

**NATIONAL COMPANY LAW TRIBUNAL  
CHANDIGARH BENCH  
CORPORATE BHAWAN, PLOT NO. 4-B  
GROUND FLOOR, SECTOR 27-B, MADHYA MARG,  
CHANDIGARH-160019**

No.NCLT/Reg./FO/2023/.....880.....

Date..15/9/23.

CP (CAA) No.82/Chd/Hry/2022

Under Sections 230 to 232 of the  
Companies Act, 2013 and the  
Companies (Compromises,  
Arrangements and  
Amalgamations) Rules, 2016

In the matter of Scheme of Amalgamation between:

To

1. **Gavel Builders & Constructions Private Limited**  
with registered office at  
1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City Phase - III,  
Gurugram – 122002, Haryana Corporate  
Identification Number: U45200HR2007PTC100892  
Permanent Account Number: AACCG8073A

... Petitioner Company No. 1/ Transferor Company No. 1

2. **Jesen Builders & Developers Private Limited**  
with registered office at  
1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City Phase - III,  
Gurugram – 122002, Haryana Corporate  
Identification Number: U45200HR2007PTC100721  
Permanent Account Number: AABCJ8068M

... Petitioner Company No. 2/ Transferor Company No. 2

3. **Jingle Builders & Developers Private Limited**  
with registered office at  
1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City Phase - III,  
Gurugram – 122002, Haryana Corporate  
Identification Number: U70102HR2007PTC100727  
Permanent Account Number: AABCJ8069L

... Petitioner Company No. 3/ Transferor Company No. 3

4. **Keyna Builders & Constructions Private Limited**  
with registered office at

CP (CAA) No. 82/CHD/Hry/2022



1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City Phase - III,  
Gurugram – 122002, Haryana Corporate  
Identification Number: U45200HR2007PTC100722  
Permanent Account Number: AADCK0085D

... Petitioner Company No. 4/ Transferor Company No. 4

**5. Morgan Builders & Developers Private Limited**

with registered office at  
1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City Phase - III,  
Gurugram – 122002, Haryana Corporate  
Identification Number: U45200HR2006PTC100938  
Permanent Account Number: AAECM9629A

... Petitioner Company No. 5/ Transferor Company No. 5

**6. Morina Builders & Developers Private Limited**

with registered office at  
1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City Phase - III,  
Gurugram – 122002, Haryana Corporate  
Identification Number: U45200HR2007PTC100953  
Permanent Account Number: AAECM9778J

... Petitioner Company No. 6/ Transferor Company No. 6

**7. Morven Builders & Developers Private Limited**

with registered office at  
1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City Phase - III,  
Gurugram – 122002, Haryana Corporate  
Identification Number: U45200HR2007PTC100724  
Permanent Account Number: AAECM9779K

... Petitioner Company No. 7/ Transferor Company No. 7

**8. DLF Homes Panchkula Private Limited**

with registered office at  
2<sup>nd</sup> Floor, DLF Gateway Tower, R Block, DLF City Phase – III,  
Gurugram-122002, Haryana Corporate  
Identification Number: U45400HR2007PTC038443  
Permanent Account Number: AABCH8735M

... Petitioner Company No. 8/ Transferee Company

Please find enclosed herewith formal order as per Form No. CAA 7 of Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 containing the directions of the Hon'ble National Company Law Tribunal, Chandigarh for compliance in terms of order dated 25.08.2023.



  
08.09.23  
(P.K. Tiwari)  
Designed Registrar

**FORM No. CAA.7**  
**(Pursuant to section 232 and rule 20)**  
**Before the National Company Law Tribunal,**  
**Chandigarh Bench, Chandigarh**

**CP (CAA)No.82/Chd/Hry/2022**

**Under Sections 230 to 232 of the  
Companies Act, 2013 and the  
Companies (Compromises,  
Arrangements and  
Amalgamations) Rules, 2016**

**In the matter of Scheme of Amalgamation between:**

**To**

**1. Gavel Builders & Constructions Private Limited**

with registered office at

1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City Phase - III,

Gurugram – 122002, Haryana Corporate

Identification Number: U45200HR2007PTC100892

Permanent Account Number: AACCG8073A

... Petitioner Company No. 1/ Transferor Company No. 1

**2. Jesen Builders & Developers Private Limited**

with registered office at

1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City Phase - III,

Gurugram – 122002, Haryana Corporate

Identification Number: U45200HR2007PTC100721

Permanent Account Number: AABCJ8068M

... Petitioner Company No. 2/ Transferor Company No. 2

**3. Jingle Builders & Developers Private Limited**

with registered office at

1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City Phase - III,

Gurugram – 122002, Haryana Corporate

Identification Number: U70102HR2007PTC100727

Permanent Account Number: AABCJ8069L

... Petitioner Company No. 3/ Transferor Company No. 3

**4. Keyna Builders & Constructions Private Limited**

with registered office at

1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City Phase - III,

Gurugram – 122002, Haryana Corporate

Identification Number: U45200HR2007PTC100722

Permanent Account Number: AADCK0085D



... Petitioner Company No. 4/ Transferor Company No. 4

**5. Morgan Builders & Developers Private Limited**

with registered office at

1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City Phase - III,

Gurugram – 122002, Haryana Corporate

Identification Number: U45200HR2006PTC100938

Permanent Account Number: AAECM9629A

... Petitioner Company No. 5/ Transferor Company No. 5

**6. Morina Builders & Developers Private Limited**

with registered office at

1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City Phase - III,

Gurugram – 122002, Haryana Corporate

Identification Number: U45200HR2007PTC100953

Permanent Account Number: AAECM9778J

... Petitioner Company No. 6/ Transferor Company No. 6

**7. Morven Builders & Developers Private Limited**

with registered office at

1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City Phase - III,

Gurugram – 122002, Haryana Corporate

Identification Number: U45200HR2007PTC100724

Permanent Account Number: AAECM9779K

... Petitioner Company No. 7/ Transferor Company No. 7

**8. DLF Homes Panchkula Private Limited**

with registered office at

2<sup>nd</sup> Floor, DLF Gateway Tower, R Block, DLF City Phase – III,

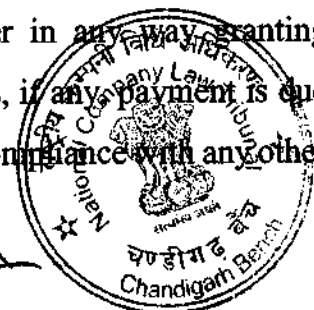
Gurugram-122002, Haryana Corporate

Identification Number: U45400HR2007PTC038443

Permanent Account Number: AABCH8735M

... Petitioner Company No. 8/ Transferee Company

Upon the above petition coming up for hearing on 25<sup>th</sup> August, 2023 and upon reading the said petition, report submitted by the Income Tax Department and compliance affidavit submitted by the Petitioner Companies and hearing Learned Advocate for the petitioner companies as well as counsel for the Income Tax Department and after carefully perusing the records, the National company Law Tribunal approved the 'scheme' with the clarification that this order should not be construed as an order in any way granting exemption from payment of stamp duty, taxes or any other charges, if any payment is due or required in accordance with law or in respect to any permission/compliance with any other requirement which may be specifically required under any law.



**THIS TRIBUNAL DO FURTHER ORDER:**

1. That all the property, rights and powers of the Transferor Companies be transferred, without further act or deed, to the Transferee Company and accordingly, the same shall pursuant to Sections 230 & 232 of the Companies Act, 2013, be transferred to and vested in the Transferee Company for all the estate and interest of the Transferor Companies but subject nevertheless to all charges now affecting the same; and
2. That all the liabilities and duties of the Transferor Companies be transferred, without further act or deed, to the Transferee Company and accordingly the same shall pursuant to Sections 230 to 232 of the Companies Act, 2013, be transferred to and become the liabilities and duties of the Transferee Company;
3. All benefits, entitlements, incentives and concessions under incentive schemes and policies that the Transferor Company are entitled to include under Customs, Excise, Service Tax, VAT, Sales Tax, GST and Entry Tax and Income Tax laws, subsidy receivables from Government, grant from any governmental authorities, direct tax benefit/exemptions/deductions, shall, to the extent statutorily available and along with associated obligations, stand transferred to and be available to the Transferee Company as if the Transferee Company was originally entitled to all such benefits, entitlements, incentives and concessions;
4. All contracts of the Transferor Companies which are subsisting or having effect immediately before the Effective Date, shall stand transferred to and vested in the Transferee Company and be in full force and effect in favour of the Transferee Company and may be enforced by or against it as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or obliged thereto;
5. All the employees of the Transferor Companies shall be deemed to have become the employees and the staff of the Transferee Company with effect from the Appointed Date, and shall stand transferred to the Transferee Company without any interruption of service and on the terms and conditions no less favourable than those on which they are engaged by the Transferor Companies, as on the Effective Date, including in relation to the level of remuneration and contractual and statutory benefits, incentive plans, terminal benefits, gratuity plans, provident plans and ~~any~~ other retirement benefits;



6. That the Appointed Date for the scheme shall be 01.04.2021 as specified in the Scheme;
7. That the proceedings, if any, now pending by or against the Transferor Companies be continued by or against the Transferee Company;
8. That the Transferee Company shall, without further application, allot to the existing members of the Transferor Companies shares of Transferee Company to which they are entitled under the said Scheme;
9. That the fee, if any, paid by the Transferor Companies on their authorized capital shall be set off against any fees payable by the Transferee Company on its authorized capital subsequent to the sanction of the 'Scheme';
10. That the assessment under the Income Tax Act will be in accordance with the provisions of the Section 170 (2A) of the Income Tax Act, 1961.
11. That the Transferee Company shall file the revised memorandum and articles of association with the concerned Registrar of Companies and further make the requisite payments of the differential fee (if any) for the enhancement of authorized capital of the Transferee Company; after setting off the fees paid by the Transferor Companies;
12. That the Petitioner Companies shall, within 30 days after the date of receipt of this order, cause a certified copy of this order to be delivered to the concerned Registrar of Companies for registration and on such certified copy being so delivered, the Transferor Companies shall be dissolved without undergoing the process of winding up. The concerned Registrar of Companies shall place all documents relating to the Transferor Companies registered with him on the file relating to the said Transferee Company, and the files relating to the Companies and Transferee Company shall be consolidated accordingly, as the case may be; and
13. That any person interested shall be at liberty to apply to this Tribunal in the above matter for any directions that may be necessary.

FREE OF COST COPY

**Dated: 25.08.2023**  
**(By the Tribunal)**



  
**(P.K. Tiwari)**  
**Designated Registrar**  
**National Company Law Tribunal,**  
**Chandigarh Bench**

**CERTIFIED TO BE TRUE COPY**  
**OF THE ORIGINAL**

### **SCHEDULE OF PROPERTIES**

**(attached as supplied by the Transferor Company)**



No. 816  
Date of Presentation  
of application for Copy 4/9/23  
No. of Pages 6  
Copying Fee N/A  
Registration & Postage Fee N/A  
Total N/A  
Date of Receipt &  
Date of Preparation of Copy 15/9/23  
Date of Delivery of Copy \_\_\_\_\_

  
15.09.23

DD/DR/AR/Court Officer  
National Company Law Tribunal  
Chandigarh Bench, Chandigarh

# GAVEL BUILDERS & CONSTRUCTIONS PRIVATE LIMITED

CIN: U45200HR2007PTC100892

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

ANNEXURE A-1  
Copy

## SCHEDULE -1

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE PETITIONER COMPANY NO. 1/ TRANSFEROR COMPANY NO. 1 i.e. GAVEL BUILDERS & CONSTRUCTIONS PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOMES PANCHKULA PRIVATE LIMITED.

### IN PART I, PART-II AND PART- III OF THE SCHEDULE (FORM NO.42)

#### PART-I

(A SHORT DESCRIPTION OF THE FREEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Revenue / License Details	Total Area (Acres)
NIL		

#### PART-II

(A SHORT DESCRIPTION OF THE LEASEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Plot No. & Address	Sq. Yards	Area in Acres
NIL			

#### PART-III

(A SHORT DESCRIPTION OF ALL STOCKS, SHARES, DEBENTURES AND OTHER CHARGES IN ACTION OF THE TRANSFEROR COMPANY)

##### Stocks:

Sr. No.	Revenue Detail	#Land Area (In Acres)
1	Khasra Nos 273/10/2(15-0), 33/1(0-3), 275/44/2/3(1-7), 336/279/46/2/4(0-9), 330/22/4(2-4), 332/23/2/2(10-8), 229/2-3(10-17), 230(16-3) 231(7-0), 251(5-3), 252(1-18), 253(23-19), 254(4-16), 255(1-2), 256/1(2-15), 256(14-11), 325/258/2/6(5-17), Total Area 123 Bigha 12 Biswa having full share i.e. 123 Bigha 12 Biswa. Total Area admeasuring 123 Bigha 12 Biswa Situated at Village Bhagwanpur, Tehsil Kalka, Distt SAS Nagar.	25.75
	TOTAL	25.75

# The development rights for the land mentioned above have already been transferred by the Company in favour of DLF Homes Panchkula Private Limited.





# GAVEL BUILDERS & CONSTRUCTIONS PRIVATE LIMITED

CIN: U45200HR2007PTC100892

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## Investments:

Sl. No.	Name of Company	No. of Shares	Class of Shares and Face Value of Rs.10/-	Amount (Rs.)
NIL				

## Details of Bank Account:

Particulars of Bank Accounts			
Sl. No.	Name of Bank	Branch Address	Account Type & Number
1.	ICICI Bank	9A, PHELPS BUILDING, C.P., NEW DELHI-110001	CA No.000705018581
Details of FDRs			
FDR No.		Name of Bank	Address of Bank
NIL			

For Gavel Builders & Constructions Private Limited

For Gavel Builders & Constructions Pvt. Ltd.

  
(Yogesh Bhardwaj)  
Director  
DIN: 09199912

Director



# JESEN BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN: U45200HR2007PTC100721

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email Id: corporateaffairs@dlf.in

## SCHEDULE -1

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE PETITIONER COMPANY NO. 2/ TRANSFEROR COMPANY NO. 2 i.e. JESEN BUILDERS & DEVELOPERS PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOMES PANCHKULA PRIVATE LIMITED.

IN PART I, PART-II AND PART- III OF THE SCHEDULE (FORM NO.42)

### PART-I

(A SHORT DESCRIPTION OF THE FREEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Revenue / License Details	Total Area (Acres)
NIL		

### PART-II

(A SHORT DESCRIPTION OF THE LEASEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Plot No. & Address	Sq. Yards	Area in Acres
NIL			

### PART-III

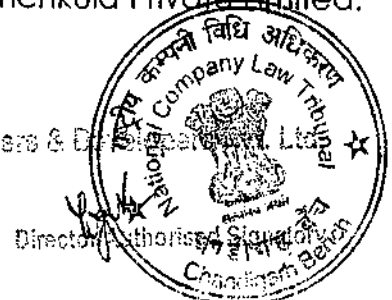
(A SHORT DESCRIPTION OF ALL STOCKS, SHARES, DEBENTURES AND OTHER CHARGES IN ACTION OF THE TRANSFEROR COMPANY)

#### Stocks:

Sr. No.	Revenue Detail	#Land Area (In Acres)
1	Khasra No 21(7-17) Full Share i.e. 07 Bigha 17 Biswa and Khasra Nos 20(3-13), 245(26-14), 246(9-15), Total Area 40 Bigha 02 Biswa having Full Share i.e. 40 Bigha 02 Biswa and Khasra Nos 18(1-6), 19(4-12), 24(5-18), 25(4-18) Total Area 16 Bigha 14 Biswa having Full Share i.e. 16 Bigha 14 Biswa and Khasra Nos 27(5-7), 28(4-4), 29(0-6), 30(1-11), 202/1(0-11), 203(1-2), 206(0-10) Total Area 13 Bigha 11 Biswa having Full Share i.e. 13 Bigha 11 Biswa and Khasra No 7/1(0-6) Full Share i.e. 0 Bigha 6 Biswa and Khasra No 11/2(6-14) having full share i.e. 06 Bigha 14 Biswa and Khasra No 265(12-1) having full share i.e. 12 Bigha 01 Biswa and Khasra Nos 248(5-11), 250(13-0), Total Area 18 Bigha 11 Biswa having Full Share i.e. 18 Bigha 11 Biswa. <b>Total Area admeasuring 115 Bigha 16 Biswa situated at Village Bhagwanpur, Tehsil Kalka, Distt Panchkula.</b>	24.125 Acres
TOTAL		24.125

# The development rights for the land mentioned above have already been transferred by the Company in favour of DLF Homes Panchkula Private Limited.

For Jesen Builders & Developers Private Limited



# JESEN BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN: U45200HR2007PTC100721

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## Investments:

Sl. No.	Name of Company	No. of Shares	Class of Shares and Face Value of Rs.10/-	Amount (Rs.)
----- N I L -----				

## Details of Bank Account:

Particulars of Bank Accounts			
Sl. No.	Name of Bank	Branch Address	Account Type & Number
1.	ICICI Bank	9A, PHELPS BUILDING, C.P, New Delhi-110001	CA No. 000705018832
Details of FDRs			
FDR No.		Name of Bank	Address of Bank
----- N I L -----			

For Jesen Builders & Developers Private Limited

For Jesen Builders & Developers Pvt. Ltd.



Director/Authorised Signatory

(Yogesh Bhardwaj)

Director

DIN: 09199912



# JINGLE BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN: U70102HR2007PTC100727

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## SCHEDULE -1

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE PETITIONER COMPANY NO. 3/ TRANSFEROR COMPANY NO. 3 i.e. JINGLE BUILDERS & DEVELOPERS PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOMES PANCHKULA PRIVATE LIMITED.

IN PART I, PART-II AND PART- III OF THE SCHEDULE (FORM NO.42)

### PART-I

(A SHORT DESCRIPTION OF THE FREEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Revenue / License Details	Total Area (Acres)
NIL		

### PART-II

(A SHORT DESCRIPTION OF THE LEASEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Plot No. & Address	Sq. Yards	Area in Acres
NIL			

### PART-III

(A SHORT DESCRIPTION OF ALL STOCKS, SHARES, DEBENTURES AND OTHER CHARGES IN ACTION OF THE TRANSFEROR COMPANY)

#### Stocks:

Sr. No.	Revenue Detail	# Land Area (In Acres)
1	Khasra Nos 244/1(88-11) Full Share i.e. 88 Bigha 11 Biswa & 322/258/2/3/2(15-1) 324/258/2/3/2(10-3); Total Area 25 Bigha 04 Biswa having Full Share i.e. 25 Bigha 04 Biswa, Total Area admeasuring 113 Bigha 15 Biswa situated at Village Bhagwanpur, Tehsil Kalka, Distt Panchkula (Haryana)	23.70
	TOTAL	23.70

# The development rights for the land mentioned above have already been transferred by the Company in favour of DLF Homes Panchkula Private Limited.

#### Investments:

Sl. No.	Name of Company	No. of Shares	Class of Shares and Face Value of Rs.10/-	Amount (Rs.)
NIL				

For Jingle Builders & Developers Private Limited



# JINGLE BUILDERS & DEVELOPERS PRIVATE LIMITED

10

CIN: U70102HR2007PTC100727

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## Details of Bank Account:

Particulars of Bank Accounts			
Sl. No.	Name of Bank	Branch Address	Account Type & Number
1.	ICICI Bank	9A, PHELPS BUILDING, C.P, New Delhi-110001	CA No. 000705018506
Details of FDRs			
FDR No.		Name of Bank	Address of Bank
----- NIL -----			

For Jingle Builders & Developers Private Limited

For Jingle Builders & Developers Pvt. Ltd.

(Yogesh Bhardwaj)

Director

DIN: 09199912

Director



# KEYNA BUILDERS & CONSTRUCTIONS PRIVATE LIMITED

CIN: U45200HR2007PTC100722

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## SCHEDULE -1

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE PETITIONER COMPANY NO. 4/ TRANSFEROR COMPANY NO. 4 i.e. KEYNA BUILDERS & CONSTRUCTIONS PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOMES PANCHKULA PRIVATE LIMITED.

IN PART I, PART-II AND PART- III OF THE SCHEDULE (FORM NO.42)

### PART-I

(A SHORT DESCRIPTION OF THE FREEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Revenue / License Details	Total Area (Acres)
NIL		

### PART-II

(A SHORT DESCRIPTION OF THE LEASEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Plot No. & Address	Sq. Yards	Area in Acres
NIL			

### PART-III

(A SHORT DESCRIPTION OF ALL STOCKS, SHARES, DEBENTURES AND OTHER CHARGES IN ACTION OF THE TRANSFEROR COMPANY)

#### Stocks:

Sr. No.	Revenue Detail	# Land Area (In Acres)
1	Khasra Nos 257(60-10), 1/2(14-18), 2(3-4), 9(18-10), 262/2(10-3), Total Area 107 Bigha 05 Biswa having Full Share i.e. 107 Bigha 05 Biswa. Total Land Admeasuring 107 Bigha 05 Biswa situated at Village Bhagwanpur, Tehsil Kalka, Distt Panchkula.	22.3475
TOTAL		22.3475

# The development rights for the land mentioned above have already been transferred by the Company in favour of DLF Homes Panchkula Private Limited.

#### Investments:

Sl. No.	Name of Company	No. of Shares	Class of Shares and Face Value of Rs.10/-	Amount (Rs.)
NIL				

For Keyna Builders & Constructions Pvt. Ltd.



Director

# KEYNA BUILDERS & CONSTRUCTIONS PRIVATE LIMITED

CIN: U45200HR2007PTC100722

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## Details of Bank Account:

Particulars of Bank Accounts			
Sl. No.	Name of Bank	Branch Address	Account Type & Number
1.	ICICI BANK	9A, PHELPS BUILDING, C.P., NEW DELHI-110001	CA No. 000705018577
Details of FDRs			
FDR No.		Name of Bank	Address of Bank
		NIL	

## For Keyna Builders & Constructions Private Limited

For Keyna Builders & Constructions Pvt. Ltd.

  
(Ramesh Kumar)  
Director  
DIN: 09199879

Director



# MORGAN BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN: U45200HR2006PTC100938

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## SCHEDULE -1

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE PETITIONER COMPANY NO. 5/ TRANSFEROR COMPANY NO. 5 i.e. MORGAN BUILDERS & DEVELOPERS PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOMES PANCHKULA PRIVATE LIMITED.

IN PART I, PART-II AND PART- III OF THE SCHEDULE (FORM NO.42)

### PART-I

(A SHORT DESCRIPTION OF THE FREEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Revenue / License Details	Total Area (Acres)
NIL		

### PART-II

(A SHORT DESCRIPTION OF THE LEASEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Plot No. & Address	Sq. Yards	Area in Acres
NIL			

### PART-III

(A SHORT DESCRIPTION OF ALL STOCKS, SHARES, DEBENTURES AND OTHER CHARGES IN ACTION OF THE TRANSFEROR COMPANY)

#### Stocks:

Sr. No.	Revenue Detail	#Land Area (In Acres)
1	Khasra Nos 14/2(10-15), 15(0-6), 16(18-12), 17(4-14), Total Area 34 Bigha 07 Biswa having 307/687 share i.e. 15 Bigha 07 Biswa and Khasra No 247(11-1) having full share i.e. 11 Bigha 01 Biswa and Khasra Nos 232(5-0), 233(8-12), 234(9-1), 235(49-14), Total Area 72 Bigha 07 Biswa having Full Share i.e. 72 Bigha 07 Biswa and Khasra No 259(30-17) having Full Share i.e. 30 Bigha 17 Biswa <b>Total Area admeasuring 129 Bigha 12 Biswa situated at Village Bhagwanpur, Tehsil Kalka, Distt Panchkula.</b>	27.00
	<b>TOTAL</b>	<b>27.00</b>

# The development rights for the land mentioned above have already been transferred by the Company in favour of DLF Homes Panchkula Private Limited.

#### Investments:

Sl. No.	Name of Company	No. of Shares	Class of Shares and Face Value of Rs.10/-	Amount (Rs.)
NIL				

For Morgan Builders & Developers Pvt. Ltd.

*[Signature]*

Director





# MORGAN BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN: U45200HR2006PTC100938


Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## Details of Bank Account:

Particulars of Bank Accounts			
Sl. No.	Name of Bank	Branch Address	Account Type & Number
1.	ICICI Bank	9A, PHELPS BUILDING, C.P, New Delhi-110001	CA No. 000705018392
Details of FDRs			
FDR No.		Name of Bank	Address of Bank
----- NIL -----			

For Morgan Builders & Developers Private Limited

For Morgan Builders & Developers Pvt. Ltd.

  
(Yogesh Bhardwaj)  
Director  
DIN: 09199912

Director



# MORINA BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN: U45200HR2007PTC100953

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## SCHEDULE -1

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE PETITIONER COMPANY NO. 6/ TRANSFEROR COMPANY NO. 6 i.e. MORINA BUILDERS & DEVELOPERS PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOMES PANCHKULA PRIVATE LIMITED.

IN PART I, PART-II AND PART- III OF THE SCHEDULE (FORM NO.42)

### PART-I

(A SHORT DESCRIPTION OF THE FREEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Revenue / License Details	Total Area (Acres)
NIL		

### PART-II

(A SHORT DESCRIPTION OF THE LEASEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Plot No. & Address	Sq. Yards	Area in Acres
NIL			

### PART-III

(A SHORT DESCRIPTION OF ALL STOCKS, SHARES, DEBENTURES AND OTHER CHARGES IN ACTION OF THE TRANSFEROR COMPANY)

#### Stocks:

Sr. No.	Revenue Detail	# Land Area (In Acres)
1	Khasra Nos 1/1(14-15), 35(4-14), 36(0-11), 34/2(11-2), 214(46-5), 264(4-7), 264/1(31-4), Total Area 112 Bigha 18 Biswa having full share i.e. 112 Bigha 18 Biswa. <b>Total Land admeasuring 112 Bigha 18 Biswa situated at Village Bhagwanpur, Tehsil Kalka, Distt Panchkula.</b>	23.521
	<b>TOTAL</b>	<b>23.521</b>

# The development rights for the land mentioned above have already been transferred by the Company in favour of DLF Homes Panchkula Private Limited.

For Morina Builders & Developers Pvt. Ltd.

*A. Kumar*  
Director



# MORINA BUILDERS & DEVELOPERS PRIVATE LIMITED

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CIN: U45200HR2007PTC100953

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## Investments:


Sl. No.	Name of Company	No. of Shares	Class of Shares and Face Value of Rs.10/-	Amount (Rs.)
----- NIL -----				

## Details of Bank Account:

Particulars of Bank Accounts			
Sl. No.	Name of Bank	Branch Address	Account Type & Number
1.	ICICI BANK	9A, PHELPS BUILDING, C.P., NEW DELHI-110001	CA No. 000705018503
Details of FDRs			
FDR No.		Name of Bank	Address of Bank
----- NIL -----			

For Morina Builders & Developers Private Limited

For Morina Builders & Developers Pvt. Ltd.

  
(Ramesh Kumar)  
Director  
DIN: 09199879

Director



# MORVEN BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN: U45200HR2007PTC100724

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## SCHEDULE -1

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE PETITIONER COMPANY NO. 7/ TRANSFEROR COMPANY NO. 7 i.e. MORVEN BUILDERS & DEVELOPERS PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOMES PANCHKULA PRIVATE LIMITED.

