



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 17th (Seventeenth) Annual General Meeting of the Members of RDB Realty & Infrastructure Limited will be held on **Thursday, the 28th day of September, 2023 at 11.30 a.m. (IST)** through Video Conferencing ("VC") / other Audio-Visual Means ("OAVM") to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Annual Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31st March, 2023 together with the Report of the Auditor and Directors thereon.
2. 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.
3. **To re-appoint M/s. LB Jha & Co., Chartered Accountants as Statutory Auditors of the Company for a term of 5 (five) years**
To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactments thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. L B Jha & Co., Chartered Accountants (Firm Registration No: 301088E) be and are hereby re-appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this 17th Annual General Meeting till the conclusion of the 22nd Annual General Meeting of the Company to be held in the year 2028 at such remuneration as may be decided by the Board of Directors of the Company based on the recommendation of the Audit Committee in consultation with the Auditors plus applicable taxes and reimbursement of out of pocket expenses incurred by them for the purpose of audit."

Special Business:

4. **To re-appoint Mr. Sharad Kumar Bachhawat (DIN: 05161130) as a Non-Executive Independent 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** 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 applicable provisions of 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 recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Sharad Kumar Bachhawat (DIN: 05161130) who was appointed as a Non-Executive Independent Director of the Company by the Members for a period of five (5) consecutive years with effect from 19th January 2019 till 18th January 2024, being eligible, be and is hereby re-appointed as a Non-Executive Independent Director of the Company for a further term of five (5) consecutive years with effect from 19th January, 2024 till 18th January 2029, and whose period of office shall not be liable to determination by retirement of Directors by rotation;
RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to finalize, settle, execute and amend such documents / deeds / writings / papers / agreements as may be required, and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty and doubts that may arise in this regard, and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any of the Director(s) or Key Managerial Personnel or any other Officer(s) of the Company."

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

Sd/-
Mr. Pradeep Kumar Pugalia
Whole-Time Director
DIN: 00501351

Place: Kolkata
Date: 11/08/2023



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Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. **The Company will conduct the AGM through VC/ OAVM from its Registered Office, i.e., Bikaner Building, 8/1 Lal Bazar St, 1st Floor, Kolkata-700001 which shall be deemed to be venue of the Meeting.**
2. The relative explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the business under Item No. 3 and 4 forms part of the Notice. Additional information, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting is furnished as an Annexure to the Notice.
3. **ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM THROUGH VC/OAVM.** Pursuant to MCA/SEBI Circulars, the facility to appoint proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed hereto. However, pursuant to Section 113 of the Companies Act, 2013, corporate members are entitled to appoint authorised representative to attend the AGM through VC/OAVM and participate there at and cast their votes through e-Voting. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
4. 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 csprachi92@gmail.com with a copy marked to evoting@nsdl.co.in.
5. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to secretarial@rdbindia.com.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice of the Seventeenth AGM and the Annual Report 2022-23 will also be available on the Company's website, www.rdbindia.com, websites of the Stock Exchanges, i.e. BSE Limited and Calcutta Stock Exchange Limited, at <http://www.bseindia.com> and <http://www.cse-india.com> respectively, and on the website of NSDL <https://www.evoting.nsdl.com>
9. 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.
10. To support the "Green Initiative in Corporate Governance" by the Ministry of Corporate Affairs, the Annual Report for 2022-23, Notice of the Seventeenth Annual General Meeting of the Company inter-alia

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indicating the process and manner of e-voting is being sent in electronic form, to all such Members whose email IDs are registered with the Company/Depository Participant(s).

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.

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 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. 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.
14. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management,

members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Niche Technologies Private Limited for assistance in this regard.

15. 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.

16. Instructions for remote e-Voting (before and at the AGM) and attending the AGM through VC/OAVM

In compliance with the provisions of section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to provide remote e-voting facility to the members to exercise their right to vote in respect of the resolutions to be passed at 17th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). The facility for 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 NSDL.

- I. The remote e-voting period commences on **Monday, 25th September, 2023 (9:00 a.m. IST)** and ends on **Wednesday, 27th September, 2023 (5:00 p.m. IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., **Thursday 21st September, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Thursday 21st September, 2023**.
- II. Any person, who acquires shares of the Company and becomes member of the Company after, dispatch of the Notice and holding shares as on the cut-off date **21st September, 2023** may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing 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.
- III. The Company has appointed Ms. Prachi Todi, Practicing Company Secretary (ACS No.53022, CP No. 22964), as

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the scrutinizer to scrutinize the voting during the AGM and the remote e-voting process in a fair and transparent manner.





