



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 • Web : www.rdbindia.com

Date: 21.09.2019

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
Kolkata- 700 001

Dear Sir(s),

Sub: Details of the Voting Results and Scrutinizer's Report of the 13th Annual General Meeting ("AGM") of the Company pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations")

The 13th AGM of the Equity Shareholders of the Company was held on 20th September, 2019 at 10.30 a.m. and concluded at 11.30 a.m. at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, 4th Floor, Kolkata-700017.

We have already submitted the details regarding the proceedings of the AGM of the Company pursuant to Regulation 30 of the Listing Regulations. As per the requirements of the Companies Act, 2013 and the Listing Regulations, the Company had provided e-voting facility to facilitate all Equity Shareholders of the Company (as on the cut-off date of 13th September, 2019) to cast their votes electronically on all businesses proposed in the Notice of the AGM. The e-voting period commenced on Tuesday, 17th September, 2019 at 9:00 AM (IST) and ended on Thursday, 19th September, 2019 at 5:00 PM (IST).

Based on the reports submitted by Mr. Raj Kumar Banthia, Partner of M/s MKB & Associates, Practicing Company Secretary (ACS No. 17190, CP No. 18428), who was appointed as the 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 Listing Regulations, 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 **M/S RDB REALTY & INFRASTRUCTURE LIMITED**

Prachi Todi
Company Secretary & Compliance Officer
Encl: As above





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Details of voting results at 13th AGM

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

Details of Attendance at the AGM

Particulars	Details
Date of AGM	September 20, 2019
Total number of shareholders on record date	4169
No. of Shareholders present in the meeting either in person or representative or through proxy:	
Promoter and promoter group:	15
Public:	35
No. of Shareholders attended the meeting through video conferencing:	
Promoter and promoter group:	N.A.
Public:	



RDB Realty & Infrastructure Limited

Resolution Required : Ordinary			Ordinary Resolution for adoption and approval of the Annual Audited Financial Statements (Annual Standalone and Consolidated) of the Company for the Financial Year 2018-19 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	12791157	12787657	99.9726	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	99.9726	12787657	0	100.0000	0.0000
Public Institutions	E-Voting	0	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	4492243	80461	1.7911	80451	10	99.9876	0.0124
	Poll		56	0.0012	56	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		80517	1.7924	80507	10	99.9876	0.0124
Total		17283400	12868174	74.4540	12868164	10	99.9999	0.0001



RDB Realty & Infrastructure Limited

Resolution Required : Ordinary			Ordinary Resolution for appointment of a Director in place of Mrs. Kusum Devi Dugar (DIN:00559322) who retires by rotation and being eligible, offers herself 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
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	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12787657	99.9726	12787657	0	100.0000	0.0000
Public Institutions	E-Voting	0	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
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	Poll		56	0.0012	56	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		80517	1.7924	80507	10	99.9876	0.0124
Total		17283400	12868174	74.4540	12868164	10	99.9999	0.0001



RDB Realty & Infrastructure Limited

Resolution Required : Ordinary			Ordinary Resolution for appointment of Mr. Sharad Kumar Bachhawat (DIN: 05161130) as an Independent Director 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	12791157	12787657	99.9726	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	99.9726	12787657	0	100.0000	0.0000
Public Institutions	E-Voting	0	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	4492243	80461	1.7911	80451	10	99.9876	0.0124
	Poll		56	0.0012	56	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		80517	1.7924	80507	10	99.9876	0.0124
Total		17283400	12868174	74.4540	12868164	10	99.9999	0.0001



RDB Realty & Infrastructure Limited

Resolution Required : Ordinary			Ordinary Resolution for appointment of Mr. Aditya Ravinder Kumar Mehra (DIN: 00984678) as an Independent Director 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	12791157	12787657	99.9726	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	99.9726	12787657	0	100.0000	0.0000
Public Institutions	E-Voting	0	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	4492243	80461	1.7911	80451	10	99.9876	0.0124
	Poll		56	0.0012	56	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		80517	1.7924	80507	10	99.9876	0.0124
Total		17283400	12868174	74.4540	12868164	10	99.9999	0.0001