IN PART I, PART-II AND PART- III OF THE SCHEDULE (FORM NO.42)

### PART-I

(A SHORT DESCRIPTION OF THE FREEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Revenue / License Details	Total Area (Acres)
	NIL	

### PART-II

(A SHORT DESCRIPTION OF THE LEASEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Plot No. & Address	Sq. Yards	Area in Acres
	NIL		

### PART-III

(A SHORT DESCRIPTION OF ALL STOCKS, SHARES, DEBENTURES AND OTHER CHARGES IN ACTION OF THE TRANSFEROR COMPANY)

#### Stocks:

Sr. No.	Revenue Detail	# Land Area (In Acres)
1	Khasra Nos 14/2(10-15), 15(0-6), 16(18-12), 17(4-14), Total Area 34 Bigha 07 Biswa having 380/687 share i.e. 19 Bigha 00 Biswa and Khasra No 266(2-16), 267(5-10), 268(5-1) Total Area 13 Bigha 07 Biswa having Full Share i.e. Area 13 Bigha 07 Biswa and Khasra Nos 326/258/2/7(15-7) Full share i.e. 15 Bigha 07 Biswa and Khasra No 249(37-4) having full share i.e. 37 Bigha 04 Biswa and Khasra No 260(15-1), 261(17-10), 263(7-1) Total Area 39 Bigha 12 Biswa Full share i.e. 39 Bigha 12 Biswa. <b>Total Area admeasuring 124 Bigha 10 Biswa situated at Village Bhagwanpur, Tehsil Kalka, Distt Panchkula.</b>	25.9375
	<b>TOTAL</b>	<b>25.9375</b>

# The development rights for the land mentioned above have already been transferred by the Company in favour of DLF Homes Panchkula Private Limited.

For Morven Builders & Developers Pvt. Ltd.

Director



# MORVEN BUILDERS & DEVELOPERS PRIVATE LIMITED

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CIN: U45200HR2007PTC100724

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## Investments:

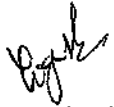
Sl. No.	Name of Company	No. of Shares	Class of Shares and Face Value of Rs.10/-	Amount (Rs.)
----- N I L -----				

## Details of Bank Account:

Particulars of Bank Accounts			
Sl. No.	Name of Bank	Branch Address	Account Type & Number
1.	ICICI Bank	9A, PHELPS BUILDING, C.P, New Delhi-110001	CA No. 000705018583
Details of FDRs			
FDR No.		Name of Bank	Address of Bank
----- N I L -----			

## For Morven Builders & Developers Private Limited

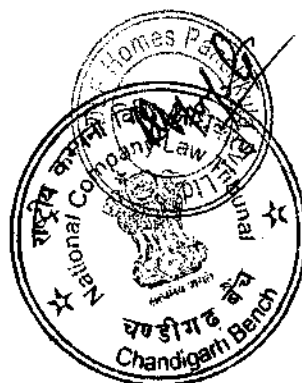
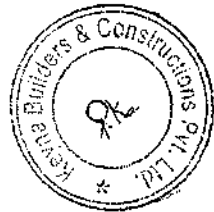
For Morven Builders & Developers Pvt. Ltd.

  
(Yogesh Bhardwaj)  
Director  
DIN: 09199912

Director



SCHEME OF AMALGAMATION  
OF  
**ANNEXURE-P-1**  
GAVEL BUILDERS & CONSTRUCTIONS PRIVATE LIMITED  
("TRANSFEROR COMPANY NO. 1")  
AND  
JESEN BUILDERS & DEVELOPERS PRIVATE LIMITED  
("TRANSFEROR COMPANY NO. 2")  
AND  
JINGLE BUILDERS & DEVELOPERS PRIVATE LIMITED  
("TRANSFEROR COMPANY NO. 3")  
AND  
KEYNA BUILDERS & CONSTRUCTIONS PRIVATE LIMITED  
("TRANSFEROR COMPANY NO. 4")  
AND  
MORGAN BUILDERS & DEVELOPERS PRIVATE LIMITED  
("TRANSFEROR COMPANY NO. 5")  
AND  
MORINA BUILDERS & DEVELOPERS PRIVATE LIMITED  
("TRANSFEROR COMPANY NO. 6")  
AND  
MORVEN BUILDERS & DEVELOPERS PRIVATE LIMITED  
("TRANSFEROR COMPANY NO. 7")



WITH

DLF HOMES PANCHKULA PRIVATE LIMITED

("TRANSFEREE COMPANY")

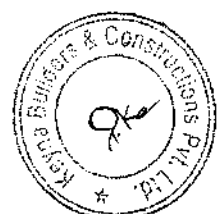
AND

THEIR RESPECTIVE SHAREHOLDERS

(UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS  
OF THE COMPANIES ACT, 2013)

## PREAMBLE

The Scheme of Amalgamation (hereinafter referred to as "**Scheme**") is presented for amalgamation of Gavel Builders & Constructions Private Limited (hereinafter referred to as "**the Transferor Company No. 1**"), Jesen Builders & Developers Private Limited (hereinafter referred to as "**the Transferor Company No. 2**"), Jingle Builders & Developers Private Limited (hereinafter referred to as "**the Transferor Company No. 3**"), Keyna Builders & Constructions Private Limited (hereinafter referred to as "**the Transferor Company No. 4**"), Morgan Builders & Developers Private Limited (hereinafter referred to as "**the Transferor Company No. 5**"), Morina Builders & Developers Private Limited (hereinafter referred to as "**the Transferor Company No. 6**") and Morven Builders & Developers Private Limited (hereinafter referred to as "**the Transferor Company No. 7**") with DLF Homes Panchkula Private Limited (hereinafter referred to as "**the Transferee Company**") and their respective shareholders under



Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "**the Act**") read with the relevant Rules of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (hereinafter referred to as, "**the Rules**"), as amended from time to time and including any statutory modification(s), amendment(s) or re-enactment(s) thereof in the said Act and Rules for the time being in force.

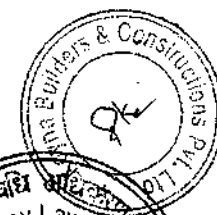
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<b>PART B</b>	<b>OBJECTS AND RATIONALE FOR THE SCHEME</b>
<b>PART C</b>	<b>CONTENTS OF THE SCHEME</b>

### PART A

#### BACKGROUND AND DESCRIPTION OF THE COMPANIES

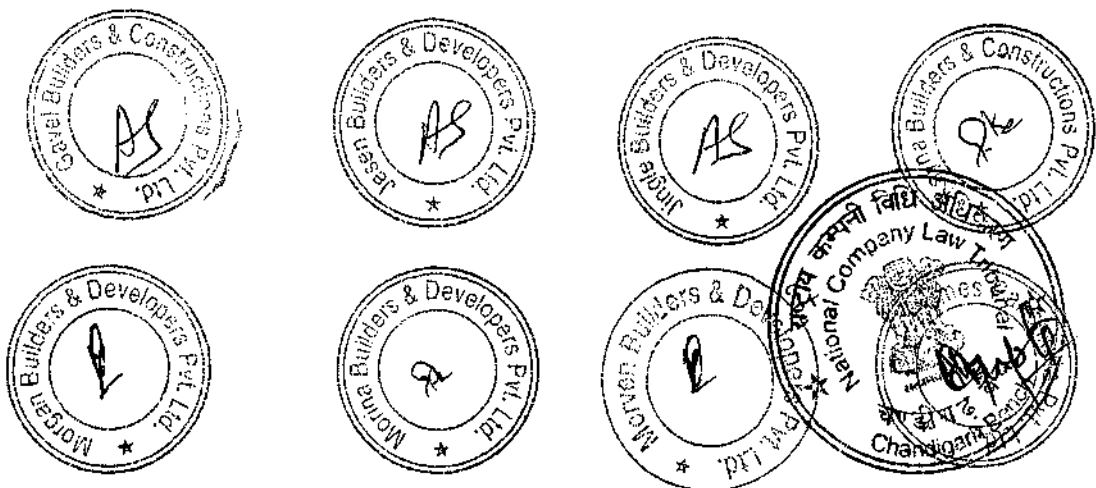
- 1. GAVEL BUILDERS & CONSTRUCTIONS PRIVATE LIMITED**, bearing Corporate Identity Number (CIN): U45200HR2007PTC100892 and Permanent Account Number (PAN): AACCG8073A is a Private Limited Company and was incorporated under the provisions of the Companies Act, 1956 on 31<sup>st</sup> January 2007. The registered office of the Transferor Company No. 1 is presently situated at 1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram - 122002 (Haryana). The email address of the Transferor Company No. 1 is [corporateaffairs@dlf.in](mailto:corporateaffairs@dlf.in).





The Transferor Company No. 1 is engaged in real estate development and other related activities which inter-alia includes:

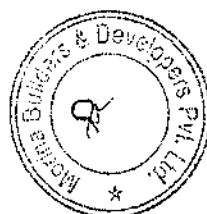
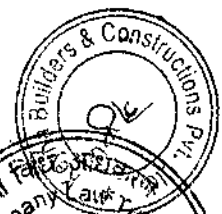
- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/ constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.
- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.



2. **JESIN BUILDERS & DEVELOPERS PRIVATE LIMITED**, bearing Corporate Identity Number (CIN): U45200HR2007PTC100721 and Permanent Account Number (PAN): AABCJ8068M is a Private Limited Company and was incorporated under the provisions of the Companies Act, 1956 on 29<sup>th</sup> January 2007. The registered office of the Transferor Company No. 2 is presently situated at 1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram - 122002 (Haryana). The email address of the Transferor Company No. 2 is corporateaffairs@dlf.in.

The Transferor Company No. 2 is engaged in real estate development and other related activities which inter-alia includes:

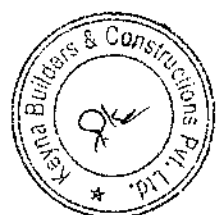
- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands,



plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/ constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.

- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.

3. **JINGLE BUILDERS & DEVELOPERS PRIVATE LIMITED**, bearing Corporate Identity Number (CIN): U70102HR2007PTC100727 and Permanent Account Number (PAN): AABCJ8069L is a Private Limited Company and was incorporated under the provisions of the Companies Act, 1956 on 25<sup>th</sup> January 2007. The registered office of the Transferor Company No. 3 is presently situated at 1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram - 122002 (Haryana). The email address of the Transferor Company No. 3 is corporateaffairs@dlf.in.



The Transferor Company No. 3 is engaged in real estate development and other related activities which inter-alia includes:

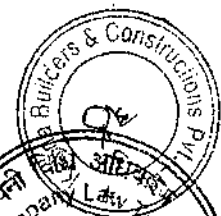
- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/ constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.
- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.



4. **KEYNA BUILDERS & CONSTRUCTIONS PRIVATE LIMITED**, bearing Corporate Identity Number (CIN): **U45200HR2007PTC100722** and Permanent Account Number (PAN): **AADCK0085D** is a Private Limited Company and was incorporated under the provisions of the Companies Act, 1956 on 29<sup>th</sup> January 2007. The registered office of the Transferor Company No. 4 is presently situated at 1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram – 122002 (Haryana). The email address of the Transferor Company No. 4 is [corporateaffairs@dlf.in](mailto:corporateaffairs@dlf.in).

The Transferor Company No. 4 is engaged in real estate development and other related activities which inter-alia includes:

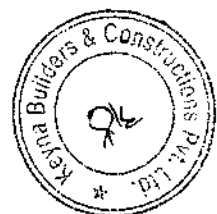
- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots,



buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.

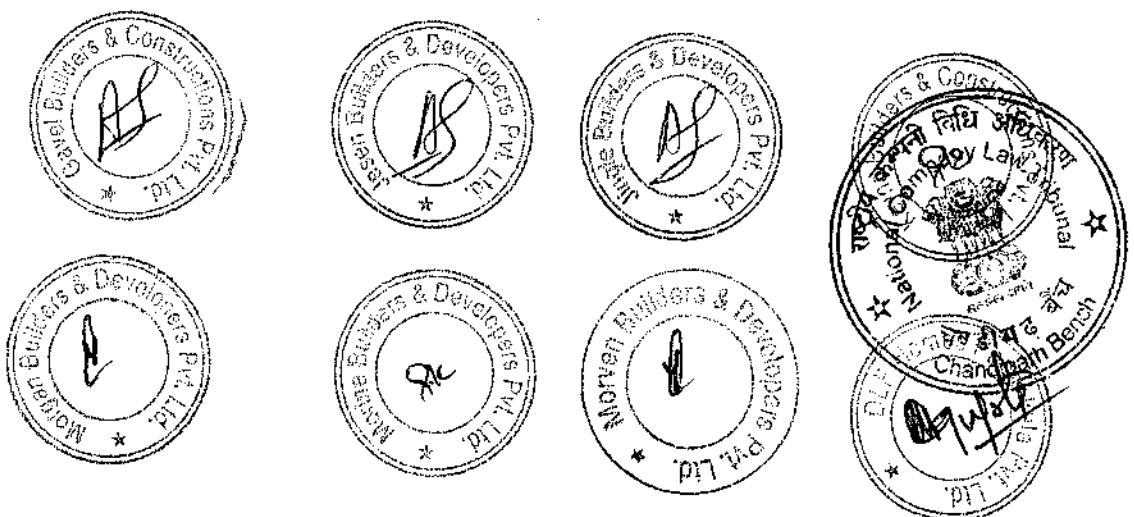
- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.

**5. MORGAN BUILDERS & DEVELOPERS PRIVATE LIMITED, bearing Corporate Identity Number (CIN): U45200HR2006PTC100938 and Permanent Account Number (PAN): AAECM9629A** is a Private Limited Company and was incorporated under the provisions of the Companies Act, 1956 on 16<sup>th</sup> November 2006. The registered office of the Transferor Company No. 5 is presently situated at 1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram - 122002 (Haryana). The email address of the Transferor Company No. 5 is [corporateaffairs@dlf.in](mailto:corporateaffairs@dlf.in).



The Transferor Company No. 5 is engaged in real estate development and other related activities which inter-alia includes:

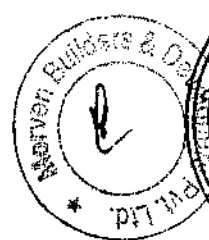
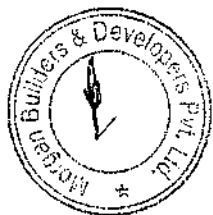
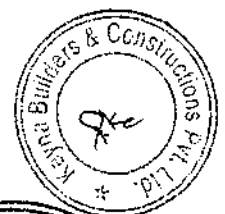
- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/ constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.
- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.



6. **MORINA BUILDERS & DEVELOPERS PRIVATE LIMITED**, bearing Corporate Identity Number (CIN): U45200HR2007PTC100953 and Permanent Account Number (PAN): AAECM9778J is a Private Limited Company and was incorporated under the provisions of the Companies Act, 1956 on 3<sup>rd</sup> January 2007. The registered office of the Transferor Company No. 6 is presently situated at 1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram - 122002 (Haryana). The email address of the Transferor Company No. 6 is corporateaffairs@dlf.in.

The Transferor Company No. 6 is engaged in real estate development and other related activities which inter-alia includes:

- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots,

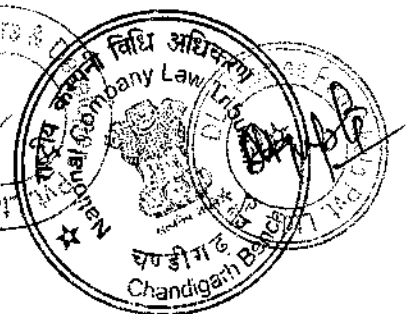
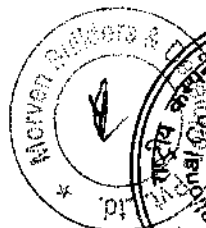




buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/ constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.

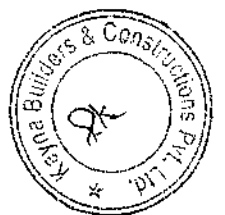
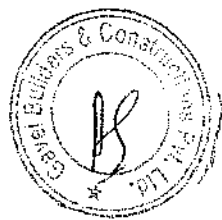
- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.

7. **MORVEN BUILDERS & DEVELOPERS PRIVATE LIMITED**, bearing **Corporate Identity Number (CIN): U45200HR2007PTC100724** and **Permanent Account Number (PAN): AAECM9779K** is a Private Limited Company and was incorporated under the provisions of the Companies Act, 1956 on 9<sup>th</sup> January 2007. The registered office of the Transferor Company No. 7 is presently situated at 1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram - 122002 (Haryana). The email address of the Transferor Company No. 7 is [corporateaffairs@dlf.in](mailto:corporateaffairs@dlf.in).



The Transferor Company No. 7 is engaged in real estate development and other related activities which inter-alia includes :

- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/ constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.

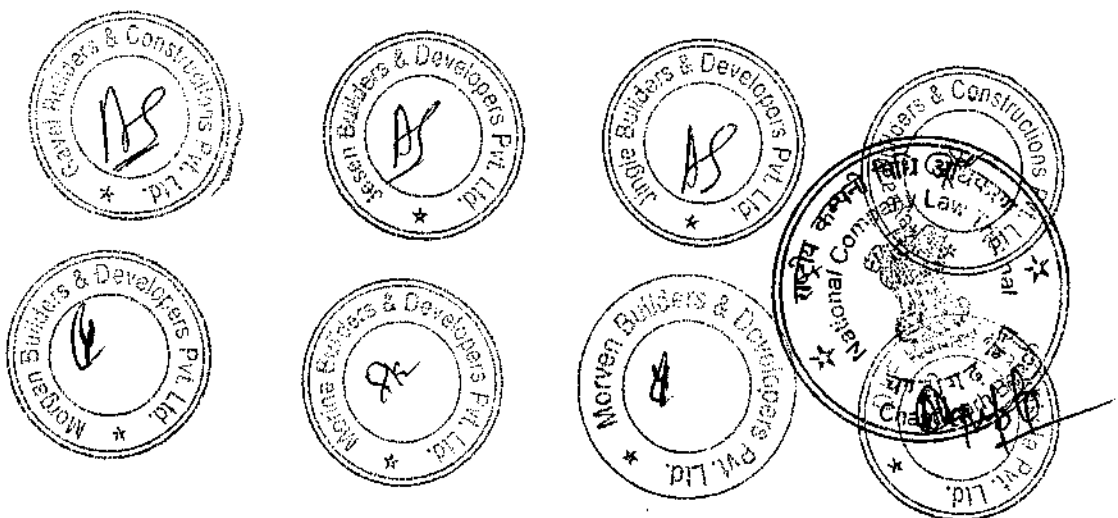


- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.

8. **DLF HOMES PANCHKULA PRIVATE LIMITED, bearing Corporate Identity Number (CIN): U45400HR2007PTC038443 and Permanent Account Number (PAN): AABCH8735M** is a Private Limited Company and was incorporated in the name of Hina Buildcon Private Limited under the provisions of the Companies Act, 1956 on 9<sup>th</sup> April 2007. The name of the Company was subsequently changed to DLF Homes Panchkula Private Limited under the provisions of the Companies Act, 1956 on 18<sup>th</sup> August, 2007. The registered office of the Transferee Company is presently situated at 2<sup>nd</sup> Floor, DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram - 122002 (Haryana). The email address of the Transferee Company is [corporateaffairs@dlf.in](mailto:corporateaffairs@dlf.in).

The Transferee Company is engaged in real estate development and other related activities which inter-alia includes:

- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly

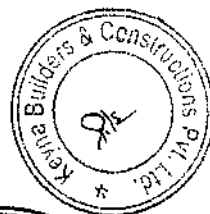
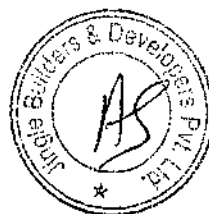


or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).

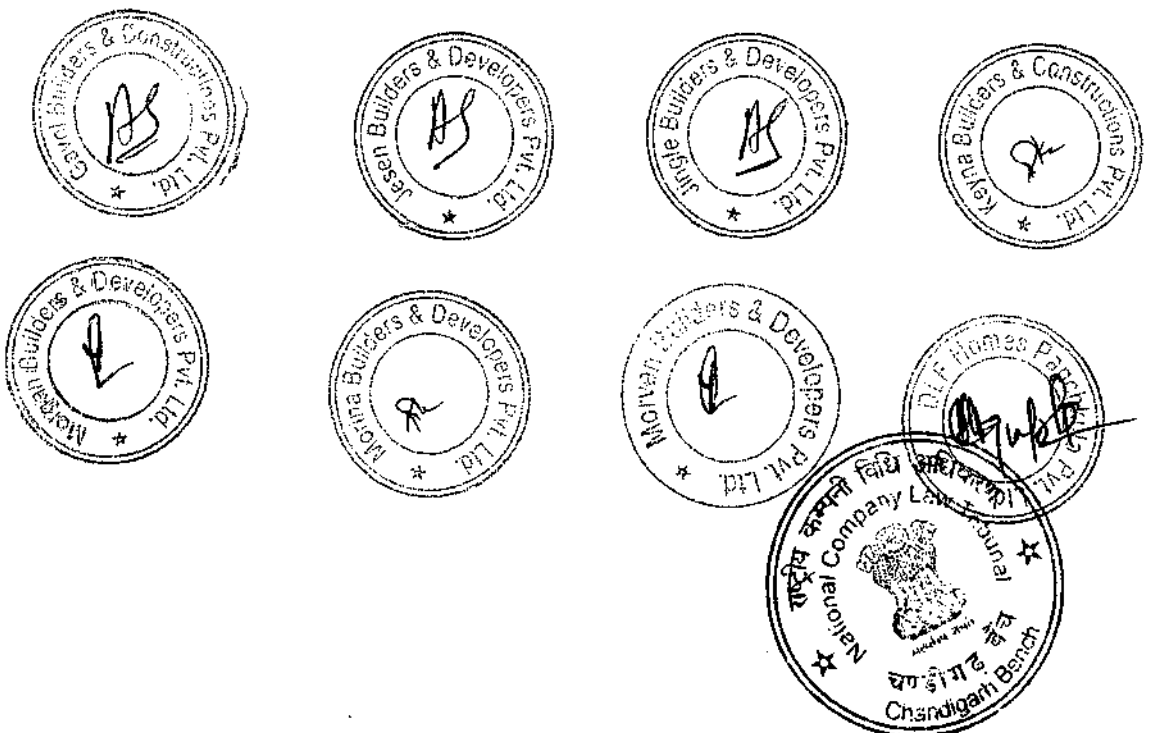
- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/ constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.

- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.

9. The Transferor Companies Nos. 1 to 7 are the wholly-owned subsidiary companies of DLF Home Developers Limited. The Transferee Company is the subsidiary company of DLF Home Developers Limited. Further, DLF Home Developers Limited is direct/ indirect wholly-owned subsidiary company of DLF Limited, which is not part of the present Scheme.



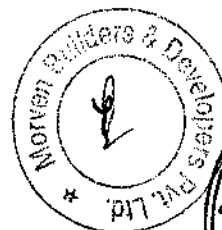
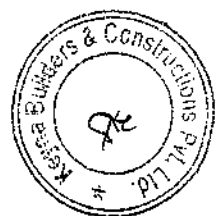
10. The Transferor Companies and the Transferee Company are not listed on any Stock Exchange.
11. Apart from meeting the commercial and business interests of the Transferor Companies and the Transferee Company as specified herein, this Scheme, in so far as it relates to the amalgamation, has been drawn-up to also comply with the conditions relating to "amalgamation" as specified under the tax laws, including Sections 2(1B), 47 and all other relevant applicable provisions of the Income-tax Act, 1961, or any amendment(s) or re-enactment(s) hereto.
12. The Clause III(B)(8) of the Memorandum of Association of the Transferor Companies Nos. 1 to 7, permits and authorises the amalgamation of the Transferor Companies with the Transferee Company. Similarly, Clause III(B)(8) of the Memorandum of Association of the Transferee Company permits and authorises the amalgamation of the Transferor Companies with the Transferee Company.
13. Name and addresses of the Directors & Key Managerial Personnel of the Transferor Company No. 1 as on the date of this Scheme are as under:



Sl. No.	Name	Address	Designation
1.	Mr. Amit Sharma (DIN: 09202969)	C-4 D/39C, Janakpuri, B-1, S.O, West Delhi, New Delhi - 110058	Director
2.	Mr. Yogesh Bhardwaj (DIN:09199912)	WZ-88, 1st Floor, Jwala Heri, Matke wali Gali, Paschim Vihar, West Delhi, New Delhi-110063	Director
3.	Mr. Divya Puri (DIN:08462389)	W7/9B, First Floor, DLF Phase 3, Gurugram- 122002, Haryana	Director

13.1 Name and addresses of the Directors and Key Managerial Personnel of the Transferor Company No. 2 as on the date of this Scheme are as under:

Sl. No.	Name	Address	Designation
1.	Mr. Amit Sharma (DIN: 09202969)	C-4 D/39C, Janakpuri, B-1, S.O, West Delhi, New Delhi - 110058	Director
2.	Mr. Yogesh Bhardwaj (DIN:09199912)	WZ-88, 1st Floor, Jwala Heri, Matke wali Gali, Paschim Vihar, West Delhi, New Delhi-110063	Director
3.	Mr. Divya Puri (DIN:08462389)	W7/9B, First Floor, DLF Phase 3, Gurugram- 122002, Haryana	Director

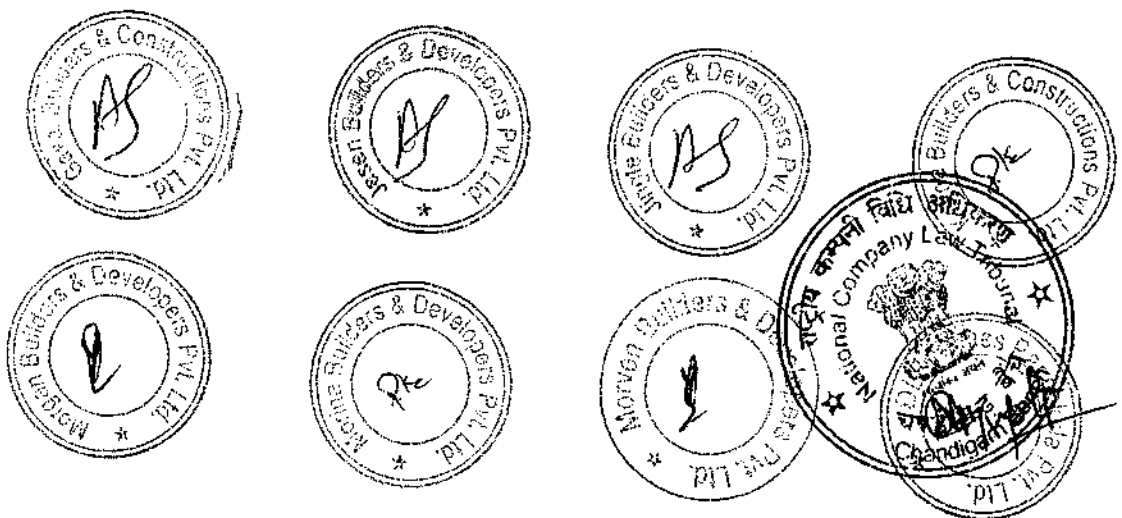


13.2 Name and addresses of the Directors and Key Managerial Personnel of the Transferor Company No. 3 as on the date of this Scheme are as under:

Sl. No.	Name	Address	Designation
1.	Mr. Amit Sharma (DIN: 09202969)	C-4 D/39C, Janakpuri, B-1, S.O, West Delhi, New Delhi - 110058	Director
2.	Mr. Yogesh Bhardwaj (DIN:09199912)	WZ-88, 1st Floor, Jwala Heri, Matke wali Gali, Paschim Vihar, West Delhi, New Delhi-110063	Director
3.	Mr. Divya Puri (DIN:08462389)	W7/9B, First Floor, DLF Phase 3, Gurugram- 122002, Haryana	Director

13.3 Name and addresses of the Directors and Key Managerial Personnel of the Transferor Company No. 4 as on the date of this Scheme are as under:

Sl. No.	Name	Address	Designation
1.	Mr. Davinder Kumar Nagpal (DIN:09199945)	CA/11-D, Shalimar Bagh, North West Delhi, Delhi- 110088	Director
2.	Mr. Gulshan Babbar (DIN: 05336224)	Flat No. 142, New Town Heights, Sectors-86, Sikanderpur Badha, Gurugram-122004, Haryana	Director



3.	Mr. Ramesh Kumar (DIN:09199879)	A-1/55 Block-A, PKT-1, Rohini, Sector-16, Delhi- 110089.	Director
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13.4 Name and addresses of the Directors and Key Managerial Personnel of the Transferor Company No. 5 as on the date of this Scheme are as under:

