

REPORT ON SHARE ENTITLEMENT RATIO FOR DEMERGER
OF

RDB REALTY & INFRASTRUCTURE LIMITED
(Demerged Company)

with

RDB REAL ESTATE CONSTRUCTIONS LIMITED
(Resulting Company)





www.omnifin.in

Omnifin Valuation Services (OPC) P Ltd

Diamond Arcade, #313

68 Jessore Road, Kolkata 700055

valuation@omnifinsolutions.com

CIN: U74999WB2021OPC242865

+91 88 2000 1234

The Board of Directors
RDB Realty & Infrastructure Limited
Bikaner Building 8/1,
Lal bazar Street 1st Floor Room no-10
Kolkata WB 700001 India

The Board of Directors
RDB Real Estate Constructions Limited
Bikaner Building, 8/1
Lal Bazar Street, 1st Floor, Room No. 11
Kolkata WB 700001 India

Dear Sir/Madam,

Ref: Report on Share Entitlement Ratio for the proposed Demerger of Realty Business Undertaking of RDB Realty & Infrastructure Limited (RRIL) into RDB Real Estate Constructions Limited (RRECL).

We have been engaged by the Board of Director of RDB Realty & Infrastructure Limited ("**Demerged Company**" or "**RRIL**") for the purpose of assessing the share entitlement ratio for demerger of "Realty Business Undertaking" of RDB Realty & Infrastructure Limited with RDB Real Estate Constructions Limited ("**Resulting Company**" or "**RRECL**"). As a part of restructuring process, a Scheme of Arrangement has been drawn which provides for demerger of the Demerged Company and transfer and vesting of the same in the Resulting Company of the scheme.

The demerger will happen on going concern basis of RDB Realty & Infrastructure Limited being demerged into the Resulting Company RDB Real Estate Constructions Limited under Section 230 to 232 and other relevant provisions of the Companies Act, 2013, against issue of shares of the Resulting Company to the shareholders of the Demerged Company.

We hereby confirm that we have arrived at the entitlement ratio for Demerged Company to be issued by Resulting company as of September 30, 2022. It should be noted that the valuation engagement is purely an analytical exercise based on the information and documents given to us. Our report is not some advice on the transaction and is not an opinion on the legality or otherwise of the transaction. The share entitlement ratio and the values arrived at in this report may not be the actual values or ratio in which the shares are allocated.

Based on our assessment, the Resulting Company shall issue and allot 1 Shares of INR 10 fully paid up for every 1 shares of INR 10 of Demerged company to the shareholders of the Demerged Company as on record date. The details of the assessment has been attached in subsequent pages.

