



RDB INFRASTRUCTURE AND POWER LIMITED

(formerly known as RDB Realty & Infrastructure Limited)

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 • CIN No. : L68100WB2006PLC110039
PHONE : +91 33 4450 0500 • E-MAIL : secretarial@rdbindia.com • Web : www.rdbindia.com

Date: 26th September, 2025

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

Scrip Code: **533285**

Scrip Code: **28393**

Sub: Submission of Voting Results along with Scrutinizer's Report for the 19th Annual General Meeting ("AGM") of the Company

Dear Sir/Madam,

Pursuant to Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and relevant circulars issued by the Ministry of Corporate Affairs, we are enclosing herewith the voting results of the resolutions passed at the 19th AGM of the Company held on 25th September, 2025, through Video Conferencing/ Other Audio Visual Means, in the prescribed format along with the Scrutinizer's report.

Based on the Scrutinizer's Report, we wish to inform you that all resolutions as set out in the Notice of the AGM have been duly passed by the shareholders with the requisite majority.

This is for your information and record.

Thanking you,

For RDB Infrastructure and Power Limited
(Formerly known as RDB Realty & Infrastructure Limited)

Aman Sisodia
Company Secretary & Compliance Officer

Encl: As above

Voting results	
Record date	18-09-2025
Total number of shareholders on record date	6601
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	47
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 and the report of the Board of Directors and the Statutory Auditors 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	139254570	104633750	75.1385	104633750	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	139254570	104633750	75.1385	104633750	0	100	0
Public- Institutions	E-Voting	4500000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4500000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	59129430	26909942	45.5102	26909752	190	99.9993	0.0007
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	59129430	26909942	45.5102	26909752	190	99.9993	0.0007
Total		202884000	131543692	64.8369	131543502	190	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the re-appointment of Mr. Amit Kumar Goyal (DIN: 05292585) as Director, liable to retire by rotation				
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	139254570	104633750	75.1385	104633750	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	139254570	104633750	75.1385	104633750	0	100	0
Public-Institutions	E-Voting	4500000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4500000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	59129430	26909942	45.5102	26909752	190	99.9993	0.0007
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	59129430	26909942	45.5102	26909752	190	99.9993	0.0007
Total		202884000	131543692	64.8369	131543502	190	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and increase the borrowing limits prescribed under Section 180(1) (c) of the Companies Act, 2013				
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	139254570	104633750	75.1385	104633750	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	139254570	104633750	75.1385	104633750	0	100	0
Public-Institutions	E-Voting	4500000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4500000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	59129430	26909942	45.5102	26909702	240	99.9991	0.0009
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	59129430	26909942	45.5102	26909702	240	99.9991	0.0009
Total		202884000	131543692	64.8369	131543452	240	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To grant approval to give loan, provide guarantee or security in connection with a loan				
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	139254570	104633750	75.1385	104633750	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	139254570	104633750	75.1385	104633750	0	100	0
Public- Institutions	E-Voting	4500000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4500000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	59129430	26909942	45.5102	26909702	240	99.9991	0.0009
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	59129430	26909942	45.5102	26909702	240	99.9991	0.0009
Total		202884000	131543692	64.8369	131543452	240	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the appointment of Secretarial Auditor 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	139254570	104633750	75.1385	104633750	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	139254570	104633750	75.1385	104633750	0	100	0
Public- Institutions	E-Voting	4500000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4500000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	59129430	26909942	45.5102	26909752	190	99.9993	0.0007
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	59129430	26909942	45.5102	26909752	190	99.9993	0.0007
Total		202884000	131543692	64.8369	131543502	190	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the remuneration of Cost Auditor 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	139254570	104633750	75.1385	104633750	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	139254570	104633750	75.1385	104633750	0	100	0
Public- Institutions	E-Voting	4500000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4500000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	59129430	26909942	45.5102	26909752	190	99.9993	0.0007
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	59129430	26909942	45.5102	26909752	190	99.9993	0.0007
Total		202884000	131543692	64.8369	131543502	190	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Prachi Todi