Sl. No.	Name	Address	Designation
1.	Mr. Amit Sharma (DIN: 09202969)	C-4 D/39C, Janakpuri, B-1, S.O, West Delhi, New Delhi – 110058	Director
2.	Mr. Yogesh Bhardwaj (DIN:09199912)	WZ-88, 1st Floor, Jwala Heri, Matke wali Gali, Paschim Vihar, West Delhi, New Delhi-110063	Director
3.	Mr. Divya Puri (DIN:08462389)	W7/9B, First Floor, DLF Phase 3, Gurugram- 122002, Haryana	Director

13.5 Name and addresses of the Directors and Key Managerial Personnel of the Transferor Company No. 6 as on the date of this Scheme are as under:

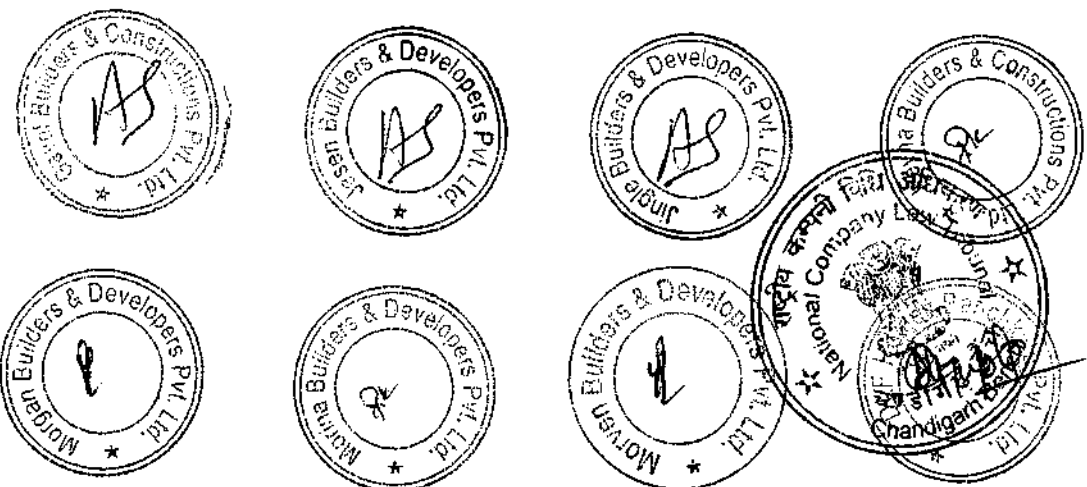




Sl. No.	Name	Address	Designation
1.	Mr. Davinder Kumar Nagpal (DIN:09199945)	CA/11-D, Shalimar Bagh, North West Delhi, Delhi- 110088	Director
2.	Mr. Anusuya Prasad Pandey (DIN: 09199870)	209, 2nd Floor, Dr. Kapoor Wali Gali, Near Swati Girls Hostel Munirka, JNU, South West Delhi, New Delhi - 110067	Director
3.	Mr. Ramesh Kumar (DIN:09199879)	A-1/55 Block-A, PKT-1, Rohini, Sector-16, Delhi- 110089.	Director

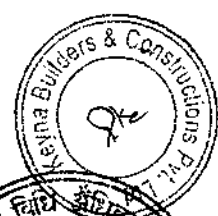
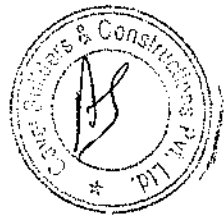
13.6 Name and addresses of the Directors and Key Managerial Personnel of the Transferor Company No. 7 as on the date of this Scheme are as under:

Sl. No.	Name	Address	Designation
1.	Mr. Amit Sharma (DIN: 09202969)	C-4 D/39C, Janakpuri, B-1, S.O, West Delhi, New Delhi - 110058	Director
2.	Mr. Yogesh Bhardwaj (DIN:09199912)	WZ-88, 1st Floor, Jwala Heri, Matke wali Gali, Paschim Vihar, West Delhi, New Delhi-110063	Director
3.	Mr. Divya Puri (DIN:08462389)	W7/9B, First Floor, DLF Phase 3, Gurugram- 122002, Haryana	Director



13.7 Name and addresses of the Directors and Key Managerial Personnel of the Transferee Company as on the date of this Scheme are as under:

Sl. No.	Name	Address	Designation
1.	Ms. Anjana Bali (DIN:08804133)	T1/1801, The Close North, Nirvana Country, Sector-50, South City II, Gurugram-122018 (Haryana)	Director
2.	Mr. Deshbandhu Gupta (DIN:08146316)	Flat No.C-30, Anisha Vihar Society, Sector-9, Rohini, Delhi-110 085.	Director
3.	Ms. Sandhya Singla (DIN:08893844)	Neel Achal Apartments, Plot No. 3, Sector-4, Dwarka, South West Delhi, Delhi-110075	Director
4.	Mr. Santosh Kumar Garg (DIN:01153590)	House No.1467, Sector-8, Faridabad, Haryana-121 002.	Director
5.	Mr. Surinder Singh Chawla (DIN:00102064)	22/10, First Floor, Geeta Mandir Marg, New Rajendra Nagar, Rajender Nagar, Central Delhi, New Delhi-110 060.	Director

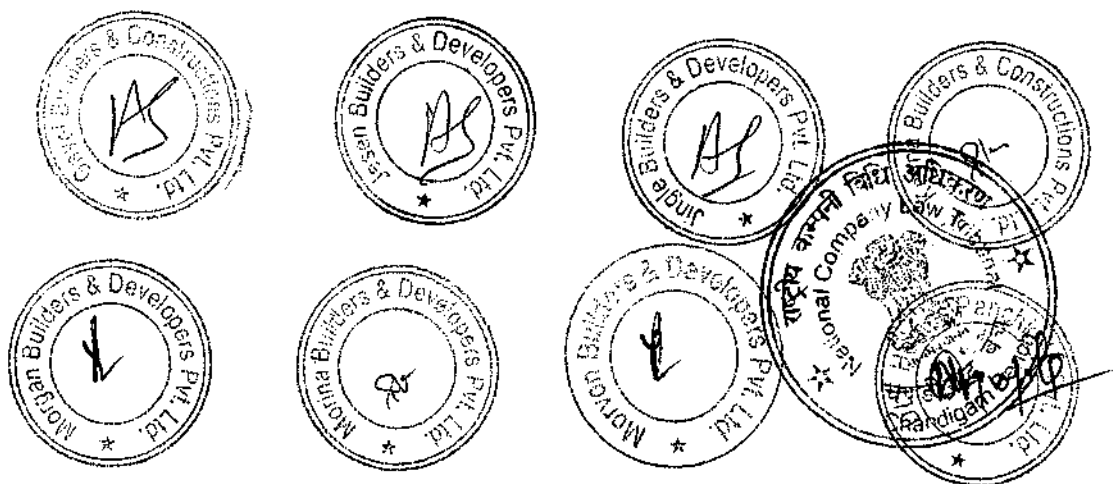


- 13.8 No investigation or proceedings under Sections 235 to 251 of the Companies Act, 1956 and/ or under Sections 206 to 229 of the Companies Act, 2013 are pending or instituted against the Transferor Companies and the Transferee Company.
- 13.9 No debt restructuring exercise has been done by the Transferor Companies and the Transferee Company.
- 13.10 There is no adverse effect of Scheme on any Directors, Key Managerial Personnel, promoters, non-promoter members, creditors and employees of the Transferor Companies and the Transferee Company.
- 13.11 No Director, Key Managerial Personnel of the Transferor Companies or the Transferee Company have any material interest in the scheme, save as otherwise shares held by them either as a shareholder or as a nominee.
- 13.12 There are no other contracts or arrangements that are material to this Scheme of Amalgamation are entered or to be entered.
- 13.13 The Board of Directors of the Transferor Companies have approved this Scheme at their respective meetings held on 21<sup>st</sup> March 2022.
- 13.14 The Board of Directors of the Transferee Company has approved this Scheme at its meeting held on 21<sup>st</sup> March 2022.



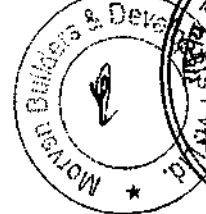
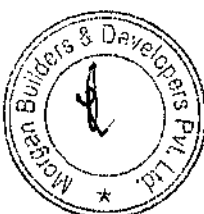
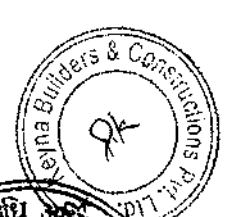
**OBJECTS AND RATIONALE FOR THE SCHEME**

14. The Scheme provides for the amalgamation of the Transferor Companies with the Transferee Company, in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Act or any statutory modification(s), re-enactment(s) or amendment(s) thereof for the time being in force read with the relevant Rules, as amended from time to time and all other applicable provisions, if any, of the Act and any other Applicable Laws for the time being in force.
15. In order to facilitate focussed management and efficient utilisation of surplus assets and resources of the Transferor Companies, it has been decided by the Board of Directors of the Transferor Companies and the Transferee Company that it would be in the interest of each of the Transferor Companies, Transferee Company and their respective stakeholders to take appropriate steps to effect amalgamation of the Transferor Company Nos. 1 to 7 into and with the Transferee Company. This Scheme would benefit the respective companies involved in this Scheme and their shareholders on account of the following reasons:
- a. The amalgamation will result in better, efficient and economical management, achieve cost savings,



pooling of resources and rationalization of administrative expenses/ services. The amalgamation will enable the companies to pool their financial, commercial and other resources and synergy of operations would be achieved.

- b. The amalgamation will enable the companies to achieve optimal capital structure and achieve efficiency in terms of operations of the merged entity under the combined entity.
- c. The amalgamation will reduce administrative costs and operative and overhead expenses which would further lead to greater and effective executive control, cost efficiency, synergy of operations, and optimum utilization of the resources. It will result in reduction in multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company. With the enhanced resources at its disposal, the Transferee Company will have greater flexibility and strength and will be able to compete more effectively as a combined entity.
- d. The Transferee Company as a consolidated entity after amalgamation will have better financial and business prospects. This Scheme would be beneficial to and in

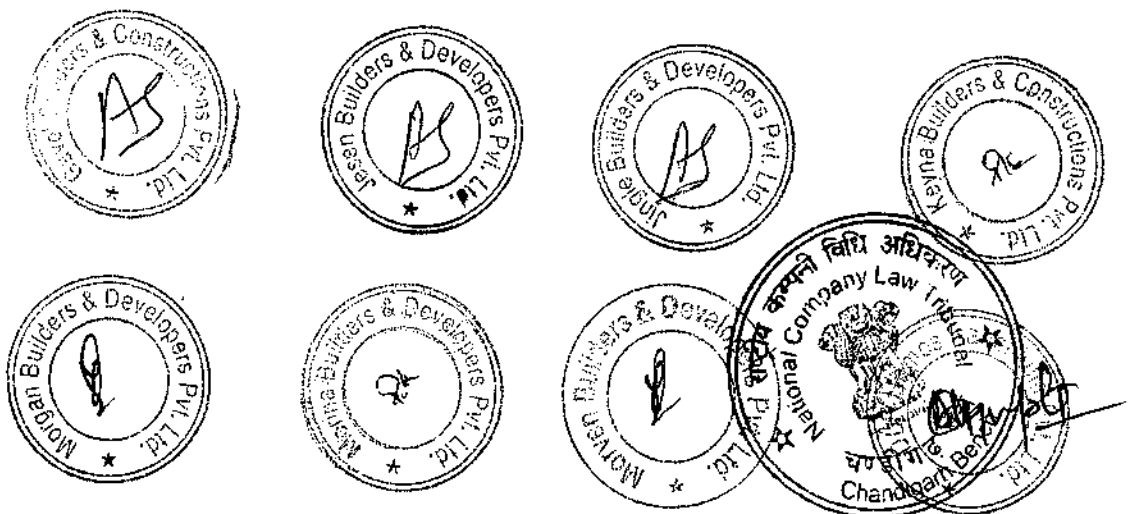


the best interest of the respective shareholders of the Transferor Companies and the Transferee Company. This Scheme shall not in any manner be prejudicial to the interests of concerned members/ creditors, Directors, Key Managerial Personnel, vendors or general public at large.

- e. The amalgamation would be advantageous to combine the activities of the Transferor Companies and the Transferee Company into a single company and consolidate their business and assets.

#### DATE OF COMING INTO EFFECT/ EFFECTIVE DATE

16. The Scheme shall come into legal operation from the Appointed Date i.e. 1<sup>st</sup> April 2021 or such other date as may be approved by the Hon'ble National Company Law Tribunal (hereinafter referred to as "NCLT") or Hon'ble National Company Law Appellate Tribunal (hereinafter referred to as "NCLAT"), or any other competent court(s), judicial or quasi-judicial authority(ies) or any other competent authority(ies) having power to sanction this Scheme, as the case may be. The phrase 'coming into effect' or 'becoming effective' in the context of the Scheme shall mean the date on which the Scheme shall come into legal operation in the manner stated hereinafter.



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**PART C**  
**CONTENTS OF THE SCHEME**

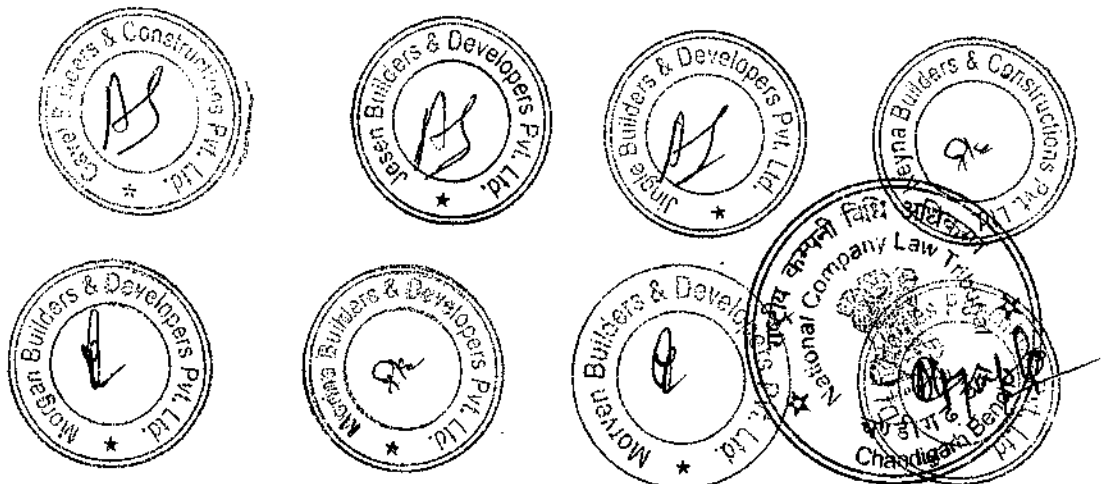
**Part C is divided into following Sections:**

<b>Section I</b>	Deals with the Definitions, Interpretations and Share Capital.
<b>Section II</b>	Deals with the amalgamation of the Transferor Companies with the Transferee Company in accordance with relevant provisions of the Act, as may be applicable.
<b>Section III</b>	Deals with general terms and conditions applicable to the Scheme.

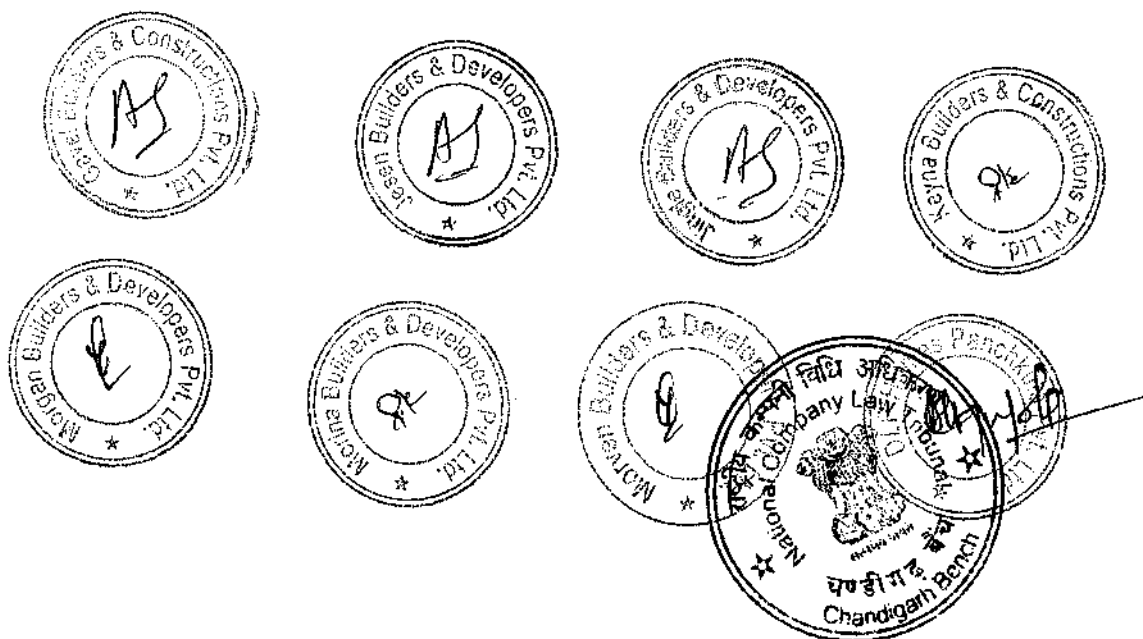
**SECTION I**

**DEFINITIONS, INTERPRETATIONS AND SHARE CAPITAL**

17. For the purposes of this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meanings:
- i. **"the Act"** means the Companies Act, 2013 or any statutory modification(s), re-enactment(s) or amendment(s) thereof, the rules, regulations, notifications made/ issued thereunder, if any, as amended from time to time and also mean and refer to corresponding relevant enforceable Sections of Companies Act, 1956, the rules and regulations made thereunder, if any;



- ii. **"Appointed Date"** means 1<sup>st</sup> April 2021 or such other date as may be approved by the Hon'ble National Company Law Tribunal or Hon'ble National Company Law Appellate Tribunal, or any other competent court(s), judicial or quasi-judicial authority(ies) or any other competent authority(ies) having power to sanction the Scheme, as the case may be;
- iii. **"Board of Directors" or "Board"** means the respective Board of Directors of the Transferor Companies and the Transferee Company, as the case may be and includes any committee(s) of the Board, or any person or persons authorised by the Board of the respective companies;
- iv. **"Capital Reserve"** means a reserve arising in the books of the Transferee Company pursuant to the Scheme and will not constitute a reserve created by the Transferee Company and subject to the provisions of the Act will be a free reserve available for all the purposes including issue of bonus shares and buy-back of securities;
- v. **"Central Government"** for the purpose of the present Scheme means and include but not limited to the concerned Regional Director for the Northern Region as appointed by the Central Government or such other



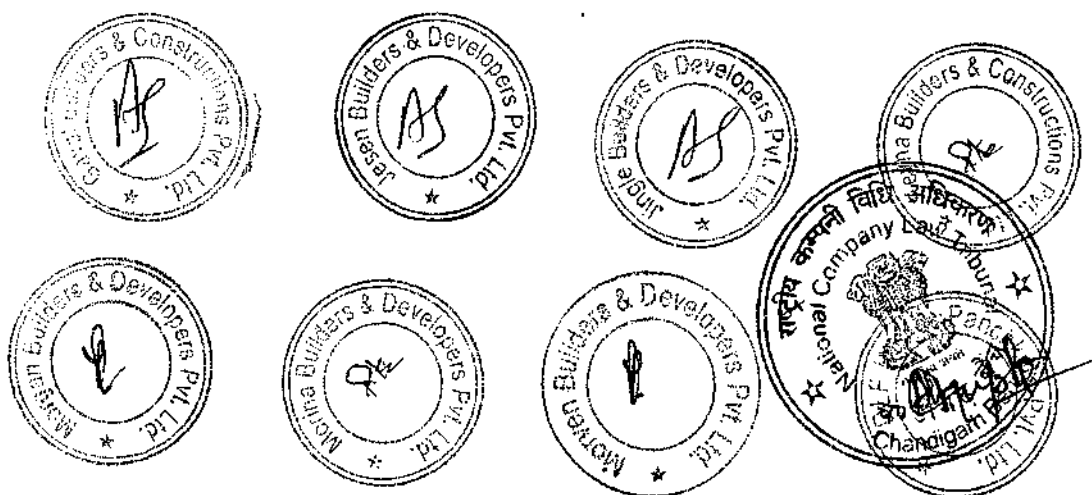


authority(ies) to whom powers under Sections 230 to 232 of the Act may be delegated from time to time;

- vi. **"IT Act"** means the Income-tax Act, 1961 and any other statutory modification(s), amendment(s), restatement(s) or re-enactment(s) thereof, from time to time and to the extent in force;
- vii. **"Law" or "Applicable Laws"** includes all applicable statutes, enactments, acts of legislature or Parliament, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any Government, statutory authority, Tribunal, board, court of India or any other country or jurisdiction as applicable;
- viii. **"National Company Law Tribunal" or "NCLT" or "the Tribunal"** means the Hon'ble National Company Law Tribunal constituted under Section 408 read with Section 419 of the Act situated at Chandigarh or any other bench of Hon'ble National Company Law Tribunal having jurisdiction to sanction the Scheme;
- ix. **"National Company Law Appellate Tribunal" or "NCLAT" or "the Appellate Tribunal"** means the Hon'ble National Company Law Appellate Tribunal constituted under Section 410 of the Act situated at New Delhi as and when the context may require;



- x. **"ROC" or "Registrar of Companies"** means the Registrar of Companies, NCT of Delhi and Haryana, having jurisdiction over both the Transferor Companies and the Transferee Company;
- xi. **"Rules"** means the Companies (Compromises Arrangements and Amalgamations) Rules, 2016, or any statutory modification(s), re-enactment(s) or amendment(s) thereof;
- xii. **"Scheme" or "Scheme of Amalgamation" or "this Scheme" or "the Scheme"** means this Scheme of Amalgamation for the amalgamation of the Transferor Company Nos. 1 to 7 with the Transferee Company, as approved by the respective Board of Directors and members of the Transferor Companies and the Transferee Company, subject to such modifications or amendments as may be deemed fit by the Hon'ble Tribunal or other concerned/ competent authority(ies), as the case may be;
- xiii. **"Transferor Company No. 1"** means Gavel Builders & Constructions Private Limited, a company incorporated under the provisions of the Companies Act, 1956, having Corporate Identity Number U45200HR2007PTC100892 and its registered office situated at 1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram - 122002 (Haryana);
- xiv. **"Transferor Company No. 2"** means Jesen Builders & Developers Private Limited, a company incorporated under

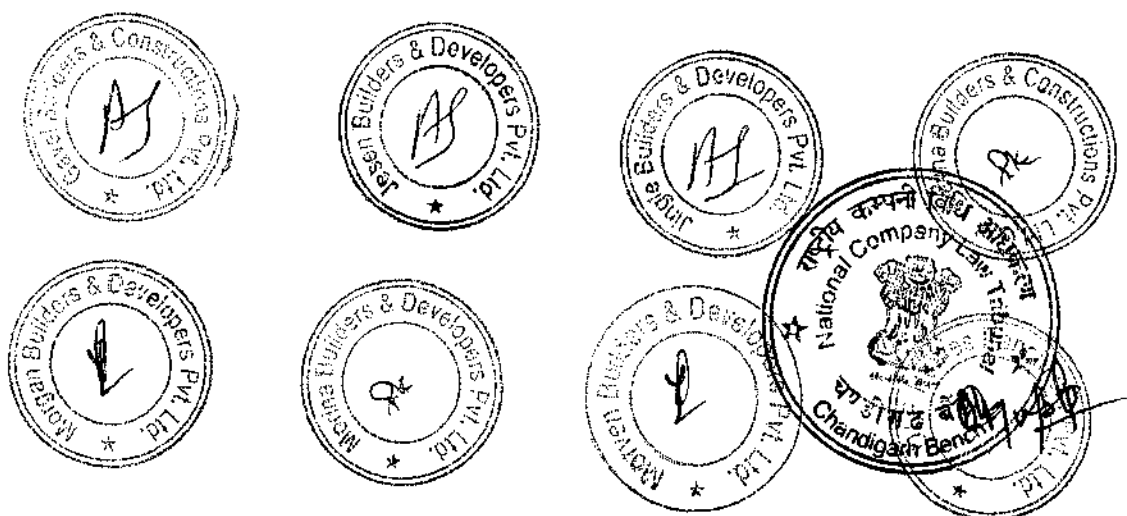


the provisions of the Companies Act, 1956, having Corporate Identity Number U45200HR2007PTC100721 and its registered office situated at 1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram – 122002 (Haryana);

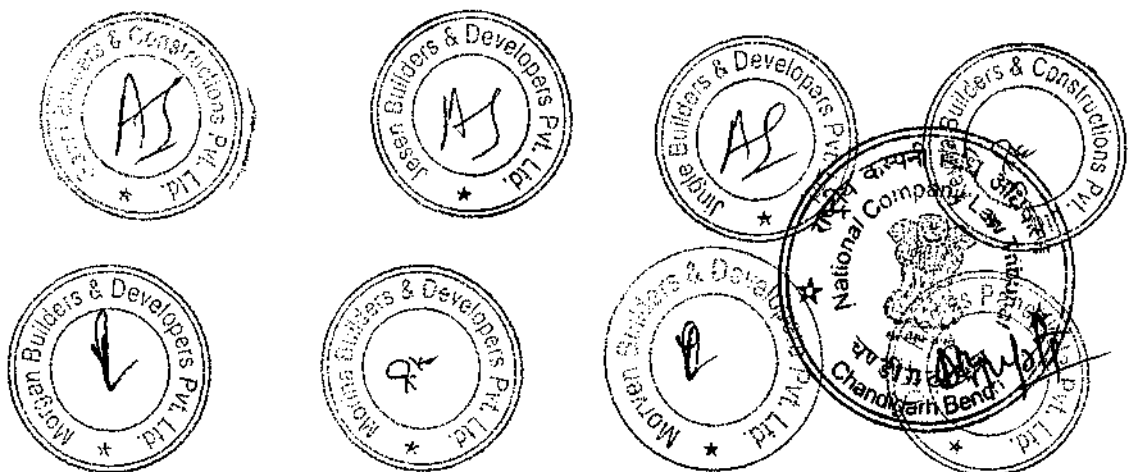
xv. **"Transferor Company No. 3"** means Jingle Builders & Developers Private Limited, a company incorporated under the provisions of the Companies Act, 1956, having Corporate Identity Number U70102HR2007PTC100727 and its registered office situated at 1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram – 122002 (Haryana);

xvi. **"Transferor Company No. 4"** means Keyna Builders & Constructions Private Limited, a company incorporated under the provisions of the Companies Act, 1956, having Corporate Identity Number U45200HR2007PTC100722 and its registered office situated at 1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram – 122002 (Haryana);

xvii. **"Transferor Company No. 5"** means Morgan Builders & Developers Private Limited, a company incorporated under the provisions of the Companies Act, 1956, having Corporate Identity Number U45200HR2006PTC100938 and its registered office situated at 1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram – 122002 (Haryana);

