



RDB REALTY & INFRASTRUCTURE LIMITED

Registered Office: Bikaner Building, 8/1 Lal Bazar Street, 1st Floor, Room No. 10, Kolkata-700001

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

Website: www.rdbindia.com CIN: L16003WB2006PLC110039

NOTICE

Notice is hereby given that the Thirteenth Annual General Meeting of the Members of M/s RDB Realty & Infrastructure Limited will be held on Friday, the 20th day of September, 2019 at 10.30 a.m. at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, 4th Floor, Kolkata-700017 to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Annual Audited Financial Statements (both Annual Standalone and Consolidated) of the Company for the financial year ended 31st March, 2019 together with the Report of the Auditor and Directors thereon.
2. To appoint a Director in place of Mrs. Kusum Devi Dugar (DIN: 00559322) who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

3. **Appointment of Mr. Sharad Kumar Bachhawat (DIN: 05161130) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors, Mr. Sharad Kumar Bachhawat (DIN: 05161130) who was appointed as an Additional Director of the Company in the Non-executive Independent Category and who satisfies the criteria for independence as per the provisions of the Act and the Listing Regulations and has submitted a declaration to this effect, be and

is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 19th January, 2019 up to 18th January, 2024 and his office shall not be liable to retire by rotation.”

4. **Appointment of Mr. Aditya Ravinder Kumar Mehra (DIN: 00984678) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors, Mr. Aditya Ravinder Kumar Mehra (DIN: 00984678) who was appointed as an Additional Director of the Company in the Non-executive Independent Category and who satisfies the criteria for independence as per the provisions of the Act and the Listing Regulations, and has submitted a declaration to this effect, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 15th March, 2019 up to 14th March, 2024 and his office shall not be liable to retire by rotation.”

5. **Re-appointment of Mr. Pradeep Kumar Pugalia (DIN: 00501351) as a Whole-time Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 196, 197, 198, 203 and other applicable

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provisions, if any, of the Companies Act, 2013, and the rules made thereunder, read with Schedule V (including any statutory modification(s) or re-enactment thereof) and Article No. 87 of the Articles of Association of the Company, relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the recommendations of the Nomination and Remuneration Committee of the Company and subject to such consents, approvals or permissions as may be necessary, the consent of the members be and is hereby accorded for the re-appointment of Mr. Pradeep Kumar Pugalia (DIN: 00501351) as a Whole-time Director of the Company for a further period of three years with effect from 1st July, 2019 upto 30th June, 2022 on such terms and conditions including remuneration and other amenities as set out in the Explanatory Statement accompanying this Notice and as contained in the Agreement dated 24th May, 2019 entered into between the Company and Mr. Pradeep Kumar Pugalia, a copy whereof has been submitted to this Meeting;

RESOLVED FURTHER THAT the aforesaid Agreement be and is hereby specifically approved with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Pradeep Kumar Pugalia subject to

the same being in conformity with the provisions of Schedule V of the Companies Act, 2013 for the time being in force;

RESOLVED FURTHER THAT notwithstanding the above, in the event of loss or inadequacy of profits in the financial year, Mr. Pradeep Kumar Pugalia, Whole-time Director, will be paid salary and perquisites not exceeding the limits prescribed in Section-II of Part-II of Schedule-V of the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s), to give effect to the aforesaid resolution”.

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

Sd/-
Prachi Todi
Company Secretary & Compliance Officer

Place: Kolkata
Date: 24th May, 2019

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.

The instrument of proxy, in order to be effective must be duly filled, stamped and signed and should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. Further, the proxy-holder should prove his identity at the time of attending the Meeting.

The Proxy Form is attached to this notice for convening the Meeting.

- Companies, Societies, etc. intending to send their authorized representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business to be transacted at the Meeting is annexed to this Notice.**

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6. The details of Directors seeking appointment and re-appointment in terms of 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 are annexed hereto and forms part of this Notice. The Directors have furnished the requisite declaration for their appointment and re-appointment.

