



RDB REALTY & INFRASTRUCTURE LIMITED

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 • CIN No. : L16003WB2006PLC110039
PHONE : +91 33 4450 0500 • FAX : +91 33 2242 0588 • E-MAIL : secretarial@rdbindia.com • Web : www.rdbindia.com

Date: 18/04/2022

To
The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata- 700 001

Dear Sir/Madam,

Subject: Compliance Report under Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended on 31st March, 2022

Pursuant to Regulation 27 (2) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report on the Corporate Governance for the Quarter ended on 31st March, 2022.

This is for your information and record.

Thanking You,

Yours Faithfully,
For RDB Realty & Infrastructure Limited


Ritesh Kumar Jha
Company Secretary & Compliance Officer

Encl : As above

ANNEXURE- I

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

2. Quarter ending: **31.03.2022**

| I. Composition of Board of Directors | | | | | | | | | | | | | | | |
|--|-------------------------|------------------------|--|------------------|---|---------------------------------------|----------------------------|--------------------------|--------------------------|---------------------|---------------|--|--|--|--|
| Disclosure of notes on composition of Board of Directors explanatory | | | | | | | | | | | | | | | |
| Whether the listed entity has a Regular Chairperson | | | | | | | | | | No | | | | | |
| Whether Chairperson is related to MD or CEO | | | | | | | | | | No | | | | | |
| Title (Mr ./ Ms) | Name of the Director | PAN ^s & DIN | Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)* | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations | Initial Date of Appoint ment | Date of Re- appointment | Date of Cessatio n | Date of Cessatio n | Tenure* (Approx) | Date of Birth | No. of Directors hip in listed entities including this listed entity [in reference to Regulatio n 17A(1)] | No of Independ ent Directors hip in listed entities including this listed entity [in referenc e to proviso to regulatio n 17A(1)] | Number of membersh ips in Audit(AC)/ Stakeholde r Committee (s) (SC) including this listed entity (Refer Regulation 26(1) of Listing Regulation s) | No of pos t of Ch air pe rs on in Au dit / St ak eh ol de r Co m mi tte e he ld in |



| | | | | | | | | | | | | | | | | |
|-----|------------------------------|-------------------------|--|----------------|----|----------------|------------|---|---|--------------|------------|---|---|----------------|----------------|--|
| | | | | | | | | | | | | | | | | list ed en titi es inc lu di ng thi s list ed en titi y (R ef er Re gul ati on 26 (1) of Lis tin g Re gul ati on s) |
| Mr. | PRADEEP KUMAR PUGALIA | AIUPP4838M 00501351 | Executive | 18-07- 1975 | NA | 24/06/20 10 | 01/07/2019 | - | - | - | 18/07/1975 | 1 | 0 | 2(1AC, 1SC) | - | |
| Mrs | NEERA CHAKRAVART Y | ACQPC3245F 09096844 | Executive | 29-03- 1959 | NA | 01/05/20 21 | - | - | - | - | 29/03/1959 | 1 | 0 | - | - | |
| Mr. | SHARAD KUMAR BACHHAWAT | ADB PB2902N 05161130 | Non –Executive/ Independent Director | 07-02- 1970 | NA | 19/01/20 19 | - | - | - | 60 Months | 07/02/1970 | 2 | 2 | 4(2AC, 2SC) | 3(1A C, | |



| | | | | | | | | | | | | | | | |
|-----|--------------------------------------|------------------------|--|----------------|----|----------------|------------|---|---|--------------|------------|---|---|--------|----------|
| | | | | | | | | | | | | | | | 25 C) |
| Mr. | RAVI PRAKASH PINCHA | AFLPP8303D 00094695 | Non –Executive/ Independent Director | 12-08- 1978 | NA | 23/06/20 06 | 01/04/2019 | - | - | 60 Months | 12/08/1978 | 2 | 2 | 3(2AC) | - |
| Mr. | ADITYA RAVINDER KUMAR MEHRA | AALPM5935H 00984678 | Non –Executive/ Independent Director | 19-01- 1979 | NA | 15/03/20 19 | - | - | - | 60 Months | 19/01/1979 | 1 | 1 | 1(SC) | - |
| Mr. | SARTHAK GARG | COFPG9788A 08284837 | Non-Executive Non- Independent Director | 18-07- 1996 | NA | 26/09/20 19 | - | - | - | - | 18/07/1996 | 1 | - | - | - |

