



RDB REALTY & INFRASTRUCTURE LIMITED

DIKANEER 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

ANNEXURE XI

To,
The General Manager,
BSE Limited
Department of Corporate Services
P.J. Towers, Dalal Street
Mumbai- 400 001

CC:
To,
The Secretary,
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata- 700 001

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Arrangement for Demerger and Vesting of the "Realty Business Undertaking" of RDB Realty & Infrastructure Limited ("RRIL") to RDB Real Estate Constructions Limited ("RRECL")

Dear Sir,

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of arrangement for demerger and vesting of the "Realty Business Undertaking" of RDB Realty & Infrastructure Limited ("RRIL") to RDB Real Estate Constructions Limited ("RRECL") to be presented to any Court or Tribunal does not, in any way, violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, Securities Contract (Regulations) Rules, 1957, RBI Act, The Depositories Act, 1996, the Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and BSE Limited.
- b) In the explanatory statement to be forwarded by the Company to the shareholders u/s 230 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, 2013, it shall disclose:
 - i) the pre and post-arrangement (expected) capital structure and shareholding pattern and
 - ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
 - iii) Information about unlisted companies involved in the scheme as per the format provided for abridged prospectus of the SEBI ICDR Regulations, if applicable:
 - iv) The Complaint report as per Annexure VII.
 - v) The observation letter issued by the stock exchanges.





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- c) The draft scheme of arrangement for demerger between RRIL and RRECL for demerger of Realty Division of RRIL together with all documents mentioned in Part – I(A)(8)(a) of SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 has been disseminated on the Company's website as per Website link given hereunder: www.rdbindia.com.
- d) The listed company shall submit to the designated stock exchange a report from its Audit Committee and the Independent Directors certifying that the listed entity has compensated the eligible shareholders, within a period of 90 days from the date of allotment as per the draft scheme submitted to SEBI. Both the reports shall be submitted within 7 days of compensating the shareholders
- e) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- f) The company shall obtain shareholders' approval by way of special resolution passed through e-voting. Further, the company shall proceed with the draft scheme only if the votes cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.
- g) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- h) There will be no alteration in the Share Capital of the listed transferor company from the one given in the draft scheme of arrangement.
- i) None of the promoters or directors of the companies involved in the scheme is a fugitive economic offender.

For M/S RDB REALTY & INFRASTRUCTURE LIMITED

RDB REALTY & INFRASTRUCTURE LTD.

✓
PRADEEP KUMAR PUGALIA
(Whole-time Director)
DIN: 00501351

Pradeep Pugalia
Director

Date: 17.12.2022

Place: Kolkata