



**NOTICE OF THE MEETING OF  
SECURED CREDITORS OF  
NATIVE BUILDCON  
PRIVATE LIMITED**

**VOLUME 1**

**Native Buildcon Pvt Ltd**

[CIN: U 70102 HR 2011 PTC 044169]

**Regd. Office:** Park Centra, Basement-1, Opposite 32,  
Milestone, Sector-30, Gurgaon-122 001, Haryana

**E-mail:** [secretarial@bptp.com](mailto:secretarial@bptp.com)

**Meeting of Secured Creditors of Native Buildcon Pvt Ltd scheduled to be held under the supervision of the Hon'ble National Company Law Tribunal**

<b>Day</b>	Friday
<b>Date</b>	26 <sup>th</sup> May, 2023
<b>Time</b>	3:00 P.M.
<b>Venue</b>	Shangri-La Eros Hotel, 19 Ashoka Road, Janpath, Connaught Place, New Delhi-110 001

**List of Documents**

**Volume-I**

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	Builders Pvt Ltd, Impower Infrastructure Pvt Ltd, ISG Estates Pvt Ltd, Jasmine Buildtech Pvt Ltd, KA Promoters & Developers Pvt Ltd, Merit Marketing Pvt Ltd, Native Buildcon Pvt Ltd, Passionate Builders Pvt Ltd, Perpetual Infracon Pvt Ltd, Poonam Promoters and Developers Pvt Ltd, Precision Infrastructure Pvt Ltd, Rainbow Promoters Pvt Ltd, Saraswati Kunj Infrastructure Pvt Ltd, Shalimar Town Planners Pvt Ltd, Shrinkhla Infrastructure Pvt Ltd, Sunaina Towers Pvt Ltd, Sunglow Overseas Pvt Ltd, Supergrowth Constructions Pvt Ltd, USG Buildwell Pvt Ltd, Vasundra Promoters Pvt Ltd, Visual Builders Pvt Ltd, Vivek Promoters Pvt Ltd and Westland Developers Pvt Ltd (the Transferor Companies No. 1 to 65), BPTP Ltd (the Transferee Company) and Logical Builders Pvt Ltd and Praya Buildtech Pvt Ltd (the Resulting Companies No. 1 & 2);
<b>6.</b>	<b>Report on Valuation of Shares</b> & Share Exchange Ratio issued by Mr Amit Kumar, a Chartered Accountant, and the Registered Valuer in respect of Securities and Financial Assets

### Volume-II

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### Volume-III

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<b>1.</b>	<b>Un-audited Financial Statements (provisional)</b> for the period ended 30 <sup>th</sup> November, 2022 of all the Transferor Companies, the Transferee Company and the Resulting Companies
<b>2.</b>	<b>Route Map</b> for the venue of the meeting

**In case of any difficulty, the following person(s) may be contacted:**

<b>Mr. Amit Kumar Singhal</b> Authorized Representative of Excel Infraventures Pvt Ltd	+91 99112 72701  amit1.singhal@bptp.com
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Sd/-  
**Rajesh Sharma**  
**Former Member (Technical), NCLT**  
Chairperson of the meeting

Through

**Date: 11.04.2023**

**Place: New Delhi**

Sd/-  
Kartikeya Goel, Advocate  
**For Rajeev Goel & Associates**  
Counsel for the Applicants  
785, Pocket-E, Mayur Vihar-II  
Delhi-Meerut Expressway/NH-9  
Delhi 110 091  
e-mail: [rajeev391@gmail.com](mailto:rajeev391@gmail.com)  
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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

CHANDIGARH BENCH, CHANDIGARH

(ORIGINAL JURISDICTION)

COMPANY APPLICATION NO. CA (CAA) 56/Chd/Hry OF 2022

IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)

SECTIONS 230 & 232

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT

AND

IN THE MATTER OF

ASG OVERSEAS PVT LTD & ORS.

APPLICANT NO. 1/TRANSFEROR COMPANY

### **NOTICE CONVENING MEETING**

**To**  
**The Secured Creditors**  
**of Native Buildcon Pvt Ltd**

**Take Notice** that the Hon'ble National Company Law Tribunal, Chandigarh Bench, Chandigarh vide its Order dated 21<sup>st</sup> March, 2023 (date of pronouncement) read with Order dated 13<sup>th</sup> April, 2023, inter alia, directed for convening of a meeting of Secured Creditors of Native Buildcon Pvt Ltd (the Transferor Company No. 49) for the purpose of considering and, if thought fit, approving, with or without modifications, the proposed Composite Scheme of Arrangement of ASG Overseas Pvt Ltd, BPTP Parklands Pride Ltd, BPTP Resort Pvt Ltd, Countrywide Promoters Pvt Ltd, Delhi Strong Build Infrastructure Pvt Ltd, Garnish Colonisers Pvt Ltd, Gateway Infraprojects Pvt Ltd, Lunar Developers Pvt Ltd, Moonlight Buildmart Pvt Ltd, Remarkable Estate Pvt Ltd, Super Belts Pvt Ltd, Triangle Builders and Promoters Pvt Ltd, Well Worth Developers Pvt Ltd, Antariksh Construction Company Pvt Ltd, Anupam Towers Pvt Ltd, Ashirbad Buildwell Pvt Ltd, Brainwave Builders Pvt Ltd, Bright Star Builders Pvt Ltd, Business Park Builders Pvt Ltd, Business Park Developers Pvt Ltd, Business Park Overseas Pvt Ltd, Business Park Promoters Pvt Ltd, Delite Realtech Pvt Ltd, Designer Realtors Pvt Ltd, Digital SEZ Developers Pvt Ltd, Druzba Overseas Pvt Ltd, Elite Realtech Pvt Ltd, Eventual Builders Pvt Ltd, Excel Infraventures Pvt Ltd, Focus Builders Pvt Ltd, Fragrance Construction Pvt Ltd, GAG Constructions Pvt Ltd, Garland Infrastructure Pvt Ltd, Gitanjali Promoters Pvt Ltd, Glaze Buildcon Pvt Ltd, Glitz Builders and Promoters Pvt Ltd, Green Park Estates Pvt Ltd, Green Valley Housing & Land Development Pvt Ltd, Green Valley Towers Pvt Ltd, Grow High Realtors Pvt Ltd, IAG Promoters and Developers Pvt Ltd, Imagine Builders Pvt Ltd, Impartial Builders Pvt Ltd, Impower Infrastructure Pvt Ltd, ISG Estates Pvt Ltd, Jasmine Buildtech Pvt Ltd, KA Promoters & Developers Pvt Ltd, Merit Marketing Pvt Ltd, Native Buildcon Pvt Ltd, Passionate Builders Pvt Ltd, Perpetual Infracon Pvt Ltd,

Poonam Promoters and Developers Pvt Ltd, Precision Infrastructure Pvt Ltd, Rainbow Promoters Pvt Ltd, Saraswati Kunj Infrastructure Pvt Ltd, Shalimar Town Planners Pvt Ltd, Shrinkhla Infrastructure Pvt Ltd, Sunaina Towers Pvt Ltd, Sunglow Overseas Pvt Ltd, Supergrowth Constructions Pvt Ltd, USG Buildwell Pvt Ltd, Vasundra Promoters Pvt Ltd, Visual Builders Pvt Ltd, Vivek Promoters Pvt Ltd, Westland Developers Pvt Ltd (hereinafter referred to as the Applicant Companies No. 1 to 65/Transferor Companies No. 1 to 65), BPTP Ltd (hereinafter referred to as Applicant Company No. 66/Transferee Company), Logical Builders Pvt Ltd and Praya Buildtech Pvt Ltd (hereinafter referred to as Applicant Companies No. 67 & 68/Resulting Companies No. 1 & 2), and other connected matters, if any. The following Special Business will be transacted in the said meeting:

To consider and, if thought fit, to pass, the following resolution with specific majority as provided under Sections 230 & 232 of the Companies Act, 2013 read with Sections 66 and 52 of the Companies Act, 2013, and other applicable provisions, if any:

***"Resolved that*** pursuant to the provisions of Sections 230 & 232 of the Companies Act, 2013, read with Section 66 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, together with Sections 2(1B) and 2(19AA) of the Income Tax Act, 1961, and other applicable provisions, if any, and subject to the approval of the Hon'ble National Company Law Tribunal and other competent authorities, if any, consent of the meeting be and is hereby given for the proposed amalgamation and demerger in the following manner:

- i.*** Amalgamation of ASG Overseas Pvt Ltd, BPTP Parklands Pride Ltd, BPTP Resort Pvt Ltd, Countrywide Promoters Pvt Ltd, Delhi Strong Build Infrastructure Pvt Ltd, Garnish Colonisers Pvt Ltd, Gateway Infraprojects Pvt Ltd, Lunar Developers Pvt Ltd, Moonlight Buildmart Pvt Ltd, Remarkable Estate Pvt Ltd, Super Belts Pvt Ltd, Triangle Builders and Promoters Pvt Ltd, Well Worth Developers Pvt Ltd, Antariksh Construction Company Pvt Ltd, Anupam Towers Pvt Ltd, Ashirbad Buildwell Pvt Ltd, Brainwave Builders Pvt Ltd, Bright Star Builders Pvt Ltd, Business Park Builders Pvt Ltd, Business Park Developers Pvt Ltd, Business Park Overseas Pvt Ltd, Business Park Promoters Pvt Ltd, Delite Realtech Pvt Ltd, Designer Realtors Pvt Ltd, Digital SEZ Developers Pvt Ltd, Druzba Overseas Pvt Ltd, Elite Realtech Pvt Ltd, Eventual Builders Pvt Ltd, Excel Infraventures Pvt Ltd, Focus Builders Pvt Ltd, Fragrance Construction Pvt Ltd, GAG Constructions Pvt Ltd, Garland Infrastructure Pvt Ltd, Gitanjali Promoters Pvt Ltd, Glaze Buildcon Pvt Ltd, Glitz Builders and Promoters Pvt Ltd, Green Park Estates Pvt Ltd, Green Valley Housing & Land Development Pvt Ltd, Green Valley Towers Pvt Ltd, Grow High Realtors Pvt Ltd, IAG Promoters and Developers Pvt Ltd, Imagine Builders Pvt Ltd, Impartial Builders Pvt Ltd, Impower Infrastructure Pvt Ltd, ISG Estates Pvt Ltd, Jasmine Buildtech Pvt Ltd, KA Promoters & Developers Pvt Ltd, Merit Marketing Pvt Ltd, Native Buildon Pvt Ltd, Passionate Builders Pvt Ltd, Perpetual Infracon Pvt Ltd, Poonam Promoters and Developers Pvt Ltd, Precision Infrastructure Pvt Ltd, Rainbow Promoters Pvt Ltd, Saraswati Kunj Infrastructure Pvt Ltd, Shalimar Town Planners Pvt Ltd, Shrinkhla Infrastructure Pvt Ltd, Sunaina Towers Pvt Ltd, Sunglow Overseas Pvt Ltd, Supergrowth Constructions Pvt Ltd, USG Buildwell Pvt Ltd, Vasundra Promoters Pvt Ltd, Visual Builders Pvt Ltd, Vivek Promoters Pvt Ltd and Westland Developers Pvt Ltd (the

Transferor Companies No. 1 to 65, respectively) with BPTP Ltd (the Transferee Company) [hereinafter referred to as the Amalgamation];

- ii. Demerger of 'Plotted Real Estate Undertaking' and 'Retail Real Estate Undertaking' (Demerged Business 1 & 2, respectively) of BPTP Ltd into Logical Builders Pvt Ltd (the Resulting Company No. 1) and Praya Buildtech Pvt Ltd (the Resulting Company No. 2), respectively [hereinafter referred to as the Demerger]; and*
- iii. Various other matters incidental, consequential or otherwise integrally connected with the aforesaid Amalgamation and Demerger, if any.*

**Resolved further that** the Report on Valuation of Shares & Share Exchange Ratio prepared by Mr Amit Kumar, a Chartered Accountant and the Registered Valuer in respect of Securities or Financial Assets, registered with the Insolvency and Bankruptcy Board of India (IBBI) vide Registration No. IBBI/RV/11/2019/12492, as placed before the meeting, be and is hereby received, considered and taken on record. The share exchange ratio as recommended by the Registered Valuer for the proposed Amalgamation and Demerger, etc., being fair and reasonable to the Shareholders and other stakeholders of all the Companies, be and is hereby considered, accepted and approved.

**Resolved further that** the salient features/terms and conditions of the proposed Amalgamation and Demerger, etc., as set out in the draft Scheme of Arrangement placed before the meeting, which, inter-alia, include the following:

### **1.1 Salient Features of Amalgamation:**

- 1.1.1 On Amalgamation, all assets and liabilities including Income Tax and all other statutory liabilities, if any, of the Transferor Companies No. 1 to 65 will be transferred to and vest in the Transferee Company.*
- 1.1.2 On Amalgamation, all the employees of the Transferor Companies in service on the Effective Date, if any, shall become the employees of Transferee Company on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the concerned Transferor Company on the said date.*
- 1.1.3 Appointed Date for the Amalgamation will be 1<sup>st</sup> April, 2022, or such other date, as the Hon'ble National Company Law Tribunal or any other competent authority may approve.*

### **1.2 Salient Features of Demerger:**

- 1.2.1 All assets and liabilities including Income Tax and all other statutory liabilities, if any, of 'Plotted Real Estate Undertaking' and 'Retail Real Estate Undertaking' (Demerged Business 1 & 2, respectively) of BPTP Ltd will be transferred to and vest in Logical Builders Pvt Ltd (the Resulting Company No. 1) and Praya Buildtech Pvt Ltd (the Resulting Company No. 2), respectively.*

- 1.2.2 *On Demerger, all the employees of the Transferee Company employed in the activities relating to the Demerged Business 1 & 2, respectively, in service on the Effective Date, if any, shall become the employees of the Resulting Companies No. 1 & 2, respectively, on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those applicable to them in the Demerged Business 1 & 2, respectively, of the Transferee Company, on the Effective Date.*
- 1.2.3 *Appointed Date for the Demerger will be 1<sup>st</sup> August, 2022, or such other date, as the Hon'ble National Company Law Tribunal or any other competent authority may approve.*

**1.3** *Upon the Scheme becoming effective, the respective pre-Scheme issued and paid-up share capital of the Resulting Companies No. 1 & 2 which consists of 10,000 Equity Shares of ₹10 each aggregating ₹1,00,000, will be cancelled, without any payment being made to any shareholder against such cancellation.*

*be and are hereby approved in specific.*

**Resolved further that** *subject to the approval of the Hon'ble National Company Law Tribunal and other Competent Authorities, if any, the draft Composite Scheme of Arrangement of ASG Overseas Pvt Ltd, BPTP Parklands Pride Ltd, BPTP Resort Pvt Ltd, Countrywide Promoters Pvt Ltd, Delhi Strong Build Infrastructure Pvt Ltd, Garnish Colonisers Pvt Ltd, Gateway Infraprojects Pvt Ltd, Lunar Developers Pvt Ltd, Moonlight Buildmart Pvt Ltd, Remarkable Estate Pvt Ltd, Super Belts Pvt Ltd, Triangle Builders and Promoters Pvt Ltd, Well Worth Developers Pvt Ltd, Antariksh Construction Company Pvt Ltd, Anupam Towers Pvt Ltd, Ashirbad Buildwell Pvt Ltd, Brainwave Builders Pvt Ltd, Bright Star Builders Pvt Ltd, Business Park Builders Pvt Ltd, Business Park Developers Pvt Ltd, Business Park Overseas Pvt Ltd, Business Park Promoters Pvt Ltd, Delite Realtech Pvt Ltd, Designer Realtors Pvt Ltd, Digital SEZ Developers Pvt Ltd, Druzba Overseas Pvt Ltd, Elite Realtech Pvt Ltd, Eventual Builders Pvt Ltd, Excel Infraventures Pvt Ltd, Focus Builders Pvt Ltd, Fragrance Construction Pvt Ltd, GAG Constructions Pvt Ltd, Garland Infrastructure Pvt Ltd, Gitanjali Promoters Pvt Ltd, Glaze Buildcon Pvt Ltd, Glitz Builders and Promoters Pvt Ltd, Green Park Estates Pvt Ltd, Green Valley Housing & Land Development Pvt Ltd, Green Valley Towers Pvt Ltd, Grow High Realtors Pvt Ltd, IAG Promoters and Developers Pvt Ltd, Imagine Builders Pvt Ltd, Impartial Builders Pvt Ltd, Impower Infrastructure Pvt Ltd, ISG Estates Pvt Ltd, Jasmine Buildtech Pvt Ltd, KA Promoters & Developers Pvt Ltd, Merit Marketing Pvt Ltd, Native Buildcon Pvt Ltd, Passionate Builders Pvt Ltd, Perpetual Infracon Pvt Ltd, Poonam Promoters and Developers Pvt Ltd, Precision Infrastructure Pvt Ltd, Rainbow Promoters Pvt Ltd, Saraswati Kunj Infrastructure Pvt Ltd, Shalimar Town Planners Pvt Ltd, Shrinkhla Infrastructure Pvt Ltd, Sunaina Towers Pvt Ltd, Sunglow Overseas Pvt Ltd, Supergrowth Constructions Pvt Ltd, USG Buildwell Pvt Ltd, Vasundra Promoters Pvt Ltd, Visual Builders Pvt Ltd, Vivek Promoters Pvt Ltd, Westland Developers Pvt Ltd, BPTP Ltd, Logical Builders Pvt Ltd and Praya Buildtech Pvt Ltd, as placed in the meeting, be and is hereby approved.*



***Resolved further that*** the Board of Directors of the Company be and is hereby authorized to take necessary steps to obtain necessary approval(s) for the aforesaid Scheme and for effective implementation of the same, including but not limited to, to agree to such conditions or modifications [including the appointed date(s) and share exchange ratio, etc.,] that may be imposed, required or suggested by the Hon'ble National Company Law Tribunal, Chandigarh Bench, Chandigarh or any other authorities or that may otherwise be deemed fit or proper by the Board and to do all other acts, deeds or things which may be ancillary or incidental to the above mentioned matter or which may otherwise be required for the aforesaid Scheme."

**Take Further Notice** that in pursuance of the said order, a meeting of **the Secured Creditors of Native Buildcon Pvt Ltd is scheduled to be held on Friday, 26<sup>th</sup> May, 2023 at 3:00 P.M. at Shangri-La Eros Hotel, 19 Ashoka Road, Janpath, Connaught Place, New Delhi-110 001** when you are requested to attend.

**Take Further Notice** that you may attend and vote at the said meeting in person or by proxy, provided that a proxy in the prescribed form, duly signed by you, is deposited at the registered office of the Company as mentioned above not later than 48 hours before the time fixed for the meeting.

The Hon'ble Tribunal has appointed Mr Rajesh Sharma, Former Member (Technical), National Company Law Tribunal (NCLT), as the Chairperson, Mr Shashi Pratap Singh, Advocate, as the Alternate Chairperson and Mr Nipan Bansal, Chartered Accountant, as the Scrutinizer of the aforesaid meeting.

A copy each of the Explanatory Statement [under Sections 230 & 232 of the Companies Act, 2013, read with Sections 66 and 52 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any], the proposed Scheme of Arrangement and other documents, if any, are enclosed.

The proposed Composite Scheme of Arrangement, if approved in the meeting(s), will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, Chandigarh Bench, Chandigarh.

Dated this 11<sup>th</sup> day of April, 2023

Sd/-  
**Rajesh Sharma**  
**Former Member (Technical), NCLT**  
Chairperson of the meeting

Through

Sd/-  
Kartikeya Goel, Advocate  
**For Rajeev Goel & Associates**  
Counsel for the Applicants  
785, Pocket-E, Mayur Vihar-II  
Delhi Meerut Expressway/NH-9  
Delhi 110 091  
e-mail: [rajeev391@gmail.com](mailto:rajeev391@gmail.com)  
Website: [www.rgalegal.in](http://www.rgalegal.in)

**Notes:**

1. Only Secured Creditors of the Company may attend and vote (either in person or by proxy or by authorised representative as per Section 113 of the Companies Act, 2013) at the meeting of Secured Creditors. The authorised representative of a body corporate which is a Secured Creditor of the Applicant Company may attend and vote at the Secured Creditors' meeting, provided a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate is deposited at the registered office of the Company not later than 48 hours before the time fixed for convening the meeting authorising such representative to attend and vote at the meeting; or appropriate authorisation for such purpose is produced at the time of attending the meeting.
2. **A Secured Creditor of the Company, entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself/herself/itself and such proxy need not be a member/creditor of the Applicant Company. The Form of Proxy duly completed and signed should, however, be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for convening the meeting.**
3. **Please note that a person can act as a proxy on behalf of Secured Creditors not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (ten) percent of the total value of Secured debt/votes in the Company. Further, a Secured Creditor holding more than 10 (ten) percent of the total value of Secured debt/votes in the Company may appoint a single person as proxy and such person shall not act as proxy for any other Secured Creditor.**
4. All the alterations, made in the Proxy Form, must be initialed.
5. All the persons attending the meeting are requested to hand over the enclosed Attendance Slip, duly signed, for admission to the meeting hall.
6. **All the persons attending the meeting are advised to carry their original photo identity proof for verification.**
7. Notice of the meeting, Explanatory Statement and other documents are also being placed on the following website:

<b>Particulars</b>	<b>Website</b>
BPTP Ltd	<a href="http://www.bptp.com">www.bptp.com</a>

Encl.: As above

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

CHANDIGARH BENCH, CHANDIGARH

(ORIGINAL JURISDICTION)

COMPANY APPLICATION NO. CA (CAA) 56/Chd/Hry OF 2022

IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)

SECTIONS 230 & 232

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT

AND

IN THE MATTER OF

ASG OVERSEAS PVT LTD & ORS.

APPLICANT NO. 1/TRANSFEROR COMPANY

### **Explanatory Statement**

[Under Sections 230 & 232 of the Companies Act, 2013, read with Sections 66 and 52 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any]

- 1.** A joint Application being CA (CAA) 56/Chd/Hry of 2022, was filed before the Hon'ble National Company Law Tribunal, Chandigarh Bench, Chandigarh (hereinafter referred to as "the Tribunal/NCLT") under the provisions of Sections 230 & 232 of the Companies Act, 2013, read with Sections 66 and 52 of the Companies Act, 2013, and other applicable provisions, if any, in connection with the proposed Composite Scheme of Arrangement of ASG Overseas Pvt Ltd, BPTP Parklands Pride Ltd, BPTP Resort Pvt Ltd, Countrywide Promoters Pvt Ltd, Delhi Strong Build Infrastructure Pvt Ltd, Garnish Colonisers Pvt Ltd, Gateway Infraprojects Pvt Ltd, Lunar Developers Pvt Ltd, Moonlight Buildmart Pvt Ltd, Remarkable Estate Pvt Ltd, Super Belts Pvt Ltd, Triangle Builders and Promoters Pvt Ltd, Well Worth Developers Pvt Ltd, Antariksh Construction Company Pvt Ltd, Anupam Towers Pvt Ltd, Ashirbad Buildwell Pvt Ltd, Brainwave Builders Pvt Ltd, Bright Star Builders Pvt Ltd, Business Park Builders Pvt Ltd, Business Park Developers Pvt Ltd, Business Park Overseas Pvt Ltd, Business Park Promoters Pvt Ltd, Delite Realtech Pvt Ltd, Designer Realtors Pvt Ltd, Digital SEZ Developers Pvt Ltd, Druzba Overseas Pvt Ltd, Elite Realtech Pvt Ltd, Eventual Builders Pvt Ltd, Excel Infraventures Pvt Ltd, Focus Builders Pvt Ltd, Fragrance Construction Pvt Ltd, GAG Constructions Pvt Ltd, Garland Infrastructure Pvt Ltd, Gitanjali Promoters Pvt Ltd, Glaze Buildcon Pvt Ltd, GlitZ Builders and Promoters Pvt Ltd, Green Park Estates Pvt Ltd, Green Valley Housing & Land Development Pvt Ltd, Green Valley Towers Pvt Ltd, Grow High Realtors Pvt Ltd, IAG Promoters and Developers Pvt Ltd, Imagine Builders Pvt Ltd, Impartial Builders Pvt Ltd, Impower Infrastructure Pvt Ltd, ISG Estates Pvt Ltd, Jasmine Buildtech Pvt Ltd, KA Promoters & Developers Pvt Ltd, Merit Marketing Pvt Ltd, Native Buildcon Pvt Ltd,

Passionate Builders Pvt Ltd, Perpetual Infracon Pvt Ltd, Poonam Promoters and Developers Pvt Ltd, Precision Infrastructure Pvt Ltd, Rainbow Promoters Pvt Ltd, Saraswati Kunj Infrastructure Pvt Ltd, Shalimar Town Planners Pvt Ltd, Shrinkhla Infrastructure Pvt Ltd, Sunaina Towers Pvt Ltd, Sunglow Overseas Pvt Ltd, Supergrowth Constructions Pvt Ltd, USG Buildwell Pvt Ltd, Vasundra Promoters Pvt Ltd, Visual Builders Pvt Ltd, Vivek Promoters Pvt Ltd, Westland Developers Pvt Ltd (hereinafter referred to as the Applicant Companies No. 1 to 65/Transferor Companies No. 1 to 65), BPTP Ltd (hereinafter referred to as Applicant Company No. 66/Transferee Company), Logical Builders Pvt Ltd and Praya Buildtech Pvt Ltd (hereinafter referred to as Applicant Companies No. 67 & 68/Resulting Companies No. 1 & 2) [hereinafter referred to as "the Scheme of Arrangement" or "this Scheme or "the Scheme"] and other connected matters, if any.

- 2. Meetings of the Secured Creditors:** Pursuant to the Order dated 21<sup>st</sup> March, 2023 (date of pronouncement) read with Order dated 13<sup>th</sup> April, 2023, passed by the Hon'ble Tribunal, in the above referred joint Company Application, separate meetings of the Secured Creditors of the Transferor Company No. 2-BPTP Parklands Pride Ltd, the Transferor Company No. 4-Countrywide Promoters Pvt Ltd, the Transferor Company No. 29-Excel Infraventures Pvt Ltd, the Transferor Company No. 49-Native Buildcon Pvt Ltd and the Transferee Company-BPTP Ltd are scheduled to be convened and held on **Friday, 26<sup>th</sup> May, 2023 at Shangri-La Eros Hotel, 19 Ashoka Road, Janpath, Connaught Place, New Delhi-110 001** as per the following schedule, for the purpose of considering and, if thought fit, approving with or without modifications, the proposed Scheme of Arrangement, at which time the said Secured Creditors are requested to attend:

<b>Meetings of Secured Creditors of</b>	<b>Time</b>
Transferor Company No. 2- BPTP Parklands Pride Ltd	11:00 A.M.
Transferor Company No. 4-Countrywide Promoters Pvt Ltd	12:00 Noon
Transferor Company No. 29-Excel Infraventures Pvt Ltd	1:00 P.M.
Transferor Company No. 49-Native Buildcon Pvt Ltd	3:00 P.M.
Transferee Company-BPTP Ltd (including Secured Debenture holders)	4:00 P.M.

- 3. Meeting of the Un-secured Creditor:** Pursuant to the aforesaid Order, a meeting of the Un-secured Creditors of the Transferee Company-BPTP Ltd is scheduled to be convened and held **through Video Conferencing** with facility of remote e-voting, on **Saturday, 27<sup>th</sup> May, 2023 at 11:30 A.M.**, for the purpose of considering and, if thought fit, approving, the proposed Scheme of Arrangement, at which time the said Un-secured Creditors are requested to attend.

**Voting** for the purpose of the meeting of the Un-secured Creditors of the Transferee Company may be made through remote e-voting which will be available during the prescribed period before the meeting (as given below); and through e-voting platform which will be available during the meeting:

<b>Commencement remote e-voting</b>	<b>of</b>	Tuesday, 23 <sup>rd</sup> May, 2023 at 9:00 A.M. IST
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4. The Composite Scheme of Arrangement provides for
- a. Amalgamation of the Transferor Companies No. 1 to 65 with the Transferee Company-BPTP Ltd;
  - b. Demerger of the Demerged Business 1 & 2 of BPTP Ltd into the Resulting Companies No. 1 & 2, respectively; and
  - c. Various other matters incidental, consequential or otherwise integrally connected with the aforesaid Amalgamation and Demerger, if any.

A copy of the Scheme of Arrangement setting out the terms and conditions of the proposed Amalgamation, De-merger and other matters connected, is enclosed with this Explanatory Statement.

## 5. Companies to the Scheme and their Background

### 5.1 The Applicant No. 1 to 68/Transferor Companies No. 1 to 65, Transferee Company and Resulting Companies No. 1 & 2:

**5.1.1 The Applicant No. 1/Transferor Company No. 1-ASG Overseas Pvt Ltd** [Corporate Identification No. (CIN): U 74899 HR 2000 PTC 080786; Income Tax Permanent Account No. (PAN): AAC CA 9248 D] (hereinafter referred to as "the Transferor Company No. 1/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 25<sup>th</sup> February, 2000, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 5<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.2 The Applicant No. 2/Transferor Company No. 2-BPTP Parklands Pride Ltd** [Corporate Identification No. (CIN): U 70109 HR 2006 PLC 106281; Income Tax Permanent Account No. (PAN): AAC CD 4540 P] (hereinafter referred to as "the Transferor Company No. 2/the Company") was originally incorporated under the provisions of the Companies Act, 1956, as a public limited company with the name and style as 'D. D. Housing Ltd' vide Certificate of Incorporation dated 5<sup>th</sup> September, 2006, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 21<sup>st</sup> September, 2006, by the ROC, NCT of Delhi & Haryana, New Delhi. Name of the Company was changed to 'New Age Town Planners Ltd' vide Fresh Certificate of Incorporation dated 12<sup>th</sup> November, 2010, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Name of the Company was changed to its present name 'BPTP Parklands Pride Ltd' vide Fresh Certificate of Incorporation dated 27<sup>th</sup> March, 2012,

issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 24<sup>th</sup> August, 2022. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

- 5.1.3 The Applicant No. 3/Transferor Company No. 3-BPTP Resort Pvt Ltd** [Corporate Identification No. (CIN): U 74899 HR 1996 PTC 039757; Income Tax Permanent Account No. (PAN): AAA CR 5360 H] (hereinafter referred to as "the Transferor Company No. 3/the Company") was originally incorporated under the provisions of the Companies Act, 1956, as a private limited company with the name and style as 'Real Value Overseas Pvt Ltd' vide Certificate of Incorporation dated 23<sup>rd</sup> January, 1996, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Name of the Company was changed to its present name 'BPTP Resort Pvt Ltd' vide Fresh Certificate of Incorporation dated 3<sup>rd</sup> October, 2007, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Company Law Board, New Delhi Bench, New Delhi vide Order dated 24<sup>th</sup> September, 2009. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.
- 5.1.4 The Applicant No. 4/Transferor Company No. 4-Countrywide Promoters Pvt Ltd** [Corporate Identification No. (CIN): U 70101 HR 1996 PTC 082720; Income Tax Permanent Account No. (PAN): AAA CC 5280 H] (hereinafter referred to as "the Transferor Company No. 4/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 30<sup>th</sup> January, 1996 issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 2<sup>nd</sup> September, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.
- 5.1.5 The Applicant No. 5/Transferor Company No. 5-Delhi Strong Build Infrastructure Pvt Ltd** [Corporate Identification No. (CIN): U 70200 HR 2006 PTC 104882; Income Tax Permanent Account No. (PAN): AAC CD 4682 N] (hereinafter referred to as "the Transferor Company No. 5/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 13<sup>th</sup> June, 2006, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of

Corporate Affairs, New Delhi vide Order dated 16<sup>th</sup> June, 2022. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

- 5.1.6** The **Applicant No. 6/Transferor Company No. 6-Garnish Colonisers Pvt Ltd** [Corporate Identification No. (CIN): U 45201 HR 2005 PTC 080924; Income Tax Permanent Account No. (PAN): AAC CG 3645 C] (hereinafter referred to as "the Transferor Company No. 6/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 25<sup>th</sup> April, 2005 issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 12<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.
- 5.1.7** The **Applicant No. 7/Transferor Company No. 7-Gateway Infraprojects Pvt Ltd** [Corporate Identification No. (CIN): U 45200 HR 2008 PTC 080865; Income Tax Permanent Account No. (PAN): AAD CG 1283 B] (hereinafter referred to as "the Transferor Company No. 7/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 11<sup>th</sup> April, 2008, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 5<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.
- 5.1.8** The **Applicant No. 8/Transferor Company No. 8-Lunar Developers Pvt Ltd** [Corporate Identification No. (CIN): U 45200 HR 2006 PTC 103944; Income Tax Permanent Account No. (PAN): AAB CL 2771 P] (hereinafter referred to as "the Transferor Company No. 8/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 20<sup>th</sup> November, 2006, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 9<sup>th</sup> May, 2022. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.
- 5.1.9** The **Applicant No. 9/Transferor Company No. 9-Moonlight Buildmart Pvt Ltd** [Corporate Identification No. (CIN): U 70109 HR 2006 PTC 103946; Income Tax Permanent Account No. (PAN): AAE CM 9589 R] (hereinafter referred to

as "the Transferor Company No. 9/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 26<sup>th</sup> August, 2006, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 9<sup>th</sup> May, 2022. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.10 The Applicant No. 10/Transferor Company No. 10-Remarkable Estate Pvt Ltd** [Corporate Identification No. (CIN): U 70101 HR 1996 PTC 080923; Income Tax Permanent Account No. (PAN): AAA CR 5555 N] (hereinafter referred to as "the Transferor Company No. 10/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 5<sup>th</sup> February, 1996, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 10<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.11 The Applicant No. 11/Transferor Company No. 11-Super Belts Pvt Ltd** [Corporate Identification No. (CIN): U 74899 HR 1980 PTC 080931; Income Tax Permanent Account No. (PAN): AAG CS 3368 G] (hereinafter referred to as "the Transferor Company No. 11/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 15<sup>th</sup> March, 1980, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 22<sup>nd</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.12 The Applicant No. 12/Transferor Company No. 12-Triangle Builders and Promoters Pvt Ltd** [Corporate Identification No. (CIN): U 45201 HR 2003 PTC 045699; Income Tax Permanent Account No. (PAN): AAB CT 8562 E] (hereinafter referred to as "the Transferor Company No. 12/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 20<sup>th</sup> January, 2003, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Company Law Board, New Delhi Bench, New Delhi vide Order dated 10<sup>th</sup> April, 2012. The Registrar of Companies, NCT



of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.13** The **Applicant No. 13/Transferor Company No. 13-Well Worth Developers Pvt Ltd** [Corporate Identification No. (CIN): U 70101 HR 1996 PTC 081786; Income Tax Permanent Account No. (PAN): AAA CW 1092 K] (hereinafter referred to as "the Transferor Company No. 13/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 5<sup>th</sup> February, 1996, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 19<sup>th</sup> June, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.14** The **Applicant No. 14/Transferor Company No. 14-Antariksh Construction Company Pvt Ltd** [Corporate Identification No. (CIN): U 45400 HR 2008 PTC 081787; Income Tax Permanent Account No. (PAN): AAG CA 9800 P] (hereinafter referred to as "the Transferor Company No. 14/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 11<sup>th</sup> April, 2008, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 20<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.15** The **Applicant No. 15/Transferor Company No. 15-Anupam Towers Pvt Ltd** [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 081501; Income Tax Permanent Account No. (PAN): AAB CA 0023 F] (hereinafter referred to as "the Transferor Company No. 15/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 6<sup>th</sup> September, 1995, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 10<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.16** The **Applicant No. 16/Transferor Company No. 16-Ashirbad Buildwell Pvt Ltd** [Corporate Identification No. (CIN): U 45400 HR 2007 PTC 080861; Income Tax Permanent Account No. (PAN): AAG CA 6122 Q] (hereinafter referred to as "the Transferor Company No. 16/the Company") was

incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 9<sup>th</sup> October, 2007, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 12<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.17** The **Applicant No. 17/Transferor Company No. 17-Brainwave Builders Pvt Ltd** [Corporate Identification No. (CIN): U 70109 HR 2010 PTC 080939; Income Tax Permanent Account No. (PAN): AAE CB 3170 H] (hereinafter referred to as "the Transferor Company No. 17/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 29<sup>th</sup> September, 2010, issued by the Registrar of Companies, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 25<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.18** The **Applicant No. 18/Transferor Company No. 18-Bright Star Builders Pvt Ltd** [Corporate Identification No. (CIN): U 70109 HR 2010 PTC 040551; Income Tax Permanent Account No. (PAN): AAE CB 1037 H] (hereinafter referred to as "the Transferor Company No. 18/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 18<sup>th</sup> May, 2010, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.

