



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 Tenth Annual General Meeting of the members of M/s RDB Realty & Infrastructure Limited will be held on Saturday, the 3rd day of September, 2016 at 1.00 p.m. at The Aryans School, 149 B.T. Road, Kolkata-700058 to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the Annual Audited Financial Statements (including Annual Consolidated Audited Financial Statements) of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors 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.
3. To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

'RESOLVED THAT pursuant to provision of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Board of Directors, the appointment of M/s. S.M. Daga & Co., Chartered Accountants (Registration No. 303119E) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company be and is hereby ratified at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of out of pocket expenses incurred by them for the purpose of audit.'

Special Business

4. **Appointment of Sri. Animesh Shivkumar Gupta as Independent Director of the Company**
To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:
'RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Sri. Animesh Shivkumar Gupta (DIN : 02028933), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 08th July, 2016 and who holds office until the date of the Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Sri. Animesh Shivkumar Gupta as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 years upto 7th July, 2021 and whose office shall not, be liable to determination by retirement of Directors by rotation.'
5. **Re-appointment of Sri Sunder Lal Dugar as Managing Director**
To consider and if thought fit, to pass with or without modifications, the following resolution as an **Special Resolution**:
"RESOLVED pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V (including any statutory modification or re-enactment thereof) and Article No. 86 of the Articles of Association of the Company and the recommendations of the Nomination and Remuneration Committee (NRC), subject to such consents, approvals or permissions as may be necessary, consent of the Board be and is hereby accorded for the re-appointment of Sri Sunder Lal Dugar as Managing Director of the Company for a period of three years with effect from 1st July 2016, upon the terms and conditions

Notice

including remuneration and other amenities as set in the Explanatory Statement accompanying this Notice and as contained in the Agreement dated 30th May, 2016 entered into between the Company and Sri Sunder Lal Dugar, a copy whereof, initialed by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which 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 Sri Sunder Lal Dugar 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 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.”

6. **Reappointment of Sri Pradeep Kumar Pugalia, Whole-Time Director**

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

“RESOLVED THAT in accordance with the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V (including any statutory modification or re-enactment thereof) and Article No. 86 of the Articles of Association of the Company and the recommendations of the NRC and subject to such consents, approvals or permissions as may be necessary, consent of the Company be and is hereby accorded for the re-appointment of Sri Pradeep Kumar Pugalia as Whole Time Director of the Company for a period of three years from 1st July, 2016 on the terms and conditions including remuneration and other amenities as set in the Explanatory Statement accompanying this Notice and as contained in the Agreement dated 30th May, 2016 entered into between the Company and Sri Pradeep Kumar Pugalia, a copy whereof, initialed by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which 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 Sri 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 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 **RDB REALTY & INFRASTRUCTURE LIMITED**

Place: Kolkata

Date: 8th July, 2016

Deepika Sethia

Company Secretary & Compliance Officer

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE COMPANY'S REGISTRAR AND SHARE TRANSFER AGENT NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**

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 person or shareholder.

- 2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.** Instructions and other information relating to e-voting are given in this Notice under Note No. 20. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. Corporate Members intending to send their authorized representatives to attend the meetings 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.
4. Members seeking any information or clarification on accounts are requested to send written queries to the Company, at least 10 days before the date of the meeting to enable the management for keeping the required information available at the meeting.
5. The details of Directors seeking re-appointment in terms of Clause 36 of the Listing Agreement are annexed hereto and forms part of this Notice.
6. 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.
7. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 28th August, 2016 to Saturday, 3rd September, 2016 (both days inclusive).
8. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agent, M/s. Niche Technologies Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. 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 / RTA, quoting their folio number.
10. Members are requested to bring the attendance slip along with copies of Annual Report at the Meeting.
11. Non-Resident Indian Members are requested to inform the RTA immediately of :
 - Change in their residential status on return to India for permanent settlement.
 - 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. 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.

