



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: 02.01.2024

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

Dear Sir(s),

Sub: Details of the Voting Results and the Scrutinizer's Report 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 pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations")

Pursuant to **Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**, please find below the Voting Results of the Equity Shareholders' Meeting of the Company convened and held on Friday, **29th December, 2023** at 11.00 AM 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** along with the Scrutinizer's Reports thereon as attached.

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

| General information about company | |
|---|-------------------------------------|
| Scrip code | 533285 |
| NSE Symbol | |
| MSEI Symbol | |
| ISIN | INE245L01010 |
| Name of the company | RDB Realty & Infrastructure Limited |
| Type of meeting | Court Convened Meeting |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 29-12-2023 |
| Start time of the meeting | 11:00 AM |
| End time of the meeting | 11:50 AM |

RDB Realty & Infrastructure Limited

Priyarup Mukherjee

Company Secretary

| Scrutinizer Details | |
|---|---------------------|
| Name of the Scrutinizer | Debendra Raut |
| Firms Name | D.Raut & Associates |
| Qualification | CS |
| Membership Number | 16626 |
| Date of Board Meeting in which appointed | 31-10-2023 |
| Date of Issuance of Report to the company | 02-01-2024 |

RDB Realty & Infrastructure Limited
Priyarup Mukherjee
Company Secretary

| Voting results | |
|--|------------|
| Record date | 22-12-2023 |
| Total number of shareholders on record date | 4037 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | 0 |
| b) Public | 0 |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | 11 |
| b) Public | 46 |
| No. of resolution passed in the meeting | 1 |
| Disclosure of notes on voting results | |

RDB Realty & Infrastructure Limited
Priyanshu Mukherjee
Company Secretary

| Resolution(1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | To consider and if thought fit, to approve with or without modification(s), the Scheme of Arrangement between RDB REALTY & INDRASTRUCTURE LIMITED-Demerged Company and RDB REAL ESTATE CONSTRUCTIONS LIMITED-Resulting Company for Demerger of 'REALTY BUSINESS UNDERTAKING' of RDB REALTY & INDRASTRUCTURE LIMITED-Demerged Company from the Appointed Date 01st October, 2022 | | | | |
| 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 |
| Public-Institutions | E-Voting | | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public- Non Institutions | E-Voting | 4893161 | 1783893 | 36.4569 | 1783883 | 10 | 99.9994 | 0.0006 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 4893161 | 1783893 | 36.4569 | 1783883 | 10 | 99.9994 |
| Total | | 17063618 | 13954350 | 81.7784 | 13954340 | 10 | 99.9999 | 0.0001 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

RDB Realty & Infrastructure Limited
Priyarup Mukherjee
 Company Secretary

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

RDB Realty & Infrastructure Limited

Priyarup Mukherjee
Company Secretary



Scrutinizer's Report of the NCLT Convened Meeting of the Equity Shareholders of RDB Realty & Infrastructure Limited held on Friday, the 29th December, 2023 at 11.00 A.M.

To,
Ms. Sonal Shah
The Chairperson of NCLT convened meeting of
Equity Shareholders of **RDB Realty & Infrastructure Limited**

Dear Madam,

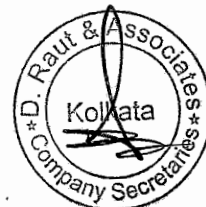
Ref: Scrutinizer's Report on the Meeting of the Equity Shareholders of RDB Realty & Infrastructure Limited (CIN-L16003WB2006PLC11039), convened as per order of NCLT, Kolkata Bench dated 31st October, 2023 in C.A(CAA) No.193/KB/2023