**5.1.19** The **Applicant No. 19/Transferor Company No. 19-Business Park Builders Pvt Ltd** [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 080938; Income Tax Permanent Account No. (PAN): AAB CB 8672 P] (hereinafter referred to as "the Transferor Company No. 19/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 27<sup>th</sup> September, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 25<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.20** The **Applicant No. 20/Transferor Company No. 20-Business Park Developers Pvt Ltd** [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 080934; Income Tax

Permanent Account No. (PAN): AAA CB 5013 H] (hereinafter referred to as "the Transferor Company No. 20/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 21<sup>st</sup> September, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 25<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.21 The Applicant No. 21/Transferor Company No. 21-Business Park Overseas Pvt Ltd** [Corporate Identification No. (CIN): U 51215 HR 1996 PTC 080936; Income Tax Permanent Account No. (PAN): AAB CB 1759 P] (hereinafter referred to as "the Transferor Company No. 21/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 31<sup>st</sup> May, 1996, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 25<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.22 The Applicant No. 22/Transferor Company No. 22-Business Park Promoters Pvt Ltd** [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 081806; Income Tax Permanent Account No. (PAN): AAA CB 5014 A] (hereinafter referred to as "the Transferor Company No. 22/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 21<sup>st</sup> September, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 3<sup>rd</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.23 The Applicant No. 23/Transferor Company No. 23-Delite Realtech Pvt Ltd** [Corporate Identification No. (CIN): U 70101 HR 2009 PTC 039262; Income Tax Permanent Account No. (PAN): AAD CD 1836 F] (hereinafter referred to as "the Transferor Company No. 23/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 6<sup>th</sup> July, 2009, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.

**5.1.24 The Applicant No. 24/Transferor Company No. 24-Designer Realtors Pvt Ltd** [Corporate Identification No. (CIN): U 70102 HR 2009 PTC 083191; Income Tax Permanent Account No. (PAN): AAD CD 1057 G] (hereinafter referred to as "the Transferor Company No. 24/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 20<sup>th</sup> March, 2009, issued by the Registrar of Companies, Uttar Pradesh and Uttarakhand. Registered Office of the Company was shifted from the state of Uttar Pradesh to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 23<sup>rd</sup> September, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.25 The Applicant No. 25/Transferor Company No. 25-Digital SEZ Developers Pvt Ltd** [Corporate Identification No. (CIN): U 45400 HR 2007 PTC 080941; Income Tax Permanent Account No. (PAN): AAC CD 6554 D] (hereinafter referred to as "the Transferor Company No. 25/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 3<sup>rd</sup> August, 2007, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 10<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.26 The Applicant No. 26/Transferor Company No. 26-Druzba Overseas Pvt Ltd** [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 080937; Income Tax Permanent Account No. (PAN): AAB CD 5112 E] (hereinafter referred to as "the Transferor Company No. 26/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 23<sup>rd</sup> January, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 25<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.27 The Applicant No. 27/Transferor Company No. 27-Elite Realtech Pvt Ltd** [Corporate Identification No. (CIN): U 70100 HR 2009 PTC 039342; Income Tax Permanent Account No. (PAN): AAC CE 2400 P] (hereinafter referred to as "the Transferor Company No. 27/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 30<sup>th</sup> July, 2009 issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.

**5.1.28** The **Applicant No. 28/Transferor Company No. 28-Eventual Builders Pvt Ltd** [Corporate Identification No. (CIN): U 45201 HR 2004 PTC 081871; Income Tax Permanent Account No. (PAN): AAB CE 3530 H] (hereinafter referred to as "the Transferor Company No. 28/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 27<sup>th</sup> January, 2004, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 25<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.29** The **Applicant No. 29/Transferor Company No. 29-Excel Infraventures Pvt Ltd** [Corporate Identification No. (CIN): U 70200 HR 2011 PTC 104642; Income Tax Permanent Account No. (PAN): AAC CE 7854 R] (hereinafter referred to as "the Transferor Company No. 29/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 29<sup>th</sup> July, 2011, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 3<sup>rd</sup> June, 2022. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.30** The **Applicant No. 30/Transferor Company No. 30-Focus Builders Pvt Ltd** [Corporate Identification No. (CIN): U 70101 HR 2009 PTC 105340; Income Tax Permanent Account No. (PAN): AAB CF 3451 E] (hereinafter referred to as "the Transferor Company No. 30/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 24<sup>th</sup> March, 2009, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 5<sup>th</sup> July, 2022. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.31** The **Applicant No. 31/Transferor Company No. 31-Fragrance Construction Pvt Ltd** [Corporate Identification No. (CIN): U 70101 HR 1996 PTC 081886; Income Tax Permanent Account No. (PAN): AAA CF 1922 H] (hereinafter referred to as "the Transferor Company No. 31/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 23<sup>rd</sup> January, 1996, issued by the

Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 13<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.32 The Applicant No. 32/Transferor Company No. 32-GAG Constructions Pvt Ltd** [Corporate Identification No. (CIN): U 45201 HR 2000 PTC 081873; Income Tax Permanent Account No. (PAN): AAB CG 3001 H] (hereinafter referred to as "the Transferor Company No. 32/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 25<sup>th</sup> February, 2000, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 25<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.33 The Applicant No. 33/Transferor Company No. 33-Garland Infrastructure Pvt Ltd** [Corporate Identification No. (CIN): U 45400 HR 2009 PTC 082541; Income Tax Permanent Account No. (PAN): AAD CG 4625 K] (hereinafter referred to as "the Transferor Company No. 33/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 26<sup>th</sup> May, 2009, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 28<sup>th</sup> August, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.34 The Applicant No. 34/Transferor Company No. 34-Gitanjali Promoters Pvt Ltd** [Corporate Identification No. (CIN): U 70101 HR 1996 PTC 081888; Income Tax Permanent Account No. (PAN): AAB CG 0237 D] (hereinafter referred to as "the Transferor Company No. 34/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 9<sup>th</sup> July, 1996, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 22<sup>nd</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.35** The **Applicant No. 35/Transferor Company No. 35-Glaze Buildcon Pvt Ltd** [Corporate Identification No. (CIN): U 70101 HR 2009 PTC 039263; Income Tax Permanent Account No. (PAN): AAD CG 4928 M] (hereinafter referred to as "the Transferor Company No. 35/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 6<sup>th</sup> July, 2009, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.

**5.1.36** The **Applicant No. 36/Transferor Company No. 36-Glitz Builders and Promoters Pvt Ltd** [Corporate Identification No. (CIN): U 45201 HR 2003 PTC 081499; Income Tax Permanent Account No. (PAN): AAB CG 9331 N] (hereinafter referred to as "the Transferor Company No. 36/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 20<sup>th</sup> January, 2003, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 10<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.37** The **Applicant No. 37/Transferor Company No. 37-Green Park Estates Pvt Ltd** [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 081874; Income Tax Permanent Account No. (PAN): AAA CG 4040 P] (hereinafter referred to as "the Transferor Company No. 37/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 21<sup>st</sup> September, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 20<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.38** The **Applicant No. 38/Transferor Company No. 38-Green Valley Housing & Land Development Pvt Ltd** [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 080940; Income Tax Permanent Account No. (PAN): AAA CG 4113 H] (hereinafter referred to as "the Transferor Company No. 38/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 27<sup>th</sup> September, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 25<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and

Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.39** The **Applicant No. 39/Transferor Company No. 39-Green Valley Towers Pvt Ltd** [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 080925; Income Tax Permanent Account No. (PAN): AAA CG 4032 B] (hereinafter referred to as "the Transferor Company No. 39/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 21<sup>th</sup> September, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 12<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.40** The **Applicant No. 40/Transferor Company No. 40-Grow High Realtors Pvt Ltd** [Corporate Identification No. (CIN): U 70200 HR 2010 PTC 040550; Income Tax Permanent Account No. (PAN): AAD CG 7951 J] (hereinafter referred to as "the Transferor Company No. 40/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 18<sup>th</sup> May, 2010, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.

**5.1.41** The **Applicant No. 41/Transferor Company No. 41-IAG Promoters and Developers Pvt Ltd** [Corporate Identification No. (CIN): U 45201 HR 2000 PTC 081875; Income Tax Permanent Account No. (PAN): AAA CI 7995 R] (hereinafter referred to as "the Transferor Company No. 41/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 25<sup>th</sup> February, 2000, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 17<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.42** The **Applicant No. 42/Transferor Company No. 42-Imagine Builders Pvt Ltd** [Corporate Identification No. (CIN): U 70102 HR 2009 PTC 083192; Income Tax Permanent Account No. (PAN): AAC CI 0483 N] (hereinafter referred to as "the Transferor Company No. 42/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 20<sup>th</sup> March, 2009, issued by the Registrar of Companies, Uttar Pradesh and Uttarakhand. Registered Office of the Company was shifted from the State of Uttar Pradesh to the State of Haryana as approved by the Hon'ble Regional



Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 13<sup>th</sup> September, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.43** The **Applicant No. 43/Transferor Company No. 43-Impartial Builders Pvt Ltd** [Corporate Identification No. (CIN): U 70101 HR 2009 PTC 083291; Income Tax Permanent Account No. (PAN): AAC CI 2038 P] (hereinafter referred to as "the Transferor Company No. 43/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 30<sup>th</sup> December, 2009, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 27<sup>th</sup> September, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.44** The **Applicant No. 44/Transferor Company No. 44-Impower Infrastructure Pvt Ltd** [Corporate Identification No. (CIN): U 70101 HR 2009 PTC 081876; Income Tax Permanent Account No. (PAN): AAC CI 2039 N] (hereinafter referred to as "the Transferor Company No. 44/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 30<sup>th</sup> December, 2009, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 17<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.45** The **Applicant No. 45/Transferor Company No. 45-ISG Estates Pvt Ltd** [Corporate Identification No. (CIN): U 70101 HR 2000 PTC 081877; Income Tax Permanent Account No. (PAN): AAA CI 7996 N] (hereinafter referred to as "the Transferor Company No. 45/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 25<sup>th</sup> February, 2000, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 17<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.46** The **Applicant No. 46/Transferor Company No. 46-Jasmine Buildtech Pvt Ltd** [Corporate Identification No. (CIN): U 70101 HR 2006 PTC 082736; Income Tax Permanent Account No. (PAN): AAB CJ 6865 E] (hereinafter referred to as

“the Transferor Company No. 46/the Company”) was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 15<sup>th</sup> May, 2006, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon’ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 3<sup>rd</sup> September, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.47** The **Applicant No. 47/Transferor Company No. 47-KA Promoters & Developers Pvt Ltd** [Corporate Identification No. (CIN): U 45201 HR 2003 PTC 081878; Income Tax Permanent Account No. (PAN): AAC CK 1447 L] (hereinafter referred to as “the Transferor Company No. 47/the Company”) was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 20<sup>th</sup> January, 2003, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon’ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 17<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.48** The **Applicant No. 48/Transferor Company No. 48-Merit Marketing Pvt Ltd** [Corporate Identification No. (CIN): U 51109 HR 2006 PTC 080935; Income -Tax Permanent Account No. (PAN): AAE CM 7934 Q] (hereinafter referred to as “the Transferor Company No. 48/the Company”) was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 27<sup>th</sup> January 2006, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon’ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 25<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.49** The **Applicant No. 49/Transferor Company No. 49-Native Buildcon Pvt Ltd** [Corporate Identification No. (CIN): U 70102 HR 2011 PTC 044169; Income Tax Permanent Account No. (PAN): AAD CN 7846 H] (hereinafter referred to as “the Transferor Company No. 49/the Company”) was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 21<sup>st</sup> October, 2011, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.

**5.1.50** The **Applicant No. 50/Transferor Company No. 50-Passionate Builders Pvt Ltd** [Corporate Identification No. (CIN): U 70102 HR 2010 PTC 040559; Income Tax Permanent

Account No. (PAN): AAF CP 4719 F] (hereinafter referred to as "the Transferor Company No. 50/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 20<sup>th</sup> May, 2010, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.

**5.1.51 The Applicant No. 51/Transferor Company No. 51-Perpetual Infracon Pvt Ltd** [Corporate Identification No. (CIN): U 45400 HR 2007 PTC 039388; Income Tax Permanent Account No. (PAN): AAE CP 3261 B] (hereinafter referred to as "the Transferor Company No. 51/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 24<sup>th</sup> July, 2007, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Company Law Board, New Delhi Bench, New Delhi vide Order dated 21<sup>st</sup> July, 2009. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.52 The Applicant No. 52/Transferor Company No. 52-Poonam Promoters and Developers Pvt Ltd** [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 080926; Income Tax Permanent Account No. (PAN): AAA CP 6882 G] (hereinafter referred to as "the Transferor Company No. 52/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 9<sup>th</sup> February, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 16<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.53 The Applicant No. 53/Transferor Company No. 53-Precision Infrastructure Pvt Ltd** [Corporate Identification No. (CIN): U 70102 HR 2006 PTC 080927; Income Tax Permanent Account No. (PAN): AAD CP 9177 B] (hereinafter referred to as "the Transferor Company No. 53/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 21<sup>st</sup> May, 2006, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 16<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.54** The **Applicant No. 54/Transferor Company No. 54-Rainbow Promoters Pvt Ltd** [Corporate Identification No. (CIN): U 74899 HR 1996 PTC 080933; Income Tax Permanent Account No. (PAN): AAA CR 5368 R] (hereinafter referred to as "the Transferor Company No. 54/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 23<sup>rd</sup> January, 1996, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 24<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.55** The **Applicant No. 55/Transferor Company No. 55-Saraswati Kunj Infrastructure Pvt Ltd** [Corporate Identification No. (CIN): U 45201 HR 2006 PTC 082466; Income Tax Permanent Account No. (PAN): AAK CS 2021 A] (hereinafter referred to as "the Transferor Company No. 55/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 25<sup>th</sup> January, 2006, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 26<sup>th</sup> June, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.56** The **Applicant No. 56/Transferor Company No. 56-Shalimar Town Planners Pvt Ltd** [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 081783; Income Tax Permanent Account No. (PAN): AAB CS 5851 R] (hereinafter referred to as "the Transferor Company No. 56/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 6<sup>th</sup> September, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 20<sup>th</sup> June, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.57** The **Applicant No. 57/Transferor Company No. 57-Shrinkhla Infrastructure Pvt Ltd** [Corporate Identification No. (CIN): U 45201 HR 2005 PTC 080930; Income Tax Permanent Account No. (PAN): AAK CS 2022 D] (hereinafter referred to as "the Transferor Company No. 57/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 9<sup>th</sup> August, 2005, issued by the Registrar

of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 22<sup>nd</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.58 The Applicant No. 58/Transferor Company No. 58-Sunaina Towers Pvt Ltd** [Corporate Identification No. (CIN): U 74899 HR 2000 PTC 081882; Income Tax Permanent Account No. (PAN): AAE CS 9840 D] (hereinafter referred to as "the Transferor Company No. 58/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 25<sup>th</sup> February, 2000, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 27<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.59 The Applicant No. 59/Transferor Company No. 59-Sunglow Overseas Pvt Ltd** [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 080863; Income Tax Permanent Account No. (PAN): AAB CS 5852 N] (hereinafter referred to as "the Transferor Company No. 59/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 6<sup>th</sup> September, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 12<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.60 The Applicant No. 60/Transferor Company No. 60-Supergrowth Constructions Pvt Ltd** [Corporate Identification No. (CIN): U 70101 HR 1996 PTC 080928; Income Tax Permanent Account No. (PAN): AAB CS 7168 M] (hereinafter referred to as "the Transferor Company No. 60/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 10<sup>th</sup> January, 1996, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 16<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.61** The **Applicant No. 61/Transferor Company No. 61-USG Buildwell Pvt Ltd** [Corporate Identification No. (CIN): U 45201 HR 2000 PTC 081883; Income Tax Permanent Account No. (PAN): AAA CU 4507 B] (hereinafter referred to as "the Transferor Company No. 61/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 25<sup>th</sup> February, 2000, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 26<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.62** The **Applicant No. 62/Transferor Company No. 62-Vasundra Promoters Pvt Ltd** [Corporate Identification No. (CIN): U 45201 HR 1996 PTC 081885; Income Tax Permanent Account No. (PAN): AAA CV 4114 F] (hereinafter referred to as "the Transferor Company No. 62/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 7<sup>th</sup> March, 1996, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 26<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.63** The **Applicant No. 63/Transferor Company No. 63-Visual Builders Pvt Ltd** [Corporate Identification No. (CIN): U 70102 HR 2010 PTC 083912; Income Tax Permanent Account No. (PAN): AAD CV 2763 M] (hereinafter referred to as "the Transferor Company No. 63/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 11<sup>th</sup> May, 2010, issued by the Registrar of Companies, Uttar Pradesh and Uttarakhand. Registered Office of the Company was shifted from the state of Uttar Pradesh to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 21<sup>st</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.64** The **Applicant No. 64/Transferor Company No. 64-Vivek Promoters Pvt Ltd** [Corporate Identification No. (CIN): U 70109 HR 2009 PTC 104995; Income Tax Permanent Account No. (PAN): AAC CV 9681 K] (hereinafter referred to as "the Transferor Company No. 64/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 24<sup>th</sup> March, 2009, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the

Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 24<sup>th</sup> June, 2022. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.65** The **Applicant No. 65/Transferor Company No. 65-Westland Developers Pvt Ltd** [Corporate Identification No. (CIN): U 70101 HR 1996 PTC 081785; Income Tax Permanent Account No. (PAN): AAA CW 1093 J] (hereinafter referred to as "the Transferor Company No. 65/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 8<sup>th</sup> February, 1996, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 28<sup>th</sup> June, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.66** The **Applicant No. 66/Transferee Company-BPTP Ltd** [Corporate Identification No. (CIN): U 45201 HR 2003 PLC 082732; Income Tax Permanent Account No. (PAN): AAC CB 2442 A] (hereinafter referred to as "the Transferee Company/the Company") was incorporated under the provisions of the Companies Act, 1956, as a public limited company with the name and style as 'Business Park Town Planners Ltd' vide Certificate of Incorporation dated 11<sup>th</sup> August, 2003, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Name of the Company was changed to its present name 'BPTP Ltd' vide Fresh Certificate of Incorporation dated 16<sup>th</sup> September, 2006, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 2<sup>nd</sup> September, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**5.1.67** The **Applicant No. 67/Resulting Company No. 1- Logical Builders Pvt Ltd** [Corporate Identification No. (CIN): U 70102 HR 2010 PTC 040561; Income Tax Permanent Account No. (PAN): AAB CL 7843 G] (hereinafter referred to as "the Resulting Company No. 1/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 20<sup>th</sup> May, 2010, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi.

**5.1.68** The **Applicant No. 68/Resulting Company No. 2-Praya Buildtech Pvt Ltd** [Corporate Identification No. (CIN): U 70109 HR 2020 PTC 086878; Income Tax Permanent Account No. (PAN): AAL CP 1886 F] (hereinafter referred to as "the

Resulting Company No. 2/the Company”) was incorporated under the provisions of the Companies Act, 2013, as a private limited company vide Certificate of Incorporation dated 18<sup>th</sup> June, 2020, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi.

## 5.2 Registered Offices of the Applicant Companies No. 1 to 68:

Presently, the respective Registered Offices of all the Applicant Companies are situated in Faridabad in the State of Haryana. Complete addresses of the respective Registered Offices of the Applicant Companies and their e-mail addresses are given below:

<b>Company</b>	<b>Registered Office Address and e-mail id</b>
Transferor Company No. 1	OT-16, 3 <sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: <a href="mailto:secretarial@bptp.com">secretarial@bptp.com</a> .
Transferor Company No. 2	OT-30, 3 <sup>rd</sup> Floor, Next Door, Parklands, Sector-76 Faridabad 121 004, Haryana; e-mail: <a href="mailto:secretarial@bptp.com">secretarial@bptp.com</a> .
Transferor Company No. 3	OT-16, 3 <sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: <a href="mailto:secretarial@bptp.com">secretarial@bptp.com</a> .
Transferor Company No. 4	OT-14, 3 <sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: <a href="mailto:secretarial@bptp.com">secretarial@bptp.com</a> .
Transferor Company No. 5	OT-30, 3 <sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: <a href="mailto:secretarial@bptp.com">secretarial@bptp.com</a> .
Transferor Company No. 6	OT-14, 3 <sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: <a href="mailto:secretarial@bptp.com">secretarial@bptp.com</a> .
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Transferor Company No. 12	3 <sup>rd</sup> Floor, Next Door, U-Block BPTP Parklands, Sector-76, Faridabad-121 001, Haryana; e-mail: <a href="mailto:secretarial@bptp.com">secretarial@bptp.com</a> .
Transferor Company No. 13	OT-15, 3 <sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: <a href="mailto:secretarial@bptp.com">secretarial@bptp.com</a> .



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Transferor Company No. 38	OT-16, 3 <sup>rd</sup> Floor, Next Door, Parklands, Sector-75 Faridabad-121 004, Haryana; email: <a href="mailto:companysecretarial2003@gmail.com">companysecretarial2003@gmail.com</a> .
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Transferor Company No. 49	Park Centra, Basement-1, Opposite 32 Milestone, Sector-30, Gurgaon-122 001, Haryana; e-mail: secretarial@bptp.com

Transferor Company No. 50	OT-16, 3 <sup>rd</sup> Floor, Next Door, U-Block, BPTP Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: <a href="mailto:companysecretarial2003@gmail.com">companysecretarial2003@gmail.com</a> .
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Transferee Company	OT-14, 3 <sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: <a href="mailto:secretarial@bptp.com">secretarial@bptp.com</a> .
Resulting Company No. 1	OT-16, 3 <sup>rd</sup> Floor, Next Door, U-Block, BPTP Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: <a href="mailto:companysecretarial2003@gmail.com">companysecretarial2003@gmail.com</a> .

Resulting Company No. 2	OT-14, 3 <sup>rd</sup> Floor, Next Door, U-Block, BPTP Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: <a href="mailto:companysecretarial2003@gmail.com">companysecretarial2003@gmail.com</a> .
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### **5.3 Objects of the Applicant Companies No. 1 to 68:**

#### **5.3.1 Main Objects of Transferor Company No.1**

1. *To carry on the business as buyers, sellers, traders, importers, exporters, merchants exporters, departmental stores, brokers, distributors, factors, stockist, dealers, packers repackers, bailers, consultants and agents for any Government, semi-Government autonomous body, organisation of National or friendly foreign origin of all kinds of tyre tubes & their raw materials, fabrics, textiles such as decorative, hand and machine made ready made garments, carpets, durries, mats, rugs, namdas, blankets, shawls, tweed lines, flannels, bed spreads, quilts, scarfs, belts, tapestry, handicrafts, all other article silk, Gotten, woolen and worsted materials and all sorts of apparels, dressing material, mixed products, nylon, polyester, fibre, yarns, hosiery and mixed fabrics, natural silk fabric and garments.*
  
2. *To carry on the business as buyers, sellers, traders, importers, exporters, merchants exporters, departmental stores, brokers, distributors, factors, stockist, dealers, consultants and agents for any Government, semi-Government or autonomous body, organization of National or friendly foreign origin of all types of food products, vegetables, gold & silo ornaments, and utensils, artificial jewellery, precious and semi-precious stones, bullion partings, antique and engineering goods, machine tools, hand tools, small tools, metal alloys, iron, pipe fittings, nuts and bolts, bicycles and accessories, automobile at automobile parts, agricultural equipments, steels and stainless steel and iron product rolling iron and steel, scraps and all other metalic and non metalic scraps, metallurgic residues, hides, skins, leather goods, furs, bristles, tobacco of all types, hempes, seed oils and cakes, vanaspati, wood and timber, all types of bones, industrial diamond coals, charcoal, mines, ores and minerals, glue, gums and resins, ivorys, lac, shella manures and fertilizers, pulp, woodrags, rubber, wax, quartz, crystals, chemicals at chemical preparations, plastic and linoleum articles, glass stones and glass bead ornaments, artificial and costume jewellers, pearls, drugs and medicines, soaps, paint instruments and apparatus, machineries and mill work, and parts thereof, paper, stational newsprints, sports goods drugs, dressing materials, cosmetics, wigs, belt cinematographs, films, rubber and plastic goods and handicrafts, starch, umbrellas, cork batteries, surgical and musical instruments, marbles, mines, stones, granite, chips at hardware items, traditional calenders,*

*all kinds of books and manuscripts, electric at electronic items, sanitary wares and fittings, natural fibre, cellulose products, fruits, alcohol beverages, perfumes, kernels, grains, pulses, flour and other wheat product confectioneries, aromatic spices, tea, coffee, sugar, molasses, vegetables, dry fruits at kiriyana goods, processed foods, agarbatti, dhupbati, and all other agricultural prothe and products thereof, furniture, packing materials all kinds of computer and computer consumables, computer software, computer hardware, communication, apparatus systems electronics and electrical items, ferrous and non-ferrous metals and its scrap and hardware items & bathroom fittings and all other items allowed as per law & to act export and import house.*

### **5.3.2 Main Objects of Transferor Company No. 2 & 49**

- 1. To carry on the business as builders, town planners, colonizers, real estate developers, promoters of residential houses and commercial properties, hotels, resorts, hospitals, educational institutions, recreational facilities and all other types of erection & commissioning of projects.*
- 2. To undertake and to carry on the business of developing any type of plot whether residential, commercial, industrial, rural or urban that may belong to the Company or any person of whatever nature and sell, transfer the developed property.*
- 3. To construct and develop any immovable property such as houses, flats, floors, group housing projects, villas, buildings, markets, cinema halls, multiplexes, shopping malls, shops, townships, housing projects, industrial sheds and to provide roads, drains, water supply, electricity and lights within these areas.*
- 4. To construct, maintain, erect and lay out roads, highway sewers, drains, electric lines, cables and gas lines, heat and light supply work, godowns, pleasure grounds, parks, gardens, docks, embankments, bridges, metro projects, canals, irrigation reclamations improvement sewage, sanitary telegraphic, telephone works, warehouses, markets, public buildings and City and Urban Level infrastructure.*

### **5.3.3 Main Objects of Transferor Company No. 3**

- 1. To establish and carry on in India or elsewhere the business to acquire, undertake, promote, market, run, manage, own, convert and build, commercialize, handle, operate, renovate, construct, maintain, improve, exchange, to take on lease, franchise, tie up, sublet, furnish, recondition, hire let on hire, develop, consolidate, sub-divide and organize, holiday, resorts, hotels, motels, apartments, rest houses, lodges,*

*apartments, cottage, township, places of amusements and recreation,*

- 2. To construct, build, acquire, purchase, alter, repair, uphold, refurnish, renovate, maintain, furnish, buildings, properties for the purposes of holiday resorts, hotels, motels, club houses, auditorium, shopping, arcades, guest- houses, touring houses, cottages, residential bungalows and to act as consultants, technical advisors, management consultants, technicians for hotels, motels, resorts, guest houses etc. in India or in any part of the world.*
- 3. To act as buying and selling agents of any holiday resorts, hotels and motels and to do and perform all duties, services and offices which the agents usually do, perform & undertake and to become bound by conditions of any agreement entered into for any purposes aforesaid.*
- 4. To carry on the business of Contractors, colonizers, builders, town planners, estate developers, promoters, land developers, real estate agents for holiday resorts, cinema halls, amusement parks, banquet halls, flats, houses, apartments, commercial offices, I.T. Parks, SEZ's etc. in India or abroad.*

**5.3.4 Main Objects of Transferor Company No. 4, Transferor Company No. 10, Transferor Company No. 13, Transferor Company No. 31, Transferor Company No. 34, Transferor Company No. 54, Transferor Company No. 60, Transferor Company No. 62 and Transferor Company No. 65**

- 1. To carry on the business as owners, builders, colonisers, developers, promoters, proprietors, occupiers, lessors, civil contractors, maintainer and mortgagers of residential, commercial and industrial builders, colonies, mill's and factory's sheds and buildings, workshop's buildings, cinema's houses buildings and to deal in all kinds- of immovable properties whether belonging to the Company or not.*
- 2. To undertake and to carry on the business of purchasing, selling and developing any type of land or plot whether residential, commercial, agricultural, industrial, rural or urban that may belong to company or to any other person of whatever nature and, to deal in land or immovable properties of any description or nature on commission basis and for that purpose to make agreements to sell the land of the company or of anybody else and to deal in building material, electrical, and civil materials.*
- 3. To erect and construct houses, buildings or civil and constructional works of every description on any land of the company or upon any other lands or immovable*

*property and to purchase, take on lease, acquire in exchange or otherwise own, hold, occupy, construct, erect, alter, develop, colonise, decorate, furnish, pull down, improve, repair, renovate, build, plan, layout, set, transfer, mortgage, charge, assign, let out, hire, sublet or sublease all type of lands, plots, buildings hereditaments, bungalows, quarters, offices, flats, chawls, warehouses, godowns, shops, stalls, markets, hotels and restaurant's building, banquet halls, houses, structures, construction, tenaments, roads, bridges, land, estates and immovable properties whether freehold or lease hold of any nature and description and where ever situated in way and partly consideration for a gross sum or rent or partly in one in other or any consideration.*

- 4. To act as an agent for purchasing, selling, and letting on hire, land, agricultural land and houses whether multi-storeyed, commercial land/or residential buildings on commission basis.*
- 5. To consolidate or subdivide, develop, maintain, purchase, sell and letting on hire agricultural lands into farms or farm houses and sheds and to let out the same on rental or license basis and/or to sell the same on hire purchase or instalment system or otherwise dispose of the same.*
- 6. To acquire land for the construction of multi storeyed buildings and to license the flats therein on suitable terms and conditions.*

### **5.3.5 Main Objects of Transferor Company No. 5**

- 1. To carry on the business of owning and holding lands, and/or as Owners builders, Colonisers, Developers, Promoters, Architects, Surveyors, interior Decorations, Maintainer of residential and industrial buildings, Electricians, Designers and to carry on the business as Commission Agents and to build and construct, establish, own, purchase, take on lease, exchange, enlarge, alter, pull down, improve, convert, sale, remodel any infrastructure work and existing building or works thereon or therewise acquire, hold commercial or residential buildings, markets, Malls, Multi-complexes, real estates, multistoried buildings, any Multistoried Buildings or Commercial Structure under any Group Housing Scheme, Hotels, Motels, Restaurants, Factories, Warehouses, Clubs, Pleasure Grounds, Amusement Parks, Theatres, Cinema Halls, Meeting or lecture halls, libraries, Health Clubs, Resorts, Swimming Pools, rebuild to let, sub-let, give on lease or otherwise for rent or charges or license or commission or any other lawful way to income.*
- 2. To erect and to construct houses, buildings or civil and constructional works of every description on any land of the Company or upon any other lands or immovable*