- 13.** Members who hold shares in the physical form and wish to make/ change a nomination in respect of their shareholding in the Company, as permitted under section 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13/14 as required, to the Company's Registrar & Share Transfer Agent.
- 14.** As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
- 15.** No Compliment or gift of any nature will be distributed at the Annual General Meeting.
- 16.** The Ministry of Corporate Affairs has taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including the Annual Report which can be sent by e-mail to its members. To support this green initiative, the Company requested its valued shareholders to register their e-mail addresses with the Registrar & Share Transfer Agent or with the Company. 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 rdbrealty@nichtechpl.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.
- 17.** 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 Participants 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.
- 18.** Electronic copy of the Annual Report for 2015-16 and Notice of the 10th 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 to all such members whose email IDs are registered with the Company/Depository Participants(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 10th 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 10th Annual General Meeting and Annual Report for 2015-16 will also be available on Company's website at www.rdbindia.com for their download.
- 19. 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 Listing Regulation, the Company is pleased to provide members 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 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 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 be made available at the AGM and the members attending the meeting who have not cast 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 31st August, 2016 (9:00 am) and ends on 2nd September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27th August, 2016, 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.
 - V. The process and manner for remote e-voting are as under:

Notice

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "RDBRIL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of RDB Realty & Infrastructure Limited.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizermkb@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as Annexure enclosed herewith with this AGM Notice:
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 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 of 27th August, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 27th August, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rdbrealty@nichetechpl.com
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. 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.
- XII. 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.
- XIII. Mr. Manoj Kumar Banthia, Practicing Company Secretary (ACS No. 11470, CP No. 7596) of MKB & Associates has been appointed for 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.

- XIV. The Chairman shall, at the AGM, at the end of 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.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting 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.
- XVI. The Results declared alongwith 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.
20. The notice of annual general meeting will be sent to the members, whose names appear in the register of members /beneficial owners positions list provided by depositories as at closing hours of business, on Friday, 15th July, 2016. a person who is not a member / beneficial owners as on cut off date 27th August, 2016 should treat this notice for information purpose only.
21. The shareholders shall have one vote per equity share held by them as on the cut-off date of 27th August, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
22. 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.
23. The Results of voting shall be declared and the same along with Scrutinizer's Report(s) will be published on the website of the Company and the same shall also be simultaneously communicated to the Stock Exchanges where the shares of the Company are listed within 48 hours from the conclusion of the AGM.
24. The scrutinizer's decision on the validity of e-voting will be final.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013

Item no. 4

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 8th July, 2016 approved the appointment of Sri. Animesh Shivkumar Gupta (DIN : 02028933) as Additional Director on the Board of the Company in Independent category with effect from 8th July, 2016 for a term of 5 years upto 7th July, 2021, subject to regularization/ approval of the shareholders of the Company at the ensuing Annual General Meeting.

In terms of Section 161(1) of the Companies Act, 2013, Sri. Animesh Shivkumar Gupta holds office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director, not liable to retire by rotation, subject to the approval of the shareholders.

The Company has received a declaration from Sri. Animesh Shivkumar Gupta that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the Listing Regulations. Requisite consent, pursuant to Section 152 of the Act has also been submitted by him to act as Director, if appointed. A Notice pursuant to Section 160 of the Companies Act, 2013, with the required deposit has been received from the shareholders signifying their intention to propose the appointment of Sri. Animesh Shivkumar Gupta as Director of the Company.

In the opinion of the Board, Sri. Animesh Shivkumar Gupta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as Independent Director of the Company and he is independent of the management. A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of his appointment, 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.

Accordingly, the Board recommends the resolution in relation to appointment of Sri. Animesh Shivkumar Gupta as Independent Director, for the approval by the shareholders of the Company. A brief profile of proposed Independent Director is provided as Annexure to the Notice.

Except Sri. Animesh Shivkumar Gupta and his relative, 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

Sri Sunder Lal Dugar is a co-promoter and Managing Director of the Company. His current term of appointment as a Managing Director has expired on 30th June 2016.

In view of his excellent grasp and thorough knowledge of various laws relating to the Company's affairs and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, Company at its meeting held on 30th May, 2016 re-appointed Sri Sunder Lal Dugar as the Managing Director of the Company w.e.f 1st July, 2016, vide an agreement dated 30th May, 2016, for a period of three years subject to approval of shareholders on the following terms, conditions and remuneration

Terms:

Salary: Rs.100,000/- per month

Perquisites:

- a. Medical reimbursement: Expenditure incurred for self and dependent family members subject to one month salary per annum.
- b. Leave Travel concession: For self and family once in a year in accordance with any rules specified by the Company.
- c. Club fees: Fees of Clubs subject to maximum of two clubs, admission and life membership fees not being allowed.
- d. Personal Accident Insurance: For an amount the annual premium of which does not exceed Rs. 15000/-

For Company's business use of car with chauffeur, telephone and other communication facilities at residence/other places, reimbursement of traveling, entertainment and all other expenses for the purpose of business incurred by him shall not be treated as perquisite.

