



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

**COMPLIANCE REPORT WITH THE REQUIREMENTS SPECIFIED IN SEBI CIRCULAR
CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 READ WITH SEBI CIRCULAR NO.
CFD/DIL3/CIR/2018/2 DATED JANUARY 3, 2018**

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed composite scheme of arrangement involving RDB Realty & Infrastructure Limited (Demerged Company) and RDB Real Estate Constructions Limited (Resulting Company) and their respective shareholders.

Ref: RDB REALTY & INFRASTRUCTURE LIMITED / Scrip Code: 533285

It is hereby certified that the draft scheme of arrangement involving RDB Realty & Infrastructure Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

SL. No.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied Since it does not violate, override or limit the provisions of Securities Laws or Requirement of the Stock Exchange.
Requirements of this circular:			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, Complied The documents have been submitted with BSE.
(b)	Para (I)(A)(2)	Conditions for scheme of arrangement involving unlisted entities	Yes, will be complied



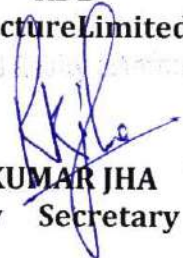


RDB REALTY & INFRASTRUCTURE LIMITED

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 • CIN No. L16003WB2005PLC110039
PHONE : +91 33 4450 0500 • FAX : +91 33 2242 0588 • E-MAIL : secretarial@rdbindia.com • Web : www.rdbindia.com

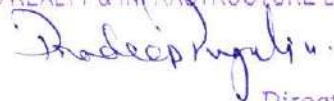
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes, Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, Complied
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The requirement relating to provisions of approval of public shareholders through e-voting will be complied with.

For RDB Realty & Infrastructure Limited


RITESH KUMAR JHA
Company Secretary & Compliance Officer

& For RDB Realty & Infrastructure Limited


RDB REALTY & INFRASTRUCTURE LTD.


PRADEEP KUMAR PUGALIA
Whole Time Director
DIN:00501351

Certified that the transactions/accounting treatment provided in the Draft Scheme of Arrangement for Demerger of Realty Division involving the Company and RDB Real Estate Constructions Limited are in compliance with all the Accounting Standards applicable to a listed entity.

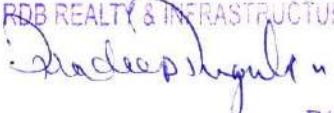
For RDB Realty & Infrastructure Limited

RDB REALTY & INFRASTRUCTURE LTD.


ANIL KUMAR APAT
Chief Financial Officer

For RDB Realty & Infrastructure Limited

RDB REALTY & INFRASTRUCTURE LTD.


PRADEEP KUMAR PUGALIA
Whole Time Director
DIN:00501351

Place: Kolkata
Date: 17/12/2022