

Indiabulls REAL ESTATE

December 5, 2020

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001.

Dear Sir,

Sub: Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the Scheme of Amalgamation amongst NAM Estates Private Limited ("Amalgamating Company 1"), Embassy One Commercial Property Developments Private Limited ("Amalgamating Company 2"), Indiabulls Real Estate Limited ("the Company" or "Amalgamated Company") and their respective shareholders and creditors ("Scheme of Amalgamation") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, as amended.

Re: Change in the e-voting para in the Scheme of Amalgamation

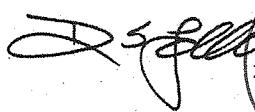
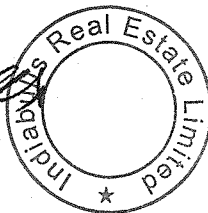
In connection with the above mentioned application in relation to the Scheme of Amalgamation, we hereby undertake and confirm that the Company shall obtain the approval of the Shareholders of the Company through e-voting. Further, the Company shall proceed with the Scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it and undertake to ensure that the suggested change is incorporated in the Scheme prior to its filing with the NCLT, by modifying clause 27(i) as under:

- (i) The approval by the requisite majorities of the classes of persons, including shareholders, creditors of the Amalgamating Companies and, the Amalgamated Company as may be directed by the NCLT under Section 230 to 232 of the 2013 Act. Furthermore, as provided in Annexure I para I(A)(9) (a) & (b), the public shareholders of the Amalgamated Company shall be provided with e-voting facility, as prescribed in Annexure I para I(A)(9)(a) of the SEBI Circular dated March 10, 2017, and the Scheme shall be acted upon only if the votes cast by the public shareholders of Amalgamated Company in favour of the proposal are more than the number of votes cast by the public shareholders of Amalgamated Company against it.

Thanking you,

Yours faithfully,

For **Indiabulls Real Estate Limited**



Ravi Telkar
Company Secretary

Indiabulls Real Estate Limited

CIN : L45101DL2006PLC148314

Corporate Office: "Indiabulls House" 448-451, Udyog Vihar, Phase V, Gurugram - 122016. Tel.: (0124) 3989555 Fax: (0124) 6681111

Registered Office: M-62 & 63, First Floor, Connaught Place, New Delhi - 110001. Tel.: (011) 30252900, Fax: (011) 30252901

Email : helpdesk@indiabulls.com Website: <http://www.indiabullsrealestate.com/>

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Indiabulls REAL ESTATE

December 5, 2020

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir,

Sub: Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the Scheme of Amalgamation amongst NAM Estates Private Limited ("Amalgamating Company 1"), Embassy One Commercial Property Developments Private Limited ("Amalgamating Company 2"), Indiabulls Real Estate Limited ("the Company" or "Amalgamated Company") and their respective shareholders and creditors ("Scheme of Amalgamation") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, as amended.

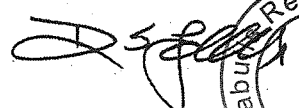
Re: Removal of the word "if applicable" from e-voting para in the Scheme of Amalgamation

In connection with the above mentioned application in relation to the Scheme of Amalgamation, we hereby undertake and confirm that the Company shall obtain the approval of the Shareholders of the Company through e-voting. Further, the Company shall proceed with the Scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it and undertake to ensure that the suggested change is incorporated in the Scheme prior to its filing with the NCLT, by modifying clause 27(i) as under:

- (i) The approval by the requisite majorities of the classes of persons, including shareholders, creditors of the Amalgamating Companies and, the Amalgamated Company as may be directed by the NCLT under Section 230 to 232 of the 2013 Act. Furthermore, as provided in Annexure I para I(A)(9) (a) & (b), the public shareholders of the Amalgamated Company shall be provided with e-voting facility, as prescribed in Annexure I para I(A)(9)(a) of the SEBI Circular dated March 10, 2017, and the Scheme shall be acted upon only if the votes cast by the public shareholders of Amalgamated Company in favour of the proposal are more than the number of votes cast by the public shareholders of Amalgamated Company against it.

