



# 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](mailto:secretarial@rdbindia.com) • Web : [www.rdbindia.com](http://www.rdbindia.com)

Date: 28.09.2023

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 17<sup>th</sup> Annual General Meeting of the Company held on Thursday, the 28<sup>th</sup> September, 2023**

Dear Sir/Madam,

The 17<sup>th</sup> Annual General Meeting of the Company (AGM) was held on Thursday, the 28<sup>th</sup> September, 2023 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 17<sup>th</sup> 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  
Company Secretary & Compliance Officer

Enclosed: As above



# RDB REALTY & INFRASTRUCTURE LIMITED

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## Summary of the proceedings of the 17<sup>th</sup> Annual General Meeting of the Company

The 17<sup>th</sup> Annual General Meeting (AGM) of the Members of M/s RDB Realty & Infrastructure Limited was convened at 11.30 A.M. on **Thursday, 28<sup>th</sup> September, 2023** through Video conferencing. The Meeting was conducted in accordance with General Circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020, 28<sup>th</sup> September 2020, 31<sup>st</sup> December 2020, 13<sup>th</sup> January 2021, 5<sup>th</sup> May 2022 and 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs and SEBI Circulars dated 12<sup>th</sup> May 2020, 15<sup>th</sup> January 2021, 13<sup>th</sup> May, 2022 and 05<sup>th</sup> January, 2023 and in compliance with the relevant provisions of the Companies Act, 2013, Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the Articles of Association of the Company and with the unanimous consent of the Board of Directors present, Sri Rajeev Kumar, Chairman & Whole-time Director of the Company was requested to take the Chair.

The requisite quorum being present, Meeting was called in order.

The Chairman introduced the Directors and KMP's to the members present at the Meeting through video conferencing.

The representatives of the Statutory Auditors and Secretarial Auditors of the Company were also present at the Meeting through video conference from their respective locations.

Sri Sharad Kumar Bachhawat, Non-Executive Independent Director and Chairman of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company was present at the Meeting through Video Conference or Other Audio-Visual Means.

Mr. Priyarup Mukherjee, Company Secretary & Compliance officer of the Company, briefed the Members on certain points regarding the participation of shareholders at the meeting through Video Conference or Other Audio-Visual Means.

The Company Secretary also informed the Members that pursuant to the provisions of the Companies Act, 2013 read with the aforesaid MCA Circulars and SEBI Circulars, the Company had provided to its members the facility to exercise their right to vote by electronic means i.e. by remote e voting in respect of the businesses to be transacted at the Meeting. The remote e-voting commenced on 25<sup>th</sup> September, 2023 at 9.00 a.m. (IST) and ended on 27<sup>th</sup> September, 2023 at 5.00 p.m. (IST). The facility for voting at the Meeting through e-Voting System provided by National Securities Depository Limited was made available for Members who had not cast their vote by remote e-Voting prior to the Meeting and were attending the Meeting.

RDB Realty & Infrastructure Limited

*Priyarup Mukherjee*

Company Secretary





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With the consent of the shareholders present, the Notice convening this AGM, the Audited Financial Statements and the Directors' Report for the financial year ended 31<sup>st</sup> March, 2023, were taken as read. There were no qualifications, observations or adverse remarks on the Audit reports of the standalone & consolidated financial results for the said financial year end.

The Board of Directors had appointed Ms. Prachi Todi, Company Secretary in Whole time Practice as Scrutinizer to scrutinize the votes cast at the Meeting and through remote e-voting process.

The following items of business as per the Notice of the 17<sup>th</sup> AGM were transacted:

## **ORDINARY BUSINESS**

### **Item No. 1: Ordinary Resolution:**

To receive, consider and adopt the Annual Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the Report of the Auditor and Directors thereon.

### **Item No. 2: 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.

### **Item No. 3: Ordinary Resolution:**

To re-appoint **M/s. LB Jha & Co., Chartered Accountants** as Statutory Auditors of the Company for a term of 5 (five) years.

