



# RDB REALTY & INFRASTRUCTURE LIMITED

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

Date: 16<sup>th</sup> February, 2024

To,  
Department of Corporate Services  
**BSE Limited**  
P.J.Towers, Dalal Street  
Mumbai- 400 001

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

**Sub: Submission of Postal Ballot Notice - Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")**

Dear Sir/Madam,

Pursuant to **Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, please find enclosed Postal Ballot Notice dated 8<sup>th</sup> February, 2024 in terms of Section 110 of the Companies Act, 2013 and Rules made thereunder along with Explanatory Statement for seeking approval of the members of the Company, by means of electronic voting (remote e-voting) in compliance with the relevant circulars issued by the Ministry of Corporate Affairs in this regard:

**Further, please find below the schedule of events for postal ballot:**

Sl. No.	Activity	Date
1	Cut-off date /Benpos date for sending notice to shareholders	09.02.2024
2	Voting through remote E-voting start date & time	18.02.2024 (09.00 a.m.)
3	Voting through remote E-voting end date & time	18.03.2024 (05.00 p.m.)
4	Scrutinizer's Report	20.03.2024
5	Declaration of Results	20.03.2024

RDB Realty & Infrastructure Limited

*Priyanka Mukherjee*  
Company Secretary



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Further please note that the Postal Ballot Notice along with Explanatory Statement is being sent to all the members whose email address is registered with the Depositories, Company and / or Niche Technologies Private Limited (Registrar & Share Transfer Agent of the Company) as on **9<sup>th</sup> February, 2024 (cut-off date)**. The said documents can also be accessed on the website of the Company at <https://www.rdbindia.com/announcement-notice/>.

Thanking You  
Yours faithfully,  
For RDB Realty & Infrastructure Limited

RDB Realty & Infrastructure Limited

*Priyarup Mukherjee*

**Priyarup Mukherjee**  
Company Secretary  
Company Secretary & Compliance Officer

Encl : As above



## **RDB REALTY & INFRASTRUCTURE LIMITED**

Registered Office: Bikaner Building, 8/1 Lal Bazar Street, 1<sup>st</sup> Floor, Room No. 10, Kolkata-700001  
Phone: 033-44500500 Fax: 033-22420588 Email: secretarial@rdbindia.com  
Website: www.rdbindia.com CIN: L16003WB2006PLC110039

### **Notice of Postal Ballot**

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (the “Rules”), General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September, 2023 and other related circulars issued by the Ministry of Corporate Affairs, Government of India (“MCA”) (the “MCA Circulars”), Regulation 17(IC) and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof), if any, RDB Realty & Infrastructure Limited (“the Company”) hereby seeks your approvals through Postal Ballot by way of remote electronic voting (“E-Voting”) for the matters appended below and forming part of this notice. The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules pertaining to the said resolutions setting out the material facts and the reasons thereof forms a part of this Postal Ballot Notice (the “Notice” or “Postal Ballot Notice”).

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

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

Ms. Prachi Todi, Practising Company Secretary (Membership No. ACS 53022, C.P. No. 22694), is appointed by the Board as the Scrutinizer for conducting the postal ballot through E-Voting process in a fair and transparent manner. The Scrutinizer shall submit 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") (together "Stock Exchanges") where the shares of the Company are listed and will also be displayed on the Company's website at [www.rdbindia.com](http://www.rdbindia.com) as well as on website of National Securities Depository Limited ("NSDL"), engaged to provide E-Voting facility to the Members of the Company. The date of declaration of the result of Postal Ballot shall be deemed to be the date of passing of resolutions mentioned in the notice.

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

**SPECIAL BUSINESS:**

**ITEM NO. 1**

**Re-appointment of Mr. Rajeev Kumar (DIN: 07003686) as a Whole time Director & Chairman of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Articles of Association of the Company, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and approval of Board of Directors and subject to such other approval(s), consent(s) as may be required from time to time, consent of the Members be and is hereby accorded for re-appointment of **Mr. Rajeev Kumar (DIN: 07003686)** as the Whole time Director designated as Whole time Director & Chairman of the Company for a period of 2 (two) years with effect from 6<sup>th</sup> April, 2024 to 5<sup>th</sup> April, 2026, on the terms and conditions including remuneration as set out in the agreement entered into between the Company and Mr. Rajeev Kumar, material terms of which are set out in the statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board"

which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Rajeev Kumar, subject to the same not exceeding the limits specified under Companies Act, 2013 and liable to retire by rotation.