The salary being subject to variation to the extent the Board of Directors may consider appropriate, as may be permitted or authorized in accordance with any provision under the Companies Act, 2013 or Schedules appended thereto, for time being in force or any statutory modification or re-enactment thereof and/or any rules or regulations there under.

Minimum Remuneration:- The above salary will be payable to the Managing 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.

Sitting Fees:- The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof from the date of his appointment.

Brief resume of Sri Sunder Lal Dugar, nature of expertise in specific functional area and names of companies in which he hold directorships and memberships/ Chairmanships of Board Committees, are provided in this Notice.

In terms of Section 196, 197, 203 & Schedule V of the Act, and the rules made thereunder the appointment of Sri Sunder Lal Dugar as the Whole Time Director of the Company requires approval of the Shareholders in General Meeting.

Your Directors recommend the resolution to be passed as a Special Resolution.

Except Sri Sunder Lal Dugar being the Appointee, and Smt. Kusum Devi Dugar being spouse of Sri Sunder Lal Dugar none of any other Directors of the Company are deemed to be interested or concerned, financially or otherwise, in the said resolution.

A copy of the aforesaid Agreement dated 30.05.2016 is available for inspection at the Registered office of the Company up to 03rd September, 2016 during business hours.

Item no. 6

Sri Pradeep Kumar Pugalia has been appointed as the Whole Time Director of the Company w.e.f. 01.07.2010 and thereafter reappointed in same capacity w.e.f. 01.07.2013 for a period of three years. The current term of appointment of Sri Pradeep Kumar Pugalia as the Whole-Time Director has expired on 30th June 2016.

In view of his excellent grasp and thorough knowledge of various laws relating to the Company's affairs and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, Company at its meeting held on 30th May, 2016 re-appointed Sri Sunder Lal Dugar as the Managing Director of the Company w.e.f 1st July, 2016, vide an agreement dated 30th May, 2016, for a period of three years subject to approval of shareholders on the following terms, conditions and remuneration

Salary: - At the rate of Rs. 75,000 per month for a period of 3 years.

For Company's business use of car with chauffeur, telephone and other communication facilities at residence/other places, reimbursement of traveling, entertainment and all other expenses for the purpose of business incurred by him shall not be treated as perquisite.

Notice

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.

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.

Brief resume of Sri Pradeep Kumar Pugalia, nature of expertise in specific functional area and names of companies in which he hold directorships and memberships/ Chairmanships of Board Committees, are provided in this Notice.

In terms of Section 196, 197, 203 & Schedule V of the Companies Act, 2013, the appointment and remuneration of Sri Pradeep Kumar Pugalia as the Whole-Time Director of the Company require approval of the shareholders in General Meeting

Your directors recommend the resolution be passed as Special Resolution. The Notice and Explanatory Statement may also be treated as abstract of the terms of appointment and payment of remuneration to the above named Whole-Time Director, as required in terms of applicable provisions of the Companies Act, 2013.

Except Sri Pradeep Kumar Pugalia, no Director of the Company is, in any way, concerned or interested in this resolution. The disclosures as required under Section II, Part II of the Schedule V of the Companies Act, 2013 are stated hereinbelow:

General information:

1	Nature of Industry	The Company is engaged in Real Estate business.		
2	Date or expected date of commencement of commercial production	Jan, 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:			
	Particulars	2015-16	2014-15	2013-14
	Total Income	325,470,859	402,379,587	626,429,289
	Total Expense	316,644,714	395,884,495	621,862,131
	Profit/(Loss) Before tax	8,826,145	6,495,092	4,567,159
	Less: Tax Expense	2,746,984	1,621,050	2,361,366
	Profit/(Loss) After Tax	6,079,161	4,874,042	2,205,793
5	Foreign investments or collaborators, if any	Nil		

Information about the appointee

SI No	Particulars	Sri Sunder Lal Dugar	Sri Pradeep Kumar Pugalia
1	Background details	Sri Sunder Lal Dugar has working experience of more than 35 years. During this period he had promoted several residential/ commercial real estate projects and established the Company as reputed builders/ developers in Eastern India	He has a wide experience of over 20 years in the field of Real Estate & Construction. He has been supervising as a Marketing head of the Company since 5 years
2	Past remuneration	Sri Sunder Lal Dugar was paid Rs. 10,51,052 during the financial year 2015-16.	Sri Pradeep Kumar Pugalia was paid Rs. 900,000 during financial year 2015-16.
3	Recognition or awards	Various Recognition and rewards for charity purpose	None

Notice

Information about the appointee cont..

