



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: 29th March, 2025

To,
Department of Corporate Services
Bombay Stock Exchange 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-

Ref: Disclosures under Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

With reference to our earlier intimation dated 06th March, 2025 enclosing the Notice of Extra-Ordinary General Meeting ("EGM") dated 29th March, 2025, for seeking approval of the members of the Company on the following resolutions:

Sr. No.	Description of resolution	Type of resolution
1	Approval for slump sale under Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the Securities and Exchange Board of India SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Special
2	To appoint Mr. Rajeev Kumar (DIN: 07003686) as Whole-Time Director and Chairperson of the Company	Ordinary

Pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, guidelines prescribed by the Ministry of Corporate Affairs through various Circular(s), and Regulation 44 of the Listing Regulations, as amended from time to time, the EGM was conducted through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

The remote e-Voting and e-Voting process concluded on the Saturday, 29th March, 2025, at 01:25 P.M. (IST), post which the Scrutinizer appointed, Ms. Prachi Todi (Membership No.: ACS 53022, COP: 22964), Practising Company Secretary, has submitted the report on the results of the remote e-Voting and e-Voting on the 29th March, 2025. Based on the report of the Scrutinizer, we hereby inform that, the members of the Company have duly passed the above-mentioned resolution with requisite majority.



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In connection with the above, please find enclosed the following:

- a. Voting Results pursuant to Regulation 44(3) of the Listing Regulations and Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, marked as **Annexure-A**; and
- b. Scrutinizer's Report dated 29th March, 2025 on remote e-Voting and e-Voting, marked as **Annexure-B**.

The Voting Results along with the Scrutinizer's Report are available on the website of the Company at www.rdbindia.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com.

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

General information about company	
Scrip code	533285
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE245L01028
Name of the company	RDB Infrastructure and Power Limited (Formerly known as RDB Realty & Infrastructure Limited)
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-03-2025
Start time of the meeting	12:30 PM
End time of the meeting	01:25 PM

Scrutinizer Details	
Name of the Scrutinizer	CS Prachi Todi
Firms Name	Prachi Todi
Qualification	CS
Membership Number	A53022
Date of Board Meeting in which appointed	04-03-2025
Date of Issuance of Report to the company	29-03-2025

Voting results	
Record date	22-03-2025
Total number of shareholders on record date	5640
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	12
b) Public	46
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for slump sale under Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the Securities and Exchange Board of India SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015				
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	121704570	121704570	100	121704570	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	121704570	121704570	100	121704570	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	51129430	18837757	36.8433	18837597	160	99.9992	0.0008
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	51129430	18837757	36.8433	18837597	160	99.9992	0.0008
Total		172834000	140542327	81.3164	140542167	160	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 appoint Mr. Rajeev Kumar (DIN: 07003686) as Whole-Time Director and Chairperson 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	121704570	121704570	100	121704570	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	121704570	121704570	100	121704570	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	51129430	18837757	36.8433	18837597	160	99.9992	0.0008
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	51129430	18837757	36.8433	18837597	160	99.9992	0.0008
Total		172834000	140542327	81.3164	140542167	160	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

Date: 29/03/2025

The Chairman,

RDB INFRASTRUCTURE AND POWER LIMITED

(formerly known as RDB Realty & Infrastructure Limited)

(CIN: L68100WB2006PLC110039)

Bikaner Building 8/1, Lal Bazar Street

1st Floor, Room No- 10

Kolkata- 700001

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")** to scrutinize the process of Extra-Ordinary General Meeting ("**EGM**") held through remote e-voting in a fair and transparent manner and for ascertaining the requisite majority for the said voting on the resolution referred to in this report in terms of MCA Circular No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022, 09/2023, 09/2024 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 08th December, 2021, 05th May, 2022, 28th December, 2022, 25th September, 2023 and 19th September, 2024 respectively (**collectively referred as "MCA Circulars"**), SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024, the provisions of Section 108 of the Companies Act 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the SEBI Listing Regulations**") and the Secretarial Standard-2 ("**the SS-2**") on General Meeting issued by the Institute of Company Secretaries of India on General Meeting and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The management of the Company is responsible to ensure the compliance with the requirements of the Act, the SEBI Listing Regulations, the MCA Circulars and the Rules relating to the procedures and manners of conducting the EGM on the resolution contained in the Notice dated 06th March, 2025.

My responsibility as a scrutinizer for remote e-voting is restricted to the extent of preparation and presentation of a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based



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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 06th day of March, 2025 for convening EGM was sent to the Members whose email addresses were registered with the Company/ Depository in compliance with the Circulars which permitted sending of notice to the Members through electronic mode.
2. The remote e-voting period commenced from 09:00 A.M. on Wednesday, the 26th day of March, 2025 and ended at 5:00 P.M. on Friday, the 28th day of March, 2025.
3. The members holding shares as on the 'cut-off' date i.e., 22nd day of March, 2025 were entitled to vote on the proposed Resolution for Item Nos. 1 to 2 as set out in the Notice dated 06th day of March, 2025.
4. After conclusion of the process of EGM, the votes casted through remote e-voting were unblocked on Saturday, the 29th day of March, 2025 around 02:09 P.M. after the completion of the EGM in the presence of two witnesses, namely, Mr. Soumyadip Sahoo and Mrs. Tanya Gupta, who are not in employment of the Company.
5. 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.
6. The result of the remote e-voting conducted by the process of EGM is as under:

SPECIAL BUSINESS:

(a) Item No.1 as a Special Resolution

Approval for slump sale under Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the Securities and Exchange Board of India "SEBI" (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(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	67	140542087	99.999%
E-voting during the EGM	3	80	0
Total	70	140542167	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	12	160	0.001%
E-voting during the EGM	0	0	0
Total	12	160	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

Appointment of Mr. Rajeev Kumar (DIN: 07003686) as Whole-Time Director and Chairperson 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	67	140542087	99.999%
E-voting during the EGM	3	80	0
Total	70	140542167	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	12	160	0.001%
E-voting during the EGM	0	0	0
Total	12	160	0.001%

(iii) Invalid votes:



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

7. Based on the aforesaid results, 1 (One) Ordinary Resolution and 1 (One) Special Resolution pertaining to the items of business set forth in the EGM Notice dated 06th March, 2025 have been approved with requisite majority as per the provisions of the Companies Act, 2013.
8. 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 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: A053022F004178211

Place: Kolkata
Date: 29/03/2025