7. To support the “Green Initiative in Corporate Governance” by the Ministry of Corporate Affairs, the Annual Report for 2018-19 and Notice of the thirteenth Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in electronic form, to all such Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same.

For members who have not registered their email address, physical copies of the Annual Report and Notice of the thirteenth Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of thirteenth Annual General Meeting and Annual Report for 2018-19 will also be available on the Company’s website at www.rdbindia.com for their download.

In order to continue its endeavor towards paperless communication, the Company requests the Members who have not yet registered their e-mail ID with the Company, to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with the Company’s Registrar & Share Transfer Agent, M/s Niche Technologies Private Limited at nichetechpl@nichetechpl.com mentioning their Name and Folio No. The Members can also register their e-mail address with the Company by sending an email at investors@rdbindia.com mentioning their Name and Folio No.

8. Members/Proxies/Authorized Representatives should bring the attendance slips duly filled-in for attending the Meeting and deliver the same at the entrance of the Meeting place. Proxy/Authorized Representative of a Member should mark on the Attendance Slip as “Proxy” or “Representative”, as the case may be. Members who hold shares in dematerialized form

are requested to bring their Client ID and DP ID No. for easy identification of attendance at the Meeting. Copies of the Annual Report will not be distributed at the Meeting. Members are requested to carry their copies of the Annual Report to the Meeting. Further, please note that Duplicate Attendance Slips shall not be issued.

9. As per Section 124 of the Companies Act, 2013, all dividends remaining unpaid/unclaimed for more than seven years has to be transferred to the Investor Education & Protection Fund (“IEPF”). Thus, the Company has to transfer the unpaid/unclaimed dividends for the Financial Year 2011-12 to the IEPF. Further, as per Section 124 of the Companies Act, 2013 read with the rules made thereunder, all shares in respect of which dividend is unpaid/unclaimed for a period of seven consecutive years shall also be transferred to IEPF.

Thus, Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2012 onwards, are requested to make their claims to the Company accordingly, without any delay. Members wishing to claim dividends, which remain unpaid/unclaimed, are requested to write to the Company Secretary & Compliance Officer of the Company at the registered office or M/s Niche Technologies Pvt. Ltd, the Registrar and Share Transfer Agent of the Company.

10. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants. Members holding shares in physical form are requested to notify change, if any, in their present residential address or bank mandates under their signatures immediately to the Company/Registrar and Share Transfer Agent of the Company, quoting their Folio No.

11. Non-Resident Indian Members are requested to inform the Registrar and Share Transfer Agent immediately of:

- a. Change in their residential status on return to India for permanent settlement.
- b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.

12. Members who hold shares in physical form and wish to make/change a nomination in respect of their

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shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13 or SH-14 as required, to the Company's Registrar & Share Transfer Agent.

13. All Statutory Registers and other relevant documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting and also at the Meeting.

The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least seven days before the date of the Meeting so as to enable the Company to keep the information ready.

14. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant for various securities market transactions. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
15. Pursuant to the amendment to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, vide Gazette notification dated 8th June, 2018, SEBI has mandated that the transfer of securities (except transmission and transposition) would be carried out in dematerialized form only with effect from 1st April, 2019. Thus, the Members holding shares in physical form are requested to dematerialize their shareholding to avoid inconvenience.

16. The Company has designated an exclusive e-mail ID investors@rdbindia.com which would enable the Members to communicate their grievances. The Members may send their grievances, if any, to this e-mail ID for its quick redressal.

17. **Voting through Electronic means**

Procedure of Voting through Electronic Means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, the Company is pleased to provide to the Members, the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ("AGM") by electronic means and the business set out in the Notice may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited ("NSDL").
- II. The facility for voting through Ballot Paper shall also be made available for the Members at the AGM and the Members attending the Meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the Meeting through Ballot Paper.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 17th September, 2019 (at 9.00 a.m. IST) and ends on 19th September, 2019 (at 5.00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 13th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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V. The process and manner for remote e-voting are as under:

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

Step 1 : Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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. Your password details 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, your ‘initial password’ is communicated to you on your postal address.

