



RDB REALTY & INFRASTRUCTURE LIMITED

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 • CIN No. : L16003WB2006PLC110039
PHONE : +91 33 4450 0500 • E-MAIL : secretarial@rdbindia.com • Web : www.rdbindia.com

Date: 28.09.2024

To,
Department of Corporate Services
BSE Limited
P.J.Towers, Dalal Street
Mumbai- 400 001
BSE Scrip Code - 533285

To,
The Secretary,
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata- 700 001
CSE Scrip Code - 28393

Sub: Regulation 30 and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") – Proceedings and Details of the Voting Results of 18th Annual General Meeting of the Company held on Saturday, the 28th September, 2024

Dear Sir/Madam,

The 18th Annual General Meeting of the Company (AGM) was held on Saturday, the 28th September, 2024 at 11:30 A.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

In this regard, we are enclosing herewith the following:

1. Proceedings of the AGM pursuant to Regulation 30 of the Listing Regulations;
2. The details of Voting Results of the business transacted at AGM in the prescribed format pursuant to Regulation 44(3) of the Listing Regulations;
3. The Consolidated Scrutinizer's Report on Remote e-voting and e-voting conducted at the said AGM of the Company.

All the resolutions set out in the Notice of the 18th Annual General Meeting have been passed with requisite majority.

Thanking You.

Yours faithfully,
For **RDB REALTY & INFRASTRUCTURE LIMITED**

RDB Realty & Infrastructure Limited

Priyarup Mukherjee

Company Secretary

Priyarup Mukherjee
Company Secretary & Compliance Officer

Enclosed: As above

General information about company	
Scrip code	533285
NSE Symbol	
MSEI Symbol	
ISIN	INE245L01010
Name of the company	RDB Realty & Infrastructure Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	28-09-2024
Start time of the meeting	11:30 AM
End time of the meeting	12:17 PM

RDB Realty & Infrastructure Limited
Priyanshu Mukherjee
Company Secretary

Scrutinizer Details	
Name of the Scrutinizer	Prachi Todi
Firms Name	Prachi Todi
Qualification	CS
Membership Number	53022
Date of Board Meeting in which appointed	14-08-2024
Date of Issuance of Report to the company	28-09-2024

RDB Realty & Infrastructure Limited

Prachi Todi
Company Secretary

Voting results	
Record date	21-09-2024
Total number of shareholders on record date	3862
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	9
b) Public	46
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

RDB Realty & Infrastructure Limited
Priyanshu Mukherjee
Company Secretary

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Report of the Auditor and Directors thereon				
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	12170457	12124057	99.6187	12124057	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	12170457	12124057	99.6187	12124057	0	100	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	4893161	276508	5.6509	276501	7	99.9975	0.0025
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4893161	276508	5.6509	276501	7	99.9975	0.0025
Total		17063618	12400565	72.6725	12400558	7	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

RDB Realty & Infrastructure Limited

Priyanshu Mukherjee

Company Secretary

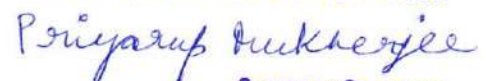
Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

RDB Realty & Infrastructure Limited

Priyanshu Mukherjee
Company Secretary

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Rajeev Kumar (DIN: 07003686) who retires by rotation and being eligible, offers himself for re-appointment				
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	12170457	12124057	99.6187	12124057	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	12170457	12124057	99.6187	12124057	0	100	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	4893161	276508	5.6509	276501	7	99.9975	0.0025
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4893161	276508	5.6509	276501	7	99.9975	0.0025
Total		17063618	12400565	72.6725	12400558	7	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

RDB Realty & Infrastructure Limited



Company Secretary

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

RDB Realty & Infrastructure Limited

Priyanshu Mukherjee
Company Secretary

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Mrs. Neera Chakravarty (DIN: 09096844) as a Whole-time Director and Woman Director of the Company				
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	12170457	12124057	99.6187	12124057	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	12170457	12124057	99.6187	12124057	0	100	0
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	4893161	276508	5.6509	276501	7	99.9975	0.0025
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4893161	276508	5.6509	276501	7	99.9975	0.0025
Total		17063618	12400565	72.6725	12400558	7	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