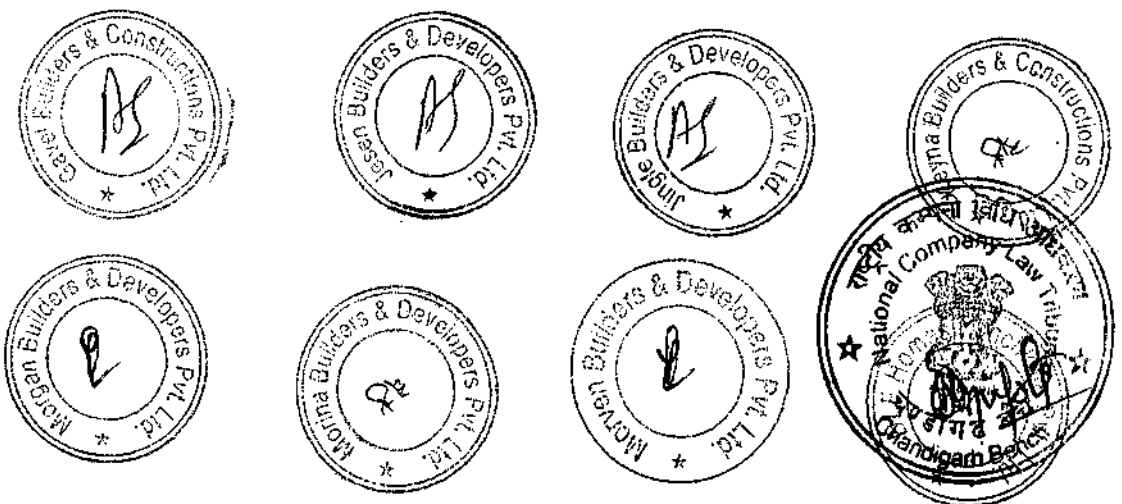


- xviii. **"Transferor Company No. 6"** means Morina Builders & Developers Private Limited, a company incorporated under the provisions of the Companies Act, 1956, having Corporate Identity Number U45200HR2007PTC100953 and its registered office situated at 1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram - 122002 (Haryana);
- xix. **"Transferor Company No. 7"** means Morven Builders & Developers Private Limited, a company incorporated under the provisions of the Companies Act, 1956, having Corporate Identity Number U45200HR2007PTC100724 and its registered office situated at 1<sup>st</sup> Floor, DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram - 122002 (Haryana);
- xx. **"Transferor Companies"/ "Transferor Company(ies)"** means and refers to Transferor Company Nos. 1 to 7 collectively;
- xxi. **"Transferee Company"** means DLF Homes Panchkula Private Limited, a company incorporated under the provisions of the Companies Act, 1956, having Corporate Identity Number U45400HR2007PTC038443 and its registered office situated at 2<sup>nd</sup> Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram 122002 (Haryana);
- xxii. **"Transferee Company OCDs"** means the Optionally Convertible Debentures issued by the Transferee Company;
- xxiii. **"Merged/ Amalgamated Undertakings or Undertaking(s)"** shall mean and include the whole of the businesses and

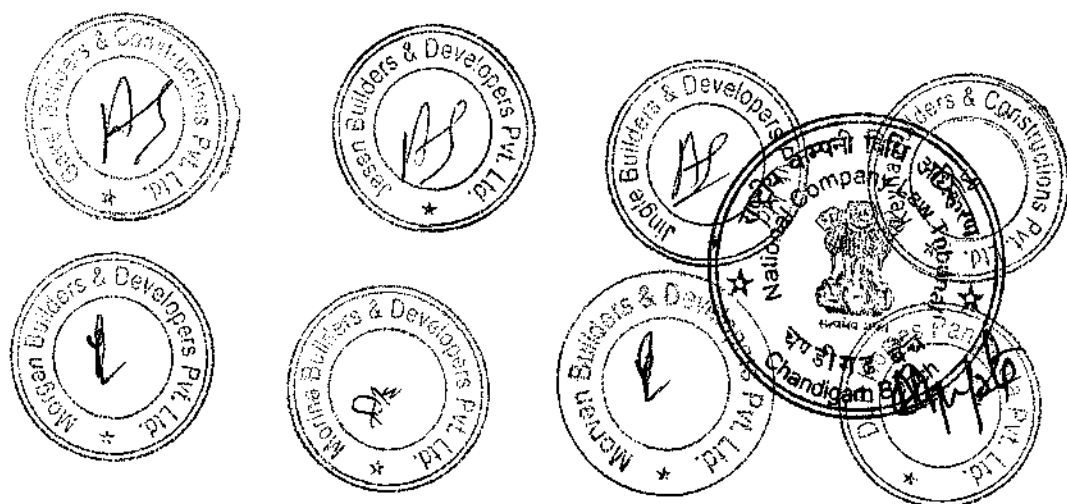


undertakings of the Transferor Companies on a going concern basis, being carried on by the Transferor Companies as on the Appointed Date, which is being transferred to Transferee Company and shall include (without limitation):

- (i) all the properties and assets whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent, deposits investments of all kinds (including shares, scrips, stocks, bonds, debentures, units or pass through certificates), all cash balances with the banks, money at call and short notice, loans, advances, contingent rights or benefits, lease and hire purchase contracts and assets, receivables, cheques and other negotiable instruments (including post-dated cheques), benefit of assets or properties or other interest held in trust, in partnership firms, benefit of any security arrangements, authorities, allotments, approvals, buildings and structures, office, residential and other premises, tenancies, leases, licenses, development licenses, fixed and other assets, powers, Power of Attorney (PoA), consents, authorities, registrations, agreements, development agreements,

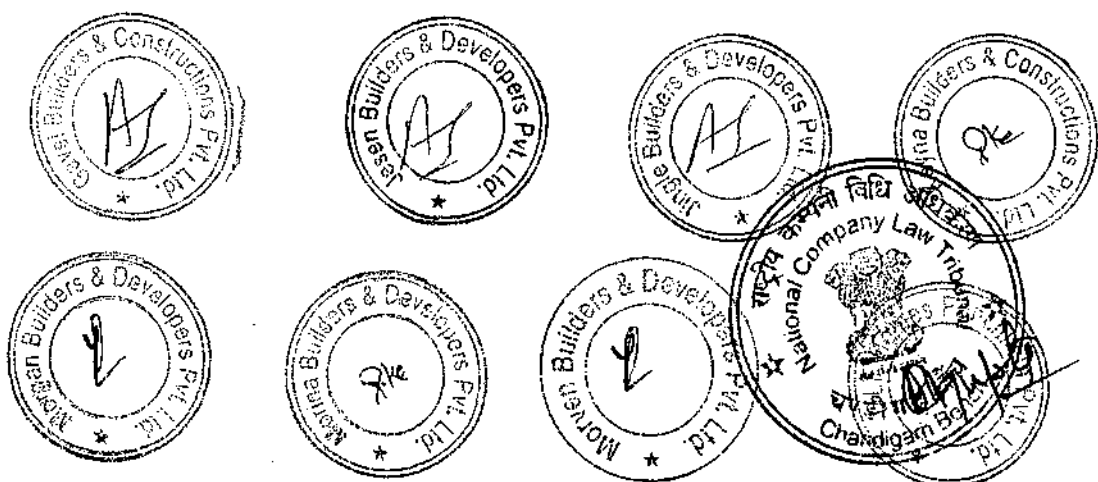


contracts, engagements, arrangements of all kinds, rights, titles, interests, benefits, leasehold rights, other benefits (including tax benefits), tax holiday benefits, tax incentives & exemptions (including but not limited to tax credits), Minimum Alternate Tax Credit entitlement under Income-tax Act, 1961, easements, privileges, liberties, grants and advantages of whatsoever nature including pending projects wheresoever situated belonging to and/ or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the Transferor Companies including but without being limited to licenses in respect thereof, privileges, liberties, concessions in terms of duties, taxes, subsidies, incentives, as may be available to the Transferor Companies or in relation to any movable or immovable assets of the Transferor Companies including easements, advantages, benefits, rights, grants and exemptions granted under any law or other enactment, leases, tenancy rights, ownership flats, quota rights, permits, approvals, authorizations, right to use and avail of telephones, telex, facsimile, e-mail, internet, leased line connections and installations, utilities, electricity and other services, reserves,

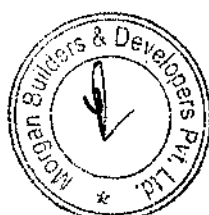
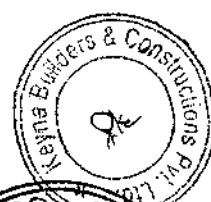


provisions, funds, benefits of all agreements, all records, files, papers, computer programs, manuals, data, catalogues, sales and advertising materials, lists and other details of present and former customers and suppliers, customers credit information, customer and supplier pricing information and other records in connection with or relating to the Transferor Companies and all other interests including those arising to the Transferor Companies including but without being limited to land and building, all fixed and movable plant and machinery, construction equipment, leasehold or freehold, tangible or intangible, including all computers and accessories, software and related data, leasehold improvements, plant and machinery, offices, capital work-in-progress, vehicles, furniture, fixtures, fittings, office equipment, telephone, facsimile and other communication facilities and equipment, electricals, appliances, accessories, deferred tax assets and investments; (hereinafter referred to as **"the said assets"**);

- (iii) all the debts, liabilities, duties and obligations present and future of the Transferor Companies including the contingent liabilities (hereinafter referred to as **"the said liabilities"**);



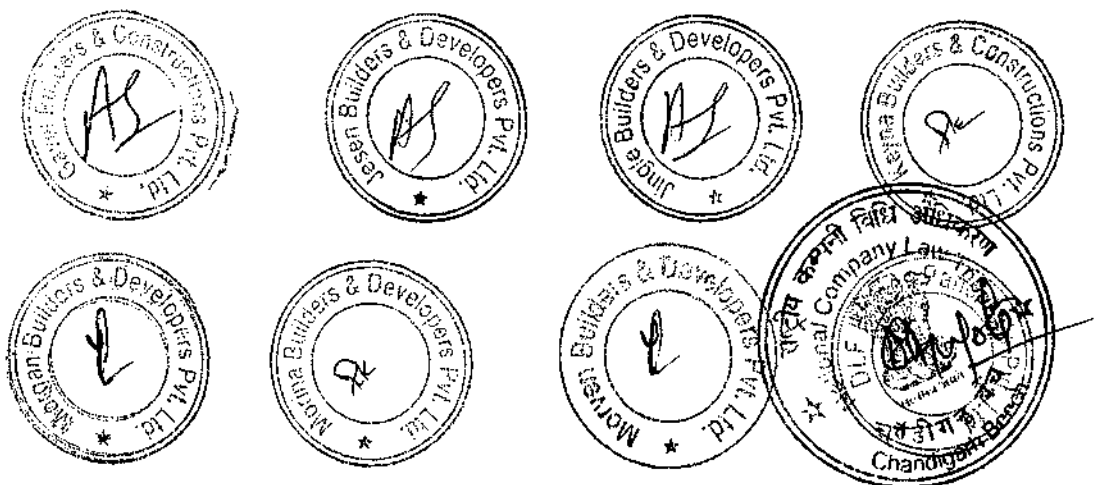
- (iii) all rights and licenses including, all assignments and grants thereof, all permits, clearances and registrations whether under Central, State(s) or other laws, rights (including rights/ obligations under any agreement, contracts, applications, letters of intent, or any other contracts), subsidies, grants, tax credits [including Modified Value Added Tax (MODVAT)/ Central Value Added Tax (CENVAT), Goods and Services Tax credits], incentives or schemes of Central/ State(s)/ local governments, certifications and approvals, regulatory approvals including Special Economic Zone approvals from appropriate authority, entitlements, other licenses, environmental clearances, municipal permissions, approvals, consents, tenancies, investments and/ or interest (whether vested, contingent or otherwise), cash balances, bank balances, bank accounts, reserves, deposits, advances, recoverable, receivables, benefit of insurance claims, easements, advantages, financial assets, hire purchase and lease arrangements, the benefits of bank guarantees issued by the Transferor Companies, funds belonging to or proposed to be utilised by the Transferor Companies, privileges, all other claims, rights and benefits (including under any powers of attorney issued by the Transferor Companies or any





powers of attorney issued in favour of the Transferor Companies or from or by virtue of any proceeding before a legal, quasi-judicial authority or any other statutory authority to which the Transferor Companies are parties), powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity, water and other services, provisions, funds, benefits duties and obligations of all agreements, contracts and arrangements and all other interests;

- (iv) all employees, if any, of the Transferor Companies immediately preceding the approval/ sanction of the Scheme by Hon'ble Tribunal;
- (v) all deposits and balances with Government, Semi-Government, local and other authority(ies) and body(ies), customers and other persons, share application money, wallet/ pre-paid instruments balances, earnest moneys and/ or security deposits paid or received by the Transferor Companies;
- (vi) all books, records, files, papers, product specifications and process information, records of standard operating procedures, computer programs along with their licenses, manuals and backup copies, drawings, other

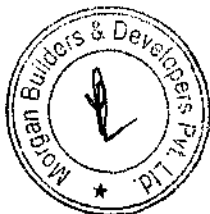
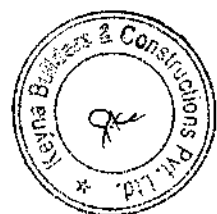


manuals, data catalogues, quotations, sales and advertising materials and other data and records whether in physical or electronic form;

- (vii) all intellectual property rights including all trademarks, trademark applications, trade names, patents and patent applications, domain names, logos, websites, internet registrations, copyrights, trade secrets and all other interests exclusively relating to the Transferor Companies.

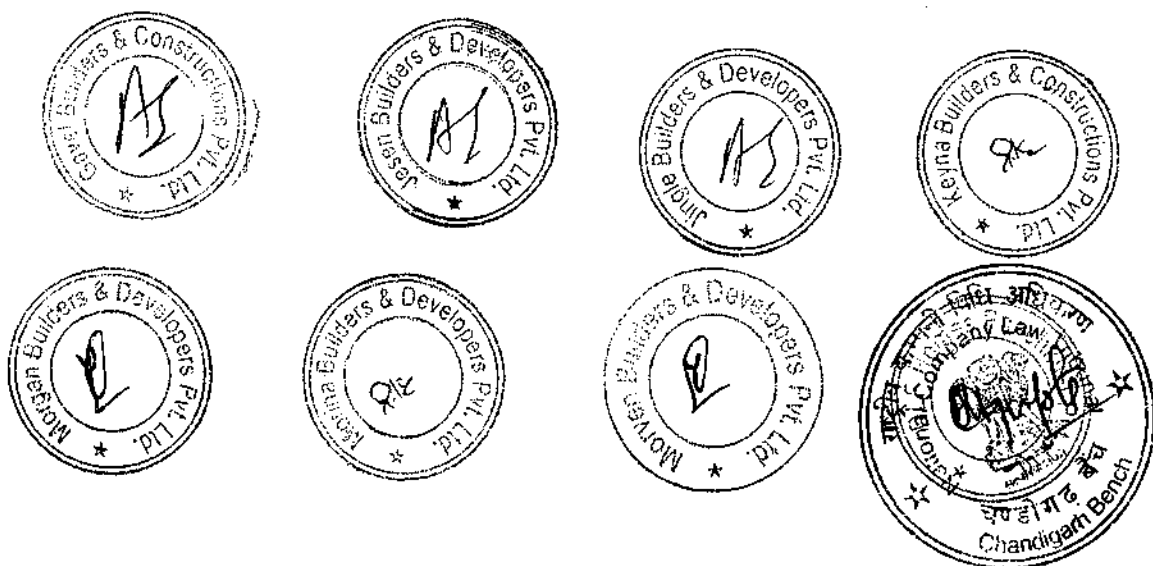
It is intended that the definition of Merged/ Amalgamated Undertakings or Undertaking(s) under this Clause would enable the transfer of all properties, assets, rights, duties and liabilities of the Transferor Companies into Transferee Company pursuant to this Scheme.

The expressions which are used in this Scheme and not defined in this Scheme, shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the Act, Rules, Income-tax Act, 1961, Indian Accounting Standard(s), as may be applicable and other Applicable Laws, rules, regulations, bye-laws, as the case may be, or any statutory modification or re-enactment thereof from time to time.



In this Scheme, unless the context otherwise requires:

- 18.1 References to the singular include a reference to plural and vice-versa and reference to any gender include all other genders;
- 18.2 References to persons shall include individuals, firms, body corporates (whether incorporated or un-incorporated), associations and partnerships;
- 18.3 The headings are inserted for ease of reference only and shall not affect the construction or interpretation of this Scheme;
- 18.4 References to a clause or paragraph or schedule, as applicable shall be deemed to be reference to a clause or paragraph or schedule of this Scheme;
- 18.5 Any phrase introduced by the terms "including" or "include" or "inter-alia" or any similar expression shall be constructed as illustrative and shall not limit the meaning of the words preceding those terms;
- 18.6 References to dates and times shall be construed to be references to Indian dates and times;
- 18.7 References to a document include an amendment or supplement to, or replacement or novation of, that document;



- 18.8 References to the words 'hereof', 'herein' and 'hereby' and derivatives or similar words refer to this entire Scheme;
- 18.9 Word(s) and expressions(s) elsewhere defined in the Scheme will have the meaning(s) respectively, ascribed to them.

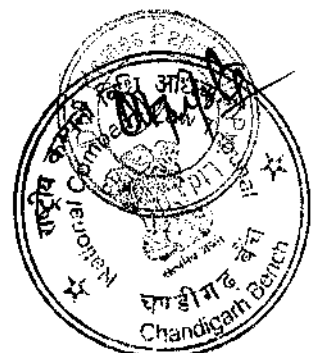
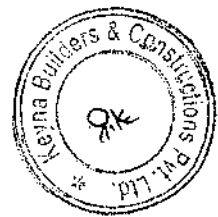
## 19. SHARE CAPITAL

- 19.1 The share capital structure and the financial position of the Transferor Companies and the Transferee Company, as per the latest Audited Balance Sheet as on 31<sup>st</sup> March 2021 are given as under:
- 19.2 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 1 as on 31<sup>st</sup> March 2021 are as under:

(Rs. in Lakhs)

PARTICULARS	AMOUNT
<b>AUTHORISED SHARE CAPITAL</b>	
20,000 Equity Shares of Rs. 10/- each.	2.00
<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL</b>	
10,000 Equity Shares of Rs. 10/- each fully paid.	1.00

- 19.3 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 1.
- 19.4 Transferor Company No. 1 has not issued any Compulsorily / Optionally Convertible Debentures.



19.5 The financial position of the Transferor Company No. 1 as on 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2020 on the basis of the Audited Accounts is as under:

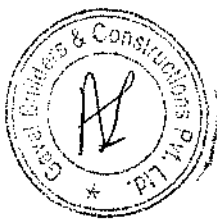
(Rs. in Lakhs)

Particulars	Amount (31.03.2021)	Amount (31.03.2020)
<b><u>EQUITY &amp; LIABILITIES</u></b>		
Equity Share Capital	1.00	1.00
Other Equity/ Reserves & Surplus	(24.03)	(19.53)
Non-Current Liabilities	24.27	18.95
Current Liabilities		
<b>Total</b>	<b>1.24</b>	<b>0.42</b>
<b><u>ASSETS</u></b>		
Non-Current Assets	--	--
Current Assets	1.24	0.42
<b>Total</b>	<b>1.24</b>	<b>0.42</b>

19.6 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 2 as on 31<sup>st</sup> March 2021 are as under:

(Rs. in Lakhs)

PARTICULARS	AMOUNT
<b>AUTHORISED SHARE CAPITAL</b>	
20,000 Equity Shares of Rs. 10/- each.	2.00
<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL</b>	
10,000 Equity Shares of Rs. 10/- each fully paid.	1.00

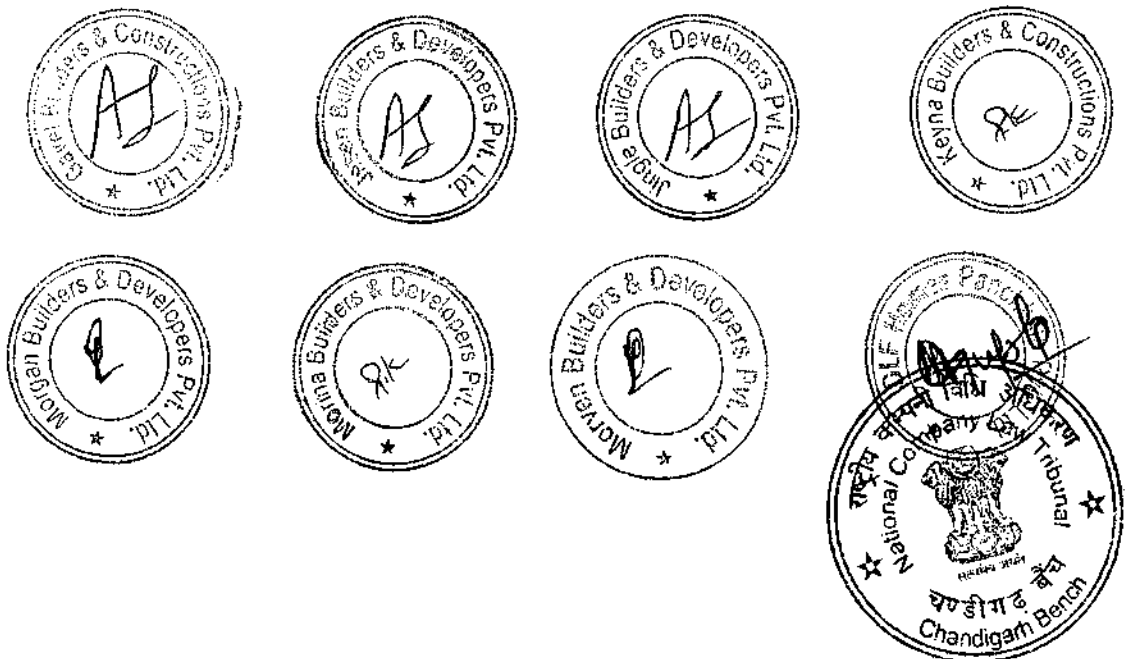


- 19.7 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 2.
- 19.8 Transferor Company No. 2 has not issued any Compulsorily / Optionally Convertible Debentures.
- 19.9 The financial position of the Transferor Company No. 2 as on 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2020 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2021)	Amount (31.03.2020)
<b><u>EQUITY &amp; LIABILITIES</u></b>		
Equity Share Capital	1.00	1.00
Other Equity/ Reserves & Surplus	(49.98)	(44.02)
Non-Current Liabilities	49.63	45.20
Current Liabilities		
<b>Total</b>	<b>0.65</b>	<b>2.18</b>
<b><u>ASSETS</u></b>		
Non-Current Assets	--	--
Current Assets	0.65	2.18
<b>Total</b>	<b>0.65</b>	<b>2.18</b>

- 19.10 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 3 as on 31<sup>st</sup> March 2021 are as under:



PARTICULARS	AMOUNT
<b>AUTHORISED SHARE CAPITAL</b>	
20,000 Equity Shares of Rs. 10/- each.	2.00
<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL</b>	
10,000 Equity Shares of Rs. 10/- each fully paid.	1.00

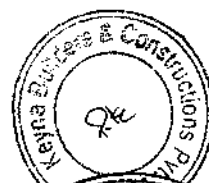
19.11 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 3.

19.12 Transferor Company No. 3 has not issued any Compulsorily / Optionally Convertible Debentures.

19.13 The financial position of the Transferor Company No. 3 as on 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2020 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2021)	Amount (31.03.2020)
<b><u>EQUITY &amp; LIABILITIES</u></b>		
Equity Share Capital	1.00	1.00
Other Equity/ Reserves & Surplus	(10.05)	(5.74)
Non-Current Liabilities	10.27	7.26
Current Liabilities		
<b>Total</b>	<b>1.22</b>	<b>2.52</b>
<b><u>ASSETS</u></b>		
Non-Current Assets	--	0.03
Current Assets	1.22	2.49
<b>Total</b>	<b>1.22</b>	<b>2.52</b>



19.14 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 4 as on 31<sup>st</sup> March 2021 are as under:

(Rs. in Lakhs)

PARTICULARS	AMOUNT
<b>AUTHORISED SHARE CAPITAL</b>	
20,000 Equity Shares of Rs. 10/- each.	2.00
<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL</b>	
10,000 Equity Shares of Rs. 10/- each fully paid.	1.00

19.15 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 4.

19.16 Transferor Company No. 4 has not issued any Compulsorily / Optionally Convertible Debentures.

19.17 The financial position of the Transferor Company No. 4 as on 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2020 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2021)	Amount (31.03.2020)
<b><u>EQUITY &amp; LIABILITIES</u></b>		
Equity Share Capital	1.00	1.00
Other Equity/ Reserves & Surplus	(10.45)	(6.16)
Non-Current Liabilities	10.28	7.17
Current Liabilities	--	--
<b>Total</b>	<b>0.83</b>	<b>2.01</b>





<b>ASSETS</b>		
Non-Current Assets	--	--
Current Assets	0.83	2.01
<b>Total</b>	<b>0.83</b>	<b>2.01</b>

19.18 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 5 as on 31<sup>st</sup> March 2021 are as under:

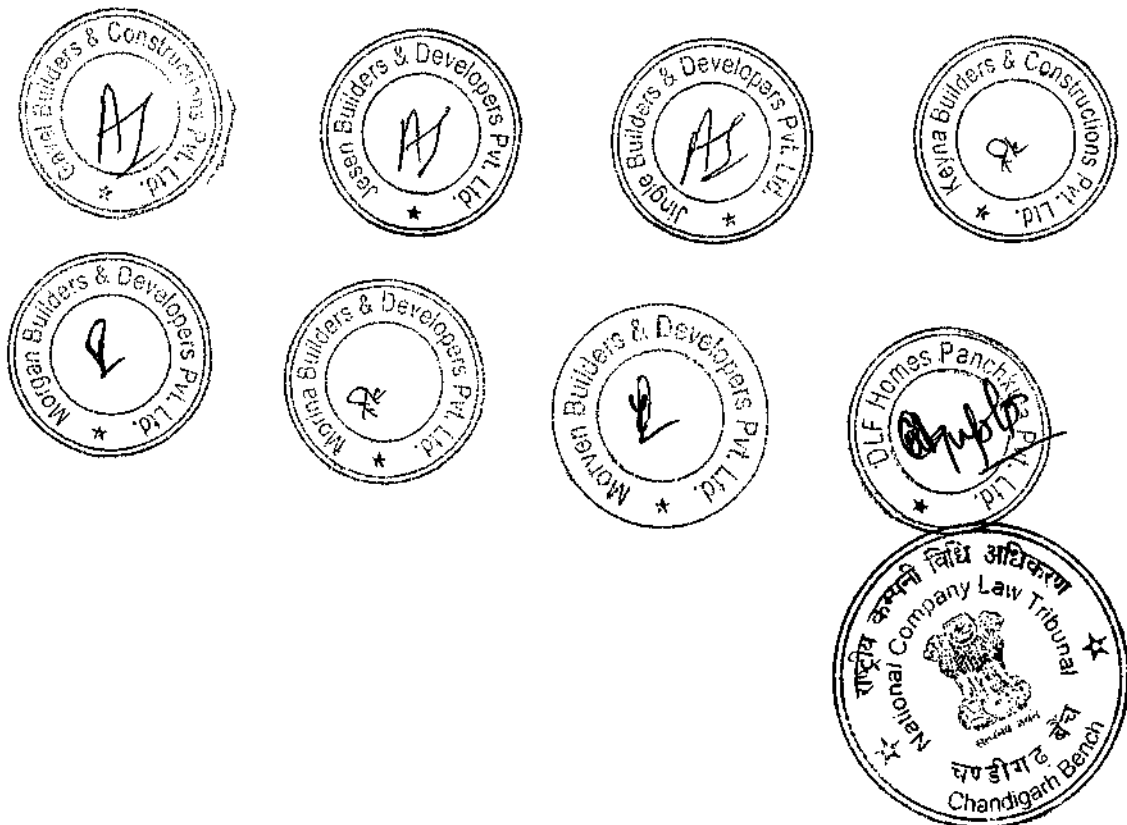
(Rs. in Lakhs)

<b>PARTICULARS</b>	<b>AMOUNT</b>
<b>AUTHORISED SHARE CAPITAL</b>	
20,000 Equity Shares of Rs. 10/- each.	2.00
<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL</b>	
10,000 Equity Shares of Rs. 10/- each fully paid.	1.00

19.19 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 5.