RDB Realty & Infrastructure Limited

Resolution Required : Special			Special Resolution for Re-appointment of Mr. Pradeep Kumar Pugalia (DIN: 00501351) as a Whole-time Director 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	12791157	12787657	99.9726	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	99.9726	12787657	0	100.0000	0.0000
Public Institutions	E-Voting	0	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	4492243	80461	1.7911	80451	10	99.9876	0.0124
	Poll		56	0.0012	56	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		80517	1.7924	80507	10	99.9876	0.0124
Total		17283400	12868174	74.4540	12868164	10	99.9999	0.0001





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 13th (Thirteenth) Annual General Meeting (AGM) of Members of M/s RDB Realty & Infrastructure Limited (CIN: L16003WB2006PLC110039), held on Friday, 20th day of September, 2019 at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata-700017, West Bengal at 10:30 A.M.

Dear Sir,

I, Raj 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 13th Annual





General Meeting of the Company held on Friday, 20th day of September, 2019 at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata-700017, West Bengal at 10:30 A.M., do hereby submit my report as follows:

- (a) The Notice dated 24th May, 2019 convening the 13th 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 26th August, 2019 to the members of the company.
- (b) The company provided remote e-voting facility offered by National Securities Depository Limited ("NSDL") to its shareholder`s. 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. 13th September, 2019, 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 Tuesday, 17th September, 2019 at 9:00 AM (IST) and ended on Thursday, 19th September, 2019 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 12th 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 Ms. Mudra Khetan and Ms. Payal Mundhara, 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 in respect of remote e-voting.
- (h) 30 Members have cast their votes through remote e-voting and all such votes are valid, 8 Members and/or their proxy have cast their votes through poll at the AGM out of which vote of 1 member is invalid.

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
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ORDINARY BUSINESS

Item No.1 as an Ordinary Resolution: Adoption of Annual Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31st March, 2019 together with the Report of the Auditor and Directors thereon.

(1) Voted in favour of the resolution	12868108	56	12868164	100
(2) Voted against the resolution	10	0	10	Negligible
Total	12868118	56	12868174	100
(3) Invalid votes:	0	3	0	--

Item No. 2 as an Ordinary Resolution: Appointment of director in place of Mrs. Kusum Devi Dugar (DIN: 00559322) who retires by rotation and being eligible, offers herself for re-appointment.





(1) Voted in favour of the resolution	12868108	56	12868164	100
(2) Voted against the resolution	10	0	10	Negligible
Total	12868118	56	12868174	100
(3) Invalid votes:	0	3	0	--

SPECIAL BUSINESS

Item No.3 as an Ordinary Resolution: Appointment of Mr. Sharad Kumar Bachhawat (DIN: 05161130) as an Independent Director of the Company.

(1) Voted in favour of the resolution	12868108	56	12868164	100
(2) Voted against the resolution	10	0	10	Negligible
Total	12868118	56	12868174	100





(3) Invalid votes:	0	3	0	--
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Item No. 4 as a Ordinary Resolution: Appointment of Mr. Aditya Ravinder Kumar Mehra (DIN: 00984678) as an Independent Director of the Company.

(1)Voted in favour of the resolution	12868108	56	12868164	100
(2) Voted against the resolution	10	0	10	Negligible
Total	12868118	56	12868174	100
(3) Invalid votes:	0	3	0	--

Item No. 5 as a Special Resolution: Re-appointment of Mr. Pradeep Kumar Pugalia (DIN: 00501351) as a Whole-time Director of the Company

(1)Voted in favour of the resolution	12868108	56	12868164	100
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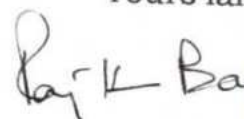



(2) Voted against the resolution	10	0	10	Negligible
Total	12868118	56	12868174	100
(3) Invalid votes:	0	3	0	--

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

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

Raj Kumar Banthia
Partner

MKB & Associates
Membership No.: 17190
COP No.: 18428
FRN: P2010WB042700

Date: 21st September, 2019
Place: Kolkata