



# RDB REALTY & INFRASTRUCTURE LIMITED

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 • CIN No. : L16003WB2006PLC110039  
PHONE : +91 33 4450 0500 • E-MAIL : secretarial@rdbindia.com • Web : www.rdbindia.com

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S RDB REALTY & INFRASTRUCTURE LIMITED HELD ON FRIDAY, 16<sup>TH</sup> DAY OF OCTOBER, 2020 AT ITS REGISTERED OFFICE AT 8/1, LAL BAZAR STREET, BIKANER BUILDING, 1<sup>ST</sup> FLOOR, ROOM NO-10, KOLKATA- 700 001.**

## **APPROVAL OF THE DRAFT SCHEME OF ARRANGEMENT**

The Chairman placed before the Board the draft Scheme of Arrangement for Demerger between RDB Realty & Infrastructure Limited (“**RRIL**”) and RDB Real Estate Constructions Limited (“**RRECL**”) and their respective shareholders for demerger of Realty Division of RRIL. After discussion and due deliberation, the following resolution was passed unanimously:

**“RESOLVED THAT** pursuant to the provisions of Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”) read with the relevant Circulars issued from time to time, the Memorandum and Articles of Association of the Company, subject to requisite approval(s) of the shareholders and such other approvals, sanctions and permissions of the Stock Exchange(s), National Company Law Tribunal (“**NCLT**”), and other regulatory or government bodies/tribunals or institutions as may be applicable and pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company hereby approves the draft Scheme of Arrangement for Demerger between RRIL and RRECL and their respective shareholders for demerger of Realty Division of RRIL for its merger with RRECL (“**the Scheme**”);

**FURTHER RESOLVED THAT** Mr. Pradeep Kumar Pugalia (DIN: 00501351), Whole-time Director, Mr. Ravi Prakash Pincha, Independent Director (DIN : 00094695), Mrs. Kusum Devi Dugar, Director (DIN : 00559322 ), Mr. Anil Kumar Apat, Chief Financial Officer and Mr. Ritesh Kumar Jha, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to:

a) sign the scheme and all such documents and deeds in connection therewith and to make such alterations and changes in the draft Scheme, as may be expedient or necessary for satisfying the conditions/requirements imposed by the NCLT, stock exchange(s), and/or any other statutory/regulatory authorities, as may be required, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the said draft Scheme as approved in this Meeting;

(b) to finalize and settle the draft Scheme, draft of the notices for convening/dispensing with the meetings of the shareholders and/or creditors of the Company and draft of the explanatory statements under Sections 230 to 232 of the Act, read with the rules made thereunder, in terms of directions of the NCLT and assent to such alterations, conditions and modifications, if any, in the notices and explanatory statement as may be





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prescribed or imposed by the NCLT or effect any other modifications or amendments, as they may consider necessary or desirable to give effect to the Scheme;

(c) to file the Scheme and any other information/details with the stock exchange(s)/Securities and Exchange Board of India ("SEBI")/any other regulatory authorities concerned or any other agency in order to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto;

(d) to sign, modify and file applications to NCLT, seeking directions as to convening/ dispensing with the meeting of the shareholders/creditors of the Company, and where necessary to take steps to convene and hold such meetings as per the directions of NCLT and/or any other statutory/regulatory authorities;

(e) to sign, modify and file petitions, pleadings, affidavits, applications, statements, memos and to engage/remove Counsels, Advocates, Chartered Accountants and other professionals/legal experts/intermediaries and to do all acts, deeds, matters and things as may be necessary or required under or pursuant to the applicable provisions of the Act and the Listing Regulations including any statutory modifications, amendments, re-enactments thereof for the time being in force, for and in connection with the sanction of the NCLT to the Scheme;

(f) to sign and issue public advertisements and to issue notices to the members or any other class of persons as per directions of the NCLT and/or any other statutory/regulatory authorities;

(g) to make or assent to any alterations or modifications to the Scheme or to any conditions or limitation which the NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary, and to settle any doubt, question or difficulty arising under the Scheme or in regard to its implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;

(h) obtaining approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary to the said Scheme;

(i) to communicate and correspond with the stock exchange(s), SEBI, Registrar of Companies, banks, institutions, investors, government authorities, local authorities, income tax authorities and/or any other statutory/regulatory authorities, where required about the Scheme, and to do all such acts, deeds, matters and things as it may be necessary or desirable for such purpose and with power of the Company to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to the above resolution;





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(j) to obtain order of the NCLT approving the Scheme and file the same with the Registrar of Companies, so as to make the sanctioned Scheme effective;

(k) to affix the Common Seal of the Company, in accordance with the Articles of Association of the Company, on such documents and papers as may be necessary in this regard;

(l) to do all further acts, deeds, matters and things as may be necessary, proper, expedient to give effect to the Scheme and for matters connected herewith or incidental thereto;

(m) to settle any questions or difficulties that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;

(n) to file a copy of the resolutions duly certified and forward to the concerned authorities including NCLT for record; and

(o) to authorize the officer(s) of the Company and/or any other person to discuss, negotiate, finalize, execute, sign, submit and fill all required documents, deeds of assignment/conveyance and other deeds, other documents, schemes, arrangements, forms, returns, letters, etc. including any modifications thereto, whether or not under the common seal of the Company, as may be deemed necessary and expedient at their absolute discretion in the above matters."

## CERTIFIED TO BE TRUE COPY

For RDB REALTY & INFRASTRUCTURE LIMITED

RDB REALTY & INFRASTRUCTURE LTD.