19.20 Transferor Company No. 5 has not issued any Compulsorily / Optionally Convertible Debentures.

19.21 The financial position of the Transferor Company No. 5 as on 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2020 on the basis of the Audited Accounts is as under:



Particulars	Amount (31.03.2021)	Amount (31.03.2020)
<b><u>EQUITY &amp; LIABILITIES</u></b>		
Equity Share Capital	1.00	1.00
Other Equity/ Reserves & Surplus	(31.82)	(27.31)
Non-Current Liabilities	31.86	26.53
Current Liabilities		
<b>Total</b>	<b>1.04</b>	<b>0.22</b>
<b><u>ASSETS</u></b>		
Non-Current Assets	--	--
Current Assets	1.04	0.22
<b>Total</b>	<b>1.04</b>	<b>0.22</b>

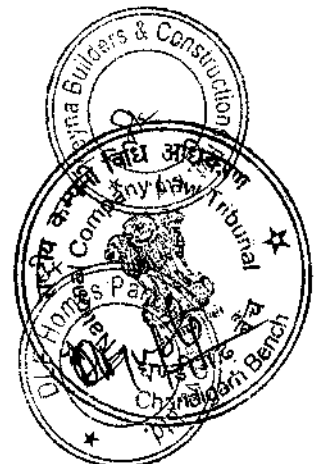
19.22 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 6 as on 31<sup>st</sup> March 2021 are as under:

(Rs. in Lakhs)

PARTICULARS	AMOUNT
<b>AUTHORISED SHARE CAPITAL</b>	
20,000 Equity Shares of Rs. 10/- each.	2.00
<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL</b>	
10,000 Equity Shares of Rs. 10/- each fully paid.	1.00

19.23 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 6.

19.24 Transferor Company No. 6 has not issued any Compulsorily/ Optionally Convertible Debentures.



19.25 The financial position of the Transferor Company No. 6 as on 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2020 on the basis of the Audited Accounts is as under:

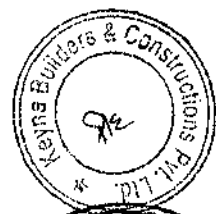
(Rs. in Lakhs)

Particulars	Amount (31.03.2021)	Amount (31.03.2020)
<b><u>EQUITY &amp; LIABILITIES</u></b>		
Equity Share Capital	1.00	1.00
Other Equity/ Reserves & Surplus	(53.85)	(44.89)
Non-Current Liabilities	53.94	45.85
Current Liabilities		
<b>Total</b>	<b>1.09</b>	<b>1.96</b>
<b><u>ASSETS</u></b>		
Non-Current Assets	--	--
Current Assets	1.09	1.96
<b>Total</b>	<b>1.09</b>	<b>1.96</b>

19.26 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 7 as on 31<sup>st</sup> March 2021 are as under:

(Rs. in Lakhs)

PARTICULARS	AMOUNT
<b>AUTHORISED SHARE CAPITAL</b>	
20,000 Equity Shares of Rs. 10/- each.	2.00
<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL</b>	
10,000 Equity Shares of Rs. 10/- each fully paid.	1.00



- 19.27 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 7.
- 19.28 Transferor Company No. 7 has not issued any Compulsorily / Optionally Convertible Debentures.
- 19.29 The financial position of the Transferor Company No. 7 as on 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2020 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2021)	Amount (31.03.2020)
<b><u>EQUITY &amp; LIABILITIES</u></b>		
Equity Share Capital	1.00	1.00
Other Equity/ Reserves & Surplus	(14.76)	(10.25)
Non-Current Liabilities	15.01	9.68
Current Liabilities		
<b>Total</b>	<b>1.25</b>	<b>0.43</b>
<b><u>ASSETS</u></b>		
Non-Current Assets	--	--
Current Assets	1.25	0.43
<b>Total</b>	<b>1.25</b>	<b>0.43</b>

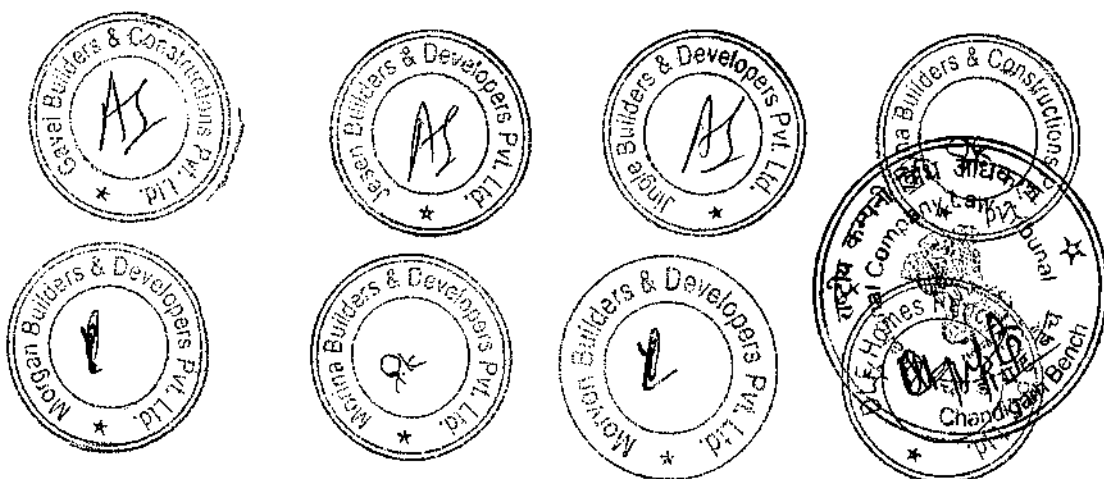
- 19.30 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferee Company as on 31<sup>st</sup> March 2021 are as under:



PARTICULARS	AMOUNT
<b>AUTHORISED SHARE CAPITAL</b>	
62,500 Equity Shares of Rs. 10/- each.	6.25
50,750 Preference Shares of Rs. 100/- each.	50.75
<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL</b>	
62,385 Equity Shares of Rs. 10/- each fully paid.	6.24

19.31 As on the date of this Scheme, there has been no change in the share capital structure of the Transferee Company.

19.32 Transferee Company has issued 0.01% - 80,69,27,000 Compulsorily Convertible Debentures (CCDs) of Rs. 10/- each. The Board of Directors vide its resolution dated 24.01.2022 has modified the terms of CCDs to 0.01% Optionally Convertible Debentures (OCDs) of Rs.10/- each. Further the Company has redeemed 15,50,00,000 OCDs amounting to Rs.155,00,00,000/-. Transferee Company, as on date, has issued 0.01% 65,19,27,000 OCDs aggregating to Rs.651,92,70,000/-. Each OCD is optionally convertible, at the option of the Transferee Company, into 01 (one) equity share in one or more tranches within a period of ten years from the date of allotment of the OCDs or to redeem these OCDs in one or more tranches at an amount equal to the fair value of such number of equity shares of the Transferee Company that would have been issued, had the OCDs



been converted into equity shares of the Transferee Company, or at par value of OCDs, whichever is higher, but not later than the expiry of ten years from the date of allotment of OCDs.

19.33 The financial position of the Transferee Company as on 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2020 on the basis of the Audited Accounts is as under :

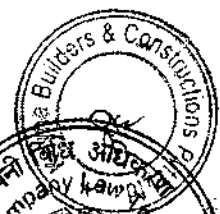
(Rs. in Lakhs)

Particulars	Amount (31.03.2021)	Amount (31.03.2020)
<b><u>EQUITY &amp; LIABILITIES</u></b>		
Equity Share Capital	6.24	6.24
Other Equity	46,623.72	(35,676.78)
Non-Current Liabilities	13.90	42.23
Current Liabilities	21,634.31	113,641.98
<b>Total</b>	<b>68,278.17</b>	<b>78,013.67</b>
<b><u>ASSETS</u></b>		
Non-Current Assets	1,729.92	2,112.40
Current Assets	66,548.25	75,901.27
<b>Total</b>	<b>68,278.17</b>	<b>78,013.67</b>

## SECTION II

### TRANSFER AND VESTING OF THE TRANSFEROR COMPANIES BUSINESS INTO THE TRANSFEE COMPANY

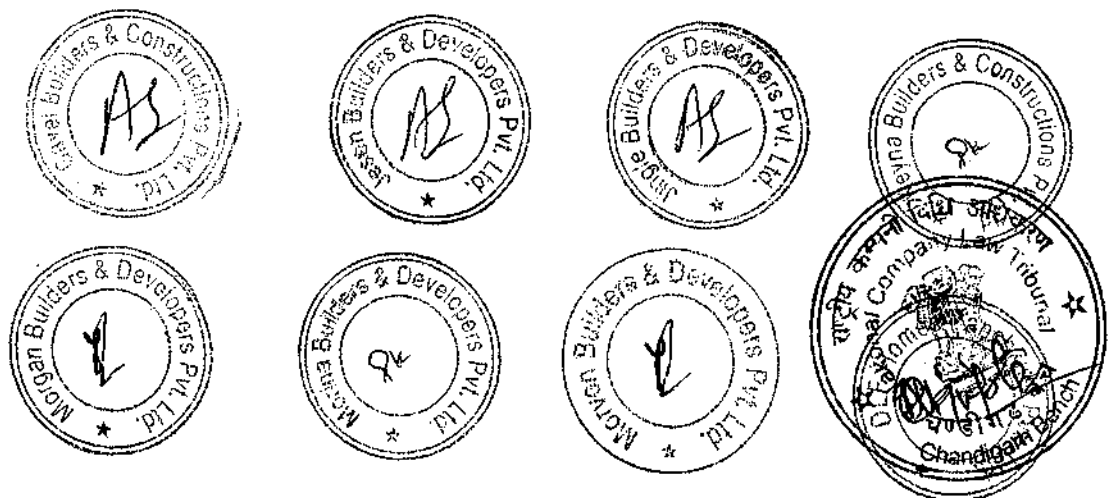
20. Subject to the provisions of the Scheme in relation to the modalities of transfer and vesting given below, with effect from the Appointed Date and upon occurrence of the



Effective Date, the Transferor Companies business shall stand transferred to and be vested in and/ or be deemed to have been transferred to and vested in and managed by the Transferee Company in accordance with the provisions of Sections 230-232 of the Act and all other applicable provisions of the Act and other Applicable Laws.

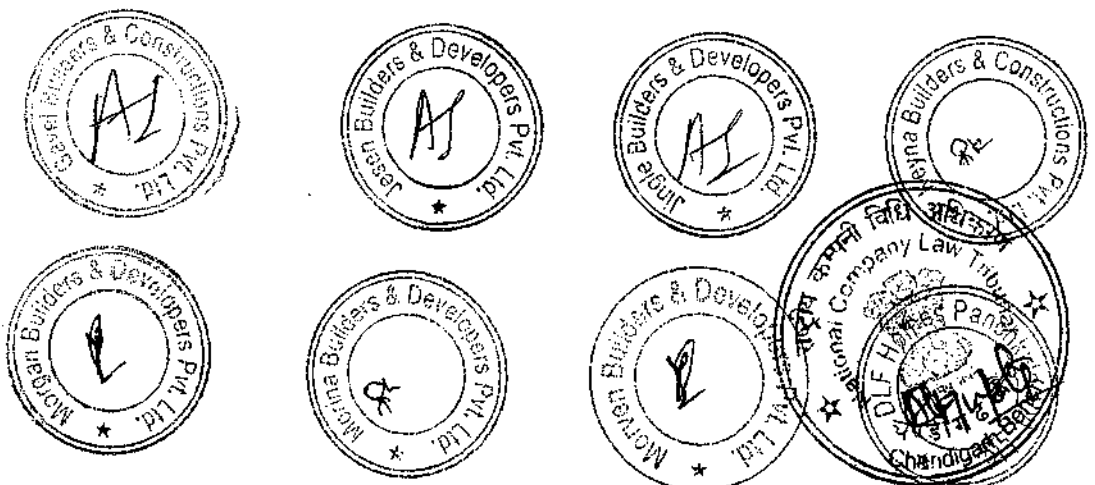
20.1 Upon occurrence of the Effective Date and with effect from the Appointed Date, the Transferor Companies activities and operations shall stand vested in the Transferee Company without any further deed or act, together with all their properties, assets, investments, rights, benefits and interests therein, subject to existing charges thereon in favour of banks and financial institutions, as the case may be on a going concern basis and the Transferee Company shall continue the activities and business operations of the Transferor Companies post the amalgamation (hereinafter referred to as "**Activities and Operations**").

20.2 Upon occurrence of the Effective Date and with effect from the Appointed Date, all the assets, moveable and immoveable properties, tangible and intangible assets including trademarks, patents, designs, copyrights, investments, powers, authorities, allotments, approvals and consents, licenses, registrations, contracts together with all



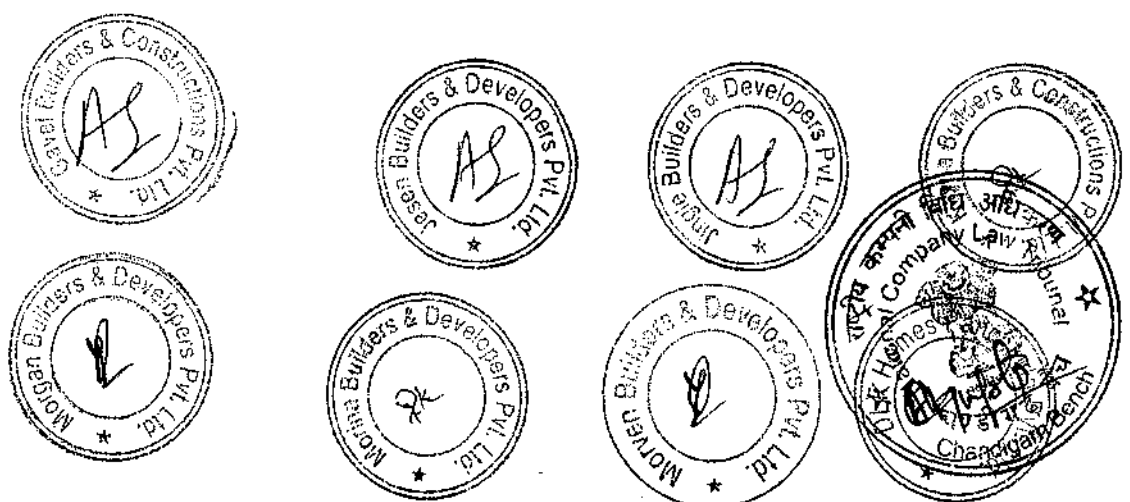
non-compete covenants, engagements, arrangements, development agreements, rights, titles, interests, agreements, benefits, taxes, including but not limited to Minimum Alternate Tax paid under the relevant provisions of the Income-tax Act, 1961, tax incentives & exemptions, grants and advantages, approvals, permissions, sales tax deferrals, loans, subsidies, concessions, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of whatsoever nature belonging to and/ or in the ownership, Power of Attorney (PoA), power or possession and in the control of or vested in or granted in favour of or enjoyed by the aforesaid Transferor Companies, shall stand vested in the Transferee Company and shall become the property and an integral part of the Transferee Company. The vesting pursuant to this clause shall be deemed to have occurred by manual delivery or endorsement and delivery, as appropriate to the property being vested and the title to such property shall be deemed to have transferred accordingly.

Further, all patents, designs, trademarks, trade names, copyrights and other intellectual and industrial rights of any nature whatsoever and licenses in respect thereof, privileges, liberties, concessions in terms of duties, taxes,



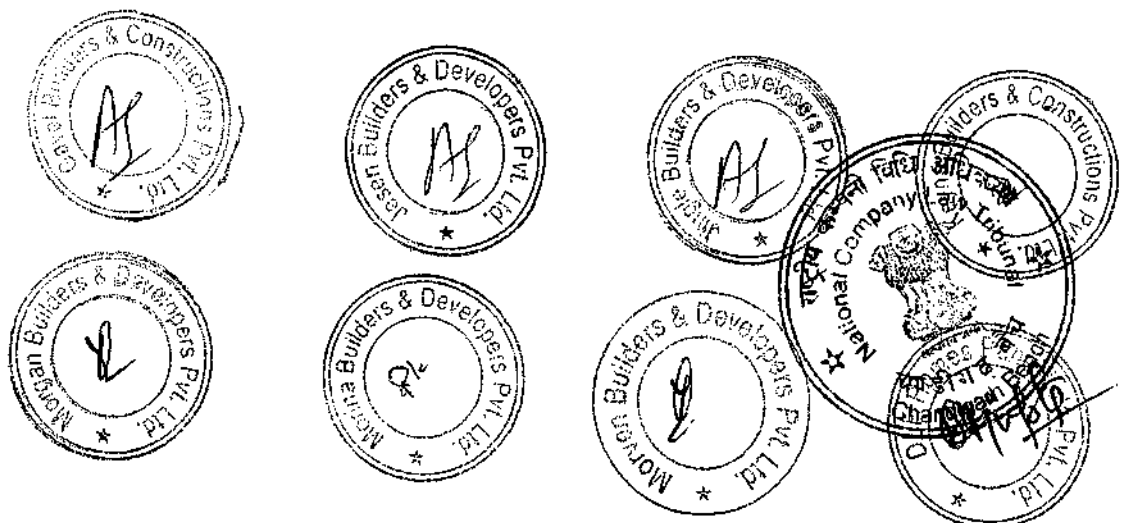


20.3 Upon occurrence of the Effective Date and with effect from the Appointed Date, all immovable properties, if any,



including land together with the buildings and structures standing thereon of the Transferor Companies, whether freehold or leasehold and all documents of title, rights and easements in relation thereto shall stand transferred to and be vested in and/ or be deemed to have been transferred to and vested in the Transferee Company, without any further act or deed done or being required to be done by the Transferor Companies and/ or the Transferee Company. The Transferee Company shall be entitled to exercise all rights and privileges attached to the immovable properties & shall be liable to pay the ground rent and taxes and fulfil all obligations in relation to or applicable to such immovable properties. The mutation or substitution of the title of the immovable properties shall, upon this scheme becoming effective, be made duly recorded in the name of the Transferee Company by the appropriate authorities pursuant to the sanction of this Scheme by the Central Government in accordance with the terms hereof (hereinafter referred to as **"Immovable Assets"**).

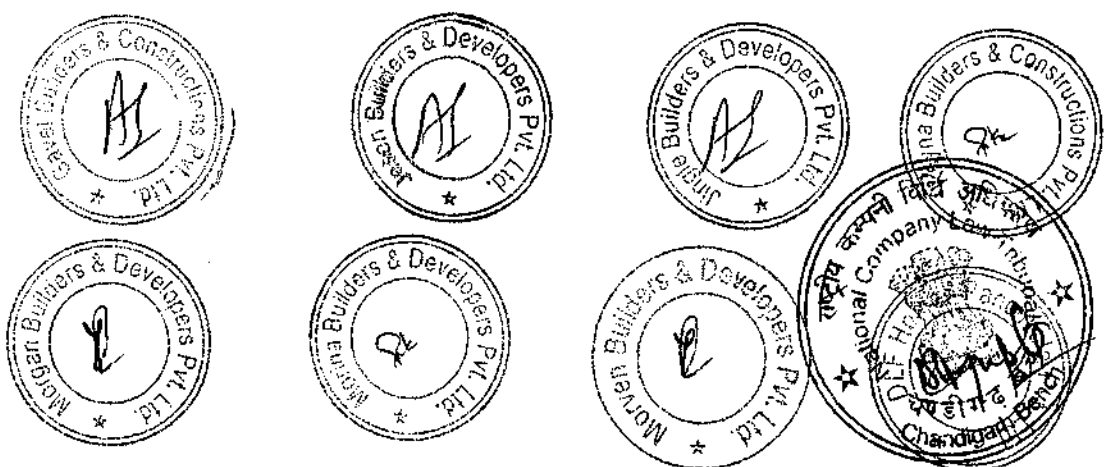
- 20.4 The transfer/ vesting as aforesaid shall be subject to the existing charges/ hypothecation/ mortgage if any, as may be subsisting over or in respect of the said assets or any part thereof. However, any reference in any security document or arrangement to which the Transferor Companies are a



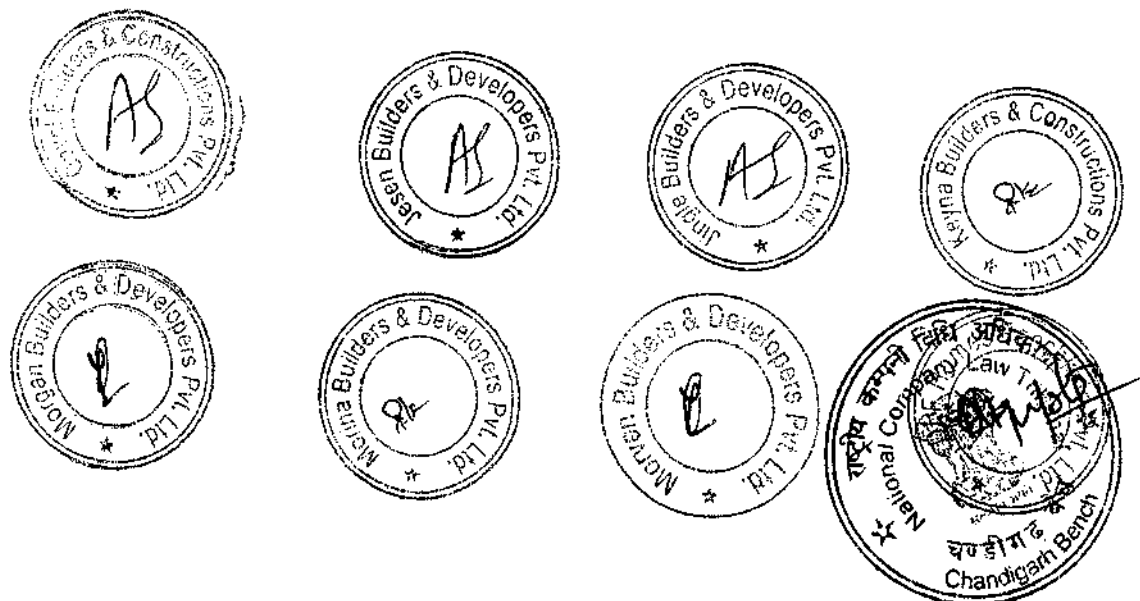
party, to the assets of the Transferor Companies offered or agreed to offer as security for any financial assistance, or obligations, to the secured creditors, if any, of the Transferor Companies shall be construed as references only to the assets pertaining to the Business of the Transferor Companies as are vested in the Transferee Company by virtue of the aforesaid clause to the end and intent that such security, mortgage and charge shall not at any time extend or be deemed to extend to any of the assets or to any of the other units or divisions of the Transferee Company unless otherwise expressly provided (hereinafter referred to as **"Security, mortgage and charge"**).

20.5 Upon occurrence of the Effective Date and with effect from the Appointed Date, all cheques and other negotiable instruments, payment orders received in the name of the Transferor Companies after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company. Similarly, the bankers of the Transferee Company shall honour cheques issued by the Transferor Companies for payment after the Effective Date (hereinafter referred to as **"Cheques and other negotiable instruments"**).

20.6 Upon occurrence of the Effective Date and with effect from the Appointed Date, all debts, liabilities, contingent liabilities



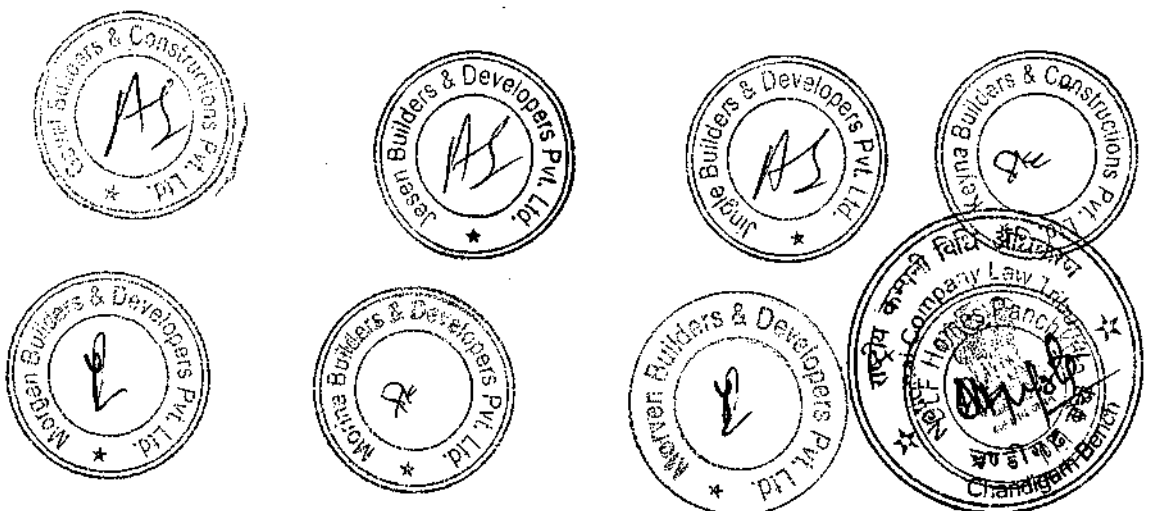
(including any guaranties, security, surety given or extended), duties, obligations and guarantees, secured or unsecured, whether or not provided for in the books of accounts or disclosed in the balance sheet of Transferor Companies shall become and be deemed to be the debts, liabilities, contingent liabilities (including any guaranties, security, surety given or extended), duties, obligations and guarantees of the Transferee Company and undertakes to meet, discharge and satisfy the same. All the profits or income accruing or arising to the Transferor Companies or expenditure or losses arising or incurred (including the effect of taxes, if any thereon) by the Transferor Companies shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes or expenditure or losses or taxes of the Transferee Company, as the case may be. It is clarified for the purpose of brevity that all assets and receivables, whether contingent or otherwise, of the Transferor Companies as on start of business on the Appointed Date, whether provided for or not, in the books of accounts and all other assets or receivables which may accrue or arise on or after the Appointed Date but which relates/ accrued to the period up to the scheme coming into effect/ Appointed Date shall be the assets and



receivables or otherwise, as the case may be of the Transferee Company.

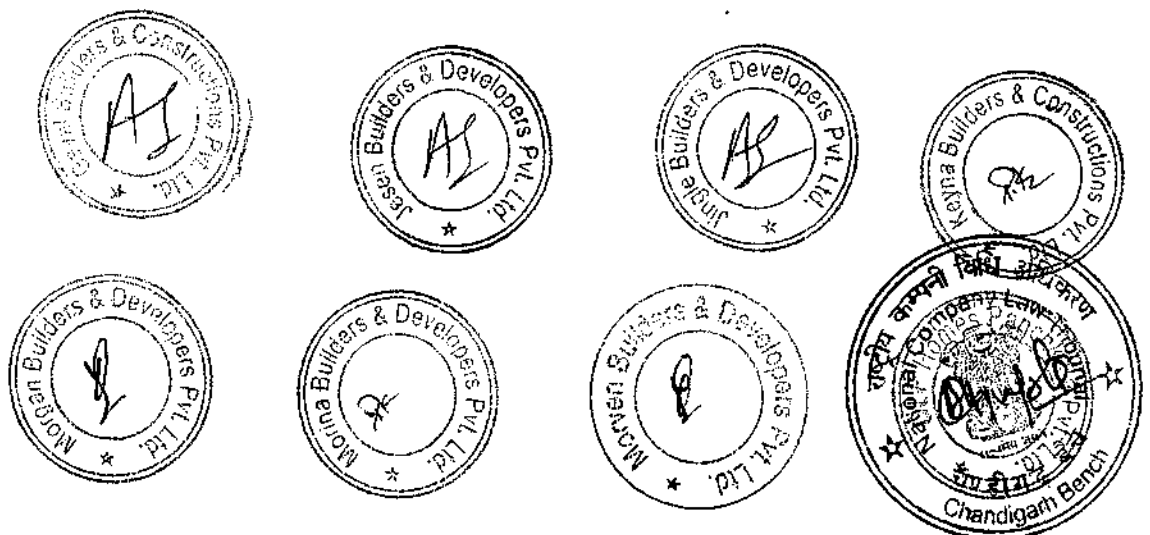
20.7 Upon occurrence of the Effective Date and with effect from the Appointed Date all loans raised and utilized and all debts, duties, undertakings, liabilities and obligations incurred or undertaken by the Transferor Companies in relation to or in connection with the said business after the Appointed Date and prior to the Scheme coming into effect shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Scheme coming into effect, shall, upon the coming into effect of this Scheme, pursuant to the provisions of the Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to and vested in the Transferee Company and shall become the debt, duties, undertakings, liabilities and obligations of the Transferee Company which shall meet, discharge and satisfy the same (hereinafter referred to as "**Debts, Liabilities and Contingent Liabilities**").

20.8 Upon occurrence of the Effective Date and with effect from the Appointed Date, loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort



or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due inter-se between the Transferor Companies and the Transferee Company shall, ipso facto, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the Transferee Company. It is hereby clarified that there will be no accrual of interest or other charges in respect of any inter-company loans, advances and other obligations with effect from the Appointed Date (hereinafter referred to as "**Inter se Transactions**").

