



## RDB REALTY & INFRASTRUCTURE LIMITED

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 • CIN No. : L16003WB2006PLC110039  
PHONE : +91 33 4450 0500 • FAX : +91 33 2242 0588 • E-MAIL : secretarial@rdbindia.com • Web : www.rdbindia.com

**Date: 29/05/2023**

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

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to **Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**, the Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2023 issued by Ms. Prachi Todi, Practicing Company Secretaries, is enclosed herewith.

Kindly take the above on record.

Thanking you,

**Yours faithfully,**  
**For RDB Realty & Infrastructure Limited**

**RITESH**  
**KUMAR JHA** Digitally signed by  
RITESH KUMAR JHA  
Date: 2023.05.29  
10:30:18 +05'30'

**Ritesh Kumar Jha**  
**Company Secretary & Compliance officer**

**Encl: as stated above**

# *Prachi Todi*

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

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

**SECRETARIAL COMPLIANCE REPORT  
OF  
RDB REALTY & INFRASTRUCTURE LIMITED**

**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2023**  
[Pursuant to Circular No. CIR/CFD/CMDI/27/2019 dated 08/02/2019 issued by  
Securities and Exchange Board of India]

To  
The Board of Directors,  
RDB Realty & Infrastructure Limited  
Bikaner Building, 8/1, Lalbazar Street, 1<sup>st</sup> Floor  
Room No. 10, Kolkata - 700001

I, Prachi Todi, Company Secretary in Practice have examined:

- (a) all the documents and records made available to me and explanation provided by **M/s RDB REALTY & INFRASTRUCTURE LIMITED** ("the Listed Entity");
- (b) the filings/submissions made by the Listed Entity to the stock exchanges;
- (c) website of the Listed Entity;
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended on 31<sup>st</sup> March, 2023 ("**Review Period**") in respect of compliance with the provisions of:
  - (i) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
  - (ii) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**").

The specific Regulations, whose provisions and the circulars /guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;



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- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (h) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **-Not Applicable for the review period;**
- (i) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **-Not Applicable for the review period;**
- (j) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021; **-Not Applicable for the review period;**

I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sl. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks of the Practicing Company Secretary
1	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li><li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li></ul>	Yes	-
3	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website</li><li>Timely dissemination of the documents/ information under a</li></ul>	Yes	-



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	separate section on the website <ul style="list-style-type: none"><li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li></ul>		
4	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	-
5	<b>Details related to Subsidiaries of listed entities have been examined w.r.t</b> a) Identification of material subsidiary companies b) Disclosure requirement of material as well as other subsidiaries	Yes	-
6	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7	<b>Performance Evaluation</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8	<b>Related Party Transactions:</b> a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	-
9	<b>Disclosure of events or information:</b>	Yes	-



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	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.		
10	<b>Prohibition of Insider Trading</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued there under, except as provided under separate paragraph as <b>Annexure-A</b> .	Yes	-
12	<b>Additional Non-Compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	-

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

Sl. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks of the Practicing Company Secretary
1	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	NA
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the		



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	limited review/ audit report for such quarter as well as the next quarter; or  iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.		
2	<b>Other conditions relating to resignation of Statutory Auditors</b>		
	i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee:  a) In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.  b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has	NA	No such resignation took place.



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	<p>been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the Company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>iv. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/ NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3	The listed entity/ its material subsidiary has obtained information from the Auditor upon	NA	No such resignation took place.



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resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019		
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Based on the above examination, I hereby report that, during the review period:

- The Listed Entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below **(Refer Annexure- A annexed to this report)**.
- The Listed Entity has taken the following actions to comply with the observations made in previous reports **(Refer Annexure-B annexed to this report)**.

  


Prachi Todi  
Practicing Company Secretary  
M. No.: 53022  
C.P. No.: 22964  
Peer Review Certificate No.: 1445/2021  
UDIN:A053022E000396741

Date: 27/05/2023  
Place: Kolkata

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## ANNEXURE-A

Sl. No	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviation	Action taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NA										



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## ANNEXURE-B

Sl. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation / Circular No.	Deviation	Action taken by	Type of Action	Details of violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NA										

*Prachitodi*



Prachi Todi  
Practicing Company Secretary  
M. No.: 53022  
C.P. No.: 22964  
Peer Review Certificate No.: 1445/2021  
UDIN: A053022E000396741

Date: 27/05/2023  
Place: Kolkata