SI No	Particulars	Sri Sunder Lal Dugar	Sri Pradeep Kumar Pugalia
4	Job profile and his suitability	Sri Sunder Lal Dugar is actively involved in the day to day working of the Company. Keeping in view his working with the Company and his prior experience, he is suitable for the present position. The Company derives a lot of benefit from his diverse expertise and experience at Board Level and as well as in Operations of the Company.	Sri Pradeep Kumar Pugalia is actively involved in the day to day working of the Company. He looks after projects implementations and Marketing. Keeping in view his experience and working with the Company, he is suitable for the present position.
5	Remuneration proposed	As set out in the Explanatory Statement under section 102 of Companies Act 2013	As set out in the Explanatory Statement under section 102 of Companies Act 2013
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 proposed remuneration is commensurate with the size and nature of business of the Company and the functions and responsibility of the appointee. The remuneration is comparable with the remuneration drawn by the peers and is necessitated due to complexities of business.	Sri Pradeep Kumar Pugalia continues with existing remuneration as mutually agreed upon. The said remuneration commensurate with the size and nature of business of the Company and function and responsibility of the appointee.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Sri Sunder Lal Dugar is Promoter Director holding 687900 [including 67200 shares as a Karta of Moti Lal Dugar (HUF)] shares consisting 3.90% of the paid-up capital of the Company. Apart from receiving remuneration as stated above, he does not receive any other emoluments from the Company. Except Smt Kusum Devi Dugar (spouse), none of the other Directors of the Company are related to Sri Sunder Lal Dugar.	Sri Pradeep Kumar Pugalia is an Executive Whole Time Director of the Company, not holding any shares of the Company. Apart from above remuneration he does not receive any other emoluments from the Company. None of the Directors are related to Sri Pradeep Kumar Pugalia.
8	Directorship held in other listed entities	Nil	Nil
9	Membership/Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil	Nil

Notice

Other Information:

SI No	Particulars	Information about the appointee
1	Reasons of loss or inadequate profits	The approval for minimum remuneration is being taken as a precautionary measure and as on today, the profits of the company are sufficient to pay the approved remuneration to the Managing Director and Whole Time Director
2	Steps taken or proposed to be taken for improvement	
3	Expected increase in productivity and profits in measurable terms	

Disclosures:

SI No	Particulars	Information about the appointee
1	Remuneration package of the managerial personnel	As set out in the Explanatory Statement
2	Disclosures to be mentioned in the Board of Director's Report under the head "Corporate Governance", if any attached to the annual report	The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of the Company.

Details of Director Seeking Appointment/Re-Appointment at 10th Annual General Meeting pursuant to Regulation 36 of Listing Regulation with Stock Exchange

Name of Director	Mr. Pradeep Kumar Pugalia (DIN: 00501351)	Mr. Sunder Lal Dugar (DIN: 00007638)	Mrs. Kusum Devi Dugar (DIN: 00559322)	Mr. Animesh Shivkumar Gupta (DIN: 02028933)
Date of Birth	18 th July, 1975	20 th September, 1954	9 th July, 1956	19 th September, 1979
Relationship with other Director inter se	None	Husband to Smt Kusum Devi Dugar	Wife of Mr. Sunder Lal Dugar, Chairman & Managing Director	None
Date of Appointment	24 th June, 2010	23 rd June, 2006	01 st June, 2014	8 th July, 2016
Expertise in Specific Functional Area	Managerial and Leadership Qualities	Managerial and Leadership Qualities	Managerial and Motivational Qualities	Managerial Qualities
Brief Profile	He has a wide experience of over 20 years in the field of Real Estate & Construction. He has been supervising as a Marketing head of the Company since 5 years.	He has a working experience of more than 35 years. During this period he had promoted several residential / commercial real estate projects and established the Company as reputed builders / developers in Eastern India	Her presence acts as a strong mental and motivational support	He is an MBA in Global Marketing. He is proprietor of Fitness Centre and present in the Board of Pinnacle High International School.