*property and to purchase, take on lease, acquire in exchange or otherwise own, hold, construct, erect, alter, develop colonies, decorate, furnish, pull down, improve, repair, renovate, build, plan, layout, set, transfer, charge, assign, let out, hire, sub-let, or sub-lease, all types of lands, plots, buildings, hereditaments, bungalows, quarters, offices, flats, swimming pools, chawls, warehouses, godowns, ships, stalls, markets, hotels and restaurants, building, banquet halls, houses, structures, construction, tenements, roads, bridges, land, estates and immovable properties whether freehold or leasehold, of any nature and description and wherever situated in any way and partly consideration for a gross sum or rent or party in one or in other consideration.*

### **5.3.6 Main Objects of Transferor Company No. 6**

- 1. To carry on the business of construction of residential houses, commercial buildings, flats and factory sheds and buildings in and out of India and to act as builders, colonizers and civil constructional contractors. To purchase any estate, lands, buildings or such other Interest in any immovable properties and turn to account by laying out, plotting and preparing the same for building purposes, constructing buildings, furnishing, liting up.*
- 2. To carry on the business of purchasing, constructing, building, erecting, developing, maintaining, operating, promoting, modifying, repairing, making. Remaking, demolishing for reconstruction or otherwise designing, redesigning, selling, licence or easement renting, assigning, transferring, creating any other right, title or interest or disposing or dealing in any manner in all or any at the following whether alone or in collaboration or assistance, or Joint venture or partnership or in any other manner or arrangement with one or more person(s) including helping, assisting and/or aiding such persons*
  - a. Land, building, house, bungalow, row houses, flats, sheds, factories, godowns, storage facilities and for any other immovable property or real estate and or all structures of all kinds whether industrial, Commercial, residential or any other nature or description whatsoever including all kinds of fixtures and attachments.*
  - b. Roads, bridges, docks, harbours. wharves, culverts, channels, highways including all kinds of highway projects, toll roads and toll bridges and housing and for other projects, activities and facilities whether related to and / or forming pan of Such projects or otherwise*



- c. *Dams, reservoir, fitter beds, bandhs. wells, water supply projects and systems. irrigation and other water supply storage and/ or distributions projects systems and facilities including wells, tube wells and canals, river bells, river water, holders, retainers and diverters*
  - d. *All types of industrial, commercial, residential and other constructions, elections and other projects and facilities.*
3. *To act and carry on the businesses as brokers, estate agents, contractors, sub contractors, Construction and building agents, purchasers, sellers and dealers in all kinds of movable and immovable properties including land and building and real estates.*
  4. *To acquired, exchange, sell, transfer and otherwise deal in all kinds of land, building, plots, real estates and all kinds of immovable properties of all texture and descriptions.*
  5. *To carry on the business of architects, designers, draughtsman, surveyor, valuer, consultants, advisors, experts, in Consultancy services, engineers, and constructional engineers of every type of builders and contractors.*

**5.3.7 Main Objects of Transferor Company No. 7, Transferor Company No. 8, Transferor Company No. 9 and Transferor Company No. 14**

1. *To engage in Infrastructure development, Real Estate Promoters, Developers & Project Management Association including civil, mechanical, electrical, and all other types erection, commissioning projects, project trading as well as consultant for execution of projects on turnkey basis for equipments of Industrial, domestic and other purposes.*
2. *To carry on the business as builders, consultants, civil engineers, architects, surveyors, designers, town planners, estimators, valuers, interior and exterior decorators, general and government civil contractors of immovable properties, all types of structural and pilling engineering work, interior designing, land scaping and graphic.*
3. *To buy, exchange purchase, or otherwise acquire and Interest In any immovable property such as houses, building, market, cinema halls, multiplexes, shopping malls, shops, townships, housing projects, industrial sheds & lands within or outside the limits of municipal corporation or such other local bodies and to provide roads, drains, water supply, electricity and lights, within these areas, to divide the same into suitable plots and rent or sell the plots to the people for building, houses,*

*villas, bungalows farmhouse & colonies for workmen according to schemes approved by Improvement Trusts, Development Boards and Municipal Boards there on and to rent or sell the same to the public and realise cost in lumpsum or on instalments or by hire purchase system; or otherwise to start any housing scheme in India or abroad.*

- 4. To construct, maintain, erect and lay out roads, highway sewers, drains, electric lines, cables, and gaslines, in over and under the estate of any other company or person or body-corporate.*
- 5. To construct, execute, carry out, equip, maintain, improve, develop civil and constructional work relating to roads, electric, power, heat and light supply work, hotels, buildings, godowns, pleasure grounds, parks, gardens, docks, jtries, embankments, bonds, bridges, wharves, canals, irrigation reclamations improvement, sewage, sanitary telegraphic, telephone works, warehouses, markets, public buildings and all other such civil and related constructional works.*
- 6. To develop the land for providing roads & other facilities such as water supply and sale the same and to erect and construct buildings or work civil and constructional of every description on any land of the company or upon any other such lands or immovable property and to pull down, rebuild, enlarge, alter and improve such land into roads, highway, streets, squares, gardens and such other convenience related thereto and deal with and improve the immovable property of the company or any other immovable property of all types.*

#### **5.3.8 Main Objects of Transferor Company No. 11**

- 1. To manufacture, fabricate, import, export, buy, sell or otherwise deal in/rubber-both synthetic and natural plastics, rubber goods of all description or other allied products, raw rubber or its combination with any metallic or metallic substances and all articles, merchandise in which the above materials are used.*
- 2. To carry on the business of industrial Fan Belts, V. Belts, transmission and conveyor belts, rubber fittings and mattings, gloves, tyres and tubes.*
- 3. To carry on the business of manufacturing and sale of rubber tubing, water tubing, hose pipes, rubber foam, rubber cushions, furnishing materials, rubber soles, rubber shoes, rubber sheets, water bottles, ice bags, solutions, patch rolls, adhesives rubber parts for automobiles and other equipments, and rubber components for all types of industrial, commercial surgical and other products.*

#### **5.3.9 Main Objects of Transferor Company No. 12**

1. *To Carry on business of contractors, Builders, Town Planners, Infra-structure developers, Estate and Engineers land developers, land scrapers, estate agents and to acquire, buy purchase, lease, exchange, hire or otherwise land, buildings, civil works, immovable property of any tenure or any interest in the same and to erect and construct houses, flats, bungalows, kothis or civil work of every type on the land of the Company or any other land or immovable property whether belonging to the Company or not and to pull down, rebuild, enlarge, alter and other conveniences and to deal with and improve the immovable property of the Company or any other immovable property in India or abroad.*
2. *To erect, construct, build, water proofing, sewage, demolish, fabricate, execute, carry out improve, work, develop and enlarge, rebuild, administer, manage or control in India or abroad on any land or immovable property of the Company or upon any other land or immovable property in any capacity and convenience of all kinds, including turnkey jobs, railway, tramway, speedway, runway, roads, aerodromes, sewage, theatres, cinema halls, piers, wharves, dams barrages, reservoirs, embankments, canals, irrigation, power houses, transmission lines, reclamation, improvement, sewage, drainage, sanitary works for building hotels, houses, markets, private, public and all kinds of conveniences and to carry out business of builders and civil engineers, estimates and designers thereof.*
3. *To promote, buy, acquire, sell, lease, exchange, hire, give on rent, to-let, mortgage or otherwise dispose of the lands, houses, building, farm houses, agricultural lands and other immovable property of the Company or other immovable property including any share or shares, interest or interest, therein and to transact on commission or otherwise business of real estate agents and to apply for purchase through tender or otherwise acquire civil contracts for or in relation to water proofing, sewage, construction, execution, equipment, improvement, management, administrations or control of mechanical and civil works and conveniences and to undertake, execute dispose or otherwise turn to account the same.*
4. *To carry on the business of consultants, civil engineers, soil testers, builders, and developers of land contractors, colonisers, civil contractors and undertake any residential, commercial or industrial, construction either independently or jointly in partnership, joint venture or on agency or sub contracts basis with or on behalf of any individual, firm, body corporate, association or society, Central or State Government, Cantonment Board or any local authority to work as*

*colonizer, developers of land and farm houses and buildings for residential purposes.*

- 5. To carry on the business of Group Housing Consultants, designers, builders, civil contractors and civil engineers.*
- 6. To acquire land or building and to construct/reconstruct/improve/develop/ redevelop manage the buildings for setting up international class Special Economic Zones (SEZs), Export Promotion Zones (EPZs) Information Technology Park (ITPs), Software Park (STPs) or other specialized Zones/Sectors, I.T./I.T. enable services, Call Centres, Data Processing, Human Resource Services, Insurance Claim Process, Legal Database, Medical Transcription Payroll and remote Maintenance.*

**5.3.10 Main Objects of Transferor Company No. 15, Transferor Company No. 19, Transferor Company No. 22, Transferor Company No. 39 and Transferor Company No. 52**

- 1. To carry on the business as owners, builders, colonisers, developers, promoters, proprietors, occupiers, lessors, civil contractors, maintainer and mortgagors of residential commercial and industrial builders, colonies, mill's and factory's sheds and buildings, workshop's buildings, cinema's houses buildings and to deal in all kinds of immovable properties whether belonging to the Company or not.*
- 2. To undertake and to carry on the business of purchasing, selling and developing any type of land or plot whether residential, commercial, agricultural, industrial, rural or urban that may belong to company or to any other person of whatever nature and, to deal in land or immovable properties of any description or nature on commission basis and for that purpose to make agreements to sell the land of the company or of anybody else and to deal in building material electrical, and civil materials.*
- 3. To erect and construct houses, buildings or civil and constructional works of every description on any land of the company or upon any other lands or immovable property and to purchase, take on lease, acquire in exchange or otherwise own, hold, occupy, construct, erect, alter, develop, colonise, decorate, furnish, pull down, improve, repair, renovate, build, plan, layout, set, transfer, mortgage, charge, assign, let out, hire, sublet or sublease all type of lands, plots, buildings, hereditaments, bungalows, quarters, offices, flats, chawls, warehouses, godowns, Shops, Stalls, Markets, hotels and restaurant's building, banquet halls, houses, structures, construction, tenements, roads, bridges, land, estates and immovable properties whether freehold or lease hold of any nature and description and*

*where ever situated in way and partly consideration for a gross sum or rent or partly in one in other or any consideration.*

- 4. To act as an agent for purchasing, selling, and letting on hire land, agricultural land and houses whether multistoreyed, commercial land/or residential buildings on commission basis.*
- 5. To acquire land for the construction of multi-storeyed buildings and to licence the flats therein on suitable terms and conditions.*
- 6. To act as advisors and/or consultants on all matters relating to construction business, town planning, landscape, architecture, structural engineers and to prepare complete scheme, drawings, plans and estimates and to provide technical know-how in India or abroad.*
- 7. To give technical knowhow, export of maps, drawing models of building, taking of overseas contracts of land and buildings etc.*

#### **5.3.11 Main Objects of Transferor Company No. 16**

- 1. To purchase acquire, take on lease or in any other such lawful manner, any land, building and structures and to develop the same and dispose of or maintain the same and build township, markets, commercial complex with all or other related conveniences therein and to equip the same or any other building, or any other related amenities or conveniences such as drainage and to act as commission agents and dealers in farm land building whether commercial, residential whether meant for purchase, sale, resale or let out.*
- 2. To lay out, develop, construct, build, erect, demolish, alter, repair or do any other such civil and constructional work in connection with any building or building schemes, roads, highways, sewers, bridges, canals, dam, reservoirs, embankments, irrigation, improvements, sanitory, water electric works and power supply works or any other such structural or architectural work related thereto and for such purpose to prepare estimates, designs, plans, specification or models related thereto.*
- 3. To purchase land for sale, and to develop into farm land plots, construct building and flats for sale on instalments or otherwise and to act as real estate agents and to carry on the business as civil contractors for construction of markets, commercial complex, amusement park roads, buildings, houses, flats, school, complex consisting main building, playgrounds, library and laboratory's building, hostel buildings, and residential flats, factory's sheds and buildings, dams,*

*canals, tanks, bridges, hydel projects, power house, tunnels, culverts, drains, channels, sewage, gardens and such other necessary related civil and constructional works of all types.*

- 4. To sell, let or dispose of the markets, commercial complex, lands, houses, buildings and other immovable property of the Company and to set up develop.*
- 5. To carry on the business of fabricators, architects, consultants, civil engineers, builders and developers of land contractors, colonisers, civil contractors and undertake any residential commercial or industrial, construction, either independently or jointly in partnership, or on agency or sub contracts basis with or on behalf of any individual, firm body corporate, association or society central or state government, Cantonment Board or any local authority and to design detail and develop and detail all sorts of Consultancy services related to Architecture and Interior Designing, Land Scapping, Structural, Electricity, Sanitary & Water Supply, Bridges, Tanks, Canals, Dams hydel Power Projects, Tunnels and Culverts.*
- 6. To lay out and develop and construct integrated city, high-tech city, group housing projects, township, multi storied buildings, commercial complex and residential complex*

**5.3.12 Main Objects of Transferor Company No. 17, Transferor Company No. 29, Resulting Company No. 1 and Resulting Company No. 2**

- 1. To buy, exchange, purchase or construct any immovable property such as houses, buildings, markets, cinema halls, multiplexes, shopping malls, shops, townships, housing projects, industrial sheds & lands and to provide roads, drains, water supply, electricity and lights, within these areas, to divide the same into suitable plots and rent or sell the plots to the people for building, houses, villas, bungalows farmhouse & colonies for workmen according to schemes approved by improvement trusts, development boards and municipal boards there on and to rent or sell the same to the public and realize cost in lump sum or on installments or by hire purchase system; or otherwise to start any housing scheme in India or abroad.*
- 2. To carry on the business as builders, real estate developers, promoters of residential houses and commercial properties, consultants, civil engineers, architects, surveyors, designers, town planners, estimators, valuers, interior and exterior decorators, general and government civil contractors of immovable properties, all types of structural and engineering work, interior designing, land scaping and graphics.*

3. *To build, own, operate, maintain, design, erect, construct, supervise and operate, toll collection of the Road projects, to engage in EPC, O & M contracts, financing and development of the surface transport projects, to engage in development/strengthening/widening/up-gradation of National highways, State highways, District roads, Project roads, Urban roads, Village roads etc.*
4. *To engage in infrastructure development, real estate promoters, developers & project management association including civil, mechanical, electrical, and all other types of erection, commissioning of projects, project trading as well as consultant for execution of projects on turnkey basis for equipments of industrial, domestic and other purposes.*
5. *To construct, maintain, erect and lay out roads, highway sewers, drains, electric lines, cables and gas lines, heat and light supply work, godowns, pleasure grounds, parks, gardens, docks, embankments, bridges, metro projects, wharves, canals, irrigation reclamations improvement sewage, sanitary telegraphic, telephone works, warehouses, markets and public buildings.*
6. *To acquire land or buildings and to construct/reconstruct/ improve/ develop/ redevelop/ manage the buildings for setting up international class Special Economic Zones (SEZs), Export Promotion Zones (EPZs), Information Technology Parks (ITPs), Software Technology Parks (STPs) or other specialized Zones / Sectors.*

**5.3.13 Main Objects of Transferor Company No. 18 Transferor Company No. 40 and Transferor Company No. 50**

1. *To buy, exchange , purchase or construct any immovable property such as house, buildings, markets , cinema halls, multiplexes, shopping malls, shops, townships, housing projects, industrial sheds & lands and to provide roads, drains, water supply, electricity and lights, within these areas to divide the same into suitable plots and rent or sell the plots to the people for building, houses, villas, bungalows, farmhouse & colonies for workmen according to schemes approved by the improvements trusts, developments boards and municipal boards there on and to rent or sell the same to the public and realize cost in lump sum or on instalments or by hire purchase system; or otherwise to start any housing scheme in India or Abroad.*
2. *To carry on the business as builders, real estate developers, promoters of residential houses and commercial properties, consultants, civil engineers, architects, surveyors, designers, town planners,*

*estimators, valuers, interior and exterior decorators, general and government civil contractors of immovable properties, all types of structural and engineering work, interior designing, land scaping and graphics.*

- 3. To build, own, operate, maintain, design, erect, construct, supervise and operate, toll collection of Road projects, to engage in EPC, O & M contracts, financing and development of the surface transport projects, to engage in development/strengthening/widening/up-gradation of National Highways, State Highways, District Roads, Project Roads, Urban Roads, Village Roads etc.*
- 4. To engage in infrastructure development, real estate promoters, developers & project management association including civil, mechanical, electrical, and all other types of erection, commissioning of projects, project trading as well as consultant for execution of projects on turnkey basis for equipments of industrial, domestic and other purposes.*
- 5. To construct, maintain, erect and lay out roads, highway, sewers, drains, electric lines, cables and gas lines, heat and light supply work, godowns, pleasure grounds, parks, gardens, docks, embarkments, bridges, metro projects, wharves, canals, irrigation reclamations improvement sewage, sanitory telegraphic, telephone works, warehouses, markets and public buildings.*
- 6. To acquire land or buildings and to construct/reconstruct/ improve/ develop/ redevelop/ manage the buildings for setting up international class of Special Economic Zone (SEZ's), Export Promotion Zones (EPZ's), Information Technology Park (ITP's), Software Technology Park (STP's) for other specialized Zones/ Sectors, to carry on the business of I.T./ I.T. enabled services. Business Processes and Services, Call Centres, Data Processing, Supports Centres, Web Sites Services etc as permitted by law.*

**5.3.14 Main Objects of Transferor Company No. 20, Transferor Company No. 37 and Transferor Company No. 56**

- 1. To carry on the business as owners, builders, colonisers, developers, promoters, proprietors, occupiers, lessors, civil contractors, maintainer and mortgagors of residential, commercial and industrial builders, colonies, mill's and factory's sheds and buildings, workshop's buildings, cinema's houses buildings and to deal in all kinds of immovable properties whether belonging to the Company or not.*



2. *To undertake and to carry on the business of purchasing, selling and developing any type of and or plot whether residential, commercial, agricultural, industrial, rural or urban that may belong to company or to any other person of whatever nature and, to deal in land or immovable properties of any description or nature on commission basis and for that purpose to make agreements to sell the land of the company or of anybody else and to deal in building material electrical, and civil materials.*
3. *To erect and construct houses, buildings or civil and constructional works of every description on any land of the company or upon any other lands or immovable property and to purchase, take on lease, acquire in exchange or otherwise own, hold, occupy, construct, erect, alter, develop, colonise, decorate, furnish, pull down, improve, repair, renovate, build, plan, layout, set, transfer, mortgage, charge, assign, let out, hire, sublet or sublease all type of lands, plots, buildings hereditaments, bungalows, quarters, offices, flats, chawls, warehouses, godowns, shops, stalls, markets, hotels and restaurant's building, banquet halls, houses, structures, construction, tenements, roads, bridges, land, estates and immovable properties whether freehold or lease hold of any nature and description and where ever situated in way and partly consideration for a gross sum or rent or partly in one in other or any consideration.*
4. *To act as an agent for purchasing, selling, and letting on hire, land, agricultural land and houses whether multistoreyed, commercial land/or residential buildings on commission basis.*
5. *To acquire land for the construction of multistoried buildings and to licence the flats therein on suitable terms and conditions.*
6. *To act as advisors and/or consultants on all matters relating to the construction business, town planning, landscape, architecture, structural engineers and to prepare complete scheme, drawings, plans and estimates and to provide technical know-how in India or abroad.*
7. *To give technical knowhow, export of maps, drawing models of building, taking of overseas contracts or land and buildings.*
8. *To provide guarantee or act as surety for any person or company in connection with any loan taken or granted to that person or company and to mortgage or hypothecate any of its movable and/or immovable assets in connection therewith.*

### **5.3.15 Main Objects of Transferor Company No. 21**

1. To carry on all or any of the business as importers, exporters, buyers, sellers, traders, distributors, agents brokers, factors, stockists, franchisees, contractors, fabricators, domestic trading, international trading, and dealers of Flowers, agricultural produce, such as rice, wheat, pulses, sugarcane, oil seeds, spices, grams, maize, gum, and gum products, alcohol, beverages, tea and coffee, sugar, molasses and oil, Engineering goods, such as machine tools, hand tools, small, tools, metals, alloys, iron and steel, metal scrap, iron and steel scrap, brass scrap, copper and copper scrap, aluminium and aluminium scrap, pipes and pipe fittings, nuts and bolts, bicycles and accessories thereof. automobile parts, steel and stainless steel and iron products, iron ore and scraps metallurgical residues, hides, skins, leather goods, furs, bristles, tobacco, (raw and manufactured) hemp, seeds, oil seeds, oil cakes, edible oils and lubricants, wood and timber, bones crushed and uncrushed, industrial diamonds, coal and charcoal, glue, gums, and resins. ivory, lac, shellac, manures, pulp or wood, rags, rubber and rubber goods tanning, substances, wax, quartz, crystal, chemicals and chemical preparations, chemical alkalis and reagents, precious and semi-precious stones ornaments, jewellery, pearls; drugs and medicines, soaps detergents, cosmetics, paints, plastic and linoleum articles, glass and glassware, handicrafts, handlooms, toys, machinery, parts thereof, paper and stationery sports goods, textiles, such as hand and machine made. leather garments, readymade garments, carpets, rugs, druggets, artificial silk fabrics, cotton, woollen cloth and apparels, dress materials,. cosmetics, wgis belts, cinematograph films (exposed or blank) telecommunication equipments and devices, gramophones records, audio and video cassette tapes, (blank or recorded) plastic goods, Starch, surgical and musical instruments, marble and hardware items, books and manuscripts, uninterrupted Power Supplies, Emergency Lights, Electronic electric and electronic products gadgets and appliances, Invertors and convertors uninterrupted power supply, Emergency Lights Electronic Mosquito repellents, sanitary ware and fittings, cellulosic products nylon and synthetic, and polyester fibre and yarns, hosiery and mixed fabrics, natural silk fabrics and garments, fish and fish products, fodder, gases and industrial chemicals, scents and aggarbattis, fertilisers, pesticides and herbicides. men's women's and children's clothing and wearing apparel made of leather and/or cotton, edible oil, wood and wood products, forest products, all kinds of brass goods, computers, software Polypropylenes, P.V.C , Galvanised sheets, Tin plates, wet-Blue-Skin-Zip, Lining fabrics, Buttons, thread and other permissible articles,

2. To act as an export house,

3. To not as an advisor and/or consultant on all matters relating to construction business, town planning, landscape, architecture, structure engineers, contractor and to prepare complete scheme, drawing plans and estimates and to provide technical knowhow in India or abroad, expert of maps, drawing, design, models, taking overseas contracts of lands & building.

**5.3.16 Main Objects of Transferor Company No. 23, Transferor Company No. 27, Transferor Company No. 33, Transferor Company No. 35, Transferor Company No. 43 and Transferor Company No. 44**

1. To Build, own, operate, maintain, design, erect, construction, supervision and operations, toll collection of the Road Projects, to engage in EPC, O & M contracts, financing and development of the surface transport projects, to engage in development/ strengthening/ widening/ up-gradation of National highways, State highways, District roads, Project roads, Urban roads, Village roads etc.
2. To promote, own, design, erect, construct, establish, maintain, Improve, manage, operate, alter, carry on, control, power plants, co-generation power plants, energy conservation projects, power houses, transmission and distribution system for generation, distribution, transmission and supply of electrical power. To venture into green field, brown field projects in Thermal power, Hydropower Wind power, Solar power etc., to set up independent power plants & captive power plants and executing power transmission & distribution projects and to venture into trading of Power, Energy and setting up of distribution channels.
3. To engage in Infrastructure development, real estate promoters, developers & project management association including civil, mechanical, electrical. and all other types erection, commissioning of projects, project trading as well as consultant for execution of projects on turnkey basis for equipment's of industrial, domestic and other purposes.
4. To carry on the business as builders, consultants, civil engineers, architects, surveyors, designers, town planners, estimators, valuers, interior and exterior decorators, general and government civil Contractors of immovable properties, all types of structural and pilling engineering work, interior designing, land scaping and graphic.
5. To construct, execute, carry on, equip, maintain, improve, develop civil and constructional work relating to roads, electric, power, heat, water and light supply work, hotels, buildings, go downs, pleasure grounds, parks, gardens, docks, embankments, burials, bridges,

*wharves, canals, irrigation, reclamations improvement sewage, sanitary telegraphic, telephone works, warehouses, markets, public buildings and all other such civil and related constructional works.*

6. *To acquire land or buildings and to construct/ reconstruct/ Improve/ develop/ redevelop/ manage the buildings for setting up international class Special Economic Zones (SEZ's), Export Promotion Zones (EPZ's), information Technology Park (ITP's), Software Technology Parks (STP's) or other specialized Zones/ Sectors, to carry on the business of I.T./I.T enabled services, Business processes and services, Call Centres, Data Processing, Human Resource Services, Insurance Claim Processing, Legal Database, Medical Transcription, Payroll, Remote Maintenance, Revenue Accounting, Supports Centres, Web-Site Services etc. as permitted by law.*

**5.3.17 Main Objects of Transferor Company No. 24 and Transferor Company No. 42**

1. *To engage in infrastructure development, real estate promoters, developers & project management association including civil, mechanical, electrical and all other types erection, commissioning of projects, project trading as well as consultant for execution of projects on turnkey basis for equipment of industrial, domestic and other purposes .*
2. *To carry on the business as builders, consultants, civil engineers, architects, surveyors, designers, town planners, estimators, valuers, interior and exterior decorators, general and government civil constructors of immovable properties, all types of structural and piling engineering work, interior designing land scaping and graphic.*
3. *To buy, exchange purchase, or otherwise acquire and interest in any immovable property such as houses, building, market, cinema halls, multiplexes, shopping malls, ships, townships, housing, projects, industrial sheds & lands within or outside the limits of municipal corporation or such other local bodies and to provide roads, drains, water supply, electricity and lights, within these areas, to divide the same into suitable plots and rent or sell the plots to the people for building, houses, villas, bungalows, farmhouse & colonies for workmen according to schemes approved by improvement trusts, development boards and municipal boards thereon and to rent or sell the same to the public and realize cost in lump sum or on installments or by hire purchase system, or otherwise to start any housing scheme in India or abroad.*
4. *To construct, maintain erect and lay out roads, highway sewers, drains, electric lines, cables and gas lines, in*

over and under the estate of any other company or person body-corporate.

5. To construct, execute, carry out, equip, maintain, improve, develop civil and constructional work relating to roads, electric, power, heat and light supply work, hotels, buildings, godowns, pleasure grounds, parks, gardens, docks, embankments, bunds, bridges, wharves, canals, irrigation reclamations improvement sewage, sanitary telegraphic, telephone works, warehouses, markets, public buildings and all other such civil and related constructional works.

### **5.3.18 Main Objects of Transferor Company No. 25**

1. To construct, execute, carry out, equip, maintain, improve, develop civil and constructional work relating to roads, electric, power, heat and light supply work, airport runway, golf course, IT-Park, SEZ, Hospitals, Hotels, Buildings, Godowns, Pleasure grounds, parks, gardens, docks, jitrles, embankments, bunds, bridges, wharves, canals, irrigation reclamations improvement, sewage, sanitary telegraphic, telephone works, warehouses, markets, public buildings and all other such civil sand related constructional works.
2. To engage, in infrastructure, development, Real Estate Promoters, Developers & Project Management Association Including civil, mechanical, electrical, and all other types erection, commissioning projects, project trading as well as consultant for execution of projects on turnkey basis for equipments of Industrial, domestic and other Purposes.
3. To carry on the business as builders, consultants, civil engineers, architects, surveyors, designers, town Planners, estimators, valuers, interior and exterior decorators, general and ' government civil contractors of immovable properties, all types of structural and pilling engineering work, Interior designing, land scaping and graphic.
4. To buy, exchange, Purchase, or otherwise acquire and interest in any Immovable property such as houses, building, market, cinema halls, multiplexes, shopping malls, shops, townships, housing projects, industrial sheds & lands within or outside the limits of Municipal corporation or such other local bodies and to provide roads, drains, water supply, electricity and lights, within these areas, to divide the same into suitable plots and rent or sell the plots to the people for building, houses, villas, bungalows farmhouse & colonies for workmen according to schemes approved by improvement trusts, development boards and municipal boards there on and to rent or sell the same to the, public and realise cost in lumpsum or on instalments or by hire purchase

*system or otherwise to start any housing scheme in India or abroad.*

- 5. To construct, maintain, erect and lay out roads, highway sewers, drains, electric lines, cables, and gaslines, in over and under the estate of any other company or person or body-corporate.*
- 6. To develop the land for providing roads & other facilities such as water supply and sale the same and to erect and construct buildings or work civil and constructional of every description on any land of the company or upon any other such lands or immovable property and to pull down, rebuild, enlarge, alter and improve such land into roads, highway, streets, squares, gardens and such other convenience related thereto and deal with and improve the immovable property of the company or any other immovable property of all types.*

#### **5.3.19 Main Objects of Transferor Company No. 26**

- 1. To carry on the business as dealers, traders, importers, exporters, stockists and suppliers and to buy, sell, exchange or otherwise deal in all kind of goods or merchandise, of any description, including pharmaceuticals, handicrafts antiques, garments, chemicals, fertilizers, insecticides, dyes, dyestuff, gems and jewellery, diamonds, plastics and plastic products, ceramics, potteries, furnishing fabrics, carpets, grains, cereals and processed food products, dairy products, electrical and electronic items, computers, components, plant and machineries, tea, coffee, dryfruits, seeds and agricultural products, films, software, paper products, leather products and objects of art, precious stones, jewellery whether artificial or real.*

#### **5.3.20 Main Objects of Transferor Company No. 28**

- 1. To carry on the business as owners, builders, colonizers, developers, promoters, proprietors, occupiers, lessors, civil contractors, maintainers and mortgagers of residential, commercial and industrial buildings, colonies, mills & factory's sheds and buildings, workshop's buildings & Cinema houses buildings,*
- 2. To undertake and to carry on the business of purchasing, selling and developing any type of plot whether residential, commercial, industrial, rural or urban that may belong to company or to-any other person of whatever nature and to deal In and or immovable properties of any description or nature on commission basis and for that purpose to make agreements to sell the land of the Company or of anybody else and to deal In building material electrical and civil Materials,*

3. *To consolidate or subdivide develop maintain purchase sell and letting on hire all houses and sheds and to let out the same on rental or license basis and for to Sell the same on hire purchase or installment system or other basis dispose of the same and to acquire land for the construction of multi-storied buildings and to license the lists therein on suitable terms and conditions and to carry on the business of buy, sell, trade, Import, export, contract, suppliers and dealers in all kinds of buildings materials and other materials used in construction activities*
4. *To erect and to construct houses, building or civil and constructional works of every description on any plot of the company or upon any other Lands or immovable property and to purchase, take on lease, acquire In exchange or otherwise own, hold, occupy, construct, erect, alter, develop, colonies, decorate, furnish, pull down, improve, repair, renovate, build, plan, layout, set, transfer, mortgage, charge, assign, let out on hire, sublet or sublease all type of plots, buildings, hereditaments, bungalows, quarters, offices. flats, chawls, warehouses, godowns, shops, stalls, markets, hotels and restaurants, buildings, banquet halls, houses, structures, constructions, roads, bridges, land, estates and immovable properties Whether freehold or lease hold of any nature and description and where over situated in way and partly consideration for a gross sum or rent or partly in one in other or any consideration.*

**5.3.21 Main Objects of Transferor Company No. 30 and Transferor Company No. 64**

1. *To engage in infrastructure development real estates promoters, developers & project management association including civil, mechanical, electrical, and all other types erection, commissioning of project, project trading as well as consultant for execution of project on turkey basis for equipment of industrial domestic and other purposes.*
2. *To carry on the business as builders , consultants , civil engineers, architects, surveyors, designers, town planner, estimators, valuers, interiors, and exteriors decoration general and government civil contractors of immovable properties, all types of structural and pilling engineering work , interior designing, land scaping and graphic .*
3. *To buy exchange purchase, or otherwise acquire and interested in any immovable property such as houses building, market, cinema halls, multiplexes, shopping malls, shops, township, housing project, industrial sheds & lands within or outside the limits of municipal corporation or such other local bodies and to provide roads, drains, water supply electricity and lights within these areas to divide the same into suitable plots and*

*rent or sale the plots to the people for building, houses, villas, bungalows, farmhouses, development boards and municipal boards the on and to rent or sell the same to the public and realize cost in lump sum or on installments or by hire purchase system; or otherwise to start any housing scheme in India or abroad.*

- 4. To construct, maintain, erect and lay out roads, highway, sewers, drains, electric lines, cables, and gas lines in over and under the estates of any other company or person or body- Corporate.*
- 5. To construct, execute, carry out, equip, maintain, improve, develop civil and constructional work relating to roads, electric, power, heat and light supply work, hotels, building, go downs, pleasure ground, parks, gardens, docks, embankments, bunds, bridges, wharves, canals, irrigation reclamation improvement sawage sanitary telegraphic, telephone work, warehouse, market, public building and other such civil and related constructional works .*
- 6. To develop the land for providing roads & other facilities such as water supply and sale the same and to erect and construction building or work civil and constructional of every description on any land of the company or upon any other such lands or immovable property and to pull down, rebuild enlarge alter and improve such land into roads highway, street, squares, gardens and such other convenience related thereto and deals with and improve the immovable property of the company or any other immovable property of all types.*
- 7. To acquire land or building and to construct / reconstruct/ Improve/develop/redevelop /manage the building for setting up international class special economic zones (SEZ,s), export promotion zones (EPZ,s), information technology park (ITP,s) software technology (STP,s) or other specialized zones /sectors.*