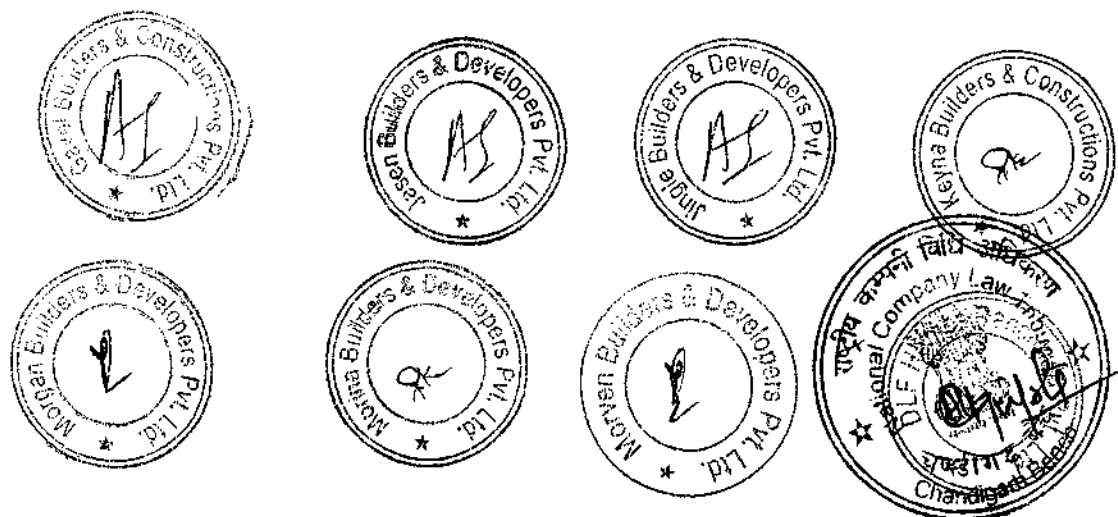
- 20.9 Upon occurrence of the Effective Date and with effect from the Appointed Date, transfer and vesting of the business of the Transferor Companies under above mentioned clause(s) and the continuance of the proceedings by the Transferee Company shall not affect any transactions or proceedings, already concluded by the Transferor Companies in the ordinary course of business. Further, all contracts, letters of intent, deeds, bonds, agreements, insurance policies, schemes, arrangements and other instruments of whatsoever nature in relation to the Transferor Companies to



which the Transferor Companies are parties or to the benefit respectively of which the Transferor Companies may be eligible, shall be in full force and effect against or in favour of the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or oblige thereto (hereinafter referred to as "**Contracts, Letter of Intent, Deeds, Bonds etc.**").

20.10 Subject to the provisions of this Scheme, the profits or losses of the Transferor Company Nos.1 to 7 for the period commencing from Appointed Date shall deemed to be related to and be the profits or losses of the Transferee Company and will be available to the Transferee Company for being dealt with/ disposed of in any manner as it thinks fit including declaration of dividend, issue of Bonus shares, by the Transferee Company (hereinafter referred to as "**Profit and Losses**").

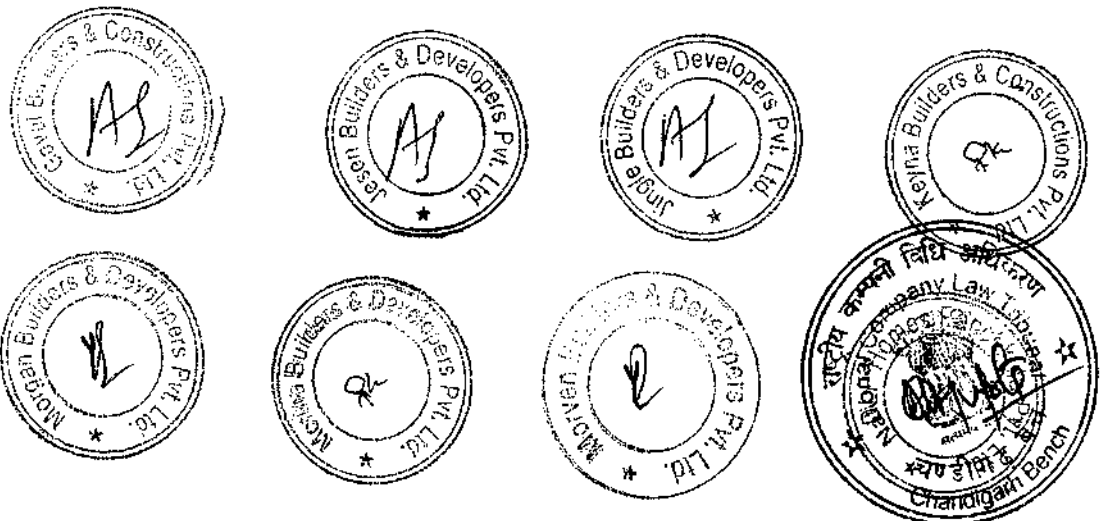
20.11 Upon occurrence of the Effective Date and with effect from the Appointed Date, the Transferee Company shall, at any time after the coming into effect of the Scheme in accordance with the provisions thereof, if so, required under any law or otherwise, execute deeds of confirmation or other writings or arrangements with any party to any



contract or arrangement in relation to the Transferor Companies to which the Transferor Companies are parties, in order to give formal effect to the above provisions. The Transferee Company shall under the provisions of the Scheme, be deemed to be authorized to execute any such writing on behalf of the Transferor Companies and to carry out or perform all such formalities or compliances referred to above on part of the Transferor Companies (hereinafter referred to as **"Other Writings and Arrangements"**).

20.12 Upon occurrence of the Effective Date and with effect from the Appointed Date, the resolutions, if any, of the Transferor Companies which are valid and subsisting on the Effective Date shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have upper monetary or other limits being imposed under the provisions of the Act, or any other applicable provisions, then said limits shall be added and shall constitute the aggregate of the said limits in the Transferor Companies (hereinafter referred to as **"Resolutions"**).

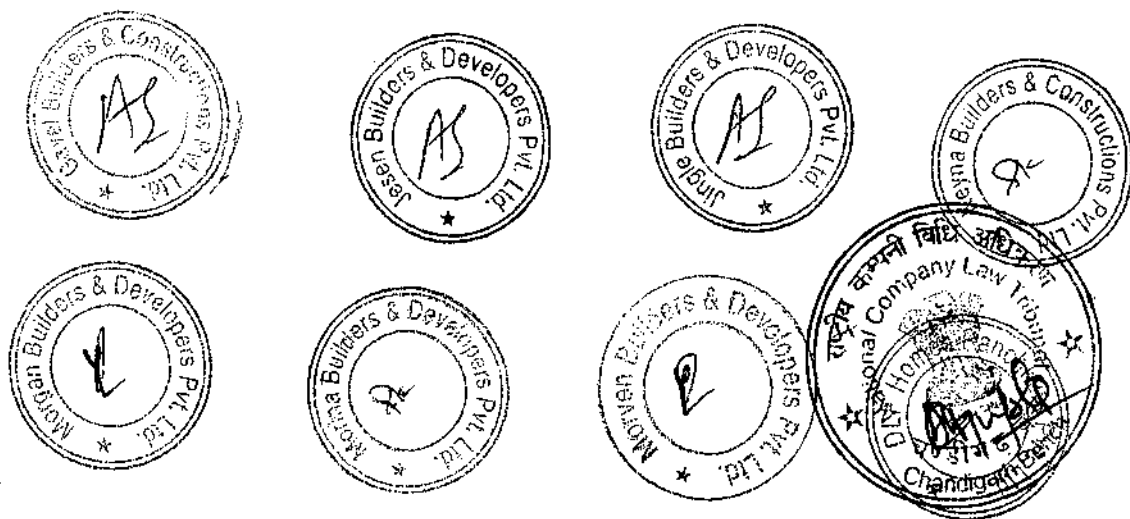
20.13 Upon occurrence of the Effective Date and with effect from the Appointed Date, the Transferee Company in terms of the provisions of the Income-tax Act, 1961 shall be entitled to





revise its income tax returns as also the income tax returns filed by the Transferor Companies so far as is necessitated on account of the Scheme becoming effective with effect from Appointed Date under the Scheme and in accordance with law and further, benefits of all taxes paid including but not limited to MAT under Sections 115JA/115JB of the Income-tax Act, 1961, advance taxes and tax deducted at source, MAT credit under the provisions of the Income-tax Act, 1961, by the Transferor Companies from the Appointed Date, regardless of the period to which they relate, shall be deemed to have been paid for and on behalf of and to the credit of the Transferee Company as effectively as if the Transferee Company had paid the same and shall be deemed to be the rights/ claims of the Transferee Company (hereinafter referred to as "**Taxes**").

20.14 The Scheme of Amalgamation, in no way, is a Scheme of compromise or arrangement with the creditors, if any, as all the creditors of the Transferor Companies and the Transferee Company respectively will be paid in full as and when their respective amounts fall due in the usual course and therefore, this Scheme will never be affecting the rights of the creditors in any manner. Further the aggregate of assets of the Transferor Companies and the Transferee Company



are sufficient to meet the liabilities of all the creditors of the Transferor Companies and the Transferee Company respectively in full. The present Scheme is not a Scheme of Corporate Debt Restructuring as envisaged under Section 230(2)(c) of the Act.

## 21. ACCOUNTING TREATMENT

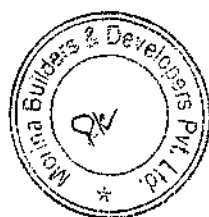
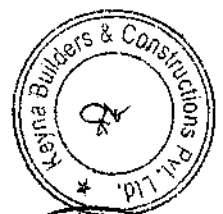
Upon the Scheme coming into effect and pursuant to the provisions of the Act and receipt of relevant approvals:

Notwithstanding anything else contained in the Scheme, the Transferee Company shall account for the amalgamation of Transferor Companies 1 to 7 in its books of accounts in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Act, under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time, and the date of such accounting treatment would be in accordance with the applicable Ind AS:

- 21.1 The Transferee Company shall identify and recognise the individual identifiable assets acquired (including those assets that meet the definition of, and recognition criteria for, intangible assets in Ind AS 38 Intangible Assets) and liabilities assumed of Transferor Companies 1 to 7 at fair value;



- 21.2 The Transferee Company shall recognise in equity the fair value of the equity shares issued by it as consideration to the shareholders of Transferor Companies 1 to 7;
- 21.3 Pursuant to the amalgamation of Transferor Companies 1 to 7 with the Transferee Company, the inter-company balances between the Transferee Company and/or Transferor Companies 1 to 7, if any, appearing in the books of Transferor Companies 1 to 7 and/or the Transferee Company, shall stand cancelled and there shall be no further obligation in that behalf;
- 21.4 Difference, if any arising after taking the effect of clause 21.1 and 21.2, after giving the effect of the adjustments referred to in clause 21.3, subject to impairment assessment, is allocated to assets acquired as determined in accordance with Ind AS, other accounting principles generally accepted in India, and substance of the transaction with appropriate disclosure;
- 21.5 For accounting purpose, the Scheme will be given effect on the date when all substantial conditions for the transfer of assets and liabilities of Transferor Companies 1 to 7 are completed;
- 21.6 Any matter not dealt with in Clause hereinabove shall be dealt with in accordance with the Indian Accounting Standards applicable to the Transferee Company.

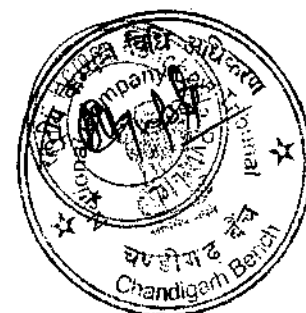
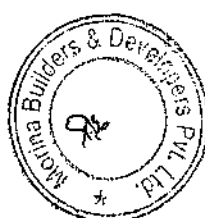
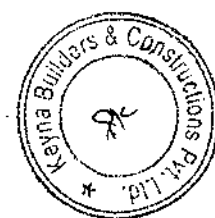
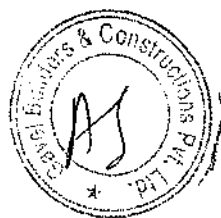


## 22. SHARE CAPITAL, CONSIDERATION AND ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION

### 22.1 COMBINATION OF AUTHORISED SHARE CAPITAL

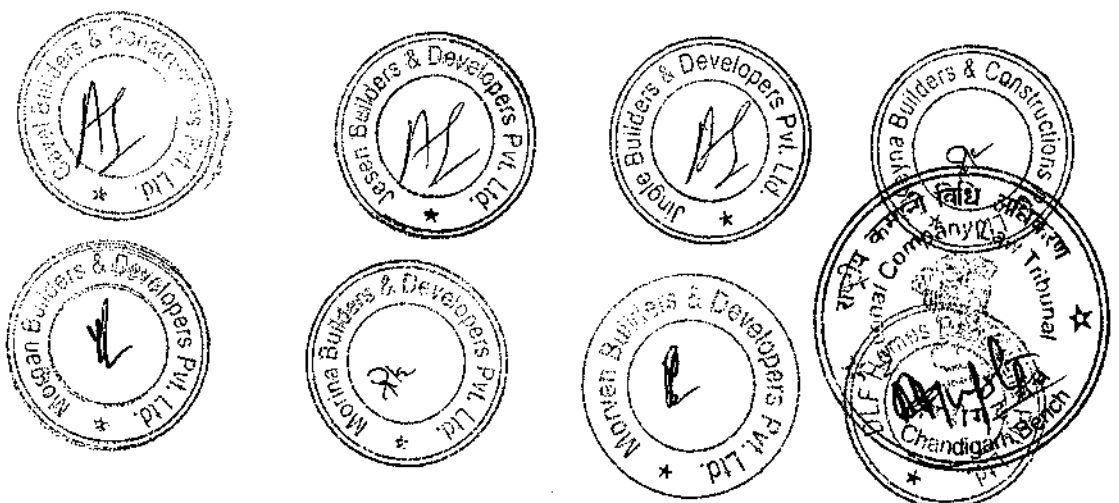
22.1.1 Upon the Scheme coming into effect and with effect from the Appointed Date, the authorised share capital of the Transferee Company shall automatically stand increased by merging the authorised share capital of the Transferor Companies with the Transferee Company without any further act or deed on the part of the Transferee Company and the provisions of Sections 4, 5, 13, 14, 61, 62 and other applicable provisions, if any, of the Act read with rules made thereunder or any other applicable provision of Act in relation to increase in authorised share capital of the Transferee Company shall be deemed to have been complied with and the Transferee Company is not required to do any further acts, deeds or things in this regard.

22.1.2 Though the Transferor Companies and Transferee Company respectively have already paid requisite fee for the authorised capital existing in the company, however, the Transferee Company would pay additional requisite fee and stamp duty, if any, required to be paid on the increase of authorised share capital post the Scheme coming into effect, in accordance with the Applicable Laws.



22.1.3 The authorised share capital of the Transferee Company is presently Rs. 57,00,000/- divided into 62,500 equity shares of Rs. 10/- each and 50,750 preference shares of Rs. 100/- each. The existing authorised share capital of the Transferor Company No. 1 is Rs. 2,00,000/- divided into 20,000 equity shares of Rs. 10/- each. The existing authorised share capital of the Transferor Company No. 2 is Rs. 2,00,000/- divided into 20,000 equity shares of Rs. 10/- each. The existing authorised share capital of the Transferor Company No. 3 is Rs. 2,00,000/- divided into 20,000 equity shares of Rs. 10/- each. The existing authorised share capital of the Transferor Company No. 4 is Rs. 2,00,000/- divided into 20,000 equity shares of Rs. 10/- each. The existing authorised share capital of the Transferor Company No. 5 is Rs. 2,00,000/- divided into 20,000 equity shares of Rs. 10/- each. The existing authorised share capital of the Transferor Company No. 6 is Rs. 2,00,000/- divided into 20,000 equity shares of Rs. 10/- each. The existing authorised share capital of the Transferor Company No. 7 is Rs. 2,00,000/- divided into 20,000 equity shares of Rs. 10/- each.

22.1.4 Pursuant to the consolidation of the authorised share capital of Transferee Company as set out hereunder, on the date of the Scheme coming into effect, Clause V of the Memorandum and Articles of Association of Transferee



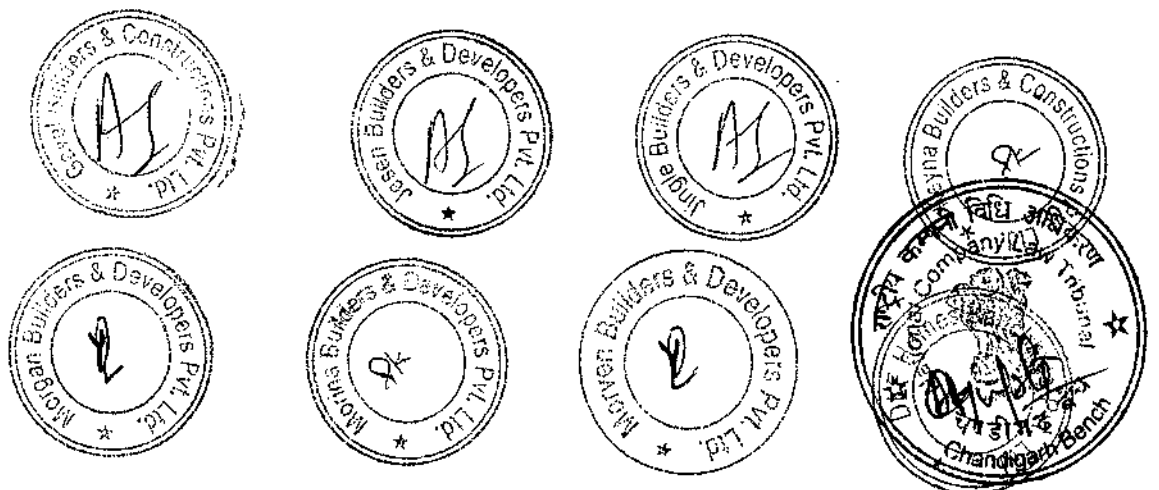
Company shall be reclassified and replaced with the following:

**"The Authorised Share Capital of the Company is Rs. 71,00,000/- (Rupees Seventy One Lakhs only) divided into 2,02,500 (Two Lakhs Two Thousand Five Hundred) Equity Shares of Rs. 10/- (Rupees Ten) each and 50,750 (Fifty Thousand Seven Hundred Fifty) Preference Shares of Rs. 100/- (Rupees Hundred) each".**

22.2 Upon sanction of the Scheme, the present entire issued, subscribed and paid-up share capital of the Transferor Companies, respectively shall stand automatically cancelled and extinguished and the Transferor Company Nos. 1 to 7 shall stand dissolved without the process of winding up.

22.3 The Board of Directors of the Transferor Companies and the Transferee Company have appointed Samarth Valuation Advisory LLP, Registered Valuer (IBBI Registration No. IBBI/RV-E/06/2021/157) having its office at 51/4, Primrose Street, Vatika City, Gurugram-122018 (Haryana).

22.4 DLF Homes Panchkula Private Limited (Transferee Company) shall issue and allot Equity Shares to the shareholders of Gavel Builders & Constructions Private Limited (Transferor



Company No. 1), Jesen Builders & Developers Private Limited (Transferor Company No. 2), Jingle Builders & Developers Private Limited (Transferor Company No. 3), Keyna Builders & Constructions Private Limited (Transferor Company No. 4), Morgan Builders & Developers Private Limited (Transferor Company No. 5), Morina Builders & Developers Private Limited (Transferor Company No. 6) and Morven Builders & Developers Private Limited (Transferor Company No. 7) respectively, in the following manner:

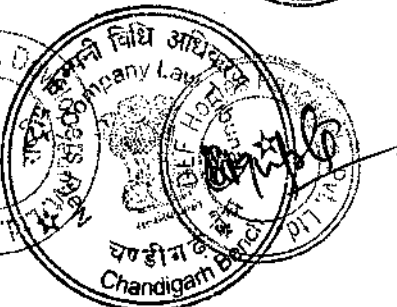
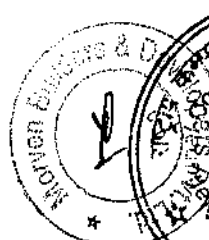
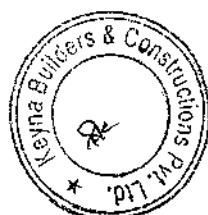
- a. DLF Homes Panchkula Private Limited (Transferee Company) will issue 1 equity share of Rs. 10/- (Rupees Ten only) each credited as fully paid for all equity shares of Rs. 10/- (Rupees Ten only) each held by the equity shareholders in the Gavel Builders & Constructions Private Limited (Transferor Company No. 1) to the equity shareholders of the Gavel Builders & Constructions Private Limited (Transferor Company No. 1).
- b. DLF Homes Panchkula Private Limited (Transferee Company) will issue 1 equity share of Rs. 10/- (Rupees Ten only) each credited as fully paid for all equity shares of Rs. 10/- (Rupees Ten only) each held by the equity shareholders in the Jesen Builders &



Developers Private Limited (Transferor Company No. 2) to the equity shareholders of the Jesen Builders & Developers Private Limited (Transferor Company No. 2).

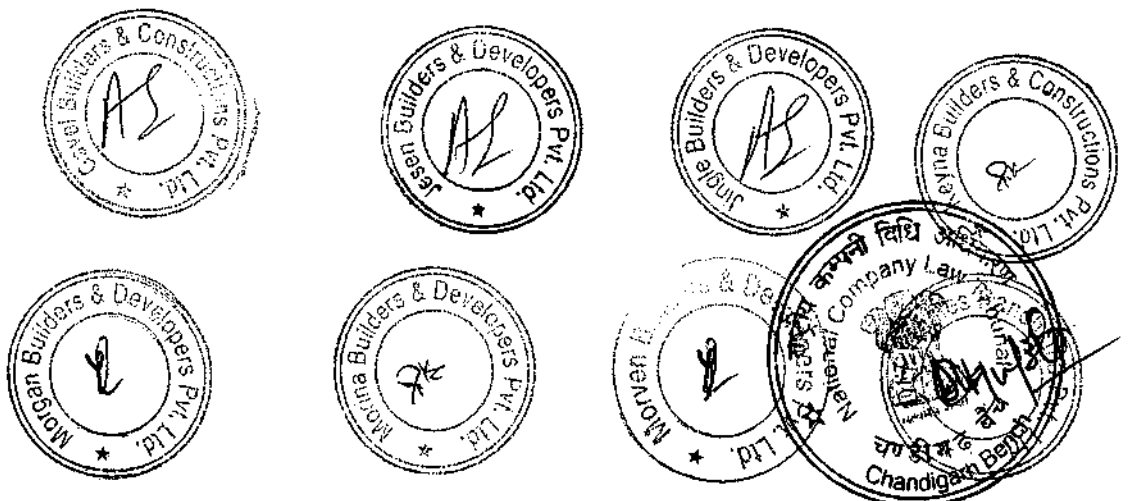
c. DLF Homes Panchkula Private Limited (Transferee Company) will issue 1 equity share of Rs. 10/- (Rupees Ten only) each credited as fully paid for all equity shares of Rs. 10/- (Rupees Ten only) each held by the equity shareholders in the Jingle Builders & Developers Private Limited (Transferor Company No. 3) to the equity shareholders of the Jingle Builders & Developers Private Limited (Transferor Company No. 3).

d. DLF Homes Panchkula Private Limited (Transferee Company) will issue 1 equity share of Rs. 10/- (Rupees Ten only) each credited as fully paid for all equity shares of Rs. 10/- (Rupees Ten only) each held by the equity shareholders in the Keyna Builders & Constructions Private Limited (Transferor Company No. 4) to the equity shareholders of the Keyna Builders & Constructions Private Limited (Transferor Company No. 4).





- e. DLF Homes Panchkula Private Limited (Transferee Company) will issue 1 equity share of Rs. 10/- (Rupees Ten only) each credited as fully paid for all equity shares of Rs. 10/- (Rupees Ten only) each held by the equity shareholders in the Morgan Builders & Developers Private Limited (Transferor Company No. 5) to the equity shareholders of the Morgan Builders & Developers Private Limited (Transferor Company No. 5).
- f. DLF Homes Panchkula Private Limited (Transferee Company) will issue 1 equity share of Rs. 10/- (Rupees Ten only) each credited as fully paid for all equity shares of Rs. 10/- (Rupees Ten only) each held by the equity shareholders in the Morina Builders & Developers Private Limited (Transferor Company No. 6) to the equity shareholders of the Morina Builders & Developers Private Limited (Transferor Company No. 6).
- g. DLF Homes Panchkula Private Limited (Transferee Company) will issue 1 equity share of Rs. 10/- (Rupees Ten only) each credited as fully paid for all equity shares of Rs. 10/- (Rupees Ten only) each held by the equity shareholders in the Morven Builders &



Developers Private Limited (Transferor Company No. 7) to the equity shareholders of the Morven Builders & Developers Private Limited (Transferor Company No. 7).

- 22.5 The equity shares to be issued by the Transferee Company to the equity shareholders of the Transferor Companies respectively, shall be subject to the Scheme and the Memorandum and Articles of Association of the Transferee Company.
- 22.6 The Transferee Company shall, if necessary and to the extent required, increase its authorised share capital to facilitate issue of equity shares under this Scheme.
- 22.7 It is clarified that no special resolution under Section 62 and 71 or any other applicable provisions of the Act and Rule 18 of Companies (Share Capital & Debentures) Rules, 2014 shall be required to be passed by the Transferee Company separately in a general meeting for issue and allotment of equity shares to the shareholders of the Transferor Companies respectively.
- 22.8 The new equity shares in the Transferee Company to be allotted to the Equity Shareholders of the Transferor Company(ies) shall rank pari-passu in all respects with the existing equity shares in the Transferee Company.



- 22.9 The said allotment shall be made in terms of the Scheme. For the purpose of allotment, the fraction up to 0.5 will be ignored and the fraction of more than 0.5 shall be considered as 1 (one).
- 22.10 The Transferee Company shall make suitable alterations/ amendments to the Memorandum and Articles of Association, if so required and necessary, for proper implementation of Scheme in compliance to the applicable provisions of the Act.

**23. EFFECT OF THE SCHEME ON THE DIRECTORS, KEY MANAGERIAL PERSONNEL, PROMOTERS, CREDITORS AND OTHER STAKEHOLDERS**

The effect of the Scheme on the Key Managerial Personnel, if any, Directors, promoters, creditors and the employees of the Transferor Companies and the Transferee Company respectively upon coming into effect is mentioned as under:

- 23.1 The existing Directors including Key Managerial Personnel, if any of the Transferor Companies shall cease to be the Directors and Key Managerial Personnel of the Transferor Companies respectively from the Scheme coming into effect without any further compliance of any other provisions of the Act, whereas there shall be no effect upon the Directors and Key Managerial Personnel of the

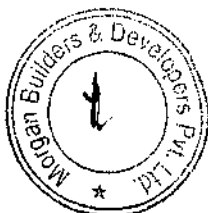
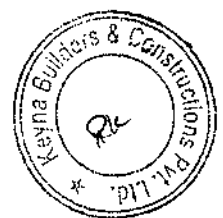


Transferee Company. The Director and Key Managerial Personnel of the Transferor Companies and the Transferee Company does not have any interest, whether, material or immaterial, financial or non-financial or otherwise, in the proposed Scheme except, to the extent of their remuneration due, if any, till the Scheme coming into effect, in their professional capacity.

- 23.2 The creditors of the Transferor Companies will be paid in full as and when their respective amounts fall due in the usual course and therefore, the Scheme will never be affecting the rights of the creditors in any manner, because the aggregate of assets of the Transferor Companies and the Transferee Company are sufficient to meet the liabilities of all the creditors of the Transferor Companies and the Transferee Company in full.
- 23.3 The Transferee Company as on the date have Optionally Convertible Debentures Holder and do not have any non-promoter members, depositors, deposit trustee and debenture trustee.