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

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

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 Chairperson of the 19th (Nineteenth) Annual General Meeting of Members of **M/s. RDB INFRASTRUCTURE AND POWER LIMITED (FORMERLY KNOWN AS RDB REALTY & INFRASTRUCTURE LIMITED)** (CIN: L68100WB2006PLC110039), held on Thursday, the 25th day of September, 2025 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 INFRASTRUCTURE AND POWER LIMITED (FORMERLY KNOWN AS RDB REALTY & INFRASTRUCTURE LIMITED)** ("the Company") in connection with the 19th Annual General Meeting ("AGM") of the members of the Company held on Thursday, the 25th day of September, 2025 at 11:30 A.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in terms of MCA General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023, and 09/2024 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 08th December, 2021, 14th December, 2021, 05th May, 2022, 28th December, 2022, 25th September, 2023, and 19th September, 2024 respectively (**collectively referred as "MCA Circulars"**), 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, SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 05th January, 2023, 07th October, 2023, and 03rd October, 2024 respectively (**collectively referred as "the SEBI 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 Requirements) 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 Act, the Circulars and the Rules relating to the procedures and manners of conducting the AGM on the resolution contained in the Notice dated 29th August, 2025. My responsibility as a scrutinizer for remote e-voting is restricted to make a Scrutinizer's



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Report of the votes cast "in favour" or "against" the resolution, 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 remote e-voting.

I hereby submit my report as under:

1. The Notice dated 29th August, 2025 convening the 19th 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 MCA Circulars read with the SEBI circulars 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 commenced from 09:00 A.M. IST on Monday, the 22nd day of September, 2025 and ended at 5:00 P.M. IST on Wednesday, the 24th day of September, 2025.
3. The members holding shares as on the 'cut-off' date i.e. 18th day of September, 2025 were entitled to vote on the proposed Resolutions for Item Nos. 1 to 6 as set out in the Notice dated **29th day of August, 2025**.
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 Tuesday, the 25th day of September, 2025 around 02:58 P.M., after the completion of the AGM in the presence of two witnesses, namely, Mr. Soumyadip Sahoo and Mr. Rohit Upadhyay, 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



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To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 and the report of the Board of Directors and the Statutory Auditors thereon.

(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	86	131543402	99.999
E-voting during the AGM	1	100	-
Total	87	131543502	99.999

(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	10	190	0.001
E-voting during the AGM	-	-	-
Total	10	190	0.001

(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

To approve the re-appointment of Mr. Amit Kumar Goyal (DIN: 05292585) as Director, liable to retire by rotation.

(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	86	131543402	99.999
E-voting during the AGM	1	100	-
Total	87	131543502	99.999



Prachi Todi

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(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	10	190	0.001
E-voting during the AGM	-	-	-
Total	10	190	0.001

(iii) Invalid votes:

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

SPECIAL BUSINESS:

(a) Item No.3 as a Special Resolution

To consider and increase the borrowing limits prescribed under Section 180(1)(c) of the Companies Act, 2013.

(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	85	131543352	99.999
E-voting during the AGM	1	100	-
Total	86	131543452	99.999

(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	11	240	0.001
E-voting during the AGM	-	-	-
Total	11	240	0.001

(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by them
-------------------------------------	------------------------------------



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were declared invalid	
-	-

(b) Item No.4 as a Special Resolution

To grant approval to give loan, provide guarantee or security in connection with a loan.

(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	85	131543352	99.999
E-voting during the AGM	1	100	-
Total	86	131543452	99.999

(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	11	240	0.001
E-voting during the AGM	-	-	-
Total	11	240	0.001

iii) Invalid votes:

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

(c) Item No.5 as an Ordinary Resolution

To approve the appointment of Secretarial Auditor of the Company.

(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	86	131543402	99.999
E-voting during the AGM	1	100	-
Total	87	131543502	99.999



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(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	10	190	0.001
E-voting during the AGM	-	-	-
Total	10	190	0.001

(iii) Invalid votes:

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

(d) Item No.6 as an Ordinary Resolution

To ratify the remuneration of Cost Auditor of the Company.

(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	86	131543402	99.999
E-voting during the AGM	1	100	-
Total	87	131543502	99.999

(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	10	190	0.001
E-voting during the AGM	-	-	-
Total	10	190	0.001

(iii) Invalid votes:

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



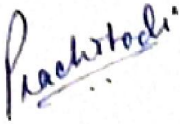
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8. Based on the aforesaid results, 4 (Four) Ordinary Resolution and 2 (Two) Special Resolution pertaining to the items of business set forth in the AGM Notice dated 29th August, 2025 have been approved with requisite majority as per the provisions of the Companies Act, 2013.
9. The electronic data and e-voting registers including other related papers/registers and records shall remain in my safe custody until the Chairperson of the Meeting considers, approves and sign the minutes in this regard and thereafter it will be handed over to the Company Secretary, if authorized by the Board for safe keeping.

Thanking you
Yours faithfully,



Prachi Todi
Practicing Company Secretary
ACS No. 53022
C.P. No. 22964
Peer Review Certificate No.: 1445/2021
UDIN: A053022G001353552

Place: Kolkata
Date: 26/09/2025