**5.3.22 Main Objects of Transferor Company No. 32, Transferor Company No. 41, Transferor Company No. 45, Transferor Company No. 58 and Transferor Company No. 61**

- 1. To carry on business of contractors, consultants, Builders, Town Planners, infra-structure developers, Estate Developers and Engineers land developers, land scrapers, estate agents, immovable property dealers and to acquire, buy, purchase, lease, exchange, hire or otherwise lands, buildings, civil works, immovable property of any nature or any interest in the same and to erect and construct houses, flats, bungalows, kothis or civil work of every type on the land of the Company or any other land or immovable property whether belonging to the Company or not and to pull down,*



*rebuild, enlarge, alter and other conveniences and to deal with and improve the immovable property of the Company or any other immovable property in India or abroad.*

2. *To erect, construct, build, water proofing, sewage, demolish, fabricate, execute, carry out, improve, work, develop and enlarge, rebuild, repair, maintenance, administer, manage or control in India or abroad on any land or immovable property of the Company or upon any other land or immovable property in any capacity and convenience of all kinds, including turnkey jobs, railway, tramway, speedway, runway, roads, aerodromes, sewage, theatres, cinema halls, piers, wharvers, dams, barrages, reservoirs, embankments, canals, irrigation, power houses transmission lines, reclamation, improvement, sewage, drainage, sanitary works for building hotels, houses, markets, private, public and all kinds of conveniences and to carryout business of builders and civil engineers, architects, estimaters and designers thereof.*
3. *To promote, buy, acquire, sell, lease, exchange, hire, give an rent, to-let, mortgage or otherwise dispose of the lands, houses, buildings, farm houses, agricultural lands and other immovable property of the Company or other Immovable property including any share or shares, interest or interests, therein and to transact on commission or otherwise business of real estate agents and to apply for purchase through tender or otherwise acquire civil contracts for or in relation to water proofing, sewage, construction, execution, equipment, improvement, management, administrations or control of mechanical and civil works and conveniences and to undertake, execute, dispose or otherwise turn to account the same.*
4. *To carry on the business of consultants, civil engineers, soil testers, builders, and developers of land contractors, colonisers, civil contractors and undertake any residential, commercial or industrial, construction either independently or jointly in partnership, joint venture or on agency or sub contracts basis with or on behalf of any individual, firm, body corporate, association or society, Central or State Government, Cantonment Board or any local authority to work as coloniser, developers of land and farm houses and buildings for residential purposes.*
5. *To carry on the business of Group Housing Consultants, designers, builders, civil contractors and civil engineers.*

**5.3.23 Main Objects of Transferor Company No. 36 and Transferor Company No. 47**

1. *To carry on the business of architects, consultants, civil engineers, soil testers, builders, and developers of land*

*contractors, colonisers, civil contractors and undertake any residential, commercial or industrial, construction either independently or jointly in partnership, joint venture or on agency or sub contracts basis with or on behalf of any individual, firm, body corporate, association or society, Central or State Government, Cantonment Board or any local authority to work as coloniser, developers of land and farm houses and buildings for residential purposes.*

- 2. To carry on business of Contractors, Builders, Town Planners, Estate developers, contractors and Engineers (civil, Mechanical, Electrical Canal, irrigation), land developers, land scapers, estate agents, immovable property dealers and to acquire by purchase, lease, exchange, hire or otherwise lands, buildings, civil works immovable property of any tenure or any interest in the same and to erect and construct houses, flats, bungalows, kothis or civil work of every type on the land of the Company or any other land or immovable property whether belonging to Company or not and to pull down, rebuild, enlarge, alter and other conveniences and to deal with and improve the immovable property of the Company or any other immovable property in India and abroad.*
- 3. To erect, construct, build; water proofing, sewage, demolish, fabricate, execute, carry out, improve, work, develop and enlarge, rebuild, repair, maintenance, administer, manage or control in India or abroad on any land or immovable property of the Company or upon any other land or immovable property in any capacity and convenience of all kinds, including turnkey jobs, railway, tramway, speedway, runway, roads, aerodromes, sewage, theatres, cinema halls, piers, wharvers, dams, barrages, reservoirs, embankments, canals, irrigation, Omer houses, transmission lines, reclamation, improvement, sewage, drainage, sanitary works for building hotels, houses, markets, private, public and all kinds of conveniences and to carry out business of builders, and civil engineers, architects estimators, and designers thereof.*
- 4. To promote, buy, acquire, sell, exchange, hire, give on rent, to-let, mortgage or otherwise dispose of the lands, houses, buildings, farm houses, and other immovable property of the Company or other immovable property including any share or shares, interest or interests, therein and to transact on commission or otherwise business of real estate agents and to apply for purchase through tender or otherwise acquire civil contracts for or in relation to water proofing, sewage, construction, execution, equipment, improvement, management, administrations or control of mechanical and civil works and conveniences and to undertake, execute, dispose or otherwise turn to account the same.*

5. *To carry on the business of Group Housing Consultants, designers, builders, civil contractors and civil engineers.*

#### **5.3.24 Main Objects of Transferor Company No. 38**

1. *To carry on the business as owners, builders, colonisers, developers promoters, proprietors, occupiers, lessors civil contractors, maintainer and mortgagers of residential commercial and industrial builders, colonies, mill's and factory's sheds and buildings, workshop's buildings cinema's houses buildings and to deal in all kinds of immovable properties whether belonging to the Company or not.*
2. *To undertake and to carry on the business of purchasing, selling and developing any type of land or plot whether residential, commercial, agricultural, industrial, rural or urban that may belong to company or to any other person of whatever nature and, to deal in land immovable properties of any description or nature on commission basis and for that purpose to make agreements to sell the land of the company or of anybody else and to deal in building material electrical, and civil materials.*
3. *To erect and construct houses, buildings or civil and constructional works of every description on any land of the company or upon any other lands or immovable property and to purchase, take on lease, acquire in exchange or otherwise own, hold, occupy, construct, erect, alter, develop, Colonise, decorate furnish, pull down, improve, repair, renovate, build, plan, layout, set, transfer, mortgage, charge, assign, let out, hire, sublet or sublease all type of lands, buildings hereditaments, bungalows, quarters, offices, flats, chawls, warehouses, godowns, shops, stalls, markets, hotels and restaurant's building, banquet halls, houses, structures construction, tenements, roads, bridges, land, estates and immovable properties whether freehold or lease hold of any nature and description and where ever situated in way and partly consideration for a gross sum or rent or partly in one in other or any consideration.*
4. *To act as agent for purchasing, selling, and letting on hire, land agricultural land and houses whether multi storeyed, commercial land/or residential buildings on commission basis.*
5. *To consolidate or subdivide, develop, maintain, purchase, sell and letting on hire agricultural land into farms or farm houses and sheds and to let out the same on rental or licence basis and/or to sell the same on hire purchase or instalment system or otherwise dispose of the same.*

6. *To acquire land for the construction of multi-storeyed buildings and to licence the flats therein or suitable terms and conditions.*
7. *To carry on the business of buy, sell, import, export, distribute agents, stockists and dealers in of building materials, stones, cements, hardware items, lime and limestones and other building materials.*

**5.3.25 Main Objects of Transferor Company No. 46 and Transferor Company No. 53**

1. *To purchase, sale, develop, construct, take in exchange or on lease, hire or otherwise acquire and deal in all real or personal estate/properties and to enter into joint venture, foreign collaboration in real estate as per permissible government guidelines.*
2. *To construct, acquire, hold/sell properties, buildings, farms, lands tenements and such other moveable and immovable properties and to rent, let on hire and manage them and act as real estate agent and immovable property dealers.*
3. *To carry on the business of Builders, General and Government Contractors and Engineers (mechanical, electrical, canal, civil, irrigation) and in all its branches.*
4. *To acquire by purchase, lease, exchange or otherwise land, building, structures of any description in India or abroad and any estate or interest therein and any right over or connected with land, building and structures and turn the same to accounts as may seem expedient and in particular by preparing building sites and by constructing, developing, reconstructing, altering, improving, decorating, furnishing and maintaining, townships, markets, offices, flats, apartments, houses, shops, factories, warehouse, or other building residential or commercial of all kinds and/or conveniences thereon, to equip the same or part thereof with all or any amenities or conveniences, drainage facility, electric, and to deal with the same in any manner whatsoever, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and customers, to manage land, building and other properties situated as aforesaid, whether belonging to Company or not and to collect rents and income and supply tenants.*
5. *To layout, develop, construct, build, erect, demolish, re-erect, alter, repair, re-model, improve, grades, curves, paves, mecadamize, cement, maintain or do any other work in connection with any building or building scheme, structures, houses, apartments, places of worship, paths, streets, sideways, courts,*

*alleys, pavements, roads, highway, cocks, sewers, bridges, canal, wells, springs, dams, power plants, bours, wharves, ports, reservoirs, embarkments, tramway, railways, irrigations, reclamations, improvements, sanitory, water, gas or any other structural or architectural work of any kind whatsoever and for such purpose, to prepare estimates, designs, plans, specification of models.*

#### **5.3.26 Main Objects of Transferor Company No. 48**

- 1. To carry on business of direct sales agents of various banks, multinational banks, all other similar institutions, Companies, financial institutions or any other organisation together with marketing of all types of financial products like home finance, car loans, personal loans, credit cards, debit cards and all other financial products of like nature.*
- 2. To provide consultancy and advisory services of marketing all kinds DSA bank loan, credit and bank franchisers, marketing and other related services.*
- 3. To carry on the business of conducting marketing surveys, multilinking, promotional activities, channel establishment for various products and sendees.*
- 4. To carry on all type of selling and purchasing activities directly and to act as service agent for providing service, after sales services and other technical services and to carry on service as marketing consultant both internal and external market. To act as selling agent broker, seller or agent in respect of any product or goods commercial., financial, industrial, consumable or any other.*

#### **5.3.27 Main Objects of Transferor Company No. 51**

- 1. To engage in infrastructure development, Real Estate Promoters, Developers & Project Management Association including civil, mechanical, electrical and all other types erection, commissioning projects, project trading as well as consultant for execution of projects on turnkey basis for equipments of industrial, domestic and other purposes*
- 2. To carry on the business as builders, consultant, civil engineers, architects, surveyors, designers, town planners, estimators, valuers, interior and exterior descorators, general and government civil contractors of immovable properties, all type of structural and pilling engineering work, interior designing, land scaping and graphic.*
- 3. To buy, exchange, purchase, or otherwise acquire and interest in any immovable property such as houses, buildings, market, cinema halls, multiplexes, shopping*

*malls, shops, townships, housing projects, industrial sheds & lands within or outside the limit of municipal corporation or such other local bodies and to provide roads, drains, water supply, electricity and lights, within these areas, to divide the same into suitable plots and rent or sell the plots to the people for building, houses, villas, bungalows, farmhouse or colonies for workmen according to the schemes approved by improvement trusts, development boards and municipals boards there on and rent to or sell the same to the public and realise cost in lumpsum or on instalments or by hire purchase system; or otherwise to start any housing scheme in India or abroad.*

4. *To construct, maintain, erect and lay out roads, highway sewers, drains, electric lines, cables, and gaslines, in over and under the estate of any other company or person or body-corporate.*
5. *To construct, execute, carry out, equip, maintain, improve, develop civil and constructional work relating to roads, electric, power, heat and light supply work, hotels, buildings, godowns, pleasure grounds, parks, gardens, docks, jitrries, embankments, bunds, bridges, wharves, canals, irrigation reclamations improvements, sewage, sanitory, telegraphic, telephone works, warehouses, markets, public buildings and all other such civil and related construction works.*
6. *To develop the land for providing roads & other facilities such as water supply and sale the same and erect and construct buildings or work civil and construction of every description on any land of the Company or upon any other such lands or immovable property and to pull down, rebuild enlarge, alter and improve such land into roads, highway, streets, squares, gardens and such other convenience related thereto and deal with and improve the immovable property of the Company or any other immovable property of all type.*
7. *To acquire land and buildings and to construct /reconstruct improve / develop /redevelop/mange the buildings for setting up International Class Special Economic Zone (SEZs), Export Promotion Zone (EPZs), Information Technology Park (ITPs), Software Technology Park (STPs), or other specialized Zones/Sectors, to carry on the business of I.T./I.T enabled services, Business processes and legal Database, Medical Transcription, Payroll, Remote Maintenance, Revenue Accounting, Supports Centres, Web-site Services etc as permitted by law.*

#### **5.3.28 Main Objects of Transferor Company No. 55**

1. *To carry on business of contractors, Builders, Town planners, infrastructure developers, Estate Developers and Engineers land developers, land scrapers, estate*

*agents, immovable property dealers and to buy, purchase, lease, hire or otherwise lands, buildings, civil works, immovable property of any tenure or any interest in the same and to erect and construct, houses, flats, bungalows, kothis or civil work of every type on the land of the company or any other land or immovable property whether belonging to the company or not and to pull down, rebuild, enlarge alter and other conveniences and to deal with and improve the immovable property of the company or any other immovable property in India or abroad.*

2. *To promote, buy, sell lease, hire, hire on rent, to let or otherwise dispose of the lands, houses, building and other immovable property of the company or other immovable property including any share or share interest or interest therein and to transact on commission or otherwise business of real estate agents and to apply for purchase thought tender or otherwise acquire civil contracts for or in relation to water proofing, sewage, construction, execution, equipment, improvement, management, administrations or control of mechanical and civil works and conveniences and to undertake, execute, dispose or otherwise turn to account the same.*
3. *To carry on the business or architects, consultants, civil engineers, builders and developers of land contractors, colonisers, civil contractors and undertake any residential, commercial or industrial, construction either independently or jointly in partnership, joint venture or on agency or sub contracts basis with or on behalf of any individual firm, body corporate, association or society, central or state government, cantonment board or any local authority to work as coloniser, developers of land and farm houses and building for residential purposes.*
4. *To carry on the business of group Housing Consultants, designers, builders, civil contactor and civil engineers.*

#### **5.3.29 Main Objects of Transferor Company No. 57-**

1. *To carry on the business as owners, builders, colonizers, developers, promoters, proprietors, occupiers, lessors, civil contractors, maintainers of residential, commercial and industrial buildings, colonies, hotels, mill's and factory's sheds and buildings, workshop's buildings, cinema's houses buildings and to deal in all kinds of immovable properties whether belonging to the Company or not.*
2. *To undertake and carry on the business of purchasing, selling and developing any type of land or plot whether residential, commercial, industrial, rural or urban that may belong to the company or any other person of whatever nature and to deal in land or immovable*

*properties of agreements to sell the land of the company or of any body else and to deal in building material and electrical and civil materials.*

3. *To erect and construct houses, building of civil and constructional works of every description on any land of the company or upon any other lands or immovable property and to purchase, take on lease, construct, erect, alter, develop, colonise, decorate furnish, pull down, improve, repair renovate, build, plan, layout, set, transfer, mortgage, charge, assign, let out, hire, sublet or sub-lease all type of lands, plots, buildings, hereditaments, bungalows, quarters, offices, flats, chawls, club, resorts, banquet halls, houses, structures, construction, tenaments, roads, bridges, land, estates and, immovable properties whether freehold or leasehold of any nature and description and where-ever situated in way and partly consideration for a gross shim or rent or partly in one in other or any consideration.*
4. *To act as an agent for purchasing, selling and letting on hire, and houses whether multi-storeyed, commercial land/or residential buildings on commission basis.*
5. *To consolidate or sub-divide, develop, maintain, purchase, sell and letting on hire and sheds and to let out the same on rental or license basis and/or to sell the same on hire-purchase or instalment system or otherwise dispose of the same.*
6. *To acquire by purchase land for the construction of multi-storied buildings and to license the flats there in on suitable terms and conditions.*

### **5.3.30 Main Objects of Transferor Company No. 59**

1. *To carry on the business as buyers, departmental, stores, sellers, importers, exporters, distributors, agents, brokers, factors, stockists, commission and agents dealers of :*
  - a) *All kinds of fabrics, textiles such as decorative, hand and machine made ready-made garments, carpets, durries, mats, rugs, namdas, blankets, shawls, tweeds, linens, flannels, beds spreads, quilts, scarfs, belts, tapestray and all other articles of silk, cotton, woollen and worsted materials and all sorts of apparels, dressing materials, mixed, blended products, nylon, polyster fibre, yarn, hosiery and mixed fabrics, natural silk fabrics and garments.*
  - b) *Engineering goods, machine tools, hand tools, small tools, metals, alloys iron, pipe fittings, nuts and bolts, bicycles and accessories, automobiles parts, steels and stainless steel and iron products, ores and scraps, metallurgical residues hides, skins,*



*leather goods, furs, bristles, tobacco (raw and manufactured) hemp seeds, oils and cakes, vanaspati, textile, fibre and waste coir, and jute. and products thereof, wood and timber, bones crushed and uncrushed, industrial diamonds, immovable properties coal and charcoal, glue, gums and resins, ivory, lac, shellac, manures, pulp, or wood rags, rubber, tanning substance, wax, quartz crystal chemicals and chemical, preparations, plastic and linoleum articles, glass ware, handicrafts, handloom, toys, gold, precious stones, ornaments, jewelleries pearls, building materials hardware item, drugs and medicines, soaps, paints, instruments, apparatus and appliances machinery and mill work and parts thereof, paper and stationery, News Prints, sports goods, druggets, in dressing materials, cosmetics, wigs, belting, cinematograph films exposed, rubber and plastic goods, starch, umbrellas, crown, corks, batteries, surgical and musical instruments, marble and hardware items traditional calenders, all kinds of books and manuscripts, electric and electronic products of all kinds, sanitary ware and fittings, woollen textiles, natural fibre, products, cellulose and cellulosic products, mixed blended products, fish and fish products, fodder bran, Flowers, Agra Products, fruits, nuts, cashew nuts, kernels, grains, pulses, flour, confectionery provisions, alcohol, beverages, perfumes, spirits, spices and tea, coffee, sugar and molasses, vegetables and vegetable products, processed foods and packed food products, all kinds of fabric, garments and hosiery goods, Agar bati, Dhupbatti carpets, Durries, furnitures and packing materials.*

- 2. To act as an export house, tradings house, liaison agent and consultant in respect of the business as referred to in sub-clause (1) above.*
- 3. To act as export agents and purchase and sale representatives to stockists, processing units, units engaged in village industries in connection with the business as referred to in sub-clause (1) above.*
- 4. To act as an advisor and/or consultant on all matters relating to construction business, town planning, landscape, architecture, structure engineers, contractor and to prepare complete scheme, drawing plans and estimates and to provide technical knowhow in India or abroad, expert of maps, drawings design models, taking overseas contracts of land & building.*
- 5. To provide guarantee or act as surety for any person or Company in connection with any loan taken or granted to that person or Company and to mortgage or hypothecate any of its movable and/or immovable assets in connection therewith.*

### **5.3.31 Main Objects of Transferor Company No. 63**

1. *To buy, exchange, purchase or construct any immovable property such as houses, buildings, markets, cinema halls, Multiplexes, shopping malls, shops, townships, housing projects, industrial sheds & lands and to provide roads, drains, water supply, electricity and lights, within these areas, to divide the same into suitable plots and rent for sell the plots to the people for building, houses, villas, bungalows, farmhouse & colonies for workmen according to schemes approved by improvement trusts, development boards and municipal boards there on and to rent or sell (the same to the public and realize cost in lump sum or on instalments or by hire purchase system or otherwise to start any housing scheme in India or abroad*
2. *To carry on the business as builders, real estate developers, promoters of residential houses and Commercial properties, Consultants, civil engineers, architects, surveyors, designers, town planners, estimators, valuers, interior and exterior decorators, general and government civil contractors of immovable properties all types of structural and engineering work, interior designing, Land scaping and graphics.*
3. *To engage in Infrastructure development, real estate promoters, developers & project management association including civil, mechanical, electrical, and all other types erection, commissioning of projects, project trading as well as consultant for execution of projects on turnkey basis for equipment's of industrial, domestic and other purposes.*
4. *To construct, maintain, erect and lay out roads, highway, sewers, drains, electric lines, cables and gas lines, heat and light supply work, godowns, pleasure grounds, parks, gardens, docks, embankments, bridges wharves, Canals, irrigation reclamations, Improvements, sewage, sanitary telegraphic, telephone works, warehouses, markets, public buildings, in over and under the estate or any other company or person or body-corporate.*
5. *To acquire land or buildings and to construct/reconstruct/ improve/ develop/ redevelop/ manage the building for setting up international class Special Economic Zones (SEZ's), Export Promotion Zones (EPZ's), Information Technology Park (ITP's), Software Technology Parks (STP's) or other specialized Zones/ Sectors to carry on the business of IT/I.T. enabled services, Business processes and services, Call Centres, Data Processing, Supports Centres" Web-Site Services etc. as permitted by law.*

### **5.3.32 Main Objects of Transferee Company**

1. *To carry on the business as owners, builders, colonizers, developers, promoters, proprietors, occupiers, lessors, civil contractors, maintainers and mortgagers of residential, commercial and industrial building, colonies, mill's & factory's sheds and buildings, workshop's buildings, cinema houses buildings and to deal in all kinds of immovable properties whether belonging to the Company or not.*
2. *To undertake and to carry on the business of purchasing, selling and developing any type of land or plot whether residential, commercial, industrial, rural or urban that may belong to company or to any other person of whatever nature and, to deal in land or immovable properties of any description or nature on commission basis and for that purpose to make agreements to sell the land of the company or of anybody else and to deal in building material electrical and civil materials.*
3. *To consolidate or subdivide, develop, maintain, purchase, sell and letting on hire farm houses and sheds and to let out the same on rental or license basis and/or to sell the same on hire purchase or installment system or other basis, dispose of the same and to acquire land for the construction of multi-storied buildings and to license the flats therein on suitable terms and conditions and to carry on the business of buy, sell, trade, import, export, contract, suppliers and dealer in all kinds of buildings materials and other materials used in construction activities.*
4. *To erect and to construct houses, buildings or civil and constructional works of every description on any land of the company or upon any other lands or immovable property and to purchase, take on lease, acquire in exchange or otherwise own, hold, occupy, construct, erect, alter, develop, colonies, decorate furnish, pull down, improve, repair, renovate, build, plan, layout, set, transfer, mortgage, charge, assign, let out on hire, sublet or sublease all type of lands, plots, buildings, hereditaments, bungalows, quarters, offices, flats, chawls, warehouses, godowns, shops, stalls, markets, hotels and restaurants, building, banquet halls, houses, structures, constructions, tenements, roads, bridges, land, estates and immovable properties whether freehold or lease hold of any nature and description and where ever situated in way and partly consideration for a gross sum or rent or partly in one in other or any consideration.*

### **5.4 Business Activities of the Applicant Companies No. 1 to 68:**

All the Applicant Companies are engaged in the real estate business in various capacity, led by the Transferee Company-BPTP Ltd being the Flagship Company of the Group.

#### 5.5 Capital Structure of the Applicant Companies No. 1 to 68:

- i. All the Applicant Companies are closely held un-listed Group Companies under common management and control. Present Capital Structure of these Companies is given below:

<b>Particulars</b>	<b>Authorised Share Capital</b>	<b>Issued, Subscribed and Paid-up Share Capital</b>
Transferor Company No. 1	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Transferor Company No. 2	₹15,00,00,000 divided into 1,50,00,000 Equity Shares of ₹10 each.	₹8,37,99,650 divided into 83,79,965 Equity Shares of ₹10 each.
Transferor Company No. 3	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Transferor Company No. 4	₹3,30,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 32,50,000 Preference Shares of ₹10 each aggregating to ₹3,25,00,000.	₹2,55,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 25,00,000 (12%) Non-cumulative Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹2,50,00,000.
	The Transferor Company No. 4 has also issued 2,30,00,000 Fully Convertible Debentures (FCDs) of ₹10 each aggregating to ₹23,00,00,000/- in the following manner : 1,00,00,000 FCDs on 1 <sup>st</sup> October, 2022 50,00,000 FCDs on 9 <sup>th</sup> November, 2022 and 80,00,000 FCDs on 10 <sup>th</sup> November, 2022	
Transferor Company No. 5	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10.
Transferor Company No. 6	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Transferor Company No. 7	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Transferor Company No. 8	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Transferor Company No. 9	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.

<b>Particulars</b>	<b>Authorised Share Capital</b>	<b>Issued, Subscribed and Paid-up Share Capital</b>
Transferor Company No. 10	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Transferor Company No. 11	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Transferor Company No. 12	₹2,12,50,000 divided into 10,00,000 Equity Shares of ₹10 each aggregating to ₹1,00,00,000; and 11,25,000 Preference Shares of ₹10 each aggregating to ₹1,12,50,000.	₹2,10,44,050 divided into 10,00,000 Equity Shares of ₹10 each aggregating to ₹1,00,00,000; and 11,04,405 Compulsorily Convertible Preference Shares of ₹10 each aggregating to ₹1,10,44,050.
Transferor Company No. 13	₹55,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 5,00,000 Redeemable Non-cumulative Preference Shares of ₹10 each aggregating to ₹50,00,000.	₹55,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 5,00,000 (12%) Non-cumulative Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹50,00,000.
Transferor Company No. 14	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 15	₹75,00,000 divided into 7,50,000 Equity Shares of ₹10 each.	₹54,00,000 divided into 5,40,000 Equity Shares of ₹10 each.
Transferor Company No. 16	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 17	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 18	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 19	₹1,05,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 10,00,000 Redeemable Non-cumulative Preference Shares of ₹10 each aggregating to ₹1,00,00,000.	₹1,01,05,000 divided into 10,500 Equity Shares of ₹10 each aggregating to ₹1,05,000; and 10,00,000 (12%) Non-cumulative Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹1,00,00,000.

<b>Particulars</b>	<b>Authorised Share Capital</b>	<b>Issued, Subscribed and Paid-up Share Capital</b>
Transferor Company No. 20	₹10,00,000 divided into 1,00,000 Equity Shares of ₹10 each.	₹7,50,000 divided into 75,000 Equity Shares of ₹10 each.
Transferor Company No. 21	₹30,00,000 divided into 3,00,000 Equity Shares of ₹10 each.	₹27,54,000 divided into 2,75,400 Equity Shares of ₹10 each.
Transferor Company No. 22	₹1,75,00,000 divided into 17,50,000 Equity Shares of ₹10 each.	₹1,75,00,000 divided into 17,50,000 Equity Shares of ₹10 each.
Transferor Company No. 23	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 24	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.  The Transferor Company No. 24 has also issued 50,00,000 Unsecured Fully Convertible Debentures (FCD-Series-I) of ₹10 each aggregating to ₹5,00,00,000: and 4,34,783 Unsecured Fully Convertible Debentures (FCD-Series-II) of ₹23 each aggregating to ₹1,00,00,009.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Transferor Company No. 25	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 26	₹50,00,000 divided into 5,00,000 Equity Shares of ₹10 each.	₹50,00,000 divided into 5,00,000 Equity Shares of ₹10 each.
Transferor Company No. 27	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 28	₹26,05,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 2,60,00,000 Preference Shares of ₹10 each aggregating to ₹26,00,00,000.	₹26,01,00,000 divided into 10,000 Equity Shares of ₹10 each aggregating to ₹1,00,000; and 2,60,00,000 Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹26,00,00,000.
Transferor Company No. 29	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 30	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 31	₹2,00,00,000 divided into 20,00,000 Equity Shares of ₹10 each.	₹1,05,000 divided into 10,500 Equity Shares of ₹10 each.

<b>Particulars</b>	<b>Authorised Share Capital</b>	<b>Issued, Subscribed and Paid-up Share Capital</b>
Transferor Company No. 32	₹15,00,000 divided into 1,50,000 Equity Shares of ₹10 each.	₹10,20,000 divided into 1,02,000 Equity Shares of ₹10 each.
Transferor Company No. 33	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 34	₹30,00,000 divided into 3,00,000 Equity Shares of ₹10 each.	₹25,50,000 divided into 2,55,000 Equity Shares of ₹10 each.
Transferor Company No. 35	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 36	₹70,00,000 divided into 2,00,000 Equity Shares of ₹10 each aggregating to ₹20,00,000; and 5,00,000 Preference Shares of ₹10 each aggregating to ₹50,00,000.	₹65,00,000 divided into 1,50,000 Equity Shares of ₹10 each aggregating to ₹15,00,000; and 5,00,000 (12%) Non-cumulative Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹50,00,000.
Transferor Company No. 37	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹4,50,000 divided into 45,000 Equity Shares of ₹10 each.
Transferor Company No. 38	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹4,98,750 divided into 49,875 Equity Shares of ₹10 each.
Transferor Company No. 39	₹80,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 7,50,000 Preference Shares of ₹10 each aggregating to ₹75,00,000.	₹79,00,000 divided into 40,000 Equity Shares of ₹10 each aggregating to ₹4,00,000; and 7,50,000 (12%) Non-cumulative Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹75,00,000.
Transferor Company No. 40	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 41	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,02,000 divided into 10,200 Equity Shares of ₹10 each.
Transferor Company No. 42	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Transferor Company No. 43	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.

<b>Particulars</b>	<b>Authorised Share Capital</b>	<b>Issued, Subscribed and Paid-up Share Capital</b>
Transferor Company No. 44	₹5,00,000 divided into 50,000 Equity Shares of ₹ 10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 45	₹30,00,000 divided into 3,00,000 Equity Shares of ₹10 each.	₹26,52,000 divided into 2,65,200 Equity Shares of ₹10 each.
Transferor Company No. 46	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 47	₹50,00,000 divided into 5,00,000 Equity Shares of ₹10 each.	₹50,00,000 divided into 5,00,000 Equity Shares of ₹10 each.
Transferor Company No. 48	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 49	₹4,35,00,000 divided into 30,50,000 Equity Shares of ₹10 each aggregating to ₹3,05,00,000; and 13,00,000 Preference Shares of ₹10 each aggregating to ₹1,30,00,000.	₹2,99,53,740 divided into 20,407 Class-A Equity Shares of ₹10 each aggregating to ₹2,04,070; 16,99,896 Class-B Equity Shares of ₹10 each aggregating to ₹1,69,98,960; and 12,75,071 Class-C Equity shares of ₹10 each aggregating to ₹1,27,50,710.
Transferor Company No. 50	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 51	₹27,00,000 divided into 1,00,000 Equity Shares of ₹10 each aggregating to ₹10,00,000; and 1,70,000 Preference Shares of ₹10 each aggregating to ₹17,00,000.	₹20,00,000 divided into 50,000 'Class-A' Equity Shares of ₹10 each aggregating to ₹5,00,000; 50,000 'Class-B' Equity Shares of ₹10 each aggregating to ₹5,00,000; and 1,00,000 Compulsorily Convertible Preference Shares of ₹10 each aggregating to ₹10,00,000.
Transferor Company No. 52	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,05,000 divided into 10,500 Equity Shares of ₹10 each.
Transferor Company No. 53	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 54	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,05,000 divided into 10,500 Equity Shares of ₹10 each.



<b>Particulars</b>	<b>Authorised Share Capital</b>	<b>Issued, Subscribed and Paid-up Share Capital</b>
Transferor Company No. 55	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 56	₹45,00,000 divided into 2,00,000 Equity Shares of ₹10 each aggregating to ₹20,00,000; and 2,50,000 Preference Shares of ₹10 each aggregating to ₹25,00,000.	₹40,00,000 divided into 1,50,000 Equity Shares of ₹10 each aggregating to ₹15,00,000; and 2,50,000 (12%) Non-cumulative Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹25,00,000.
Transferor Company No. 57	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 58	₹15,00,000 divided into 1,50,000 Equity Shares of ₹10 each.	₹12,24,000 divided into 1,22,400 Equity Shares of ₹10 each.
Transferor Company No. 59	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹3,55,000 divided into 35,500 Equity Shares of ₹10 each.
Transferor Company No. 60	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,05,000 divided into 10,500 Equity Shares of ₹10 each.
Transferor Company No. 61	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,02,000 divided into 10,200 Equity Shares of ₹10 each.
Transferor Company No. 62	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,05,000 divided into 10,500 Equity Shares of ₹10 each.
Transferor Company No. 63	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 64	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 65	₹10,00,000 divided into 1,00,000 Equity Shares of ₹10 each.	₹7,35,000 divided into 73,500 Equity Shares of ₹10 each.
Transferee Company	₹1000,00,00,000 divided into 75,00,00,000 Equity Shares of ₹10 each aggregating to ₹750,00,00,000; and 25,00,00,000 Preference Shares of ₹10 each aggregating to ₹250,00,00,000.	₹256,76,14,310 divided into 25,67,61,431 Equity Shares of ₹10 each.

<b>Particulars</b>	<b>Authorised Share Capital</b>	<b>Issued, Subscribed and Paid-up Share Capital</b>
	The Transferee Company has also issued 1,320 Secured Non-Convertible Debentures (NCD) of ₹10,00,000 each aggregating to ₹132,00,00,000.	
Resulting Company No. 1	₹3,10,00,000 divided into 31,00,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
	The Resulting Company No. 1 has also issued 30,10,000 Fully Convertible Debentures (FCDs) of ₹10 each aggregating to ₹3,01,00,000/- on 24 <sup>th</sup> November, 2022.	
Resulting Company No. 2	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.

