

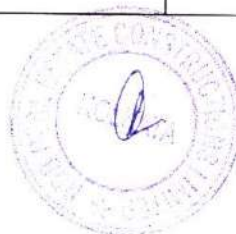
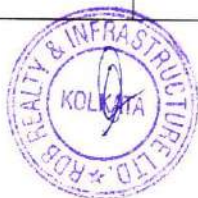
ANNEXURE VIII

Brief particulars of the Resulting and Demerged company:

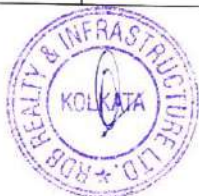
<u>Particulars</u>	<u>Resulting Company</u>	<u>Demerged Company</u>
Name of the company	RDB Real Estate Constructions Limited ("RRECL")	RDB Realty & Infrastructure Limited ("RRIL")
Date of Incorporation & details of name changes, if any	27 th July, 2018 RDB Real Estate Constructions Limited was previously 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 shall to list RRECL on the stock exchange after the transaction subject to regulatory clearances.	
Rationale for the scheme	<p>The Demerged Company is engaged in Realty and Infrastructure business and owns the following two business undertakings:</p> <ul style="list-style-type: none">• Realty Business Undertaking• Infrastructure Business Undertaking <p>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:-</p> <ol style="list-style-type: none">1. The Demerged Undertaking and the Remaining Undertaking have their own set of strengths and dynamics in the form of	



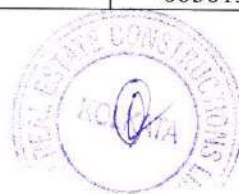
	<p>nature of risks, competition, challenges, opportunities and business methods, leading to different growth potentials. Hence, segregation of the two undertakings would enable a focused management to explore the potential business opportunities effectively and efficiently.</p> <p>2. The demerger would 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.</p> <p>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.</p> <p>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.</p> <p>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.</p>	
Date of resolution passed by the Board of Directors of the company approving the scheme	17 th December, 2022	17 th December, 2022
Date of meeting of the Audit Committee in which the draft scheme has been approved	N.A	17 th December, 2022
Appointed Date	01 st October, 2022	01 st October, 2022



Name of Exchanges where securities of the company are listed	N.A	BSE Limited and the Calcutta Stock Exchange Limited		
Nature of Business	Real Estate Activities.	Real Estate and Infrastructure		
Capital before the scheme (No. of equity shares as well as capital in rupees)	Rs. 1,01,00,000 (10,10,000 equity shares of Rs. 10/- each fully paid up)	Rs. 17,28,34,000 (1,72,83,400 equity shares of Rs. 10/- each fully paid up)		
No. of shares to be issued	1,72,83,400 shares to be issued by RRECL.			
Cancellation of shares on account of cross holding, if any	10,10,000 shares	N.A		
Capital after the scheme (No. of equity shares as well as capital in rupees)	Rs. 17,28,34,000/- (1,72,83,400 equity shares of Rs. 10/- each)	Rs. 17,28,34,000/- (1,72,83,400 equity shares of Rs. 10/- each)		
Net Worth Pre Post	Pre – Rs 1,16,67,265/- Post – Rs 78,64,53,644/-	Pre – Rs 1,03,55,16,929 /- Post – Rs 24,92,16,550/-		
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.	NA	NA		
Fair value per shares	NA	NA		
Exchange ratio	1 (One) Equity Share of Rs 10/- each in the Resulting Company credited as fully paid up for every 1 (One) Equity Share of Rs 10/- each fully paid up held by them in the Demerged Company.			
Name of Merchant Banker giving fairness opinion	Finshore Management Services Limited			
Shareholding pattern of RRECL: Resulting Company	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	10,10,000	100.00	1,21,70,457	70.42
Public			5,11,2,943	29.58



Custodian	-	-	-	-
TOTAL	10,10,000	100.00	1,72,83,400	100.00
Shareholding pattern of RRIL: Demerged Company	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	1,21,70,457	70.42	1,21,70,457	70.42
Public	5,11,2,943	29.58	5,11,2,943	29.58
Custodian	-	-	-	-
TOTAL	1,72,83,400	100.00	1,72,83,400	100.00
No of shareholders	4014 (as on 30.09.2022)		4014 (as on 30.09.2022)	
Names of the Promoters (with PAN nos.)	<ol style="list-style-type: none"> Pradeep Kumar Pugalia (PAN-AIUPP4838M) Kusum Devi Dugar (PAN-ADRPD2388N) Vinod Dugar (PAN-ADQPD7934H) Sheetal Dugar (PAN-ADEPD5870E) Ravi Prakash Pincha (PAN-AFLPP8303D) YashaswiDugar (PAN-AMQPD7645G) RDB Realty & Infrastructure Limited (PAN-AADCR8845C) 		<ol style="list-style-type: none"> Sunder Lal Dugar (PAN-ADRPD6905F) Kusum Devi Dugar (PAN-ADRPD2388N) Vinod Dugar (PAN-ADQPD7934H) Sheetal Dugar (PAN-ADEPD5870E) Rekha Jhabak (PAN-ACUPD7046H) YashaswiDugar (PAN-AMQPD7645G) Sunder Lal Dugar (As a Karta of Moti Lal Dugar HUF) (PAN- AAGHM1512B) Vinod Dugar (As a Trustee of Rekha Benefit Trust) (PAN-AAATR5060M) Ankur Constructions Private Limited (PAN-AACCA0965D) Loka Properties Private Limited (PAN-AAACL9339G) Khatod Investments & Finance Co Ltd (PAN-AAACK5413G) NTC Industries Limited (PAN-AABCR4307D) YMS Finance Private Limited (PAN- AABCP4870D) BFM Industries Limited (PAN- AABCT0262F) 	
Names of the Board of Directors (with DIN and PAN nos.)	<ol style="list-style-type: none"> Pradeep Kumar Pugalia (DIN: 00501351, PAN-AIUPP4838M) Ravi Prakash Pincha (DIN: 00094695, PAN- 		<ol style="list-style-type: none"> Rajeev Kumar (DIN: 07003686, PAN-ACEPK6823H) Pradeep Kumar Pugalia (DIN: 00501351, PAN- 	



	AFLPP8303D) 3. Kusum Devi Dugar (DIN: 00559322, PAN- ADRPD2388N)	AIUPP4838M) 3. Neera Chakravarty (DIN: 09096844, PAN- ACQPC3245F) 4. Ravi Prakash Pincha (DIN: 00094695, PAN-AFLPP8303D) 5. Sharad Kumar Bachhawat (DIN: 05161130, PAN- ADBPB2902N) 6. Ashok Kumar Jain (DIN :09560734, PAN- ABXPJ9444M) 7. Abhay Doshi (DIN :06428170, PAN- AFLPD4854R)
Please specify relation among the companies involved in the scheme, if any	The resulting and demerged 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 Dugar

Director

PRADEEP KUMAR PUGALIA

(Whole-time Director)

DIN: 00501351

For M/S RDB REAL ESTATE CONSTRUCTIONS LIMITED

RDB REAL ESTATE CONSTRUCTIONS LIMITED

Pradeep Dugar

DIRECTOR

PRADEEP KUMAR PUGALIA

(Director)

DIN: 00501351