Vikash Goel

Director, Omnifin Valuation Services (OPC) P Ltd

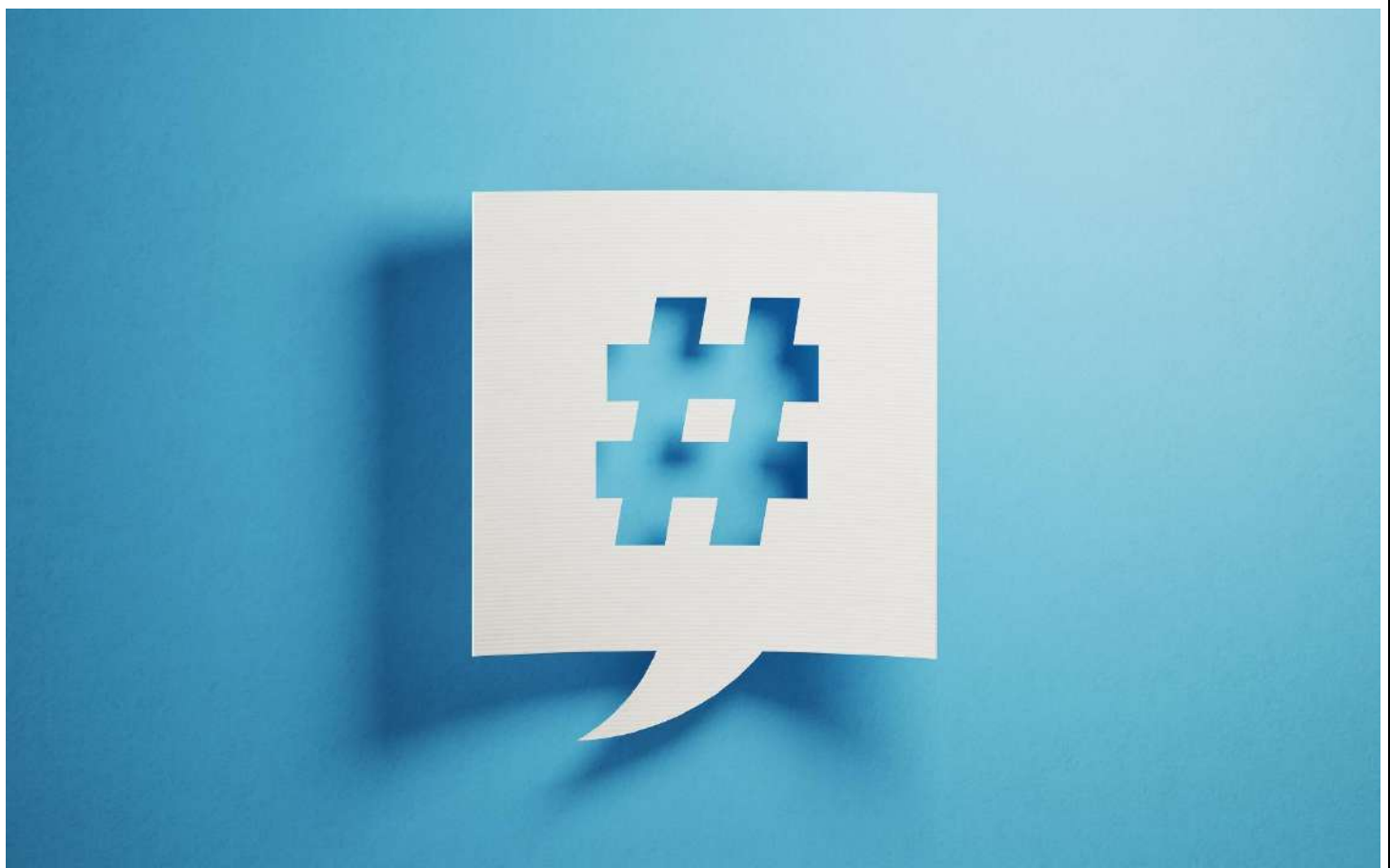
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(RVM No. RVOESMA/RVM/2020/0045)

Date: 17-Dec-2022 | Kolkata

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1.0 Purpose

The Demerged Company is engaged in Realty and Infrastructure business and owns the following two business undertakings:

- Realty Business Undertaking
- Infrastructure Business Undertaking

The Demerged Company would demerge its Realty Business Undertaking thereafter referred to as (the 'Demerged Undertaking') to the Resulting Company and it would continue to run and operate the Infrastructure Business Undertaking (hereinafter referred to as the 'Remaining Undertaking'). The underlying business rationale and objectives are as follows:-

1. The Demerged Undertaking and the Remaining Undertaking have their own set of strengths and dynamics in the form of nature of risks, competition, challenges, opportunities and business methods, leading to different growth potentials. Hence, segregation of the two undertakings would enable a focused management to explore the potential business opportunities effectively and efficiently.
2. The demerger would result in achieving efficiency in operational processes by designing and implementing independent strategies specifically designed for the two businesses and in optimizing profitability. This would in turn enhance the shareholders' wealth.
3. Targeting and attracting new investors with specific focus and expertise in the two businesses, thereby providing the necessary funding impetus to the long-term growth strategy of the two businesses.

Pursuant to the Scheme, the equity shares issued by the Resulting Company would be listed on BSE & CSE. Therefore, the existing shareholders of the Demerged Company would hold the shares of two listed entities after the Scheme becoming effective. Such shareholders would then be able to choose whether they want to remain invested in either or both the businesses/operations of the Demerged Company, giving them flexibility in managing their investment in the two businesses having differential dynamic.

The Board of Directors of the Demerged Company and the Resulting Company believe that the Scheme is in the best interests of the respective entities and their respective stakeholders including its minority shareholders for the reasons aforesaid.

