whole time Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Act, the Articles of Association of the Company, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and approval of Board of Directors and subject to such other approval(s), consent(s) as may be required from time to time, consent of the Members be and is hereby accorded for re-appointment of Mrs. Neera Chakravarty (DIN: 09096844) as the Whole time Director designated as Executive Director (Women Director) of the Company for a period of two years w.e.f May 1st, 2023, on the terms and conditions including remuneration as set out in the agreement entered to with Mrs. Neera Chakravarty; material terms of which are set out in the statement annexed to the Notice

convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mrs. Neera Chakravarty, subject to the same not exceeding the limits specified under Companies Act, 2013 and liable to retire by rotation.

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

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things 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.”

ITEM NO. 02

2. To approve the material related party transaction limits with certain promoter companies

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the approval of the Audit Committee and Board of Directors of the company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into material related party transaction(s) with NTC Industries Limited, YMS Finance Private Limited and Loka Properties Private Limited, companies falling under promoter group of the Company during the financial year 2023-24 & 2024-25, on the terms and conditions as set out in the explanatory statement annexed to this notice and the transactions already undertaken with aforesaid related parties be and is hereby ratified.

Nature of Transactions	Proposed Maximum Amount of Transactions	Nature of Relationship
Loan	Rs. 100 crores per company per annum	All the companies are falling under promoters group of the company

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and all acts, done by and with the authority of the Board of Directors of the Company in this matter, be and are hereby also confirmed."

Place: Kolkata
Date: 30th May, 2023

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

Sd/-
Ritesh Kumar Jha
Company Secretary & Compliance Officer

NOTES:

1. The Statement pursuant to Section 102 of the Act (to the extent applicable), read with Section 110 as amended stating all material facts, disclosure of interest, if any and other relevant information and facts in respect of the business(es) is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories / Registrar and Share Transfer Agent (“RTA”) as on June 02, 2023 (“the cut off date”). A person who is not a member as on the cut-off date should treat this Postal ballot Notice for information purpose only.
3. Members whose e-mail addresses are not registered as above can register the same in the following manner:
 - a. Members holding share(s) in physical mode can send e-mail to register their e-mail ID to the Company at secretarial@rdbindia.com or to RTA at nichetechpl@nichetechpl.com.
 - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants (“DPs”) for receiving all communications from the Company electronically.
4. Pursuant to Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules as amended from time to time, Regulation 44 of the Listing Regulations as amended and various MCA Circulars the Company is offering remote E-Voting facility to all the Members to cast their votes (for or against) electronically on business set forth in this Notice.
5. The Company has appointed NSDL to provide the E-Voting facility to the members of the Company to vote electronically. Instructions for remote E-Voting are provided below.
6. Voting period for E-Voting will commence from Tuesday, June 13, 2023 at 9.00 A.M. (IST) and will end on Wednesday, July 12, 2023 at 5.00 P.M. (IST).
7. The Board of Directors has 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.
8. Members may note that this Postal Ballot Notice will also be available on the Company’s website www.rdbindia.com, websites of the Stock Exchanges where the equity shares of the Company are

listed i.e. BSE at www.bseindia.com, CSE at www.cse-india.com, and on the website of NSDL at www.evoting.nsdl.com.

9. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on Friday, June 02, 2023, being the cut-off date.

10. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the date of declaration of the results of Postal Ballot.

11. Members may contact Company Secretary of the Company, for any grievances relating to voting by electronic means through e-mail at 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.

12. The instructions for remote E-Voting are as under:

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 for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. 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. 2. 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 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for Members other than Individual Members holding securities in demat mode and Member 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.

a) 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.

b) 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***.

c) Password details for Members other than Individual Member are given below:

i. If you are already registered for E-Voting, then you can use your existing password to login and cast your vote.

ii. 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.

iii. How to retrieve your 'initial password'?

i. If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the email sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii. If your e-mail ID is not registered, please follow steps mentioned below in process for those Members whose e-mail ids are not registered.

- d) If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- (i) 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.
 - (ii) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (iii) 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.
 - (iv) Members can also use the OTP (One Time Password) based login for casting the votes on the EVoting system of NSDL.
3. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
4. Now, you will have to click on “Login” button.
5. 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 all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote 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.

