



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

STATEMENT OF PROFORMA ADJUSTED NET WORTH OF RDB REALTY & INFRASTRUCTURE LIMITED AS AT 31ST MARCH 2020:

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	10,31,70,567
Reserve and Surplus excluding Revaluation Reserve (Rs.)	801,956,970	-8843	NIL	-5,88,64,928	86,08,21,898
Net worth (Rs.)	974,790,970	10,01,157	NIL	11,39,69,072	96,39,92,465

For M/S RDB REALTY & INFRASTRUCTURE LIMITED

RDB REALTY & INFRASTRUCTURE LTD.

Pradeep Kumar Pugalía

PRADEEP KUMAR PUGALIA
(Whole-time Director)

DIN: 00501351

Date: 16.10.2020

Place: Kolkata



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 2020, 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 2020.

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 2020 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 2020 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 2020.

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 2020, 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 2020 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.

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



(D. N. Roy)

Partner

Membership No. 300389

UDIN: 20300389AAAAGQ5128

Place : Kolkata

Date : 3rd November, 2020

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 2020:

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	10,31,70,567
Reserve and Surplus excluding Revaluation Reserve (Rs.)	801,956,970	-8843	NIL	-5,88,64,928	86,08,21,898
Net worth (Rs.)	974,790,970	1,00,91,157	NIL	11,39,69,072	96,39,92,465

For M/S RDB REAL ESTATE CONSTRUCTIONS LIMITED

RDB REAL ESTATE CONSTRUCTIONS LIMITED

Pradeep K. Pugalia

PRADEEP KUMAR PUGALIA
(Director)
DIN: 00501351



Date: 16.10.2020

Place: Kolkata

**Independent Auditors' Certificate**

We have examined the attached Statement of Proforma Adjusted Net Worth (hereinafter referred as 'the Statement') of RDB Real Estate Constructions Limited (hereinafter referred as 'the Company') as on 31st March 2020, 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 Realty & Infrastructure Limited. The appointed date of the scheme is 1st April 2020.

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 Realty & Infrastructure Limited as at and for the year ended 31st March 2020 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 2020 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 2020.

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 2020, have been correctly extracted from the audited financial statements of the Company and RDB Realty & Infrastructure Limited as at the end for the year ended 31st March 2020 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.

For Vineet Khetan & Associates**Chartered Accountants****Firm Registration No: 324428E****Vineet Khetan****Proprietor****Membership No. 060270****UDIN: 20060270AAAAOT8552****Place: Kolkata****Date: 05th November 2020**