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

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account number/folio number, your PAN, your name and your registered address.

- 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.

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
 3. Select “EVEN” of the Company for which you wish to cast your vote.
 4. Now you are ready for e-voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message “Vote cast successfully” will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- VI. Institutional shareholders (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 scrutinizermkb@gmail.com with a copy marked to evoting@nsdl.co.in.

- VII. 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.
- VIII. 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 toll free no.: 1800-222-990 or send a request at e-voting@nsdl.co.in.
- IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 13th September, 2019.
- X. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Raj Kumar Banthia, partner of M/s MKB & Associates, Practising Company Secretaries (ACS No. 17190; COP No. 18428) has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting

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in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rdbindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed within 48 hours from the conclusion of the AGM.
18. The notice of AGM will be sent to those Members, whose names appear in the register of members/depositories as at closing hours of business, on Friday, 2nd August, 2019.
19. The Shareholders shall have one vote per equity share held by them as on the cut-off date of 13th September, 2019. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
20. The results on above resolution shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour.
21. The Scrutinizer's decision on the validity of e-voting will be final.
22. In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the Meeting or in connection therewith.
23. A Route Map showing directions to reach to the venue of the thirteenth AGM of the Company is given at the end of this Notice as per the requirement of the Secretarial Standard - 2 on "General Meetings" issued by The Institute of Company Secretaries of India. The prominent landmark near the Venue is Kala Mandir, Kolkata.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 19th January, 2019 appointed Mr. Sharad Kumar Bachhawat (DIN: 05161130) as an Additional Director on the Board of the Company in the Non-executive Independent Category for a term of 5 consecutive years up to 18th January, 2024, subject to approval and regularization of his appointment at the ensuing Annual General Meeting of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Sharad Kumar Bachhawat holds office up to the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director subject to the approval of the shareholders and whose office shall not be liable to retire by rotation.

The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Sharad Kumar Bachhawat signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Sharad Kumar Bachhawat. In the opinion of the Board, Mr. Sharad Kumar Bachhawat fulfils the conditions for being appointed as an Independent Director as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Sharad Kumar Bachhawat is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. A copy of the draft Letter of Appointment for Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.rdbindia.com.

A brief profile of proposed Independent Director is provided as Annexure to this Notice.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sharad Kumar Bachhawat as Independent Director as set out in item no. 3 of this notice, for the approval by the shareholders of the Company.

Except Mr. Sharad Kumar Bachhawat 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.

Item No. 4

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the

Company at its Meeting held on 15th March, 2019 appointed Mr. Aditya Ravinder Kumar Mehra (DIN: 00984678) as an Additional Director on the Board of the Company in the Non-executive Independent Category for a term of 5 consecutive years up to 14th March, 2024, subject to approval and regularization of his appointment at the ensuing Annual General Meeting of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Aditya Ravinder Kumar Mehra holds office up to the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director subject to the approval of the shareholders and whose office shall not be liable to retire by rotation.

The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Aditya Ravinder Kumar Mehra signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Aditya Ravinder Kumar Mehra. In the opinion of the Board, Mr. Aditya Ravinder Kumar Mehra fulfils the conditions for being appointed as an Independent Director as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Aditya Ravinder Kumar Mehra is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. A copy of the draft Letter of Appointment for Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.rdbindia.com.

A brief profile of proposed Independent Director is provided as Annexure to this Notice.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Aditya Ravinder Kumar Mehra as Independent Director as set out in item no. 4 of this notice, for the approval by the shareholders of the Company.

Except Mr. Aditya Ravinder Kumar Mehra 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.