2.0 Key dates

Appointment Date: We have been appointed by the board vide letter dated 14-Dec-2022.

Valuation Date: The valuation exercise has been performed based on the information available to us as of 30-Sep-2022. The value of the company should be considered to the value as on this date.

Report Date: Our valuation report has been submitted as of 17-Dec-2022.

3.0 About the valuer

Omnifin Valuation Services (OPC) Pvt Ltd (“Omnifin”) is a Registered Valuer Entity under Insolvency and Bankruptcy Board of India (IBBI) having Registration No. IBBI/RV-E/01/2022/160. Omnifin holds a Certificate of Practice with RVO ESMA to value Securities and Financial Assets.

Vikash Goel (the “Valuer”), is a Director at Omnifin and is a Registered Valuer with IBBI. The Valuer is registered with the Insolvency and Bankruptcy Board of India to undertake the Valuation of Securities and Financial Assets of the Companies and holds a Certificate of Practice to practice as a valuer. Vikash is a Chartered Accountant (Fellow member of ICAI), CFA (ICFAI) and holds MS Finance and MBA in HR. He is also an alumnus of St Xavier’s College, Kolkata, and hails from Indian Institute of Management Calcutta (IIM-C). Vikash has extensive experience of over 16 years spanning across Industry and Consulting and has worked with companies like PwC, EY, and ICA in India and Canada. Vikash has conducted valuation across a variety of spectrum including but not limited to Angel fund raising, Private equity exit, Private Placement, Valuation of shares under Income Tax, Investment advisory around valuation of shares, mutual funds, hedge funds and derivatives and has been exposed to global valuation and business modelling practices for companies.

4.0 Disclosure of valuer interest or conflict

We hereby confirm that the valuer is suitably qualified and authorized to practice as a valuer; does not have a pecuniary interest, financial or otherwise, that could conflict with the proper valuation of the company (including the parties with whom the company is dealing, including the lender, or selling agent, if any). The valuer accepts instructions only from the appointing authority or eligible instructing party with respect to the valuation engagement. We have no present or planned future interest in the company or its group companies, if any and the fee payable for this valuation is not contingent upon the value reported herein.

5.0 Appointing Authority

We have been appointed by The Audit Committee of RDB Realty & Infrastructure Limited to arrive at the share entitlement ratio for the demerger between RDB Realty & Infrastructure Limited and RDB Real Estate Constructions Limited.

The Board of Directors of RRIL have confirmed that they have the authorisation from the Resulting Company to appoint us for the valuation for the scheme and provide relevant information for the same. This appointment is based under rules prescribed by The Companies Act, 2013.

6.0 Background Information about the Company

6.1 RDB Realty & Infrastructure Limited (“Demerged Company” or “RRIL”)

CIN	L16003WB2006PLC110039	
Date of Incorporation	23/06/2006	
Registered Address	Bikaner Building 8/1, Lal bazar Street 1st Floor Room no-10 Kolkata WB 700001 India	
Listing status	Listed	
Directors & Key Signatories	Anil Kumar Apat	[PAN: ADAPA1526G]
	Ravi Prakash Pincha	[DIN: 00094695]
	Pradeep Kumar Pugalia	[DIN: 00501351]
	Sharad Kumar Bachhawat	[DIN: 05161130]
	Abhay Doshi	[DIN: 06428170]
	Rajeev Kumar	[DIN: 07003686]
	Neera Chakravarty	[DIN: 09096844]
	Ashok Kumar Jain	[DIN: 09560734]
	Ritesh Kumar Jha	[PAN: AOCPJ3618P]
Authorised Share Capital	INR 23,00,00,000	
Paid up Share Capital	INR 17,28,34,000	

[Source: www.mca.gov.in/]

RDB Realty & Infrastructure Limited (“Demerged Company”) is a public company limited by shares and listed on the BSE Limited [‘BSE’] and the Calcutta Stock Exchange Limited [‘CSE’]. The Demerged Company was incorporated under the Companies Act, 1956 on 23rd June, 2006 in the state of West Bengal. The Demerged Company owns the following two business undertakings:

- Realty Business Undertaking
- Infrastructure Business Undertaking

The Authorized, Subscribed and Paid-up Share Capital of the Demerged Company as on Sep 30th, 2022 was as under:

Particulars	Amount (in Rs.)
Authorised Share Capital	
2,30,00,000 Equity Shares of Rs. 10/- each	23,00,00,000/-
Total	23,00,00,000/-
Issued, Subscribed and Paid-Up Share Capital	
1,72,83,400 Equity Shares of Rs. 10/- each fully paid up	17,28,34,000/-
Total	17,28,34,000/-

6.2 RDB Real Estate Constructions Limited (“Resulting Company” or “RRECL”)

CIN	U70200WB2018PLC227169	
Date of Incorporation	27/07/2018	
Registered Address	Bikaner Building, 8/1, Lal Bazar Street, 1st Floor, Room No. 11 Kolkata WB 700001 India	
Listing status	Unlisted	
Directors & Key Signatories	Ravi Prakash Pincha	[DIN: 00094695]
	Pradeep Kumar Pugalia	[DIN: 00501351]
	Kusum Devi Dugar	[DIN: 00559322]
Authorised Share Capital	INR 3,25,00,000	
Paid up Share Capital	INR 1,01,00,000	

[Source: www.mca.gov.in/]

RDB Real Estate Constructions Limited (Resulting Company) was incorporated under the Companies Act, 2013 on 27th July, 2018 in the state of West Bengal as a public company, limited by shares. The Resulting Company was incorporated with the objective of Realty Business. **As of the date of this report, we have been informed that RDB Real Estate Constructions Limited is a wholly owned subsidiary of RDB Realty & Infrastructure Limited.**

The Authorized, Subscribed and Paid-Up Share Capital of the Resulting Company as on Sep 30th, 2022 was as under:

Particulars	Amount (in Rs.)
Authorised Share Capital	
32,50,000 Equity Shares of Rs. 10/- each	3,25,00,000/-
Total	3,25,00,000/-
Issued, Subscribed and Paid-Up Share Capital	
10,10,000 Equity Shares of Rs. 10/- each fully paid up	1,01,00,000/-
Total	1,01,00,000/-

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7.0 Inspections and Investigations

The Valuation of the Company is being done as on the Valuation Date considering the Audited financial statements as on 30th Sep 2022 and documents produced before us for the purpose ascertaining the share entitlement ratio.

We have relied on accuracy and completeness of all the information and explanations provided by the management. We have not carried out any independent verification or validation to establish its accuracy or sufficiency. We have received representations from the management and have accordingly assessed the fair value of the company. We believe that given the nature of the valuation and the underlying reports made available to us, it is plausible to carry out such valuation.

8.0 Sources of Information

While performing the valuation, we have relied on the following sources:

- Brief received from the management about the company's background.
- Audited financial statements for the period 30th September 2022 for RRIL and RRECL.
- Schedule of Assets and Liabilities of "Realty Business Undertaking" of RRIL as provided by the management.
- Shareholding pattern of RRIL as available in public domain and RRECL as provided by the management as of this report.
- Draft scheme of demerger as received from the management detailing the purpose and terms.
- Verbal information and discussions with the management.
- We have also accessed public documents as available from external sources such as mca.gov.in to better understand and assess the value of the business.

We have assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to us or used by us; we have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations, or liabilities of the Company. The valuation analysis and result are substantively based only on information contained in this report and are governed by concept of materiality.