1. I, Debendra Raut Practicing Company Secretary, Proprietor of M/s D. Raut & Associates, have been appointed by NCLT, Kolkata Bench (Court-I) vide its order dated 31st October, 2023 in C.A(CAA) No.193/KB/2023 as the Scrutinizer of Equity shareholders meeting of RDB Realty & Infrastructure Limited.
2. Abbreviations used in this Report :
 - a. Companies Act means Companies Act, 2013
 - b. NCLT means National Company Law Tribunal
 - c. Order means the Order passed by Honb'le NCLT, Kolkata Bench, Kolkata in C.A(CAA) No.193/KB/2023, dated 31st October, 2023
 - d. Demerged Company/Applicant No.1 means the Company named RDB Realty & Infrastructure Limited (CIN-L16003WB2006PLC11039)
 - e. Resulting Company means the Company named RDB Real Estate Constructions Limited(CIN-U70200WB2018PLC227169)
 - f. Scheme means the Scheme filed along with the application under Section 230(1) read with Section 232(1)
 - g. Appointed date means 01st October,2022 as defined in the Scheme
 - h. NSDL- National Securities Depository Limited



3. Relevant noting of the Order of Honb'le NCLT dated 31st October, 2023 in C.A(CAA) No.193/KB/2023:

- a. An application was filed before NCLT, Kolkata by the Demerged Company/Applicant No.1 and Resulting Company/Applicant No.2, under Section 230(1) read with Section 232(1) of the Companies Act, 2013 ("Act") for orders and directions with regard to meetings of shareholders and creditors in connection with the Scheme of Arrangement for demerger of Realty Business Undertaking of RDB Realty & Infrastructure Limited– Demerged Company / Applicant No 1 by transfer and vesting of the same in RDB Real Estate Constructions Limited – Resulting Company / Applicant No 2 from the Appointed date 01st October,2022 as defined in the Scheme, in the manner and on the terms and conditions stated in the said Scheme of Arrangement ("Scheme").
- b. Through this order the Honb'le NCLT has allowed the application with the order and relevant portion of the said order related to appointment of scrutiner and process of meeting and voting are as follows-
- i. *Meeting of equity shareholders and unsecured creditors of applicant no. 1 are to be held.*
 - ii. *Date and Time of meeting: Meeting of Equity Shares holders of Applicant No 1 are to be convened and held Virtually on Friday 29th December, 2023 at 11.00 A.M, for considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement.*
 - iii. *Date and Time of meeting: The Meeting of Unsecured Creditors of Applicant No 1 are to be convened and held Virtually on Friday 29th December, 2023 At 12.30 P.M , for considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement*
 - iv. *Mode of The Meetings: The meeting of the Equity Shares holders of Applicant No 1 and Unsecured Creditors of Applicant No 1 shall be held through Virtual mode only.*
 - v. *Quorum and Attendance: The quorum for the said meeting (s) shall be as laid down in Section 103 of the Companies Act , 2013.*
 - Equity Shareholders
 - i. *In the event no quorum is present at the said meeting(s) within 30 minutes from commencement of meeting then in such event the Equity Share holders who have logged in and joined the meeting shall constitute the quorum.*
 - Unsecured Creditors
 - ii. *In the event no quorum is present at the said meeting(s) within 30 minutes from commencement of meeting then in such event the Creditors who have logged in and joined the meeting shall constitute the quorum.*
 - vi. *Mode of Voting: The Equity Shareholders of Applicant No 1 and Unsecured Creditors of Applicant No 1 shall vote on the resolution through remote e voting and the Company will arrangements for the same with necessary service provider.*



