



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 • Website: www.rdbindia.com

05th September, 2016

The Department of Corporate Services

Bombay Stock Exchange 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 30 and Regulation 44 (3) of the SEBI (LODR) Regulations 2015-
Proceedings and details of the voting results of the 10th Annual General Meeting
respectively.**

The 10th Annual General meeting of the Equity Shareholders of the Company was held on 3rd September, 2016 at 1.00 p.m. at The Aryans School, 149 B.T. Road, Kolkata-700058.

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, we are submitting herewith 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 27th August, 2016) to cast their votes electronically on all businesses proposed in the Notice of the AGM. The E-voting period commenced on Wednesday, 31st August, 2016 at 9.00 a.m. and concluded on Friday, 2nd September, 2016 at 05.00 p.m.

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 contained in Item Nos. 1 to 6 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**

Deepika Setty
DEEPIKA SETTY
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: As above



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Details of voting results at 10th 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 3, 2016
Total number of shareholders on record date (Book closure date- 27 th August, 2016- 03 th September, 2016)	5143
No. of Shareholders present in the meeting either in person or representative or through proxy: Promoter and promoter group: Public:	11 93
No. of Shareholders attended the meeting through video conferencing Promoter and promoter group: Public:	N.A.



RDB Realty & Infrastructure Limited

Resolution Required : (Ordinary)			1 - Ordinary Resolution to consider and adopt Audited Financial Statements together with the Reports of the Board of Directors and Auditors 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	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	4495743	229985	5.1156	229975	10	99.9957	0.0043
	Poll		29	0.0006	29	0	100.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		230014	5.1163	230004	10	99.9957	0.0043
Total		17283400	13017671	75.3189	13017661	10	99.9999	0.0001



RDB Realty & Infrastructure Limited

Resolution Required : (Ordinary)			2 - Ordinary Resolution to appoint a director in place of Mrs. Kusum Devi dugar, who retires by rotation and being eligible, seeks 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
	Total		12787657	100.0000	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	4495743	229985	5.1156	229625	360	99.8435	0.1565
	Poll		29	0.0006	29	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		230014	5.1163	229654	360	99.8435	0.1565
Total		17283400	13017671	75.3189	13017311	360	99.9999	0.1565

RDB Realty & Infrastructure Limited

Resolution Required : (Ordinary)			3 - Ordinary Resolution to appoint M/s. S.M.Daga & Co. as Statutory Auditors 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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	12787657	12873099	100.0000	12873099	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		12873099	100.0000	12873099	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	4495743	229985	5.1156	229625	360	99.8435	0.1565
	Poll		29	0.0006	29	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		230014	5.1163	229654	360	99.8435	0.1565
Total		17283400	13103113	75.8133	13102753	360	99.9999	0.1565



RDB Realty & Infrastructure Limited

Resolution Required : Ordinary

4 - Ordinary Resolution to appointment of Sri Animesh Shivkumar Gupta as 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	12787657	11450404	88.9483	11450404	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		11450404	88.9483	11450404	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	4495743	229985	5.1156	229925	60	99.9739	0.0261
	Poll		29	0.0006	29	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		230014	5.1163	229954	60	99.9739	0.0261
Total		17283400	11680418	67.5817	11680358	60	99.9995	0.0261



RDB Realty & Infrastructure Limited

Resolution Required : Special

5 - Special Resolution to re-appointment of Sri Sunder Lal Dugar as Managing Director

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

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	8659967	67.7213	8659967	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		8659967	67.7213	8659967	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	4495743	229925	5.1143	229575	350	99.8478	0.1522
	Poll		29	0.0006	29	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		229954	5.1149	229604	350	99.8478	0.1522
Total		17283400	8889921	51.4362	8889571	350	99.9961	0.1522



RDB Realty & Infrastructure Limited

Resolution Required : Special

6 - Special Resolution to re-appointment of Sri Pradeep Kumar Pugalia as Whole Time 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	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	4495743	229985	5.1156	229925	60	99.9739	0.0261
	Poll		29	0.0006	29	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		230014	5.1163	229954	60	99.9739	0.0261
Total		17283400	13017671	75.3189	13017611	60	99.9995	0.0261





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]

September 3rd 2016

To

The Chairman of the 10th (Tenth) Annual General Meeting (AGM) of Members of **RDB Realty & Infrastructure Limited** (CIN: L16003WB2006PLC110039), held on Saturday , 3rd day of September, 2016 at The Aryans School , 149, B.T. Road, Kolkata-700058 at 1:00 p.m.

