



# RDB INFRASTRUCTURE AND POWER LIMITED

(formerly known as RDB Realty & Infrastructure Limited)

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 • CIN No. : L68100WB2006PLC110039  
PHONE : +91 90384 40761 • E-MAIL : csrdbinfra@rdbindia.com • Web : www.rdbindia.com

Date: 06<sup>th</sup> June, 2026

To,  
Department of Corporate Services  
**BSE Limited**  
P.J. Towers, Dalal Street  
Mumbai- 400 001

To,  
The Secretary  
**The Calcutta Stock Exchange Limited**  
7, Lyons Range, Dalhousie  
Kolkata- 700 001

Scrip Code: **533285**

Scrip Code: **28393**

**Subject: Submission of Postal Ballot Notice dated 04<sup>th</sup> June, 2026**

**Ref: Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we hereby submit the Notice of Postal Ballot dated 04<sup>th</sup> June, 2026, together with the Explanatory Statement thereto, seeking approval of the Members of the Company for the business set out therein, in accordance with the applicable provisions of the Companies Act, 2013 and the circulars issued by the Ministry of Corporate Affairs from time to time.

The Company has engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically on the resolution proposed in the Postal Ballot Notice.

The Postal Ballot Notice along with the e-voting instructions is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent, Niche Technologies Private Limited (“RTA”), and/or the Depositories as on Friday, 29<sup>th</sup> May, 2026, being the cut-off date for the purpose of dispatch of the Postal Ballot Notice.

The schedule of events in connection with the Postal Ballot is as follows:

<b>Cut Off Date</b>	29 <sup>th</sup> May, 2026 (Friday)
<b>Remote e-Voting Start Date</b>	07 <sup>th</sup> June, 2026 (Sunday)
<b>Remote e-Voting Start Time</b>	09:00 A.M.
<b>Remote e-Voting End Date</b>	06 <sup>th</sup> July, 2026 (Monday)
<b>Remote e-Voting End Time</b>	05:00 P.M.
<b>Result Date</b>	08 <sup>th</sup> July, 2026 (Wednesday)



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The aforesaid Postal Ballot Notice can also be accessed on the website of the Company at [www.rdbindia.com](http://www.rdbindia.com)

This is for your information and record.

Thanking you,

For **RDB Infrastructure and Power Limited**  
*(Formerly Known as RDB Realty & Infrastructure Limited)*

**Aman Sisodia**  
Company Secretary & Compliance Officer



# RDB INFRASTRUCTURE AND POWER LIMITED

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## **NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014]*

NOTICE is hereby given pursuant to the provisions of Sections 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification(s), amendment(s) or re-enactment(s), thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations" or "SEBI LODR"), Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), to the extent applicable as amended and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for conducting Postal Ballot process through e-voting vide General Circular No. 03/2025 dated September 22, 2025 and other Circulars issued by MCA in this regard, ("MCA Circulars"), and pursuant to other applicable rules and regulations, seeking approval of the Members of RDB Infrastructure and Power Limited (*Formerly known as RDB Realty & Infrastructure Limited*) ("the Company") through Postal Ballot for the Proposed Resolution set out in this Notice. The Company has extended remote e-voting facility for its members, to enable them to cast their votes electronically.

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Act, setting out all material facts and reasons for the proposed Resolution are annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA circulars and pursuant to other applicable laws and Regulations, this Postal Ballot Notice is being sent only in the electronic form to those Members whose e-mail addresses are registered with the Company/ Depositories/ Registrar and Transfer Agent (RTA). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members. The instructions for remote e-voting are appended to this Notice.

For the purpose of E-voting, the Company has engaged National Securities Depository Limited ("NSDL"), an agency authorized by the Ministry of Corporate Affairs ("MCA"), for facilitating the members to communicate their assent or dissent through "electronic means" in respect of the resolution. The detailed procedures for voting through "electronic means" are given in the Notes attached herewith.