9.0 Caveats, limitations, and disclaimers

- 9.1. **Restriction on use of Valuation Report:** This document has been prepared for the purposes stated herein and should not be relied upon for any other purpose. The management of the Companies engaged in the transaction are the only authorized users of this report and is restricted for the purpose indicated in the report. This restriction does not preclude the Appointing Authority from providing a copy of the report to its internal stakeholders on a need-to-know basis, auditors, regulators, and third-party advisors whose review would be consistent with the intended use. Our report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made. We do not take any responsibility for the unauthorized use of this report.
- 9.2. **Purpose:** Our report is meant for the purpose mentioned above and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared.
- 9.3. **No advice towards investment or on transaction:** Our Valuation report should not be construed as advice for the transaction. Specifically, we do not express any opinion on the suitability or otherwise of entering the proposed transaction as stated in the purpose of engagement. We express no opinion or recommendation, and the stakeholders are expected to exercise their own discretion. We would not be responsible for the decision taken by anybody based on this report.
- 9.4. **Responsibility of Registered Valuer:** We owe responsibility only to the appointing authority that has appointed us under the terms of the engagement. We will not be liable for any losses, claims, damages, or liabilities arising out of the actions taken, omissions or advice given by any other person. In no event shall we be liable for any loss, damages, cost, or expenses arising in any way from fraudulent acts, misrepresentations, or wilful default on part of the client or companies, their directors, employees, or agents. In any case, our liability to the management or any third party is limited to be not more than 50% of the amount of the fee received by us for this engagement.
- 9.5. **Accuracy of Information:** While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the clients existing business records. Accordingly, we express no audit opinion or any other form of assurance on this information. Accordingly, we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the appointing authority/management.
- 9.6. **Achievability of the forecast results:** We do not provide assurance on the achievability of the results forecast by the management as events and circumstances do not occur as expected; differences between actual and expected results may be material. We express no opinion as to how closely the actual results will correspond to those projected/forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of management.

- 9.7. **Post Valuation Date Events:** An analysis of such nature is necessarily based on the prevailing stock market, financial, economic, and other conditions in general and industry trends as in effect on, and the information made available to us as of, the date hereof. The user to which this valuation is addressed should read the basis upon which the valuation has been done and be aware of the potential for later variations in value due to factors that are unforeseen at the valuation date. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report. Due to possible changes in market forces and circumstances, this valuation report can only be regarded as relevant as at the Valuation Date.
- 9.8. **No Responsibility to the Actual Price of the subject asset:** The actual market price achieved may be higher or lower than our estimate of value/value range depending upon the circumstances of the transaction, the nature of the business (for example the purchaser's perception of potential synergies) and other factors. The knowledge, negotiating ability and motivation of the buyers and sellers and the applicability of a discount or premium for control will also affect actual market price achieved. Accordingly, our valuation conclusion will not necessarily be the price at which actual transaction will take place. The final transaction price is something on which the parties themselves must agree. We also emphasize that our opinion is not the only factor that should be considered by the parties in agreeing the transaction price or swap ratio.
- 9.9. **Reliance on the representations of the management and other third parties:** During the valuation, we were provided with both written and verbal information. We have however, evaluated the information provided to us by the Company through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. Our conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Company. The management/representatives warranted to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. We have relied upon the representations of the management and other third parties concerning the financial data, operational data except as specifically stated to the contrary in the report. We shall not be liable for any loss, damages, cost, or expenses arising from fraudulent acts, misrepresentations, or wilful default on part of the companies, their directors, employee, or agents.
- 9.10. **No procedure performed to corroborate information taken from reliable external Sources:** We have relied on data from external sources also to conclude the valuation. These sources are believed to be reliable and therefore, we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where we have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context.
- 9.11. **Compliance with relevant laws:** The report assumes that the companies comply fully with relevant laws and regulations applicable in their areas of operations and usage unless otherwise stated, and that the companies will be managed in a competent and responsible manner. This Report does not investigate the business/commercial reasons behind the transaction nor the likely benefits arising out of the same. In addition, we express no opinion or recommendation,

and the stakeholders are expected to exercise their own discretion. Further, unless specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/reflected in the balance sheet and other information provided to us.

- 9.12. **Multiple factors affecting the Valuation Report:** The valuation report is tempered by the exercise of judicious discretion by us, considering the relevant factors. There will always be several factors, e.g., management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the Balance Sheet but could strongly influence the value.
- 9.13. **Questions, Appearances or Testimony in courts/ tribunals/ authorities:** Our engagement is limited to preparing the report to be submitted to the management. We shall not be liable to provide any evidence for any matters stated in the report nor shall we be liable or responsible to provide any explanation or written statement for any assumption, information, methodology or any other matter pertaining to the report. However, in case we are required to appear before any regulatory authority as per law, the party seeking our evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and our tendering evidence before such authority shall be under the applicable laws.
- 9.14. **Fees and Independence:** We are independent of the client/company and have no current or expected interest in the Company or its assets. The fee paid/to be paid for our services in no way influenced the results of our analysis.



