



Corporate Announcement

December 18, 2018

**Sub: Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations")**

Dear Sir(s),

Please be informed that the board of directors of Indiabulls Real Estate Limited ("IBREL" or "the Company") has, at its meeting held on Tuesday, December 18, 2018 (which commenced at 5 PM and concluded at 6:40 PM), approved a composite scheme of arrangement amongst the Company, Indiabulls Infrastructure Limited, a direct subsidiary, and India Land and Properties Limited, a step down subsidiary company owning "Chennai Assets" ("Scheme").

The Scheme aims to simplify the corporate structure to facilitate the agreed divestment of Chennai Assets, in tranches, to the entities controlled by the Blackstone Group L.P. ("Blackstone"). There shall not be any change in the shareholding pattern of the Company, as the Company shall not issue any shares or pay any consideration, pursuant to said Scheme.

The Scheme is subject to applicable regulatory and corporate approval(s), including the approvals/no-objection certificate from stock exchanges, SEBI, NCLT and other authority(ies). The disclosure, in terms of SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are attached as **Annexure I**.

This for your information and record.

Thanking You

### Annexure I

As per the Scheme and subject to terms and conditions as provided in the Scheme, the operating business including industrial park located in Chennai as One Indiabulls Park ("Demerged Undertaking" or "Chennai Assets") of India Land and Properties Limited ("ILPL"), an indirect subsidiary, of IBREL, will demerge into its parent company Indiabulls Infrastructure Limited ("IIL"), which is a direct subsidiary of IBREL. Post the demerger, the remaining business of ILPL ("Residual ILPL") will merge with/into IBREL.

The Scheme will simplify IBREL's corporate structure and also create economies in administrative and managerial costs by consolidating operations. The intended outcomes of the Scheme are:

- 1) Demerger of Demerged Undertaking of ILPL into IIL, which will enable direct ownership, better and efficient control and management of the Demerged Undertaking and greater management focus on the Demerged Undertaking.
- 2) Post demerger of Demerged Undertaking, amalgamation of Residual ILPL into IBREL, which will reduce the shareholding layers, operational and administrative costs in maintaining multiple legal entities, and will also reduce duplication and multiplicity of records, legal and regulatory compliances.

#### Disclosure for merger of Residual ILPL with IBREL:

(Amount in Rs. Lakhs)

Clause	Requirement	Disclosure
1.2 (a)	Name of the entities forming part of the merger, details in brief such as size, turnover etc.	<p><b><u>Transferee Company</u></b>            IBREL (Indiabulls Real Estate Limited, a company incorporated under Companies Act and having its registered office at New Delhi )</p> <p>Turnover including other income : 38,321.09 [as of March 31, 2018]            Size (Total Assets): 1,019,263.89 [as of March 31, 2018]</p> <p><b><u>Transferor Company</u></b>            Residual ILPL (India Land and Properties Limited, a company incorporated under Companies Act and having its registered office at Chennai, excluding its operating business comprising <i>inter alia</i> industrial park located in Chennai as One Indiabulls Park )</p> <p>Turnover including other income: 11,149.18 [as of March 31, 2018]            Size (Total Assets): 88,177.43 [as of March 31, 2018]</p>
1.2 (b)	Whether the transaction would fall within related party transactions? If yes, whether the same is	The merger is between IBREL and Residual ILPL, an indirect subsidiary of IBREL, which is a deemed related party with each other, and the transaction is done at arm's length.

Clause	Requirement	Disclosure
	done at “arms length”?	
1.2 (c)	Area of business of entities	<p><b>IBREL</b> IBREL is one of India’s leading real estate companies. IBREL, through it’s special purpose vehicles, is engaged in the business of real estate development with its focus on construction and development of residential, commercial and SEZ projects across major Indian metro cities.</p> <p><b>Residual ILPL</b> Residual ILPL is engaged in the business of development and construction of real estate projects. It has developed a commercial complex of 3 towers with a total constructed area of 2.4 million square feet and leasable area of 2 million square feet in Chennai, Tamil Nadu.</p>
1.2 (d)	Rationale for amalgamation/merger	<ol style="list-style-type: none"> <li>1) Simplifying the corporate structure</li> <li>2) Achieving business and administrative synergies;</li> <li>3) Reducing administrative and managerial costs and avoiding duplication of administrative responsibilities and multiplicity of records and legal and regulatory compliances; and</li> <li>4) Reduction in overheads, administrative, and other expenditure, operational rationalisation, organizational efficiency and optimal utilization of resources which will be in the interest of shareholders, employees, creditors and other stakeholders.</li> </ol>
1.2 (e)	In case of cash consideration – amount or otherwise share exchange ratio.	There is no cash consideration and there would be no issue of shares by IBREL to shareholders of Residual ILPL because Residual ILPL is a wholly owned subsidiary of IIL and IIL is a direct subsidiary of IBREL. Upon scheme being approved by National Company Law Tribunal of Delhi and Chennai, all the equity shares and preference shares of ILPL held indirectly by IBREL through IIL shall stand extinguished/cancelled.
1.2 (f)	Brief details of change in shareholding pattern (if any) of listed entity.	There will be no change in the shareholding pattern of IBREL, pursuant to this merger.

**Disclosure for demerger of Demerged Undertaking of ILPL into IIL:**

Clause	Requirement	Disclosure
1.3 (a)	Brief details of the division to be demerged	Demerged Undertaking of ILPL means the business of owning, operating and leasing of an industrial park located in Chennai, known as One Indiabulls Park along with all related assets, liabilities and employees on a going concern.
1.3 (b)	Turnover of the demerged division and	Turnover of Demerged Undertaking of ILPL is Rs. 7,659.40 [as of March 31, 2018]

	as percentage to the total turnover of the listed entity in the immediately preceding financial year/based on the financials of the last financial year	Please note that the demerger of Demerged Undertaking of ILPL i.e., an indirect subsidiary of IBREL, will be into its parent company i.e. IIL.
1.3 (c)	Rational for demerger	The proposed demerger of Demerged Undertaking of ILPL will enable direct ownership, better and more efficient management and control of the Demerged Undertaking and greater management focus on Demerged Undertaking.
1.3 (d)	Brief details of change in shareholding pattern (if any) of all entities	There will not be any change in shareholding pattern of either IBREL or IIL, pursuant to this merger and/or demerger. ILPL shall stand dissolved post the approval of the Scheme by National Company Law Tribunal of Delhi and Chennai.
1.3 €	In case of cash consideration – amount or otherwise share exchange ratio.	There is neither any cash consideration nor any shares will be issued under the Scheme. This is because ILPL is a wholly owned subsidiary of IIL.
1.3 (f)	Whether listing would be sought for resulting entity	No.