

**ANNEXURE-1**

1. Name of Listed Entity: RDB Realty & Infrastructure Limited
2. Quarter ending: 31.03.2019

<b>I. Composition of Board of Directors</b>									
Title (Mr. / Ms)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) <sup>8</sup>	Date of Appointment in the current term /cessation	Tenure* (Approx)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit(AC)/ Stakeholder Committee(s) (SC) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	SUNDER LAL DUGAR	ADRPD6905F 00007638	Chairperson/ Executive	01/07/2016	-	1	-	-	
Mr.	PRADEEP KUMAR PUGALIA	AUJPP4838M 00501351	Executive	01/07/2016	-	1	2(1AC, 1SC)	-	
Mrs.	KUSUM DEVI DUGAR	ADRPD2388N 00559322	Non-Executive	01/06/2014	-	1	-	-	
Mr.	SHARAD KUMAR BACHHAWAT	ADBPB2902N 05161130	Non -Executive/ Independent	19/01/2019	60 Months	2	4(2AC, 2SC)	3(1AC, 2SC)	
Mr.	RAVI PRAKASH PINCHA	AFLPP8303D 00094695	Non -Executive/ Independent	01/04/2014	60 Months	2	2(2AC)	-	
Mr.	ADITYA RAVINDER KUMAR MEHRA	AALPM5935H 00984678	Non -Executive/ Independent	15/03/2019	60 Months	1	1(SC)	-	
Mr.	OM PRAKASH RATHI	ADAPR7159Q 00278191	Non- Executive/ Independent	Ceased w.e.f. 19/01/2019	58 Months	0	0	0	
Mr.	ANIMESH SHIVKUMAR GUPTA	AEPG8552C 02028933	Non -Executive/ Independent	Ceased w.e.f. 15/03/2019	32 Months	0	0	0	

<sup>5</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>8</sup> Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen



\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$
1. Audit Committee	Sri Sharad Kumar Bachawat Sri Pradeep Kumar Pugalia Sri Ravi Prakash Pincha	Chairperson /Non-Executive/ Independent Executive Non-Executive/ Independent
2. Nomination & Remuneration Committee	Sri Sharad Kumar Bachawat Sri Aditya Ravinder Kumar Mehra Sri Ravi Prakash Pincha	Chairperson /Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent
3. Stakeholders Relationship Committee	Sri Sharad Kumar Bachawat Sri Pradeep Kumar Pugalia Sri Aditya Ravinder Kumar Mehra	Chairperson/Non-Executive/ Independent Executive Non-Executive/ Independent
4. Corporate Social Responsibility Committee	Sri Sharad Kumar Bachawat Sri Ravi Prakash Pincha Sri Pradeep Kumar Pugalia	Chairperson/Non-Executive/ Independent Non-Executive/ Independent Executive

&Category of directors means executive/non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
14/11/2018	19/01/2019	65
	14/02/2019	25
	15/03/2019	28

## IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	14/02/2019	Yes, Quorum were present	14.11.2018	91
Nomination & Remuneration Committee	19/01/2019	Yes, Quorum were present	No meeting of Nomination and Remuneration Committee was held in the previous quarter	-
Nomination & Remuneration Committee	15/03/2019	Yes, Quorum were present		54

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

## V. Related Party Transactions



Subject		Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained		Yes
Whether shareholder approval obtained for material RPT		NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
    - a. Audit Committee
    - b. Nomination & remuneration committee
    - c. Stakeholders relationship committee
    - d. Risk management committee (applicable to the top 100 listed entities) – Not applicable
  3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors.
- Any comments/observations/advice of Board of Directors may be mentioned here: The report submitted in the previous quarter has been placed before Board of Directors on 14<sup>th</sup> February, 2019 and were duly noted by the Board.

For RDB Realty & Infrastructure Limited

*Prachi Todi*  
  
 Prachi Todi  
 Company Secretary & Compliance Officer

## ANNEXURE- II

1. Name of Listed Entity: RDB Realty & Infrastructure Limited

2. Financial Year: 01.04.2018 to 31.03.2019

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance Status (Yes/No/NA) <sup>refer note below</sup>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A	
New name and the old name of the listed entity	N.A	
II Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA) <sup>refer note below</sup>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes



Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For RDB Realty & Infrastructure Limited

*Prachi Todi*  
Prachi Todi

Company Secretary & Compliance Officer

