



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:** L68100WB2006PLC110039

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 Managing Director or Whole-time Director or Company Secretary as authorised by the Managing Director of the Company after completion of the scrutiny of e-Voting. The results of the e-voting would be announced by the Managing Director or Whole-time Director or Company Secretary as authorised by the Managing Director 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”**)

at www.evoting.nsdl.com 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., Friday, 24th 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 Chairperson 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 Chairperson 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.”

ITEM No. 3:

To appoint Mr. Amit Kumar Goyal (DIN: 05292585) as a Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 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. Amit

Kumar Goyal (DIN: 05292585), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18th December, 2024, 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.”

FURTHER RESOLVED THAT the Board of Directors or Company Secretary of the Company be and are hereby severally 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. 4:

Appointment of Mr. Amit Kumar Goyal (DIN: 05292585) as the Managing Director 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(s) 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 required from time to time, the consent of the Members be and is hereby accorded for appointment of **Mr. Amit Kumar Goyal (DIN: 05292585)** as the Managing Director of the Company for a period of 5 (Five) years, liable to retire by rotation, with effect from 18th December, 2024 to 17th December, 2029 on the terms and conditions including remuneration as set out in the agreement entered into between the Company and Mr. Amit Kumar Goyal, material terms of which are set out in the statement annexed to the Notice of Postal Ballot, 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. Amit Kumar Goyal, 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 during his appointment, the Company will pay to Mr. Amit Kumar Goyal the remuneration as per the explanatory statement as minimum remuneration.

FURTHER RESOLVED THAT the Board of Directors or Company Secretary of the Company be and are hereby severally 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. 5:

To appoint Mr. Raju Singh (DIN: 09117852) as a Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 152 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. Raju Singh (DIN: 09117852), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18th December, 2024, 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.”

FURTHER RESOLVED THAT the Board of Directors or Company Secretary of the Company be and are hereby severally 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. 6:

Appointment of Mr. Raju Singh (DIN: 09117852) as a Whole time Director 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(s) 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 required from time to time, the consent of the Members be and is hereby accorded for appointment of **Mr. Raju Singh (DIN: 09117852)** as a Whole time Director of the Company for a period of 5 (Five) years, liable to retire by rotation, with effect from 18th December, 2024 to 17th December, 2029 on the terms and conditions including remuneration as set out in the agreement entered into between the Company and Mr. Raju Singh, material terms of which are set out in the statement annexed to the Notice of Postal Ballot, 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. Raju Singh, 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 during his appointment,

the Company will pay to Mr. Raju Singh the remuneration as per the explanatory statement as minimum remuneration.

FURTHER RESOLVED THAT the Board of Directors or Company Secretary of the Company be and are hereby severally 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. 7:

Appointment of Ms. Moumita Ghosh (DIN: 10874329) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as ‘**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), Ms. Moumita Ghosh (DIN: 10874329), who was appointed as an Additional Director of the Company with effect from 18th December, 2024, 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 her 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 18th December, 2024 to 17th December, 2029.”

FURTHER RESOLVED THAT the Board of Directors or Company Secretary of the Company be and are hereby severally 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.”

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

Place: Kolkata

Date: 18th 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 Thursday, 26th December, 2024 at 9.00 A.M. (IST) and will end on Friday, 24th January, 2025 at 5.00 P.M. (IST).
8. The last date of e-voting, i.e., 24th 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 Members 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.

Item No. 3 and 4

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 18th December, 2024, appointed **Mr. Amit Kumar Goyal (DIN: 05292585)** as an Additional Director in the category of Managing Director of the Company with effect from 18th December, 2024 for a period of 5 (five) years, subject to the approval of the Members.

Mr. Amit Kumar Goyal (DIN: 05292585) is a qualified Chartered Accountant having 21 years of experience in the field of Merger, Acquisition, finance, accounts, operation and management.

Mr. Amit Kumar Goyal has conveyed his consent to act as the Managing Director 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. Amit Kumar Goyal for the office of Director of the Company. He 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. Amit Kumar Goyal 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. Amit Kumar Goyal, 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. 1,25,0000/- per month.

