



**SCRUTINIZER'S REPORT**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]*

To  
The Chairman  
RDB Realty & Infrastructure Limited  
Bikaner Building,  
8/1 Lal Bazar Street,  
1<sup>st</sup> Floor, Room No. 10  
Kolkata-700001.

**E-voting at the 8<sup>th</sup> Annual General Meeting of RDB Realty & Infrastructure Limited to be held on 5<sup>th</sup> September, 2014 at 11.30 a.m. at The Aryans School, 149, B.T. Road, Kolkata-700058.**

I, Manoj Kumar Banthia, Proprietor of M/s MKB & Associates, Practicing Company Secretary, appointed by the Board of Directors of **RDB Realty & Infrastructure Limited** (the Company) to act as the Scrutinizer in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the electronic voting process in respect of the Resolutions proposed at the 8<sup>th</sup> Annual General Meeting of the Company, do hereby submit my report as follows;

1. The e-voting services were provided by Central Depository Securities Limited (CDSL).
2. Voting rights were reckoned on the shares registered in the names of the Members as on Friday, 25<sup>th</sup> July, 2014.
3. The period for e-voting had begun at 10.00 a.m. on Monday, 1<sup>st</sup> September, 2014 and ended at 6.00 p.m. on Monday, 1<sup>st</sup> September, 2014.
4. The votes cast were unblocked on Tuesday, 2<sup>nd</sup> September, 2014 at 11.00 a.m. in the presence of 2 witnesses, Mr. Saheb Ali and Mrs. Sonam Lakhotia, who are not in the employment of the Company.





5. Based on the reports generated from CDSL's e-voting website [www.evotingindia.com](http://www.evotingindia.com), the results of e-voting are as under; percentages have been taken up to two decimals.

**ORDINARY BUSINESSES:**

**Item No. 1 – Ordinary Resolution** to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2014 together with the Reports of the Directors and the Auditors thereon.

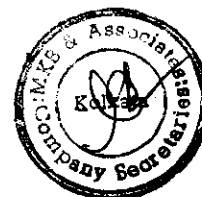
	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the Resolution	12859710	100%	74.40%
Voted against the Resolution	NIL	NIL	NIL
Invalid Votes	Nil	Nil	Nil

**Item No. 2 – Ordinary Resolution** to declare dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2014.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the Resolution	12859710	100%	74.40%
Voted against the Resolution	NIL	NIL	NIL
Invalid Votes	Nil	Nil	Nil

**Item No. 3 – Ordinary Resolution** to appoint a director in place of Mr. Sunder Lal Dugar (DIN: 00007638) who retires by rotation and being eligible offers himself for re-appointment.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the Resolution	12859710	100%	74.40%
Voted against the Resolution	NIL	NIL	NIL
Invalid Votes	Nil	Nil	Nil





**Item no. 4 – Ordinary Resolution** to appoint Auditors M/s. S.M. Daga & Co, Chartered Accountants (Registration No. 303119E) as the Statutory Auditors of the Company to hold office from conclusion of the ensuing Annual General Meeting to the conclusion of the 13<sup>th</sup> Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors in consultation with the Auditors and pursuant to the recommendations of the Audit Committee.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the Resolution	12859710	100%	74.40%
Voted against the Resolution	NIL	NIL	NIL
Invalid Votes	Nil	Nil	Nil

**SPECIAL BUSINESSES:**

**Item No. 5 – Ordinary Resolution** to appoint Smt. Kusum Devi Dugar, an Additional Director of the Company (DIN: 00559322) who was appointed with effect from 01.06.2014 by the Board of Directors to hold office upto the date of the AGM, as a director, liable to retire by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the Resolution	12859710	100%	74.40%
Voted against the Resolution	NIL	NIL	NIL
Invalid Votes	Nil	Nil	Nil

