

Prachi Todi

Company Secretaries
46 East Topsia Road, Arupota
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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 Chairman of the 06th (Sixth) Annual General Meeting of Members of **M/s. RDB Real Estate Constructions Limited** (CIN: U70200WB2018PLC227169), held on Friday, the 27th day of December, 2024 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 Real Estate Constructions Limited** ("the Company") in connection with the 06th Annual General Meeting ("AGM") of the members of the Company held on Friday, the 27th day of December, 2024 at 11:30 A.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") 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 and 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 "the 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, and the Secretarial Standards on General Meeting.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 ("The Act"), the Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated 14th day of November, 2024. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, 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 both remote e-voting and e-voting at the AGM.

I hereby submit my report as under:

1. The Notice dated 14th November, 2024 convening the 06th 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 relevant circulars which permitted sending of notice to the shareholders only through electronic mode



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- and the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue.
- The remote e-voting period remained open from 09:00 A.M. IST on Tuesday, the 24th day of December, 2024 up to 5:00 P.M. IST on Thursday, the 26th day of December, 2024.
 - The members holding shares as on the 'cut-off' date i.e. 20th day of December, 2024 were entitled to vote on the proposed Resolutions for Item Nos. 1 to 13 as set out in the Notice dated **14th day of November, 2024**.
 - 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.
 - The votes were unblocked on Friday, the 27th day of December, 2024 around 04:06 P.M., after the completion of the AGM in the presence of two witnesses, namely, Mr. Soumyadip Sahoo and Ms. Nupur Jhunjhunwala, who are not in employment of the Company.
 - 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.
 - 46 Members representing 1,23,28,325 equity shares have cast their votes through e-voting on the resolutions, out of which votes cast by 14 members representing 1,21,70,457 shares, being promoter and promoter group, have not been considered for Resolution No. 10, 11, 12 and 13.
 - The combined result of the remote e-voting and e-voting at the AGM is as under:

ORDINARY BUSINESS:

(a) Item No.1 (a) & (b) as an Ordinary Resolution

Adoption of Annual Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31st March, 2024 together with the Report of the Auditor and Directors 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	43	12328319	99.9999%
E-voting during the AGM	1	3	-



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Total	44	12328322	99.9999%
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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	2	3	0.0001%
E-voting during the AGM	-	-	-
Total	2	3	0.0001%

(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 Director in place of Mrs. Kusum Devi Dugar (DIN: 00559322) who retires by rotation and being eligible, offers herself for re-appointment.

(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	44	12328321	99.9999%
E-voting during the AGM	1	3	-
Total	45	12328324	99.9999%

(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	1	1	0.0001%
E-voting during the AGM	-	-	-
Total	1	1	0.0001%

iii) Invalid votes:

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



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(c) Item No.3 as an Ordinary Resolution

Re-appointment of M/s. LB Jha & Co., Chartered Accountants as Statutory Auditors of the Company for a term of 5 (five) years and to fix their remuneration.

(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	44	12328321	99.9999%
E-voting during the AGM	1	3	-
Total	45	12328324	99.9999%

(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	1	1	0.0001%
E-voting during the AGM	-	-	-
Total	1	1	0.0001%

iii) Invalid votes:

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

SPECIAL BUSINESS:

(d) Item No.4 as an Ordinary Resolution

Appointment of Mr. Sharad Kumar Bachhawat (DIN:05161130) as a Non-Executive Independent Director 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	44	12328321	99.9999%
E-voting during the AGM	1	3	-



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Total	45	12328324	99.9999%
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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	1	1	0.0001%
E-voting during the AGM	-	-	-
Total	1	1	0.0001%

(iii) Invalid votes:

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

(e) Item No.5 as an Ordinary Resolution

Appointment of Mr. Abhay Doshi (DIN: 06428170) as a Non-Executive Independent Director 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	44	12328321	99.9999%
E-voting during the AGM	1	3	-
Total	45	12328324	99.9999%

