



# RDB REALTY & INFRASTRUCTURE LIMITED

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 • CIN No. : L16003WB2006PLC110039  
PHONE : +91 33 4450 0500 • FAX : +91-33-2242 0588 • E-mail : [secretarial@rdbindia.com](mailto:secretarial@rdbindia.com) • Website : [www.rdbindia.com](http://www.rdbindia.com)

19<sup>th</sup> September, 2018

**The Department of Corporate Services**  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

**The Secretary**  
The Calcutta Stock Exchange Ltd.  
7, Lyons Range,  
Kolkata – 700 001.

Dear Sir(s),

**Sub: Regulation 44(3) of the SEBI (LODR) Regulations 2015 - Details of the voting results and Scrutiniser's Report of the 12<sup>th</sup> Annual General Meeting of the Company.**

The 12th Annual General meeting of the Equity Shareholders of the Company was held on 18<sup>th</sup> September, 2018 at 10.00 a.m. and concluded at 11.00 a.m. at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata-700017.

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, we have already submitted the details regarding the proceeding of the Annual General Meeting of the Company. As per the requirement of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 the Company had provided E-voting facility, to facilitate all Equity Shareholders of the Company (as at cut-off date of 11th September, 2018) to cast their votes electronically on all businesses proposed in the Notice of the AGM. The E-voting period commenced on Saturday, 15<sup>th</sup> September, 2018 at 9:00 AM (IST) and ended on Monday, 17<sup>th</sup> September, 2018 at 5:00 PM (IST).

Based on the reports submitted by Mr. Manoj Kumar Banthia, Practicing Company Secretary (ACS No. 11470, CP No. 7596), of MKB & Associates who was appointed as Scrutinizer, we are pleased to inform you that all the resolutions (Item Nos. 1 to 5) of the Notice of AGM have been approved with requisite majority by the Equity Shareholders of the Company through E-voting and poll.

Further pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format.

We are also enclosing the consolidated report of the Scrutinizer on e-voting and voting through ballot paper at the AGM. The above are also being uploaded on the Company's website.

Thanking You.

Yours faithfully,

For **RDB REALTY & INFRASTRUCTURE LIMITED**

  
**PRACHI TODI**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl: As above



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## Details of voting results at 12<sup>th</sup> Annual General Meeting

(Pursuant to Regulation 44(3) of the Listing Regulations)

### Details of Attendance at Annual General meeting

Particulars	Details
Date of AGM	September 18, 2018
Total number of shareholders on record date	4779
No. of Shareholders present in the meeting either in person or representative or through proxy:	
Promoter and promoter group:	9
Public:	53
No. of Shareholders attended the meeting through video conferencing:	N.A.
Promoter and promoter group:	
Public:	



## RDB Realty & Infrastructure Limited

Resolution Required : Ordinary			1 - Ordinary Resolution for adoption and approval of the Annual Audited Financial Statements including Annual Standalone and Consolidated Financial Statements of the Company for the Financial Year 2017-18 together with the report of the Auditors and Directors' thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	12787657	12787657	100.0000	12787657	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12787657	100.0000	12787657	0	100.0000	0.0000
Public Institutions	E-Voting	1900	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	4493843	237221	5.2788	237221	0	100.0000	0.0000
	Poll		18	0.0004	18	0	100.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		237239	5.2792	237239	0	100.0000	0.0000
Total		17283400	13024896	75.3607	13024896	0	100.0000	0.0000





## RDB Realty & Infrastructure Limited

Resolution Required : Ordinary			2 - Ordinary Resolution for appointment of a Director in place of Mr. Pradeep Kumar Pugalia (DIN:00501351) who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	12787657	12787657	100.0000	12787657	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12787657</b>	<b>100.0000</b>	<b>12787657</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1900	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	4493843	237221	5.2788	237221	0	100.0000	0.0000
	Poll		18	0.0004	18	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>237239</b>	<b>5.2792</b>	<b>237239</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>17283400</b>	<b>13024896</b>	<b>75.3607</b>	<b>13024896</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## RDB Realty & Infrastructure Limited

Resolution Required : Ordinary			3 - Ordinary Resolution for appointment of M/s L.B Jha & Co. Chartered Accountants (Firm Registration No.301088E) as the Statutory Auditor of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	12787657	12787657	100.0000	12787657	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12787657</b>	<b>100.0000</b>	<b>12787657</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1900	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	4493843	237221	5.2788	237221	0	100.0000	0.0000
	Poll		18	0.0004	18	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>237239</b>	<b>5.2792</b>	<b>237239</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>17283400</b>	<b>13024896</b>	<b>75.3607</b>	<b>13024896</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



RDB Realty & Infrastructure Limited								
Resolution Required : Special			4 - Special Resolution for Re-appointment of Mr. Ravi Prakash Pincha (DIN:00094695) as an Independent Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	12787657	12787657	100.0000	12787657	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12787657	100.0000	12787657	0	100.0000	0.0000
Public Institutions	E-Voting	1900	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	4493843	237221	5.2788	237221	0	100.0000	0.0000
	Poll		18	0.0004	18	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		237239	5.2792	237239	0	100.0000	0.0000
Total		17283400	13024896	75.3607	13024896	0	100.0000	0.0000





