



May 02, 2024

Scrip Code 532832
BSE Limited
Phiroze Jeejeebhoy Towers,
Street,
MUMBAI 400 001

IBREALEST/EQ
National Stock Exchange of India Limited
“Exchange Plaza” Bandra-Kurla Complex, Dalal
Bandra (East),
MUMBAI 400 051

Sub: Amendment to the Memorandum of Association and Articles of Association of Indiabulls Real Estate Limited (“the Company”)

Dear Sir/Ma’am,

Pursuant to Regulation 30 and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, read with the SEBI circular dated July 13, 2023, and further to our letter dated April 30, 2024, please note that the members of the Company at their Extraordinary general meeting, held on Tuesday, April 30, 2024 through video conferencing /other audio-visual means (“EGM”), have approved, *inter alia*, the amendment to the Memorandum of Association (“MOA”) and Articles of Association (“AOA”) of the Company. The brief details of the changes are as follows:

Changes	Changes in brief
Amendment to the Clause V i.e. Capital Clause of MOA of the Company	<p>The reclassification of existing authorized share capital of the Company from ‘INR 514,00,00,000 (Rupees Five Hundred and Fourteen Crores Only) divided into 75,00,00,000 equity shares of INR 2 (Rupees Two Only) each and 36,40,00,000 Preference Shares of INR 10 (Rupees Ten Only) each’ to “INR 514,00,00,000 (Rupees Five Hundred and Fourteen Crores Only) divided into 200,00,00,000 equity shares of INR 2 (Rupees Two Only) each and 11,40,00,000 Preference Shares of INR 10/- (Rupees Ten Only) each”, in order to make the best use of the available authorized share capital for the proposed issuance of Securities of the Company:</p> <p>Revised Clause V of MOA:</p> <p><i>V. The Authorized Share Capital of the Company is INR 514,00,00,000 (Rupees Five Hundred and Fourteen Crores Only) divided into 200,00,00,000 equity shares of INR 2 (Rupees Two Only) each and 11,40,00,000 Preference Shares of INR 10/- (Rupees Ten) each.</i></p>
Alteration of AOA of the Company	<p>In line with the requirement of Securities and Exchange Board of India notification dated February 2, 2023, bearing reference number SEBI/LAD-NRO/GN/2023/119 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“SEBI NCS Regulations”), which mandates that issuer of listed Non-Convertible Debentures (“NCDs”) must ensure that its articles of association contains such clause which authorizes issuer’s Board to appoint a person as director on the Board of the Company, if nominated by debenture trustee(s) in the event of occurrence of events enumerated</p>

Indiabulls Real Estate Limited

CIN: L45101HR2006PLC095409

Corporate Office: WeWork Vaswani Chambers, 264/265, Dr. Annie Besant Road, Worli, Mumbai – 400030, Tel.: (022) 61899600

Registered Office: Office No 01-1001, WeWork, Blue One Square, Udyog Vihar Phase 4 Rd, Gurugram – 122016, Haryana, Tel/Fax: (0124) 4609559

Email: ir@indiabulls.com Website: <http://www.indiabullsrealstate.com>

Indiabulls REAL ESTATE

	<p>in Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.</p> <p>The Company does not have any outstanding listed NCDs, as of date, however, in terms of the SEBI NCS Regulations, as an enabling provision, the following Article 156A has been incorporated after existing Article 156 of AOA of the Company:</p> <p><i>“Article 156A: Appointment of Nominee Director by Debenture Trustee</i></p> <p><i>Notwithstanding anything contained in this Articles, the Board of Directors shall have the power to appoint a Nominee Director on the Board of the Company, on receipt of the nomination by a debenture trustee in terms of clause (e) of Regulation 15(1) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended. Such appointment of a director shall be in accordance with the provisions of the debenture trust deed, provisions of Companies Act, 2013, SEBI Regulations and all other applicable provisions of law. Such Nominee Director shall not be liable to retire by rotation. The debenture trustee may have the right to remove such Nominee Director so appointed and also in the case of death or resignation or vacancy for any reasons whatsoever in the Nominee Director/s so appointed, at any time appoint any other person as Nominee Director. Such appointment or removal shall be made in writing to the Company.”</i></p>
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The above details of the amendments to the MOA and AOA were included in the notice of the EGM, dated April 08, 2024.

We request you to take the aforesaid on records.

Yours truly,
for **Indiabulls Real Estate Limited**

Chandra Shekher Joshi
Company Secretary

CC: Luxembourg Stock Exchange, Luxembourg

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