Item No. 5

Mr. Pradeep Kumar Pugalía (DIN: 00501351) was re-appointed as the Whole-time Director of the Company with effect from 01st July, 2016. His term as the Whole-time Director is due to expire on 30th June, 2019. In view of his excellent grasp and thorough knowledge of various

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affairs of the Company, his rich business experience and for the smooth and efficient running of the business, the Board of Directors at its Meeting held on 24th May, 2019 re-appointed Mr. Pradeep Kumar Pugalia as the Whole time Director of the Company with effect from 1st July, 2019, vide an agreement dated 24th May, 2019, for a further period of three years subject to approval of shareholders. This approval shall also be treated as an approval under Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the aforesaid Agreement dated 24th May, 2019 is available for inspection at the Registered Office of the Company during business hours, upto the date of AGM and shall also be available at the Meeting. The brief terms and conditions relating to his appointment and remuneration as detailed in the aforesaid agreement are stated hereunder:

Salary: ₹ 75,000/- per month for a period of three years.

Minimum Remuneration: The above salary will be payable to the Whole-time Director even in case of loss or inadequacy of profits in respect of any financial year during his tenure of office in compliance with Schedule V to the Companies Act, 2013.

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

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 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:	

₹ In Lakhs			
Particulars	2018-19	2017-18	2016-17
Total Income	2570.26	2357.19	1981.73
Total Expense	(2173.67)	(2012.86)	(1434.04)
Profit/(Loss) Before Interest and Depreciation	396.59	344.33	547.69
Less: Interest	(243.59)	(206.97)	(419.99)
Less: Depreciation & Amortization	(52.79)	(58.23)	(58.27)
Profit/(Loss) Before Tax	100.21	79.12	69.43
Add/Less: Provisions for current & deferred tax	(16.71)	3.81	(13.64)
Profit After Tax	83.50	82.94	55.79
5. Foreign investments or collaborations, if any	NIL		

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 brief resume of Mr. Pradeep Kumar Pugalia, nature of his expertise in specific functional area and name of companies in which he holds directorship(s) and membership(s)/ chairmanship(s) of Board Committees, are provided below in this Notice. Further, the disclosures as required under Section II of Part II of the Schedule V of the Companies Act, 2013 are also provided.

Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Pradeep Kumar Pugalia as the Whole-time Director of the Company as set out in item no. 5 of this notice, for the approval by the shareholders of the Company by means of a special resolution.

Except Mr. Pradeep Kumar Pugalia 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.

NOTICE (Contd.)

Information about the appointee:

SL. No	Particulars	Mr. Pradeep Kumar Pugalia
1.	Background details	He has a rich experience of over 20 years in the field of Real Estate & Construction. He has been supervising the operations of the Company as a Whole-time Director and Marketing Head since the last 7 years.
2.	Past remuneration	Mr. Pradeep Kumar Pugalia was paid ₹ 9,98,418 during the financial year 2018-19.
3.	Recognition or awards	None
4.	Job profile and his suitability	Mr. Pradeep Kumar Pugalia is actively involved in the day to day working of the Company. He supervises the projects implementations and its Marketing. Keeping in view his rich experience and thorough knowledge of various affairs of the Company, he is considered suitable for the present position.
5.	Remuneration proposed	As set out in the Explanatory Statement under section 102 of the Companies Act, 2013 and detailed in the agreement dated 24 th May, 2019.
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)	Mr. Pradeep Kumar Pugalia continues with existing remuneration as mutually agreed upon. 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. Pradeep Kumar Pugalia is the 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. Pradeep Kumar Pugalia is not related to any of the Managerial Personnel of the Company.

Other information:

SL. No.	Particulars	Information about the appointee
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 is expected to increase its productivity by 10-15 percent in the upcoming years.

Other Disclosures: The other requisite disclosures as required to be made in the Corporate Governance Report are mentioned therein and the same is annexed to the Annual Report as **Annexure-6**.