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 Managing 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. Amit Kumar Goyal 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. Amit Kumar Goyal 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 Resolutions as set out in item no. 3 and 4 of this notice, for the approval by the Members of the Company.

Except Mr. Amit Kumar Goyal 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. 3 and 4 of the notice.

Item No. 5 and 6

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 18th December, 2024, appointed **Mr. Raju Singh (DIN: 09117852)** as an Additional Director in the category of Whole Time Director of the Company with effect from 18th December, 2024 for a period of 5 (five) years, subject to the approval of the Members.

Mr. Raju Singh (DIN: 09117852) has 15 years of Experience in operations & business management with a Master's Degree with UGC NET.

Mr. Raju Singh has conveyed his consent to act as a Whole time Director 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. Raju Singh for the office of Director of the Company. He 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. Raju Singh 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. Raju Singh, 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. 1 /- 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. Raju Singh 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. Raju Singh 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 Resolutions as set out in item no. 5 and 6 of this notice, for the approval by the Members of the Company.

Except Mr. Raju Singh 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. 5 and 6 of the notice.

Item No. 7

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed **Ms. Moumita Ghosh (DIN: 10874329)**, as an Additional Director under the category of Non-Executive Independent Director for a term of 5 (five) years with effect from 18th December, 2024 for a period of 5 years, subject to the approval of Members.

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

Members by special resolution.

The Company has received consent from Ms. Moumita Ghosh to act as a Director in terms of section 152 of the Act. The Company has also received a declaration from her to the effect that she 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, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, she 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 she is not debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority.

Ms. Moumita Ghosh is a management professional with 16 years of experience in Banking Sales/Marketing and operations. Presently she is a Business Development Consultant in Healthcare & Financial Industry.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given her skills, integrity and expertise, the association Ms. Moumita Ghosh would be beneficial to the Company and it is desirable to avail her services as an Independent Director.

The copy of letter of appointment of Ms. Moumita Ghosh 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.

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.

The Board recommends the Special Resolution as set out in item no. 7 of this notice, for the approval by the shareholders of the Company.

Details of Ms. Moumita Ghosh 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.

Except Ms. Moumita Ghosh 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. 7 of the notice.

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 has been involved in the business of Infrastructure and Power.		
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				
<u>Particulars</u>	<u>2023-24*</u>	<u>2022-23*</u>	<u>2021-22</u>	
Total Income	6784.05	7308.90	4885.69	
Total Expense	6407.99	6943.66	4448.64	
Profit/(Loss) Before Interest	376.06	365.24	437.05	

and Depreciation			
Less: Interest	14.54	7.57	110.06
Less: Depreciation & Amortization	1.30	1.47	6.38
Profit/(Loss) Before Tax	360.22	356.20	320.61
Add/Less: Provisions for current & deferred tax	91.06	79.72	119.43
Profit After Tax	269.16	276.48	201.18
Add: Other Comprehensive Income	-0.16	-	27.69
Total Comprehensive Income	269	276.48	228.87
5.	Foreign investments or collaborations, if any.		NIL

**Pursuant to the sanction of Scheme of Arrangement for Demerger between the Company and M/s RDB Real Estate Constructions Limited, with appointed date being 01st October, 2022 and which became effective from 26th July, 2024, the aforesaid audited figures have been restated in accordance with the accounting treatment mentioned in the Scheme.*

II. Information about the appointees:

SL. No	Particulars	Mr. Amit Kumar Goyal	Mr. Raju Singh
1.	Background details	Mr. Amit Kumar Goyal (DIN: 05292585) is a qualified Chartered Accountant having 21 years of experience in the field of Merger, Acquisition, finance, accounts, operation and management.	Mr. Raju Singh (DIN: 09117852) has 15 years of Experience in operations & business management with a Master's Degree with UGC NET.
2.	Past remuneration	Rs. 1,25,000 per month	-
3.	Recognition or awards.	None	None
4.	Job profile and suitability	Mr. Amit Kumar Goyal is actively involved in the day to day working of the Company. He is responsible for overall Administration, Management and Financial control of the Company. He also performs such other functions as the Board shall determine from time to time.	Mr. Raju Singh will be assisting Mr. Amit Kumar Goyal in respect of overseeing the daily operations, management and administration of the Company. He will also 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 18 th December, 2024.	As set out in the Explanatory Statement under section 102 of the Companies Act, 2013 and detailed in the agreement dated 18 th December, 2024.
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.	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. Amit Kumar Goyal is the Managing Director 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. Amit Kumar Goyal is not related to any of the	Mr. Raju Singh is a Whole time Director 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. Raju Singh is

