



RDB REALTY & INFRASTRUCTURE LIMITED

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 • CIN No : L16003WB2006PLC110039
PHONE : +91 33 4450 0500 • FAX : +91 33 2242 0588 • E-MAIL : secretarial@rdbindia.com • Web : www.rdbindia.com

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

Re :SUBMISSION OF DOCUMENTS FOR SEEKING IN PRINCIPAL APPROVAL TO THE PROPOSED SCHEME OF ARRANGEMENT .

Dear Sirs,

We are to inform you that on the basis of recommendations made by the Audit Committee of the Board and the report forwarded by the Independent Directors of the Board, a Scheme of Arrangement has been approved by the Board of Directors of the Company for demerger of its 'Realty Business Undertaking' by transfer and vesting of the same to its wholly owned subsidiary. In compliance with the LODR and Regulation 37 of the LODR Regulations we are submitting herewith the following documents for seeking you prior approval to the proposed Scheme of Arrangement:

SL.NO	PARTICULARS
1	Certified copy of the resolution passed by the Board of Directors of the Applicant Companies approving the Scheme
2	Certified Copy of the Draft Scheme of Arrangement proposed to be filed before the NCLT
3	Valuation report of Vikash Goel ,IBBI Registered Valuer
4	Report from the Audit Committee recommending the draft scheme
5	Fairness opinion by Independent SEBI Registered Merchant Banker as per Para (A)(2)(d) of Part I of SEBI Master Circular
6	Shareholding pattern of all the Companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the LODR Regulations,
7	Shareholding pattern of all the Companies pre and post Amalgamation / Arrangement in Word Format as given in Annexure II
8	Pre and Post Amalgamation/ Arrangement number of Shareholders in all the companies in the format as provided in Annexure III





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9	Audited financials of the Resulting Company and Demerged company for the last 3 financial years and for the half year ended 30-09-2022 for the Demerged Company .
10	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc
11	Detailed Compliance Report as per the format specified in Annexure III of SEBI Master Circular duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards as per Para (A)(2)(h) of Part I of SEBI Master Circular (format attached as Annexure VI).
12	Report from the Committee of Independent Directors recommending the draft scheme taking into consideration, inter alia, that the scheme is not detrimental to the shareholders of the listed entity, as per Para (A)(2)(i) of Part I of SEBI Master Circular
13	Complaint report as per Annexure II of SEBI Master Circular
14	If as per the company, approval from the Public shareholders through e-voting, as required under Para(A)(10)(a) of Part I of SEBI Master Circular, is not applicable then as required under Part I (A) (10)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Para 10(a). Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.
15	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.
16	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure VIII .
17	Brief details of the Board of Directors and Promoters of transferee/resulting and transferor/demerged companies as per format enclosed at Annexure IX
18	Net-worth certificate from Auditor / PCA/ PCS (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.
19	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure X .
20	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure XI .
21	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc.





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	companies for the last financial year.
22	Proof of payment of processing fee is attached
23	Additional documents as per Annexure XIII
24	'Report on the Unpaid Dues' as per Annexure – 15
25	Undertaking by the Demerged Company for initiation of process for NOC from financial institutions
26	Name & Designation of the Contact Person

Kindly pursue our documents and issue us your in principal approval so that we can make application before the Hon'ble National Company Law Tribunal.

**CERTIFIED TO BE TRUE COPY
FOR RDB REALTY & INFRASTRUCTRE LIMITED**

RDB REALTY & INFRASTRUCTURE LTD.

Director

**PRADEEP KUMAR PUGALIA
WHOLE TIME DIRECTOR
DIN: 00501351**