10.0 Valuation – procedures and factors

The valuation exercise is aimed at the assessment of the Fair Value of the company. We are required to arrive at the above valuations based on internationally accepted valuation practices.

As per **RICS appraisal Manual**, as well as Ind AS 113 and IFRS 13, the **Fair Value (FV)** is defined as *'The price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date.'*

10.1 Valuation Bases and Premise

There are various bases of value such as.

Fair Value: Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date.

Participant Specific Value: Participant specific value is the estimated value of an asset or liability considering specific advantages or disadvantages of either of the owner or identified acquirer or identified participants.

Liquidation Value: Liquidation value is the amount that will be realised on sale of an asset or a group of assets when an actual/hypothetical termination of the business is contemplated/assumed. It may be orderly liquidation or forced sale.

Considering the purpose of valuation, we have carried out the valuation as on the premise of Going concern i.e., the company is expected to operate in the long run for an indefinite period.

10.2 Valuation approach and methodology

Valuation is not an exact science and is dependent on various factors such as specific nature of business, economic life cycle in which the industry and company is operating, past financial performance of the business, future growth potential of the business, business model, management of the company, relevance of technology in the business model, liquidity of equity and much more. The results of the valuation exercise may vary significantly depending on the basis used, the specific circumstances and the judgement of the valuer. In respect of going concerns, certain valuation techniques have evolved over time and are commonly in vogue.

As per International Valuation Standards (IVS) issued by International Valuation Standards Council the principal approaches to valuation are:

- a) Market Approach
- b) Cost Approach
- c) Income Approach

Market Approach

The market approach provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available. The market approach should be applied and afforded significant weight under the following circumstances:

- the subject asset has recently been sold in a transaction appropriate for consideration under the basis of value,
- the subject asset or substantially similar assets are actively publicly traded, and/or
- there are frequent and/or recent observable transactions in substantially similar assets.

Cost Approach

The cost approach provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors are involved. The approach provides an indication of value by calculating the current replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

The cost approach should be applied and afforded significant weight under the following circumstances:

- participants would be able to recreate an asset with substantially the same utility as the subject asset, without regulatory or legal restrictions, and the asset could be recreated quickly enough that a participant would not be willing to pay a significant premium for the ability to use the subject asset immediately,
- the asset is not directly income-generating and the unique nature of the asset makes using an income approach or market approach unfeasible, and/or
- the basis of value being used is fundamentally based on replacement cost, such as replacement value.

Broadly, there are three cost approach methods:

- replacement cost method: a method that indicates value by calculating the cost of a similar asset offering equivalent utility,
- reproduction cost method: a method under the cost that indicates value by calculating the cost to recreating a replica of an asset, and
- summation method: a method that calculates the value of an asset by the addition of the separate values of its component parts.

Income Approach

The income approach provides an indication of value by converting future cash flow to a single current value. Under the income approach, the value of an asset is determined by reference to the value of income, cash flow or cost savings generated by the asset. A fundamental basis for the income approach is that investors expect to receive a return on their investments and that such a return should reflect the perceived level of risk in the investment.

The income approach should be applied and afforded significant weight under the following circumstances:

- a) the income-producing ability of the asset is the critical element affecting value from a participant perspective, and/or
- b) reasonable projections of the amount and timing of future income are available for the subject asset, but there are few, if any, relevant market comparables.

The International Valuation Standards require valuation to be in compliance with legislative, regulatory and other authoritative requirements appropriate to the purpose and jurisdiction of the valuation.

11.0 Assessment of Fair Share Entitlement Ratio

From discussion with the management and on perusal of draft scheme of arrangement, we understand that:

- The management of the listed Demerged Company is contemplating to demerge Realty Business Undertaking Division and is proposed to be demerged from RRIL and transferred into RDB Real Estate Constructions Limited.
- Demerged Company has identified all the assets and liabilities which are to be taken over by and transferred to Resulting Company pursuant to Demerger.
- The equity shares of the Resulting Company shall be issued in such a manner that the percentage of shareholding of the equity shareholders of the Demerged Company in the Resulting Company, after giving effect to cancellation of equity shares of the Resulting Company held by the Demerged Company and its nominees, is exactly same or mirror as their inter-se shareholding in the Demerged Company.
- Upon coming into effect of the Scheme and in consideration of the transfer and vesting of Demerged Undertaking into Resulting Company, Resulting Company shall issue equity shares to the equity shareholders of Demerged Company i.e., based on the Share Entitlement Ratio proposed by the Management.