#### 24. EFFECT OF THE SCHEME ON STAFF, WORKMEN & EMPLOYEES

Upon the coming into effect of this Scheme, all the staff, workmen, employees of the Transferor Companies, if any, who are in their employment as on the Scheme coming into

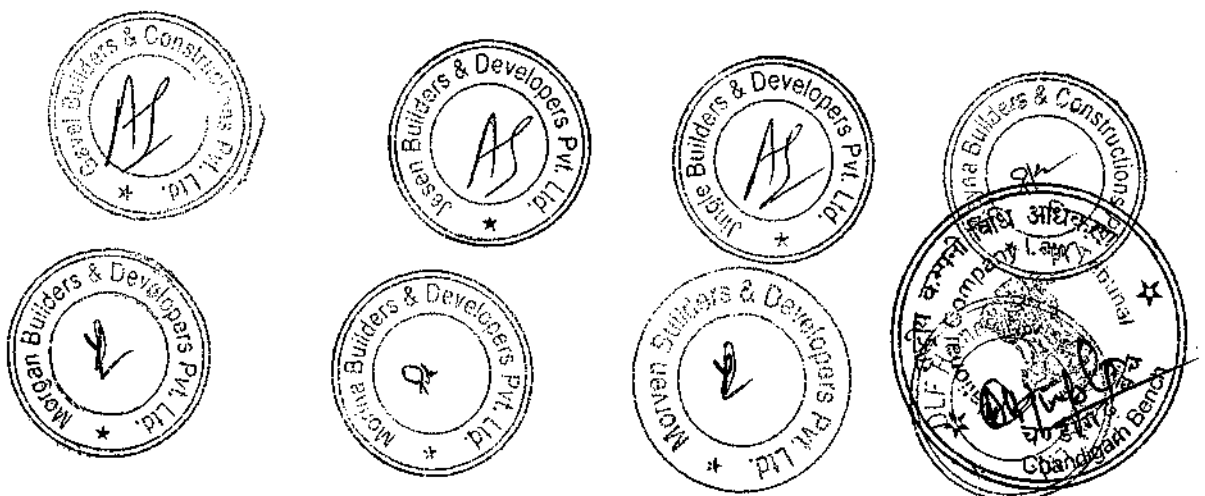


effect, shall become the staff, workmen, employees or other labour of the Transferee Company with effect from the Appointed Date without any break or interruption in service and on terms and conditions as to employment and remuneration not less favourable than those on which they are engaged or employed by the Transferor Companies, whereas there will be no effect on the employees of the Transferee Company.

## 25. LEGAL PROCEEDINGS

25.1 Upon occurrence of the Effective Date and with effect from the Appointed Date, the Transferee Company shall bear the burden and reap the benefits of any legal or other proceedings initiated by or against the Transferor Companies.

25.2 If any suit, writ petition, appeal, revision or other proceedings of whatsoever nature by or against the Transferor Companies is pending, including those arising on account of taxation laws and other allied laws, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the Business of the Transferor Companies or because of anything contained in the Scheme, but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it



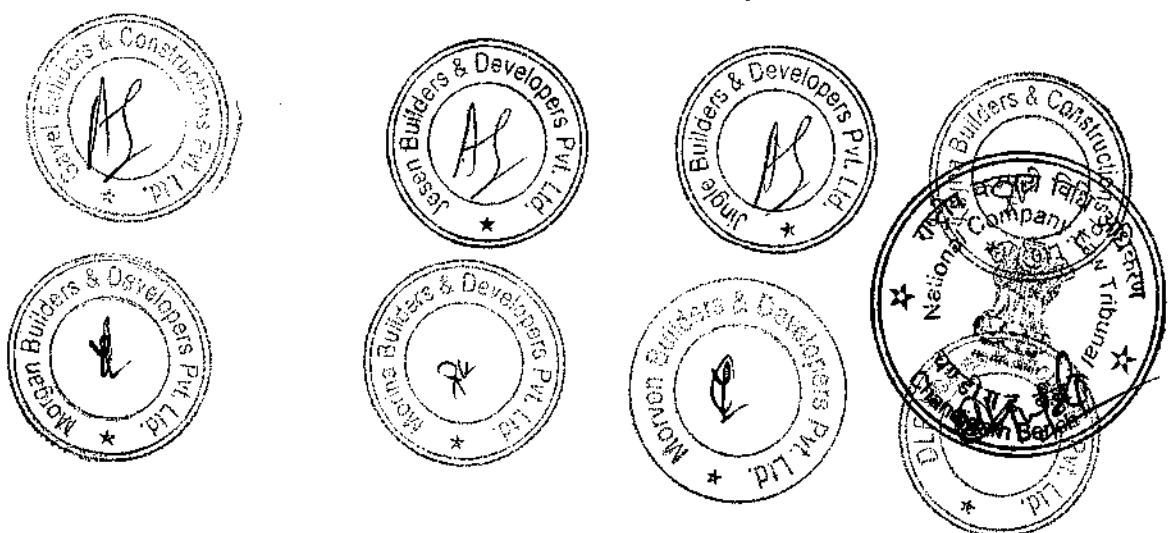
would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if the Scheme had not been made. On and from the Scheme coming into effect, the Transferee Company shall and may, if required, initiate any legal proceedings for and on behalf of the Transferor Companies.

25.3 That no proceedings or investigations under Sections 235 to 251 of the Companies Act, 1956 and/ or under Sections 206 to 229 of the Companies Act, 2013 are pending or instituted against any of the companies involved in the present Scheme.

25.4 Further, the Transferor Companies and Transferee Company have also submitted that the scheme is not otherwise opposed to public policy or interest of the members of the respective Applicant Companies.

## **26. CONTRACTS, DEEDS, BONDS, OTHER INSTRUMENTS AND BENEFITS OR PRIVILEGES**

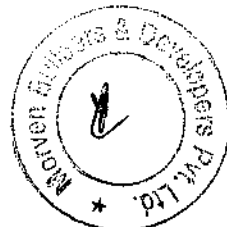
26.1 Upon the Scheme coming into effect and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements, privileges, benefits and other instruments including all tenancies, leases, licenses, and other assurance in favour of the Transferor Companies or powers or authorities granted by or to it of whatsoever nature to which the Transferor Companies may be eligible,



and instrument or deed, be in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced as fully and effectually, as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or oblige thereto. The Transferee Company shall, at any time prior to the Scheme coming into effect, wherever necessary enter into and/ or issue and/ or execute deeds, writings, confirmations, any tripartite arrangements or notations to which the Transferor Companies will, if necessary, also be a party in order to give formal effect to the provisions of this Clause.

26.2 Any inter-se contracts, if any, between the Transferor Companies and the Transferee Company shall stand cancelled upon the sanctioning of the Scheme and upon the Scheme coming into effect.

26.3 The Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, enter into, or issue or execute deeds, writings, confirmations, notations, declarations, or other documents with, or in favour of any party to any contract or arrangement to which the Transferor Companies are a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall, be

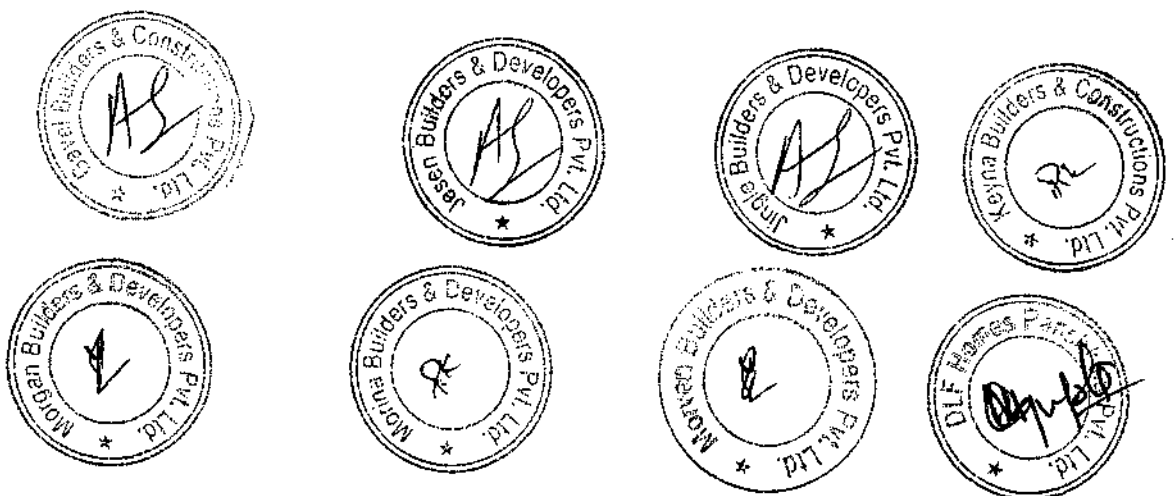


deemed to be authorized to execute any such writings on behalf of the Transferor Companies to carry out or perform all such formalities or compliances required for the purposes referred to above.

- 26.4 All benefits/ refunds/ credits under Income Tax, Excise (including MODVAT/ CENVAT), Sales Tax (including deferment of Sales Tax), Value Added Tax and Goods and Services Tax etc. to which the Transferor Companies are entitled to in terms of the various Statutes and/ or Schemes of Union and State Governments, shall be available to and vest in the Transferee Company, without any further act or deed. Further, the Transferee Company is also permitted to revise Tax Returns and related TDS Certificates etc. wherever so required.

## 27. TAXES, DUTIES, CESS, ETC.

- 27.1 Upon occurrence of the Effective Date and with effect from the Appointed Date, all taxes and duties payable by the Transferor Companies (including under the Income-tax Act, 1961, Customs Act, 1962, Central Excise Act, 1944, State Sales tax laws, VAT/ Service tax, Goods and Services Tax and all other Applicable Laws) accruing and relating to the Transferor Companies from the Appointed Date onwards, including all advance tax payments, tax deducted at source, minimum alternate tax, any refund and claims shall,



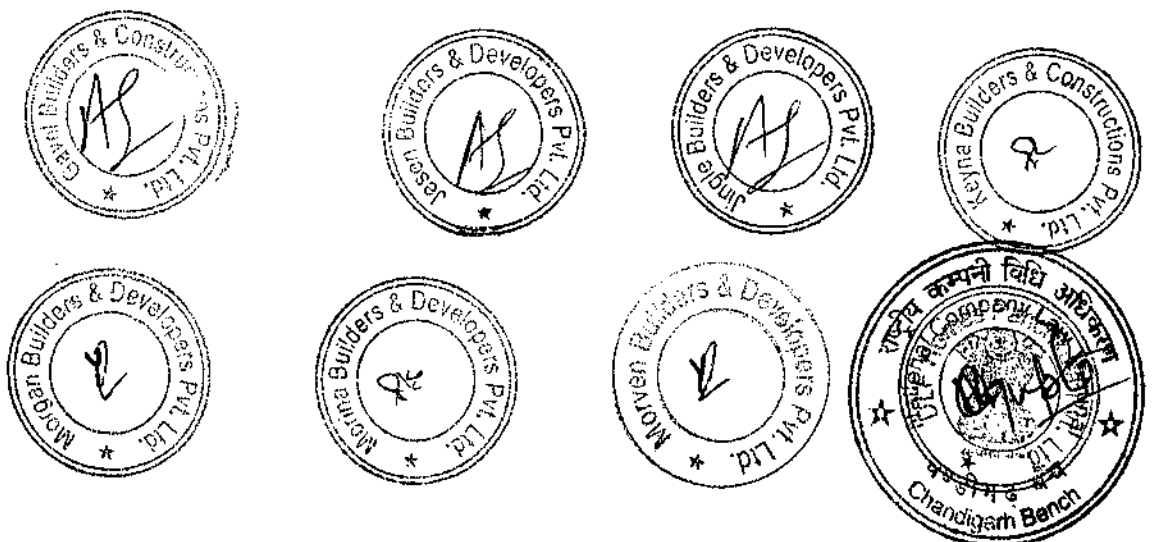


for all purposes, be treated as taxes, advance tax payments, tax deducted at source or refunds and claims, as the case may be, of the Transferee Company.

- 27.2 Upon the Scheme becoming effective, all un-availed credits and exemptions, and other statutory benefits, including in respect of income tax (including tax deducted at source, tax collected at source, advance tax, etc.), CENVAT, customs, value added tax, sales tax, service tax, Goods and Services Tax (GST), if any, etc. as at the Appointed Date to which the Transferor Companies are entitled to, shall be available to and vest in the Transferee Company, without any further act or deed.
- 27.3 Upon the Scheme becoming effective, all tax assessment proceedings/ appeals of whatsoever nature by or against the Transferor Companies shall be continued and/ or enforced by the Transferee Company. Further, the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the consolidation of the Transferor Companies with the Transferee Company or anything contained in the Scheme.



- 27.4 Upon the Scheme becoming effective, the Transferee Company is permitted to revise and file its income tax return, withholding tax return, including tax deducted at source certificates, sales tax/ value added tax returns, service tax returns, goods and services tax returns and other tax returns for the period commencing on and from the Appointed Date and to claim refunds/ credits, pursuant to the provisions of this Scheme.
- 27.5 Upon the Scheme becoming effective, any TDS deposited, TDS certificates issued or TDS returns filed by the Transferor Companies relating to the Transferor Companies pertaining to the period after the Appointed Date shall continue to hold good as if such TDS amounts were deposited, TDS certificates were issued and TDS returns were filed by the Transferee Company.
- 27.6 All the expenses incurred by the Transferor Companies and the Transferee Company in relation to the amalgamation of the Transferor Companies with the Transferee Company, including stamp duty expenses, if any, shall be allowed as deduction to the Transferee Company in accordance with the Section 35DD of the Income-tax Act, 1961 over a period of 5 years beginning with the previous year in which the Scheme becomes effective.



27.7 Any refund under the tax laws due to Transferor Companies consequent to the assessments made on the Transferor Companies shall belong to and be received by the Transferee Company. The relevant authority(ies) shall be bound to transfer to the account of and give credit for the same to the Transferee Company upon the effectiveness of the Scheme upon relevant proof and documents being provided to the said authorities.

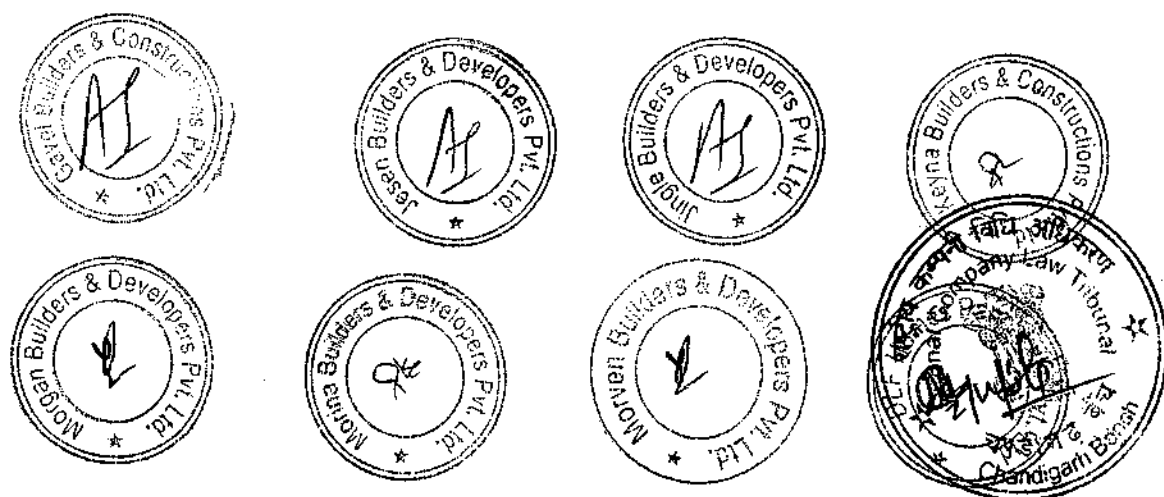
## **28. COMPLIANCE WITH LAWS**

28.1 This Scheme is presented and drawn up to comply with the provisions/ requirements of Sections 230 to 232 of the Act for the purpose of amalgamation of the entire business and the whole of undertaking(s), properties and liabilities of the Transferor Companies with the Transferee Company.

28.2 Upon the Scheme becoming effective the Transferor Companies and the Transferee Company are expressly permitted to revise their financial statements and tax returns, if required.

## **29. CONDUCT OF BUSINESS TILL THE SCHEME COMING INTO EFFECT**

29.1 The Transferor Companies shall carry on and be deemed to carry on all their business and activities and stand possessed of their properties and assets for and on account of and in trust for the Transferee Company and all the profits or



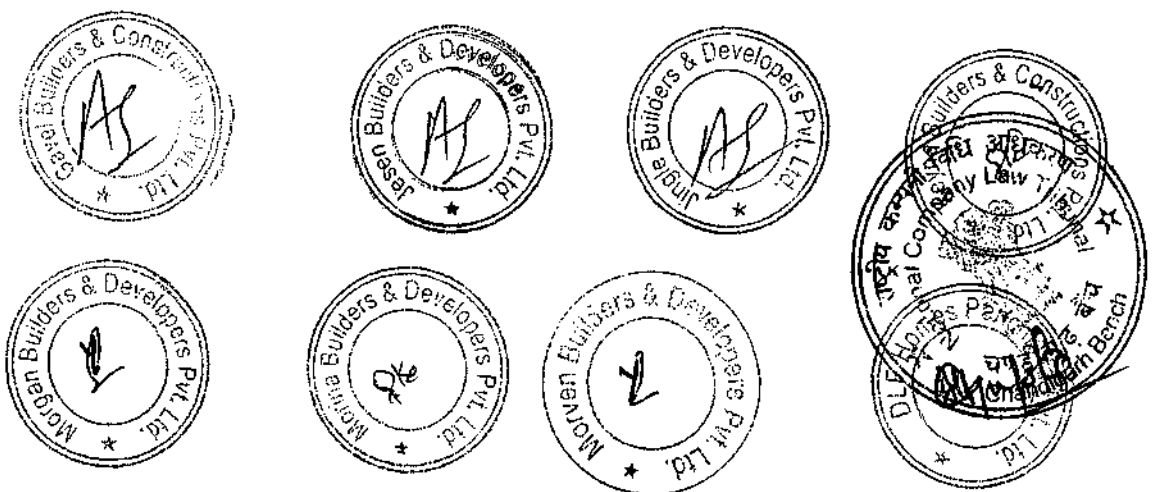
income accruing or arising to the Transferor Companies, or expenditure or losses arising or incurred (including the effect of taxes, if any, thereon) by the Transferor Companies shall, for all purpose, be treated and be deemed to be of the Transferee Company, as the case may be. (It is clarified that any advance tax paid/ TDS Certificates received by the Transferor Companies be treated and be deemed to be and accrue as taxes paid by the Transferee Company).

29.2 The Transferor Companies hereby undertakes to carry on their activities with reasonable diligence and shall not, without the written consent of the Transferee Company, alienate, charge or otherwise deal with the business or any part thereof except in the ordinary course of their business.

29.3 The Transferor Companies shall discharge all their liabilities and obligations for and on account of the Transferee Company.

### 30. SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the business of the Transferor Companies, the continuance of the legal proceedings and the effectiveness of contracts and deeds, shall not affect any transaction or the proceedings already concluded by the Transferor Companies on or before the Scheme coming into effect and shall be deemed to have been done and executed for and on behalf of the Transferee Company.

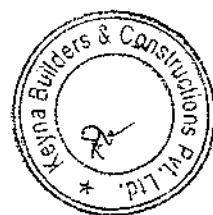


## GENERAL TERMS AND CONDITIONS

## 31. APPLICATION TO THE CONCERNED AUTHORITIES

31.1 The Transferor Companies and the Transferee Company shall, with all reasonable dispatch, make necessary application to the Hon'ble National Company Law Tribunal or other concerned/ competent authority(ies) for sanctioning of this Scheme and for such other orders as the Tribunal may deem fit for bringing the Scheme into effect and all other matters ancillary or incidental thereto and for consequent dissolution of the aforesaid Transferor Companies, without winding up or liquidation and apply for and obtain such other approvals, as required under law.

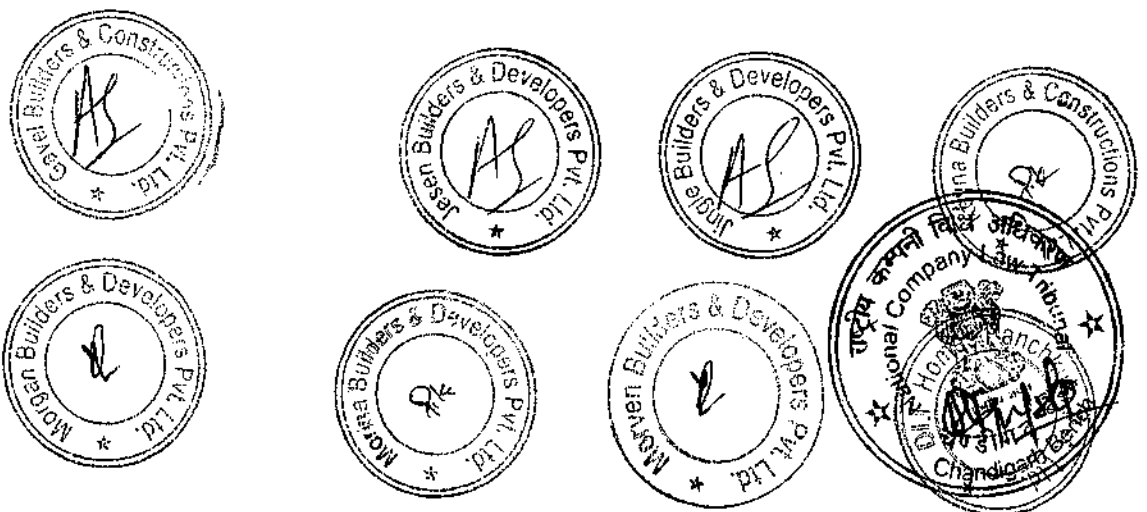
Provided that notwithstanding anything contained in the present Scheme, the Transferor Companies and the Transferee Company shall, where the situation so warrants, with all reasonable dispatch, make such appeals, applications, petitions etc. to the Hon'ble Tribunal, Hon'ble Appellate Tribunal or Hon'ble Supreme Court of India or such other competent authority having jurisdiction, as are necessary for the purpose of sanctioning and effective implementation of the present Scheme.



### 32. MODIFICATIONS/ AMENDMENTS TO THE SCHEME

32.1 Upon the coming into effect of the Scheme and with effect from the Appointed Date, the Board of Directors of Transferor Companies and the Transferee Company may assent to any modification(s) or amendment(s) to the Scheme or agreed to any terms suggested by the Shareholders, Compulsorily / Optionally Convertible Debentures Holders and Creditors of the respective companies or the conditions, which Hon'ble National Company Law Tribunal or other concerned/ competent authority(ies) may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any questions or doubt or difficulty that may arise for implementing and/ or carrying out of the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for putting the Scheme into effect.

32.2 For the purpose of giving effect to the Scheme or to any modifications thereof, the Board of Directors of the Transferor Companies and the Transferee Company are hereby authorised to give such directions and/ or to take such steps as may be necessary or desirable including any directions for settling any questions or doubt or difficulty whatsoever that may arise.

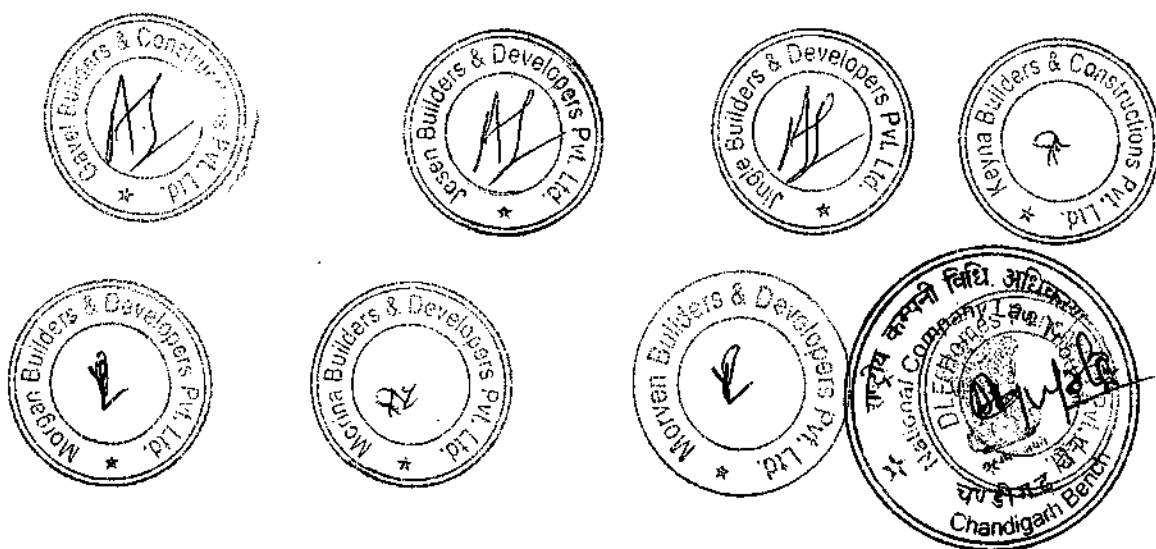


32.3 The Transferee Company even after the Scheme coming into effect may approach Tribunal or other concerned/ competent authority(ies) for any incidental orders to remove any deficiency or overcome any difficulty in implementation of the Scheme or clear any ambiguity or to comply with any statutory requirement which necessitates the order of Tribunal or other concerned/ competent authority(ies).

### 33. SCHEME CONDITIONAL ON APPROVALS/ SANCTIONS

33.1 The Scheme is conditional upon and subject to:

- i. Approval of the Scheme by the requisite majority in number and value of the Shareholders, Compulsorily / Optionally Convertible Debentures Holders and/ or Creditors, if any, either by way of a meeting or by no objection certificate/ letter of consent from the Shareholders, Compulsorily / Optionally Convertible Debentures Holders and/ or Creditors of the Transferor Companies and the Transferee Company or dispensation of the meetings of the Shareholders, Compulsorily / Optionally Convertible Debentures Holders and the Creditors as per the provisions of the Act or the settled law/ precedents on the subject; and
- ii. Approval of the Scheme by the Hon'ble Tribunal under Sections 230 to 232 of the Act.



33.2 The Transferor Company Nos. 1 to 7 and the Transferee Company shall also take such other step, as may be necessary or expedient to give full and formal effect to the provisions of this Scheme.

33.3 It is provided that if the Board of Directors of any of the Transferor Companies and the Transferee Company as being part of the Scheme, at any stage prior to the Scheme coming into effect, decide not to proceed further with the Scheme and withdraw the consent of the respective company to the Scheme, in such case, the Scheme in its entirety shall not be proceeded with by any party and this Scheme shall stand revoked, cancelled and be of no effect.

**34. COSTS, CHARGES, EXPENSES CONNECTED WITH THE SCHEME**

All costs, charges and expenses of the Transferor Companies and the Transferee Company respectively, in relation to or in connection with the Scheme and of carrying out and implementing/ completing the terms and provisions of the Scheme and/ or incidental to the completion of process of amalgamation of the said business of the Transferor Companies in pursuance of the Scheme shall be borne and paid solely by the Transferee Company.





Upon the coming into effect of the Scheme and with effect from the Appointed Date, the resolution(s) of the Transferor Companies as are considered necessary by the Board of Directors of Transferee Company which are validly subsisting be considered as resolution(s) of the Transferee Company. If any such resolution(s) have any monetary limits approved, subject to the provisions of the Act or of any other applicable statutory provisions, then the said limits, as are considered necessary by the Board of Directors of the Transferee Company, shall be added to the limits, if any, under the like resolutions passed by the Transferee Company.

### 36. DISSOLUTION OF TRANSFEROR COMPANY NOS. 1 TO 7

36.1 Upon sanction of the Scheme under the relevant provisions of the Act, the Transferor Companies shall stand automatically dissolved in terms of this Scheme, without being wound up.

36.2 Upon the Scheme taking effect and after dissolution of the Transferor Companies, the Board of Directors of the Transferee Company are hereby authorised to take steps as may be necessary desirable or proper to resolve any questions, doubts, or difficulty whether by reason of any directive, order or sanction of Hon'ble National Company



Law Tribunal or other concerned/ competent authority(ies) or otherwise arising out of or under this Scheme or any matter therewith.

