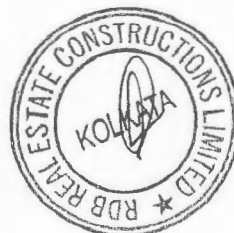


Brief particulars of the transferee/resulting and transferor/demerged companies:

<u>Particulars</u>	<u>Transferee/ Resulting Company</u>	<u>Transferor/ Demerged Company</u>
Name of the company	RDB Real Estate Constructions Limited (“RRECL”)	RDB Realty & Infrastructure Limited (“RRIL”)
Date of Incorporation & details of name changes, if any	27 th July, 2018 RDB Real Estate Constructions Limited was previously known as Baron Real Estate Limited and the name was changed with effect from 30 th January, 2019	23 rd June, 2006 RDB Realty & Infrastructure Limited was previously known as RDB Tobacco Limited and the name was changed with effect from 03 rd January, 2007
Registered Office	Bikaner Building, 8/1 Lal Bazar Street, 1 st Floor, Room No-11, Kolkata- 700001	Bikaner Building, 8/1 Lal Bazar Street, 1 st Floor, Room No-10, Kolkata- 700001
Brief particulars of the scheme	The transaction involved in the scheme is in the nature of a Spin-Off transaction where the Realty Division of RRIL will be demerged and will be merged with RRECL at fair value on a going concern basis. The transaction will be concluded by way of offer of shares of RRECL to the shareholders of RRIL in the ratio of their present equity holdings. The management plans to list RRECL on the stock exchange after the transaction subject to regulatory clearances.	
Rationale for the scheme	This Scheme of Arrangement envisages demerger of the Realty division of RRIL in favour of another group company under the same management namely RRECL which is also a real estate development company. RRIL intends to restructure its two businesses to achieve optimum growth and development of both the business separately and to have separate concentrated focus on both the Realty and Infrastructure activities.	
Date of resolution passed by the Board of Directors of the company approving the scheme	16 th September, 2019	16 th September, 2019
Date of meeting of the Audit Committee in which the draft scheme has been approved	N.A	16 th September, 2019
Appointed Date	01 st April, 2019	01 st April, 2019



Name of Exchanges where securities of the company are listed	N.A	BSE Limited and the Calcutta Stock Exchange Limited	
Nature of Business	Construction and Real Estate	Real Estate and Infrastructure	
Capital before the scheme (No. of equity shares as well as capital in rupees)	Rs. 1,00,000 (10,000 equity shares of Rs. 10/- each fully paid up)	Rs. 172,834,000 (1,72,83,400 equity shares of Rs. 10/- each fully paid up)	
No. of shares to be issued	2,081,768 shares to be issued by RRECL		
Cancellation of shares on account of cross holding, if any	N.A	N.A	
Capital after the scheme (No. of equity shares as well as capital in rupees)	Rs. 20,917,680 (2,091,768 equity shares of Rs. 10/- each)	Rs. 172,834,000 (1,72,83,400 equity shares of Rs. 10/- each)	
Net Worth Pre Post	(Rs. In crores) 0.008 72.85	(Rs. In crores) 96.30 25.54	
Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Regn no.	Mr. Vikash Goel Regn No- IBBI/RV/01/2018/10339		
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Cost Approach Method Value per share = Rs. 10	Cost Approach Method	
Fair value per shares	Rs. 10	N.A.	
Exchange ratio	Shareholders of RRIL shall be entitled to 3 (Three) equity shares of INR 10/- each of RRECL credited as fully paid up for every 25 (Twenty Five) Equity Shares of INR 10/- each credited as fully paid up and held by them in RRIL.		
Name of Merchant Banker giving fairness opinion	Finshore Management Services Limited		
Shareholding pattern of RRECL: Company	Pre	Post	
	No. of Shares	% of holding	No. of Shares
			% of holding



Promoter	10,000	100.00	1,544,936	73.86
Public	-	-	546,832	26.14
Custodian	-	-	-	-
TOTAL	10,000	100.00	2,091,768	100.00
Shareholding pattern of RRIL: Transferor Company	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	12,791,157	74.01	12,791,157	74.01
Public	4,492,243	25.99	4,492,243	25.99
Custodian	-	-	-	-
TOTAL	17,283,400	100.00	17,283,400	100.00
No of shareholders	7		4183	
Names of the Promoters (with PAN nos.)	<ol style="list-style-type: none"> 1. Sunder Lal Dugar (PAN-ADRPD6905F) 2. Kusum Devi Dugar (PAN-ADRPD2388N) 3. Vinod Dugar (PAN-ADQPD7934H) 4. Sheetal Dugar (PAN-ADEPD5870E) 5. Rekha Jhabak (PAN-ACUPD7046H) 6. Yashaswi Dugar (PAN-AMQPD7645G) 7. YMS Finance Private Limited (PAN-AABCP4870D) 		<ol style="list-style-type: none"> 1. Sunder Lal Dugar (PAN-ADRPD6905F) 2. Kusum Devi Dugar (PAN-ADRPD2388N) 3. Vinod Dugar (PAN-ADQPD7934H) 4. Sheetal Dugar (PAN-ADEPD5870E) 5. Rekha Jhabak (PAN-ACUPD7046H) 6. Yashaswi Dugar (PAN-AMQPD7645G) 7. Sunder Lal Dugar (As a Karta of Moti Lal Dugar HUF) (PAN- AAGHM1512B) 8. Vinod Dugar (As a Trustee of Rekha Benefit Trust) (PAN-AAATR5060M) 9. Ankur Constructions Private Limited (PAN-AACCA0965D) 10. Loka Properties Private Limited (PAN-AAACL9339G) 11. Khatod Investments & Finance Co Ltd (PAN-AAACK5413G) 12. NTC Industries Limited (PAN-AABCR4307D) 13. YMS Finance Private Limited (PAN- AABCP4870D) 14. BFM Industries Limited (PAN- AABCT0262F) 	



Names of the Board of Directors (with DIN and PAN nos.)	1. Pradeep Kumar Pugalia (DIN: 00501351, PAN-AIUPP4838M) 2. Ravi Prakash Pincha (DIN: 00094695, PAN-AFLPP8303D) 3. Kusum Devi Dugar (DIN: 00559322, PAN-ADRPD2388N)	1. Pradeep Kumar Pugalia (DIN: 00501351, PAN-AIUPP4838M) 2. Ravi Prakash Pincha (DIN: 00094695, PAN-AFLPP8303D) 3. Kusum Devi Dugar (DIN: 00559322, PAN-ADRPD2388N) 4. Aditya Ravinder Kumar Mehra (DIN: 00984678, PAN-AALPM5935H) 5. Sharad Kumar Bachhawat (DIN: 05161130, PAN-ADBPB2902N)
Please specify relation among the companies involved in the scheme, if any	The transferor and transferee Company belongs to the same promoter group.	
Details regarding change in management control in listed or resulting company seeking listing if any	N.A	

For M/S RDB REALTY & INFRASTRUCTURE LIMITED

RDB REALTY & INFRASTRUCTURE LTD.

Pradeep Pugalia

Director

PRADEEP KUMAR PUGALIA

(Whole-time Director)

DIN: 00501351

For M/S RDB REAL ESTATE CONSTRUCTIONS LIMITED

RDB REAL ESTATE CONSTRUCTIONS LIMITED

Pradeep Pugalia

DIRECTOR

PRADEEP KUMAR PUGALIA

(Director)

DIN: 00501351