- ii. As mentioned above, the Transferor Company No. 24 has issued 50,00,000 Un-secured Fully Convertible Debenture (FCD-Series-I) of ₹10 each aggregating to ₹5,00,00,000; and 4,34,783 Un-secured Fully Convertible Debenture (FCD-Series-II) of ₹23 each aggregating to 1,00,00,009. The Transferee Company has issued 1,320 Secured Non-Convertible Debenture (NCD) of ₹10,00,000 each aggregating to ₹132,00,00,000.

#### **5.6 Detail of the present Board of Directors of the Applicant Companies No. 1 to 68:**

##### **Transferor Company No. 1–ASG Overseas Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Rakesh Kumar Agrawal	Director	07145183	D-308, Narvana Appts, I.P Ext Patpar Ganj Delhi 110092
Mohit Nagpal	Director	08748455	Qtr No.2, Type 2, D C B Staff Qrts Sadar Bazar, Delhi Cantt Delhi 110010

##### **Transferor Company No. 2 –BTP Parklands Pride Limited**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Amit Kumar Singhal	Director	06439649	E-3/28, Nand Nagri, Delhi-110093
Chandan Kumar	Director	08986255	A-38, 4 <sup>th</sup> Floor, Panchsheel Vihar, Malviya Nagar, New Delhi-110 017
Deep Nath Sharma	Director	07969137	House No. E-637, Gali No. 5, Ganesh Nagar 2 Laxmi Nagar, Shakarpur, East Delhi- 110092

##### **Transferor Company No. 3-BTP Resort Private Limited**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Sudhanshu Tripathi	Director	00925060	H. No. 202, 3 <sup>rd</sup> Floor, Jor Bagh, New Delhi-18
Anoop Garg	Director	03481593	B-169, Saraswati Vihar, Pitampura, North West Delhi, New Delhi-110 034

**Transferor Company No. 4 –Countrywide Promoters Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Rakesh Roshan	Director	02890114	E-392, Inder Enclave-II, Nithari Extn, Block A To E Nithari, Delhi-110 041
Rajesh Kumar	Director	09571412	A-2/202, Ishwar Colony, Phase-5, Aya Nagar, South Delhi, Delhi-110 047

**Transferor Company No. 5–Delhi Strong Build Infrastructure Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Sudhanshu Tripathi	Director	00925060	H. No. 202, 3 <sup>rd</sup> Floor, Jor Bagh, New Delhi-110 003
Inderjeet	Director	06554069	Village & PO Basai, Gurgaon (Haryana)

**Transferor Company No. 6 – Garnish Colonisers Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Rakesh Roshan	Director	02890114	E-392, Inder Enclave-II, Nithari Extn, Block-A to E Nithari, Delhi-110 040
Inderjeet	Director	06554069	Village & PO Basai, Gurgaon (Haryana)
Amit Kumar Singhal	Director	06439649	E-3/28, Nand Nagri, Delhi 110093

**Transferor Company No. 7 – Gateway Infraprojects Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Sudhanshu Tripathi	Director	00925060	H. No. 202, 3 <sup>rd</sup> Floor, Jor Bagh, New Delhi-110003
Rakesh Roshan	Director	02890114	E-392, Inder Enclave-Ii, Nithari Extn, Block-A To E Nithari, Delhi, 110041,
Inderjeet	Director	06554069	Village & PO Basai, Gurgaon (Haryana)

**Transferor Company No. 8 – Lunar Developers Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Inderjeet	Director	06554069	Village & PO Basai, Gurgaon(Haryana)
Rakesh Roshan	Director	02890114	E-392, Inder Enclave-Ii, Nithari Extn, Block-A To E Nithari, Delhi, 110041

**Transferor Company No.9 – Moonlight Buildmart Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Inderjeet	Director	06554069	Village & PO Basai, Gurgaon(Haryana)
Rakesh Kumar Agrawal	Director	07145183	D-308, Narvana Appts, IP Ext Patpar Ganj Delhi 110092,

**Transferor Company No.10 –Remarkable Estate Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Mohit Nagpal	Director	08748455	QTR No.2, Type 2, D C B Staff Qrts, Sadar Bazar, Delhi Cantt, Delhi 110010
Sudhanshu Tripathi	Director	00925060	H. No. 202, 3rd Floor, Jor Bagh, New Delhi-110 003

**Transferor Company No. 11 –Super Belts Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Mohit Nagpal	Director	08748455	Qtr No.2, Type 2, D C B Staff Qrts, Sadar Bazar, Delhi Cantt, Delhi 110010
Rakesh Kumar Agrawal	Director	07145183	D-308, Narvana Appts, IP Ext Patpar Ganj Delhi 110092

**Transferor Company No. 12 – Triangle Builders and Promoters Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Kabul Chawla	Director	00153683	7, Amrita Shergill Marg, New Delhi-110 003
Inderjeet	Director	06554069	Village & PO Basai, Gurgaon, Haryana
Anoop Garg	Director	03481593	B-169, Saraswati Vihar, Pitampura, North West Delhi, New Delhi-110 034

**Transferor Company No. 13 –Well Worth Developers Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Sudhanshu Tripathi	Director	00925060	H.No. 202, 3 <sup>rd</sup> Floor, Jor Bagh, New Delhi-110 003
Amit Kumar Singhal	Director	06439649	E-3/28, Nand Nagri, Delhi-110093

**Transferor Company No.14 –Antariksh Construction Company Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Rakesh Kumar Agrawal	Director	07145183	D-308, Narvana Appts, Ip Ext, Patpar Ganj, Delhi, 110092
Rahul Dahiya	Director	06554074	M-131, I Floor, Ashiana Aangan, Bhiwadi-301019, Rajasthan

**Transferor Company No.15 –Anupam Towers Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Sudhanshu Tripathi	Director	00925060	H.No.202, 3 <sup>rd</sup> Floor, Jor Bagh, New Delhi-110003
Amit Kumar Singhal	Director	06439649	E-3/28, Nand Nagri, Delhi 110093

**Transferor Company No.16 –Ashirbad Buildwell Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Deep Nath Sharma	Director	07969137	H. No. -E-637, Gali No 5 Ganesh Nagar 2, Laxmi Nagar, Shakarpur, East Delhi 110092
Rakesh Kumar Agrawal	Director	07145183	D-308, Narvana Appts, IP Ext, Patpar Ganj, Delhi, 110092

**Transferor Company No.17 –Brainwave Builders Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Rakesh Roshan	Director	02890114	E-392, Inder Enclave-Ii Nithari Extn, Block-A To E Nithari Delhi 110041
Yashpal Singh Antil	Director	06983728	1705, TP-IV, DA Flats Gulabi Bagh Delhi-110 007

**Transferor Company No.18 –Bright Star Builders Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Rakesh Kumar Agrawal	Director	07145183	D-308, Narwana Apartment, 89 I.P. Extn., Patpar Ganj, Shakarpur, East Delhi Delhi 110092
Rahul Dahiya	Director	06554074	M-131, 1st Floor Ashiana Aangan Bhiwadi 301019 Rajasthan

**Transferor Company No.19 – Business Park Builders Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Jaspreet Singh	Director	06372848	H. No-70-C/7, Old Tezab Mill, Bhola Nath Nagar, Shahdara, Delhi-110032
Rakesh Kumar Agrawal	Director	07145183	D-308, Narvana Apptts, Ip Ext, Patpar Ganj, Delhi, 110092

**Transferor Company No.20 – Business Park Developers Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Rahul Dahiya	Director	06554074	M-131, 1 <sup>st</sup> Floor, Ashiana Aangan, Bhiwadi, 301019, Rajasthan
Rakesh Roshan	Director	02890114	E-392, Inder Enclave-Ii Nithari Extn, Block-A To E Nithari Delhi 110041

**Transferor Company No.21– Business Park Overseas Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Deep Nath Sharma	Director	07969137	H.No. -E-637, Gali No 5 Ganesh Nagar 2, Laxmi Nagar, Shakarpur East Delhi- 110092
Rakesh Roshan	Director	02890114	E-392, Inder Enclave-Ii Nithari Extn, Block-A To E Nithari Delhi 110041

**Transferor Company No.22–Business Park Promoters Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Sudhanshu Tripathi	Director	00925060	H.No.202, 3 <sup>rd</sup> Floor, Jor Bagh, New Delhi-110 003
Amit Kumar Singhal	Director	06439649	E-3/28, Nand Nagri, Delhi 110093

**Transferor Company No.23–Delite Realtech Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Deep Nath Sharma	Director	07969137	H. No. 637, Gali No.5, Ganesh Nagar-2, Laxmi Nagar, Shakarpur, East Delhi-110092
Rakesh Kumar Agrawal	Director	07145183	D-308, Narvana Apptts, IP Ext, Patpar Ganj, Delhi, 110092

**Transferor Company No.24–Designer Realtors Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Ramanjit Sahni	Director	03430943	H.No-55,Sf,Block F, Vikas Puri, New Delhi, 110018
Rakesh Kumar Agrawal	Director	07145183	D-308, Narvana Apptts, Ip Ext, Patpar Ganj, Delhi, 110092

**Transferor Company No.25–Digital SEZ Developers Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Deep Nath Sharma	Director	07969137	H.No. -E-637, Gali No 5 Ganesh Nagar 2, Laxmi Nagar, Shakarpur East, Delhi 110092
Rakesh Kumar Agrawal	Director	07145183	D-308, Narvana Apptts, IP Ext, Patpar Ganj, Delhi, 110092

**Transferor Company No.26–Druzba OVerseas Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Inderjeet	Director	06554069	Village & PO Basai, Gurgaon (Haryana)
Anoop Garg	Director	03481593	B-169, Saraswati Vihar, Pitampura, North West Delhi, New Delhi-110 034

**Transferor Company No.27–Elite Realtech Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Deep Nath Sharma	Director	07969137	H.No. E-637, Gali No.-5, Ganesh Nagar-2 Laxmi Nagar, Shakarpur, East Delhi New Delhi 110092

Rakesh Kumar Agrawal	Director	07145183	D-308, Narwana Apartment, 89 I.P. Extn., Patpar Ganj, Shakarpur, East Delhi Delhi 110092
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**Transferor Company No.28–Eventual Builders Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Rahul Dahiya	Director	06554074	M-131, 1 <sup>st</sup> Floor, Ashiana Aangan, Bhiwadi, 301019, Rajasthan
Rakesh Kumar Agrawal	Director	07145183	D-308, Narvana Apptts, Ip Ext, Patpar Ganj, Delhi, 110092.

**Transferor Company No.29–Excel Infraventures Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Inderjeet	Director	06554069	Village & PO Basai, Gurgaon (Haryana)
Amit Kumar Singhal	Director	06439649	E-3/28, Nand Nagri, Delhi-110093

**Transferor Company No.30–Focus Builders Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Yashpal Singh Antil	Director	06983728	1705 TP-IV, DA Flats, Gulabi Bagh, Delhi, 110007
Jay Shankar	Director	08174759	House No. B-403, Princess Park, Sector-86, Kheli Kalan (113), Faridabad-121002 (HR)

**Transferor Company No.31–Fragrance Construction Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Subramanian Venkat Narayanan	Director	03584005	C-202, Hind Apartment plot No. 12 Sector 5, Dwarka, Delhi 110075
Mohit Nagpal	Director	08748455	QTR No.2, Type 2, D C B Staff Qrts Sadar Bazar, Delhi Cantt Delhi 110010

**Transferor Company No.32–GAG Constructions Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
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Om Prakash Singh	Director	07332785	A-2/66, Gali No.-14 Aya Nagar, Phase-V, South Delhi Delhi 110047
Deep Nath Sharma	Director	07969137	H.No. -E-637, Gali No 5 Ganesh Nagar 2, Laxmi Nagar, Shakarpur East Delhi 110092

**Transferor Company No.33–Garland Infrastructure Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Subramanian Venkat Narayanan	Director	03584005	C-202, Hind Apartment plot No. 12 Sector 5, Dwarka, Delhi 110075
Rakesh Roshan	Director	02890114	E-392, Inder Enclave-II. Nithari Extn, Block-A to E Nithari, Delhi-110 040

**Transferor Company No.34– Gitanjali Promoters Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Anoop Garg	Director	03481593	B-169, Saraswati Vihar, Pitampura, North West Delhi, New Delhi-110 034
Jaspreet Singh	Director	06372848	H. No-70-C/7, Old Tezab Mill, Bhola Nath Nagar, Shahdara, Delhi-110032

**Transferor Company No.35–Glaze Buildcon Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Deep Nath Sharma	Director	07969137	H.No. -E-637, Gali No 5 Ganesh Nagar 2, Laxmi Nagar, Shakarpur East Delhi 110092
Rakesh Kumar Agrawal	Director	07145183	D-308, Narvana Appts, Ip Ext, Patpar Ganj, Delhi, 110092, Delhi, India

**Transferor Company No.36–Glitz Builders and Promoters Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Anoop Garg	Director	03481593	B-169, Saraswati Vihar, Pitampura, North West Delhi, New Delhi-110 034
Jaspreet Singh	Director	06372848	H. No-70-C/7, Old Tezab Mill, Bhola Nath

			Nagar, Shahdara, Delhi-110032
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**Transferor Company No.37–Green Park Estates Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Chandan Kumar	Director	08986255	A-38, 4 <sup>th</sup> Floor, Panchsheel Vihar, Malviya Nagar, New Delhi-110 017
Ramanjit Sahni	Director	03430943	H.No-55,Sf,Block F, Vikas Puri, New Delhi,

**Transferor Company No.38–Green Valley Housing & Land Development Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Subramanian Venkat Narayanan	Director	03584005	C-202, Hind Apartment Plot No. 12 Sector 5, Dwarka, Delhi 110075
Ramanjit Sahni	Director	03430943	H.No-55,Sf,Block F, Vikas Puri, New Delhi, 110018,

**Transferor Company No.39–Green Valley Towers Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Om Prakash Singh	Director	07332785	A-2/66, Gali No.-14 Aya Nagar, Phase-V, South Delhi 110047
Ramanjit Sahni	Director	03430943	H.No-55,Sf,Block F, Vikas Puri, New Delhi, 110018

**Transferor Company No.40–Grow High Realtors Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Deep Nath Sharma	Director	07969137	H.No. -E-637, Gali No 5 Ganesh Nagar 2, Laxmi Nagar, Shakarpur East Delhi 110092
Rakesh Kumar Agrawal	Director	07145183	D-308, Narvana Apptts, Ip Ext, Patpar Ganj, Delhi, 110092

**Transferor Company No.41–IAG Promoters and Developers Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Chandan Kumar	Director	08986255	A-38, 4 <sup>th</sup> Floor, Panchsheel Vihar,

			Malviya Nagar, New Delhi-110 017
Ramanjit Sahni	Director	03430943	H.No-55,Sf,Block F, Vikas Puri, New Delhi, 110018

**Transferor Company No.42–Imagine Builders Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Deep Nath Sharma	Director	07969137	H. No. -E-637, Gali No 5 Ganesh Nagar 2, Laxmi Nagar, Shakarpur East Delhi 110092
Rakesh Kumar Agrawal	Director	07145183	D-308, Narvana Appts, Ip Ext, Patpar Ganj, Delhi, 110092

**Transferor Company No.43–Impartial Builders Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Subramanian Venkat Narayanan	Director	03584005	C-202, Hind Apartment plot No. 12 Sector 5, Dwarka, Delhi 110075
Rakesh Roshan	Director	02890114	E-392, Inder Enclave-II, Nithari Extn, Block-A to E Nithari, Delhi, 110041

**Transferor Company No.44–Impower Infrastructure Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Chandan Kumar	Director	08986255	A-38, 4 <sup>th</sup> Floor, Panchsheel Vihar, Malviya Nagar, New Delhi-11- 017
Rakesh Roshan	Director	02890114	10/80,West Punjabi Bagh, New Delhi, 110055

**Transferor Company No.45–ISG Estates Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Chandan Kumar	Director	08986255	A-38, 4 <sup>th</sup> Floor, Panchsheel Vihar, Malviya Nagar, New Delhi-110 017
Mohit Nagpal	Director	08748455	QTR No.2, Type 2, D C B Staff Qrts, Sadar Bazar, Delhi Cantt, Delhi 110010

**Transferor Company No.46–Jasmine Buildtech Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Chandan Kumar	Director	08986255	A-38, 4 <sup>th</sup> Floor, Panchsheel Vihar, Malviya Nagar, New Delhi-110 017
Ramanjit Sahni	Director	03430943	H.No-55,Sf,Block F, Vikas Puri, New Delhi, 110018

**Transferor Company No.47–KA Promoters & Developers Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Inderjeet	Director	06554069	Vilalge & PO Basai, Gurgaon (Haryana)
Mohit Nagpal	Director	08748455	QTR No.2, Type 2, D C B Staff Qrts, Sadar Bazar, Delhi Cantt, Delhi 110010

**Transferor Company No.48–Merit Marketing Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Deep Nath Sharma	Director	07969137	H.No. -E-637, Gali No 5 Ganesh Nagar 2, Laxmi Nagar, Shakarpur East Delhi 110092
Rakesh Kumar Agrawal	Director	07145183	D-308, Narvana Apptts, I.P Ext, Patpar Ganj, Delhi, 110092

**Transferor Company No.49–Native Buildcon Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Deep Nath Sharma	Director	07969137	H.No. -E-637, Gali No 5 Ganesh Nagar 2, Laxmi Nagar, Shakarpur East Delhi 110092
Anoop Garg	Director	03481593	B-169, Saraswati Vihar, Pitampura, North West Delhi, New Delhi-110 034

**Transferor Company No.50–Passionate Builders Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Rakesh Roshan	Director	02890114	E-392, Inder Enclave-II, Nithari Extn, Block A

			To E Nithari, Delhi-110 041
Rajesh Kumar	Director	09571412	A-2/202, Ishwar Colony, Phase-5, Aya Nagar, South Delhi, Delhi-110 047

**Transferor Company No.51–Perpetual Infracon Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Kabul Chawla	Director	00153683	7, Amrita Shergill, New Delhi-110 003
Sudhanshu Tripathi	Director	00925060	H. No. 202, 3 <sup>rd</sup> Floor, Jor Bagh, New Delhi-110 003

**Transferor Company No.52–Poonam Promoters And Developers Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Inderjeet	Director	06554069	Village & PO Basai, Gurgaon (HRY)-122006
Mohit Nagpal	Director	08748455	QTR No.2, Type 2, D C B Staff Qrts, Sadar Bazar, Delhi Cantt, Delhi 110010

**Transferor Company No.53–Precision Infrastructure Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Ramanjit Sahni	Director	03430943	H.No-55,Sf,Block F, Vikas Puri, New Delhi, 110018
Chandan Kumar	Director	08986255	A-38, 4 <sup>th</sup> Floor, Panchsheel Vihar, Malviya Nagar, New Delhi-110 017

**Transferor Company No.54– Rainbow Promoters Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Om Prakash Singh	Director	07332785	A-2/66, Gali No.-14 Aya Nagar, Phase-V, South Delhi Delhi 110047
Ramanjit Sahni	Director	03430943	H.No-55,Sf,Block F, Vikas Puri, New Delhi, 110018

**Transferor Company No.55–Saraswati Kunj Infrastructure Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Chandan Kumar	Director	08986255	A-38, 4 <sup>th</sup> Floor, Panchsheel Vihar, Malviya Nagar, New Delhi-110 017
Ramanjit Sahni	Director	03430943	H.NO-55, SF, Block-F, Vikas Puri, New Delhi-110 018.

**Transferor Company No.56–Shalimar Town Planners Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Mohit Nagpal	Director	08748455	Qtr No.2, Type 2, D C B Staff Qrts, Sadar Bazar, Delhi Cantt, Delhi 110010
Ramanjit Sahni	Director	03430943	H.No-55,Sf,Block F Vikas Puri New Delhi 110018

**Transferor Company No.57–Shrinkhla Infrastructure Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Chandan Kumar	Director	08986255	A-38, 4 <sup>th</sup> Floor, Panchsheel Vihar, Malviya Nagar, New Delhi-110 017
Jaspreet Singh	Director	06372848	H. No-70-C/7, Old Tezab Mill, Bhola Nath Nagar, Shahdara, Delhi-110032

**Transferor Company No.58–Sunaina Towers Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Subramanian Venkat Narayanan	Director	03584005	C-202, Hind Apartment plot No. 12 Sector 5, Dwarka, Delhi 110075
Rahul Dahiya	Director	06554074	M-131, IST Floor, Ashiana Aangan, Bhiwadi, 301019, Rajasthan.

**Transferor Company No.59–Sunglow Overseas Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Inderjeet	Director	06554069	Vilalge & PO Basai, Gurgaon, Haryana
Mohit Nagpal	Director	08748455	QTR No.2, Type 2, D C B Staff Qrts, Sadar

			Bazar, Delhi Cantt, Delhi 110010
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**Transferor Company No.60–Supergrowth Constructions Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Subramanian Venkat Narayanan	Director	03584005	C-202, Hind Apartment plot No. 12 Sector 5, Dwarka, Delhi 110075
Rahul Dahiya	Director	06554074	M-131, 1st Floor Ashiana Aangan Bhiwadi 301019 Rajasthan

**Transferor Company No.61–USG Buildwell Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Subramanian Venkat Narayanan	Director	03584005	C-202, Hind Apartment plot No. 12 Sector 5, Dwarka, Delhi 110075
Rahul Dahiya	Director	06554074	M-131, 1 <sup>ST</sup> Floor, Ashiana Aangan, Bhiwadi, 301019, Rajasthan

**Transferor Company No.62–Vasundra Promoters Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Inderjeet	Director	06554069	Village & PO Basai, Gurgaon, Haryana
Mohit Nagpal	Director	08748455	QTR No.2, Type 2, D C B Staff Qrts, Sadar Bazar, Delhi Cantt, Delhi 110010

**Transferor Company No.63–Visual Builders Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Om Prakash Singh	Director	07332785	A-2/66, Gali No.-14 Aya Nagar, Phase-V, South Delhi Delhi 110047
Rakesh Roshan	Director	02890114	E-392, Inder Enclave-II, Nithari Extn, Block-A To E Nithari, Delhi, 110041, Delhi

**Transferor Company No.64–Vivek Promoters Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Om Prakash Singh	Director	07332785	A-2/66, Gali No.-14 Aya Nagar, Phase-V, South Delhi Delhi 110047
Amit Kumar Singhal	Director	06439649	E-3/28, Nand Nagri, Delhi-110093

#### **Transferor Company No.65–Westland Developers Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Subramanian Venkat Narayanan	Director	03584005	C-202, Hind Apartment plot No. 12 Sector 5, Dwarka, Delhi 110075
Ramanjit Sahni	Director	03430943	H.No-55,Sf,Block F, Vikas Puri, New Delhi, 110018

#### **Transferee Company–BPTP Limited**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Kabul Chawla	Chairman & Managing Director	00153683	7, Amrita Shergill Marg, New Delhi- 110003
Sudhanshu Tripathi	Whole Time Director	00925060	House No. 202, 3 <sup>rd</sup> Floor, Jor Bagh, New Delhi-110003
Ms. Chitra Menon	Non-Executive Director	08489824	A-302, Gokul Apartment, Plot No. 5B Sector-11, Dwarka, Delhi 110075
Subhash Chander Setia	Non-Executive Director	01883343	KG-1/350, Vikaspuri, Tilak Nagar, Delhi-110 018
Ashok Tyagi	Non-Executive Director	00784563	E-130, First Floor, Greater Kailash-I, New Delhi-110 048

#### **Resulting Company-Logical Builders Pvt Ltd**

<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Om Prakash Singh	Director	07332785	A-2/66, Gali No.4, Aya Nagar, Phase-V, South Delhi, Delhi-110 017
Jay Shankar	Director	08174759	H.NO. B-403, Princess Park, Sector-86, Kheri Kalan, Faridabad, Haryana-121 002

#### **Resulting Company-Praya Buildtech Pvt Ltd**



<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
Amit Kumar Singhal	Director	06439649	E-3/28, Nand Nagri, Delhi-110 093
Anoop Garg	Director	03481593	B-169, Saraswati Vihar, Pitampura, North West Delhi, New Delhi-110 034

**6. Detail of the Promoters:** All the Transferor Companies, the Transferee Company and the Resulting Companies are closely held un-listed Group Companies under common management and control. Mr Kabul Chawla along with his family members are the Core Promoters of all the Companies.

**7.** The proposed Arrangement of ASG Overseas Pvt Ltd, BPTP Parklands Pride Ltd, BPTP Resort Pvt Ltd, Countrywide Promoters Pvt Ltd, Delhi Strong Build Infrastructure Pvt Ltd, Garnish Colonisers Pvt Ltd, Gateway Infraprojects Pvt Ltd, Lunar Developers Pvt Ltd, Moonlight Buildmart Pvt Ltd, Remarkable Estate Pvt Ltd, Super Belts Pvt Ltd, Triangle Builders and Promoters Pvt Ltd, Well Worth Developers Pvt Ltd, Antariksh Construction Company Pvt Ltd, Anupam Towers Pvt Ltd, Ashirbad Buildwell Pvt Ltd, Brainwave Builders Pvt Ltd, Bright Star Builders Pvt Ltd, Business Park Builders Pvt Ltd, Business Park Developers Pvt Ltd, Business Park Overseas Pvt Ltd, Business Park Promoters Pvt Ltd, Delite Realtech Pvt Ltd, Designer Realtors Pvt Ltd, Digital SEZ Developers Pvt Ltd, Druzba Overseas Pvt Ltd, Elite Realtech Pvt Ltd, Eventual Builders Pvt Ltd, Excel Infraventures Pvt Ltd, Focus Builders Pvt Ltd, Fragrance Construction Pvt Ltd, GAG Constructions Pvt Ltd, Garland Infrastructure Pvt Ltd, Gitanjali Promoters Pvt Ltd, Glaze Buildcon Pvt Ltd, Glitz Builders and Promoters Pvt Ltd, Green Park Estates Pvt Ltd, Green Valley Housing & Land Development Pvt Ltd, Green Valley Towers Pvt Ltd, Grow High Realtors Pvt Ltd, IAG Promoters and Developers Pvt Ltd, Imagine Builders Pvt Ltd, Impartial Builders Pvt Ltd, Impower Infrastructure Pvt Ltd, ISG Estates Pvt Ltd, Jasmine Buildtech Pvt Ltd, KA Promoters & Developers Pvt Ltd, Merit Marketing Pvt Ltd, Native Buildcon Pvt Ltd, Passionate Builders Pvt Ltd, Perpetual Infracon Pvt Ltd, Poonam Promoters and Developers Pvt Ltd, Precision Infrastructure Pvt Ltd, Rainbow Promoters Pvt Ltd, Saraswati Kunj Infrastructure Pvt Ltd, Shalimar Town Planners Pvt Ltd, Shrinkhla Infrastructure Pvt Ltd, Sunaina Towers Pvt Ltd, Sunglow Overseas Pvt Ltd, Supergrowth Constructions Pvt Ltd, USG Buildwell Pvt Ltd, Vasundra Promoters Pvt Ltd, Visual Builders Pvt Ltd, Vivek Promoters Pvt Ltd, Westland Developers Pvt Ltd, BPTP Ltd, Logical Builders Pvt Ltd and Praya Buildtech Pvt Ltd, will be affected by the arrangement embodied in the Scheme of Arrangement framed under Sections 230 & 232 of the Companies Act, 2013, read with Sections 66 and 52 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any.

**8. Rationale and Benefits of the Scheme:**

The circumstances which justify and/or necessitate the proposed Composite Scheme of Arrangement and benefits of the proposed Amalgamation and Demerger as perceived by the Board of Directors of these Companies, to the Shareholders and other stakeholders are, inter alia, as follows:

**8.1** The circumstances which justify and/or necessitate the proposed Amalgamation of the Transferor Companies No. 1 to 65 with the Transferee Company-BPTP Ltd are, inter alia, as follows:

- i.** All the Transferor and Transferee Companies are closely held un-listed Group Companies under common management and control. The proposed amalgamation of the Transferor Companies with the Transferee Company would result in consolidation of Group Companies and pooling of their resources into a single entity.
- ii.** The Transferee Company is the Flagship Company of the Group, engaged in real estate business. The Transferor Companies are also engaged in real estate business in various capacities. It would be advantageous to combine the activities and operations in a single Company, to grow the business in an efficient manner, achieve operational synergies and benefits from economies of scale by combining all existing real estate projects launched by the respective Transferor companies with the Transferee Company by way of amalgamation; and build strong capability to effectively meet future challenges in a competitive business environment. The proposed amalgamation will enable integration of respective business activities of the Transferor Companies with those of the Transferee Company.
- iii.** The proposed Amalgamation would result in business synergy, pooling of physical, financial and human resource of these Companies for the optimal utilization of these factors in the combined entity.
- iv.** The proposed Scheme of Arrangement will result in usual economies of a centralized and a large company including elimination of redundancies, reduction of overheads, optimal utilization of financial, human and other resources and enhancement of overall business efficiency. The proposed Scheme of Arrangement will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth.
- v.** The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present are required to be made separately by the Transferee Company as well as by the Transferor Companies.
- vi.** The proposed Scheme of Arrangement would enhance the shareholders' value of the Transferor and the Transferee Companies.
- vii.** The proposed Scheme of Arrangement will have beneficial impact on the Transferor and the Transferee Companies, their shareholders, employees and other stakeholders and all concerned.

**8.2** The circumstances which justify and/or necessitate the proposed Demerger of identified 'Plotted Real Estate Undertaking' and identified 'Retail Real Estate Undertaking' (the Demerged Business 1 & 2,

respectively) of BPTP Ltd into the Resulting Companies No. 1 & 2, respectively, are, inter alia, as follows:

- i.** The Transferee Company is engaged in real estate business and other related activities. To have better management control and administrative convenience, the Transferee Company is proposing to demerge its 'Demerged Business 1 & 2' into two separate companies- the Resulting Companies No. 1 & 2, respectively.
- ii.** The management of Transferee Company intends to demerge two business verticals, viz., identified 'Plotted Real Estate Undertaking' and identified 'Retail Real Estate Undertaking' (the Demerged Business 1 & 2, respectively), which require separate management focus to chart out a clear growth path and unlock value for all involved stakeholders. Further, both these business verticals (i.e., the Demerged Business 1 & 2) have different funding requirements owing to the nature of business activities, and hence are proposed to be carved-out in order to obtain appropriate funding as required by the respective businesses. Accordingly, it is proposed to demerge the 'Demerged Business 1 & 2' of the Transferee Company in separate companies, i.e., Resulting Companies No. 1 & 2, respectively, to run as independent business activities.
- iii.** The Demerger will also enable greater/enhanced focus of management in the respective Demerged Businesses thereby facilitating the management to efficiently capture opportunities for respective businesses. It will also enable future fund raising from investors at specific business vertical level, attracting business specific investors and strategic partners and providing better flexibility in accessing capital, focused strategy and specialization for sustained growth and thereby enable de-leveraging of the respective businesses in the longer-term. The Demerger proposed by this Scheme will enable investors to hold investments in respective businesses with different investment characteristics thereby enabling them to stay invested in the business vertical(s) which best suit their investment strategies and risk profiles.
- iv.** The Demerger will enable creation of focused business entities for the respective Demerged Businesses. The proposed Demerger will impart better management focus, will facilitate administrative convenience and will ensure optimum utilization of various resources by these Companies.
- v.** The proposed Demerger will provide scope for independent expansion of various businesses. It will strengthen, consolidate and stabilize the business of these Companies and will facilitate further expansion and growth of their business. The Transferee Company and the Resulting Companies may pursue organic and inorganic growth opportunities of their respective business activities.
- vi.** The Transferee Company and the Resulting Companies No. 1 & 2 would be able to attract better valuation multiples from investors/capital markets in future, resulting in value unlocking for all the stakeholders.

**vii.** The proposed Demerger will have beneficial impact on the Transferee Company and the Resulting Companies, their employees, shareholders and other stakeholders and all concerned.

**8.3** The Composite Scheme of Arrangement is proposed for the aforesaid reasons. The Board of Directors and Management of the Transferor Companies, the Transferee Company and the Resulting Companies are of the opinion that the proposed Scheme is in the best interest of these Companies, their Shareholders and other stakeholders.

## **9. Salient features of the Scheme of Arrangement**

### **1.1 Salient Features of Amalgamation:**

- i.** On Amalgamation, all assets and liabilities including Income Tax and all other statutory liabilities, if any, of the Transferor Companies No. 1 to 65 will be transferred to and vest in the Transferee Company.
- ii.** On Amalgamation, all the employees of the Transferor Companies in service on the Effective Date, if any, shall become the employees of Transferee Company on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the concerned Transferor Company on the said date.
- iii.** Appointed Date for the Amalgamation will be 1<sup>st</sup> April, 2022, or such other date, as the Hon'ble National Company Law Tribunal or any other competent authority may approve.
- iv.** Share Exchange Ratio for Amalgamation will be as mentioned Below.

### **1.2 Salient Features of Demerger:**

- i.** All assets and liabilities including Income Tax and all other statutory liabilities, if any, of 'Plotted Real Estate Undertaking' and 'Retail Real Estate Undertaking' (Demerged Business 1 & 2, respectively) of BPTP Ltd will be transferred to and vest in Logical Builders Pvt Ltd (the Resulting Company No. 1) and Praya Buildtech Pvt Ltd (the Resulting Company No. 2), respectively.
- ii.** On Demerger, all the employees of the Transferee Company employed in the activities relating to the Demerged Business 1 & 2, respectively, in service on the Effective Date, if any, shall become the employees of the Resulting Companies No. 1 & 2, respectively, on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those applicable to them in the Demerged Business 1 & 2, respectively, of the Transferee Company, on the Effective Date.