Notice

Details of Director Seeking Appointment/Re-Appointment at 10th Annual General Meeting pursuant to Regulation 36 of Listing Regulation with Stock Exchange cont...

Name of Director	Mr. Pradeep Kumar Pugalia (DIN:00501351)	Mr. Sunder Lal Dugar (DIN: 00007638)	Mrs. Kusum Devi Dugar (DIN: 00559322)	Mr. Animesh Shivkumar Gupta (DIN: 02028933)
List of other companies in which Directorships held	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	1. RDB Knit Fabb Private Limited 2. Kolkata Institute of Science And Technology 3. R D B Builders Private Limited 4. RDB Realty Private Limited 5. S.D. Infrastructure & Real Estate Private Limited 6. Sky Height Enclave Private Limited	Vitol Commercial Private Limited	1. Sushanku Builders Limited 2. Shivam Realtors And Developers Private Limited
Committee positions held in RDB Realty & Infrastructure Limited	Member of Audit Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee	Nil	Nil	Nil
Committee positions held in other Companies	Nil	Nil	Nil	Nil
Chairmanship held in other Companies	Nil	Nil	Nil	Nil



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

**ANNEXURE TO THE NOTICE FOR THE 10TH ANNUAL GENERAL MEETING OF THE COMPANY
TO BE HELD ON 3RD DAY OF SEPTEMBER, 2016**

Name & Registered Address
of Sole/First named Member:

Joint Holders Name (If any):

Folio No. / DP ID & Client ID:

No. of Equity Shares Held:

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulation, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the 10th Annual General Meeting (AGM) of the Company to be held on Saturday, 3rd day of September, 2016 at 1.00 p.m. at 'The Aryans School', 149, B.T. Road Kolkata - 700058 and at any adjournment thereof.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The Electronic Voting Particulars are set out below:

EVEN (Electronic Voting Event Number)	USER - ID	PASSWORD
104379		

The E-voting facility will be available during the following voting period:

Remote e-Voting Period starts on	Remote e-Voting Period ends on
31 st August, 2016 Wednesday at 9:00 A.M. (IST)	2 nd September, 2016, Friday at 5:00 P.M. (IST)

Please read the instructions given at note no 19. of the notice of the Annual General Meeting carefully before voting electronically.

By Order of the Board of Director
For RDB Realty & Infrastructure Limited

Deepika Sethia
Company Secretary

Place: Kolkata
Date: 30th July, 2016
Encl: AGM Notice/Attendance Slip/Proxy Form



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ATTENDANCE SLIP

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

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

I/ We hereby record my/ our presence at the 10th Annual General Meeting of RDB Realty & Infrastructure Limited being held on Saturday, 3rd September, 2016 at 1.00 p.m. at The Aryans School, 149 B.T. Road, Kolkata-700058.

Name of member /proxy (In BLOCK LETTERS)

Signature of member/proxy



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**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 members :
Registered Address :
E-mail id :
Folio No./DP ID & Client ID :

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

1 Name..... Address.....
E-mail id..... Signature..... or failing him
2 Name..... Address.....
E-mail id..... Signature..... or failing him
3 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 10th AGM of the Company, to be held on Saturday, 3rd September, 2016 at 1.00 p.m. at The Aryans School, 149 B.T. Road, Kolkata-700058 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Resolution	Optional(✓)*		
		For	Against	Abstain
Ordinary Business				
1	Ordinary Resolution to consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors			
2	Ordinary Resolution to appoint a director in place of Smt. Kusum Devi Dugar, who retires by rotation and being eligible, seeks re-appointment			
3	Ordinary Resolution to re-appoint M/s. S.M. Daga & Co. as Auditors			
4	Ordinary Resolution for appointment of Sri Animesh Shivkumar Gupta as Independent Director			
5	Special Resolution for Re-appointment of Sri Sunder Lal Dugar as Managing Director			
6	Special Resolution for Re-appointment of Sri Pradeep Kumar Pugalia as Whole Time Director			

Signed this.....day of2016

Affix revenue stamp

Signature of the member

Signature of proxy

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 '✓' 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.