

Prachi Todi

Company Secretaries
46, East Topsia Road Arupota
Kolkata-700105
Mobile No: 9830072442

Email: csprachi92@gmail.com; info.prachi92@gmail.com

**SECRETARIAL COMPLIANCE REPORT
OF
RDB REAL ESTATE CONSTRUCTIONS LIMITED**

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]]

**To
The Board of Directors,
RDB Real Estate Constructions Limited
Bikaner Building, 8/1, Lalbazar Street, 1st Floor
Room No. 11, 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 **RDB Real Estate Constructions 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, 2025 ("**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 {*It is to be noted that the equity shares of the Company (Scrip Code: 028397) were listed and admitted to dealings on the Calcutta Stock Exchange with effect from 11th February, 2025, and the equity shares of the Company (Scrip Code: 544346) were listed and admitted to dealings on the Bombay Stock Exchange with effect from 30th January, 2025*}; 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 (as amended from time to time), to the extent applicable, 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;



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- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; - **Not Applicable for the review period;**
- (h) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; -**Not Applicable for the review period;**
- (i) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; -**Not Applicable for the review period;**
- (j) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021; -**Not Applicable for the review period;**

and based on the above examination, and considering the relaxations granted by Ministry of Corporate Affairs and Securities and Exchange Board of India, I hereby report that, during the Review Period:

- I. (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: **Refer Annexure-A annexed to this report.**
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Refer Annexure-B annexed to this report.**
- II. I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sl. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks of the Practicing Company Secretary
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2	Adoption and timely updation of the Policies:	Yes	-



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	<ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.		
3	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website	Yes	-
4	Disqualification of Director: <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	Yes	-
5	Details related to Subsidiaries of listed entities have been examined w.r.t <ul style="list-style-type: none">a) Identification of material subsidiary companiesb) Disclosure requirement of material as well as other subsidiaries	Yes	Pursuant to sanction of Scheme of Arrangement of Demerger between the Company and RDB Realty & Infrastructure Limited (now known as RDB Infrastructure and Power Limited) (Demerged Company) all assets, liabilities & duties, and legal proceedings / suits / appeals of the Demerged Company, relating to its Realty Business Undertaking were

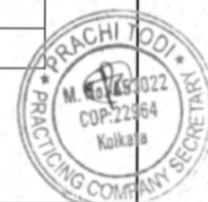


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			transferred to the Company with effect from the Appointed Date (i.e., 01 st October, 2022), and upon the Scheme becoming effective (i.e., 26 th July, 2024). Therefore, with effect from the Appointed Date and upon the Scheme becoming effective, the Companies which were subsidiaries / associates of the Demerged Company, had become subsidiaries / associates of the Company.
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7	Performance Evaluation The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	-
9	Disclosure of events or information:	Yes	-



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	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.		
10	Prohibition of Insider Trading The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued there under. except as provided under separate paragraph as Annexure-A .	Yes	-
12.	Resignation of Statutory Auditors from the Listed Entity or its Material Subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary (ies) has/have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by the listed entities.	NA	-
13	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	-

III. I further report that the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2) (za) of the LODR Regulations is not applicable to the listed entity.

Assumptions & Limitation of Scope and Review:



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1. *Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Listed Entity;*
2. *Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion;*
3. *We have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the Listed Entity;*
4. *This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and is neither an assurance as to the future viability of the Listed Entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the Listed Entity.*



Prachi Todi
Practising Company Secretary
M. No.: 53022
C.P. No.: 22964
Peer Review Certificate No.: 1445/2021
UDIN:A053022G000485124

Date: 29/05/2025
Place: Kolkata

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ANNEXURE-A

Sl. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviation	Action taken by	Type of Action	Details of violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NA										



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ANNEXURE-B

Sl. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports	Observations made in the previous Secretarial Compliance Report for the financial year ended 31 st March, 2024.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation/deviations and action taken/penalty imposed, if any, on the Listed Entity	Remedial Actions, if any, taken by the Listed Entity	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity
NA						



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Practicing Company Secretary
M. No.: 53022
C.P. No.: 22964
Peer Review Certificate No.: 1445/2021
UDIN: A053022G000485124

Date: 29/05/2025
Place: Kolkata