



# 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

Date: 12<sup>th</sup> November, 2020

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

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

**Subject: Application for No Objection Certificate ("NOC") in the matter of the scheme of arrangement for Demerger between RDB Realty & Infrastructure Limited ("RRIL") and RDB Real Estate Constructions Limited ("RRECL") for demerger of Realty division of RRIL and its merger with RRECL**

Dear Sir/Madam,

Pursuant to Regulation 37 of the Securities and Exchange Board India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March, 2017, as amended from time to time ; please find enclosed herewith the following documents for your NO OBJECTION in matter of the scheme of arrangement for demerger between RRIL and RRECL for demerger of the Realty division of RRIL and its merger with RRECL.

Sl. No.	Documents to be submitted along with the application under Regulation 37 of the Listing Regulations	Enclosures
1.	Certified true copy of the resolution passed by the Board of Directors of both the Companies approving the scheme.	Enclosed
2	Certified copy of the draft Scheme of Arrangement proposed to be filed before the NCLT	Enclosed
3	Valuation report from Independent Chartered Accountant, as applicable, as per Para I (A) (4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated march 10, 2017	Enclosed





# 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

4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at Sl. No. 3 above	Enclosed
5.	Fairness opinion by Independent SEBI Registered Merchant Banker	Enclosed
6.	Shareholding Pattern of both the Companies pre and Post Amalgamation /Arrangement as per the format provided under Regulation 31 of the Listing Regulations	Enclosed
7.	Audited financials of both the Companies for last 3 financial year as per prescribed format given in Annexure IV of the BSE check list; Annual Report of the both the Companies and the Un-audited Financial Results of RRIL accompanies by the Limited Review Report for the quarter ended 30-06-2020.	Enclosed
8.	Corporate Governance Report as on 31.03.2020	
9.	Detailed Compliance Report as per the format specified in SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 duly certified by the Company Secretary , Chief Financial Officer and the Whole time Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards. Format given in Annexure VI of the BSE checklist.	Enclosed
10.	If as per the Company, approval from the shareholders through postal ballot and e-voting, as required under Para (I) (A) (9) (a) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 is not applicable then required under Para (I) (A) (9) (c) of said SEBI circular.	Enclosed
11.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE	Enclosed
12.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure VIII.	Enclosed
13.	Net worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	Enclosed
14.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure X	Enclosed
15.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure XI	Enclosed
16.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (I)(A) (5)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as per the format given in Annexure II of aforesaid SEBI circular. Format given in Annexure V	Enclosed
17.	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc.	Enclosed

*[Handwritten Signature]*  
RDB REALTY & INFRASTRUCTURE LTD. KOLKATA



# 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

	companies for the last financial year.	
18.	Processing fee (non-refundable) will be payable to BSE as below, through Online Payment Gateway (via Net Banking Facility) in Listing Centre portal- Details given in Annexure XII Rs.1,80,000/- plus GST as applicable, where one entities/companies are Merged or one new company formed due to De-merger Rs.2,00,000/- plus GST as applicable, where more than one entity/company is Merged or more than one new company formed due to De-merger.	Enclosed
19.	Processing fee (non-refundable) payable to SEBI will be as below, through RTGS/NEFT/IMPS as per details given in Annexure XII or through DD favoring 'Securities and Exchange Board of India' payable at Mumbai' As per amendment in Regulation 37, the listed entity shall pay a fee to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000.	Enclosed
20.	Shareholding pattern of all the Companies pre and post Amalgamation / Arrangement in Word Format as given in Annexure II	Enclosed
21.	Pre and Post Amalgamation/ Arrangement No. of Shareholders of all companies in the format as provided in Annexure III	Enclosed
22.	Brief details of the Board of Directors and Promoters of transferee/resulting and transferor/demerged companies as per format enclosed at Annexure IX	Enclosed
23.	If there are any pending dues / fines / penalties imposed by SEBI, Stock Exchanges and Depositories, submit a 'Report on the Unpaid Dues' which shall contain the details of such unpaid dues in the format given in Annexure B of SEBI circular, SEBI/HO/CFD/DIL1/CIR/P/2019/192 dated September 12, 2019 which is also attached as Annexure XV [Note: In case there are no pending dues as mentioned above, please confirm the same]	Enclosed

This is for your information and record.

Thanking you

Yours faithfully

For RDB Realty & Infrastructure Limited

**RDB Realty & Infrastructure Limited**

  
Ritesh Kumar Jha **Company Secretary**

**Company Secretary & Compliance Officer**