



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
CIN: L16003WB2006PLC110039

NOTICE

Notice is hereby given that the Ninth Annual General Meeting of the members of M/s RDB Realty & Infrastructure Limited will be held on Friday, the 4th day of September, 2015 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 Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March 2015.
3. To appoint a director in place of Mr. Pradeep Kumar Pugalia (DIN : 00501351) who retires by rotation and being eligible offers himself for re-appointment.
4. 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.'

By order of the Board
For **RDB REALTY & INFRASTRUCTURE LIMITED**

Place: Kolkata
Date: 28th May, 2015

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 49 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 Saturday, 29th August, 2015 to Friday, 4th September, 2015 (both days inclusive) for the purpose of payment of dividend for the financial year ended 31st March, 2015.
8. Dividend on equity shares, if declared at the meeting, will be paid on or before 3rd October, 2015, to those members:
 - (a) whose names shall appear on the Company's Register of Members after giving effect to the valid share transfers lodged/received by the Company's Registrar & Share Transfer Agent (RTA) on or before 28th August, 2015.
 - (b) whose names shall appear as Beneficial Owner as at the end of business hours on 28th August, 2015 to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in electronic form.
9. 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.
10. 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.
11. Members are requested to bring the attendance slip along with copies of Annual Report at the Meeting.
12. Non-Resident Indian Members are requested to inform the RTA immediately of :
 - o Change in their residential status on return to India for permanent settlement.
 - o 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.
13. 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.
14. 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.
15. 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.
16. No Compliment or gift of any nature will be distributed at the Annual General Meeting.

17. 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@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.
18. 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.
19. Electronic copy of the Annual Report for 2014-15 and Notice of the 9th 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 9th 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 9th Annual General Meeting and Annual Report for 2014-15 will also be available on Company's website at www.rdbindia.com for their download.

20. Voting through Electronic means:

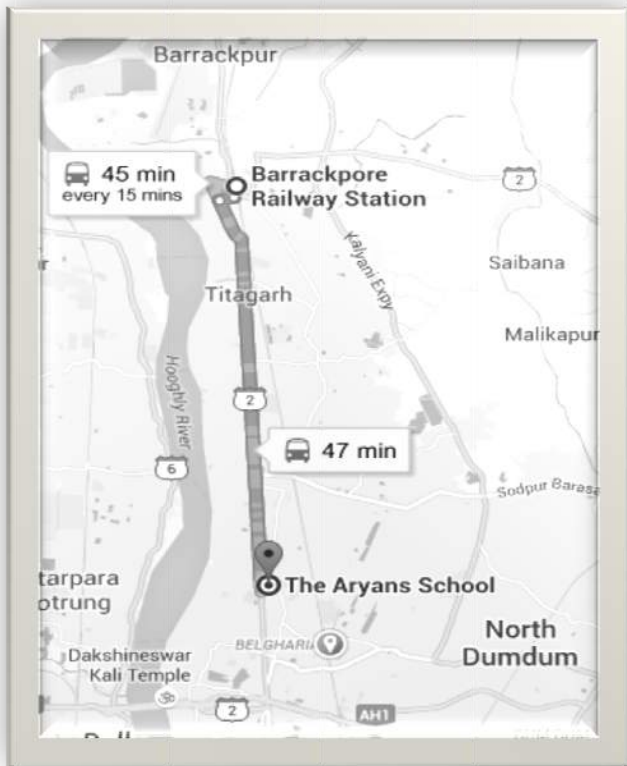
- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide 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 1st September, 2015 (9:00 am) and ends on 3rd September, 2015 (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 28th August, 2015, 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:
 - 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 28th August, 2015.
- 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. 28th August, 2015, 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.
21. The notice of annual general meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on Friday, 10th July, 2015.
22. The shareholders shall have one vote per equity share held by them as on the cut-off date of 28th August, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
23. 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.
24. 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.
25. The scrutinizer's decision on the validity of e-voting will be final.

