



Date: 25.01.2023

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

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Composite Scheme of Merger between DB Man Realty Limited and Spacecon Realty Private Limited (collectively referred to as "Transferor Companies"/ "wholly owned subsidiaries" of D B Realty Limited ("Company") with DB View Infracon Private Limited ("Transferee company" / wholly owned subsidiary of D B Realty Limited) and their respective shareholders.

Dear Sir/ Madam,

DB Man Realty Limited, Spacecon Realty Private Limited and DB View Infracon Private Limited are wholly owned subsidiaries (WOS) of the Company. The Company has been informed yesterday that a Composite Scheme of Merger ("Scheme") entered into between DB Man Realty Limited and Spacecon Realty Private Limited (collectively referred to as "Transferor Companies" / WOS of the Company) with DB View Infracon Private Limited ("Transferee Company" / WOS of the Company) and their respective shareholders under Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 has been filed with National Company Law Tribunal, Mumbai.

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

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

Information as required under Regulation 30 - Part 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 DB Man Realty Limited (First Transferor Company) and Spacecon Realty Private Limited (Second Transferor Company) (collectively referred to as Transferor Companies) with DB View Infracon Private Limited (Transferee Company) as on 12th October 2022 (based on unaudited provisional management certified financial statements) are as under:</p> <p style="text-align: right;">(Amount in Lakhs)</p> <table border="1" data-bbox="738 583 1367 926"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Transferor Companies</th> <th>Transferee Company</th> </tr> <tr> <th>DB Man Realty Limited</th> <th>Spacecon Realty Private Limited</th> <th>DB View Infracon Private Limited</th> </tr> </thead> <tbody> <tr> <td>Paid up - Capital</td> <td>1,400.00</td> <td>1.35</td> <td>1.00</td> </tr> <tr> <td>Net worth</td> <td>(13.40)</td> <td>(846.96)</td> <td>13,971.56</td> </tr> <tr> <td>Turnover</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> </tr> </tbody> </table> <p>The Appointed date of the Scheme would be 01st March, 2022 or such other date as may be directed or approved by the NCLT or any other appropriate authority.</p>	Particulars	Transferor Companies		Transferee Company	DB Man Realty Limited	Spacecon Realty Private Limited	DB View Infracon Private Limited	Paid up - Capital	1,400.00	1.35	1.00	Net worth	(13.40)	(846.96)	13,971.56	Turnover	NIL	NIL	NIL
Particulars	Transferor Companies			Transferee Company																	
	DB Man Realty Limited	Spacecon Realty Private Limited	DB View Infracon Private Limited																		
Paid up - Capital	1,400.00	1.35	1.00																		
Net worth	(13.40)	(846.96)	13,971.56																		
Turnover	NIL	NIL	NIL																		
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”;	The Transferor Companies and Transferee Company are wholly owned subsidiaries of the Company. The proposed merger does not fall within the purview of related party transactions in view of General Circular No. 30/2014 dated July 17, 2014 issued by the Ministry of Corporate Affairs and since the same is subject to the sanction of the National Company Law Tribunal. Further, pursuant to Regulation 23(5)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party transaction provisions are not applicable to the Scheme.																			
3.	Area of business of the entity(ies);	The Transferor Companies and the Transferee Company are engaged in real estate business.																			
4.	Rationale for amalgamation/merger;	<p>The rationale for the Scheme is as follows:</p> <ol style="list-style-type: none"> Reduction in overheads including administrative, managerial overlaps and other expenditure, and optimal utilization of resources by elimination of duplication of activities and related costs; The First Transferor Company and Second Transferor Company and the Transferee Company 																			

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		<p>carry on similar businesses and hence, the business of both the companies can be conveniently, advantageously, and economically carried on by a single entity;</p> <p>3. Reduction in multiplicity of legal and regulatory compliance at present carried out separately by the First Transferor Company, the Second Transferor Company and the Transferee Company and promote organizational efficiencies with achievement of greater economies of scale; and;</p> <p>4. Streamlining, rationalizing and simplification of the group holding structure by way of reduction in number of entities, resulting in ease of management of Transferee Company.</p>
5.	In case of cash consideration – amount or otherwise share exchange ratio	<p>Upon the Scheme becoming effective, in consideration of the transfer and vesting of the Undertaking(s) of the First Transferor Company and Second Transferor Company in the Transferee Company in terms of the Scheme, the consideration shall be as under:</p> <p>1. The equity shareholders of the First Transferor Company, whose names are recorded in the register of members of the First Transferor Company as holding shares on the Operative Date, shall be issued 01 (One) fully paid-up equity share of Rs. 10/- each of the Transferee Company credited as fully paid up, for every 01 (One) equity share of Rs. 10/- each held by the equity shareholders of the First Transferor Company.</p> <p>2. The equity shareholders of the Second Transferor Company, whose names are recorded in the register of members of the Second Transferor Company as holding shares on the Operative Date, shall be issued 01 (One) fully paid-up equity share of Rs. 10/- each of the Transferee Company credited as fully paid up, for every 01 (One) equity share of Rs. 10/- each held by the equity shareholders of the Second Transferor Company.</p> <p>Post the Scheme becoming effective, the entire shareholding of the Company in the Transferor Companies will be cancelled and full economic interest in the Transferee company will remain with the Company.</p>
6.	Brief details of change in shareholding pattern (if any) of listed entity.	Not Applicable

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