Further the requisite details, 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 are provided herein below:

Name of Director	Mr. Pradeep Kumar Pugalia (DIN: 00501351)
Date of Birth	18th July, 1975
Date of Original Appointment as Director in the Company	24th June, 2010
Qualification	Graduate
Expertise in Specific Functional Area	Marketing and Managerial

NOTICE (Contd.)

Name of Director	Mr. Pradeep Kumar Pugalia (DIN: 00501351)
List of other companies in which Directorships held	<ol style="list-style-type: none"> 1. S J S Nirman Private Limited 2. Swapno Vanijya Private Limited 3. Bhagwati Plastoworks Private Limited 4. Ankur Constructions Private Limited 5. Ritudhan Suppliers Private Limited 6. Sumangal Nirman Private Limited 7. Concast Infrastructure Private Limited 8. Loka Properties Private Limited 9. RDB Real Estate Constructions Limited 10. Raj Construction Projects Private Limited
Brief Profile	He has a rich experience of over 20 years in the field of Real Estate & Construction. He has been supervising the operations of the Company as a Whole-time Director and Marketing Head since last 7 years.
Committee positions held in RDB Realty & Infrastructure Limited	<ol style="list-style-type: none"> 1. Audit Committee - Member; 2. Stakeholder Relationship Committee - Member; 3. Corporate Social Responsibility Committee - Member
Committee positions held in other Companies	Nil
Shareholding in the Company	Nil
Relationship with other Director inter se	None
No. of Board Meetings attended during the FY – 2018-19	11
Terms and Conditions for Re- appointment	As stated in the agreement dated 24 th May, 2019.
Details of remuneration sought to be paid and the Remuneration last drawn	As set out in the Explanatory Statement under section 102 of the Companies Act, 2013 and as detailed in the agreement dated 24 th May, 2019.

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT PURSUANT TO RETIREMENT BY ROTATION
AT THE THIRTEENTH ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mrs. Kusum Devi Dugar (DIN: 00559322)
Date of Birth	9 th July, 1956
Relationship with other Director inter se	None
Date of Appointment	1 st June, 2014
Expertise in specific functional area	Managerial and Planning
Brief Profile	She is involved in the administration and management of the Company and also provides strong motivational support to ensure smooth functioning of business.
No. of equity shares held in the Company	5000 shares
List of other companies in which Directorships held	1. RDB Real Estate Constructions Limited
Committee positions held in RDB Realty & Infrastructure Limited	Nil
Committee positions held in other Companies	Nil

NOTICE (Contd.)

DETAILS OF INDEPENDENT DIRECTORS SEEKING APPOINTMENT AT THE THIRTEENTH ANNUAL GENERAL MEETING

(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)