- iii. Appointed Date for the Demerger will be 1<sup>st</sup> August, 2022, or such other date, as the Hon'ble National Company Law Tribunal or any other competent authority may approve.
- iv. Share Exchange Ratio for Demerger will be as mentioned below.

**1.3** Upon the Scheme becoming effective, the respective pre-Scheme issued and paid-up share capital of the Resulting Companies No. 1 & 2 which consists of 10,000 Equity Shares of ₹10 each aggregating ₹1,00,000, will be cancelled, without any payment being made to any shareholder against such cancellation.

**10. Extracts of the Scheme:** Extracts of the selected clauses of the Scheme are reproduced below in italics (points/clauses referred to in this part are of the Scheme of Arrangement):

#### **A. DEFINITIONS**

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as given below:

**1.1** **"Act"** means the Companies Act, 2013 (18 of 2013), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable Rules made there under and includes any amendments, statutory re-enactments and modifications thereof for the time being in force; and the Companies Act, 1956 (1 of 1956), to the extent applicable, if any.

**1.2** **"Amalgamation"** means amalgamation of ASG Overseas Pvt Ltd, BPTP Parklands Pride Ltd, BPTP Resort Pvt Ltd, Countrywide Promoters Pvt Ltd, Delhi Strong Build Infrastructure Pvt Ltd, Garnish Colonisers Pvt Ltd, Gateway Infracore Pvt Ltd, Lunar Developers Pvt Ltd, Moonlight Buildmart Pvt Ltd, Remarkable Estate Pvt Ltd, Super Belts Pvt Ltd, Triangle Builders and Promoters Pvt Ltd, Well Worth Developers Pvt Ltd, Antariksh Construction Company Pvt Ltd, Anupam Towers Pvt Ltd, Ashirbad Buildwell Pvt Ltd, Brainwave Builders Pvt Ltd, Bright Star Builders Pvt Ltd, Business Park Builders Pvt Ltd, Business Park Developers Pvt Ltd, Business Park Overseas Pvt Ltd, Business Park Promoters Pvt Ltd, Delite Realtech Pvt Ltd, Designer Realtors Pvt Ltd, Digital SEZ Developers Pvt Ltd, Druzba Overseas Pvt Ltd, Elite Realtech Pvt Ltd, Eventual Builders Pvt Ltd, Excel Infracore Pvt Ltd, Focus Builders Pvt Ltd, Fragrance Construction Pvt Ltd, GAG Constructions Pvt Ltd, Garland Infrastructure Pvt Ltd, Gitanjali Promoters Pvt Ltd, Glaze Buildcon Pvt Ltd, Glitz Builders and Promoters Pvt Ltd, Green Park Estates Pvt Ltd, Green Valley Housing & Land Development Pvt Ltd, Green Valley Towers Pvt Ltd, Grow High Realtors Pvt Ltd, IAG Promoters and Developers Pvt Ltd, Imagine Builders Pvt Ltd, Impartial Builders Pvt Ltd, Impower Infrastructure Pvt Ltd, ISG Estates Pvt Ltd, Jasmine Buildtech Pvt Ltd, KA Promoters & Developers Pvt Ltd, Merit Marketing Pvt Ltd, Native Buildcon Pvt Ltd, Passionate Builders Pvt Ltd, Perpetual Infracore Pvt Ltd, Poonam Promoters and Developers Pvt Ltd, Precision Infrastructure Pvt Ltd, Rainbow Promoters Pvt

Ltd, Saraswati Kunj Infrastructure Pvt Ltd, Shalimar Town Planners Pvt Ltd, Shrinkhla Infrastructure Pvt Ltd, Sunaina Towers Pvt Ltd, Sunglow Overseas Pvt Ltd, Supergrowth Constructions Pvt Ltd, USG Buildwell Pvt Ltd, Vasundra Promoters Pvt Ltd, Visual Builders Pvt Ltd, Vivek Promoters Pvt Ltd and Westland Developers Pvt Ltd (the Transferor Companies No. 1 to 65, respectively) with and into BPTP Ltd (the Transferee Company); in terms of this Scheme in its present form or with any modification(s) as approved by the Hon'ble National Company Law Tribunal or any other competent authority, as the case may be.

- 1.3** **"Applicable Law(s)"** means any relevant statute, notification, by-laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinance, schemes, notices, treaties, judgement, decree, approvals, orders or instructions enacted or issued or sanctioned by any Governmental and Registration Authority, having the force of law and as applicable to Companies.
- 1.4** **"Appointed Date-1"** which is relevant for the purpose of the Amalgamation, means commencement of business on 1<sup>st</sup> April, 2022, or such other date as the Hon'ble National Company Law Tribunal or any other competent authority may approve.
- 1.5** **"Appointed Date-2"** which is relevant for the purpose of the Demerger, means commencement of business on 1<sup>st</sup> August, 2022, or such other date as the Hon'ble National Company Law Tribunal or any other competent authority may approve.
- 1.6** **"Appointed Date"** means Appointed Date-1 and Appointed Date-2, collectively or any one of them as the context requires.
- 1.7** **"Board" or "Board of Directors"** means the Board of Directors of the respective Transferor Companies, the Transferee Company and the Resulting Companies, as the case may be, and shall, unless it is repugnant to the context or otherwise, include Committee(s) so authorised by the Board of Directors, or any person authorised by the Board of Directors or such Committee(s).
- 1.8** **"Demerged Business 1"** means identified 'Plotted Real Estate Undertaking' of BPTP Ltd (the Transferee Company) which is proposed to be Demerged into Logical Builders Pvt Ltd (the Resulting Company No. 1), on a going concern basis, and includes the business/undertaking comprising of:
- 1.8.1 All the activities and operations relating to the Demerged Business 1 being carried on by BPTP Ltd.
- 1.8.2 All assets (whether movable or immovable, real or personal, corporeal or incorporeal, present, future or contingent, tangible or intangible) of the Demerged Business 1 of the Transferee Company wherever situated pertaining thereto.

1.8.3 All present and future liabilities (including contingent liabilities) arising out of the activities or operations of the Demerged Business 1 of the Transferee Company, including loans, debts, current liabilities and provisions, duties and obligations relatable to such Demerged Business 1.

1.8.4 Without prejudice to the generality of the above, Demerged Business 1 shall include in particular:

- i. All properties and assets of the Demerged Business 1 wherever situated including land parcels, work in progress, buildings and other development, pertaining to the Demerged Business 1.
- ii. All rights, entitlements and other statutory permissions, approvals, consents, licenses, registrations, the benefits of all contracts and all other rights including goodwill, intellectual property, investment, cash balances, the benefit of any deposit, financial assets, funds belonging to or proposed to be utilized for the Demerged Business 1, bank balances and bank accounts relating to the day to day operations and specific to the working of the Demerged Business 1; and all other fiscal and non-fiscal incentives, benefits and privileges which are available to or being availed by the Transferee Company or which the Transferee Company may be entitled to at any time for its Demerged Business 1, shall be continued to be available in the Resulting Company No. 1 for the Demerged Business 1 after the proposed Demerger.
- iii. All licenses and permits obtained in relation to the development activities on land comprising the Demerged Business 1, or otherwise.
- iv. All tax credits/ incentives (including but not limited to credits/ incentives in respect of income tax, sales tax, value added tax, Goods and Service Tax, service tax etc.), deferred tax benefits, advance tax, Minimum Alternate Tax, tax losses, unabsorbed depreciation, tax holidays and any other carry forwards, subsidies or benefits under various statutes and schemes of the government relating to the Demerged Business 1.
- v. All employees of the Transferee Company engaged in or in relation to the Demerged Business 1.
- vi. Powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, mobile phones, internet, facsimile connections and installations, utilities, power and electricity connections, water and other services, and all other interests in connection with or relating to the Demerged Business 1.

- vii. All contracts with customers, vendors and development rights agreements in relation to the development activities carried out or proposed to be carried out in relation to the Demerged Business 1.
- viii. All advance money, earnest moneys and/or security deposits, bank guarantee, if any, paid or received by BPTP Ltd in connection with or relating to the Demerged Business 1.
- ix. All deposits and balances with Government, Semi-Government, local and other authorities and bodies, customers and other persons, share application money, wallet/ pre-paid instruments balances, earnest moneys and/ or security deposits paid or received by the Transferee Company pertaining to the Demerged Business 1.
- x. All trademarks, service marks, patents and domain names, copyrights, industrial designs, product registrations and other intellectual property rights including but not limited to all intellectual property and all other interests exclusively relating to the goods or services being dealt with by the Transferee Company with regard to the Demerged Business 1; but shall not include any assets or liabilities relating to the Remaining Business of the Transferee Company.
- xi. All records, files, papers, computer programs, manuals, data and other records, whether in physical form or electronic form in connection with or relating to the Demerged Business 1.
- xii. All duties and obligations, which are relatable to the Demerged Business 1.
- xiii. All the legal proceedings of whatsoever nature by or against the Transferee Company relating to the Demerged Business 1.

1.8.5 For the purpose of this Scheme, it is clarified that liabilities pertaining to the Demerged Business 1 include:

- i. The liabilities, which arise out of the activities or operations of the Demerged Business 1.
- ii. Specific loans and borrowings raised, incurred and utilized solely for the respective activities or operation of the Demerged Business 1.
- iii. General and/or multi-purpose corporate liabilities allocable to the Demerged Business 1, in proportion to the assets of the Demerged Business 1.

1.8.6 All employees of the Transferee Company employed in the Demerged Business 1, as identified by the Board of



Directors of the Transferee Company, as on the Effective Date.

1.8.7 Any question that may arise as to whether a specified asset or liability pertains or does not pertain to the Demerged Business 1 or whether it arises out of the activities or operations of the Demerged Business 1, shall be decided mutually by the Board of Directors of the Transferee Company and Resulting Company No. 1.

Performa Balance Sheet of the Demerged Business 1 of BPTP Ltd is set out in Schedule-1.

**1.9** **“Demerged Business 2”** means identified ‘Retail Real Estate Undertaking’ of BPTP Ltd (the Transferee Company) which is proposed to be Demerged into Praya Buildtech Pvt Ltd (the Resulting Company No. 2), on a going concern basis, and includes the business/undertaking/ identified assets and liabilities comprising of:

1.9.1 All the activities and operations relating to the Demerged Business 2 being carried on by BPTP Ltd.

1.9.2 All assets (whether movable or immovable, real or personal, corporeal or incorporeal, present, future or contingent, tangible or intangible) of the Demerged Business 2 of the Transferee Company wherever situated pertaining thereto.

1.9.3 All present and future liabilities (including contingent liabilities) arising out of the activities or operations of the Demerged Business 2 of the Transferee Company, including loans, debts, current liabilities and provisions, duties and obligations relatable to such Demerged Business 2.

1.9.4 Without prejudice to the generality of the above, Demerged Business 2 shall include in particular:

i. All properties and assets of the Demerged Business 2 wherever situated including land parcels, work in progress, buildings and other development, pertaining to the Demerged Business 2.

ii. All rights, entitlements and other statutory permissions, approvals, consents, licenses, registrations, the benefits of all contracts and all other rights including goodwill, intellectual property, investment, cash balances, the benefit of any deposit, financial assets, funds belonging to or proposed to be utilized for the Demerged Business 2, bank balances and bank accounts relating to the day to day operations and specific to the working of the Demerged Business 2; and all other fiscal and non-fiscal incentives, benefits and privileges which are available to or being availed by the Transferee Company or which the Transferee Company may be entitled to at

any time for its Demerged Business 2, shall be continued to be available in the Resulting Company No. 2 for the Demerged Business 2 after the proposed Demerger.

- iii. All licenses and permits obtained in relation to the development activities on land comprising the Demerged Business 2, or otherwise.
- iv. All tax credits/ incentives (including but not limited to credits/ incentives in respect of income tax, sales tax, value added tax, Goods and Service Tax, service tax etc.), deferred tax benefits, advance tax, Minimum Alternate Tax, tax losses, unabsorbed depreciation, tax holidays and any other carry forwards, subsidies or benefits under various statutes and schemes of the government relating to the Demerged Business 2.
- v. All employees of the Transferee Company engaged in or in relation to the Demerged Business 2.
- vi. Powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, mobile phones, internet, facsimile connections and installations, utilities, power and electricity connections, water and other services, and all other interests in connection with or relating to the Demerged Business 2.
- vii. All contracts with customers, vendors and development rights agreements in relation to the development activities carried out or proposed to be carried out in relation to the Demerged Business 2.
- viii. All advance money, earnest moneys and/or security deposits, bank guarantee, if any, paid or received by BPTP Ltd in connection with or relating to the Demerged Business 2.
- ix. All deposits and balances with Government, Semi-Government, local and other authorities and bodies, customers and other persons, share application money, wallet/ pre-paid instruments balances, earnest moneys and/ or security deposits paid or received by the Transferee Company pertaining to the Demerged Business 2.
- x. All trademarks, service marks, patents and domain names, copyrights, industrial designs, product registrations and other intellectual property rights including but not limited to all intellectual property and all other interests exclusively relating to the goods or services being dealt with by the Transferee Company with regard to the Demerged Business 2; but shall not include any assets or liabilities relating to the Remaining Business of the Transferee Company.

- xi. All records, files, papers, computer programs, manuals, data and other records, whether in physical form or electronic form in connection with or relating to the Demerged Business 2.
- xii. All duties and obligations, which are relatable to the Demerged Business 2.
- xiii. All the legal proceedings of whatsoever nature by or against the Transferee Company relating to the Demerged Business 2.

1.9.5 For the purpose of this Scheme, it is clarified that liabilities pertaining to the Demerged Business 2 include:

- i. The liabilities, which arise out of the activities or operations of the Demerged Business 2.
- ii. Specific loans and borrowings raised, incurred and utilized solely for the respective activities or operation of the Demerged Business 2.
- iii. General and/or multi-purpose corporate liabilities allocable to the Demerged Business 2, in proportion to the assets of the Demerged Business 2.

1.9.6 All employees of the Transferee Company employed in the Demerged Business 2, as identified by the Board of Directors of the Transferee Company, as on the Effective Date.

1.9.7 Any question that may arise as to whether a specified asset or liability pertains or does not pertain to the Demerged Business 2 or whether it arises out of the activities or operations of the Demerged Business 2, shall be decided mutually by the Board of Directors of the Transferee Company and Resulting Company 2.

Performa Balance Sheet of the Demerged Business 2 of BPTP Ltd is set out in Schedule-2.

**1.10** “**Demerged Business 1 and 2**” have been referred to as the respective Demerged Business or the Demerged Business in this Scheme and other documents relating to the Scheme, for the sake of brevity and simplicity.

**1.11** “**Demerger**” means transfer and vesting of identified ‘Plotted Real Estate Undertaking’ and identified ‘Retail Real Estate Undertaking’ (the Demerged Business 1 and 2, respectively) of BPTP Ltd, on a going-concern basis, by way of demerger into Logical Builders Pvt Ltd and Praya Buildtech Pvt Ltd (the Resulting Companies No. 1 & 2), respectively, in terms of this Scheme in its present form or with any modification(s) as approved by the Hon’ble National Company Law Tribunal or any other competent authority, as the case may be.

- 1.12 "Effective Date"** means last of the dates on which the certified copies of the Order(s) passed by the Hon'ble National Company Law Tribunal, sanctioning the Scheme of Arrangement, are filed with the concerned Registrar of Companies, Ministry of Corporate Affairs. References in this Scheme to the date of "coming into effect of this Scheme" or "upon the Scheme becoming effective" shall mean the Effective Date.
- 1.13 "Encumbrance"** means (a) any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance of any kind securing, or conferring any priority of payment in respect of, any obligation of any person, including any right granted by a transaction which in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Laws; (b) any proxy, power of attorney, voting trust agreement, interest, option, right of first offer, refusal or transfer restriction in favour of any person; and (iii) any adverse claim as to title, possession or use.
- 1.14 "FEMA"** means the Foreign Exchange Management Act, 1999 along with the rules and regulations made there under and shall include any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force.
- 1.15 "Intellectual Property Rights"** means, whether registered or not, in the name of or recognized under Applicable Laws as being intellectual property of the respective Transferor Companies, Transferee Company, Resulting Companies or of the respective Demerged Business; or in the nature of common law rights of the respective Transferor Companies, Transferee Company, Resulting Companies or of the respective Demerged Business; all domestic and foreign (a) trademarks, service marks, brand names, internet domain names, websites, online web portals, trade names, logos, uniforms and all applications and registration for the foregoing and all goodwill associated with the foregoing and symbolized by the foregoing; (b) confidential and proprietary information and trade secrets; (c) published and unpublished works of authorship and copyrights therein, and registrations and applications therefor, and all renewals, extensions, restorations and reversions thereof; (d) computer software, programs (including source code, object code, firmware, operating systems and specifications) and processes; (e) designs, drawings, sketches; (f) tools, databases, frameworks, customer data, proprietary information, knowledge, any other technology or know-how, licenses, software licenses and formulas; (g) ideas and all other intellectual property or proprietary rights; and (h) all rights in all of the foregoing provided by Applicable Laws.
- 1.16 "IT Act"** means the Income Tax Act, 1961, and the rules made there under and shall include any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force.

- 1.17 National Company Law Tribunal** means appropriate Bench/Benches of the Hon'ble National Company Law Tribunal constituted under the Companies Act, 2013, or such other court, tribunal, forum or authority having jurisdiction to sanction the present Scheme and other connected matters. The National Company Law Tribunal has been referred to as the Tribunal/NCLT.
- 1.18 "Record Date-1"** means the date to be fixed by the Board of Directors of the Transferor Companies and/or the Transferee Company, with reference to which the eligibility of the shareholders or debenture holders of the Transferor Companies shall be determined for issuance of shares or Debentures, as the case may be, in the Transferee Company on Amalgamation in terms of this Scheme; and other connected matters, if any.
- 1.19 "Record Date-2"** means the date to be fixed by the Board of Directors of the Transferee Company or the Resulting Companies No. 1 & 2, with reference to which the eligibility of the shareholders of Transferee Company shall be determined for allotment of shares in the Resulting Companies No. 1 & 2, on Demerger in terms of this Scheme; and other connected matters, if any. It is clarified that for the purpose of the Demerger, post-amalgamation list of shareholders of the Transferee Company will be taken into consideration after giving effect to allotment of shares pursuant to the Amalgamation.
- 1.20 "Record Date"** means Record Date-1 and Record Date-2, collectively or any one of them, as the context requires.
- 1.21 "Registrar of Companies"** means concerned Registrar(s) of Companies, Ministry of Corporate Affairs having jurisdiction under the Companies Act, 2013, and other applicable provisions, if any, on the respective Companies.
- 1.22 "Remaining Business of the Transferee Company"** means all assets and liabilities including immovable property, undertakings, businesses, activities, operations and intellectual property rights of the Transferee Company (post giving effect to Amalgamation of Transferor Companies with Transferee Company) other than the Demerged Business 1 & 2.

## **AMALGAMATION OF THE TRANSFEROR COMPANIES NO. 1 TO 65 WITH THE TRANSFEE COMPANY**

### **2.1 TRANSFER AND VESTING OF UNDERTAKING(S)**

- 2.1.1** On the Scheme becoming effective and with effect from the Appointed Date-1, subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, the undertakings and entire business and all immovable properties (including agricultural land, industrial land, residential land, commercial land and all other plots and land parcels) where so ever situated and incapable of passing by physical delivery as also all other assets, capital work-in-progress, current assets, investments, deposits, bookings and advances against residential and commercial plots,

apartments and buildings; development rights, powers, authorities, awards, allotments, approvals and consents, licenses, registrations, contracts, agreements, engagements, arrangement, rights, government dues recoverable (including land acquisition compensation and interest thereon), intellectual property rights, titles, interests, benefits and advantages of whatsoever nature belonging to or in the ownership, power, possession, control of or vested in or granted in favour of or enjoyed by the Transferor Companies, including but without being limited to, benefit of all agreements and all other interests arising to the Transferor Companies (hereinafter collectively referred to as "the said assets") shall, without any further act or deed or without payment of any duty or other charges, be transferred to and vested in the Transferee Company pursuant to the provisions of Section 232 of the Act, as a going concern, for all the estate, right, title and interest of the Transferor Companies therein so as to become the property of the Transferee Company but, subject to mortgages, charges and encumbrances, if any, then affecting the undertaking of the Transferor Companies without such charges in any way extending to the undertaking of the Transferee Company.

- 2.1.2** Notwithstanding what is provided herein above, it is expressly provided that in respect to such of the said assets as are movable in nature or are otherwise capable of being transferred by physical delivery or by endorsement and delivery, the same shall be so transferred, with effect from the Appointed Date-1, by the Transferor Companies to the Transferee Company after the Scheme is duly sanctioned and given effect to without requiring any order of the Tribunal or any deed or instrument of conveyance for the same or without the payment of any duty or other charges and shall become the property of the Transferee Company accordingly.
- 2.1.3** On and from the Appointed Date-1, all liabilities, provisions, duties and obligations including Income Tax and other statutory liabilities, if any, of every kind, nature and description of the Transferor Companies whether provided for in the books of accounts of the Transferor Companies or not, shall devolve and shall stand transferred or be deemed to be transferred without any further act or deed, to the Transferee Company with effect from the Appointed Date-1 and shall be the liabilities, provisions, duties and obligations of the Transferee Company.
- 2.1.4** Similarly, on and from the Appointed Date-1, all the taxes and duties including advance tax, tax deducted at source, tax collected at source, minimum alternative tax (MAT), self-assessment tax, Goods and Services Tax (GST), etc., paid by or on behalf of the Transferor Companies immediately before the Amalgamation, shall become or be deemed to be the property of the Transferee Company by virtue of the Amalgamation. Upon the Scheme becoming effective, all the taxes and duties paid (including TDS, MAT and GST, etc.) by or on behalf of the Transferor Companies from the Appointed Date-1, regardless of the period to which these payments 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.

- 2.1.5** Upon the Scheme becoming effective, all un-availed credits and exemptions, statutory benefits, including in respect of Income Tax (including MAT credit), CENVAT, Customs, VAT, Sales Tax, Service Tax, Goods and Services Tax, government dues recoverable (including land acquisition compensation and interest thereon) etc., of the Transferor Companies, shall be available to and vest in the Transferee Company, without any further act or deed.
- 2.1.6** Without prejudice to the generality of the provisions contained in aforesaid Clauses, upon the Scheme becoming effective, requisite form(s) / intimations will be filed with the Registrar of Companies for creation, modification and/or satisfaction of charge(s), to the extent required, to give effect to the provisions of this Scheme.
- 2.1.7** On the Scheme becoming effective, the Transferee Company shall be entitled to file/revise income tax returns, TDS returns, GST returns, and other statutory filings and returns, filed by it or by the Transferor Companies, if required, and to take all such steps that may be required to give effect to the provisions of this Scheme and/or required to claim refunds, depreciation benefits, advance tax credits, un-availed credits and exemptions, statutory benefits, etc., if any. The relevant intimations, if any required, shall be filed with the relevant statutory authorities who shall take them on record and give effect to the same with effect from the Appointed Date-1.
- 2.1.8** With effect from the Effective Date and until such time names in the bank accounts of the Transferor Companies are replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the existing bank accounts of the Transferor Companies, in so far, as may be necessary. The banks shall also honour cheques or other bills issued in the name of the Transferor Companies on and from the Effective Date. Further, the Transferee Company, if so required, shall also be entitled to maintain one Bank Account each in the name of the Transferor Companies to enable it to deposit/encash any refund or other payment received in the name of the Transferor Companies. All such deposits will, then, be transferred to the bank account of the Transferee Company. It may, however, be clarified that such bank account(s) (in the name of the Transferor Companies) will be used only for the limited purpose of depositing/encashing any refund or other payments received in the name/in favour of the Transferor Companies. Such bank account will not be used for normal banking transactions.
- 2.1.9** It is clarified that all present and future assets & liabilities (including contingent assets and liabilities) of the Transferor Companies, which may not be specifically covered in the aforesaid Clauses, shall also stand transferred to and vest in the Transferee Company with effect from the Appointed Date-1.
- 2.1.10** In accordance with the Central Goods & Services Tax Act, 2017 ('CGST'), Integrated Goods & Services Tax Act, 2017 ('IGST') and respective State Goods & Services Tax laws ('SGST'), Goods & Services tax as are prevalent on the Effective Date, the unutilized credits relating to Goods & Services tax lying in the accounts of the undertaking of the Transferor Companies shall be permitted to

be transferred to the credit of the Transferee Company (including in electronic form/registration). The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the Goods & Services tax payable by it.

**2.1.11** All compliances with respect to taxes or any other law between the Appointed Date-1 and Effective Date done by the Transferor Companies shall, upon the approval of this Scheme, be deemed to have been complied with by the Transferee Company.

**2.1.12** Any tax liabilities under the Income Tax Act, 1961, Wealth Tax Act, 1957, customs duty laws, central sales tax, applicable state value added tax, service tax laws, excise duty laws, Goods & Services Tax, or other applicable laws/ regulations dealing with taxes, duties, levies allocable or related to the business of the Transferor Companies to the extent not provided for or covered by tax provisions in the accounts made as on the date immediately preceding the Appointed Date-1 shall be transferred or stand transferred to the Transferee Company. Any surplus in the provision for taxation / duties/ levies account including advance tax and tax deducted at source as on the date immediately preceding the Appointed Date-1 will also be transferred to the accounts of the Transferee Company.

**2.1.13** Any refund under the Income Tax Act, 1961, Wealth Tax Act, 1957, Customs Duty laws, Central Sales Tax, applicable State Value Added Tax, Service Tax laws, Excise Duty laws, Goods & Services Tax, or other applicable laws/ regulations dealing with taxes/ duties/ levies allocable or related to the business and available on various electronic forms (including Form 26AS)/registration of the Transferor Companies due to the Transferor Companies consequent to the assessment(s) and other proceeding(s) made on the Transferor Companies and for which no credit is taken in the accounts, as on the date immediately preceding the Appointed Date-1, shall also belong to and be received by the Transferee Company.

## **2.2 LEGAL PROCEEDINGS**

All legal proceedings of whatever nature by or against the Transferor Companies pending on the Effective Date, shall not be abated, be discontinued or be, in any way, prejudicially affected by reason of the transfer of the undertaking of the Transferor Companies or of anything contained in this 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.

## **2.3 ISSUE OF SHARES BY TRANSFEE COMPANY**

**2.3.1** Upon the Scheme finally coming into effect and in consideration of the transfer and vesting of all the said assets and liabilities of the Transferor Companies to the Transferee Company in terms of the Scheme, the Transferee Company shall, without any further application or deed, issue and allot fully paid-up Equity Share(s) to the Equity Shareholders and Preference Shareholders, of the



Transferor Companies, whose names appear in the Register of Members as on the Record Date-1, in the following manner:

- i. To Equity Shareholders of the Transferor Companies:** The Transferee Company-BPTP Ltd will issue new Equity Shares having Face Value of ₹10 each, credited as fully paid-up, to the Equity Shareholders of the Transferor Companies in lieu of the Equity Shares held in the Transferor Companies in the ratio as tabulated below:

<b>Sl. No.</b>	<b>Particulars</b>	<b>Exchange Ratio for Equity Shares</b>  [New Equity Shares in Transferee Company in lieu of existing Equity Shares held in Transferor Companies]
1.	Transferor Companies No. 1 to 13	Nil <sup>1</sup>
2.	Transferor Company No. 14	1 Share to each Shareholder <sup>2</sup>
3.	Transferor Company No. 15	111:100
4.	Transferor Company No. 16	32:100
5.	Transferor Company No. 17	1 Share to each Shareholder <sup>2</sup>
6.	Transferor Company No. 18	18:100
7.	Transferor Company No. 19	34:100
8.	Transferor Company No. 20	194:100
9.	Transferor Company No. 21	10:100
10.	Transferor Company No. 22	39:100
11.	Transferor Company No. 23	9:100
12.	Transferor Company No. 24	536:100
13.	Transferor Company No. 25	28:100

14.	Transferor Company No. 26	137:100
15.	Transferor Company No. 27	1 Share to each Shareholder <sup>2</sup>
16.	Transferor Company No. 28	7701:100
17.	Transferor Company No. 29	402:100
18.	Transferor Company No. 30	1 Share to each Shareholder <sup>2</sup>
19.	Transferor Company No. 31	2591:100
20.	Transferor Company No. 32	210:100
21.	Transferor Company No. 33	1 Share to each Shareholder <sup>2</sup>
22.	Transferor Company No. 34	20:100
23.	Transferor Company No. 35	1 Share to each Shareholder <sup>2</sup>
24.	Transferor Company No. 36	3:100
25.	Transferor Company No. 37	145:100
26.	Transferor Company No. 38	36:100
27.	Transferor Company No. 39	128:100
28.	Transferor Company No. 40	1 Share to each Shareholder <sup>2</sup>
29.	Transferor Company No. 41	770:100
30.	Transferor Company No. 42	31:100
31.	Transferor Company No. 43	1 Share to each Shareholder <sup>2</sup>

32.	Transferor Company No. 44	329:100
33.	Transferor Company No. 45	16:100
34.	Transferor Company No. 46	19:100
35.	Transferor Company No. 47	70:100
36.	Transferor Company No. 48	12:100
37.	Transferor Company No. 49	1398:100 <sup>3</sup>
38.	Transferor Company No. 50	1:100
39.	Transferor Company No. 51	12961:100 <sup>3</sup>
40.	Transferor Company No. 52	1845:100
41.	Transferor Company No. 53	73:100
42.	Transferor Company No. 54	2459:100
43.	Transferor Company No. 55	825:100
44.	Transferor Company No. 56	296:100
45.	Transferor Company No. 57	1 Share to each Shareholder <sup>2</sup>
46.	Transferor Company No. 58	177:100
47.	Transferor Company No. 59	900:100
48.	Transferor Company No. 60	110:100
49.	Transferor Company No. 61	314:100

50.	Transferor Company No. 62	2764:100
51.	Transferor Company No. 63	25:100
52.	Transferor Company No. 64	1 Share to each Shareholder <sup>2</sup>
53.	Transferor Company No. 65	21:100

<sup>1</sup> Since the Transferor Companies No. 1 to 13 are direct or step down wholly owned subsidiaries of the Transferee Company, no new shares will be issued by the Transferee Company pursuant to the amalgamation of the Transferor Companies No. 1 to 13 with the Transferee Company.

<sup>2</sup> Fair Value of Equity Shares of these Transferor Companies is in negative. To provide a token participation to the Shareholders of these Transferor Companies, the Transferee Company will issue 1 (one) Equity Share of ₹10 each, credited as fully paid up, to each of the Shareholders of these Transferor Companies against their respective Equity Shareholding in the concerned Transferor Companies (irrespective of number of Equity Shares held by the Shareholders in these Transferor Companies).

<sup>3</sup> The Transferor Company No. 49-Native Buildcon Pvt Ltd has issued Class-A, Class-B and Class-C Equity Shares, each class having face value of ₹10 per share. Whereas the Transferor Company No. 51-Perpetual Infracon Pvt Ltd has issued Class-A and Class-B Equity Shares, each class having face value of ₹10 per share. However, the Transferee Company-BPTP Ltd has only one class of Equity Shares. It is, accordingly, proposed that the Transferee Company will issue only one class of Equity Shares to all the Equity Shareholders of the Transferor Companies No. 49 and 51, holding the respective Class of Equity Shares.

ii. **To Compulsorily Redeemable Preference Shareholders of the Transferor Companies:** Some of the Transferor Companies have also issued Compulsorily Redeemable Preference Shares (CRPS). The Transferee Company-BPTP Ltd will issue new Equity Shares having Face Value of ₹10 each, credited as fully paid-up, to the CRPS Holders of the Transferor Companies in lieu of the CRPS held in the Transferor Companies in the following ratio:

Sl. No.	Particulars	Exchange Ratio for CRPS [New Equity Shares in Transferee Company in lieu of existing CRPS held in Transferor Companies]
1.	Transferor Company No. 4	17:100

2.	Transferor Company No. 13	17:100
3.	Transferor Company No. 19	17:100
4.	Transferor Company No. 28	20:100
5.	Transferor Company No. 36	17:100
6.	Transferor Company No. 39	17:100
7.	Transferor Company No. 56	17:100

- iii. To Compulsorily Convertible Preference Shareholders of the Transferor Companies:** The Transferor Companies No. 12 and 51 have issued Compulsorily Convertible Preference Shares (CCPS). The Transferee Company-BPTP Ltd will issue new Equity Shares having Face Value of ₹10 each, credited as fully paid-up, to the CCPS Holders of the Transferor Companies in lieu of the CCPS held in the Transferor Companies in the following ratio:

<b>Sl. No.</b>	<b>Particulars</b>	<b>Exchange Ratio for CCPS</b> [New Equity Shares in Transferee Company in lieu of existing CCPS held in Transferor Companies]
1.	Transferor Company No. 12	8258:100
2.	Transferor Company No. 51	12961:100

- 2.3.2** Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to the nearest whole number subject to minimum one share to be issued to each Shareholder of the Transferor Companies on Amalgamation.
- 2.3.3** The Transferee Company and/or its subsidiary companies are holding Equity Shares and/or Preference Shares in some of the Transferor Companies. It is clarified that no new share will be issued by BPTP Ltd against such shareholding on amalgamation.
- 2.3.4** New Equity Shares to be issued in terms of the aforesaid Clauses shall be subject to the provisions of the Memorandum and Articles of Association of the Transferee Company. New Equity Shares shall rank pari passu in all respects, including dividend, with the existing Equity Shares of the Transferee Company.

