

Ref.: SA/R/12P

Independent Auditors' Certificate

We have examined the attached Statement of Proforma Adjusted Net Worth (hereinafter referred as 'the Statement') of RDB Realty & Infrastructure Limited (hereinafter referred as 'the Company') as on 31st March 2021, duly stamped and initiated by us for identification purpose only, which has been prepared by the Company in connection with the proposed Scheme of Arrangement under sections 230-232 of the Companies Act 2013 between the Company and RDB Real Estate Constructions Limited. The appointed date of the scheme is 1st April 2021.

The Management of the Company is responsible for collecting, collating and validating date and designing, implementing and monitoring if internal controls suitable for the purpose of the preparation of the Statement. The Management of the Company is also responsible for maintenance of proper books of accounts and such other records and the preparation of the attached statement including providing effect of the accounting treatment prescribed in the proposed Scheme.

Our responsibility, for the purpose of this certificate, is limited to certifying whether the amount considered in the Statement have been correctly extracted from the audited financial of the Company and RDB Real Estate Constructions Limited as at and for the year ended 31st March 2021 duly adjusted to give effect to the accounting treatment prescribed in the proposed Scheme. We have conducted our verification in accordance with the Guidance Note on Audit Reports and Certificates for Special Purpose and Standard on Auditing issued by the Institute of Chartered Accountants of India, as applicable, which include the concepts of test check and materiality.

The Statement is prepared as at 31st March 2021 for illustrative purpose only and does not purport to be indicative of the actual net worth as at the Appointed Date of the Scheme i.e. 1st April 2021.

Based on our examination of such audited financial statements, the accounting treatment prescribed in the proposed Scheme and according to the information and explanations given to us, we certify that the amounts considered in the Statement of computation of the proforma adjustment net worth of the Company as at 31st March 2021, have been correctly extracted from the audited financial statements of the Company and RDB Real Estate Constructions Limited as at the end for the year ended 31st March 2021 duly adjusted to give effect to the accounting treatment prescribed in the proposed scheme.

This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to BSE Limited and The Calcutta Stock Exchange. This Certificate should not be used for any other purpose without our prior written consent.

UDIN: 21300388AAAADJ6336
Place : Kolkata
Date : 26.08.2021



For L. B. Jha & Co.
Chartered Accountants
Firm Registration No : 301088E

S. Tibrewal

(S. Tibrewal)

Partner

Membership No. 300388

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UDIN: 21060270AAAAXV7992

Place: Kolkata

Date: 26.08.2021

For Vineet Khetan & Associates,

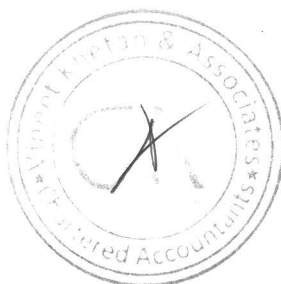
Chartered Accountants

(Firm Regn No: 324428E)

CA VINEET KHETAN

(Proprietor)

Membership No. 060270



RDB REAL ESTATE CONSTRUCTIONS LIMITED

Regd. Office: Bikaner Building, 8/1 Lal Bazar Street, 1st Floor, Room No. 11, Kolkata – 700001, Phone
033 4450 0500; email id:- secretarial@rdbindia.com; CIN: U70200WB2018PTC227169

STATEMENT OF PROFORMA ADJUSTED NET WORTH OF RDB REAL ESTATE CONSTRUCTIONS LIMITED AS AT 31ST MARCH 2021:

Particulars	RDB Realty & Infrastructure Limited	RDB Real Estate Constructions Limited	Adjustment	RDB Realty & Infrastructure Limited	RDB Real Estate Constructions Limited
	Pre-merger	Pre-merger		Post-merger	Post-merger
Equity Share Capital (Rs.)	17,28,34,000	1,01,00,000	NIL	17,28,34,000	58,04,52,170
Reserve and Surplus excluding Revaluation Reserve (Rs.)	81,70,65,972	6,39,314	NIL	5,86,21,900	75,90,83,386
Net worth (Rs.)	98,98,99,972	1,07,39,314	NIL	23,14,55,900	1,33,95,35,556

For M/S RDB REAL ESTATE CONSTRUCTIONS LIMITED

Pradeep K. Pugalia.

PRADEEP KUMAR PUGALIA
Director
DIN:00501351

Date: 26.08.2021
Place: Kolkata

