

Ref : SA/R/12P

ANNEXURE-V

To,
The Board of Directors,
RDB Realty & Infrastructure Limited
Bikaner Building,
8/1, Lal Bazar Street,
1st floor, Room No.10,
Kolkata 700001

We, the statutory auditors of RDB Realty & Infrastructure Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 11.1 of the Draft Scheme of Arrangement for demerger of Realty Division of the company between RDB Realty & Infrastructure Limited and RDB Real Estate Constructions Limited in terms of the provisions of section(s) 230-233 of the Companies Act, 1956/ Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 1956/ Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme for demerger of Realty Division is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

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.

Place : Kolkata
Date : 3rd November 2020



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


D. N. Roy
Partner
Membership No. 300389
UDIN: 20300389AAAAGR7989

**VINEET KHETAN & ASSOCIATES**

CHARTERED ACCOUNTANTS

5th Floor, Room No. : 7, 3B, Lal Bazar Street, Kolkata - 700 001
Mob. : 9331040655, Ph. : (033) 4066 1047, E-mail : vka@khetans.in

ANNEXURE-V

To,
The Board of Directors,
RDB Real Estate Constructions Limited
Bikaner Building,
8/1, Lal Bazar Street,
1st floor, Room No.11,
Kolkata 700001

We, the statutory auditors of RDB Real Estate Constructions Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 11.1 of the Draft Scheme of Arrangement for demerger of Realty Division of the company between RDB Realty and Infrastructure Limited and RDB Real Estate Constructions Limited in terms of the provisions of section(s) 230-233 of the Companies Act, 1956/ Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 1956/ Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme for demerger of Realty Division is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

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 : 20060270AAAAOU3188
Place : Kolkata
Date : 05th November 2020



For Vineet Khetan & Associates.
Chartered Accountants
Firm Registration No : 324428E

Vineet Khetan
Proprietor
Membership No. 060270