General Guidelines for Members/Shareholders

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. 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. Institutional Members 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 members and E-Voting user manual for members available at the download section of www.evoting.nsdl.com or call 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in. In case of any grievances connected with facility for E-Voting, please contact 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.

Process for those members whose e-mail 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 members, 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 e-mail to secretarial@rbindia.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@rbindia.com. If you are an Individual members 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 for Individual members holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for E-Voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on E-Voting facility provided by Listed Companies, Individual member 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 e-mail ID correctly in their demat account in order to access E-Voting facility.

Other Instructions:

1. 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 Chairman of the Company or any other person authorised by the chairman.
2. 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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Mrs. Neera Chakravarty (DIN: 09096844) was appointed as the Whole-time Director designated as Executive Director of RDB Realty & Infrastructure Limited (the 'Company') effective May 1, 2021. In view of the valuable contribution made by Mrs. Neera Chakravarty in the growth of the company, based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board'), at its meeting held on April 29, 2023, re-appointed Mrs. Chakravarty as the Whole-time Director designated as Executive Director for a further period of two years effective May 1, 2023, subject to approval of the shareholders and liable to retire by rotation.

Mrs. Chakravarty has conveyed her consent to act as a Whole time Director of the Company. Mrs. Chakravarty is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has also confirmed that she has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority. Mrs. Chakravarty 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 Mrs. Chakravarty, as approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee, are as under:

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

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

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

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

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

The 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 of this notice, for the approval by the shareholders of the Company.

Except **Mrs. Chakravarty** being an appointee, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution as set out in item no. 1.

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:			
		<u>Rs. In Lakhs</u>		
	<u>Particulars</u>	<u>2022-23</u>	<u>2021-22</u>	<u>2020-21</u>
	Total Income	11261.81	4885.69	4,199.49
	Total Expense	9545.96	4448.64	3893.78
	Profit/(Loss) Before Interest and Depreciation	1715.85	437.05	305.71
	Less: Interest	1168.75	110.06	40.93
	Less: Depreciation & Amortization	6.74	6.38	58.18
	Profit/(Loss) Before Tax	540.37	320.61	206.17
	Add/Less: Provisions for current & deferred tax	113.67	119.43	95.58
	Profit After Tax	426.70	201.18	110.59
5.	Foreign investments or collaborations, if any.	NIL		

Information about the appointee:

<u>SL. No</u>	<u>Particulars</u>	Mrs. Neera Chakravarty
1.	Background details	Mrs. Neera Chakravarty has 36 years of experience in Banking Industry. Before retirement on 31.03.2019 from Indian Bank, she has held various responsible positions in the bank. She has vast experience in Administrative roles/formalizing operational matters/control and supervision and risk management.
2.	Past remuneration	12,00,000 p.a.
3.	Recognition or awards.	None
4.	Job profile and his suitability	Mrs. Neera Chakravarty is actively involved in the day to day working of the Company. She is responsible for statutory compliance, Administration, Banking and Finance control of the company as well as exercise and perform such other functions as the Board shall determine from time to time.
5.	Remuneration proposed	As set out in the Explanatory Statement under section 102 of the Companies Act, 2013 and detailed in the agreement dated 1 st May, 2023
6.	Comparative remuneration profile with respect to	The said remuneration is commensurate with the size and nature of business of the Company and also with the functions and

	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)	responsibilities entrusted upon him.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mrs. Neera Chakravarty is the Whole-time Director of the Company. As on date of this notice, she does not hold any shares of the Company. She is not entitled to any other emoluments from the Company apart from the remuneration as agreed upon. Further, Mrs. Neera Chakravarty is not related to any of the Managerial Personnel of the Company.

III. Other information:

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

ITEM NO. 02

Section 188 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party except with the consent of the Board and members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm’s length basis. Further, pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties require prior approval of the members of the Company through ordinary resolution.

