



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,
1st Floor, Room No. 10
Kolkata-700001.

E-voting at the 8th Annual General Meeting of RDB Realty & Infrastructure Limited to be held on 5th 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 8th 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, 25th July, 2014.
3. The period for e-voting had begun at 10.00 a.m. on Monday, 1st September, 2014 and ended at 6.00 p.m. on Monday, 1st September, 2014.
4. The votes cast were unblocked on Tuesday, 2nd 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, 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 31st 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 31st 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 13th 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 31st 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 31st 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 31st 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 31st 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 in our presence on Tuesday, September 02, 2014.

Sahib Ali

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

Sonam Lakhota

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

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

**8th Annual General Meeting of equity shareholders of
RDB Realty & Infrastructure Limited (the Company)
Held on 5th 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 8th Annual General Meeting of the Equity Shareholders of the Company held on 5th 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 31st 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 31st 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
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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%

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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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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 13th 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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ii. Voted against the resolution:

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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%

- 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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- 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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ii. Voted against the resolution:

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Item no. 7 – 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 31st 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%

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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
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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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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%

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Saheb Ali

Company Secretary

Shantiniketan, 5th Floor, Room no. 511, 8, Camac Street, Kolkata - 700011

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

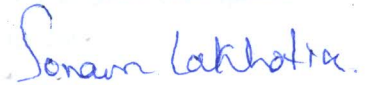
Thanking You,

Yours Faithfully,


Saheb Ali

Membership No.: A33361

COP No.: 12653



Sonam Lakhota
Qualified Assistant

Date: 06.09.2014

Place: Kolkata