- vii. (1.)Cut-off date: For Dispatch of Notice: The cut-off date for dispatch of notice in respect :
- a)Equity Shares holders of Applicant No 1 shall be as on 15th November,2023
 - b)Unsecured Creditors of Applicant No 1 shall be as on 30th September,2023
- (2)Cut-off date: For Eligibility and Value of votes: The eligibility and value of votes in respect of
- a) Equity Shares holders of Applicant No 1 shall be as on 22nd December,2023
 - b) Unsecured Creditors of Applicant No 1 shall be as on 30th September,2023
- viii. Proxies & Board Resolutions:
Since the meeting is conducted virtual no proxies will be allowed as notice and e-voting details will be sent to the registered email id of the shareholders and creditors only. In case of a Body Corporate, being a Equity Shareholder or Unsecured Creditors or both of Applicant No 1 opting to attend and vote at the meeting, through its authorized representative, such Body Corporate may do so provided a certified copy of the resolution of its Board of Directors or other governing body authorizing such representative to attend and vote at the meeting on its behalf is deposited at the registered office of the Applicant No 1 not later than forty-eight hours before the time for holding the meeting.
- ix. That the Chairperson appointed for the said meeting(s) or any person authorized by the Chairperson do issue and send the notices of the aforesaid meeting(s).
- x. The votes cast shall be scrutinized by the Scrutinizer. The Scrutinizer shall prepare and submit the respective reports on the meeting(s) along with all papers relating to the voting to the Chairperson of the meeting(s) within 3 days from the conclusion of the meeting(s). The Chairperson shall declare the results of the meetings after submission of the reports of the Scrutinizer.
- xi. The resolution for approval of the Scheme put to a meeting shall, if passed by a majority in number representing three-fourths in value of the Equity Shareholder / Unsecured Creditors casting their votes, as aforesaid, shall be deemed to have been duly passed on the date of such meeting under Section 230(1) read with Section 232(1) of the Companies Act, 2013.

Responsibility of Management :

4. The management of the company is responsible for ensuring compliance with the requirements of the Act and the rules and the matters contained in the order of NCLT relating to voting on the resolution contained in the notice of the meeting.



The management of the Company is also responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("**LODR**") relating to e-voting on the resolutions contained in the Notice. The management of the Company is further responsible for ensuring a secured framework and robustness of the electronic voting systems.

The Management of the Company has appointed NSDL to provide the remote e-voting facility to the Equity Shareholders. E-Voting is a common Internet Infrastructure that enables the investors to vote electronically on resolution of Companies.

Responsibility of Scrutinizer :

5. My responsibility as Scrutinizer for remote e-voting process is to prepare a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, **based on the reports generated from the e-voting system provided by NSDL** the Agency authorized under the Rules and engaged by the Company to provide e-voting facility. I have relied on the E-Voting systems of NSDL and the support service from M/s Niche Technologies Pvt Ltd., the Registrar and Transfer Agent (RTA). This is neither a legal opinion nor any advisory opinion binding the Company to consider any votes casted by any member who may or may not be a related party and whose voting may or may not be subject to any restrictions under the relevant provisions of Companies Act, 2013 or SEBI (LODR) or any other act.

My responsibility as Scrutinizer was restricted to scrutinize the poll through remote e-voting process in a fair and transparent manner and to prepare and submit my report on the votes cast in favour of or against the resolution.

Equity Shareholders meeting

6. The notice dated 23rd day of November 2023 along with notes and explanatory statement and other documents were issued to the equity shareholders of the Applicant No. 1 Company.

As on the cut- off date the Company had 4031 No. of Equity Shareholders, to whom Notice dated 23rd day of November, 2023 was send for holding the NCLT convened meeting of Shareholders through VC/OAVM on 29th December, 2023 at 11 am.

Communication was made from the Company to NSDL and RTA to send the Notice to the equity Shareholders on the cut- off date. 3300 No. of Notices were send to the Shareholders whose email id is registered with RTA/NSDL. Physical Copies through registered Post were send to remaining 731 No. of Shareholders whose email is not registered with RTA/NSDL.

The management of the Company has informed that an affidavit in proof of Service has been submitted in NCLT.



7. As represented by the management pursuant to MCA Circulars and SEBI Circulars, and in compliance with the provisions of the companies Act, 2013 and SEBI (LODR) Regulations, 2015 read with the NCLT Order, this meeting was held by way of Video Conferencing/Other Audio Visual means (VC/OAVM) without physical presence of the shareholders at a common venue, as per applicable procedures mentioned in the MCA Circulars, for the purpose of considering, and if thought fit, approving, the Scheme of Arrangement under the provisions of sections 230 to 232 and 234 of the companies Act, 2013 and rules made there under.
8. The meeting was held on Friday, 29th December 2023 at 11.00 am through (VC/OAVM) without physical presence of the shareholders. The Shareholders and other Stakeholders were participated through VC link <https://zoom.us/j/83098192890>. The VC service for the meeting was managed by NSDL.
9. Through the VC 57 equity shareholders had logged and there presence through VC was counted for the purpose of quorum. The Chairperson declared that the requisite quorum was present. The Chairperson thereafter addressed to the shareholders and also some of the shareholders participated in questionnaire through VC.