## **SPECIAL BUSINESS**

### **Item No.4: Special Resolution**

To re-appoint **Mr. Sharad Kumar Bachhawat (DIN: 05161130)** as a Non-Executive Independent Director of the Company.

RDB Realty & Infrastructure Limited

*Prachi Todi*  
Company Secretary



## RDB REALTY & INFRASTRUCTURE LIMITED

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The Company Secretary then invited the Shareholders who had registered themselves as speakers to ask questions or seek clarifications or give their suggestions or present their views on the working of the Company. The Chairman thanked the Members for making various observations and constructive suggestions.

The Chairman informed that the facility for voting on the NSDL platform would continue to remain open for 15 minutes from the conclusion of the Meeting to enable members to cast their vote.

The Chairman announced that the Consolidated Results of voting i.e., remote e-Voting and e voting at the Annual General Meeting would be declared by Mr. Priyarup Mukherjee, Company Secretary of the Company, on receipt of the consolidated Scrutinizer's Report from the Scrutinizer and that the same shall be intimated to the Stock Exchanges and placed on the website of the Company and NSDL.

The AGM concluded at 12.20 p.m. with a vote of thanks to the Chair.

Thanking You.

Yours faithfully,

For **RDB REALTY & INFRASTRUCTURE LIMITED**

RDB Realty & Infrastructure Limited

*Priyarup Mukherjee*  
Company Secretary

**Priyarup Mukherjee**

**Company Secretary & Compliance Officer**

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ordinary Resolution to receive, consider and adopt the Annual Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31st March, 2023 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	12170457	100	12170457	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	12170457	12170457	100	12170457	0	100	0
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	4893161	1784923	36.4779	1784906	17	99.999	0.001
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4893161	1784923	36.4779	1784906	17	99.999	0.001
Total		17063618	13955380	81.7844	13955363	17	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

RDB Realty & Infrastructure Limited  
*Priyarp 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				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.				
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	12170457	100	12170457	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	12170457	12170457	100	12170457	0	100	0
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	4893161	1784923	36.4779	1783906	1017	99.943	0.057
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4893161	1784923	36.4779	1783906	1017	99.943	0.057
Total		17063618	13955380	81.7844	13954363	1017	99.9927	0.0073
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

RDB Realty &amp; Infrastructure Limited


  
Company Secretary

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ordinary Resolution to re-appoint M/s. LB Jha & Co., Chartered Accountants as Statutory Auditors of the Company for a term of 5 (five) years.				
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	12170457	100	12170457	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	12170457	12170457	100	12170457	0	100	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	4893161	1784923	36.4779	1783906	1017	99.943	0.057
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4893161	1784923	36.4779	1783906	1017	99.943	0.057
Total		17063618	13955380	81.7844	13954363	1017	99.9927	0.0073
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

RDB Realty &amp; 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				Special Resolution to re-appoint Mr. Sharad Kumar Bachhawat (DIN: 05161130) as a Non-Executive Independent 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	12170457	100	12170457	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	12170457	12170457	100	12170457	0	100	0
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	4893161	1784923	36.4779	1783906	1017	99.943	0.057
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4893161	1784923	36.4779	1783906	1017	99.943	0.057
Total		17063618	13955380	81.7844	13954363	1017	99.9927	0.0073
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

RDB Realty &amp; Infrastructure Limited

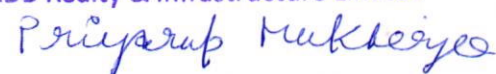
Priyapur Mukherjee

Company Secretary



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

RDB Realty &amp; Infrastructure Limited



Company Secretary

# *Prachi Todi*

Company Secretaries  
46 East Topsia Road, Arupota  
Kolkata-700105  
Mobile No: 9830072442