Particulars	Mr. Sharad Kumar Bachhawat (DIN: 05161130)	Mr. Aditya Ravinder Kumar Mehra (DIN: 00984678)
Date of Birth	7 th February, 1970	19 th January, 1979
Date of Original Appointment as Directors in the Company	19 th January, 2019	15 th March, 2019
Qualification	Under Graduate	Graduate
Expertise in specific functional area	Real estate activity, Management skills, Leadership, etc.	Managerial and operational functionality, Leadership qualities, etc.
Justification for appointment	In the opinion of the Board, Mr. Sharad Kumar Bachhawat fulfils the conditions specified in the Act and the Listing Regulations for appointment as Independent Director and is independent of the management of the Company.	In the opinion of the Board, Mr. Aditya Ravinder Kumar Mehra fulfils the conditions specified in the Act and the Listing Regulations for appointment as Independent Director and is independent of the management of the Company.
List of other companies in which Directorships held	1. RDB Rasayans Limited	1. RDB Mumbai Infrastructures Private Limited 2. Ninety Nine Travels Private Limited 3. 22 nd Avenue Talent Management Private Limited 4. Brandit Marketing and Promotions Private Limited 5. Seventy Seven Entertainment Private Limited 6. Worldwide Events Private Limited 7. Ten on Ten Hospitality & Events Private Limited
Brief Profile	He started his career in cosmetics and manufacturing of readymade garments. He is a learned person having experience of more than 14 years in the field of Real Estate Business. He has served as Independent Director in other Company where his valuable guidance and support has led to the growth and efficient management of the Companies. He is also socially active and is involved with various organizations which contribute towards the betterment of the society at large. He has also served as the president of the Sports Club and has emerged as a good Leader.	He co-founded Seventy Seven Entertainment Private Limited to give amazing minds an amazing place to play with their creativity. His passion for technology, his adventurous attitude towards challenges and his zest for innovation has enabled him to transform events on paper into events in action at a global level. He is also the brainchild behind acquiring the travel business in 2013.
Committee positions held in RDB Realty & Infrastructure Limited	1. Audit Committee- Chairman; 2. Nomination and Remuneration Committee- Chairman; 3. Corporate Social Responsibility Committee- Chairman; 4. Stakeholder Relationship Committee- Chairman.	1. Stakeholder Relationship Committee -Member; 2. Nomination and Remuneration Committee-Member.

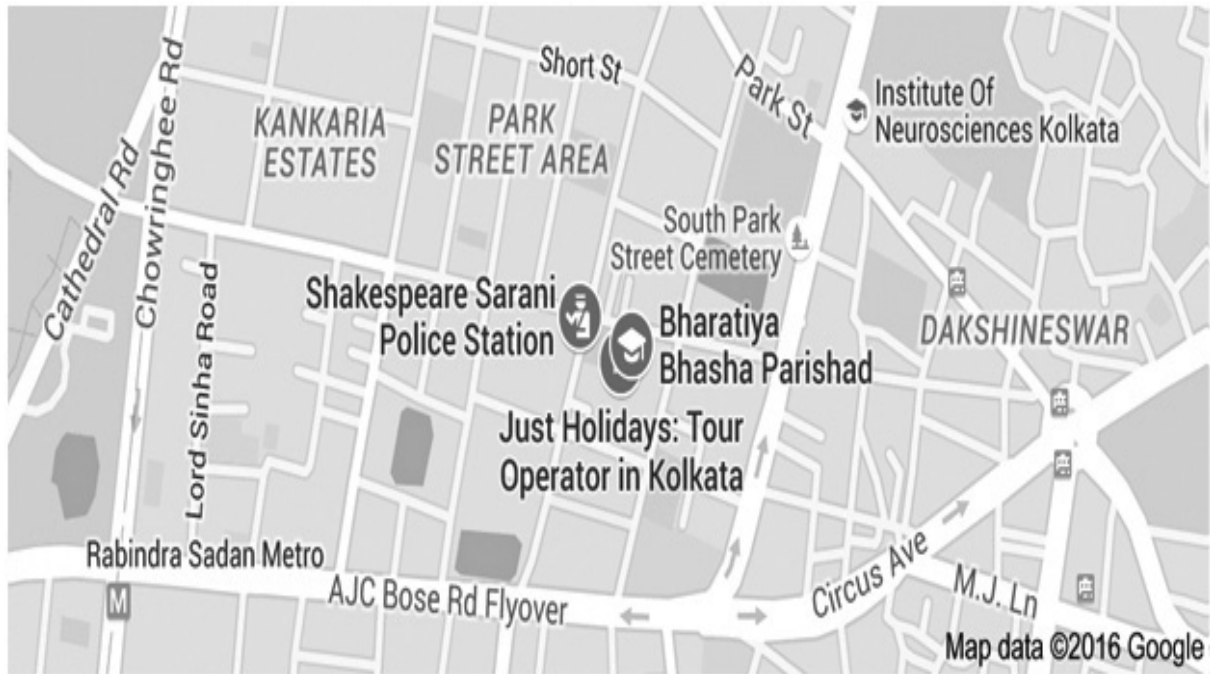
NOTICE (Contd.)