		Managerial Personnel of the Company.	not related to any of the Managerial Personnel of the Company.
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III. Other information:

SL. No.	Particulars	Remarks
1.	Reasons of loss or inadequate profits	The Company does not have adequate profits due to economic slowdown and various regulatory changes. Additionally, pursuant to the recent demerger of the Realty division of the Company, the profits of the Company have reduced.
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 its current activities of Infrastructure and Power in the upcoming years.

DETAILS OF DIRECTOR SEEKING APPOINTMENT THROUGH POSTAL BALLOT

(Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings)

Name of Director	Mr. Amit Kumar Goyal (DIN: 05292585)	Mr. Raju Singh (DIN: 09117852)	Ms. Moumita Ghosh (DIN: 10874329)
Date of Birth	29 th November, 1979	01 st February, 1985	24 th February, 1984
Nationality	Indian	Indian	Indian
Relationship with other Directors inter se	None	None	None
Date of first appointment on the Board	18 th December, 2024	18 th December, 2024	18 th December, 2024
Qualification	B. com (H), C.A.	Master's Degree with UGC NET	B.Com, MBA, Masters in Fintech
Terms and Conditions for Re-appointment	Appointment as the Managing Director of the Company for 5 (five) years with effect from 18 th December, 2024 to 17 th December, 2029.	Appointment as a Wholetime Director of the Company for 5 (five) years with effect from 18 th December, 2024 to 17 th December, 2029.	Appointment as a Non Executive Independent Director of the Company for 5 (five) years with effect from 18 th December, 2024 to 17 th December, 2029.
Expertise in specific functional area	Merger, Acquisition, finance, accounts, operation and management.	Operations & business management.	Banking Sales/Marketing, Healthcare & Financial Industry
Brief Profile	Mr. Amit Kumar Goyal (DIN: 05292585) is a qualified Chartered	Mr. Raju Singh (DIN: 09117852) has 15 years of Experience in operations & business	Ms. Moumita Ghosh is a management professional with 16 years of experience

	Accountant having 21 years of experience in the field of Merger, Acquisition, finance, accounts, operation and management.	management with a Master's Degree with UGC NET.	in Banking Sales/Marketing and operations. Presently she is a Business Development Consultant in Healthcare & Financial Industry.
Listed entities from which the person has resigned in the past three years	Tarmat Limited	Nil	Nil
No. of Board Meetings attended during the FY – 2023-24	Nil	Nil	Nil
No. of equity shares held in the Company	Nil	Nil	Nil
List of other companies in which Directorships held	1. RDB Hospitality Private Limited 2. Gestion Projects Private Limited 3. Slicevista Property Management Private Limited 4. Zendot Technologies Private Limited 5. Interkashi Hospitality Private Limited 6. Avimukta Foundation 7. RDB Green Energy Private Limited 8. Avimukta Sports Private Limited 9. Cantera Infra Tech Private Limited 10. City Center Mall Management Limited 11. Manaswi Investment Private Limited	Nil	Nil
Committee positions held in RDB Infrastructure and Power Limited	None	None	None
Committee positions held in	None	None	None

other Companies			
Details of remuneration sought to be paid and the Remuneration last drawn	Rs. 1,25,000 per month	Rs.1/- per annum	Nil
Details of remuneration last drawn	Rs. 1,25,000 per month	Nil	Nil

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

Place: Kolkata

Date: 18th December, 2024

Sd/-
Priyarup Mukherjee
Company Secretary &
Compliance Officer