**“FURTHER RESOLVED THAT** in the event of absence or inadequacy of profits during his appointment, the Company will pay to Mr. Rajeev Kumar the remuneration as per the explanatory statement as minimum remuneration.”

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as it may in its absolute discretion consider proper, necessary or desirable and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## **ITEM NO. 2**

### **Appointment of Mr. Samprati Kamdar (DIN: 09615765) 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 thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 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), **Mr. Samprati Kamdar (DIN: 09615765)**, who was appointed as an Additional Director of the Company with effect from 8<sup>th</sup> February, 2024, pursuant to Section 161 of the Act and Articles of Association 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 to hold office for a term of 5 (five) consecutive years with effect from 8<sup>th</sup> February, 2024 to 7<sup>th</sup> February, 2029.”

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

Place: Kolkata  
Date: 8<sup>th</sup> February, 2024

Sd/-  
**Priyarup Mukherjee**  
Company Secretary & Compliance Officer



**NOTES:**

1. The Statement pursuant to Section 102 of the Act (to the extent applicable), read with Section 110 as amended stating all material facts, disclosure of interest, if any and other relevant information and facts in respect of the business(es) is annexed hereto and forms part of this Notice.

2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories / Registrar and Share Transfer Agent (“RTA”) as on **9<sup>th</sup> February, 2024** (“the cut-off date”). A person who is not a member as on the cut-off date should treat this Postal ballot Notice for information purpose only.

3. Members whose e-mail addresses are not registered as above can register the same in the following manner:

a. Members holding 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 Pvt Ltd, 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](https://nichetechpl.com/wp-content/uploads/2023/03/Form_ISR-1.pdf).

b. Members holding shares in Dematerialised mode and who have not registered/updated their email addresses/mobile number are requested to register/update the same with their respective Depository Participants.

4. Pursuant to Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules as amended from time to time, Regulation 44 of the Listing Regulations as amended and various MCA Circulars the Company is offering remote E-Voting facility to all the Members to cast their votes (for or against) electronically on businesses set forth in this Notice.

5. The Company has appointed NSDL to provide the E-Voting facility to the members of the Company to vote electronically. Instructions for remote E-Voting are provided below.

6. Voting period for E-Voting will commence from **Sunday, 18<sup>th</sup> February, 2024 at 9.00 A.M. (IST)** and will end on **Monday, 18<sup>th</sup> March, 2024 at 5.00 P.M. (IST)**.

7. The Board of Directors has appointed Ms. Prachi Todi, Practicing Company Secretary (Membership No. ACS- 53022), as the “Scrutinizer” to conduct the E-Voting process in a fair and transparent manner.

8. Members may note that this Postal Ballot Notice will also be available on the Company’s website [www.rdbindia.com](http://www.rdbindia.com), websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE at [www.bseindia.com](http://www.bseindia.com), CSE at [www.cse-india.com](http://www.cse-india.com), and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

9. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on **Friday, 9<sup>th</sup> February, 2024**, being the cut-off date.

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

11. Members may contact Company Secretary of the Company, for any grievances relating to voting by electronic means through e-mail at [secretarial@rdbindia.com](mailto: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](mailto:evoting@nsdl.co.in)/[pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in), Tel: 91 22 – 4886-7000 and 2499 7000.

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

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**





**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during</li> </ol>



	<p>the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to</li> </ol>

	see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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.nsd.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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 Members other than Individual Member 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 e-mail address is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail address. Trace the email sent to you from NSDL to your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii) If your e-mail address is not registered, please follow steps mentioned below in process for those Members whose e-mail addresses 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](http://www.evoting.nsdl.com).
  - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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.
4. Now, you will have to click on “Login” button.
5. After you click on the “Login” button, Home page of E-Voting will open.

## **Step 2: Cast your vote electronically on NSDL E-Voting system.**

### **How to cast your vote electronically on NSDL E Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle are active.
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](mailto:csprachi92@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto: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@rbindia.com](mailto:secretarial@rbindia.com).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [secretarial@rbindia.com](mailto:secretarial@rbindia.com). If you are an Individual members holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for E-Voting for Individual members holding securities in demat mode.

