



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 11th Annual General Meeting of the members of M/s RDB Realty & Infrastructure Limited will be held on Wednesday, the 6th day of September, 2017 at 10.00 a.m. at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata-700017 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, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Sunder Lal Dugar (DIN: 00007638) 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 read with Rules made thereunder as amended from time to time, and the recommendations of the Audit Committee and the Board of Directors the consent of the Company be and hereby accorded for ratification of the appointment of M/s. S.M. Daga & Co., Chartered Accountants (Firm Registration No. 303119E) as the Statutory Auditors for the financial year 2017-18, 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: 27th May, 2017

Madhuri Gulgulia
Company Secretary & Compliance Officer

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE IN THE MEETING ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
2. **The instrument of Proxy, in order to be effective must be duly completed and signed and should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. A proxy form is enclosed herewith.**

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.

3. The business set out in the Notice will also 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.

4. 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.
5. 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.
6. The details of Directors seeking re-appointment in terms of Clause 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 are annexed hereto and forms part of this Notice. The Director has furnished the requisite declaration for his re-appointment.
7. 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.
8. 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, 31st August 2017 to Wednesday 6th September, 2017 (both days inclusive).
9. The Company has transferred to the Investor Education & Protection Fund be as per section 124 of the Companies Act, 2013 all unclaimed/unpaid dividends for more than seven years in respect of the Financial Year 2008-09. Members who have not yet encashed their dividend warrant(s) for the Financial Years ended 31 March, 2010 onwards, are requested to make their claims to the Company accordingly, without any delay. Members wishing to claim dividends, which remain unclaimed, are requested to write to the Company Secretary & Compliance Officer at the registered office or M/s Niche Technologies Pvt. Ltd, the Registrar and Share Transfer Agent of the Company.
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/ 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.
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 rdbreality@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.

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 2016-17 and Notice of the 11th 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 11th 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 11th Annual General Meeting and Annual Report for 2016-17 will also be available on Company's website at www.rdbindia.com for their download.

20. **Voting through Electronic means:**

1. 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).
2. 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.
3. 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.
4. The remote e-voting period commences on 03rd September, 2017 (9:00 am) and ends on 05th September, 2017 (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 30th August, 2017, 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.

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.
- I. 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.
- II. 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.
- III. 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).
- IV. 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 30th August, 2017.
- V. 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. 30th August, 2017, 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.
- VI. 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.
- VII. 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.
- VIII. Mr. Manoj Kumar Bantia, 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.
- IX. 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.
- X. 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.

- XI. 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, 21st July, 2017.
22. The shareholders shall have one vote per equity share held by them as on the cut-off date of 30th August, 2017. 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 11th Annual General Meeting pursuant to Regulation 36 of Listing Regulation with Stock Exchange

Name of Director	Sri Sunder Lal Dugar (DIN: 00007638)
Date of Birth	20 th September, 1954
Relationship with other Director inter se	Husband to Smt Kusum Devi Dugar
Date of Appointment	23rd June, 2006
Expertise in specific functional area	Managerial and Leadership Qualities
Brief Profile	He has a working experience of more than 35 years. During period he had promoted several residential/ commercial real estate projects and established the Company as reputed builders/ developers in Eastern India.
No. of equity shares held in the company	687900 [including 67200 shares as a Karta of Moti Lal Dugar (HUF)]
List of other companies in which Directorships held	1.RDB Knit Fabb Private Limited 2.Kolkata Institute Of Science And Technology 3.R D B Builders Private Limited 4.RDB Jaipur Infrastructures Private Limited 5.S.D. Infrastructure & Real Estate Private Limited 6.Sky Height Enclave Private Limited
Committee positions held in RDB Realty & Infrastructure Limited	Nil
Committee positions held in other Companies	Nil
Chairmanship held in other Companies	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 11TH ANNUAL GENERAL MEETING OF THE COMPANY
TO BE HELD ON 6TH DAY OF SEPTEMBER, 2017**

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 11th Annual General Meeting (AGM) of the Company to be held on Wednesday, 6th day of September, 2017 at 10.00 a.m. at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata-700017 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
106563		

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

Remote e-Voting Period starts on	Remote e-Voting Period ends on
03 rd September, 2017 Saturday at 9:00 A.M. (IST)	5 th September, 2017, Monday at 5:00 P.M. (IST)

Please read the instructions mentioned in the notice of the Annual General Meeting before exercising your vote.

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

Madhuri Gulgulia
Company Secretary
ACS-42294

Place: Kolkata
Date: 01.08.2017
Encl: AGM Notice/Attendance Slip/Proxy Form



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 Client ID..... No. of shares held.....

I/ We hereby record my/ our presence at the 11th Annual General Meeting of RDB Realty & Infrastructure Limited being held on Wednesday, the 6th day of September, 2017 at 10.00 a.m. at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, 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 : Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata-700017
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 11th AGM of the Company, to be held on Wednesday, the 6th day of September, 2017 at 10.00 a.m. at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata-700017 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 Shri Sunder Lal 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			

Signed this.....day of2017

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.