RDB Realty & Infrastructure Limited								
Resolution Required : Special			5 - Special Resolution for Re-appointment of Mr. Om Prakash Rathi (DIN:00278191) as an Independent Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	12787657	12787657	100.0000	12787657	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12787657	100.0000	12787657	0	100.0000	0.0000
Public Institutions	E-Voting	1900	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	4493843	237221	5.2788	237221	0	100.0000	0.0000
	Poll		18	0.0004	18	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		237239	5.2792	237239	0	100.0000	0.0000
Total		17283400	13024896	75.3607	13024896	0	100.0000	0.0000





### **SCRUTINIZER'S REPORT**

**[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 by Companies (Management & Administration)  
Amendment Rules, 2015]**

To

The Chairman of the 12<sup>th</sup>(Twelfth) Annual General Meeting (AGM) of  
Members of M/s RDB Realty & Infrastructure Limited (CIN:  
L16003WB2006PLC110039), held on Tuesday, 18<sup>th</sup> day of September, 2018  
at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata-  
700017, West Bengal at 10:00A.M.

**Dear Sir,**

I, Manoj Kumar Banthia, Partner of MKB & Associates, Practicing Company  
Secretaries, appointed by the Board of Directors of **RDB Realty &  
Infrastructure Limited** (the Company) for the purpose of scrutinizing the  
process of voting through Remote e-Voting and voting by use of ballot forms at  
the Annual General Meeting pursuant to the provisions of Section 108 of the  
Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies  
(Management & Administration) Rules, 2014 as amended, Regulation 44 of  
SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings  
in respect of the below mentioned Resolutions proposed at the 12<sup>th</sup>Annual







General Meeting of the Company held on Tuesday, 18<sup>th</sup> day of September, 2018 at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata-700017, West Bengal at 10:00 A.M., do hereby submit my report as follows:

- (a) The Notice dated 27<sup>th</sup> July, 2018 convening the 12<sup>th</sup> Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent by 25<sup>th</sup> August, 2018 to the members of the company.
- (b) The company provided remote e-voting facility offered by National Securities Depository Limited ("NSDL") to its shareholders. At the Annual General Meeting, the Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 11<sup>th</sup> September, 2018, were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Saturday, 15<sup>th</sup> September, 2018 at 9:00 AM (IST) and ended on Monday, 17<sup>th</sup> September, 2018 at 5:00 PM (IST).





- (e) The member and/or their proxies at the meeting exercised their voting rights through ballot papers at the poll conducted at the Annual General Meeting as stated above.
- (f) After conclusion of voting at the 12<sup>th</sup> Annual General Meeting, the votes cast at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Mr. Raj Kumar Banthia and Ms. Smriti Agarwal, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014 as amended.
- (g) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolutions that were put to vote, were derived from the ballot forms received at the poll conducted at the meeting, as well as the report generated from the e-voting website of NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in respect of remote e-voting.
- (h) 32 Members have cast their votes through remote e-voting and all such votes are valid, 9 Members and/or their proxy have cast their votes through poll at the AGM and all such votes are valid.

I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.





	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast on Poll at the meeting. (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
<b>ORDINARY BUSINESS</b>				
<b>Item No.1 as an Ordinary Resolution:</b> Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, and the reports of the Board of Directors and the Auditors' thereon.				
(1) Voted in favour of the resolution	13024878	18	13024896	100
(2) Voted against the resolution	0	0	0	100
<b>Total</b>	<b>13024878</b>	<b>18</b>	<b>13024896</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--
<b>Item No. 2 as an Ordinary Resolution:</b> Appointment of director in place of Mr. Pradeep Kumar Pugalia (DIN: 00501351) who retires by rotation and being eligible, offers himself for re-appointment.				







(1) Voted in favour of the resolution	13024878	18	13024896	100
(2) Voted against the resolution	0	0	0	100
<b>Total</b>	<b>13024878</b>	<b>18</b>	<b>13024896</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--

### **SPECIAL BUSINESS**

**Item No.3 as an Ordinary Resolution:** Appointment of M/s L B Jha & Co., Chartered Accountants (Firm Registration No. 301088E) as the Statutory Auditor of the Company.

(1) Voted in favour of the resolution	13024878	18	13024896	100
(2) Voted against the resolution	0	0	0	100
<b>Total</b>	<b>13024878</b>	<b>18</b>	<b>13024896</b>	<b>100</b>





(3) Invalid votes:	0	0	0	--
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**Item No. 4 as a Special Resolution:** Re-appointment of Mr. Ravi Prakash Pincha (DIN: 00094695) as Independent Director of the Company for a period of five years.

(1)Voted in favour of the resolution	13024878	18	13024896	100
(2) Voted against the resolution	0	0	0	100
<b>Total</b>	<b>13024878</b>	<b>18</b>	<b>13024896</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--

**Item No. 5 as a Special Resolution:** Re-appointment of Mr. Om Prakash Rathi (DIN: 00278191) as Independent Director of the Company for a period of five years.

(1)Voted in favour of the resolution	13024878	18	13024896	100
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(2) Voted against the resolution	0	0	0	100
<b>Total</b>	<b>13024878</b>	<b>18</b>	<b>13024896</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--

Based on the aforesaid results, the resolution no.(s) 1 to 5 as contained in the Notice have been passed unanimously.

The physical ballot forms, remote e- voting register and other related papers/ registers and records is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the minutes of the Meeting are signed.

Thanking you,  
Yours faithfully



Manoj Kumar Banthia  
Partner

MKB & Associates  
Membership No.: 11470  
COP No.: 7596  
FRN: P2010WB042700

**Date:** 19<sup>th</sup> September, 2018

**Place:** Kolkata