RDB Realty & Infrastructure Limited



Company Secretary

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

RDB Realty & Infrastructure Limited

Priyarup Mukherjee
Company Secretary

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of ratification and waiver for recovery of excess managerial remuneration paid to Mr. Pradeep Kumar Pugalia (DIN: 00501351), Whole-time Director of the Company				
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	12170457	12124057	99.6187	12124057	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	12170457	12124057	99.6187	12124057	0	100	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	4893161	276508	5.6509	276500	8	99.9971	0.0029
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4893161	276508	5.6509	276500	8	99.9971	0.0029
Total		17063618	12400565	72.6725	12400557	8	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

RDB Realty & Infrastructure Limited



Company Secretary

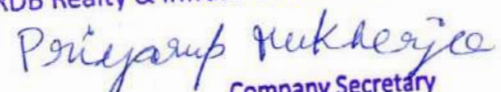
Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

RDB Realty & Infrastructure Limited

Priyanshu Mukherjee
Company Secretary

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of ratification and waiver for recovery of excess managerial remuneration paid to Mr. Rajeev Kumar (DIN: 07003686), Chairman & Whole-time Director of the Company				
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	12170457	12124057	99.6187	12124057	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	12170457	12124057	99.6187	12124057	0	100	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	4893161	276508	5.6509	276500	8	99.9971	0.0029
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4893161	276508	5.6509	276500	8	99.9971	0.0029
Total		17063618	12400565	72.6725	12400557	8	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

RDB Realty & Infrastructure Limited



Company Secretary

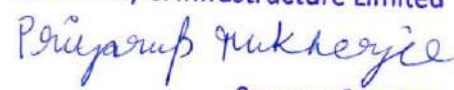
Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

RDB Realty & Infrastructure Limited

Priyanshu Mukherjee
Company Secretary

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of ratification and waiver for recovery of excess managerial remuneration paid to Mrs. Neera Chakravarty (DIN: 09096844), Whole-time Director & Woman Director of the Company				
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	12170457	12124057	99.6187	12124057	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	12170457	12124057	99.6187	12124057	0	100	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	4893161	276508	5.6509	276500	8	99.9971	0.0029
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4893161	276508	5.6509	276500	8	99.9971	0.0029
Total		17063618	12400565	72.6725	12400557	8	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

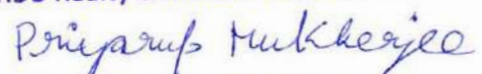
RDB Realty & Infrastructure Limited



Company Secretary

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

RDB Realty & Infrastructure Limited


Company Secretary

Prachi Todi

Company Secretaries
46 East Topsia Road, Arupota
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Mobile No: 9830072442

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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To

The Chairman of the 18th (Eighteenth) Annual General Meeting of Members of **M/s. RDB Realty & Infrastructure Limited** (CIN: L16003WB2006PLC110039), held on Saturday, the 28th day of September, 2024 at 11:30 A.M. IST through Video Conferencing/ Other Audio Visual Means.

Dear Sir,

I, Prachi Todi, Practicing Company Secretary (ACS No.53022/C.P. No.22964) was appointed as the Scrutinizer by the Board of Directors of **M/s. RDB Realty & Infrastructure Limited ("the Company")** in connection with the 18th Annual General Meeting ("AGM") of the Members of the Company, held on Saturday, the 28th day of September, 2024 at 11:30 A.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in terms of MCA Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, and 09/2023 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 08th December, 2021, 14th December, 2021, 05th May, 2022, 28th December, 2022, and 25th September, 2023 respectively and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 05th January, 2023, and 07th October, 2023 respectively (collectively referred as "**the Circulars**") for the purpose of scrutinizing the electronic voting ("**e-voting**") process through remote e-voting and e-voting at the AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting on the resolutions referred to in this report, as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meeting.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 ("The Act"), the Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated 14th day of August, 2024. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited ("**NSDL**"), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.

I hereby submit my report as under:

1. The Notice dated 14th August, 2024 convening the 18th AGM 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 to the shareholders whose email addresses were registered with the Company/ Depository in compliance with the Circulars read



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with SEBI circular dated 07th October, 2023, 05th January, 2023, 13th May, 2022, 15th January 2021 and 12th May, 2020 which permitted sending of notice to the shareholders only through electronic mode and the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue.