The Board of Directors of the Company, ("the Board") has, in compliance with Rule 22(5) of the aforesaid rules, appointed, Ms. Prachi Bhartia, Practicing Company Secretary, (Membership No. 53022, COP No.: 22964) as the Scrutinizer for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, and other applicable laws and regulations, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the Notes forming part of this Notice to cast their vote electronically through the remote e-voting process which commences from Sunday, 07<sup>th</sup> June 2026 at 9:00 a.m. (IST) and concludes on Monday, 06<sup>th</sup> July 2026, at 5:00 p.m. (IST). The remote e-voting will be disabled by NSDL thereafter.

The Scrutinizer will submit the report to the Chairperson of the Company, or in his absence any person authorized by him, upon completion of the scrutiny of the votes cast through remote e- voting. The results of the Postal Ballot will be announced by the Chairperson of the Company or by the Company Secretary, authorised by the Chairperson in writing, on or before Wednesday, 08<sup>th</sup> July 2026.

The said results along with the Scrutinizer's Report would be intimated to BSE and CSE, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website at [www.rdbindia.com](http://www.rdbindia.com) and on the website of NSDL at <http://www.evoting.nsdl.com/>.

**SPECIAL BUSINESS:**

**ITEM NO. 1**

**To regularize the appointment of Mr. Shubham Vaidya (DIN: 11294349) as Managing Director of the Company.**

To consider and if thought fit, to pass the following resolution as '**Special Resolution**':

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all applicable guidelines issued by the Central Government from time to time and subject to the limits of remuneration provided in Part II Section II of Schedule V of the Companies Act, 2013 and such other approvals, as may be required from time to time, and based on the recommendations of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded to appoint Mr. Shubham Vaidya (DIN: 11294349) as the Managing Director of the Company for a period of 3 (three) years, liable to retire by rotation, with effect from 09<sup>th</sup> April, 2026 to 08<sup>th</sup> April 2029, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice of Postal Ballot, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Shubham Vaidya, subject to the same not exceeding the limits specified under Companies Act, 2013.

**FURTHER RESOLVED THAT** in the event of absence or inadequacy of profits during his appointment, the Company will pay to Mr. Shubham Vaidya the remuneration as per the explanatory statement as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to file necessary e-forms with the Registrar of Companies, intimate the Stock Exchange(s) as per SEBI LODR Regulations, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board  
For RDB Infrastructure and Power Limited  
(Formerly known as RDB Realty & Infrastructure Limited)**

**Place:** Kolkata  
**Date:** 04<sup>th</sup> June, 2026

Sd/-  
**Aman Sisodia  
Company Secretary & Compliance Officer**

## NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act read with Rules, along with details in terms of Regulation 36(3) of the SEBI Listing Regulations each as amended, setting out the material facts and necessary disclosures pertaining to the aforesaid Resolution is annexed hereto and forms part of the Notice.
2. The Postal Ballot Notice is being sent to /published/ displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on 29<sup>th</sup> May, 2026, being the Record Date for the purpose of dispatch of Notice in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India’s General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 Circular No. 09/2024 dated September 19, 2024 General Circular No. 03/2025 dated September 22, 2025 and other applicable circulars issued by the Ministry of Corporate Affairs from time to time. (“MCA Circulars”).
3. Members holding shares in Physical mode and who have not registered/updated their email addresses, mobile number, bank details, postal address with PIN code etc. are requested to register/update the same by submitting duly filled in **Form ISR-1, ISR-2 & SH13 or ISR-3** with supporting documents to the Company or to **Niche Technologies Pvt. Ltd, the Registrar & Share Transfer Agent (RTA)** of the Company for updating the complete KYC Details and sending the Postal ballot notice. Form ISR-1 can be downloaded from the following link: <https://nichetechpl.com/downloads/>. Members holding shares in electronic mode are requested to contact their depository participants and submit the request letter for updating the KYC details including email addresses and mobile number.
4. The voting rights for Equity Shares are one (1) vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on 29<sup>th</sup> May, 2026 being the Cut-off Date for e-voting. A person who is not a shareholder on the relevant date should treat this notice for informational purpose only.
5. The Notice will also be placed on the website of the Company at [www.rdbindia.com](http://www.rdbindia.com) and on the website of National Securities Depository Limited (“NSDL”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited (“BSE”) and Calcutta Stock Exchange Limited (“CSE”) at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively.
6. Voting period for E-Voting will commence from **Sunday, 07<sup>th</sup> June, 2026 at 9.00 A.M. (IST)** and will end on **Monday, 06<sup>th</sup> July, 2026 at 5.00 P.M. (IST)**.
7. The resolution, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Monday, the 06<sup>th</sup> July 2026.
8. All documents, referred to in this Notice and in the Statement of material facts referred to under Section 102(1) of the Act, 2013, are open for inspection at the Registered Office of the Company during office hours on all working days between 10.00 A.M. and 12.00 Noon upto, Monday, the 06<sup>th</sup> July 2026.
9. In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at Downloads Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following telephone no. 022- 24994600.