- 2.3.5** The issue and allotment of new Equity Shares by the Transferee Company, as provided in this Scheme, is an integral part of the Scheme. The members of the Transferee Company, on approval of the Scheme, shall be deemed to have given their approval under Sections 42 & 62 of the Companies Act, 2013, and other applicable provisions, if any, for issue of new Shares in terms of this Scheme.
- 2.3.6** The Transferee Company is providing facility of holding shares in dematerialized form. The Transferee Company is registered with National Securities Depository Ltd (NSDL) for this purpose. Accordingly, the New Shares to be issued by the Transferee Company to the Shareholders of the Transferor Companies in terms of this Scheme, will be issued in dematerialized form with the relevant shares being credited to the respective depository accounts of the Shareholders of the Transferor Companies. In case, any shareholder of the Transferor Companies fails to provide the necessary details of his/her/its depository account to the Transferee Company on or before the Record Date-1, the New Shares will be issued to such shareholder in physical form.
- 2.3.7** In the event there being any pending share transfer(s), the Board of Directors of the concerned Transferor Companies or the Transferee Company or any committee thereof, shall be empowered in appropriate cases, prior to or even subsequent to the Record Date-1, to effectuate such transfer in the concerned Transferor Companies as if such changes in the registered holders were operative on the Record Date-1, in order to remove any difficulty arising on account of such transfer and in relation to shares to be issued to the shareholders of the Transferor Companies pursuant to this Scheme.
- 2.3.8** Shares to be issued by the Transferee Company pursuant to this Scheme in respect of any shares of the Transferor Companies, which are held in abeyance under the provisions of the Act or otherwise, shall be held in abeyance by the Transferee Company.
- 2.3.9** It is, however, clarified that provisions of this Scheme with regard to issue of shares by the Transferee Company will not apply to the share application money, if any, which may remain outstanding in the Transferor Companies.
- 2.3.10** The Transferor Company No. 24-Designer Realtors Pvt Ltd has issued 50,00,000 Un-secured Fully Convertible Debentures (FCD-Series-I) of ₹10 each aggregating to ₹5,00,00,000 and 4,34,783 Un-secured Fully Convertible Debentures (FCD-Series-II) of ₹23 each aggregating to ₹1,00,00,009. The Transferee Company will issue equal number of Debenture(s) to the Debenture Holders of the Transferor Company No. 24, on the same terms and conditions.
- 2.3.11** It is clarified that the Transferor Companies and the Transferee Company may issue Debentures during the process of the present Scheme of Arrangement. Upon the Scheme finally coming into effect, the Transferee Company shall, without any further application or deed, issue equal number of Debenture(s) to the Debenture Holders of the Transferor Company(ies), whose names appear in the Register of Members as on the Record Date-1, on the

same terms and conditions as in the concerned Transferor Company.

**2.3.12** Issue of Debentures by the Transferee Company, as provided in this Scheme, is an integral part of the Scheme. The members of the Transferee Company, on approval of the Scheme, shall be deemed to have given their approval under Sections 42 & 62 of the Companies Act, 2013, and other applicable provisions, if any, for issue of Debentures in terms of this Scheme.

## **DEMERGER OF THE DEMERGED BUSINESS 1 & 2 OF THE TRANSFEE COMPANY INTO THE RESULTING COMPANIES NO. 1 & 2, RESPECTIVELY**

### **3.1 TRANSFER AND VESTING OF DEMERGED UNDERTAKING**

On the Scheme becoming effective and with effect from the Appointed Date-2, subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, the Demerged Business 1 and 2 of the Transferee Company, as defined in 'Clause 1.8 and Clause 1.9' of Part-1 of this Scheme, shall stand transferred to and vested in or deemed to be transferred to and vested in the Resulting Companies No. 1 & 2, respectively, on a going-concern basis, in the following manner:

- 3.1.1** The whole of the undertaking and properties of the Demerged Business 1 and 2 of the Transferee Company shall, without any further act or deed or without payment of any duty, stamp duty, or other charges, stand transferred to and vested in or be deemed to be transferred to and vested in the Resulting Companies No. 1 & 2, respectively, pursuant to the provisions contained in Sections 230 and 232 of the Companies Act, 2013, and all other applicable provisions, if any, and so as to vest in the Resulting Companies No. 1 & 2, respectively, for all rights, title and interest pertaining to the respective Demerged Business 1 and 2 of the Transferee Company.
- 3.1.2** All debts, liabilities, contingent liabilities, duties and obligations of every kind nature and description of the Transferee Company relating to the Demerged Business 1 and 2, including general and multipurpose borrowings, dealt with in accordance with Section 2(19AA) of the Income-tax Act, 1961, shall also, under the provisions of Sections 230 and 232 and all other applicable provisions, if any, of the Act, and without any further act or deed, be transferred to or be deemed to be transferred to the Resulting Companies No. 1 & 2, respectively, so as to become the debts, liabilities, contingent liabilities, duties and obligations of the Resulting Companies No. 1 & 2, respectively; and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen in order to give effect to the provisions of this sub-clause.
- 3.1.3** All licenses, permissions, approval, consents or NOCs given by various government and other competent authorities to the Transferee Company in relation to the Demerged Business 1 and 2, or otherwise held by the Transferee Company to

implement/carry on the Demerged Business 1 and 2 shall stand vested in or transferred to the Resulting Companies No. 1 & 2, respectively, without any further act or deed, and shall be appropriately mutated by the authorities concerned therewith in favour of the Resulting Companies No. 1 & 2, respectively. The benefit of all statutory and regulatory permissions, registration or other licenses, and consents shall vest in and become available to the Resulting Companies No. 1 & 2, respectively, pursuant to the Scheme.

- 3.1.4** All the license fee, advances, deposits or any other payment made and/or investments made by the Transferee Company, shareholding interests in other companies, whether quoted or unquoted, by whatever name called, forming part of the Demerged Business 1 and 2, shall, without any further act, instrument or deed, be transferred to and vested in and / or be deemed to be transferred to and vested in the Resulting Companies No. 1 & 2, respectively, on the Appointed Date-2 pursuant to the provisions of Sections 230 & 232 of the Act.
- 3.1.5** The transfer and vesting of the Demerged Business 1 & 2, as aforesaid, shall be subject to the existing securities, charges, mortgages and other encumbrances, if any, subsisting over or in respect of the property and assets or any part thereof pertaining to the respective Demerged Business 1 and 2 to the extent such securities, charges, mortgages, encumbrances are created to secure the liabilities forming part of the Demerged Business 1 and 2.
- 3.1.6** Without prejudice to the generality of the provisions contained in aforesaid Clauses, upon the Scheme becoming effective, the Transferee Company and/or the Resulting Companies No. 1 & 2 will file requisite form(s) with the Registrar of Companies for creation, modification and/or satisfaction of charge(s), to the extent required, to give effect to the provisions of this Scheme.
- 3.1.7** For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that in accordance with the provisions of relevant laws, consents, permissions, licenses, registrations, certificates, authorities, powers of attorneys given by, issued to or executed in favour of or relating to the Demerged Business 1 and 2; and the rights and benefits under the same and all other interests of the Demerged Business 1 and 2, without any further act or deed, be transferred to and vested in the Resulting Companies No. 1 & 2, respectively.
- 3.1.8** Upon the Scheme coming into effect, all taxes/ cess/ duties, direct and/ or indirect, payable by or on behalf of the Demerged Business 1 and 2 of the Transferee Company from the Appointed Date-2 onwards, including all advance tax payments, tax deducted at source, any refunds or claims (including refunds or claims pending with the Revenue Authorities), shall, for all purposes, be treated as the tax/ cess/ duty, liability, advance tax payment, tax deducted at source, refund or claim, as the case may be, of the Resulting Companies No. 1 & 2, respectively. The Resulting Companies No. 1 & 2, respectively, are expressly permitted to claim refunds/ credits in respect of any transaction between the



Demerged Business 1 and 2 of the Transferee Company and the concerned Resulting Company, if any.

- 3.1.9** Upon the Scheme becoming effective, all un-availed credits and exemptions, statutory benefits, including in respect of Income Tax (including MAT credit), CENVAT, Customs, VAT, Sales Tax, Service Tax, Goods and Services Tax, etc., relating to the Demerged Business 1 and 2 to which the Transferee Company is entitled to, shall be available to and vest in the Resulting Companies No. 1 & 2, respectively, without any further act or deed.
- 3.1.10** Upon this Scheme becoming effective, the Transferee Company and the Resulting Companies No. 1 & 2, respectively, shall be entitled to file/revise income tax returns, TDS returns, TDS certificates, sales tax/ value added tax returns, service tax returns, GST returns and other statutory filings and returns for the period commencing on and from the Appointed Date-2, and to take all such steps that may be required to give effect to the provisions of this Scheme and/or required to claim refunds, depreciation benefits, advance tax credits, MAT credit, un-availed credits and exemptions, statutory benefits, etc., if any.
- 3.1.11** Without prejudice to the generality of the above, all benefits, incentives, claims, losses, credits (including, without limitation income tax, service tax, GST, excise duty, applicable state value added tax etc.) to which the Demerged Business 1 and 2 of the Transferee Company is entitled to in terms of applicable laws, shall be available to and vest in the Resulting Companies No. 1 & 2, respectively, from the Appointed Date-2.
- 3.1.12** On and from the Effective Date and thereafter, the respective Resulting Companies No. 1 & 2 shall be entitled to operate all bank accounts of the Transferee Company, which are being operated exclusively in relation to or in connection with the respective Demerged Business 1 and 2, and realize all monies and complete and enforce all pending contracts and transactions, in relation to or in connection with the respective Demerged Business 1 and 2 in the name of the Resulting Companies No. 1 & 2, respectively, in so far as may be necessary until the transfer of rights and obligations of the Demerged Business 1 and 2 to the Resulting Companies No. 1 & 2, respectively, under this Scheme have been formally given effect to under such contracts and transactions.
- 3.1.13** For avoidance of doubt and without prejudice to the generality of the applicable provisions of the Scheme, it is clarified that with effect from the Effective Date and till such time that the name of the bank accounts of the Transferee Company, in relation to or in connection with the Demerged Business 1 and 2, have been replaced with that of the Resulting Companies No. 1 & 2, respectively; the respective Resulting Companies No. 1 & 2 shall be entitled to operate the bank accounts of the Transferee Company, in relation to or in connection with the respective Demerged Business 1 and 2, in the name of the Transferee Company in so far as may be necessary. All cheques and other negotiable instruments, electronic fund transfers (such as NEFT, RTGS, etc.) and payment orders received or presented for encashment which are in the name of the Transferee Company, in

relation to or in connection with the Demerged Business 1 and 2, after the Appointed Date-2 shall be accepted by the bankers of the concerned Resulting Company and credited to the account of the concerned Resulting Company, if presented by the concerned Resulting Company. The respective Resulting Companies shall be allowed to maintain bank accounts in the name of the Transferee Company for such time as may be determined to be necessary by the Resulting Companies for presentation and, deposition of cheques and pay orders that have been issued in the name of the Transferee Company, in relation to or in connection with the Demerged Business 1 and 2. It is hereby expressly clarified that any legal proceedings by or against the Transferee Company, in relation to or in connection with the Demerged Business 1 and 2, in relation to the cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferee Company shall be instituted, or as the case may be, continued by or against the concerned Resulting Companies after the Effective Date.

## **3.2 LEGAL PROCEEDINGS**

- 3.2.1** All legal proceedings of whatever nature by or against the Transferee Company pending and/or arising on or after the Appointed Date-2 and relating to the Transferee Company, in relation to the Demerged Business 1 and 2, shall not abate or be discontinued or be, in any way, prejudicially affected by reason of the Scheme or by anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Resulting Companies No 1 & 2, respectively, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferee Company, in relation to the respective Demerged Business 1 and 2, as if the Scheme had not been made.
- 3.2.2** The Resulting Companies No 1 & 2, respectively, undertake to have all legal or other proceedings initiated by or against the Transferee Company, in relation to the Demerged Business 1 and 2, referred to in the above-mentioned clause, transferred into its name and to have the same continued, prosecuted and enforced by or against the Resulting Companies No 1 & 2, respectively, to the exclusion of the Transferee Company, in relation to the Demerged Business 1 and 2.
- 3.2.3** The Resulting Companies No 1 & 2, respectively, undertake to indemnify and save harmless the Transferee Company, to the fullest extent lawful from and against all third party actions, suits, claims, proceedings, costs, damages, judgments, amounts paid in settlement and expenses (including reasonable attorney fees) relating to or arising out of, any acts of commission or omission of the Transferee Company (and its respective past, present and future affiliates, shareholders, partners, agents, directors, officers, employees, representatives, advisors, attorneys, successors, heirs, executors, administrators and assigns), relating to, or in pursuance of, or arising from:
- a.** the filing, approval and implementation of the actions contemplated in this Scheme; or

- b. all legal proceedings in relation to the Demerged Business 1 and 2 whether subsisting on the Appointed Date-2 or arising thereafter.

### **3.3 Issue of Shares by the Resulting Companies No. 1 & 2 on Demerger**

**3.3.1** Upon the Scheme finally coming into effect and after giving effect to allotment of shares pursuant to amalgamation of the Transferor Companies with the Transferee Company and in consideration of Demerger and vesting of the Demerged Business 1 and 2 of the Transferee Company into the Resulting Companies No. 1 & 2, respectively, in terms of this Scheme; the Resulting Companies No. 1 & 2 shall, without any further application or deed, issue and allot Share(s), to the Shareholders of the Transferee Company whose names appear in the Register of Members as on the Record Date-2, in the following ratio:

- a. The Resulting Company No. 1-Logical Builders Pvt Ltd will issue 10 Equity Share of ₹10 each, credited as fully paid-up, to Shareholders of the Transferee Company for every 100 Equity Share of ₹10 each held in the Transferee Company-BPTP Ltd.
- b. The Resulting Company No. 2-Praya Buildtech Pvt Ltd will issue 7 Equity Share of ₹10 each, credited as fully paid-up, to the Shareholders of the Transferee Company for every 100 Equity Share of ₹10 each held in the Transferee Company-BPTP Ltd.

**3.3.2** Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to the nearest whole number.

**3.3.3** New Shares to be issued by the Resulting Companies No. 1 & 2 in terms of Clause 3.9.1 above shall be subject to the provisions of the Memorandum and Articles of Association of the Resulting Companies No. 1 & 2, respectively. The new Equity Shares to be issued by the Resulting Companies No. 1 & 2 shall rank pari passu in all respects, including dividend, with the existing Equity Shares of the respective Resulting Companies No. 1 & 2.

**3.3.4** The issue and allotment of Shares by the Resulting Companies to the Shareholders of the Transferee Company, as provided in this Scheme, is an integral part thereof. The members of the Resulting Companies No. 1 & 2, on approval of the Scheme, shall be deemed to have given their approval under Sections 42 & 62 of the Companies Act, 2013, and other applicable provisions, if any, for issue of new Shares to the Shareholders of the Transferee Company in terms of this Scheme.

**3.3.5** In the event there being any pending share transfer(s), the Board of Directors of the Transferee Company or any committee thereof, shall be empowered in appropriate cases, prior to or even subsequent to the Record Date-2, to effectuate such transfer in the Transferee Company as if such changes in the registered holders were operative on the Record Date-2, in order to remove

any difficulty arising on account of such transfer and in relation to shares to be issued to the shareholders of the Transferee Company on Demerger pursuant to this Scheme.

**3.3.6** Shares to be issued by the Resulting Companies No. 1 & 2 pursuant to this Scheme in respect of any shares of the Transferee Company, which are held in abeyance under the provisions of the Act or otherwise, shall be held in abeyance by the Resulting Companies No. 1 & 2.

**3.3.7** It is, however, clarified that provisions of this Scheme with regard to issue of shares by the Resulting Companies No. 1 & 2 will not apply to the share application money, if any, which may remain outstanding in the Transferee Company.

#### **4.1 IMPLEMENTATION OF THE SCHEME:**

Upon sanction of this Scheme and upon this Scheme becoming effective, the following shall be deemed to have occurred in the sequence and in the order mentioned hereunder. Accordingly, the Scheme of Arrangement will be implemented in that order:

- i. Amalgamation of the Transferor Companies with the Transferee Company with effect from the Appointed Date-1, as provided in Part-2 of this Scheme read with Part-4 of the Scheme; and issue of shares and other securities, as case be, by the Transferee Company to the Shareholders and other security holders of the Transferor Companies as on Record Date-1, pursuant to such Amalgamation.
- ii. Demerger of the Demerged Business 1 and 2 of the Transferee Company into the Resulting Companies No. 1 & 2, respectively, with effect from the Appointed Date-2, as provided in Part-3 of this Scheme read with Part-4 of the Scheme; and issue of shares by the Resulting Companies No. 1 & 2 to the Shareholders of the Transferee Company, as on Record Date-2, pursuant to such Demerger. It is clarified that for the purpose of the Demerger, post-amalgamation list of shareholders of the Transferee Company will be taken into consideration after giving effect to allotment of shares pursuant to the Amalgamation of the Transferor Companies with the Transferee Company.

**The aforesaid are the salient features/selected extracts of the Scheme of Arrangement. Please read the entire text of the Scheme of Arrangement to get acquainted with the complete provisions of the Scheme.**

- 11.** The proposed Scheme of Arrangement is for the benefit of all the Companies, their Shareholders and other stakeholders. It is fair and reasonable and is not detrimental to the interest of the public. It is not prejudicial to any person.
- 12.** Valuation exercise has been carried out to determine the share swap ratio for the proposed Scheme of Arrangement. Mr Amit Kumar, a Chartered Accountant, and the Registered Valuer in respect of Securities and Financial Assets, registered with the Insolvency and Bankruptcy

Board of India (IBBI) Vide registration No. IBBI/RV/11/2019/12492, has prepared the Report on Valuation of Shares and Share Exchange Ratio.

The Report on Valuation of Shares & Share Exchange Ratio of Mr Amit Kumar, a Chartered Accountant, and the Registered Valuer in respect of Securities and Financial Assets, registered with the Insolvency and Bankruptcy Board of India (IBBI) Vide registration No. IBBI/RV/11/2019/12492, has been unanimously accepted by the respective Board of Directors of the Transferor Companies, the Transferee Company and the Resulting Companies. The Board of Directors of the Transferor Companies, the Transferee Company and the Resulting Companies, based on the Report on Valuation of Shares & Share Exchange Ratio and on the basis of their independent evaluation and judgment, concluded that the proposed exchange ratio is fair and reasonable to the Shareholders and other stakeholders of all the Companies.

A complete set of the Report on Valuation of Shares & Share Exchange Ratio of Mr Amit Kumar, a Chartered Accountant, and the Registered Valuer in respect of Securities and Financial Assets, registered with the Insolvency and Bankruptcy Board of India (IBBI) Vide registration No. IBBI/RV/11/2019/12492 giving basis of valuation, valuation methodology and calculations, etc., is enclosed herewith.

- 13.** The respective Board of Directors of all the Transferor Companies, the Transferee Company and the Resulting Companies considered and unanimously approved the proposed Scheme of Arrangement in the respective Board Meetings. Dates of the aforesaid Board Meetings are given in the following table:

<b>Company</b>	<b>Date of Board Meeting for approval of the Scheme of Arrangement</b>
Transferor Company No. 1	27.08.2022
Transferor Company No. 2	30.08.2022
Transferor Company No. 3	27.08.2022
Transferor Company No. 4	27.08.2022
Transferor Company No. 5	27.08.2022
Transferor Company No. 6	28.08.2022
Transferor Company No. 7	28.08.2022
Transferor Company No. 8	28.08.2022
Transferor Company No. 9	28.08.2022
Transferor Company No. 10	28.08.2022
Transferor Company No. 11	27.08.2022
Transferor Company No. 12	01.09.2022
Transferor Company No. 13	28.08.2022
Transferor Company No. 14	28.08.2022
Transferor Company No. 15	30.08.2022

Transferor Company No. 16	31.08.2022
Transferor Company No. 17	28.08.2022
Transferor Company No. 18	31.08.2022
Transferor Company No. 19	31.08.2022
Transferor Company No. 20	02.09.2022
Transferor Company No. 21	02.09.2022
Transferor Company No. 22	30.08.2022
Transferor Company No. 23	31.08.2022
Transferor Company No. 24	02.09.2022
Transferor Company No. 25	01.09.2022
Transferor Company No. 26	31.08.2022
Transferor Company No. 27	01.09.2022
Transferor Company No. 28	02.09.2022
Transferor Company No. 29	31.08.2022
Transferor Company No. 30	27.08.2022
Transferor Company No. 31	30.08.2022
Transferor Company No. 32	30.08.2022
Transferor Company No. 33	30.08.2022
Transferor Company No. 34	29.08.2022
Transferor Company No. 35	29.08.2022
Transferor Company No. 36	29.08.2022
Transferor Company No. 37	31.08.2022
Transferor Company No. 38	27.08.2022
Transferor Company No. 39	30.08.2032
Transferor Company No. 40	29.08.2022
Transferor Company No. 41	31.08.2022
Transferor Company No. 42	29.08.2022
Transferor Company No. 43	30.08.2022
Transferor Company No. 44	31.08.2022
Transferor Company No. 45	31.08.2022
Transferor Company No. 46	31.08.2022
Transferor Company No. 47	29.08.2022
Transferor Company No. 48	29.08.2022
Transferor Company No. 49	02.09.2022
Transferor Company No. 50	30.08.2022
Transferor Company No. 51	31.08.2022
Transferor Company No. 52	29.08.2022

Transferor Company No. 53	01.09.2022
Transferor Company No. 54	30.08.2022
Transferor Company No. 55	01.09.2022
Transferor Company No. 56	02.09.2022
Transferor Company No. 57	02.09.2022
Transferor Company No. 58	01.09.2022
Transferor Company No. 59	29.08.2022
Transferor Company No. 60	01.09.2022
Transferor Company No. 61	01.09.2022
Transferor Company No. 62	29.08.2022
Transferor Company No. 63	01.09.2022
Transferor Company No. 64	30.08.2022
Transferor Company No. 65	02.09.2022
Transferee Company	27.08.2022
Resulting Company No. 1	31.08.2022
Resulting Company No. 2	01.09.2022

None of the Directors voted against or abstained from voting on the resolution for approving the Scheme of Arrangement in the aforesaid meetings.

#### **14. Proceedings for inspection, inquiry or investigation, etc.**

- 14.1 No proceedings for inspection, inquiry or investigation under the provisions of the Companies Act, 2013, or under the provisions of the Companies Act, 1956, are pending against the Transferor Companies, the Transferee Company and the Resulting Companies.
- 14.2 However, the following material legal proceedings are pending against the Applicant Companies before different judicial authorities:

<b>Sl. No.</b>	<b>Company Name</b>	<b>Nature of Proceedings</b>
<b>1.</b>	Transferor Company No. 2- BPTP Parklands Pride Ltd	<b>i.</b> Appeal under Income Tax Act, 1961 (four appeals for different Assessment Years)  <b>ii.</b> Appeal under VAT Act, 2003
<b>2.</b>	Transferor Company No. 4- Countrywide Promoters Pvt Ltd	<b>i.</b> Appeal under Income Tax Act, 1961 (two appeals for different Assessment Years)  <b>ii.</b> Writ Petition before the Delhi High Court in respect of Income Tax matter  <b>iii.</b> Appeal under VAT Act, 2003

<b>3.</b>	Transferor Company No. 41-IAG Promoters and Developers Pvt Ltd	<b>i.</b> Appeal under Income Tax Act, 1961
<b>4.</b>	Transferor Company No. 43-Impartial Builders Pvt Ltd	<b>i.</b> Appeal under Income Tax Act, 1961
<b>5.</b>	Transferor Company No. 51-Perpetual Infracon Pvt Ltd	<b>i.</b> Appeal under Income Tax Act, 1961
<b>6.</b>	Transferor Company No. 52-Poonam Promoters and Developers Pvt Ltd	<b>i.</b> Appeal under Income Tax Act, 1961 (two appeals for different Assessment Years)
<b>7.</b>	Transferee Company-BPTP Ltd	<p><b>i.</b> Appeal under Income Tax Act, 1961 (eight appeals for different Assessment Years)</p> <p><b>ii.</b> Appeal under VAT Act, 2003</p> <p><b>iii.</b> Writ Petition before Punjab and Haryana High Court in respect of VAT matter (two Writ Petitions)</p> <p><b>iv.</b> Application under Section 7 of IBC [one case being Jayant Gupta &amp; Anr. Vs. BPTP Ltd &amp; Ors.; CP (IB) No. 2805(ND)/2019]</p> <p>The Applicant(s)-Jayant Gupta &amp; Anr. have claimed a refund of ₹1,34,16,121 against the Unit booked in Project 'Terra', Gurugram Offer of possession has already been issued to the Applicant subsequent to completion of the Unit. Presently, the Applicant has been offered a refund along with interest @9% p.a. from the date of payment made by the Applicant till realization of refund. The Applicant has also filed Complaints before Hon'ble National Consumer Disputes Redressal Commission (NCDRC) and the RERA, Gurugram, in this regard.</p>

14.3 It is clarified and confirmed that no Corporate Insolvency Resolution Process has been initiated; nor any IRP or RP has been appointed in the abovementioned IBC Case filed against the Transferee Company. It may be noted that the Transferee Company will remain in existence even after the sanction of the Scheme of Arrangement.



It is clarified and confirmed that the present Scheme of Arrangement will not adversely affect any of the aforesaid litigations. There is no impediment to initiate the proposed Scheme of Arrangement during the pendency of the above-mentioned litigations.

**15. Effect of the Scheme on the Promoters, Directors, Key Managerial Personnel, Shareholders, Creditors, Employees, etc.:**

- a.** Promoters and/or Directors of the Transferor Companies, the Transferee Company and the Resulting Companies are deemed to be interested in the proposed Scheme of Arrangement to the extent of their shareholding in, loan given to and remuneration drawn from, as the case may be, the respective Companies. Similarly, Key Managerial Personnel (KMP) of the Transferor Companies, the Transferee Company and the Resulting Companies may also be deemed to be interested in the proposed Scheme to the extent of their shareholding in, loan given to and remuneration drawn from, as the case may be, the respective Companies.
  - b.** The proposed Scheme of Arrangement would not have any effect on the material interest of the Promoters, Directors and Key Managerial Personnel of the Transferor Companies, the Transferee Company and the Resulting Companies different from that of the interest of other shareholders, creditors and employees of these Companies.
  - c.** The proposed Scheme of Arrangement does not envisage any corporate debt restructuring. There is no proposal to restructure or vary the debt obligation of any of the Transferor Companies, the Transferee Company or the Resulting Companies towards their respective creditors. The proposed Scheme of Arrangement will not adversely affect the rights of any of the creditors of the Transferor Companies, the Transferee Company or the Resulting Companies in any manner whatsoever.
  - d.** The proposed Scheme of Arrangement will not have any adverse effect on the Secured Creditors, Un-Secured Creditors, Employees and other stakeholders, if any, of the Transferor Companies, the Transferee Company or of the Resulting Companies.
- 16.** A copy of the Scheme of Arrangement is being filed with the concerned Registrar of Companies.
- 17.** Copies of the latest Audited Financial Statements of the Transferor Companies, the Transferee Company and the Resulting Companies for the year ended 31<sup>st</sup> March, 2022, along with the Auditors' Reports thereon, are enclosed herewith.
- 18.** Copies of the Un-audited Financial Statements (provisional) of the Transferor Companies, the Transferee Company and the Resulting Companies for the period ended 30<sup>th</sup> November, 2022, is also enclosed herewith.
- 19.** Total amount due to Un-secured Creditors [excluding Statutory and Other Dues] of the Transferor Companies, the Transferee Company and the Resulting Companies, as on 31<sup>st</sup> March, 2022 is given below:

(As on 31.03.2022)

<b>Sl. No.</b>	<b>Un-secured Creditors of</b>	<b>Amount ₹</b>
1.	ASG Overseas Pvt Ltd	1,08,34,045
2.	BPTP Parklands Pride Ltd	41,30,21,142
3.	BPTP Resort Pvt Ltd	94,13,147
4.	Countrywide Promoters Pvt Ltd	364,76,63,119
5.	Delhi Strong Build Infrastructure Pvt Ltd	41,880
6.	Garnish Colonisers Pvt Ltd	50,080
7.	Gateway Infraprojects Pvt Ltd	1,46,540
8.	Lunar Developers Pvt Ltd	55,999,55
9.	Moonlight Buildmart Pvt Ltd	4,00,63,141
10.	Remarkable Estate Pvt Ltd	3,00,053
11.	Super Belts Pvt Ltd	18,08,67,944
12.	Triangle Builders and Promoters Pvt Ltd	15,040
13.	Well Worth Developers Pvt Ltd	10,84,059
14.	Antariksh Construction Company Pvt Ltd	27,36,73,480
15.	Anupam Towers Pvt Ltd	10,45,43,471
16.	Ashirbad Buildwell Pvt Ltd	78,05,75,851
17.	Brainwave Builders Pvt Ltd	5,02,28,254
18.	Bright Star Builders Pvt Ltd	46,11,04,146
19.	Business Park Builders Pvt Ltd	3,23,28,204
20.	Business Park Developers Pvt Ltd	5,88,65,583
21.	Business Park Overseas Pvt Ltd	9,85,880
22.	Business Park Promoters Pvt Ltd	3,27,70,997
23.	Delite Realtech Pvt Ltd	72,18,612
24.	Designer Realtors Pvt Ltd	79,28,25,465
25.	Digital SEZ Developers Pvt Ltd	29,02,34,290
26.	Druzba Overseas Pvt Ltd	87,02,39,590
27.	Elite Realtech Pvt Ltd	9,34,64,931
28.	Eventual Builders Pvt Ltd	79,81,64,353
29.	Excel Infraventures Pvt Ltd	17,35,78,846
30.	Focus Builders Pvt Ltd	540,51,71,841
31.	Fragrance Construction Pvt Ltd	8,56,72,288
32.	GAG Constructions Pvt Ltd	35,05,017
33.	Garland Infrastructure Pvt Ltd	41,20,20,884
34.	Gitanjali Promoters Pvt Ltd	4,31,67,874
35.	Glaze Buildcon Pvt Ltd	39,45,38,828
36.	Glitz Builders and Promoters Pvt Ltd	3,60,07,978
37.	Green Park Estates Pvt Ltd	15,490
38.	Green Valley Housing & Land Development Pvt Ltd	3,40,80,736
39.	Green Valley Towers Pvt Ltd	45,180
40.	Grow High Realtors Pvt Ltd	10,19,30,924
41.	IAG Promoters and Developers Pvt Ltd	9,840
42.	Imagine Builders Pvt Ltd	75,82,19,485
43.	Impartial Builders Pvt Ltd	14,51,38,167
44.	Impower Infrastructure Pvt Ltd	12,93,211
45.	ISG Estates Pvt Ltd	2,45,06,425
46.	Jasmine Buildtech Pvt Ltd	23,24,35,752
47.	KA Promoters & Developers Pvt Ltd	8,77,93,426
48.	Merit Marketing Pvt Ltd	51,880
49.	Native Buildcon Pvt Ltd	148,88,61,323
50.	Passionate Builders Pvt Ltd	38,49,64,856

<b>51.</b>	Perpetual Infracon Pvt Ltd	41,78,448
<b>52.</b>	Poonam Promoters and Developers Pvt Ltd	4,92,38,012
<b>53.</b>	Precision Infrastructure Pvt Ltd	75,97,519
<b>54.</b>	Rainbow Promoters Pvt Ltd	136,02,39,942
<b>55.</b>	Saraswati Kunj Infrastructure Pvt Ltd	23,61,45,858
<b>56.</b>	Shalimar Town Planners Pvt Ltd	71,76,75,439
<b>57.</b>	Shrinkhla Infrastructure Pvt Ltd	2,94,390
<b>58.</b>	Sunaina Towers Pvt Ltd	31,79,909
<b>59.</b>	Sunglow Overseas Pvt Ltd	6,30,44,210
<b>60.</b>	Supergrowth Constructions Pvt Ltd	3,50,262
<b>61.</b>	USG Buildwell Pvt Ltd	28,040
<b>62.</b>	Vasundra Promoters Pvt Ltd	4,36,86,634
<b>63.</b>	Visual Builders Pvt Ltd	37,68,98,061
<b>64.</b>	Vivek Promoters Pvt Ltd	108,48,37,143
<b>65.</b>	Westland Developers Pvt Ltd	3,84,23,398
<b>66.</b>	BPTP Ltd	1,587,20,11,592
<b>67.</b>	Logical Builders Pvt Ltd	14,50,240
<b>68.</b>	Praya Buildtech Pvt Ltd	12,560
	<b>Total</b>	<b>38,62,30,25,205</b>

- 20.** The following documents will be available for inspection or for obtaining extracts from or for making or obtaining copies of, by the members and creditors at the registered office of the Transferor Companies, the Transferee Company and the Resulting Companies on any working day from the date of this notice till the date of meetings between 11:00 A.M. and 4:00 P.M.:
- a.** The Memorandum and Articles of Association of the Transferor Companies, the Transferee Company and the Resulting Companies.
  - b.** The Audited Financial Statements of the Transferor Companies, the Transferee Company and the Resulting Companies for the last 3 years ended 31<sup>st</sup> March, 2020 and 31<sup>st</sup> March, 2021 and 31<sup>st</sup> March, 2022.
  - c.** Un-audited Financial Statements (provisional) for the period ended 30<sup>th</sup> November, 2022, of the Transferor Companies, the Transferee Company and the Resulting Companies.
  - d.** Register of Particulars of Directors and KMP and their Shareholding, of the Transferor Companies, the Transferee Company and the Resulting Companies.
  - e.** Copy of the proposed Composite Scheme of Arrangement.
  - f.** Paper Books and proceedings of the Company Application No. CA (CAA) 56/Chd/Hry of 2022.
  - g.** Copy of Order dated 21<sup>st</sup> March, 2023 (date of pronouncement) read with Order dated 13<sup>th</sup> April, 2023, passed by the Hon'ble National Company Law Tribunal, Chandigarh Bench, Chandigarh, in the Company Application No. CA (CAA) 56/Chd/Hry of 2022, jointly filed by the Transferor Companies, the Transferee Company and the Resulting Companies, in pursuance of which the aforesaid meetings are scheduled to be convened.