2. The remote e-voting period remained open from 09:00 A.M. IST on Wednesday, the 25th day of September, 2024 up to 5:00 P.M. IST on Friday, the 27th day of September, 2024.
3. The members holding shares as on the 'cut-off' date i.e. 21st day of September, 2024 were entitled to vote on the proposed Resolutions for Item Nos. 1 to 6 as set out in the Notice dated 14th day of August, 2024.
4. The Company has also provided e-voting facility at the AGM to enable the shareholders attending through VC/OAVM to cast the votes, in case the same has not been cast by them through remote e-voting.
5. The votes were unblocked on Saturday, the 28th day of September, 2024 around 01:34 P.M., after the completion of the AGM in the presence of two witnesses, namely, Mr. Soumyadip Sahoo and Ms. Nupur Jhunjhunwala, who are not in employment of the Company.
6. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
7. The combined result of the remote e-voting and e-voting at the AGM is as under:

ORDINARY BUSINESS:

(a) 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, 2024 together with the Report of the Auditor and Directors thereon.

(i) Voted **in favour** of the resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	79	12361510	99.6850
E-voting during the AGM	3	39048	0.3149
Total	82	12400558	99.9999

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
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Remote E-voting	4	7	0.0001
E-voting during the AGM	-	-	-
Total	4	7	0.0001

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

(b) Item No.2 as an Ordinary Resolution

Appointment of Director in place of Mr. Rajeev Kumar (DIN: 07003686) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	79	12361510	99.6850
E-voting during the AGM	3	39048	0.3149
Total	82	12400558	99.9999

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	4	7	0.0001
E-voting during the AGM	-	-	-
Total	4	7	0.0001

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

SPECIAL BUSINESS:

(c) Item No.3 as a Special Resolution

Re-appointment of Mrs. Neera Chakravarty (DIN: 09096844) as a Whole-time Director and Women Director of the Company for a term of 2 (Two) years.

(i) Voted in **favour** of the resolution:



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Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	79	12361510	99.6850
E-voting during the AGM	3	39048	0.3149
Total	82	12400558	99.9999

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	4	7	0.0001
E-voting during the AGM	-	-	-
Total	4	7	0.0001

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

(d) Item No.4 as a Special Resolution

Approval of ratification and waiver for recovery of excess managerial remuneration paid to Mr. Pradeep Kumar Pugalia (DIN: 00501351), Whole-time Director of the Company.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	78	12361509	99.6850
E-voting during the AGM	3	39048	0.3149
Total	81	12400557	99.9999

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	5	8	0.0001
E-voting during the AGM	-	-	-
Total	5	8	0.0001

(iii) Invalid votes:



Prachi Todi

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Kolkata-700105
Mobile No: 9830072442

Email: csprachi92@gmail.com; info.prachi92@gmail.com

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

(e) Item No.5 as a Special Resolution

Approval of ratification and waiver for recovery of excess managerial remuneration paid to Mr. Rajeev Kumar (DIN: 07003686), Chairman and Whole-time Director of the Company.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	78	12361509	99.6850
E-voting during the AGM	3	39048	0.3149
Total	81	12400557	99.9999

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	5	8	0.0001
E-voting during the AGM	-	-	-
Total	5	8	0.0001

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

(f) Item No.6 as a Special Resolution

Approval of ratification and waiver for recovery of excess managerial remuneration paid to Mrs. Neera Chakravarty (DIN: 09096844), Whole-time Director and Woman Director of the Company.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	78	12361509	99.6850
E-voting during the AGM	3	39048	0.3149
Total	81	12400557	99.9999



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Mobile No: 9830072442

Email: csprachi92@gmail.com; info.prachi92@gmail.com

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	5	8	0.0001
E-voting during the AGM	-	-	-
Total	5	8	0.0001

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The electronic data and e-voting registers including other related papers/registers and records shall remain in my safe custody until the Chairman of the Meeting considers, approves and sign the minutes in this regard and thereafter it will be handed over to the Chairman or the Company Secretary, if authorized by the Board for safe keeping.

Thanking you
Yours faithfully,




Prachi Todi
Practicing Company Secretary
ACS No. 53022
C.P. No. 22964
Peer Review Certificate No.: 1445/2021
UDIN: A053022F001360097

Place: Kolkata
Date: 28/09/2024