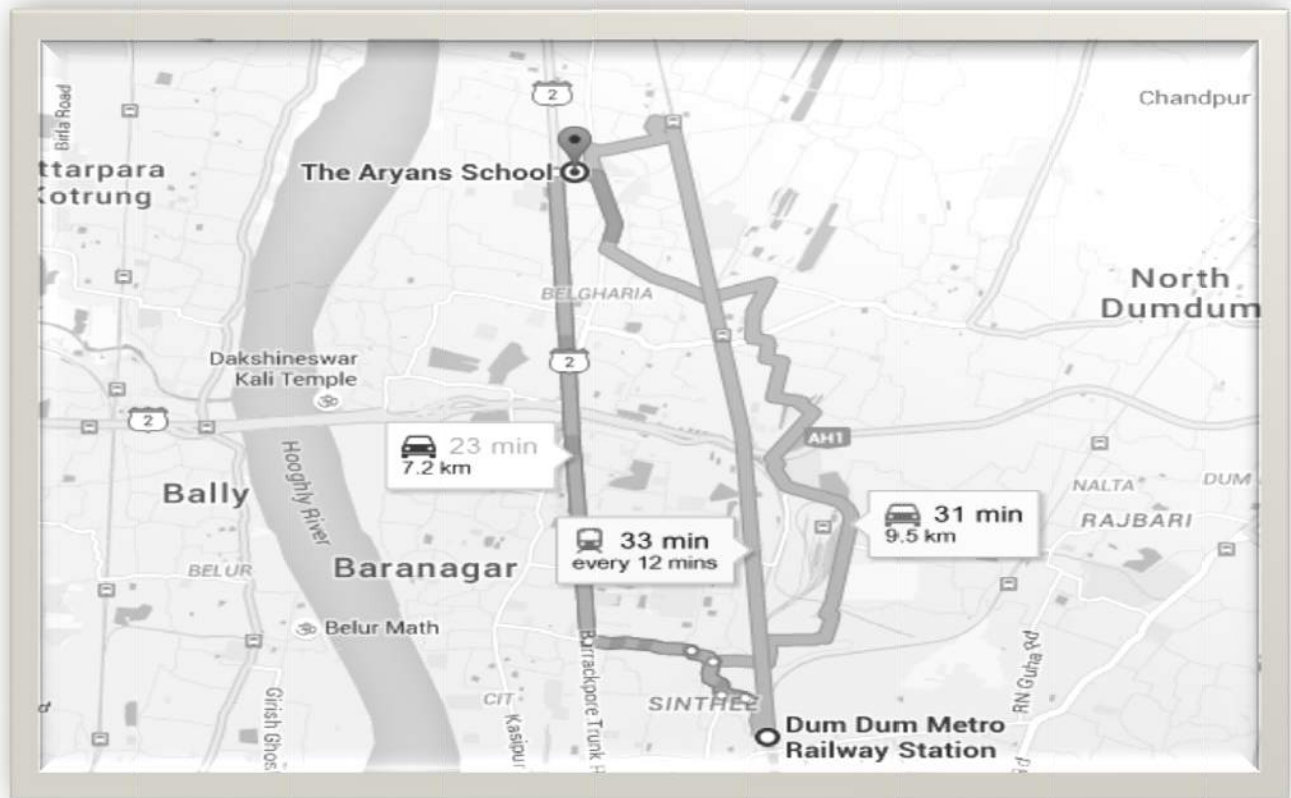
Details of Director Seeking Appointment/Re-Appointment at 9th Annual General Meeting pursuant to Clause 49 Of Listing Agreement with Stock Exchange

Name of Director	Mr. Pradeep Kumar Pugalia (DIN:00501351)
Date of Birth	18 th July, 1975
Relationship with other Director inter se	None
Date of Appointment	24 th June, 2010
Expertise in specific functional area	Managerial and Leadership 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 5years.
No. of equity shares held in the company	Nil
List of other companies in which Directorships held	1. S J S NIRMAN PVT LTD 2. SWAPNO VANIJYA PRIVATE LIMITED 3. BHAGWATI PLASTOWORKS PRIVATE LIMITED 4. ANKUR CONSTRUCTIONS PVT LTD 5. LOKA PROPERTIES PVT LTD 6. RITUDHAN SUPPLIERS PRIVATE LIMITED 7. SUMANGAL NIRMAN PVT LTD
Committee positions held in RDB Realty & Infrastructure Limited	Member of Audit Committee & Stakeholder Relationship Committee
Committee positions held in other Companies	Nil
Chairmanship held in other Companies	Nil



Route Map

The Aryans School, 149
B.T. Road, Kolkata -
700058.





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ANNEXURE TO THE NOTICE FOR THE 9TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 4TH DAY OF SEPTEMBER, 2015

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 Clause 35B of the Listing Agreement, 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 9th Annual General Meeting (AGM) of the Company to be held on Friday, 4th day of September, 2015 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
102238		

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

Remote e-Voting Period starts on	Remote e-Voting Period ends on
1st September, 2015, Tuesday at 9:00 A.M. (IST)	3rd September, 2015, Thursday at 5:00 P.M. (IST)

Please read the instructions given at note no 20. 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 : 27th July, 2015
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 9th Annual General Meeting of RDB Realty & Infrastructure Limited being held on Friday, 4th September, 2015 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 9th AGM of the Company, to be held on Friday, 4th September, 2015 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 declare dividend on Equity shares			
3	Ordinary Resolution to appoint a director in place of Mr. Pradeep Kumar Pugalia, who retires by rotation and being eligible, seeks re-appointment			
4	Ordinary Resolution to re-appoint M/s. S.M. Daga & Co. as Auditors			

Signed this.....day of2015

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.