## How do I vote electronically using NSDL e-Voting system?

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

### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting 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.

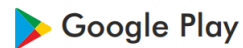
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’</li></ol>

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.

5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

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](http://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. 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](http://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](http://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.
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**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method 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?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300***

	and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. 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**
6. 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](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 to [csprachi92@gmail.com](mailto:csprachi92@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Deputy Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com) / [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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 [csrdbinfra@rdbindia.com](mailto:csrdbinfra@rdbindia.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 [csrdbinfra@rdbindia.com](mailto:csrdbinfra@rdbindia.com). If you are an Individual shareholders holding

securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 1**

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 9<sup>th</sup> April 2026, appointed Mr. Shubham Vaidya (DIN: 11294349) as an Additional Director in the category of **Managing Director** of the Company with effect from 9<sup>th</sup> April 2026 for a period of 3 (three) years, subject to the approval of the Members consequent to the cessation of Mr. Amit Kumar Goyal as Managing Director of the Company w.e.f. 10<sup>th</sup> December, 2025.

Mr. Shubham Vaidya has conveyed his consent to act as the Managing Director of the Company and made the necessary disclosures and declarations. The Company has received a notice in writing from a member proposing the candidature of Mr. Shubham Vaidya for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority. Mr. Shubham Vaidya satisfies all the other conditions set out in Part-I of Schedule V of the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his appointment.

The terms and conditions of appointment of Mr. Shubham Vaidya, as approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee, are as under:

- **Salary (CTC):** - Rs. 1,00,000/- (Rupees One Lakh only) per month.
- **Minimum Remuneration:** The above salary will be payable to the Managing Director even in case of loss or inadequacy of profits in respect of any financial year during his tenure of office in compliance with Schedule V to the Companies Act, 2013.
- **Sitting Fees:** The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof from the date of his appointment.

Details of Mr. Shubham Vaidya 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 is provided in Annexure to the Notice. Disclosures as required under Section II of Part II of the Schedule V of the Companies Act, 2013 also forms part of the notice.

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debentures or any other secured creditors before the date of appointment of such managerial person(s).

The Board recommends the Special Resolution as set out in item nos. 1 of this notice, for the approval by the shareholders of the Company.

Except **Mr. Shubham Vaidya** being an appointee, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution as set out in item no. 1 of the notice.

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

**I. General information:**

1.	Nature of Industry	The Company has been involved in the business of Infrastructure and Power.		
2.	Date or expected date of commencement of commercial production	January, 2007		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	The financial performance of the Company during the preceding three financial years is as under:			
		<b>Rs. In Lakhs</b>		
	<b>Particulars</b>	<b>2025-26</b>	<b>2024-25</b>	<b>2023-24</b>
	Total Income	14260.11	11347.73	6784.05
	Total Expense	12420.65	10175.81	6408.08
	<b>Profit/(Loss) Before Interest and Depreciation</b>	<b>1839.46</b>	<b>1171.92</b>	<b>375.97</b>
	Interest	(144.76)	(415.03)	(14.44)
	Depreciation & Amortization	(2.33)	(2.94)	(1.30)
	<b>Profit/(Loss) Before Tax</b>	<b>1692.37</b>	<b>753.95</b>	<b>360.23</b>
	Add/Less: Provisions for current & deferred tax	439.93	200.25	91.07
	<b>Profit After Tax</b>	<b>1252.44</b>	<b>553.71</b>	<b>269.16</b>
	Add: Other Comprehensive Income	12.56	14.52	(0.16)
	<b>Total Comprehensive Income</b>	<b>1265.00</b>	<b>568.22</b>	<b>269.00</b>
5.	Foreign investments or collaborations, if any.	NIL		

