



HARYANA REAL ESTATE REGULATORY AUTHORITY, PANCHKULA.

Mini Secretariat (2nd and 3rd Floor), Sector-1, Panchkula.

Telephone No: 0172-2584232, 2585232

E-mail: officer.rera.hry@gmail.com, hrerapkl-hry@gov.in

Website: www.haryanarera.gov.in

Extract of the resolution passed by the Haryana Real Estate Regulatory Authority, Panchkula in its meeting held on 07.01.2026.

Item No. 309.48

In the matter of the Scheme of Amalgamation before Hon'ble NCLT between Bhamini Real Estate Developers Private Limited ("Petitioner No. 1/Transferor Company No. 1") and DLF Urban Private Limited ("Petitioner No. 2/Transferor Company No. 2") with DLF Home Developers Limited ("Petitioner No. 3/Transferee Company").

Promoter: DLF Home Developers Limited.

Present: Sh. Sujeept Sinha and Sh. Anish, Authorized Representatives on behalf of the promoter.

1. The Hon'ble National Company Law Tribunal, Chandigarh in Company Petition CP (CAA) No. 39/Chd/Hry/2025 (2nd Motion) connected with Company Application CA (CAA) No. 23/Chd/Hry/2025 (1st Motion) issued notices in the matter of the Scheme of Amalgamation between Bhamini Real Estate Developers Private Limited ("Petitioner No. 1/Transferor Company No. 1") and DLF Urban Private Limited ("Petitioner No. 2/Transferor Company No. 2") with DLF Home Developers Limited ("Petitioner No. 3/Transferee Company")
2. The companies, Bhamini Real Estate Developers Private Limited ("Petitioner No. 1/Transferor Company No. 1") and DLF Urban Private Limited ("Petitioner No. 2/Transferor Company No. 2") with DLF Home Developers Limited ("Petitioner No. 3/Transferee Company") mentioned therein filed for first motion under the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for sanctioning of the scheme of Amalgamation,
3. Under the scheme, the Transferor Companies/Applicant Company No.1 and 2 will amalgamate into the Transferee Company/Applicant Company No.3.



4. The Applicant Companies have prayed for dispensation with the requirement of convening the meetings of the Equity Shareholders, Preference Shareholder, Compulsorily Convertible Debentures, Non-Convertible Debentures/Optionally Convertible Debentures, Secured and Unsecured Creditors of the Applicant Companies and dispense with the requirement of issue and publication of notices for the same.

5. The Hon'ble NCLT vide order dated 01.07.2025 allowed the prayer of the applicants by giving the following directions

27. In view of our above findings, the First Motion Application stands allowed by dispensing with the meeting of Equity Shareholders, Preferential Shareholder, Compulsorily Convertible Debentures, Non-Convertible Debentures/Optionally Convertible Debentures, Secured Creditor, Unsecured Creditors of the three Applicant Companies as per Para 26 of this order and liberty is granted to the Applicant Companies to file in accordance with Rule 15 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 within 21 days after the expiry of period of 30 days as mentioned in Section 230(5) of the Companies Act, 2013 with a direction that the Applicant Companies shall make specific prayer for sending notices to the concerned statutory authorities, including:-

(a) Central Government through Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi, (b) concerned Registrar of Companies; (c) Official Liquidator (d) Real Estate Regulatory Authority (RERA) (e) SEBI/Stock Exchanges, if applicable (f) Income Tax Authorities by disclosing the PAN number of the Applicant Companies in the title of the Second Motion Petition.

28. The Company Application No. CA (CAA) No.23/Chd/Hry/2025 is allowed and stands disposed of accordingly.

6. The Hon'ble NCLT vide order dated 12.09.2025 in CP (CAA) No. 39/Chd/Hry/2025 (2nd Motion) gave additional directions stating therein;

"8. All the authorities on receipt of the notice are directed to file their representations, if any, within 30 days from the date of receipt of the notice. In case no representation is received, it will be presumed that they have no objection to the proposal."

7. As per the order dated 01.07.2025 in Company Application CA (CAA) No. 23/Chd/Hry/2025 (1st Motion), the Scheme of Amalgamation does not envisage any reduction of share capital as provided under Section E Clause 13 of the Scheme. Further, the scheme does not envisage any Corporate Debt Restructuring.

8. The Authority, upon perusal of office records, has observed that out of the above-mentioned three companies, namely Bhamini Real Estate Developers Private Limited, DLF Urban Private Limited, and DLF Home Developers Limited respectively, DLF Home Developers Limited, having its registered office at 1st Floor, DLF Gateway Tower-R Block, DLF City, Phase-III, Gurugram-122002, bearing CIN U74899HR1995PLC082458 and PAN No. AACCD0037H, is registered with the Authority, for project namely "The Grand



Enclave," bearing registration no. HRERA-PKL-PNP-495-2023, over an area measuring 10.77 acres situated in the revenue estate of village Shimla-Molana, Sector-40, Panipat.

9. Today the Authorized representatives on behalf of the promoter submitted an undertaking dated 06.01.2026 stating therein that;

"That under the scheme of amalgamation there is no extinguishment of rights of allottees and the same are well protected and no prejudice | will be caused to any of the stakeholders.

That the scheme does not affect the liabilities of DHDL payable to the allottees under law. As such, none of the liabilities of the DHDL are being extinguished. Hence, no prejudice is/shall be caused to any allottee(s) in project under DHDL.

That the post-amalgamation, the Transferee Company i.e. DHDL shall comply with all the pending obligations under the provisions of the RERA Act, 2016 or the rules and regulations made thereunder, and the pending obligations towards the allottee's.

That DHDL will complete real estate project registered with HRERA Panchkula and to comply with all the pending obligations of the Transferor Companies i.e. Bhamini Real Estate Developers Private Limited and DLF Urban Private Limited and in case of default, DHDL shall be liable to the consequences of breach or delay, as the case may be, as provided under this Act or rules and regulations made thereunder."

10. The Authority with regard to the compliance of the orders passed by the Hon'ble NCLT in CP (CAA) No. 39/Chd/Hry/2025 (2nd Motion) directs the office to send a reply to the Hon'ble NCLT.

11. Disposed of.

True copy



awecan
Executive Director,
HRERA, Panchkula

A copy of the above is forwarded to CTP, HRERA Panchkula, for information and taking further action in the matter.

53/02

04.02.2026

3/3