



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]

7th September, 2015

To

The Chairman of the 9th (Ninth) Annual General Meeting (AGM) of Members of **RDB Realty & Infrastructure Limited** (CIN:L16003WB2006PLC110039), held on Friday, 4th day of September, 2015 at The Aryans School, 149, B.T. Road, Kolkata 700058, West Bengal at 1:00 pm.

Dear Sir,

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) for the purpose of scrutinizing the process of voting through Remote E-voting and 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 of the Companies (Management & Administration) Rules, 2014 [as amended by Companies (Management & Administration) Amendment Rules, 2015] in respect of the below mentioned Resolutions proposed at the 9th Annual General Meeting of the Company held on Friday, 4th September, 2015 at The Aryans School, 149, B.T. Road, Kolkata-700058, West Bengal at 1:00 pm do hereby submit my report as follows:





- (a) The Notice dated 28th May, 2015 convening the 9th Annual General Meeting of the Company setting out all material facts in respect of Resolutions mentioned therein, was sent on 12th August, 2015 to the shareholders 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 facility.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. 28th August, 2015 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, 1st September, 2015 at 9:00 AM and ended on Thursday, 3rd September, 2015 at 5:00 PM.
- (e) The member and/or their proxy at the meeting exercised their voting rights at the poll conducted at the Annual General Meeting as stated above.
- (f) After conclusion of voting at the 9th 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 Mrs. Sonam Lakhota 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 resolution 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) 25 members have cast their votes through remote e-voting and all such votes are valid. 52 members and/or their proxy have cast their votes through poll at the AGM venue, out of which 24 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.

Item no. 1 - Ordinary Resolution - To consider and adopt Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the financial year ended 31st March, 2015, together with Reports of the Board of Directors and Auditors thereon.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	23	9678956	26	59	49	9679015	99.99%
Voted against the resolution	2	260	2	4	4	264	00.01%
Invalid votes	Nil	Nil	24	33	24	33	-





Item no. 2 - Ordinary Resolution - To declare dividend on Equity shares for the financial year ended 31st March, 2015.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	25	9679216	26	59	51	9679275	99.99%
Voted against the resolution	Nil	Nil	2	4	2	4	Negligible
Invalid votes	Nil	Nil	24	33	24	33	-

Item no. 3 - Ordinary Resolution - To appoint a director in place of Mr. Pradeep Kumar Pugalia (DIN: 00501351), who retires by rotation and being eligible, offers himself for re-appointment.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	22	9678906	26	59	48	9678965	99.99%
Voted against the resolution	3	310	2	4	5	314	00.01%
Invalid votes	Nil	Nil	24	33	24	33	-





Item no. 4 - Ordinary Resolution - To re-appoint M/s. S. M. Daga & Co. Chartered Accountants (Reg. No. 303119E) as Auditors until the conclusion of the next Annual General Meeting of the Company.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	23	9679156	26	59	49	9679215	99.99%
Voted against the resolution	2	60	2	4	4	64	Negligible
Invalid votes	Nil	Nil	24	33	24	33	-

Thanking You,
Yours Faithfully



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

Date: 7th September, 2015
Place: Kolkata