Whether Regular Chairperson appointed – No

Whether Chairperson is related to Managing Director or CEO – No

⁵ PAN number of any director would not be displayed on the website of Stock Exchange

* 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 | DIN | Whether Regular Chairperson appointed | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$ | Date of Appointment | Date of Cessation |
|--|----------|---------------------------------------|---------------------------------|---|---------------------|-------------------|
| 1. Audit Committee | 05161130 | Yes | Sri Sharad Kumar Bachhawat | Chairperson/ Non-Executive/ Independent | 19/01/2019 | -- |
| | 00094695 | | Sri Pradeep Kumar Pugalia | Executive | 05/08/2010 | -- |
| | 00501351 | | Sri Ravi Prakash Pincha | Non-Executive/ Independent | 28/05/2014 | -- |
| 2. Nomination & Remuneration Committee | 05161130 | Yes | Sri Sharad Kumar Bachhawat | Chairperson /Non-Executive/ Independent | 19/01/2019 | -- |
| | 00984678 | | Sri Aditya Ravinder Kumar Mehra | Non-Executive/ Independent | 15/03/2019 | -- |
| | 00094695 | | Sri Ravi Prakash Pincha | Non-Executive/ Independent | 14/11/2013 | -- |
| 3. Stakeholders Relationship Committee | 05161130 | Yes | Sri Sharad Kumar Bachhawat | Chairperson/Non-Executive/ Independent | 19/01/2019 | -- |
| | 00501351 | | Sri Pradeep Kumar Pugalia | Executive | 05/08/2010 | -- |



| | | | | | | |
|--|----------|-----|---------------------------------|--|--------------|------------|
| | 00984678 | | Sri Aditya Ravinder Kumar Mehra | Non-Executive/Independent | * 15/03/2019 | -- |
| 4. Corporate Social Responsibility Committee | 05161130 | Yes | Sri Sharad Kumar Bachhawat | Chairperson/Non-Executive/ Independent | | 19/01/2019 |
| | 00094695 | | Sri Ravi Prakash Pincha | Non-Executive/Independent | | 16/04/2014 |
| | 00501351 | | Sri Pradeep Kumar Pugalia | Executive | | 16/04/2014 |

\$ 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

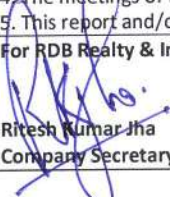

III. Meeting of Board of Directors

| 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) | Whether requirement of Quorum met* | Number of Directors present* | Number of independent directors present* |
|---|---|---|------------------------------------|------------------------------|--|
| 12/11/2021 | | | YES | 4 | 2 |
| | 22/01/2022 | 70 | YES | 4 | 2 |
| | 11/02/2022 | 19 | YES | 6 | 3 |
| | 14/03/2022 | 30 | YES | 4 | 2 |

IV. Meeting of Committees

| Name of the Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive meetings in number of days* | Name of the other of the other Committee | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | Number of independent directors present* |
|------------------------------------|---|---|--|--|------------------------------|--|
| Audit Committee | 12-11-2021 | | - | Yes, Quorum were present | 3 | 2 |
| Audit Committee | 11-02-2022 | 90 days | - | Yes, Quorum were present | 3 | 2 |
| Stakeholder Relationship Committee | 12-11-2021 | | - | Yes, Quorum were present | 3 | 2 |



