



# 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: 29.12.2023

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

To,  
The Secretary,  
**The Calcutta Stock Exchange Limited**  
7, Lyons Range  
Kolkata- 700 001

BSE Scrip Code - 533285

CSE Scrip Code - 28393

**Sub: Proceedings of the Equity Shareholders' Meeting and Unsecured Creditors' Meeting of the Company convened and held in accordance with the directions of the Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench**

Dear Sir/Madam,

In terms of **Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015**, please find enclosed herewith a summary of proceedings of the Equity Shareholders' Meeting and Unsecured Creditors' Meeting of the Company convened and held through Video Conferencing /Other Audio Visual Means ("VC/OAVM") facility **in accordance with the directions of the Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench on Friday, 29<sup>th</sup> December, 2023.**

This is for your information & record.

Thanking You.

Yours faithfully,

For **RDB REALTY & INFRASTRUCTURE LIMITED**

**RDB Realty & Infrastructure Limited**

*Priyarup Mukherjee*

**Company Secretary**

**Priyarup Mukherjee**

**Company Secretary & Compliance Officer**

**Encl:** As above



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**Summary of the Proceedings of the Equity Shareholders' Meeting of the Company convened and held in accordance with the directions of the Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench**

A Meeting of the Equity Shareholders of M/s RDB Realty & Infrastructure Limited was convened at 11.00 A.M. on Friday, 29<sup>th</sup> December, 2023. The Meeting was conducted through Video conferencing as per the directions stated in the Order of the Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench dated 31<sup>st</sup> October, 2023 passed in Company Application No. (CAA) NO 193 / KB/ 2023 and in compliance with the applicable provisions of the Companies Act, 2013, The Securities & Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015 read with the applicable MCA Circulars & SEBI Circulars issued from time to time.

The aforementioned meeting was convened as per the directions of Hon'ble National Company Law Tribunal, Kolkata bench only for the limited purpose of considering the scheme of arrangement between RDB REALTY & INFRASTRUCTURE LIMITED- Demerged Company and RDB REAL ESTATE CONSTRUCTIONS LIMITED- Resulting Company and the respective shareholders of these two companies. The Scheme of Arrangement provides for transfer and vesting of 'REALTY BUSINESS UNDERTAKING' of RDB REALTY & INFRASTRUCTURE LIMITED – Demerged Company into RDB REAL ESTATE CONSTRUCTIONS LIMITED- Resulting Company from the appointed date 01<sup>st</sup> October, 2022.

Ms. Aisha Amin Advocate from Maroti & Associates, Chartered Accountants addressed the Meeting by welcoming on record the attendees of the meeting. She introduced the Directors, Key Managerial Personnel (KMPs) of the Company and NCLT Appointed Professionals to the Members present at the meeting through video conferencing.

Ms. Sonal Shah, Advocate, who was appointed as Chairperson of the Meeting by the Hon'ble NCLT vide order, as aforementioned, took the chair.

Mr. Debendra Raut, Practicing Company Secretary who was appointed as Scrutinizer of the meeting by the Hon'ble NCLT vide order, as aforementioned, attended the meeting as Scrutinizer through video conferencing to scrutinize the votes cast at the Meeting and through remote e-voting process.

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

Ms. Aisha Amin, thereafter, briefed the Members on certain points regarding the participation of shareholders at the meeting through Video Conferencing.

RDB Realty & Infrastructure Limited

*Prityarup Mukherjee*

Company Secretary



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The Members were also informed that pursuant to the provisions of the Companies Act, 2013 read with the 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 business to be transacted at the meeting. The remote e-voting commenced on 26<sup>th</sup> December, 2023 at 9.00 a.m. (IST) and ended on 28<sup>th</sup> December, 2023 at 5.00 p.m. (IST). The facility for voting at the Meeting through e-Voting System provided by National Securities Depository Limited (NSDL) was made available for Members who had not cast their vote by remote e-voting prior to the Meeting and were attending the Meeting.

With the consent of the Members present, Notice of the Meeting dated 23<sup>rd</sup> November, 2023 along with the explanatory statement under Section 230 read with Section 102 of the Companies Act, 2013 and the scheme being already circulated to all the Equity Shareholders and available at the websites of the Company, BSE Limited, CSE Limited and NSDL, was taken as read by all the Members.