3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for E-Voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on E-Voting facility provided by Listed Companies, Individual member holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and e-mail address correctly in their demat account in order to access E-Voting facility.

**Other Instructions:**

1. The Scrutinizer shall, immediately after the conclusion of voting through remote E-Voting unblock the votes cast through remote E-Voting and make, not later than two working days from the conclusion of the remote E-Voting, a Scrutinizer's report of the total votes cast in favour and against, if any, to the Chairman of the Company or any other person authorised by the chairman.

2. The said results along with the Scrutinizer's Report would be intimated to BSE and CSE, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website and on the website of NSDL.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 1**

Mr. Rajeev Kumar (DIN: 07003686) was appointed as the Whole-time Director designated as Executive Director & Chairman of RDB Realty & Infrastructure Limited (the 'Company') with effect from 6<sup>th</sup> April, 2022. In view of the valuable contribution made by Mr. Rajeev Kumar in the growth of the company, based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board'), at its meeting held on 8<sup>th</sup> February, 2024 re-appointed Mr. Rajeev Kumar as the Whole-time Director designated as Executive Director & Chairman for a further period of two years effective 6<sup>th</sup> April, 2024, subject to approval of the shareholders.

Mr. Rajeev Kumar has conveyed his consent to act as a Whole time 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. Rajeev Kumar 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. Rajeev Kumar, as approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee, are as under:



**Salary (CTC):** - Consolidated Salary including all kind of perquisites will be Rs. 50,00,000/- .per annum for a period of 2 (two) years.

**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. Rajeev Kumar 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](mailto:secretarial@rdbindia.com).

Details of Mr. Rajeev Kumar 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 Special Resolution as set out in item no. 1 of this notice, for the approval by the shareholders of the Company.

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

**Information as per Section I of Part II of the Schedule V of the Companies Act, 2013:**

**I. General information:**

1.	Nature of Industry	The Company is engaged in Real Estate business.
2.	Date or expected date of commencement of commercial production	January, 2007
3.	In case of new companies, expected date of	Not Applicable

	commencement of activities as per project approved by financial institutions appearing in the prospectus		
4.	The financial performance of the Company during the preceding three financial years is as under:		
		<b>Rs. In Lakhs</b>	
	<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
	Total Income	11261.81	4885.69
	Total Expense	9545.96	4448.64
	<b>Profit/(Loss) Before Interest and Depreciation</b>	<b>1715.85</b>	<b>437.05</b>
	Less: Interest	1168.75	110.06
	Less: Depreciation & Amortization	6.74	6.38
	<b>Profit/(Loss) Before Tax</b>	<b>540.37</b>	<b>320.61</b>
	Add/Less: Provisions for current & deferred tax	113.67	119.43
	<b>Profit After Tax</b>	<b>426.70</b>	<b>201.18</b>
5.	Foreign investments or collaborations, if any.	NIL	

**Information about the appointee:**

<b>SL. No</b>	<b>Particulars</b>	<b>Mr. Rajeev Kumar</b>
1.	Background details	<b>Mr. Rajeev Kumar (DIN: 07003686)</b> is graduate from Allahabad University. Mr. Rajeev Kumar was officer of the Indian Police Service (IPS, 1981 Batch) for nearly 35 years. As an IPS officer Mr. Rajeev Kumar held various capacities as such Superintendent of Police of various Districts. He was also DIG in CISF, Zonal IG in Ranchi and Bokaro Zones, Chief Vigilance Officer in EPFO, New Delhi etc. Mr. Rajeev Kumar has wide experience and deep insight into the functioning of enforcement, national security, intelligence and crime investigation systems. Mr. Rajeev Kumar has rich experience in corporate and industrial security of mammoth public sector installations and also has experience in the fields of law and order, anti-insurgency investigation, intelligence, personnel management. Mr. Rajeev Kumar was also IRS (1979 Batch) for a period of 2 years.
2.	Past remuneration	Rs. 50,00,000 p.a.
3.	Recognition or awards.	1997 - Police Medal (50 <sup>th</sup> year of Independence) 1997 - IPM (President's Police Medal for Meritorious Services) 2014- PPM (President's Police Medal for Distinguished Services) 2014- Internal Security Medal
4.	Job profile and his suitability	<b>Mr. Rajeev Kumar</b> is involved in the day to day working of the Company. He is responsible for Administration and Finance control of the company as well as exercise and perform such other functions as the Board shall determine from time to time. Mr. Rajeev Kumar is also an IRS officer.
5.	Remuneration proposed	As set out in the Explanatory Statement under section 102 of the Companies Act, 2013 and detailed in the agreement dated 8 <sup>th</sup> February, 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.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. <b>Rajeev Kumar</b> is the Whole-time Director & Chairman 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. <b>Rajeev Kumar</b> is not related to any of the Managerial Personnel of the Company.