| | | | | | | |
|---|------------|---------|---|--|---|---|
| Stakeholder Relationship Committee | 11-02-2022 | 90 days | - | Yes, Quorum were present | 3 | 2 |
| * 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 : YES | | | | | | |
| 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 : YES | | | | | | |
| a. Audit Committee | | | | | | |
| b. Nomination & remuneration committee | | | | | | |
| c. Stakeholders relationship committee | | | | | | |
| d. Risk management committee (applicable to the top 500 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: yes | | | | | | |
| 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: Yes | | | | | | |
| 5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. : YES | | | | | | |
| For RDB Realty & Infrastructure Limited | | | | | | |
|   Ritesh Kumar Jha Company Secretary & Compliance Officer | | | | | | |

ANNEXURE – II

| I. Disclosure on website in terms of Listing Regulations | | |
|---|--|---|
| Item | Compliance status (Yes/No/NA) refer note below | If Yes provide link to website. If No /NA provide reasons |
| As per regulation 46(2) of the LODR: | | |
| a) Details of business | Yes | http://www.rdbindia.com |
| b) Terms and conditions of appointment of independent directors | Yes | http://www.rdbindia.com |
| c) Composition of various committees of board of directors | Yes | http://www.rdbindia.com |
| d) Code of conduct of board of directors and senior management personnel | Yes | http://www.rdbindia.com |
| e) Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | http://www.rdbindia.com |
| f) Criteria of making payments to non-executive directors | Yes | http://www.rdbindia.com |
| g) Policy on dealing with related party transactions | Yes | http://www.rdbindia.com |
| h) Policy for determining 'material' subsidiaries | Yes | http://www.rdbindia.com |
| i) Details of familiarization programmes imparted to independent directors | Yes | http://www.rdbindia.com |
| j) Email address for grievance redressal and other relevant details | Yes | http://www.rdbindia.com |
| k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | http://www.rdbindia.com |
| l) Financial results | Yes | http://www.rdbindia.com |
| m) Shareholding pattern | Yes | http://www.rdbindia.com |
| n) Details of agreements entered into with the media companies and/or their associates | NA | |
| o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | NA | |
| p) New name and the old name of the listed entity | NA | |
| q) Advertisements as per regulation 47 (1) | Yes | http://www.rdbindia.com |
| r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments | NA | |
| s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes | http://www.rdbindia.com |
| As per other regulations of the LODR: | | |
| a) Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | http://www.rdbindia.com |
| b) Materiality Policy as per Regulation 30 | Yes | http://www.rdbindia.com |
| c) Dividend Distribution policy as per Regulation 43A (as applicable) | NA | |
| It is certified that these contents on the website of the listed entity are correct | Yes | http://www.rdbindia.com |



| II Annual Affirmations | | |
|---|-------------------------------|--|
| Particulars | Regulation Number | Compliance status (Yes/No/NA) refer note below |
| 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), 17(1A) & 17(1B) | Yes |
| Meeting of Board of directors | 17(2) | Yes |
| Quorum of Board meeting | 17(2A) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| 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 |
| Recommendation of Board | 17(11) | Yes |
| Maximum number of Directorships | 17A | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes |
| Meeting of Nomination and Remuneration Committee | 19(3A) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes |
| Meeting of Stakeholders Relationship Committee | 20(3A) | Yes |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | NA |
| Meeting of Risk Management Committee | 21(3A) | NA |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(1A),(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) | Yes |
| Disclosure of related party transactions on consolidated basis | 23(9) | Yes |
| 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 |
| Annual Secretarial Compliance Report | 24(A) | Yes |



| | | |
|---|---------------|-----|
| Alternate Director to Independent Director | 25(1) | NA |
| Maximum Tenure | 25(2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Declaration from Independent Director | 25(8) & (9) | Yes |
| D & O Insurance for Independent Directors | 25(10) | NA |
| 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 |
| Any other information to be provided - Add Notes | | |

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

For RDB Realty & Infrastructure Limited

Ritesh Kumar Jha

Company Secretary and Compliance Officer

