



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

Phone: 033-44500500 **Fax:** 033-22420588 **Email:** secretarial@rdbindia.com

Website: www.rdbindia.com **CIN:** L16003WB2006PLC110039

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

NOTICE is hereby given that pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**‘Act’**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (**‘Rules’**), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 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, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, and 09/2024 dated 19th September, 2024 and other related circulars issued by the Ministry of Corporate Affairs, Government of India (collectively termed as **“MCA Circulars”**) and 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 Infrastructure and Power Limited (*formerly known as 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 aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Transfer Agent (**‘RTA’**). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting. The detailed procedure for remote e-voting process forms part of the ‘Notes’ section of this Notice.

The Company has appointed Ms. Prachi Todi, a Practicing Company Secretary (Membership No. ACS 53022, C.P. No. 22694), as the Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutinizer shall submit her 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 shall be communicated to the BSE Limited (**“BSE”**) and Calcutta Stock Exchange Limited (**“CSE”**) (**“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 Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting, i.e., Monday, 13th January, 2025.

SPECIAL BUSINESS

ITEM No. 1:

Approval for Sub-division / split of existing 1 (One) Equity Share of face value of Rs. 10/-(Rupees Ten Only) each fully paid-up, into 10 (Ten) Equity Shares of face value of Re. 1/- (Rupee One Only) each fully paid-up

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“the Listing Regulations”), and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory/regulatory authority(ies), the approval of the Members of the Company be and is hereby accorded for sub-division / split of 1 (One) Equity Share of the Company of the face value of Rs. 10/- (Rupees Ten only) each fully paid-up, into 10 (Ten) Equity Shares of the Company of face value of Re. 1/- (Rupee One only) each fully paid-up;

RESOLVED FURTHER THAT pursuant to the sub-division / split of the Equity Shares of the Company, all the issued, subscribed, and paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each shall stand sub-divided into 10 (Ten) Equity Shares of face value of Re. 1/- (Rupee One only) each, from the record date as fixed by the Board of Directors of the Company (*which expression shall also include a Committee thereof*), and the said shares shall rank pari-passu in all respects with, and carry the same rights as, the existing fully paid-up Equity Shares of Rs.10/- (Rupees Ten only) each of the Company;

RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of face value of Rs. 10/- (Rupees Ten only) each, held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “Record Date” of the sub-division / Split, or such other date as may be determined by the Board (*which expression shall also include a Committee thereof*), and the Company may without requiring the surrender of the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing Share Certificate(s) as per prevailing laws/guidelines in this regard, subject to the relevant provisions of Act, and in case of Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members in lieu of the existing credits representing the Equity Shares of the Company prior to sub-division / split;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (*which expression shall also include a Committee thereof*) and/or the Chairman and/or any Whole-time Director and/or the Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals (*statutory, contractual or otherwise*) in relation to the above, and to incur expenditure thereon, and to settle all matters arising out of and incidental thereto, and to give such directions as may be necessary to settle any question, difficulty or doubt that may arise in this regard, and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and do all other acts, deeds, matters and things as maybe necessary, expedient, usual or

proper, without requiring the Board to secure any further consent/approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM No. 2:

Approval for Alteration of Capital Clause (Clause V) of the Memorandum of Association 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 13, 15, 61, 64 and other applicable provisions, if any, 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) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“the Listing Regulations”), the consent of the Members of the Company be and is hereby accorded to alter and substitute the existing Clause V of the Memorandum of Association of the Company with the following:

V. The Authorised Share Capital of the Company is Rs. 27,00,00,000/- (Rupees Twenty-Seven Crores Only) divided into 27,00,00,000 (Twenty-Seven Crores) Equity Shares of Re. 1/- (Rupee One only) each with power to sub divide, consolidate and increase or decrease the capital, and with power from time to time to issue any shares out of the original capital or any new capital with and subject to any preferential, qualified or special rights, privileges or conditions as may be thought fit and upon the sub division of a share to apportion the right to participate in profits in any manner as between the shares resulting from such sub-division.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (*which expression shall also include a Committee thereof*) and/or the Chairman and/or any Whole-time Director and/or the Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals (*statutory, contractual or otherwise*) in relation to the above, and to incur expenditure thereon, and to settle all matters arising out of and incidental thereto, and to give such directions as may be necessary to settle any question, difficulty or doubt that may arise in this regard, and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and do all such acts, deeds, matters and things as maybe necessary, expedient, usual or proper, without requiring the Board to secure any further consent/approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

Place: Kolkata

Date: 05th December, 2024

Sd/-
Priyarup Mukherjee
Company Secretary &
Compliance Officer

Notes:

1. The Explanatory Statement, pursuant to the provisions of Section 102 read with Section 110 of the Act and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members/Depositories' records, as the case may be, as on the cut-off date Friday, 6th December, 2024 and whose email addresses registered with the Company's RTA/ Depository Participants (DP). The voting rights of the Members shall be in proportion to their share 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 Postal ballot Notice for information purposes only.* It is however clarified that all Members of the Company as on the Cut-Off Date (*including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/ RTA/ Depositories*) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.
3. The Postal Ballot Notice will also be available on the Company's website at <https://www.rdbindia.com/announcement-notice/>, websites of the Stock Exchanges i.e., BSE Limited ("BSE") and Calcutta Stock Exchange Limited ("CSE") at <http://www.bseindia.com> and <http://www.cse-india.com> respectively, and the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
4. Members whose e-mail addresses are not registered as above can register the same in the following manner:
 - a. 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.
 - b. 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.
5. Pursuant to Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("SEBI Master Circular") and SS-2 and any amendments thereto, the Company is providing remote e-voting facility to all the Members to cast their votes (for or against) electronically on businesses set forth in this Notice.
6. 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.
7. Voting period for E-Voting will commence from Sunday, 15th December, 2024 at 9.00 A.M. (IST) and will end on Monday, 13th January, 2025 at 5.00 P.M. (IST).
8. The last date of e-voting, i.e., 13th January, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. Further, resolution passed by the Members through

Postal Ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

9. 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.
10. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on 6th December, 2024 being the cut-off date.
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. 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 last date of e-voting. Members seeking to inspect such documents can send an email to secretarial@rdbindia.com.
13. 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
Individual Shareholders holding securities in demat mode with NSDL.	<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

	<p>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> <ol style="list-style-type: none"> 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. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider (“ESP”) for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all ESP so that the user can visit the ESP website directly. 3. If the user is not registered for Easi/Easiest, option to

	<p>register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.</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. 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.</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 remote 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 abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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 client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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.com. 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 Shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com/evoting@nsdl.com.

Process for those members whose e-mail addresses are not registered with the depositories for procuring user id and password and registration of e-mail addresses 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@rdbindia.com or nichetechpl@nichetechpl.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@rdbindia.com. If you are an Individual member 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.

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 authorized 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND
ADMINISTRATION) RULES, 2014

Item No. 1 & 2

It is to be noted by the shareholders that the Company's good performance over the years and bright outlook has led to the significant rise in its market price of its equity shares. Therefore, in the opinion of the Board of Directors of the Company, the proposed sub-division / split will make the Equity Shares of the Company more affordable and is expected to encourage participation of investors at large and thus, it is in the best interest of the investors and the Company.

Hence, the need was felt to appropriately sub-divide / split the equity shares of the Company into smaller denomination to encourage wider participation of small investors, thereby enhancing liquidity of the equity shares of the Company in the Stock Market.

Accordingly, the Board of Directors of the Company at their Meeting held on 05th December, 2024 considered the proposal and recommended to sub-divide / split the existing 1 (One) Equity Share of the Company of face value of Rs. 10/- (Rupees Ten only) each fully paid-up into 10 (Ten) Equity Shares of face value of Re. 1/- (Rupee One only) each fully paid-up, subject to approval of the Members and other statutory and regulatory approvals, as applicable.

Further, the sub-division of shares as aforesaid would also require consequential amendment to the existing Clause V of the Memorandum of Association ("MOA") of the Company to reflect the change in face value of each Equity Share of the Company from existing Rs.10/- (Rupees Ten only) each to proposed Re.1/- (Rupee One only) each. Hence, the Board at its Meeting held on 05th December, 2024 also considered and recommended the amendment in the existing Clause V of the MOA of the Company, in order to reflect the change in proposed face value of each Equity Share of the Company. *The proposed sub-division / split of equity shares will not result in any change in the amount of authorized, issued, paid-up and subscribed share capital of the Company.*

As per the relevant provisions of the Companies Act, 2013, read with the rules framed thereunder, approval of the Members by way of passing of an Ordinary Resolution is required for sub-division / split of equity shares and consequent amendment in the Capital Clause of the Memorandum of Association of the Company. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the notes to this Notice.

Accordingly, the Board recommends the resolutions set out in Item Nos. 1 & 2 of this Postal Ballot Notice for the approval of the Members of the Company by way of passing of Ordinary Resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution at Item Nos. 1 & 2 of this Postal Ballot Notice, except to the extent of their shareholding in the Company, if any.

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

Place: Kolkata

Date: 05th December, 2024

Sd/-
Priyarup Mukherjee
Company Secretary &
Compliance Officer