Thanking you,

Yours faithfully,
For **Indiabulls Real Estate Limited**




Ravi Telkar
Company Secretary

Indiabulls Real Estate Limited

CIN : L45101DL2006PLC148314

Corporate Office: "Indiabulls House" 448-451, Udyog Vihar, Phase V, Gurugram - 122016. Tel.: (0124) 3989555 Fax: (0124) 6681111

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Email : helpdesk@indiabulls.com Website: <http://www.indiabullssrealstate.com/>

4451

Indiabulls REAL ESTATE

December 24, 2020

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001.

Dear Sir,

Sub: Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the Scheme of Amalgamation amongst NAM Estates Private Limited ("Amalgamating Company 1"), Embassy One Commercial Property Developments Private Limited ("Amalgamating Company 2"), Indiabulls Real Estate Limited ("the Company" or "Amalgamated Company") and their respective shareholders and creditors ("Scheme of Amalgamation") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, as amended.

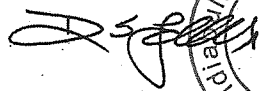
Re: Undertaking regarding issuance of shares and convertible securities

In connection with the above mentioned application in relation to the Scheme of Amalgamation, we hereby undertake and confirm that:

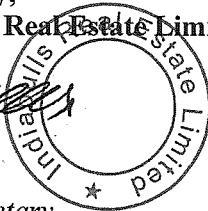
- (i) The Amalgamated Company will not issue/ reissue any shares pursuant to the Scheme, which are not covered under the draft Scheme.
- (ii) As on date of the Application, apart from the outstanding stock options in the Amalgamated Company, there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the Amalgamated Company at any future date.

Thanking you,

Yours faithfully,
For **Indiabulls Real Estate Limited**



Ravi Telkar
Company Secretary



Indiabulls Real Estate Limited

CIN : L45101DL2006PLC148314

Corporate Office: "Indiabulls House" 448-451, Udyog Vihar, Phase V, Gurugram - 122016. Tel.: (0124) 3989555 Fax: (0124) 6681111

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Email : helpdesk@indiabulls.com Website: <http://www.indiabullsrealestate.com/>

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Indiabulls REAL ESTATE

January 20, 2021

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir,

Sub: Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the Scheme of Amalgamation amongst NAM Estates Private Limited ("Amalgamating Company 1"), Embassy One Commercial Property Developments Private Limited ("Amalgamating Company 2"), Indiabulls Real Estate Limited ("the Company" or "Amalgamated Company") and their respective shareholders and creditors ("Scheme of Amalgamation") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, as amended.


Re: Rectification of type error in clause 1.2.2 (iv) in the Scheme of Amalgamation

We hereby undertake and confirm that the Company shall rectify the typo error in clause 1.2.2(iv) of the Scheme by replacing the word "Amalgamated Company 1" to "Amalgamating Company 1", prior to its filing with the NCLT by modifying clause 1.2.2(iv) as under:

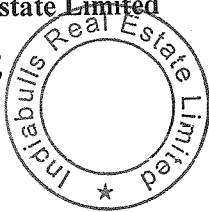
(iv) *As of June 30, 2020, EPDPL holds 10,000 equity shares in the Amalgamating Company 2, representing 100% of the issued and paid-up share capital of the Amalgamating Company 2. Prior to the filing of this Scheme with the NCLT, the entire shareholding of EPDPL in the Amalgamating Company 2 shall have demerged into the Amalgamating Company 1 by way of the NAM Internal Restructuring, pursuant to which the Amalgamating Company 2 shall become the wholly owned subsidiary of the Amalgamating Company 1.*

Thanking you,

Yours faithfully,
For Indiabulls Real Estate Limited



Ravi Telkar
Company Secretary



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