It has also been represented by the management that the Pre and Post Demerger shareholding pattern of the Demerged Company will remain same as given below:

Particulars	Pre-Demerger (% holding)	Post-Demerger (% holding)
Promoters	70.42%	70.42%
Public	29.58%	29.58%
Total	100%	100%

Specific Consideration:

As per BSE Circular No. LIST/COMP/02/2017-18 dated 29 May 2017 and NSE Circular No. NSE/CML/2017/12 dated 1 June 2017 (collectively referred as "Stock Exchange Circulars") valuation report for a Scheme of Arrangement is required to provide certain requisite information in a specified format. In terms of the SEBI Master Circular bearing reference number SEBIIHO/CFD/DILI/CIRIP/2021/0000000665 dated 23 November 2021, pursuant to the Scheme, if there is 'no change in the shareholding pattern' of the Demerged Company and the Resulting Company, thus, the requirement for seeking a valuation report is not triggered.

As per information and documents provided to us, RRECL is a Wholly Owned Subsidiary of RRIL as of the date of this report. Issuance of shares of RRECL to the shareholders of RRIL, after giving effect to cancellation of equity shares of the Resulting Company held by the Demerged Company and its nominees would not result in the change in shareholding pattern of RRIL or RRECL. Accordingly, no relative valuation of these companies is required to be undertaken. Hence, we have not carried out the valuation of these entities under the generally accepted valuation approaches. However, we have given below the disclosures as required under "Stock Exchange Circulars":

Valuation Approach	RRIL	Weight	RRECL	Weight
Cost Approach	N/A	0%	N/A	0%
Income Approach	N/A	0%	N/A	0%
Market Approach	N/A	0%	N/A	0%
Weighted Average Price / Share	N/A	0%	N/A	0%
Share Exchange Ratio (Rounded off)	N/A			