Thereafter the following item of business, as specified in the Notice convening the meeting, was transacted:

## **SPECIAL BUSINESS:**

### **Approval of the Scheme of Demerger between RDB Realty & Infrastructure Limited and RDB Real Estate Constructions Limited**

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and related circulars and notifications thereto as applicable under the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the relevant provisions of any other applicable laws and the clauses of the Memorandum and Articles of Association of RDB REALTY & INFRASTRUCTURE LIMITED and subject to the approval by the requisite majority of the Equity Shareholders of RDB REALTY & INFRASTRUCTURE LIMITED, and subsequent approval of the Hon’ble National Company Law Tribunal, Kolkata Bench (“NCLT”) and subject to such other consents, approvals, permissions and sanctions being obtained from appropriate authorities to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or

**RDB Realty & Infrastructure Limited**

*Prinyarup Mukherjee*

**Company Secretary**



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any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), approval of the equity shareholders be and is hereby accorded to the Scheme of Arrangement between RDB REALTY & INFRASTRUCTURE LIMITED – Demerged Company and RDB REAL ESTATE CONSTRUCTIONS LIMITED – Resulting Company for Demerger of 'REALTY BUSINESS UNDERTAKING' of RDB REALTY & INFRASTRUCTURE LIMITED – Demerged Company by transfer and vesting of the same in RDB REAL ESTATE CONSTRUCTIONS LIMITED – Resulting Company from the Appointed Date 01<sup>st</sup> October, 2022.

**RESOLVED FURTHER THAT** the Whole Time Director or Company Secretary of the Demerged Company, be and are hereby authorized severally to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme of Arrangement and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT and/or any other authority(ies) while sanctioning the Scheme of Arrangement or by any authority(ies) under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme of Arrangement, as the Whole Time Director or Company Secretary of the Demerged Company may deem fit and proper without being required to seek any further approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

The Chairperson then invited the Members who had registered themselves as speakers to raise their queries with respect to the aforementioned business transacted at the meeting. Mr. Rajeev Kumar, Whole-time Director and Mr. Anil Kumar Apat, Chief Financial Officer of the Company answered all the queries raised by the speakers serially.

The Chairperson thanked the Speaker Members, Mr. Rajeev Kumar and Mr. Anil Kumar Apat after the Question Answer session and informed that if the shareholders have any further query or require any other information with respect to the aforementioned business transacted at the meeting may send the same in the official email of the Company marked to the Company Secretary.

**RDB Realty & Infrastructure Limited**

*Rajeev Kumar*

**Company Secretary**



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The Chairperson further informed that the facility for e voting on the NSDL platform would continue to remain open for 30 minutes from the conclusion of the Meeting to enable members to cast their vote, if they had not already cast their vote by remote e-voting prior to the Meeting.

The Chairperson thereafter announced that result of this entire remote e-voting process and e-voting which were cast during the meeting, will be announced on receipt of the Scrutinizer's report. The e voting results will be placed on the company's website as well as on the website of NSDL, the e-voting service provider and will also be sent to the stock exchanges that is BSE as well as CSE.

The business of the meeting as mentioned in the notice being completed, the chairperson declared the meeting to be concluded at **11.50 a.m.** thanking all the attendees who have joined the meeting virtually, the board and the entire management for smooth conduct of the meeting.

Thanking You.

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

**RDB Realty & Infrastructure Limited**

*Priyarup Mukherjee*  
**Company Secretary**

**Priyarup Mukherjee**  
**Company Secretary & Compliance Officer**



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**Summary of the Proceedings of the Unsecured Creditors' Meeting of the Company convened and held in accordance with the directions of the Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench**

A Meeting of the Unsecured Creditors of M/s RDB Realty & Infrastructure Limited was convened at 12.30 P.M. on Friday, 29<sup>th</sup> December, 2023. The Meeting was conducted through Video conferencing as per the directions stated in the Order of the Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench dated 31<sup>st</sup> October, 2023 passed in Company Application No. (CAA) NO 193 / KB/ 2023 and in compliance with the applicable provisions of the Companies Act, 2013, The Securities & Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015 read with the applicable MCA Circulars & SEBI Circulars issued from time to time.

The aforementioned meeting was convened as per the directions of Hon'ble National Company Law Tribunal, Kolkata bench only for the limited purpose of considering the scheme of arrangement between RDB REALTY & INFRASTRUCTURE LIMITED- Demerged Company and RDB REAL ESTATE CONSTRUCTIONS LIMITED- Resulting Company and the respective shareholders of these two companies. The Scheme of Arrangement provides for transfer and vesting of 'REALTY BUSINESS UNDERTAKING' of RDB REALTY & INFRASTRUCTURE LIMITED – Demerged Company into RDB REAL ESTATE CONSTRUCTIONS LIMITED- Resulting Company from the appointed date 01<sup>st</sup> October, 2022.

Ms. Aisha Amin Advocate from Maroti & Associates, Chartered Accountants addressed the Meeting by welcoming on record the attendees of the meeting. She introduced the Directors, Key Managerial Personnel (KMPs) of the Company and NCLT Appointed Professionals to the Unsecured Creditors present at the meeting through video conferencing.

Ms. Sonal Shah, Advocate, who was appointed as Chairperson of the Meeting by the Hon'ble NCLT vide order, as aforementioned, took the chair.

Mr. Debendra Raut, Practicing Company Secretary who was appointed as Scrutinizer of the meeting by the Hon'ble NCLT vide order, as aforementioned, attended the meeting as Scrutinizer through video conferencing to scrutinize the votes cast at the Meeting and through remote e-voting process.