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

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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 17<sup>th</sup> (Seventeenth) Annual General Meeting of Members of **M/s. RDB Realty & Infrastructure Limited** (CIN: L16003WB2006PLC110039), held on Thursday, the 28<sup>th</sup> day of September, 2023 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 17<sup>th</sup> Annual General Meeting ("**AGM**") of the members of the Company held on Thursday, the 28<sup>th</sup> day of September, 2023 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 and 10/2022 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 08<sup>th</sup> December, 2021, 14<sup>th</sup> December, 2021, 05<sup>th</sup> May, 2022 and 28<sup>th</sup> December, 2022 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 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021, 13<sup>th</sup> May, 2022 and 05<sup>th</sup> January, 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 Requirement) 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 11<sup>th</sup> day of August, 2023. 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.



# *Prachi Todi*

Company Secretaries  
46 East Topsia Road, Arupota  
Kolkata-700105  
Mobile No: 9830072442

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## **I hereby submit my report as under:**

1. The Notice dated 11<sup>th</sup> August, 2023 convening the 17<sup>th</sup> 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 with SEBI circular dated 05<sup>th</sup> January, 2023, 13<sup>th</sup> May, 2022, 15<sup>th</sup> January 2021 and 12<sup>th</sup> 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 Monday, the 25<sup>th</sup> day of September, 2023 up to 5:00 P.M. IST on Wednesday, the 27<sup>th</sup> day of September, 2023.
3. The members holding shares as on the 'cut-off' date i.e. 21<sup>st</sup> day of September, 2023 were entitled to vote on the proposed Resolutions for Item Nos. 1 to 4 as set out in the Notice dated **11<sup>th</sup> day of August, 2023**.
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 Thursday, the 28<sup>th</sup> day of September, 2023 around 01:30 P.M., after the completion of the AGM in the presence of two witnesses, namely, Mr. Soumyasworup Parida and Ms. Anjali Chowdhury, 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 31<sup>st</sup> March, 2023 together with the Report of the Auditor and Directors thereon.

- (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	69	13955363	99.9999%
E-voting during the AGM	-	-	-
Total	69	13955363	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	6	17	0.0001%
E-voting during the AGM	-	-	-
Total	6	17	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. Pradeep Kumar Pugalia (DIN: 00501351) 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	68	13954363	99.9927%
E-voting during the AGM	-	-	-
Total	68	13954363	99.9927%

(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	7	1017	0.0073%
E-voting during the AGM	-	-	-
Total	7	1017	0.0073%



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iii) Invalid votes:

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

**(c) Item No.3 as an Ordinary Resolution**

Re-appointment of M/s. LB Jha & Co., Chartered Accountants as Statutory Auditors of the Company for a term of 5 (five) years.

(iii) 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	68	13954363	99.9927%
E-voting during the AGM	-	-	-
<b>Total</b>	<b>68</b>	<b>13954363</b>	<b>99.9927%</b>

(iv) 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	7	1017	0.0073%
E-voting during the AGM	-	-	-
<b>Total</b>	<b>7</b>	<b>1017</b>	<b>0.0073%</b>

iii) Invalid votes:

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

**SPECIAL BUSINESS:**

**(d) Item No.4 as a Special Resolution**

Re-appointment of Mr. Sharad Kumar Bachhawat (DIN:05161130) as a Non-Executive Independent Director of the Company.

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



# Prachi Todi

Company Secretaries  
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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	68	13954363	99.9927%
E-voting during the AGM	-	-	-
<b>Total</b>	<b>68</b>	<b>13954363</b>	<b>99.9927%</b>

(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	7	1017	0.0073%
E-voting during the AGM	-	-	-
<b>Total</b>	<b>7</b>	<b>1017</b>	<b>0.0073%</b>

(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*



**Prachi Todi**  
**Practicing Company Secretary**  
**ACS No. 53022**  
**C.P. No. 22964**  
**Peer Review Certificate No.: 1445/2021**  
**UDIN: A053022E001114049**

**Place: Kolkata**  
**Date: 28/09/2023**