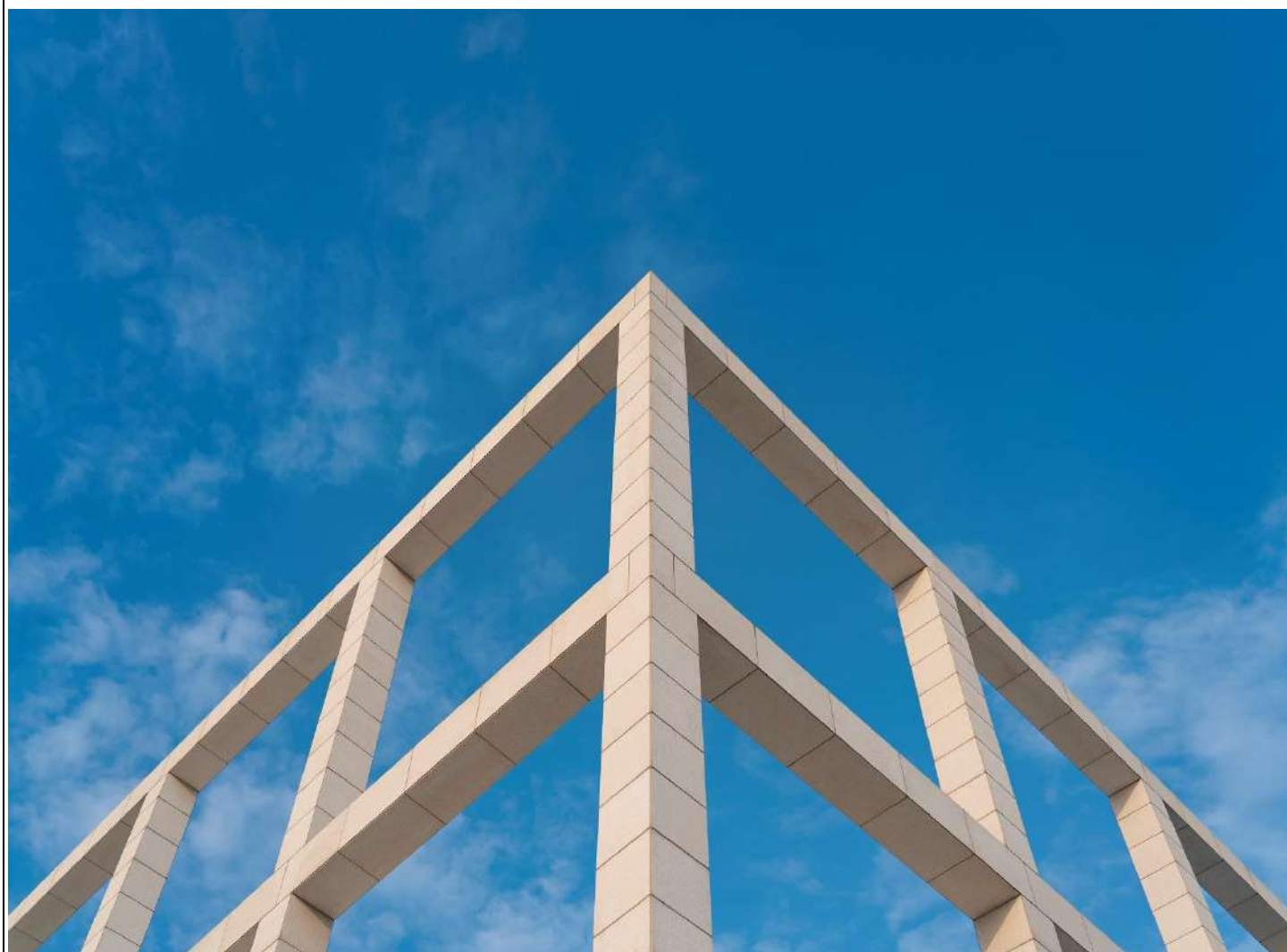
N/A – Not applicable

Based on the foregoing and on consideration of all the relevant factors and circumstances and considering that there will not be any change in the economic interest of the shareholders any Share Entitlement Ratio can be considered for the Proposed Demerger.

Further, every shareholder in the Resulting Company holds Equity Shares in the same proportion as held in the Demerged Company before the Demerger. Accordingly, the following proposed Share Entitlement Ratio for the proposed Demerger, as proposed by the management appears to be fair and equitable for the shareholders:

“1 (One) Equity Share of Rs.10/- each in The Resulting Company credited as fully paid up for every 1 (One) Equity Shares of Rs.10/- each fully paid up held by them in The Demerged Company”

Annexure follows



Annexure: Schedule of Assets and Liabilities being demerged

Particulars	Amount	Amount (INR)
Assets		
Non-current assets		
(a) Property, Plant and Equipment	37,20,296	
(b) Other Intangible Assets	1,74,133	
(c) Financial Assets		
(i) Investments	18,90,94,410	
(ii) Other financial assets	58,65,066	
(d) Deferred tax assets (Net)	15,47,233	
Total Non - Current Assets		20,04,01,138
Current assets		
(a) Inventories	77,52,42,530	
(b) Financial Assets		
(i) Trade receivables	17,74,283	
(ii) Cash and cash equivalents	2,89,25,422	
(iii) Other financial assets	1,52,58,08,483	
(c) Current Tax Assets	7,36,508	
(d) Other current assets	69,46,583	
Total Current Assets		2,33,94,33,809
Total Assets		2,53,98,34,947
LIABILITIES		
Non-current liabilities		
(a) Financial Liabilities		
(i) Borrowings	56,80,11,937	
(ii) Other financial liabilities	1,09,08,129	
(b) Provisions	9,07,256	
Total non-current liabilities		57,98,27,322
Current liabilities		
(a) Financial Liabilities		
(i) Borrowings	73,91,50,180	
(ii) Trade and other payables	1,22,85,436	
(iii) Other financial liabilities	21,55,26,938	
(b) Other current liabilities	20,51,40,961	
(c) Provisions	56,498	
Total Current Liabilities		1,17,21,60,013
Total liabilities		1,75,19,87,335
Net Assets		78,78,47,612

--- End of Report ---