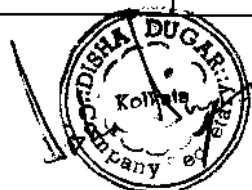


The Board of Directors
RDB REALTY & INFRASTRUCTURE LIMITED
"Bikaner Building",
8/1, Lal Bazar Street, 1st Floor,
Room No 10, Kolkata-700001

CERTIFICATE**RECONCILIATION OF CAPITAL AUDIT REPORT**

- 1 For Quarter Ended : 31.12.2015
2 ISIN : INE245L01010
3 Face Value : Rs. 10/-
4 Name of Company : RDB REALTY & INFRASTRUCTURE LIMITED
5 Registered Office Address : "Bikaner Building" , 8/1, Lal Bazar Street, 1st Floor, Room No. 10,
Kolkata- 700 001
6 Correspondence Address : - Do -
7 Telephone & Fax Nos. : 033-40071145, Fax- 2242-0588
8 Email Address : info@rdbindia.com
9 Name of the Stock Exchanges where the Company's securities are listed:
(i) Bombay Stock Exchange Limited (BSE)
(ii) The Calcutta Stock Exchange Limited (CSE)

| Sl. No. | Particulars | Number of Shares | % of total Issued capital |
|---------|---|------------------|---------------------------|
| 10 | Issued Capital | 17283400 | 100% |
| 11 | Listed Capital (Exchange-wise) (as per Company's records) | 17283400 | 100% |
| 12 | Held in Dematerialized form in CDSL | 9623082 | 55.67% |
| 13 | Held in Dematerialized form in NSDL | 7361909 | 42.60% |
| 14 | Physical | 298409 | 1.73% |
| 15 | Total No. of Shares (12+13+14) | 17283400 | 100% |



16 Reasons for Difference if any, between (10&11) , (10&15) , (11&15):
.....N.A.....

17 Certifying the details of changes in share capital during the quarter under consideration as per table below:

| Sl. No. | Particulars | No. Of Shares | Applied/Not applied for listing | Listing on Stock Exchanges | Whether intimated to CDSL | Whether intimated to NSDL | In prin. Appr. Pending for SE |
|---------|---|---------------|---------------------------------|----------------------------|---------------------------|---------------------------|-------------------------------|
| 1 | Increase: Rights Issue Bonus Issue Preferential Issue Initial Public Offer Re-issue of forfeited shares Employee Stock Option exercised Amalgamation/Scheme of Arrangement Conversion of Loans/Debentures/FCCB(s) Any other(to specify) | | | | | | |
| | | | | N.A. | | | |
| 2 | TOTAL(A) | | - | - | - | - | - |
| 3 | Decrease: Buy Back Capital Reduction Forfeiture Amalgamation/Scheme of Arrangement Any other (to specify) | | | | | | |
| | | | | N.A. | | | |
| 4 | TOTAL(B) | - | - | - | - | - | - |
| 5 | Net Increase/decrease (A-B) | | - | - | - | - | - |



18 Register of members is updated (Yes/ No) If not, updated up to which date: Yes

19 Reference of previous quarter with regards to excess dematerialized shares if any:

-----N.A.-----

20 Has the Company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why:

-----N.A.-----

21 Mentioned the Total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

| Total No. Of Requests | No. Of Requests | No. Of Shares | Reasons for Delay |
|-------------------------------|-----------------|---------------|-------------------|
| Confirmed after 21days | NIL | NIL | N.A. |
| Pending for more than 21 days | NIL | NIL | N.A. |

22 Name, Address, Telephone & Fax No. of Compliance Officer of the Company:

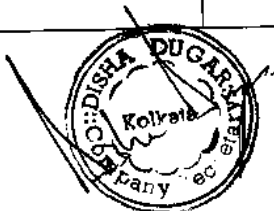
| Name | Address | Telephone No. | Fax No. |
|----------------|---------------------------------------|------------------|---------------|
| Deepika Sethia | 95/2, Cossipore Road, Kolkata- 700002 | 033-4450-0500/01 | 033-2242-0588 |

23 Name, Address, Telephone, Fax No. & Registration No. of Practising Company Secretary:

| Name | Address | Telephone No. | Fax No. | Registration No. |
|-------------|--|---------------|---------|------------------|
| Disha Dugar | 2, Synagogue Street, 2 nd floor, Kolkata- 700 001 | 033- 40071145 | N.A. | FCS - 8128 |


24 Appointment of common agency for share registry work:

| | |
|---------|--|
| Name | Niche Technologies Pvt. Ltd. |
| Address | D-511, Bagree Market, 71, B R B Road, Kolkata 700001 |



25 Any other detail that the Practising Company Secretary may like to provide:

NIL

| | |
|---|---|
| <p>Date: 15/01/2016</p> <p>Place: Kolkata</p> | <p>For DISHA DUGAR</p> <p>PRACTISING COMPANY SECRETARY</p>  <p>FCS No. 8128</p> <p>C.P. No. 10895</p> |
|---|---|