**Item No. 6 – Ordinary Resolution** to appoint Mr. Waseem Javed Khan, an Additional Director of the Company (DIN: 06368949) who was appointed with effect from 01.06.2014 by the Board of Directors to hold office until the date of the AGM, as an Independent director of the Company to hold office up to 31<sup>st</sup> March, 2019 and who shall not henceforth be liable to retire by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the Resolution	12859710	100%	74.40%





Voted against the Resolution	NIL	NIL	NIL
Invalid Votes	Nil	Nil	Nil

**Item No. 7 – Ordinary Resolution** to appoint Mr. Ravi Prakash Pincha, an Independent Director of the Company (DIN: 00094695) whose period of office was liable to be determined by retirement of Directors by rotation, as an Independent Director of the Company to hold office up to 31<sup>st</sup> March, 2019 and who shall not henceforth be liable to retire by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	12859710	100%	74.40%
Voted against the resolution	NIL	NIL	NIL
Invalid votes	Nil	Nil	Nil

**Item No. 8 – Ordinary Resolution** to appoint Mr. Om Prakash Rathi, an Independent Director of the Company (DIN: 00278191) whose period of office was liable to be determined by retirement of Directors by rotation, as an Independent Director of the Company to hold office up to 31<sup>st</sup> March, 2019 and who shall not henceforth be liable to retire by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the Resolution	12859710	100%	74.40%
Voted against the Resolution	NIL	NIL	NIL
Invalid Votes	Nil	Nil	Nil

**Item No. 9 – Ordinary Resolution** to appoint Mr. Mahendra Pratap Singh, an Independent Director of the Company (DIN: 01839950) whose period of office was liable to be determined by retirement of Directors by rotation, as an Independent Director of the Company to hold office up to 31<sup>st</sup> March, 2019 and who shall not henceforth be liable to retire by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the	12859710	100%	74.40%





**Manoj Kumar Banthia**  
Company Secretary

**MKB & Associates**

SHANTINIKETAN | 5TH FLOOR | ROOM NO. 511 | 8, CAMAC STREET | KOLKATA 700 017  
TEL : 91 - 33 - 2282 1348, 3052 1719 | E mail : mbanthia2010@gmail.com

resolution			
Voted against the resolution	NIL	NIL	NIL
Invalid votes	Nil	Nil	Nil

**Item no. 10 – Special Resolution** under Section 180(1)(c) of the Companies Act, 2013 for borrowing money up to Rs. 200 Crore, exceeding the aggregate of paid up capital and free reserves of the Company.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the Resolution	12859710	100%	74.40%
Voted against the Resolution	NIL	NIL	NIL
Invalid votes	Nil	Nil	Nil

Thanking You,



Manoj Kumar Banthia  
Company Secretary  
Membership No.: 11470  
COP No.: 7596

Date: September 04, 2014  
Place: Kolkata

We, the undersigned, have witnessed that the votes were unblocked from CDSL's e-voting website [www.evotingindia.com](http://www.evotingindia.com) in our presence on Tuesday, September 02, 2014.

*Sahib Ali*

Name: Sahib Ali  
Address: M/s MKB & Associates  
Shantiniketan Building,  
8, Camac Street,  
5<sup>th</sup> Floor, Room no. 511,  
Kolkata – 700017

*Sonam Lakhota*

Name: Sonam Lakhota  
Address: M/s MKB & Associates  
Shantiniketan Building,  
8, Camac Street,  
5<sup>th</sup> Floor, Room no. 511,  
Kolkata – 700017



**Saheb Ali**

Company Secretary

Shantiniketan, 5<sup>th</sup> Floor, Room no. 511, 8, Camac Street, Kolkata - 700017

Tel - 033-22821348, 30521719; Email ID - sahebalii14@gmail.com

**FORM NO. MGT - 13**

**SCRUTINIZER'S REPORT**

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman of 8<sup>TH</sup> Annual General Meeting of  
RDB Realty & Infrastructure Limited  
Bikaner Building  
8/1, Lal Bazar Street  
1<sup>st</sup> Floor, Room No. 10  
Kolkata-700001.