**II. Information about the appointee:**

Sr. No	Particulars	Mr. Shubham Vaidya
1.	Background details	Mr. Shubham Vaidya (DIN: 11294349) holds a Bachelor of Commerce (Finance Honours) degree and is a CFA, with a strong foundation in actuarial science. He is currently close to completing all actuarial examinations, reflecting his commitment to advanced financial analysis and risk management. He brings over five years of experience across investment management and pension consulting, where he has worked with UK-based pension schemes on areas such as Liability Driven Investment (LDI), risk management strategies, and pension scheme audits. Through this experience, he has developed a strong understanding of long-term asset allocation, institutional investment management, and financial governance. He has also gained experience in the wealth management sector, supporting clients in structuring and managing investment portfolios aligned with their long-term financial objectives. Alongside his professional work, he has contributed to knowledge development and team capability building by conducting technical training sessions for associates and junior team members.
2.	Past remuneration	NA
3.	Recognition or awards.	NA

4.	Job profile and his suitability	He is actively involved in the day to day working of the Company. Also, responsible for overall administration, management, & financial control of the Company. He also performs such other functions as the Board shall determine from time to time.
5.	Remuneration proposed	As set out in the Explanatory Statement under Section 102 of the Companies Act, 2013.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of his origin)	The said remuneration is commensurate with the size and nature of business of the Company and with the functions and responsibilities entrusted upon him.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	As on date of this notice, he does not hold any shares of the Company. He is not entitled to any other emoluments from the Company apart from the remuneration as agreed upon.  Further, Mr. Shubham Vaidya has no pecuniary relationship, directly or indirectly, with the Company. He is not related to any Director, Key Managerial Personnel, Promoter or relatives of the Company.

### III. Other information:

Sr. No.	Particulars	Remark
1.	Reasons of loss or inadequate profits	The Company has adequate profits as on the date of this Notice. However, considering the dynamic business environment, industry cyclicity, market uncertainties, fluctuations in input costs, changes in regulatory requirements, global economic conditions and other factors beyond the Company's control, the profitability of the Company may be impacted during the tenure of the Managing Director, resulting in inadequacy or absence of profits in one or more financial years. Accordingly, approval is being sought as an enabling measure in compliance with the applicable provisions of the Companies Act, 2013 and Schedule V thereto.
2.	Steps taken or proposed to be taken for improvement	The Company continues to focus on business growth, operational efficiency, cost optimization, customer acquisition, and prudent financial management to sustain and improve profitability.
3.	Expected increase in productivity and profits in measurable terms	The above initiatives are expected to enhance operational performance and profitability. However, it is not feasible to quantify the expected increase in measurable terms at this stage due to the influence of external business and market factors.

**Details of Directors seeking appointment/re-appointment**

*[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and  
Secretarial Standard – 2 on General Meetings]*

<b>Name of the Director</b>	Mr. Shubham Vaidya
<b>DIN</b>	11294349
<b>Date of Birth and Age</b>	DOB: 13 <sup>th</sup> February, 1999 Age: 27 years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board of Directors of the Company</b>	9 <sup>th</sup> April 2026
<b>Qualifications</b>	B. Com and CFA
<b>Experience (including nature of expertise in specific functional areas)/ Brief Resume</b>	Refer point 1 of information about the appointee II
<b>Number of shares held in the Company</b>	Nil
<b>List of directorships held in other companies</b>	Nil
<b>Chairman/Member of the Committees of the Boards of the other companies in which he is Director</b>	Nil
<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	None
<b>Number of meetings of the Board attended during the year 2026-27</b>	2
<b>Terms and conditions of Appointment/re-appointment</b>	As mentioned in the explanatory statement to this notice
<b>Details of remuneration sought to be paid</b>	Rs.1,00,000/ per month
<b>Remuneration last drawn (including sitting fees, if any)</b>	NA
<b>Listed entities from which resigned in the past Three years</b>	Nil

**By Order of the Board  
For RDB Infrastructure and Power Limited  
(Formerly known as RDB Realty & Infrastructure Limited)**

Place: Kolkata  
Date: 04<sup>th</sup> June, 2026

Sd/-  
**Aman Sisodia**  
Company Secretary & Compliance Officer