

Date: 01.07.2022

The General Manager, Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	The Vice-President, Listing Department National Stock Exchange of India Limited "Exchange Plaza", Bandra Kurla Complex, Bandra (E), Mumbai – 400 051
Scrip Code : 533160	Scrip Symbol : DBREALTY
Fax No.: 022 – 2272 3121/ 2039	Fax No.: 022 – 26598237/38

Dear Sir/ Madam,

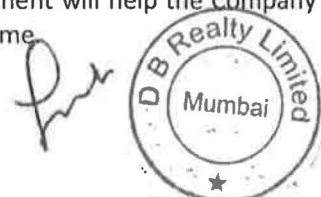
Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Composite Scheme of Amalgamation and Arrangement amongst Platinumcorp Affordable Builders Private Limited ("Transferor Company") and Royal Netra Constructions Private Limited ("Transferee Company"), a subsidiary of the Company and their respective shareholders

Royal Netra Constructions Private Limited is a subsidiary (50.40%) of the Company. We would like to inform you that a Composite Scheme of Amalgamation and Arrangement ("Scheme") entered into amongst Platinumcorp Affordable Builders Private Limited ("Transferor Company") and Royal Netra Constructions Private Limited ("Transferee Company/ Royal Netra") and their respective shareholders under Sections 230 to 232, Section 66 and other applicable provisions of the Companies Act, 2013 has been filed with National Company Law Tribunal on 30th June, 2022.

The salient features of the proposed Scheme are as under:

1. The Appointed date of the Scheme would be 1st April, 2022 or such other date as may be directed or approved by the NCLT or any other appropriate authority.
2. Pursuant to the Scheme, the Transferee Company shall issue consideration in the form of Equity shares to the shareholders of the Transferor Company as on the Effective Date (as defined in the Scheme) in the following manner:

"1(One) fully paid up Equity Share of the face value of INR 100/- each of the Transferee Company to the equity shareholders of Transferor Company for every 10 (Ten) equity share of face value INR10/- each held by the equity shareholders in Transferor Company."
3. Post the Scheme becoming effective, the entire shareholding of the Company alongwith other shareholders will be transferred to the shareholders of Transferor Company and thus full economic interest in Transferee company will be vested with the shareholders of Transferor company.
4. The Transferee Company will issue Unlisted Secured Redeemable Non-convertible Debentures ("Debentures") to the Company in lieu of its existing lending, which will be secured by certain carpet area in the project. The said arrangement will help the Company to profitably exit its investment in Royal Netra over a period of time.



D B REALTY LIMITED

Regd. Office : DB Central, Maulana Azad Road, Rangwala Compound, Jacob Circle, Mumbai- 400 011 Tel.: 91-22-2305 5555
Website: www.dbrealty.co.in • Email: info@dbg.co.in
CIN: L70200MH2007PLC166818



We enclose herewith the details as required under Regulation 30 of the SEBI (Listing obligations and Disclosure Requirements), 2015 read with SEBI Circular No. CIR/CFD/CMD/4/ 2015 dated September 9, 2015 as Annexure A

Kindly take the same on your records.

Thanking you,
Yours faithfully,

For D B Realty Limited


Jignesh Shah
Company Secretary



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Information as required under Regulation 30-Para A Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 are as follows:

1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	<p>The details of Platinumcorp Affordable Builders Private Limited (“Transferor Company”) and Royal Netra Constructions Private Limited (“Transferee Company/ Royal Netra”) as on 31st March, 2022 are as under:</p> <p style="text-align: right;">(Amount in crores)</p> <table border="1" data-bbox="798 582 1364 828"> <thead> <tr> <th>Particulars</th> <th>Transferor Company</th> <th>Transferee Company</th> </tr> </thead> <tbody> <tr> <td>Paid up-Capital</td> <td>15</td> <td>1.50</td> </tr> <tr> <td>Networth</td> <td>15.03</td> <td>0.0376</td> </tr> <tr> <td>Turnover</td> <td>0.06</td> <td>NIL</td> </tr> </tbody> </table>	Particulars	Transferor Company	Transferee Company	Paid up-Capital	15	1.50	Networth	15.03	0.0376	Turnover	0.06	NIL
Particulars	Transferor Company	Transferee Company												
Paid up-Capital	15	1.50												
Networth	15.03	0.0376												
Turnover	0.06	NIL												
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”;	Yes. The Transferee company is a subsidiary (50.40%) of the Company and Eversmile Construction Company Pvt. Ltd. (in which one of the Promoter of the Company and his relatives are interested and having influence) is a shareholder in a Transferor Company. The Company has obtained necessary approvals and the transaction is being done and swap ratio under the Scheme is determined as per valuation report provided by the Registered Valuer and the Scheme is subject to approval of NCLT.												
3.	Area of business of the entity(ies);	Both the Transferor company and Transferee Companies are under real estate business.												
4.	Rationale for amalgamation/ merger;	Royal Netra is engaged in the business of Real Estate Development and Construction with specific concentration on redevelopment under the SRA project and is having a project at Goregaon (W). The aforesaid SRA project has been stuck up for many years due to diverse reasons. Therefore, the Company has taken a strategic decision where Royal Netra will enter into the Composite Scheme of Amalgamation and Arrangement with the Transferor Company and others which will facilitate execution of the said project and help the Company to profitably												

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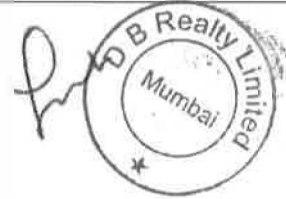
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		exit its investment in Royal Netra over a period of time.
5.	in case of cash consideration – amount or otherwise share exchange ratio	<p>1(One) fully paid up Equity Share of the face value of INR 100/- each of the Transferee Company to the equity shareholders of Transferor Company for every 10 (Ten) equity share of face value INR10/- each held by the equity shareholders in Transferor Company.</p> <p>Royal Netra will issue Unlisted Secured Redeemable Non-convertible Debentures (“Debentures”) to the Company in lieu of its existing lending to Royal Netra as a loan. The said Debentures will be secured by certain carpet area in the project.</p>
6.	Brief details of change in shareholding pattern (if any)of listed entity.	Not Applicable



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