



# 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: 16<sup>th</sup> October, 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

**Sub: Outcome of Board Meeting and Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

In compliance with **Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations")**, read with Circular No. CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September, 2015 issued by the Securities and Exchange Board of India ("**SEBI**"), we hereby inform you that the Board of Directors of RDB Realty & Infrastructure Limited ("**Board**") at its Meeting held today, i.e. on **16<sup>th</sup> day of October, 2020** has, on the recommendation of the Audit Committee, approved the Scheme of Arrangement for Demerger between RDB Realty & Infrastructure Limited ("**RRIL**") and RDB Real Estate Constructions Limited ("**RRECL**") and their respective shareholders for demerger of Realty division of RRIL, under Sections 230 to 232 of the Companies Act, 2013, subject to receipt of approvals from shareholders and creditors of the Company as may be directed by the National Company Law Tribunal ("**NCLT**") bench at Kolkata, BSE Limited, The Calcutta Stock Exchange Limited, the SEBI and approval of other regulatory or statutory authorities as may be required.

The Company has also been informed that the Board of Directors of RRECL, at its Meeting held earlier in the day, has approved the Draft Scheme.

The Scheme provides for a demerger by way of a Spin-Off transaction where the Realty Division will be separated from RRIL and will be merged with RRECL at book 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 equity holdings as on the Record Date.



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Further, the information pertaining to the Scheme as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, as amended from time to time, is enclosed herewith as **Annexure-I**.

The Meeting concluded at 2.15 P.M.

This is for your information and record.

Thanking You.

Yours faithfully,  
For **RDB Realty & Infrastructure Limited**

  
**Ritesh Kumar Jha**  
Company Secretary & Compliance Officer





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## Annexure-I

### Disclosure under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015

#### Ref: Scheme of Arrangement for Demerger between RDB Realty & Infrastructure Limited ("RRIL") and RDB Real Estate Constructions Limited ("RRECL")

**1) Brief details of the division to be demerged:**

The realty division of RRIL is engaged in real estate development business and is engaged in real estate development projects for domestic markets. This division works generally for the non-government sector.

**2) Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year:**

Turnover of Realty Division of RRIL in financial year 2019-20 – Rs. 25,64,91,194  
% of turnover of Realty Division of RRIL to the total turnover of RRIL – **65.54%**

**3) Rationale for Demerger:**

This Scheme of Arrangement envisages demerger of the Realty division of RRIL for its merger with 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.

**4) Brief details of change in shareholding pattern (if any) of all entities:**

There will be no change in the shareholding pattern of RRIL pursuant to the Scheme.

Upon the Scheme becoming effective and in consideration of the demerger, RRECL shall issue and allot 27 (Twenty-Seven) Equity Shares of Rs.10/- each, credited as fully paid up ("**New RRECL Equity Shares**") for every 50 (Fifty) Equity Shares of Rs.10/- each, credited as fully paid up to each member of RRIL, whose name is recorded in the register of members as a shareholder of the Company as on the Record Date.

The shareholding pattern of RRIL post demerger shall be as follows:

Particulars	Pre-demerger		Post-demerger	
	No. of shares	%	No. of shares	%
Promoters	12791157	74.01	12791157	74.01
Public	4492243	25.99	4492243	25.99
Others	-	-	-	-
<b>Total</b>	<b>17283400</b>	<b>100</b>	<b>17283400</b>	<b>100</b>



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The shareholding pattern of RRECL pre and post demerger shall be as follows:

Particulars	Pre-demerger		Post-demerger	
	No. of shares	%	No. of shares	%
Promoters	760000	100	7667225	74.13
Public	250000	-	2675811	25.87
Others	-	-	-	-
<b>Total</b>	<b>1010000</b>	<b>100</b>	<b>10343036</b>	<b>100</b>

## 5) Cash Consideration – amount or otherwise share exchange ratio:

Upon the Scheme becoming operative, RRECL shall, in consideration of the transfer and vesting of Realty Division, without further application, issue and allot 27 (Twenty-Seven) Equity Share of Rs.10/- each, credited as fully paid up (“New RRECL Equity Shares”) for every 50 (Fifty) Equity Shares of Rs.10/- each, credited as fully paid up held by them in RRIL as on the Record Date. The New RRECL Equity Shares to be issued by RRECL shall, in all respects, rank pari passu with the existing shares of RRECL and shall rank for dividends from the date of their allotment.

RRECL shall be entitled to discharge the consideration in respect of entitlements of the Equity Shareholders of RRIL either by way of issue of Equity shares in RRECL as per the Ratio provided above or by way of payment in cash to the extent of the fractional entitlements of the Equity Shares.

## 6) Whether listing would be sought for the resulting entity:

The management plans to list RRECL on the stock exchange after the demerger, subject to regulatory clearances as per the relevant applicable laws.

Yours faithfully,  
For RDB Realty & Infrastructure Limited

  
Ritesh Kumar Jha  
Company Secretary & Compliance Officer