### III. Other information:

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

### ITEM NO. 2

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed **Mr. Samprati Kamdar (DIN: 09615765)**, as an Additional Director under the category of non-executive independent director for a term of five years from 8<sup>th</sup> February, 2024 to 7<sup>th</sup> February, 2029 subject to the approval of shareholders.

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 shareholders by special resolution.

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

Mr. Samprati Kamdar is a Qualified Chartered Accountant and Founder of a Solar EPC (Engineering, Procurement, and Construction) Startup Company. He is proficient in financial matters and conducting evaluations of investment proposals. He also possesses expertise in Business Development and networking.

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

The copy of letter of appointment of Mr. Samprati Kamdar 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](mailto: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. 2 of this notice, for the approval by the shareholders of the Company.

Except Mr. Samprati Kamdar and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 2 of the notice.

Details of Mr. Samprati Kamdar are provided in “Annexure I” to the Notice 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.

## ANNEXURE I

### Details of Directors seeking appointment/re-appointment

[Pursuant to the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

Name of the Director	Mr. Rajeev Kumar	Mr. Samprati Kamdar
DIN	07003686	09615765
Date of Birth and Age	DOB: 30.07.1956 Age : 65 years	DOB: 20.04.1998 Age : 25 years
Nationality	Indian	Indian
Date of first appointment on the Board of Directors of the Company	6 <sup>th</sup> April 2022	8 <sup>th</sup> February, 2024
Qualifications	BA, IPS	B. com, C.A.
Experience (including nature of expertise in specific functional areas)/ Brief Resume	<b>Mr. Rajeev Kumar (DIN: 07003686)</b> is graduate from Allahabad University. Mr. Rajeev Kumar was officer of the Indian Police Service (IPS, 1981 Batch) for nearly 35 years. As an IPS officer Mr. Rajeev Kumar held various capacities as such Superintendent of Police of various Districts. He was also DIG in CISF, Zonal IG in Ranchi and Bokaro Zones, Chief Vigilance Officer in EPFO, New Delhi etc. Mr. Rajeev Kumar has wide experience and deep insight into the functioning of enforcement, national security, intelligence and crime investigation systems. Mr. Rajeev Kumar has rich experience in corporate and industrial security of mammoth public sector installations and also has experience in the fields of law and order, anti-insurgency investigation, intelligence, personnel management. Mr. Rajeev Kumar was also IRS (1979 Batch) for a period of 2 years.	Mr. Samprati Kamdar is a B.Com Graduate from St. Xaviers College, Kolkata and a Qualified Chartered Accountant. He has founded a Solar EPC (Engineering, Procurement, and Construction) Startup Company. He is proficient in financial matters and conducting evaluations of investment proposals. He also possesses expertise in Business Development and networking.
Number of shares held in the Company	Nil	Nil

List of directorships held in other companies	1.Fortune Customer Dealing Private Limited	1. Samvik Global Marketing Private Limited 2. Samvik Gifting Private Limited 3. Samvik Power Private Limited
Chairman/Member of the Committees of the Boards of the other companies in which he is Director	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None
Number of meetings of the Board attended during the year 2022-23	5	Nil
Terms and conditions of Appointment/re-appointment	As mentioned in the explanatory statement to this notice	As mentioned in the explanatory statement to this notice
Details of remuneration sought to be paid	As mentioned in the explanatory statement to this notice	As mentioned in the explanatory statement to this notice
Remuneration last drawn (including sitting fees, if any)	Rs. 50,00,000/- p.a.	Nil
Listed entities from which resigned in the past Three years	Nil	Nil