IV. Members desiring to vote through remote e-voting may refer to the following steps:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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.

- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- 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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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 account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

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Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 csprachi92@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User reset Password?" option available on <http://www.evoting.nsdl.com> to reset the password.
3. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. **21st September, 2023**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. 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" or "Physical User Reset

Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., **21st September, 2023** may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system" (Above).

4. In case of any queries you may refer to 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 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@rdbindia.com or nichetechpl@nichetechpl.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@rdbindia.com or nichetechpl@nichetechpl.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at

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step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/

Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Shareholders are encouraged to join the Meeting through Laptops for better experience.
3. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and shall be available for Members on first-come-first-served-basis.
4. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@rdbindia.com. The same will be replied by the company suitably.
7. Members who may like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number, PAN and mobile number at secretarial@rdbindia.com. Only those Members who register themselves as speaker will be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time at the AGM.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

NOTICE (Contd.)**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item.No-3**

M/s. L B Jha & Co., Chartered Accountants (Firm Registration No: 301088E) were appointed as the Statutory Auditors of the Company for a consecutive term of 5(five) years till the conclusion of the 17th Annual General Meeting (AGM) of the Company and hence, would retire at the conclusion of the ensuing AGM. Pursuant to Section 139(2) of the Companies Act, 2013, a listed entity may re-appoint an audit firm as its Statutory Auditor for a second term of 5(five) consecutive years.

Considering the performance of M/s. L B Jha & Co. in their present tenure, the Audit Committee of the Company has recommended to the Board their re-appointment as Statutory Auditors of the Company for a second term of 5(five) years in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

Further, based on the recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on 11th August, 2023, have also approved the re-appointment of M/s. L B Jha & Co., Chartered Accountants as the Statutory Auditors of the Company for a period of five consecutive years, from the conclusion of the ensuing AGM till the conclusion of the AGM of the Company to be held in the year 2028.

The Audit Committee and the Board of Directors of the Company have considered the following factors in recommending the re-appointment of M/s. L B Jha & Co., Chartered Accountants as the Statutory Auditors of the Company:

- Performance of M/s. L B Jha & Co., Chartered Accountants as the Statutory Auditors of the Company during the present tenure;
- Ability of the firm to seamlessly scale and understand the Company's operations, systems and processes; and
- Competence of the leadership and of the audit team of the firm in conducting the audit of the financial statements of the Company;

Accordingly, the Company has received consent letter and eligibility certificate from M/s. L B Jha & Co, Chartered Accountants (Firm Registration No. 301088E), to act as Statutory Auditor of the Company along with a confirmation that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013. They have further confirmed that they are not disqualified to be re-appointed as Statutory Auditors of the Company in terms of provisions of Section 139(1), Section 141(2) and Section

141(3) of the Companies Act, 2013, read with Companies (Audit & Auditors) Rules, 2014. On the recommendation of Audit Committee, the Board had fixed remuneration of Rs.1,50,000/- to Statutory Auditors for conducting the audit for the financial year 2023-24, excluding taxes. The fee for the 2nd term will be aligned with the existing remuneration and services to be rendered by them during the 2nd term.

Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms.

None of the Directors/ Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 3 of the notice.

The Board of Directors, therefore, recommends the Resolution as set out at Item no. 3 to be passed as Ordinary Resolution by the Members.

Item.No-4

Pursuant to Section 149 and all other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Mr. Sharad Kumar Bachhawat (DIN: 05161130) was appointed as a Non-executive Independent Director of the Company for a term of five (5) consecutive years w.e.f. 19th January, 2019 till 18th January, 2024.

In terms of the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing of Special Resolution by the Company and disclosure of such appointment in the Board's Report. Further, as per Schedule IV of the Companies Act, 2013, the re-appointment shall be on the basis of report of performance evaluation, which shall be done by the entire Board, excluding the Director being evaluated. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of the Independent Director.

The Board of Directors of the Company on the basis of the report of performance evaluation and the recommendation of the Nomination and Remuneration Committee, approved and recommended to the Members the re-appointment of Mr. Sharad Kumar Bachhawat as a Non-Executive

NOTICE (Contd.)

Independent Director of the Company, for a further period of five consecutive years commencing from 19th January, 2024 till 18th January, 2029, and his office shall not be liable to determination by retirement of Directors by rotation.