Particulars	Mr. Sharad Kumar Bachhawat (DIN: 05161130)	Mr. Aditya Ravinder Kumar Mehra (DIN: 00984678)
Committee positions held in other Companies	RDB Rasayans Limited: 1. Audit Committee- Member; 2. Nomination and Remuneration Committee- Chairman; 3. Corporate Social Responsibility Committee- Chairman 4. Stakeholder Relationship Committee- Chairman;	NIL
Shareholding in the Company	NIL	NIL
Relationship with other Director inter se and Key Managerial Personnel	None	None
No. of Board Meetings attended during the FY – 2018-19	Two	Nil
Terms and Conditions for Re- appointment	He is being appointed as an independent director of the Company for a period of 5 years and his office shall not be liable to retire by rotation.	He is being appointed as an independent director of the Company for a period of 5 years and his office shall not be liable to retire by rotation.
Details of remuneration sought to be paid and the Remuneration last drawn	NIL	NIL

ROUTE MAP TO THE VENUE OF THE 13th AGM OF RDB REALTY & INFRASTRUCTURE LIMITED

Bharatiya Bhasha Parishad

36A, Shakespeare Sarani, 4th Floor, Kolkata-700017





RDB REALTY & INFRASTRUCTURE LIMITED

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

ATTENDANCE SLIP

(Please complete this Attendance Slip and hand it over at the entrance of Meeting Hall)

Regd. Folio No./DP ID & Client ID..... No. of shares held.....

I/We hereby record my/our presence at the thirteenth Annual General Meeting of RDB Realty & Infrastructure Limited being held on Friday, the 20th day of September, 2019 at 10.30 a.m. at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, 4th Floor, Kolkata-700017.

.....
Name of Member/Proxy (In BLOCK LETTERS)

.....
Signature of Member/Proxy



RDB REALTY & INFRASTRUCTURE LIMITED

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

FORM MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L16003WB2006PLC110039
Name of the Company : RDB REALTY & INFRASTRUCTURE LIMITED
Regd Office : Bikaner Building, 8/1 Lal Bazar Street, 1st floor, Room No. 10 Kolkata-700001.
Name of the Member :
Registered Address :
E-mail id :
Folio No./DP ID & Client ID :

I/We, being the member(s) of, holding shares of RDB Realty & Infrastructure Limited, hereby appoint

- Name..... Address
E-mail id..... Signature or failing him
- Name..... Address
E-mail id..... Signature or failing him
- Name..... Address
E-mail id..... Signature

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the thirteenth Annual General Meeting of the Company, to be held on Friday, the 20th day of September, 2019 at 10.30 a.m. at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, 4th Floor, Kolkata-700017 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Resolution	Optional(v)*		
		For	Against	Abstain
Ordinary Business				
1.	Ordinary Resolution to receive, consider and adopt the Annual Audited Financial Statements (both Annual Standalone and Consolidated) of the Company for the financial year ended 31st March, 2019 together with the Report of the Auditor and Directors thereon.			
2.	Ordinary Resolution to appoint a Director in place of Mrs. Kusum Devi Dugar (DIN: 00559322) who retires by rotation and being eligible, offers herself for re-appointment.			
Special Business				
3.	Ordinary Resolution for appointment of Mr. Sharad Kumar Bachhawat (DIN: 05161130) as an Independent Director of the Company.			
4.	Ordinary Resolution for appointment of Mr. Aditya Ravinder Kumar Mehra (DIN: 00984678) as an Independent Director of the Company.			
5.	Special Resolution for re-appointment of Mr. Pradeep Kumar Pugalia (DIN: 00501351) as a Whole-time Director of the Company			

Signed this.....day of2019

.....
Signature of the Member

.....
Signature of Proxy

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.

* It is optional to put 'v' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.