In accordance with Regulation 23 of the SEBI Listing Regulations, “Material Related Party Transaction” means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

The annual consolidated turnover of the Company for the financial year 2022-23 is INR 141.95 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding INR 14.19 Crores (10% of the Company’s annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same. It is therefore

proposed to obtain the Members' approval for the following arrangements/transactions/ contracts which may be entered into by the Company with its related parties from time to time:

Name of Related Party	Nature of Relationship	Nature of Transaction, material terms	Period of transactions	Amount (INR in Cr,)*
NTC Industries Limited	Promoter Group	Loans	Financial years 2023-24 and 2024-25	100 cr per annum at interest @ 7.5%
Loka Properties Private Limited	Promoter Group	Loans	Financial years 2023-24 and 2024-25	100 cr per annum at interest @ 7.5%
YMS Finance Private Limited	Promoter Group	Loans	Financial years 2023-24 and 2024-25	100 cr per annum at interest @ 7.5%

The aforesaid Related Party Transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI Listing Regulations and accordingly the approval of the Shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board has approved the aforesaid Related Party Transactions at their meetings held on May 30, 2023 and the transactions already undertaken with aforesaid related parties be and is hereby ratified and noted that these transactions shall be in the Ordinary Course of Business and at arm's length basis.

The following information as required pursuant to the SEBI Circular dated 22nd November, 2021 is provided below to the shareholders. Similar information has also been provided by the management of the Company to the Audit Committee at its Meeting held on 30th May, 2023, for the approval of the proposed Material Related Party Transactions:

Sl. No	Particulars	Details
a	Type, material terms and particulars of the proposed transactions;	The transactions involves loan for business purpose from NTC Industries Ltd, Loka Properties Private Limited and YMS Finance Private Limited at 7.5% interest rate.
b.	b) Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	i)NTC Industries Limited ii) Loka Properties Private Limited iii) YMS Finance Private Limited (all are falling under promoters group of the listed entity)
c.	Tenure of the Financial year proposed transactions (particular tenure shall be specified);	2023-24 & 2024-25
d.	Value of the proposed transactions;	Rs. 100 cr outstanding at any point of time, per related party
e.	The percentage of the	% of RDB Realty & Infrastructure Ltd annual consolidated

	listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the Proposed transaction.	turnover for the year 2022-23 (INR 141.95 cr) represented by the value of proposed transactions: 70.45%.
f.	Justification as to why the RPT is in the interest of the listed entity;	In Pursuit of expansion of Business, the Company need financial backup

Except Mr. Pradeep Kumar Pugalia, Whole time Director and Mr. Anil Kumar Apat, CFO of the Company None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives is in any way concerned or interested, whether financially or otherwise, in the proposed Resolutions.

Based on the recommendation of the Audit Committee, the Board of Directors recommends the Ordinary Resolutions set out as Item Nos. 2 of the Notice for approval by the Members.

Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolutions set out in Item Nos. 2 of the Notice, whether the entity is a Related Party to the particular transaction or not.

ANNEXURE

Details of Directors seeking re-appointment

[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 Director	Mrs. Neera Chakravarty (DIN: 09096844)
Date of Birth	29/03/1959
Relationship with other Director inter se	None
Date of first appointment on the Board	1 st May, 2021
Expertise in specific functional area	Administrative roles/formalizing operational matters/control and supervision and risk management.
Qualification	Post Graduate, CAIIB from IIBF, Diploma in Information and System Management, Diploma in Computer Programming and Application
Brief Profile	Mrs. Neera Chakravarty has 36 years of experience in Banking Industry. Before retirement from Indian Bank as DGM on 31.03.2019, she has held various responsible positions in the bank. She has vast experience in Administrative roles/formalizing operational matters/control and supervision and risk management.
Number of Board Meetings attended during the year	13
No. of equity shares held in the Company	Nil
List of other companies in which Directorships held	SUPERMALL ONLINE PRIVATE LIMITED
Committee positions held in RDB Realty & Infrastructure Limited	Nil
Committee positions held in other Companies	Nil
Remuneration Paid	12,00,000 p.a.
Remuneration sought to be paid	12,00,000 p.a.
Resignation from any listed company during the last three financial years	Nil