Accordingly, Mr. Sharad Kumar Bachhawat has given his consent to act as a Non-Executive Independent Director of the Company and has furnished necessary declarations to the Board of Directors that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. Further as per the declarations received by the Company, Mr. Sharad Kumar Bachhawat is not disqualified to be appointed as Director under Section 164 of the Companies Act, 2013. In the opinion of the Board, Mr. Sharad Kumar Bachhawat fulfils the conditions specified under the Companies Act, 2013 and the Listing Regulations for re-appointment as a Non-Executive Independent Director. A copy of the draft letter of re-appointment to be issued to Mr. Sharad Kumar Bachhawat as a Non-Executive Independent Director of the Company setting out the terms and conditions of re-appointment would be available for inspection in electronic mode without any fee by the Members. Members can inspect the same by sending an email to secretarial@rdbindia.com on or before 5.00 p.m.

(IST) on Monday, 25th September, 2023. The same shall also be available electronically for inspection by the members during the AGM. The relevant details of the Directors seeking re-appointment as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings is also annexed to the Notice. The Board considers that the continued association of Mr. Sharad Kumar Bachhawat would be of immense benefit to the Company and it is desirable to continue to avail the services of the Independent Director.

Details of Mr. Sharad Kumar Bachhawat is provided in "Annexure I" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors, therefore, recommends the Resolution as set out at Item no. 4 to be passed as Special Resolution by the Members.

None of the Directors or Key Managerial Personnel of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

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

Name of Director	Mr. Sharad Kumar Bachhawat (DIN: 05161130)
Date of Birth	07/02/1970
Date of Original Appointment as Director in the Company	19/01/2019
Qualification	Under Graduate
Expertise in Specific Functional Area	Real estate activity, Management skills, Leadership, etc
List of other companies in which Directorships held	1. RDB Rasayans Ltd. 2. Khatod Investments & Finance Co Ltd 3. S.D. Infrastructure & Real Estate Private Limited
Listed entities from which the person has resigned in the past three years	NIL
Brief Profile	He started his career in cosmetics and manufacturing of readymade garments. He is a learned person having experience of more than 20 years in the field of Real Estate Business. He has served as Independent Director in other Companies 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.

NOTICE (Contd.)

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.
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;
Shareholding in the Company including shareholding as a beneficial owner	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	As per the Resolution at Item no. 4 of this Notice, read with the explanatory statement thereto.
Relationship with other Directors	None
No. of Board Meetings attended during the FY – 2022-23	Thirteen
Terms and Conditions for Appointment/ Re-appointment	He is being re-appointed as an independent director of the Company for a further period of 5 years and his office shall not be liable to retirement by rotation.
Details of remuneration sought to be paid and the Remuneration last drawn	NIL

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT PURSUANT TO RETIREMENT BY ROTATION AT THE SEVENTEENTH 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)

Name of Director	Mr. Pradeep Kumar Pugalia (DIN: 00501351)
Date of Birth	18 th July, 1975
Relationship with other Directors inter se	None
Date of first appointment on the Board	24 th June, 2010
Qualification	Graduate
Terms and Conditions for Re-appointment	He is a Whole-time Director of the Company whose office is liable to retirement by rotation and being eligible, has offered himself for re-appointment.
Expertise in specific functional area	Marketing and Managerial
Brief Profile	He has a rich experience of over 26 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 13 years.
Listed entities from which the person has resigned in the past three years	NIL
No. of Board Meetings attended during the FY – 2022-23	Thirteen
No. of equity shares held in the Company	NIL

NOTICE (Contd.)

List of other companies in which Directorships held	<ol style="list-style-type: none"> 1. Bhagwati Plastoworks Private Limited 2. Loka Properties Pvt Ltd 3. Rdb Anekant Orbit Properties Private limited 4. Rdb Bhopal Infrastructure Private limited 5. Ritudhan Suppliers Private Limited 6. Swapno Vanijya Private Limited 7. RDB Bhopal Hospitality Private Limited 8. S.D. Infrastructure & Real Estate Private Limited 9. Raj Construction Projects Pvt Ltd 10. Sumangal Nirman Pvt Ltd 11. Concast Infrastructure Private Limited 12. S J S Nirman Pvt Ltd 13. RDB Real Estate Constructions Limited 14. Nu Technics Owners Association 15. Ankur Constructions Pvt Ltd
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
Details of remuneration sought to be paid and the Remuneration last drawn	Remuneration sought to be paid- As per agreement dated 30 th May, 2022 Last drawn remuneration- Rs. 9,00,000/- p.a.