

Prachi Todi

Company Secretaries
33C, Satish Mukherjee Road,
Near Gouriya Math,
Kolkata-700026
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**SECRETARIAL COMPLIANCE REPORT
OF
RDB REALTY & INFRASTRUCTURE LIMITED**

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022
[Pursuant to Circular No. CIR/CFD/CMDI/27/2019 dated 08/02/2019 issued by
Securities and Exchange Board of India]

To
The Members,
RDB Realty & Infrastructure Limited
Bikaner Building
8/1, Lalbazar Street, 1st Floor
Room No. 10, Kolkata - 700001

I, Prachi Todi, Company Secretary in Practice have examined:

- (a) all the documents and records made available to me and explanation provided by **M/S RDB REALTY & INFRASTRUCTURE LIMITED** ("the Listed Entity");
- (b) the filings/submissions made by the Listed Entity to the stock exchanges;
- (c) website of the Listed Entity;
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended on 31st March, 2022 ("**Review Period**") in respect of compliance with the provisions of:
 - (i) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
 - (ii) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**").

The specific Regulations, whose provisions and the circulars /guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



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- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(d) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;
(e) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993;
(f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
(h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **-Not Applicable for the review period;**
(i) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **-Not Applicable for the review period;**
(j) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **-Not Applicable for the review period;**
(k) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **-Not Applicable for the review period.**

Based on the above examination, I hereby report that, during the review period:

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below: -

Sl. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
N.A.			

- (b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.

- (c) The following are the details of actions taken against the Listed Entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder:

Sl. No.	Action taken by	Details of violation	Details of action taken E.g., fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Not Applicable				



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(d) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

SL. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				



Prachi Todi
Practicing Company Secretary
M. No.: 53022
C.P. No.: 22964
Peer Review Certificate No. 1445/2021
UDIN: A053022D000364355

Date: 23/05/2022
Place: Kolkata