Director

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

RDB Realty & Infrastructure Limited

Company Secretary

**Ritesh Kumar Jha**  
(Company Secretary & Compliance Officer)

# RDB REAL ESTATE CONSTRUCTIONS LIMITED

Regd. Office: Bikaner Building, 8/1 Lal Bazar Street, 1st Floor, Room No. 11, Kolkata - 700001, Phone  
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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S RDB REAL ESTATE CONSTRUCTIONS LIMITED ON FRIDAY, 16<sup>TH</sup> DAY OF OCTOBER, 2020 AT ITS REGISTERED OFFICE AT 8/1, LAL BAZAR STREET, BIKANER BUILDING, 1<sup>ST</sup> FLOOR, ROOM NO-11, KOLKATA- 700 001.**

## **APPROVAL OF THE DRAFT SCHEME OF ARRANGEMENT**

The Chairman placed before the Board the draft Scheme of Arrangement for Demerger between RDB Realty & Infrastructure Limited (“RRIL”) and RDB Real Estate Constructions Limited (“RRECL”) and their respective shareholders for demerger of Realty Division of RRIL. After discussion and due deliberation, the following resolution was passed unanimously:

**“RESOLVED THAT** pursuant to the provisions of Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, subject to requisite approval(s) of the shareholders and such other approvals, sanctions and permissions of the National Company Law Tribunal (**“NCLT”**), and other regulatory or government bodies/tribunals or institutions as may be applicable, the Board of Directors of the Company hereby approves the draft Scheme of Arrangement for Demerger between RRIL and RRECL and their respective shareholders for demerger of Realty Division of RRIL for its merger with RRECL (**“the Scheme”**);

**FURTHER RESOLVED THAT** Mr. Pradeep Kumar Pugalia (DIN: 00501351), Mr. Ravi Prakash Pincha (DIN: 00094695) and Mrs. Kusum Devi Dugar (DIN: 00559322) Directors of the Company be and are hereby severally authorized to:

a) sign the scheme and all such documents and deeds in connection therewith and to make such alterations and changes in the draft Scheme, as may be expedient or necessary for satisfying the conditions/requirements imposed by the NCLT and/or any other statutory/regulatory authorities, as may be required, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the said draft Scheme as approved in this Meeting;

(b) to finalize and settle the draft Scheme, draft of the notices for convening/dispensing with the meetings of the shareholders and/or creditors of the Company and draft of the explanatory statements under Sections 230 to 232 of the Act, read with the rules made thereunder, in terms of directions of the NCLT and assent to such alterations, conditions and modifications, if any, in the notices and explanatory statement as may be prescribed or imposed by the NCLT or effect any other modifications or amendments, as they may consider necessary or desirable to give effect to the Scheme;

(c) to file the Scheme and any other information/details with any regulatory authorities concerned or any other agency in order to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto;

(d) to sign, modify and file applications to NCLT, seeking directions as to convening/ dispensing with the meeting of the shareholders/creditors of the Company, and where necessary to take steps to convene and hold such meetings as per the directions of NCLT and/or any other statutory/regulatory authorities;



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(e) to sign, modify and file petitions, pleadings, affidavits, applications, statements, memos and to engage/remove Counsels, Advocates, Chartered Accountants and other professionals/legal experts/intermediaries and to do all acts, deeds, matters and things as may be necessary or required under or pursuant to the applicable provisions of the Act and the Listing Regulations including any statutory modifications, amendments, re-enactments thereof for the time being in force, for and in connection with the sanction of the NCLT to the Scheme;

(f) to sign and issue public advertisements and to issue notices to the members or any other class of persons as per directions of the NCLT and/or any other statutory/regulatory authorities;

(g) to make or assent to any alterations or modifications to the Scheme or to any conditions or limitation which the NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary, and to settle any doubt, question or difficulty arising under the Scheme or in regard to its implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;

(h) obtaining approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary to the said Scheme;

(i) to communicate and correspond with the Registrar of Companies, banks, institutions, investors, government authorities, local authorities, income tax authorities and/or any other statutory/regulatory authorities, where required about the Scheme, and to do all such acts, deeds, matters and things as may be necessary or desirable for such purpose and with power of the Company to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to the above resolution;

(j) to obtain order of the NCLT approving the Scheme and file the same with the Registrar of Companies, so as to make the sanctioned Scheme effective;

(k) to affix the Common Seal of the Company, in accordance with the Articles of Association of the Company, on such documents and papers as may be necessary in this regard;

(l) to do all further acts, deeds, matters and things as may be necessary, proper, expedient to give effect to the Scheme and for matters connected herewith or incidental thereto;

(m) to settle any questions or difficulties that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;

(n) to file a copy of the resolutions duly certified and forward to the concerned authorities including NCLT for record; and

(o) to authorize the officer(s) of the Company and/or any other person to discuss, negotiate, finalize, execute, sign, submit and fill all required documents, deeds of assignment/conveyance and other deeds, other documents, schemes, arrangements, forms, returns, letters, etc. including any modifications thereto,



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whether or not under the common seal of the Company, as may be deemed necessary and expedient at their absolute discretion in the above matters."

## **CERTIFIED TO BE TRUE COPY**

For M/S RDB REAL ESTATE CONSTRUCTIONS LIMITED

RDB REAL ESTATE CONSTRUCTIONS LIMITED

*Pradeep Kugalia.*

**PRADEEP KUMAR PUGALIA**  
(Director)

DIN: 00501351

RDB REAL ESTATE CONSTRUCTIONS LIMITED

*Kusum Devi Dugar*

**KUSUM DEVI DUGAR**  
(Director)

DIN: 00559322