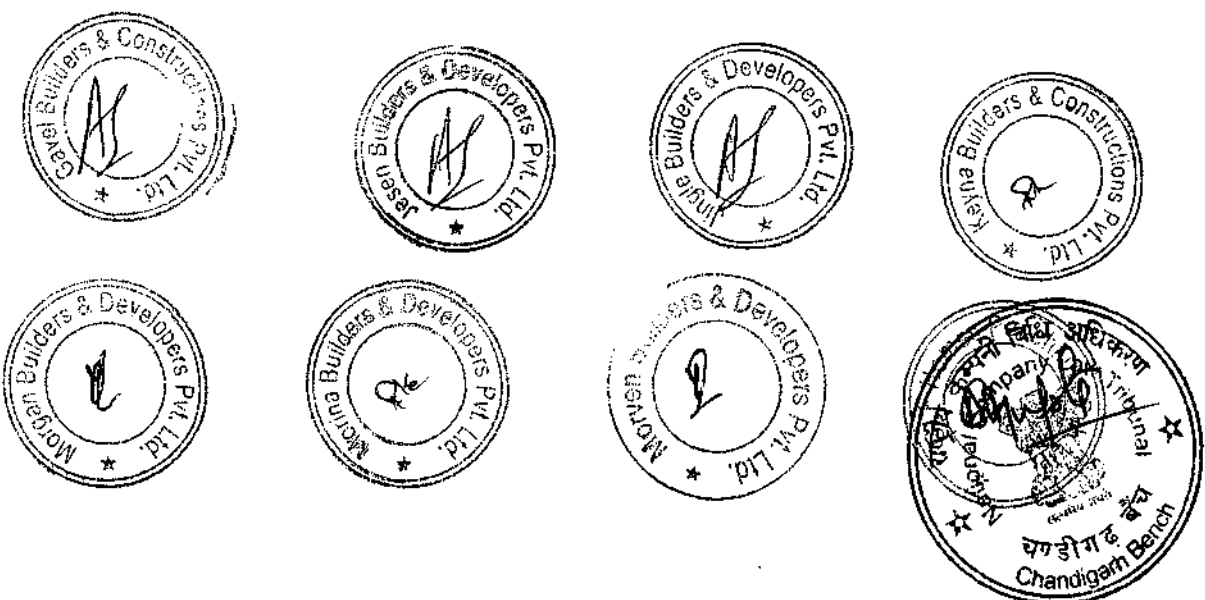
- 36.3 The Scheme does not envisage any reduction of capital. The Scheme is built on the economic justification that it will enable Transferee Company to leverage synergies, strengths and financial resources of the entity(ies) post amalgamation and consequently enable it to secure operational efficiencies by improved management of costs and resources. The Transferee Company will thus have access to augmented financial resource base and reserves post amalgamation.

### 37. DIRECTORS OF THE TRANSFEROR COMPANY NOS. 1 TO 7

The Directors of the Transferor Company Nos. 1 to 7 shall cease to hold office as Directors thereof with effect from the Effective date and consequently the Board of Directors of the respective Transferor Companies shall stand dissolved.

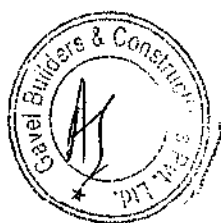
### 38. SEVERABILITY

- 38.1 If any provision or part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the companies involved in the Scheme, affect the validity or implementation of the other provisions or parts of this Scheme.



38.2 In the event of any inconsistency between any of the terms and conditions of any earlier arrangement entered by the Transferor Companies or the Transferee Company including with their respective Shareholders, Compulsorily / Optionally Convertible Debentures Holders, Creditors and / or other counter parties and the terms and conditions of this Scheme, the latter shall have overriding effect and shall prevail.

**Note:** Schedule of Properties of the Transferor Companies forms part of the present Scheme and has been annexed as "Schedule 1" to the present Scheme.



# GAVEL BUILDERS & CONSTRUCTIONS PRIVATE LIMITED

235

CIN: U45200HR2007PTC100892

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## SCHEDULE -1

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE PETITIONER COMPANY NO. 1/ TRANSFEROR COMPANY NO. 1 i.e. GAVEL BUILDERS & CONSTRUCTIONS PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOMES PANCHKULA PRIVATE LIMITED.

IN PART I, PART-II AND PART- III OF THE SCHEDULE (FORM NO.42)

### PART-I

(A SHORT DESCRIPTION OF THE FREEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Revenue / License Details	Total Area (Acres)
----- NIL -----		

### PART-II

(A SHORT DESCRIPTION OF THE LEASEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Plot No. & Address	Sq. Yards	Area in Acres
----- NIL -----			

### PART-III

(A SHORT DESCRIPTION OF ALL STOCKS, SHARES, DEBENTURES AND OTHER CHARGES IN ACTION OF THE TRANSFEROR COMPANY)

#### Stocks:

Sr. No.	Revenue Detail	#Land Area (In Acres)
1	Khasra Nos 273/10/2(15-0), 33/1(0-3), 275/44/2/3(1-7), 336/279/46/2/4(0-9), 330/22/4(2-4), 332/23/2/2(10-8), 229/2-3(10-17), 230(16-3) 231(7-0), 251(5-3), 252(1-18), 253(23-19), 254(4-16), 255(1-2), 256/1(2-15), 256(14-11), 325/258/2/6(5-17), Total Area 123 Bigha 12 Biswa having full share i.e. 123 Bigha 12 Biswa. <b>Total Area admeasuring 123 Bigha 12 Biswa Situated at Village Bhagwanpur, Tehsil Kalka, Distt SAS Nagar.</b>	25.75
	<b>TOTAL</b>	<b>25.75</b>

# The development rights for the land mentioned above have already been transferred by the Company in favour of DLF Homes Panchkula Private Limited.

For Gavel Builders & Constructions Pvt. Ltd.

*Amit Sharma*  
Director



# GAVEL BUILDERS & CONSTRUCTIONS PRIVATE LIMITED 236

CIN: U45200HR2007PTC100892

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## Investments:

Sl. No.	Name of Company	No. of Shares	Class of Shares and Face Value of Rs.10/-	Amount (Rs.)
----- NIL -----				

## Details of Bank Account:

Particulars of Bank Accounts			
Sl. No.	Name of Bank	Branch Address	Account Type & Number
1.	ICICI Bank	9A, PHELPS BUILDING, C.P., NEW DELHI-110001	CA No.000705018581
Details of FDRs			
FDR No.		Name of Bank	Address of Bank
----- NIL -----			

For Gavel Builders & Constructions Private Limited

For Gavel Builders & Constructions Pvt. Ltd.

*Amit Sharma*

(Amit Sharma)  
Director  
DIN: 09202969

Director



# JESEN BUILDERS & DEVELOPERS PRIVATE LIMITED

237

CIN: U45200HR2007PTC100721

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## SCHEDULE -1

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE PETITIONER COMPANY NO. 2/ TRANSFEROR COMPANY NO. 2 i.e. JESEN BUILDERS & DEVELOPERS PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOMES PANCHKULA PRIVATE LIMITED.

### IN PART I, PART-II AND PART- III OF THE SCHEDULE (FORM NO.42)

#### PART-I

(A SHORT DESCRIPTION OF THE FREEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Revenue / License Details	Total Area (Acres)
NIL		

#### PART-II

(A SHORT DESCRIPTION OF THE LEASEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Plot No. & Address	Sq. Yards	Area in Acres
NIL			

#### PART-III

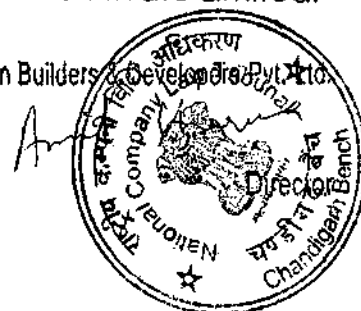
(A SHORT DESCRIPTION OF ALL STOCKS, SHARES, DEBENTURES AND OTHER CHARGES IN ACTION OF THE TRANSFEROR COMPANY)

#### Stocks:

Sr. No.	Revenue Detail	#Land Area (In Acres)
1	Khasra No 21(7-17) Full Share i.e. 07 Bigha 17 Biswa and Khasra Nos 20(3-13), 245(26-14), 246(9-15), Total Area 40 Bigha 02 Biswa having Full Share i.e. 40 Bigha 02 Biswa and Khasra Nos 18(1-6), 19(4-12), 24(5-18), 25(4-18) Total Area 16 Bigha 14 Biswa having Full Share i.e. 16 Bigha 14 Biswa and Khasra Nos 27(5-7), 28(4-4), 29(0-6), 30(1-11), 202/1(0-11), 203(1-2), 206(0-10) Total Area 13 Bigha 11 Biswa having Full Share i.e. 13 Bigha 11 Biswa and Khasra No 7/1(0-6) Full Share i.e. 0 Bigha 6 Biswa and Khasra No 11/2(6-14) having full share i.e. 06 Bigha 14 Biswa and Khasra No 265(12-1) having full share i.e. 12 Bigha 01 Biswa and Khasra Nos 248(5-11), 250(13-0), Total Area 18 Bigha 11 Biswa having Full Share i.e. 18 Bigha 11 Biswa. <b>Total Area admeasuring 115 Bigha 16 Biswa situated at Village Bhagwanpur, Tehsil Kalka, Distt Panchkula.</b>	24.125 Acres
	<b>TOTAL</b>	<b>24.125</b>

# The development rights for the land mentioned above have already been transferred by the Company in favour of DLF Homes Panchkula Private Limited.

For Jesen Builders & Developers Pvt. Ltd.



# JESEN BUILDERS & DEVELOPERS PRIVATE LIMITED

238

CIN: U45200HR2007PTC100721

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## Investments:

Sl. No.	Name of Company	No. of Shares	Class of Shares and Face Value of Rs.10/-	Amount (Rs.)
----- NIL -----				

## Details of Bank Account:

Particulars of Bank Accounts			
Sl. No.	Name of Bank	Branch Address	Account Type & Number
1.	ICICI Bank	9A, PHELPS BUILDING, C.P, New Delhi-110001	CA No. 000705018832
Details of FDRs			
FDR No.		Name of Bank	Address of Bank
----- NIL -----			

## For Jesen Builders & Developers Private Limited

For Jesen Builders & Developers Pvt. Ltd.

*Amit Sharma*

(Amit Sharma)  
Director  
DIN: 09202969

Director



# JINGLE BUILDERS & DEVELOPERS PRIVATE LIMITED

239

CIN: U70102HR2007PTC100727

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## SCHEDULE -1

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE PETITIONER COMPANY NO. 3/ TRANSFEROR COMPANY NO. 3 i.e. JINGLE BUILDERS & DEVELOPERS PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOMES PANCHKULA PRIVATE LIMITED.

### IN PART I, PART-II AND PART- III OF THE SCHEDULE (FORM NO.42)

#### PART-I

(A SHORT DESCRIPTION OF THE FREEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Revenue / License Details	Total Area (Acres)
NIL		

#### PART-II

(A SHORT DESCRIPTION OF THE LEASEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Plot No. & Address	Sq. Yards	Area in Acres
NIL			

#### PART-III

(A SHORT DESCRIPTION OF ALL STOCKS, SHARES, DEBENTURES AND OTHER CHARGES IN ACTION OF THE TRANSFEROR COMPANY)

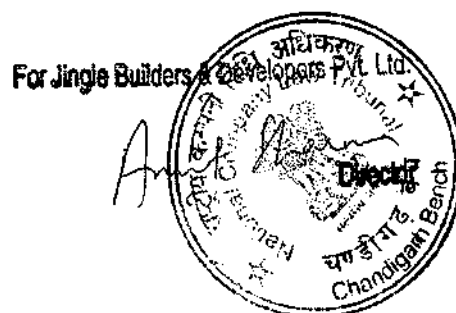
##### Stocks:

Sr. No.	Revenue Detail	# Land Area (In Acres)
1	Khasra Nos 244/1(88-11) Full Share i.e. 88 Bigha 11 Biswa & 322/258/2/3/2(15-1) 324/258/2/3/2(10-3), Total Area 25 Bigha 04 Biswa having Full Share i.e. 25 Bigha 04 Biswa, Total Area admeasuring 113 Bigha 15 Biswa situated at Village Bhagwanpur, Tehsil Kalka, Distt Panchkula (Haryana)	23.70
	TOTAL	23.70

# The development rights for the land mentioned above have already been transferred by the Company in favour of DLF Homes Panchkula Private Limited.

##### Investments:

Sl. No.	Name of Company	No. of Shares	Class of Shares and Face Value of Rs.10/-	Amount (Rs.)
NIL				





# JINGLE BUILDERS & DEVELOPERS PRIVATE LIMITED

240

CIN: U70102HR2007PTC100727

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## Details of Bank Account:

Particulars of Bank Accounts			Account Type & Number
Sl. No.	Name of Bank	Branch Address	
1.	ICICI Bank	9A, PHELPS BUILDING, C.P, New Delhi-110001	CA No. 000705018506
Details of FDRs			
FDR No.		Name of Bank	Address of Bank
NIL			

For Jingle Builders & Developers Private Limited

For Jingle Builders & Developers Pvt. Ltd.

*Amit Sharma*  
(Amit Sharma) Director  
Director  
DIN: 09202969



# KEYNA BUILDERS & CONSTRUCTIONS PRIVATE LIMITED 241

CIN: U45200HR2007PTC100722

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## SCHEDULE -1

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE PETITIONER COMPANY NO. 4/ TRANSFEROR COMPANY NO. 4 I.e. KEYNA BUILDERS & CONSTRUCTIONS PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY I.e. DLF HOMES PANCHKULA PRIVATE LIMITED.

IN PART I, PART-II AND PART- III OF THE SCHEDULE (FORM NO.42)

### PART-I

(A SHORT DESCRIPTION OF THE FREEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Revenue / License Details	Total Area (Acres)
----- NIL -----		

### PART-II

(A SHORT DESCRIPTION OF THE LEASEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Plot No. & Address	Sq. Yards	Area in Acres
----- NIL -----			

### PART-III

(A SHORT DESCRIPTION OF ALL STOCKS, SHARES, DEBENTURES AND OTHER CHARGES IN ACTION OF THE TRANSFEROR COMPANY)

#### Stocks:

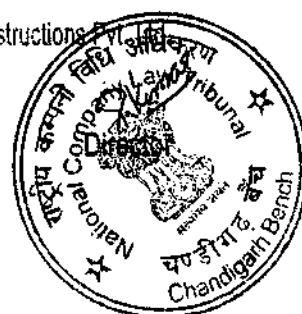
Sr. No.	Revenue Detail	# Land Area (In Acres)
1	Khasra Nos 257(60-10), 1/2(14-18), 2(3-4), 9(18-10), 262/2(10-3), Total Area 107 Bigha 05 Biswa having Full Share i.e. 107 Bigha 05 Biswa. <b>Total Land Admeasuring 107 Bigha 05 Biswa situated at Village Bhagwanpur, Tehsil Kalka, Distt Panchkula.</b>	22.3475
	<b>TOTAL</b>	<b>22.3475</b>

# The development rights for the land mentioned above have already been transferred by the Company in favour of DLF Homes Panchkula Private Limited.

#### Investments:

Sl. No.	Name of Company	No. of Shares	Class of Shares and Face Value of Rs.10/-	Amount (Rs.)
----- NIL -----				

For Keyna Builders & Constructions Pvt. Ltd.



# KEYNA BUILDERS & CONSTRUCTIONS PRIVATE LIMITED

242

CIN: U45200HR2007PTC100722

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## Details of Bank Account:

Particulars of Bank Accounts			
Sl. No.	Name of Bank	Branch Address	Account Type & Number
1.	ICICI BANK	9A, PHELPS BUILDING, C.P., NEW DELHI-110001	CA No. 000705018577
Details of FDRs			
FDR No.		Name of Bank	Address of Bank
----- NIL -----			

For Keyna Builders & Constructions Private Limited

For Keyna Builders & Constructions Pvt. Ltd.

  
(Ramesh Kumar)  
Director  
DIN: 09199879

Director



# MORGAN BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN: U45200HR2006PTC100938

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

243

## SCHEDULE -1

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE PETITIONER COMPANY NO. 5/ TRANSFEROR COMPANY NO. 5 i.e. MORGAN BUILDERS & DEVELOPERS PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOMES PANCHKULA PRIVATE LIMITED.

IN PART I, PART-II AND PART- III OF THE SCHEDULE (FORM NO.42)

### PART-I

(A SHORT DESCRIPTION OF THE FREEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Revenue / License Details	Total Area (Acres)
NIL		

### PART-II

(A SHORT DESCRIPTION OF THE LEASEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Plot No. & Address	Sq. Yards	Area in Acres
NIL			

### PART-III

(A SHORT DESCRIPTION OF ALL STOCKS, SHARES, DEBENTURES AND OTHER CHARGES IN ACTION OF THE TRANSFEROR COMPANY)

#### Stocks:

Sr. No.	Revenue Detail	#Land Area (In Acres)
1	Khasra Nos 14/2(10-15), 15(0-6), 16(18-12), 17(4-14), Total Area 34 Bigha 07 Biswa having 307/687 share i.e. 15 Bigha 07 Biswa and Khasra No 247(11-1) having full share i.e. 11 Bigha 01 Biswa and Khasra Nos 232(5-0), 233(8-12), 234(9-1), 235(49-14), Total Area 72 Bigha 07 Biswa having Full Share i.e. 72 Bigha 07 Biswa and Khasra No 259(30-17) having Full Share i.e. 30 Bigha 17 Biswa Total Area admeasuring 129 Bigha 12 Biswa situated at Village Bhagwanpur, Tehsil Kalka, Distt Panchkula.	27.00
TOTAL		27.00

# The development rights for the land mentioned above have already been transferred by the Company in favour of DLF Homes Panchkula Private Limited.

#### Investments:

Sl. No.	Name of Company	No. of Shares	Class of Shares and Face Value of Rs.10/-	Amount (Rs.)
NIL				

For Morgan Builders & Developers Pvt. Ltd.



# MORGAN BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN: U45200HR2006PTC100938

244

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## Details of Bank Account:

Particulars of Bank Accounts			
Sl. No.	Name of Bank	Branch Address	Account Type & Number
1.	ICICI Bank	9A, PHELPS BUILDING, C.P, New Delhi-110001	CA No. 000705018392
Details of FDRs			
FDR No.		Name of Bank	Address of Bank
NIL			

For Morgan Builders & Developers Private Limited  
For Morgan Builders & Developers Pvt. Ltd.

  
Director

(Yogesh Bhardwaj)  
Director  
DIN: 09199912



# MORINA BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN: U45200HR2007PTC100953

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

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## SCHEDULE -1

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE PETITIONER COMPANY NO. 6/ TRANSFEROR COMPANY NO. 6 i.e. MORINA BUILDERS & DEVELOPERS PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOMES PANCHKULA PRIVATE LIMITED.

### IN PART I, PART-II AND PART- III OF THE SCHEDULE (FORM NO.42)

#### PART-I

(A SHORT DESCRIPTION OF THE FREEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Revenue / License Details	Total Area (Acres)
NIL		

#### PART-II

(A SHORT DESCRIPTION OF THE LEASEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Plot No. & Address	Sq. Yards	Area in Acres
NIL			

#### PART-III

(A SHORT DESCRIPTION OF ALL STOCKS, SHARES, DEBENTURES AND OTHER CHARGES IN ACTION OF THE TRANSFEROR COMPANY)

##### Stocks:

Sr. No.	Revenue Detail	# Land Area (In Acres)
1	Khasra Nos 1/1(14-15), 35(4-14), 36(0-11), 34/2(11-2), 214(46-5), 264(4-7), 264/1(31-4), Total Area 112 Bigha 18 Biswa having full share i.e. 112 Bigha 18 Biswa. <b>Total Land admeasuring 112 Bigha 18 Biswa situated at Village Bhagwanpur, Tehsil Kalka, Distt Panchkula.</b>	23.521
	<b>TOTAL</b>	<b>23.521</b>

# The development rights for the land mentioned above have already been transferred by the Company in favour of DLF Homes Panchkula Private Limited.

For Morina Builders & Developers Pvt. Ltd.

*[Signature]*  
Director



# MORINA BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN: U45200HR2007PTC100953

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Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## Investments:

Sl. No.	Name of Company	No. of Shares	Class of Shares and Face Value of Rs.10/-	Amount (Rs.)
----- NIL -----				

## Details of Bank Account:

Particulars of Bank Accounts			
Sl. No.	Name of Bank	Branch Address	Account Type & Number
1.	ICICI BANK	9A, PHELPS BUILDING, C.P., NEW DELHI-110001	CA No. 000705018503
Details of FDRs			
FDR No.		Name of Bank	Address of Bank
----- NIL -----			

For Morina Builders & Developers Private Limited

For Morina Builders & Developers Pvt. Ltd.

  
(Ramesh Kumar)  
Director  
DIN: 09199879

Director



# MORVEN BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN: U45200HR2007PTC100724

Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

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## SCHEDULE -1

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE PETITIONER COMPANY NO. 7/ TRANSFEROR COMPANY NO. 7 i.e. MORVEN BUILDERS & DEVELOPERS PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOMES PANCHKULA PRIVATE LIMITED.

### IN PART I, PART-II AND PART- III OF THE SCHEDULE (FORM NO.42)

#### PART-I

(A SHORT DESCRIPTION OF THE FREEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Revenue / License Details	Total Area (Acres)
NIL		

#### PART-II

(A SHORT DESCRIPTION OF THE LEASEHOLD PROPERTY OF THE TRANSFEROR COMPANY)

S. No.	Plot No. & Address	Sq. Yards	Area in Acres
NIL			

#### PART-III

(A SHORT DESCRIPTION OF ALL STOCKS, SHARES, DEBENTURES AND OTHER CHARGES IN ACTION OF THE TRANSFEROR COMPANY)

##### Stocks:

Sr. No.	Revenue Detail	# Land Area (In Acres)
1	Khasra Nos 14/2(10-15), 15(0-6), 16(18-12), 17(4-14), Total Area 34 Bigha 07 Biswa having 380/687 share i.e. 19 Bigha 00 Biswa and Khasra No 266(2-16),267(5-10),268(5-1) Total Area 13 Bigha 07 Biswa having Full Share i.e. Area 13 Bigha 07 Biswa and Khasra Nos 326/258/2/7(15-7) Full share i.e. 15 Bigha 07 Biswa and Khasra No 249(37-4) having full share i.e. 37 Bigha 04 Biswa and Khasra No 260(15-1), 261(17-10), 263(7-1) Total Area 39 Bigha 12 Biswa Full share i.e. 39 Bigha 12 Biswa. <b>Total Area admeasuring 124 Bigha 10 Biswa situated at Village Bhagwanpur, Tehsil Kalka, Distt Panchkula.</b>	25.9375
	<b>TOTAL</b>	<b>25.9375</b>

# The development rights for the land mentioned above have already been transferred by the Company in favour of DLF Homes Panchkula Private Limited.

For Morven Builders & Developers Pvt. Ltd.





# MORVEN BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN: U45200HR2007PTC100724

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Regd. Off. : 1st Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana  
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

## Investments:

Sl. No.	Name of Company	No. of Shares	Class of Shares and Face Value of Rs.10/-	Amount (Rs.)
NIL				

## Details of Bank Account:

Particulars of Bank Accounts			
Sl. No.	Name of Bank	Branch Address	Account Type & Number
1.	ICICI Bank	9A, PHELPS BUILDING, C.P, New Delhi-110001	CA No. 000705018583
Details of FDRs			
FDR No.		Name of Bank	Address of Bank
NIL			

For Morven Builders & Developers Private Limited

For Morven Builders & Developers Pvt. Ltd.

*Amit Sharma*

Director

(Amit Sharma)

Director

DIN: 09202969

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*15.09.23*

DD/DR/AB/Court Officer  
National Company Law Tribunal  
Chandigarh Bench, Chandigarh



# Ministry Of Corporate Affairs

**Date : 03-11-2023 5:30:30pm****Company Information**

<b>CIN</b>	U45200HR2006PTC100938
<b>Company Name</b>	MORGAN BUILDERS & DEVELOPERS PRIVATE LIMITED
<b>ROC Name</b>	ROC Delhi
<b>Registration Number</b>	100938
<b>Date of Incorporation</b>	16/11/2006
<b>Email Id</b>	corporateaffairs@dlf.in
<b>Registered Address</b>	1ST FLOOR, DLF GATEWAY TOWER R BLOCK, DLF CITY PHASE-III, Gurgaon, GURUGRAM, Haryana, India, 122002
<b>Address at which the books of account are to be maintained</b>	5th Floor, DLF Gateway Tower DLF City, Phase III, Gurugram, Haryana, India, 122002
<b>Listed in Stock Exchange(s) (Y/N)</b>	No
<b>Category of Company</b>	Company limited by shares
<b>Subcategory of the Company</b>	Non-government company
<b>Class of Company</b>	Private
<b>ACTIVE compliance</b>	ACTIVE Compliant
<b>Authorised Capital (Rs)</b>	2,00,000
<b>Paid up Capital (Rs)</b>	1,00,000
<b>Date of last AGM</b>	21/07/2022
<b>Date of Balance Sheet</b>	31/03/2022
<b>Company Status</b>	Amalgamated

**Jurisdiction****ROC (name and office)** ROC Delhi

<b>RD (name and Region)</b>	RD, Northern Region
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# Ministry Of Corporate Affairs

Date : 03-11-2023 5:31:31pm

## Company Information

<b>CIN</b>	U45200HR2007PTC100953
<b>Company Name</b>	MORINA BUILDERS & DEVELOPERS PRIVATE LIMITED
<b>ROC Name</b>	ROC Delhi
<b>Registration Number</b>	100953
<b>Date of Incorporation</b>	03/01/2007
<b>Email Id</b>	corporateaffairs@dlf.in
<b>Registered Address</b>	1ST FLOOR, DLF GATEWAY TOWER R BLOCK, DLF CITY PHASE-III, Gurgaon, GURUGRAM, Haryana, India, 122002
<b>Address at which the books of account are to be maintained</b>	5th Floor, DLF Gateway Tower DLF City, Phase III, Gurugram, Haryana, India, 122002
<b>Listed in Stock Exchange(s) (Y/N)</b>	No
<b>Category of Company</b>	Company limited by shares
<b>Subcategory of the Company</b>	Non-government company
<b>Class of Company</b>	Private
<b>ACTIVE compliance</b>	ACTIVE Compliant
<b>Authorised Capital (Rs)</b>	2,00,000
<b>Paid up Capital (Rs)</b>	1,00,000
<b>Date of last AGM</b>	22/07/2022
<b>Date of Balance Sheet</b>	31/03/2022
<b>Company Status</b>	Amalgamated

## Jurisdiction

<b>ROC (name and office)</b>	ROC Delhi
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<b>RD (name and Region)</b>	RD, Northern Region
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# Ministry Of Corporate Affairs

Date : 03-11-2023 5:24:24pm

## Company Information

CIN	U45200HR2007PTC100892
Company Name	GAVEL BUILDERS & CONSTRUCTIONS PRIVATE LIMITED
ROC Name	ROC Delhi
Registration Number	100892
Date of Incorporation	31/01/2007
Email Id	corporateaffairs@dlf.in
Registered Address	1ST FLOOR, DLF GATEWAY TOWER R BLOCK, DLF CITY PHASE-III, Gurgaon, GURUGRAM, Haryana, India, 122002
Address at which the books of account are to be maintained	5th Floor, DLF Gateway Tower DLF City, Phase III, Gurugram, Haryana, India, 122002
Listed in Stock Exchange(s) (Y/N)	No
Category of Company	Company limited by shares
Subcategory of the Company	Non-government company
Class of Company	Private
ACTIVE compliance	ACTIVE Compliant
Authorised Capital (Rs)	2,00,000
Paid up Capital (Rs)	1,00,000
Date of last AGM	04/08/2022
Date of Balance Sheet	31/03/2022
Company Status	Amalgamated

## Jurisdiction

ROC (name and office)	ROC Delhi
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<b>RD (name and Region)</b>	RD, Northern Region
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