Dear Sir,

I, Manoj Kumar Banthia, Partner of M/s 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 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 by Companies (Management & Administration) Amendment Rules, 2015, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the below mentioned Resolutions proposed at the 10th Annual General Meeting of the Company held on Saturday , 3rd September, 2016 at The Aryans School , 149, B.T. Road, Kolkata-700058, West Bengal at 1:00 p.m. do hereby submit my report as follows:





- (a) The Notice dated 8th July convening the 10th 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 8th August, 2016 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. 27th August, 2016 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 Wednesday, 31st August, 2016 at 9:00 AM (IST) and ended on Friday, 2nd September, 2016 at 5:00 PM (IST).
- (e) The member and/or their proxy 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 10th 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. Saheb Ali and Miss Aishwarya Banthia, who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.
- (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, <http://www.evoting.nsdl.com> in respect of remote e-voting.

- (h) 29 members have cast their votes through remote e-voting and all such votes are valid. 27 members and/or their proxy have cast their votes through poll at the AGM venue, out of which 10 ballots are invalid.

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

ORDINARY BUSINESS

Item no. 1 - Ordinary Resolution: To receive, consider and adopt the Annual Audited Financial Statements (including Annual Consolidated Audited Financial Statements) of the Company for the year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	29	13017632	17	29	46	13017661	100%
Voted against the resolution	1	10	0	0	1	10	Negligible
Invalid votes	0	0	10	-	10	-	-





Item no. 2 - Ordinary Resolution: To appoint a director in place of Mrs. Kusum Deci Dugar (DIN: 00559322) who retires by rotation and being eligible offers herself for re-appointment.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	27	13017282	17	29	46	13017311	100%
Voted against the resolution	3	360	0	0	3	360	Negligible
Invalid votes	0	0	10	-	10	0	-

Item no. 3 - Ordinary Resolution: To appoint M/s. S.M. Daga & Co., Chartered Accountants (Registration No. 303119E) as the Statutory Auditors of the Company to hold office till the conclusion of next Annual General Meeting.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	27	13017282	17	29	46	13017311	100%
Voted against the resolution	3	360	0	0	3	360	Negligible
Invalid votes	0	0	10	-	10	0	-





SPECIAL BUSINESS

Item no. 4 - Ordinary Resolution: To appoint Sri. Animesh Shivkumar Gupta (DIN: 02028933) as an Independent Director of the Company for a term of 5 years upto 7th July, 2021 and whose office shall not be liable to retire by rotation.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	28	13017582	17	29	45	13017611	100%
Voted against the resolution	2	60	0	0	2	60	Negligible
Invalid votes	0	0	10	-	10	0	-





Item no. 5 -Special Resolution: To reappoint Sri. Sunder Lal Dugar (DIN:00007638) as Managing Director of the Company for a period of three years with effect from 1st July,2016 upon the terms and conditions as set in the Explanatory Statement and agreement entered between the Company.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	28	8889892	17	29	45	8889921	100%
Voted against the resolution	2	350	0	0	2	350	Negligible
Invalid votes	0	0	10	-	10	-	-





Item no. 6 -Special Resolution: To reappoint Sri. Pradeep Kumar Pugalia (DIN:00501351) as Whole-Time Director of the Company for a period of three years from 1st July, 2016 on the terms and conditions as set in the Explanatory Statement accompanying the Notice and as contained in the Agreement entered into between the Company.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	28	13017582	17	29	45	13017611	100%
Voted against the resolution	2	60	0	0	2	60	Negligible
Invalid votes	0	0	10	-	10	0	-

Thanking You,

Yours Faithfully



Manoj Kumar Bantia
Partner

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

Date: 5th September, 2016
Place: Kolkata