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

Ms. Aisha Amin, thereafter, briefed the Unsecured Creditors on certain points regarding the participation of Unsecured Creditors at the meeting through Video Conferencing.

**RDB Realty & Infrastructure Limited**

*Priyansu Mukherjee*

**Company Secretary**



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The Unsecured Creditors were also informed that pursuant to the provisions of the Companies Act, 2013 read with the a MCA Circulars and SEBI Circulars, the Company had provided to its Unsecured Creditors the facility to exercise their right to vote by electronic means i.e. by remote e voting in respect of the business to be transacted at the meeting. The remote e-voting commenced on 26<sup>th</sup> December, 2023 at 9.00 a.m. (IST) and ended on 28<sup>th</sup> December, 2023 at 5.00 p.m. (IST). The facility for voting at the Meeting through e-Voting System provided by National Securities Depository Limited (NSDL) was made available for Unsecured Creditors who had not cast their vote by remote e-voting prior to the Meeting and were attending the Meeting.

With the consent of the Unsecured Creditors present, Notice of the Meeting dated 23<sup>rd</sup> November, 2023 along with the explanatory statement under Section 230 read with Section 102 of the Companies Act, 2013 and the scheme being already circulated to all the Unsecured Creditors and available at the websites of the Company, BSE Limited, CSE Limited and NSDL, was taken as read by all the Unsecured Creditors.

Thereafter the following item of business, as specified in the Notice convening the meeting, was transacted:

## **SPECIAL BUSINESS:**

### **Approval of the Scheme of Demerger between RDB Realty & Infrastructure Limited and RDB Real Estate Constructions Limited**

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and related circulars and notifications thereto as applicable under the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the relevant provisions of any other applicable laws and the clauses of the Memorandum and Articles of Association of RDB REALTY & INFRASTRUCTURE LIMITED and subject to the approval by the requisite majority of the Unsecured Creditors of RDB REALTY & INFRASTRUCTURE LIMITED, and subsequent approval of the Hon’ble National Company Law Tribunal, Kolkata Bench (“NCLT”) and subject to such other consents, approvals, permissions and sanctions being obtained from appropriate authorities to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or

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*Pranav Mukherjee*

Company Secretary



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any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), approval of the Unsecured Creditors be and is hereby accorded to the Scheme of Arrangement between RDB REALTY & INFRASTRUCTURE LIMITED – Demerged Company and RDB REAL ESTATE CONSTRUCTIONS LIMITED – Resulting Company for Demerger of 'REALTY BUSINESS UNDERTAKING' of RDB REALTY & INFRASTRUCTURE LIMITED – Demerged Company by transfer and vesting of the same in RDB REAL ESTATE CONSTRUCTIONS LIMITED – Resulting Company from the Appointed Date 01<sup>st</sup> October, 2022.

**RESOLVED FURTHER THAT** the Whole Time Director or Company Secretary of the Demerged Company, be and are hereby authorized severally to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme of Arrangement and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT and/or any other authority(ies) while sanctioning the Scheme of Arrangement or by any authority(ies) under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme of Arrangement, as the Whole Time Director or Company Secretary of the Demerged Company may deem fit and proper without being required to seek any further approval of the Unsecured Creditors or otherwise to the end and intent that the Unsecured Creditors shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

The Chairperson then invited the Unsecured Creditors who had registered themselves as speakers to raise their queries with respect to the aforementioned business transacted at the meeting. The moderator of the meeting informed that no Unsecured Creditors had registered themselves as speakers.

The Chairperson thereafter informed that if the Unsecured Creditors have any query or require any information with respect to the aforementioned business transacted at the meeting may send the same in the official email of the Company marked to the Company Secretary.

RDB Realty & Infrastructure Limited

*Pouyarp Hukherjee*

Company Secretary





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The Chairperson further informed that the facility for e voting on the NSDL platform would continue to remain open for 30 minutes from the conclusion of the Meeting to enable Unsecured Creditors to cast their vote, if they had not already cast their vote by remote e-voting prior to the Meeting.

The Chairperson thereafter announced that result of this entire remote e-voting process and e-voting which were cast during the meeting, will be announced on receipt of the Scrutinizer's report. The e voting results will be placed on the company's website as well as on the website of NSDL, the e-voting service provider and will also be sent to the stock exchanges that is BSE Limited as well as CSE Limited.

The business of the meeting as mentioned in the notice being completed, the chairperson declared the meeting to be concluded at **12.56 p.m.** thanking all the attendees who have joined the meeting virtually, the board and the entire management for smooth conduct of the meeting.

Thanking You.

Yours faithfully,

For **RDB REALTY & INFRASTRUCTURE LIMITED**

**RDB Realty & Infrastructure Limited**

*Priyarup Mukherjee*

**Company Secretary**

**Priyarup Mukherjee**

**Company Secretary & Compliance Officer**