10. Cut-off date for Voting:

The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice ,i.e., Friday, 22 December 2023 were entitled to vote on the resolution as set out in the notice dated 23rd November 2023 and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

11. Remote e-voting process:-

- i. The remote e-voting period remained open from Tuesday, 26th December 2023 (09:00 a.m. IST) to Thursday, 28th December 2023 (5:00 p.m. IST).
- ii. The meeting was commenced at 11.00 A.M. and was concluded at 11.50 A.M.. The remote e-voting facility was provided to the shareholders during the meeting and 30 minutes additional time during the meeting. This facility was provided to only those Shareholders who have attended the meeting through VC and had not casted their votes as per the instruction of Chairperson read with the relevant rules and circulars for e-voting
- iii. The e-votes cast were unblocked on Friday, 29 December 2023 at 01:14 PM. after the conclusion of the meeting.

Thereafter the details containing, interalia, the list of equity shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL, i.e. www.evoting.nSDL.com. Based on the report generated



by NSDL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

12. The management of the Company has submitted that In terms of Compliance of the Order of Honbl'e NCLT point No. 10.(m) in Page No. 7 and 8 , Seven (7) number of Body Corporates(Companies) holding 99,11,141 equity shares authorizing such representative to attend and vote in the meeting(through VC) had deposited the certified copy of the resolution of the Board of Directors of their respective Companies at the registered office of the Company not later than forty-eight hours before the time for holding the meeting and such communication was made through email also.

13. Wherever required we have placed our reliance on the documents and information provided by the Management of the Company and its correspondence with other Service Provider including NSDL and RTA.

After considering all of the above, I submit herewith the Scrutinizer's Report on the results of the remote e-voting, based on the reports generated by NSDL, as under:-

14. Resolutions proposed in the Notice : Resolution No.1-

To consider and if thought fit, to approve with or without modification(s), 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 from the Appointed Date 01st October, 2022.

| Particulars | No of members Voted | Total No. of shares held by them | Invalid | | | Favour | | | Against | | |
|------------------|---------------------|----------------------------------|----------------------|---------------|---|----------------------|---------------|-----|----------------------|---------------|---|
| | | | No. of members voted | No. of shares | % | No. of members voted | No. of shares | % | No. of members voted | No. of shares | % |
| *Remote E-voting | 84 | 13954350 | 0 | 0 | 0 | 80 | 13954340 | 100 | 4 | 10 | 0 |
| Total | 84 | 13954350 | 0 | 0 | 0 | 80 | 13954340 | 100 | 4 | 10 | 0 |

*Remote E Voting includes the facility provided to the Shareholders for remote electronically Voting during the meeting and 30 minutes additional time during the meeting in the portal of NSDL.



15. Accordingly the proposed resolution approving the scheme has been approved by requisite majority of the Equity Shareholders of Applicant No.1 Company.

16. The Scrutinizer's Report along with the electronically file downloaded from NSDL and other related documents were handed over to the Chairperson appointed by NCLT convened meeting of Equity Shareholders of the Company.

17. Restriction on Use:

This report has been issued in terms of my appointment by the Honb'le NCLT, Kolkata vide its order dated 31st October, 2023 in C.A(CAA) No. 193/KB/2023 and has been submitted to the Chairperson appointed by the Honb'le NCLT in the same order, and which shall be submitted to the Honb'le NCLT by the Chairperson of the meeting with necessary additions in terms of the Order. This order may also be submitted to the Exchange if required so under the listing agreement by the Company. This report is not to be used for any other purpose or to be distributed by the Applicant 1 & 2 or any body to any other party(ies).Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party (ies) to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You

Yours Truly,

For D. Raut & Associates

Company Secretaries



Debendra Raut

Practising Company Secretary

ACS-16626, CP-5232

UDIN-A016626E003084933

Scrutinizer of the NCLT convened shareholders meeting