**8<sup>th</sup> Annual General Meeting of equity shareholders of  
RDB Realty & Infrastructure Limited (the Company)  
Held on 5<sup>th</sup> September, 2014 at 11.30 a.m.**

I, Saheb Ali, Practicing Company Secretary, and Mrs. Sonam Lakhotia, qualified assistant appointed as Scrutinizer(s) for the purpose of the poll, in terms of the provisions of Section 109(5) of the Companies Act, 2013 and the Rules made there under, taken on the below mentioned resolution(s), at the 8<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on 5<sup>th</sup> September, 2014, at 11.30 a.m., submit my report as under;

1. After the time fixed for closing of the poll by the Chairman, a ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under;

*Sonam Lakhotia*





**Item No. 1** – To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2014 together with the Reports of the Directors and the Auditors thereon.

i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	347	95.60%

ii. Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	16	4.40%

iii. Invalid votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
17	4753

**Item No. 2** – To declare Dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2014.

i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	347	95.60%



## ii. Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	16	4.40%

## iii. Invalid votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
17	4753

**Item No. 3** – To appoint a director in place of Mr. Sunder Lal Dugar (DIN: 00007638) who retires by rotation and being eligible offers himself for re-appointment.

## i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	347	95.60%

## ii. Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	16	4.40%

SL





## iii. Invalid votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
17	4753

**Item no. 4** – To appoint Auditors M/s. S.M. Daga & Co, Chartered Accountants (Registration No. 303119E) as the Statutory Auditors of the Company to hold office from conclusion of the ensuing Annual General Meeting to the conclusion of the 13<sup>th</sup> Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors in consultation with the Auditors and pursuant to the recommendations of the Audit Committee.

## i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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**Item no. 5** – To appoint Smt. Kusum Devi Dugar, an Additional Director of the Company (DIN: 00559322) who was appointed with effect from 01.06.2014 by



the Board of Directors to hold office upto the date of the AGM, as a director, liable to retire by rotation.

i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	347	95.60%

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Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	347	95.60%

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## ii. Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	16	4.40%

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Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
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## i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	347	95.60%

## ii. Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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**Item no. 8** – To appoint Mr. Om Prakash Rathi, an Independent Director of the Company (DIN: 00278191) whose period of office was liable to be determined by retirement of Directors by rotation, as an Independent Director of the Company to hold office up to 31<sup>st</sup> March, 2019 and who shall not henceforth be liable to retire by rotation.

i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	347	95.60%

ii. Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	16	4.40%

iii. Invalid votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
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**Item no. 9** – To appoint Mr. Mahendra Pratap Singh, an Independent Director of the Company (DIN: 01839950) whose period of office was liable to be determined by retirement of Directors by rotation, as an Independent Director of the Company to hold office up to 31<sup>st</sup> March, 2019 and who shall not henceforth be liable to retire by rotation.

SL



**Saheb Ali**

Company Secretary

Shantiniketan, 5<sup>th</sup> Floor, Room no. 511, 8, Camac Street, Kolkata - 70001

Tel - 033-22821348, 30521719; Email ID - saheballi14@gmail.com

i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	347	95.60%

ii. Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	16	4.40%

iii. Invalid votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
17	4753

**Item no. 10** – To take consent under section 180(1)(c) of the Companies Act, 2013 for a borrowing money up to Rs. 200 Crore, exceeding the aggregate of paid up capital and free reserves of the Company.

i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	347	95.60%

ii. Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	16	4.40%





**Saheb Ali**

Company Secretary

Shantiniketan, 5<sup>th</sup> Floor, Room no. 511, 8, Camac Street, Kolkata - 700011

Tel - 033-22821348, 30521719; Email ID - sahebal14@gmail.com

iii. Invalid votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
17	4753

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,

*Saheb Ali*  
Saheb Ali

Membership No.: A33361

COP No.: 12653

*Sonam Lakhota*

Sonam Lakhota  
Qualified Assistant

Date: 06.09.2014

Place: Kolkata