(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	1	1	0.0001%
E-voting during the AGM	-	-	-
Total	1	1	0.0001%

(iii) Invalid votes:

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



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(f) Item No.6 as an Ordinary Resolution

Appointment of Mr. Ashok Kumar Jain (DIN:09560734) as a Non-Executive Independent Director 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	44	12328321	99.9999%
E-voting during the AGM	1	3	-
Total	45	12328324	99.9999%

(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	1	1	0.0001%
E-voting during the AGM	-	-	-
Total	1	1	0.0001%

(iii) Invalid votes:

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

(g) Item No.7 as an Ordinary Resolution

Appointment of Mr. Samprati Kamdar (DIN:09615765) as a Non-Executive Independent Director 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	44	12328321	99.9999%
E-voting during the AGM	1	3	-
Total	45	12328324	99.9999%



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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	1	1	0.0001%
E-voting during the AGM	-	-	-
Total	1	1	0.0001%

(iii) Invalid votes:

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

(h) **Item No.8 as a Special Resolution**

Appointment of Mr. Pradeep Kumar Pugalia (DIN: 00501351), as a Whole-time Director 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	44	12328321	99.9999%
E-voting during the AGM	1	3	-
Total	45	12328324	99.9999%

(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	1	1	0.0001%
E-voting during the AGM	-	-	-
Total	1	1	0.0001%

(iii) Invalid votes:

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

(i) **Item No.9 as a Special Resolution**



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Increase in overall borrowing limits of the Company as per 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	43	12328319	99.9999%
E-voting during the AGM	1	3	-
Total	44	12328322	99.9999%

(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	2	3	0.0001%
E-voting during the AGM	-	-	-
Total	2	3	0.0001%

(iii) Invalid votes:

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

(j) **Item No.10 as an Ordinary Resolution**

Approval of material related party transaction(s) between the Company and M/s. NTC Industries Limited along with its wholly owned subsidiary (namely M/s. NTCIL Infrastructure Private Limited).

(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	29	157862	99.998%
E-voting during the AGM	1	3	-
Total	30	157865	99.998%

(ii) Voted **against** the resolution:

Mode of voting	Number of	Number of votes cast	% of total number
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	members voted	by them	of valid votes cast
Remote E-voting	2	3	0.002%
E-voting during the AGM	-	-	-
Total	2	3	0.002%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
14	12170457

(k) Item No.11 as an Ordinary Resolution

Approval of material related party transaction(s) between the Company and M/s. RDB Rasayans Limited.

(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	29	157862	99.998%
E-voting during the AGM	1	3	-
Total	30	157865	99.998%

(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	2	3	0.002%
E-voting during the AGM	-	-	-
Total	2	3	0.002%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
14	12170457

(l) Item No.12 as an Ordinary Resolution

Approval of material related party transaction(s) between the Company and M/s. YMS Finance Private Limited.



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(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	29	157862	99.998%
E-voting during the AGM	1	3	-
Total	30	157865	99.998%

(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	2	3	0.002%
E-voting during the AGM	-	-	-
Total	2	3	0.002%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
14	12170457

(m) Item No.13 as an Ordinary Resolution

Approval of material related party transaction(s) between the Company and M/s. Loka Properties Pvt Ltd.

(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	29	157862	99.998%
E-voting during the AGM	1	3	-
Total	30	157865	99.998%

(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	2	3	0.002%



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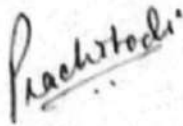
E-voting during the AGM	-	-	-
Total	2	3	0.002%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
14	12170457

9. All the resolutions proposed hereinabove have been passed with requisite majority.
10. The electronic data and e-voting registers including other related papers/registers and records shall remain in my safe custody until the Chairman / Whole-time Director of the Meeting considers, approves and sign the minutes in this regard and thereafter it will be handed over to the Chairman or 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: A053022F003515019

Place: Kolkata
Date: 28/12/2024