- h. Report on Valuation of Shares & Share Exchange Ratio Mr Amit Kumar, a Chartered Accountant, and the Registered Valuer in respect of Securities and Financial Assets, registered with the Insolvency and Bankruptcy Board of India (IBBI) Vide registration No. IBBI/RV/11/2019/12492.
  - i. Copies of the Certificates issued by the Statutory Auditors of the Transferor Companies, the Transferee Company and the Resulting Companies to the effect that the accounting treatment proposed in the Scheme of Arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.
21. A copy of the Scheme of Arrangement, Explanatory Statement and other annexures may be obtained free of charge on any working day (except Saturday) prior to the date of meetings, from the respective registered office of the Applicant Companies; or from the office of the Legal Counsel-M/s Rajeev Goel & Associates, Advocates and Solicitors, 785, Pocket-E, Mayur Vihar-II, Delhi Meerut Expressway/ NH-9, Delhi-110 091, India, Mobile: 88005 15597, e-mail: [rajeev391@gmail.com](mailto:rajeev391@gmail.com); Website: [www.rgalegal.in](http://www.rgalegal.in).
22. Notice of the meetings, Explanatory Statement and other documents are also being placed on the following website:

Particulars	Website
BPTP Ltd	<a href="http://www.bptp.com">www.bptp.com</a>

23. Please note that the Secured Creditors of the Transferor Companies No. 2, 4, 29 & 49 and the Transferee Company may attend and vote in the respective meetings of the Secured Creditors either in person or by proxies. Proxies need not be a member/creditor of the Transferor Companies, the Transferee Company and the Resulting Companies.
24. **Please take note that since the meeting of the Un-secured Creditors of the Transferee Company is proposed to be held through Video Conferencing, option of attending the meeting of the Un-secured Creditors of the Transferee Company through proxy is not applicable/available.**
25. Facility of remote e-voting will be available during the prescribed period before the meeting of the **Un-secured Creditors of the Transferee Company** as given in the notice of the said meeting and e-voting system will also be available during the meeting. Instructions for attending the meeting through Video Conferencing; and for voting through e-voting system are given in the notice of the said meeting.
26. The proposed Composite Scheme of Arrangement, if approved in the meetings to be held under the supervision of the Hon'ble NCLT, will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, Chandigarh Bench, Chandigarh. No specific approval is required to be obtained from any other government authority to the proposed Composite Scheme of Arrangement.

Dated this 11<sup>th</sup> day of April, 2023

**For and on behalf of the Board of  
Directors  
For Transferor Companies No. 1 to  
65**

**Sd/-  
Mohit Nagpal  
Authorised Signatory  
PAN: ADKPN8997L**

**For and on behalf of the Board of  
Directors  
For Transferee Company**

**Sd/-  
Amit Kumar Singhal  
Authorised Signatory  
PAN: AYSPS5539A**

**For and on behalf of the Board of Directors  
For Resulting Companies No. 1 & 2**

**Sd/-  
Rakesh Kumar Agrawal  
Authorised Signatory  
PAN: AAEPA1971E**

**Native Buildcon Pvt Ltd**  
[CIN: U 70102 HR 2011 PTC 044169]  
**Regd. Office:** Park Centra, Basement-1, Opposite 32,  
Milestone, Sector-30, Gurgaon-122 001, Haryana  
**E-mail:** [secretarial@bptp.com](mailto:secretarial@bptp.com)

**PROXY FORM**

<b>Name of Secured Creditor(s)</b>	
Registered Address	
E-mail id	
Reference No., if any	

I/We, being **Secured Creditor(s) of Native Buildcon Pvt Ltd**, hereby appoint the following person(s) as my/our proxy(ies):

<b>1.</b>	<b>Name of Proxy holder</b>	
	Address	
	E-mail id	

or failing him/her

<b>2.</b>	<b>Name of Proxy holder</b>	
	Address	
	E-mail id	

or failing him/her

<b>3.</b>	<b>Name of Proxy holder</b>	
	Address	
	E-mail id	

to attend and vote (on a poll) for me/us and on my/our behalf at the meeting of the **Secured Creditors of Native Buildcon Pvt Ltd** being held on **Friday, 26<sup>th</sup> May, 2023 at 3:00 P.M. at Shangri-La Eros Hotel, 19 Ashoka Road, Janpath, Connaught Place, New Delhi-110 001**, and at any adjournment thereof for the purpose of considering and, if thought fit, approving, with or without modification, the proposed Composite Scheme of Arrangement of ASG Overseas Pvt Ltd & Ors., and other connected matters, if any.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2023

<b>Signature of the Secured Creditor(s):</b>	<table border="1"><tr><td data-bbox="1102 331 1374 459">Affix ₹1.00 Revenue Stamp</td></tr></table>	Affix ₹1.00 Revenue Stamp
Affix ₹1.00 Revenue Stamp		

<b>Signature of the Proxy holder(s)</b>	1.
	2.
	3.

**Notes:**

1. Please affix revenue stamp and cancel the Stamp by signing across the Stamp or otherwise.
2. **This Form of Proxy, in order to be effective, must be deposited at the registered office of the Company not later than 48 hours before the time fixed for convening the Meeting.**
3. Please note that a person can act as a proxy on behalf of Secured Creditors not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (ten) percent of the total value of Secured debt/votes in the Company. Further, a Secured Creditor holding more than 10 (ten) percent of the total value of Secured debt/votes in the Company may appoint a single person as proxy and such person shall not act as proxy for any other Secured Creditor.
4. All the alterations, made in the Proxy Form, must be initialed.
5. Proxy need not be a member/creditor of the Company.
6. **All the persons attending the meeting are advised to carry their original photo identity proof for verification.**

**Native Buildcon Pvt Ltd**

[CIN: U 70102 HR 2011 PTC 044169]

**Regd. Office:** Park Centra, Basement-1, Opposite 32,  
Milestone, Sector-30, Gurgaon-122 001, Haryana

**E-mail:** [secretarial@bptp.com](mailto:secretarial@bptp.com)

**Attendance Slip**

<b>Sl. No.</b>		<b>Ref. No.</b>	
<b>Name of Secured Creditor(s)</b>			
<b>Name of Proxy/ Authorized Rep., if any</b>			
<b>I hereby record my presence at the meeting of the Secured Creditors of Native Buildcon Pvt Ltd</b> being held on <b>Friday, 26<sup>th</sup> May, 2023 at 3:00 P.M. at Shangri-La Eros Hotel, 19 Ashoka Road, Janpath, Connaught Place, New Delhi-110 001</b> , under the supervision of the Hon'ble National Company Law Tribunal, for the purpose of considering and, if thought fit, approving, with or without modification, the Composite Scheme of Arrangement of ASG Overseas Pvt Ltd & Ors., and other connected matters, if any.			

**Signature**



Composite Scheme of Arrangement of ASG Overseas Pvt Ltd, BPTP Parklands Pride Ltd, BPTP Resort Pvt Ltd, Countrywide Promoters Pvt Ltd, Delhi Strong Build Infrastructure Pvt Ltd, Garnish Colonisers Pvt Ltd, Gateway Infraprojects Pvt Ltd, Lunar Developers Pvt Ltd, Moonlight Buildmart Pvt Ltd, Remarkable Estate Pvt Ltd, Super Belts Pvt Ltd, Triangle Builders and Promoters Pvt Ltd, Well Worth Developers Pvt Ltd, Antariksh Construction Company Pvt Ltd, Anupam Towers Pvt Ltd, Ashirbad Buildwell Pvt Ltd, Brainwave Builders Pvt Ltd, Bright Star Builders Pvt Ltd, Business Park Builders Pvt Ltd, Business Park Developers Pvt Ltd, Business Park Overseas Pvt Ltd, Business Park Promoters Pvt Ltd, Delite Realtech Pvt Ltd, Designer Realtors Pvt Ltd, Digital SEZ Developers Pvt Ltd, Druzba Overseas Pvt Ltd, Elite Realtech Pvt Ltd, Eventual Builders Pvt Ltd, Excel Infraventures Pvt Ltd, Focus Builders Pvt Ltd, Fragrance Construction Pvt Ltd, GAG Constructions Pvt Ltd, Garland Infrastructure Pvt Ltd, Gitanjali Promoters Pvt Ltd, Glaze Buildcon Pvt Ltd, Glitz Builders and Promoters Pvt Ltd, Green Park Estates Pvt Ltd, Green Valley Housing & Land Development Pvt Ltd, Green Valley Towers Pvt Ltd, Grow High Realtors Pvt Ltd, IAG Promoters and Developers Pvt Ltd, Imagine Builders Pvt Ltd, Impartial Builders Pvt Ltd, Impower Infrastructure Pvt Ltd, ISG Estates Pvt Ltd, Jasmine Buildtech Pvt Ltd, KA Promoters & Developers Pvt Ltd, Merit Marketing Pvt Ltd, Native Buildcon Pvt Ltd, Passionate Builders Pvt Ltd, Perpetual Infracon Pvt Ltd, Poonam Promoters and Developers Pvt Ltd, Precision Infrastructure Pvt Ltd, Rainbow Promoters Pvt Ltd, Saraswati Kunj Infrastructure Pvt Ltd, Shalimar Town Planners Pvt Ltd, Shrinkhla Infrastructure Pvt Ltd, Sunaina Towers Pvt Ltd, Sunglow Overseas Pvt Ltd, Supergrowth Constructions Pvt Ltd, USG Buildwell Pvt Ltd, Vasundra Promoters Pvt Ltd, Visual Builders Pvt Ltd, Vivek Promoters Pvt Ltd, Westland Developers Pvt Ltd, BPTP Ltd, Logical Builders Pvt Ltd and Praya Buildtech Pvt Ltd;

and their respective Shareholders and Creditors under Sections 230 & 232 of the Companies Act, 2013, read with Sections 52 and 66 of the Companies Act, 2013, and other applicable provisions, if any

#### A. Preamble

This Scheme of Arrangement is framed in terms of the provisions of Sections 230 & 232 of the Companies Act, 2013, read with Sections 52 and 66 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, together with Sections 2(1B) and 2(19AA) of the Income Tax Act, 1961, and other applicable provisions, if any.

The Composite Scheme of Arrangement provides for:

- i. Amalgamation of the Transferor Companies No. 1 to 65 with and into the Transferee Company-BPTP Ltd;
- ii. Demerger of the Demerged Business 1 & 2 of the Transferee Company into the Resulting Companies No. 1 & 2, respectively; and
- iii. Various other matters incidental, consequential or otherwise integrally connected with the aforesaid Amalgamation and Demerger, if any.

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

3699

**B. Parts of the Scheme of Arrangement:**

This Scheme provides for matters connected with the aforesaid Amalgamation and Demerger, etc. Accordingly, this Scheme is divided into the following parts:

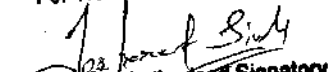
**Part-1** which deals with the Definitions, Share Capital of the Companies and the Rationale for the Scheme.

**Part-2** which deals with Amalgamation of the Transferor Companies No. 1 to 65 with the Transferee Company.

**Part-3** which deals with Demerger of the Demerged Business 1 & 2 of the Transferee Company into the Resulting Companies No. 1 & 2, respectively.

**Part-4** which deals with Other General Terms and Conditions applicable to the Scheme.

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

3693

## PART-1

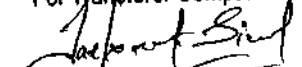
### DEFINITIONS, SHARE CAPITAL AND RATIONALE FOR THE SCHEME

#### A. DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as given below:

- 1.1 "Act"** means the Companies Act, 2013 (18 of 2013), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable Rules made there under and includes any amendments, statutory re-enactments and modifications thereof for the time being in force; and the Companies Act, 1956 (1 of 1956), to the extent applicable, if any.
- 1.2 "Amalgamation"** means amalgamation of ASG Overseas Pvt Ltd, BPTP Parklands Pride Ltd, BPTP Resort Pvt Ltd, Countrywide Promoters Pvt Ltd, Delhi Strong Build Infrastructure Pvt Ltd, Garnish Colonisers Pvt Ltd, Gateway Infraprojects Pvt Ltd, Lunar Developers Pvt Ltd, Moonlight Buildmart Pvt Ltd, Remarkable Estate Pvt Ltd, Super Belts Pvt Ltd, Triangle Builders and Promoters Pvt Ltd, Well Worth Developers Pvt Ltd, Antariksh Construction Company Pvt Ltd, Anupam Towers Pvt Ltd, Ashirbad Buildwell Pvt Ltd, Brainwave Builders Pvt Ltd, Bright Star Builders Pvt Ltd, Business Park Builders Pvt Ltd, Business Park Developers Pvt Ltd, Business Park Overseas Pvt Ltd, Business Park Promoters Pvt Ltd, Delite Realtech Pvt Ltd, Designer Realtors Pvt Ltd, Digital SEZ Developers Pvt Ltd, Druzba Overseas Pvt Ltd, Elite Realtech Pvt Ltd, Eventual Builders Pvt Ltd, Excel Infraventures Pvt Ltd, Focus Builders Pvt Ltd, Fragrance Construction Pvt Ltd, GAG Constructions Pvt Ltd, Garland Infrastructure Pvt Ltd, Gitanjali Promoters Pvt Ltd, Glaze Buildcon Pvt Ltd, Glitz Builders and Promoters Pvt Ltd, Green Park Estates Pvt Ltd, Green Valley Housing & Land Development Pvt Ltd, Green Valley Towers Pvt Ltd, Grow High Realtors Pvt Ltd, IAG Promoters and Developers Pvt Ltd, Imagine Builders Pvt Ltd, Impartial Builders Pvt Ltd, Impower Infrastructure Pvt Ltd, ISG Estates Pvt Ltd, Jasmine Buildtech Pvt Ltd, KA Promoters & Developers Pvt Ltd, Merit Marketing Pvt Ltd, Native Buildcon Pvt Ltd, Passionate Builders Pvt Ltd, Perpetual Infracon Pvt Ltd, Poonam Promoters and Developers Pvt Ltd, Precision Infrastructure Pvt Ltd, Rainbow Promoters Pvt Ltd, Saraswati Kunj Infrastructure Pvt Ltd, Shalimar Town Planners Pvt Ltd, Shrinkhla Infrastructure Pvt Ltd, Sunaina Towers Pvt Ltd, Sunglow Overseas Pvt Ltd, Supergrowth Constructions Pvt Ltd, USG Buildwell Pvt Ltd, Vasundra Promoters Pvt Ltd, Visual Builders Pvt Ltd, Vivek Promoters Pvt Ltd and Westland Developers Pvt Ltd (the Transferor Companies No. 1 to 65, respectively) with and into BPTP Ltd (the Transferee Company); in terms of this Scheme in its present form or with any modification(s) as approved by the Hon'ble National Company Law Tribunal or any other competent authority, as the case may be.
- 1.3 "Applicable Law(s)"** means any relevant statute, notification, by-laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinance, schemes, notices, treaties, judgement, decree, approvals, orders or instructions enacted or issued or sanctioned by any Governmental and Registration Authority, having the force of law and as applicable to Companies.

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

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- 1.4 **"Appointed Date-1"** which is relevant for the purpose of the Amalgamation, means commencement of business on 1<sup>st</sup> April, 2022, or such other date as the Hon'ble National Company Law Tribunal or any other competent authority may approve.
- 1.5 **"Appointed Date-2"** which is relevant for the purpose of the Demerger, means commencement of business on 1<sup>st</sup> August, 2022, or such other date as the Hon'ble National Company Law Tribunal or any other competent authority may approve.
- 1.6 **"Appointed Date"** means Appointed Date-1 and Appointed Date-2, collectively or any one of them as the context requires.
- 1.7 **"Board" or "Board of Directors"** means the Board of Directors of the respective Transferor Companies, the Transferee Company and the Resulting Companies, as the case may be, and shall, unless it is repugnant to the context or otherwise, include Committee(s) so authorised by the Board of Directors, or any person authorised by the Board of Directors or such Committee(s).
- 1.8 **"Demerged Business 1"** means identified 'Plotted Real Estate Undertaking' of BPTP Ltd (the Transferee Company) which is proposed to be Demerged into Logical Builders Pvt Ltd (the Resulting Company No. 1), on a going concern basis, and includes the business/undertaking comprising of:
  - 1.8.1 All the activities and operations relating to the Demerged Business 1 being carried on by BPTP Ltd.
  - 1.8.2 All assets (whether movable or immovable, real or personal, corporeal or incorporeal, present, future or contingent, tangible or intangible) of the Demerged Business 1 of the Transferee Company wherever situated pertaining thereto.
  - 1.8.3 All present and future liabilities (including contingent liabilities) arising out of the activities or operations of the Demerged Business 1 of the Transferee Company, including loans, debts, current liabilities and provisions, duties and obligations relating to such Demerged Business 1.
  - 1.8.4 Without prejudice to the generality of the above, Demerged Business 1 shall include in particular:
    - i. All properties and assets of the Demerged Business 1 wherever situated including land parcels, work in progress, buildings and other development, pertaining to the Demerged Business 1.
    - ii. All rights, entitlements and other statutory permissions, approvals, consents, licenses, registrations, the benefits of all contracts and all other rights including goodwill, intellectual property, investment, cash balances, the benefit of any deposit, financial assets, funds belonging to or proposed to be utilized for the Demerged Business 1, bank balances and bank accounts relating to the day to day operations and specific to the working of the Demerged Business 1; and all other fiscal and non-fiscal incentives, benefits and privileges which are available to or being availed by the Transferee Company or which the Transferee Company may be entitled to at any time

For Transferor Companies No. 1 to 65  
  
Director/Authorised Signatory

For Transferee Company  
  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2  
  
Director/Authorised Signatory

for its Demerged Business 1, shall be continued to be available in the Resulting Company No. 1 for the Demerged Business 1 after the proposed Demerger.

- iii. All licenses and permits obtained in relation to the development activities on land comprising the Demerged Business 1, or otherwise.
- iv. All tax credits/ incentives (including but not limited to credits/ incentives in respect of income tax, sales tax, value added tax, Goods and Service Tax, service tax etc.), deferred tax benefits, advance tax, Minimum Alternate Tax, tax losses, unabsorbed depreciation, tax holidays and any other carry forwards, subsidies or benefits under various statutes and schemes of the government relating to the Demerged Business 1.
- v. All employees of the Transferee Company engaged in or in relation to the Demerged Business 1.
- vi. Powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, mobile phones, internet, facsimile connections and installations, utilities, power and electricity connections, water and other services, and all other interests in connection with or relating to the Demerged Business 1.
- vii. All contracts with customers, vendors and development rights agreements in relation to the development activities carried out or proposed to be carried out in relation to the Demerged Business 1.
- viii. All advance money, earnest moneys and/or security deposits, bank guarantee, if any, paid or received by BPTP Ltd in connection with or relating to the Demerged Business 1.
- ix. All deposits and balances with Government, Semi-Government, local and other authorities and bodies, customers and other persons, share application money, wallet/ pre-paid instruments balances, earnest moneys and/ or security deposits paid or received by the Transferee Company pertaining to the Demerged Business 1.
- x. All trademarks, service marks, patents and domain names, copyrights, industrial designs, product registrations and other intellectual property rights including but not limited to all intellectual property and all other interests exclusively relating to the goods or services being dealt with by the Transferee Company with regard to the Demerged Business 1; but shall not include any assets or liabilities relating to the Remaining Business of the Transferee Company.
- xi. All records, files, papers, computer programs, manuals, data and other records, whether in physical form or electronic form in connection with or relating to the Demerged Business 1.
- xii. All duties and obligations, which are relatable to the Demerged Business 1.

For Transferor Companies No. 1 to 65

*[Signature]*  
Director/Authorised Signatory

For Transferee Company

*[Signature]*  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

*[Signature]*  
Director/Authorised Signatory

xiii. All the legal proceedings of whatsoever nature by or against the Transferee Company relating to the Demerged Business 1.

1.8.5 For the purpose of this Scheme, it is clarified that liabilities pertaining to the Demerged Business 1 include:

- i. The liabilities, which arise out of the activities or operations of the Demerged Business 1.
- ii. Specific loans and borrowings raised, incurred and utilized solely for the respective activities or operation of the Demerged Business 1.
- iii. General and/or multi-purpose corporate liabilities allocable to the Demerged Business 1, in proportion to the assets of the Demerged Business 1.

1.8.6 All employees of the Transferee Company employed in the Demerged Business 1, as identified by the Board of Directors of the Transferee Company, as on the Effective Date.

1.8.7 Any question that may arise as to whether a specified asset or liability pertains or does not pertain to the Demerged Business 1 or whether it arises out of the activities or operations of the Demerged Business 1, shall be decided mutually by the Board of Directors of the Transferee Company and Resulting Company No. 1.

Performa Balance Sheet of the Demerged Business 1 of BPTP Ltd is set out in Schedule-1.

**1.9 "Demerged Business 2"** means identified 'Retail Real Estate Undertaking' of BPTP Ltd (the Transferee Company) which is proposed to be Demerged into Praya Buildtech Pvt Ltd (the Resulting Company No. 2), on a going concern basis, and includes the business/undertaking/ identified assets and liabilities comprising of:

1.9.1 All the activities and operations relating to the Demerged Business 2 being carried on by BPTP Ltd.

1.9.2 All assets (whether movable or immovable, real or personal, corporeal or incorporeal, present, future or contingent, tangible or intangible) of the Demerged Business 2 of the Transferee Company wherever situated pertaining thereto.

1.9.3 All present and future liabilities (including contingent liabilities) arising out of the activities or operations of the Demerged Business 2 of the Transferee Company, including loans, debts, current liabilities and provisions, duties and obligations relating to such Demerged Business 2.

1.9.4 Without prejudice to the generality of the above, Demerged Business 2 shall include in particular:

- i. All properties and assets of the Demerged Business 2 wherever situated including land parcels, work in progress, buildings and other development, pertaining to the Demerged Business 2.

For Transferor Companies No. 1 to 65  
  
Director/Authorised Signatory

For Transferee Company  
  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2  
  
Director/Authorised Signatory

- ii. All rights, entitlements and other statutory permissions, approvals, consents, licenses, registrations, the benefits of all contracts and all other rights including goodwill, intellectual property, investment, cash balances, the benefit of any deposit, financial assets, funds belonging to or proposed to be utilized for the Demerged Business 2, bank balances and bank accounts relating to the day to day operations and specific to the working of the Demerged Business 2; and all other fiscal and non-fiscal incentives, benefits and privileges which are available to or being availed by the Transferee Company or which the Transferee Company may be entitled to at any time for its Demerged Business 2, shall be continued to be available in the Resulting Company No. 2 for the Demerged Business 2 after the proposed Demerger.
- iii. All licenses and permits obtained in relation to the development activities on land comprising the Demerged Business 2, or otherwise.
- iv. All tax credits/ incentives (including but not limited to credits/ incentives in respect of income tax, sales tax, value added tax, Goods and Service Tax, service tax etc.), deferred tax benefits, advance tax, Minimum Alternate Tax, tax losses, unabsorbed depreciation, tax holidays and any other carry forwards, subsidies or benefits under various statutes and schemes of the government relating to the Demerged Business 2.
- v. All employees of the Transferee Company engaged in or in relation to the Demerged Business 2.
- vi. Powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, mobile phones, internet, facsimile connections and installations, utilities, power and electricity connections, water and other services, and all other interests in connection with or relating to the Demerged Business 2.
- vii. All contracts with customers, vendors and development rights agreements in relation to the development activities carried out or proposed to be carried out in relation to the Demerged Business 2.
- viii. All advance money, earnest moneys and/or security deposits, bank guarantee, if any, paid or received by BPTP Ltd in connection with or relating to the Demerged Business 2.
- ix. All deposits and balances with Government, Semi-Government, local and other authorities and bodies, customers and other persons, share application money, wallet/ pre-paid instruments balances, earnest moneys and/ or security deposits paid or received by the Transferee Company pertaining to the Demerged Business 2.
- x. All trademarks, service marks, patents and domain names, copyrights, industrial designs, product registrations and other intellectual property rights including but not limited to all intellectual property and all other interests exclusively relating to

For Transferor Companies No. 1 to 65

*Inspector Singh*  
Director/Authorised Signatory

For Transferee Company

*[Signature]*  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

*[Signature]*  
Director/Authorised Signatory

the goods or services being dealt with by the Transferee Company with regard to the Demerged Business 2; but shall not include any assets or liabilities relating to the Remaining Business of the Transferee Company.

- xi. All records, files, papers, computer programs, manuals, data and other records, whether in physical form or electronic form in connection with or relating to the Demerged Business 2.
- xii. All duties and obligations, which are relatable to the Demerged Business 2.
- xiii. All the legal proceedings of whatsoever nature by or against the Transferee Company relating to the Demerged Business 2.

1.9.5 For the purpose of this Scheme, it is clarified that liabilities pertaining to the Demerged Business 2 include:

- i. The liabilities, which arise out of the activities or operations of the Demerged Business 2.
- ii. Specific loans and borrowings raised, incurred and utilized solely for the respective activities or operation of the Demerged Business 2.
- iii. General and/or multi-purpose corporate liabilities allocable to the Demerged Business 2, in proportion to the assets of the Demerged Business 2.

1.9.6 All employees of the Transferee Company employed in the Demerged Business 2, as identified by the Board of Directors of the Transferee Company, as on the Effective Date.

1.9.7 Any question that may arise as to whether a specified asset or liability pertains or does not pertain to the Demerged Business 2 or whether it arises out of the activities or operations of the Demerged Business 2, shall be decided mutually by the Board of Directors of the Transferee Company and Resulting Company 2.

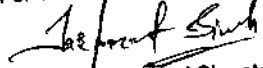
Performa Balance Sheet of the Demerged Business 2 of BPTP Ltd is set out in Schedule-2.

**1.10 "Demerged Business 1 and 2"** have been referred to as the respective Demerged Business or the Demerged Business in this Scheme and other documents relating to the Scheme, for the sake of brevity and simplicity.

**1.11 "Demerger"** means transfer and vesting of identified 'Plotted Real Estate Undertaking' and identified 'Retail Real Estate Undertaking' (the Demerged Business 1 and 2, respectively) of BPTP Ltd, on a going-concern basis, by way of demerger into Logical Builders Pvt Ltd and Praya Buildtech Pvt Ltd (the Resulting Companies No. 1 & 2), respectively, in terms of this Scheme in its present form or with any modification(s) as approved by the Hon'ble National Company Law Tribunal or any other competent authority, as the case may be.

**1.12 "Effective Date"** means last of the dates on which the certified copies of the Order(s) passed by the Hon'ble National Company Law Tribunal,

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory



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sanctioning the Scheme of Arrangement, are filed with the concerned Registrar of Companies, Ministry of Corporate Affairs. References in this Scheme to the date of "coming into effect of this Scheme" or "upon the Scheme becoming effective" shall mean the Effective Date.

**1.13 "Encumbrance"** means (a) any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance of any kind securing, or conferring any priority of payment in respect of, any obligation of any person, including any right granted by a transaction which in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Laws; (b) any proxy, power of attorney, voting trust agreement, interest, option, right of first offer, refusal or transfer restriction in favour of any person; and (iii) any adverse claim as to title, possession or use.

**1.14 "FEMA"** means the Foreign Exchange Management Act, 1999 along with the rules and regulations made there under and shall include any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force.

**1.15 "Intellectual Property Rights"** means, whether registered or not, in the name of or recognized under Applicable Laws as being intellectual property of the respective Transferor Companies, Transferee Company, Resulting Companies or of the respective Demerged Business; or in the nature of common law rights of the respective Transferor Companies, Transferee Company, Resulting Companies or of the respective Demerged Business; all domestic and foreign (a) trademarks, service marks, brand names, internet domain names, websites, online web portals, trade names, logos, uniforms and all applications and registration for the foregoing and all goodwill associated with the foregoing and symbolized by the foregoing; (b) confidential and proprietary information and trade secrets; (c) published and unpublished works of authorship and copyrights therein, and registrations and applications therefor, and all renewals, extensions, restorations and reversions thereof; (d) computer software, programs (including source code, object code, firmware, operating systems and specifications) and processes; (e) designs, drawings, sketches; (f) tools, databases, frameworks, customer data, proprietary information, knowledge, any other technology or know-how, licenses, software licenses and formulas; (g) ideas and all other intellectual property or proprietary rights; and (h) all rights in all of the foregoing provided by Applicable Laws.

**1.16 "IT Act"** means the Income Tax Act, 1961, and the rules made there under and shall include any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force.

**1.17 National Company Law Tribunal** means appropriate Bench/Benches of the Hon'ble National Company Law Tribunal constituted under the Companies Act, 2013, or such other court, tribunal, forum or authority having jurisdiction to sanction the present Scheme and other connected matters. The National Company Law Tribunal has been referred to as the Tribunal/NCLT.

**1.18 "Record Date-1"** means the date to be fixed by the Board of Directors of the Transferor Companies and/or the Transferee Company, with reference to which the eligibility of the shareholders or debenture holders of the

For Transferor Companies No. 1 to 65  
  
Director/Authorised Signatory

For Transferee Company  
  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2  
  
Director/Authorised Signatory

Transferor Companies shall be determined for issuance of shares or Debentures, as the case may be, in the Transferee Company on Amalgamation in terms of this Scheme; and other connected matters, if any.

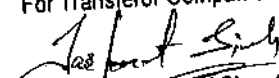
- 1.19 **"Record Date-2"** means the date to be fixed by the Board of Directors of the Transferee Company or the Resulting Companies No. 1 & 2, with reference to which the eligibility of the shareholders of Transferee Company shall be determined for allotment of shares in the Resulting Companies No. 1 & 2, on Demerger in terms of this Scheme; and other connected matters, if any. It is clarified that for the purpose of the Demerger, post-amalgamation list of shareholders of the Transferee Company will be taken into consideration after giving effect to allotment of shares pursuant to the Amalgamation.
- 1.20 **"Record Date"** means Record Date-1 and Record Date-2, collectively or any one of them, as the context requires.
- 1.21 **"Registrar of Companies"** means concerned Registrar(s) of Companies, Ministry of Corporate Affairs having jurisdiction under the Companies Act, 2013, and other applicable provisions, if any, on the respective Companies.
- 1.22 **"Remaining Business of the Transferee Company"** means all assets and liabilities including immovable property, undertakings, businesses, activities, operations and intellectual property rights of the Transferee Company (post giving effect to Amalgamation of Transferor Companies with Transferee Company) other than the Demerged Business 1 & 2.
- 1.23 **"Resulting Company No. 1"** means **Logical Builders Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-16, 3<sup>rd</sup> Floor, Next Door, U-Block, BPTP Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Resulting Company No. 1-Logical Builders Pvt Ltd [Corporate Identification No. (CIN): U 70102 HR 2010 PTC 040561; Income Tax Permanent Account No. (PAN): AAB CL 7843 G] (hereinafter referred to as "the Resulting Company No. 1/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 20<sup>th</sup> May, 2010, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi.

- 1.24 **"Resulting Company No. 2"** means **Praya Buildtech Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 2013, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, U-Block, BPTP Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Resulting Company No. 2-Praya Buildtech Pvt Ltd [Corporate Identification No. (CIN): U 70109 HR 2020 PTC 086878; Income Tax Permanent Account No. (PAN): AAL CP 1886 F] (hereinafter referred to as "the Resulting Company No. 2/the Company") was incorporated under the provisions of the Companies Act, 2013, as a private limited company vide Certificate of Incorporation dated 18<sup>th</sup> June, 2020, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi.

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

**1.25 "Scheme"** means the present Scheme of Arrangement framed under the provisions of Sections 230 & 232 of the Companies Act, 2013, read with Sections 52 and 66 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, together with Sections 2(1B) and 2(19AA) of the Income Tax Act, 1961, and other applicable provisions, if any, which provides for (a) Amalgamation of the Transferor Companies No. 1 to 65 with and into the Transferee Company; (b) Demerger of the Demerged Business 1 & 2 of the Transferee Company into the Resulting Companies No. 1 & 2, respectively; and other matters connected with the said Amalgamation and Demerger; in the present form or with any modification(s), approved or imposed or directed by Members/Creditors of these Companies and/or by any competent authority and/or by the Hon'ble National Company Law Tribunal or that may otherwise be deemed fit by these Companies.

**1.26 "Transferor Company No. 1"** means **ASG Overseas Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-16, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: [secretarial@bptp.com](mailto:secretarial@bptp.com).

The Transferor Company No. 1-ASG Overseas Pvt Ltd [Corporate Identification No. (CIN): U 74899 HR 2000 PTC 080786; Income Tax Permanent Account No. (PAN): AAC CA 9248 D] (hereinafter referred to as "the Transferor Company No. 1/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 25<sup>th</sup> February, 2000, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 5<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.27 "Transferor Company No. 2"** means **BPTP Parklands Pride Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-30, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76 Faridabad 121 004, Haryana; e-mail: [secretarial@bptp.com](mailto:secretarial@bptp.com).

The Transferor Company No. 2-BPTP Parklands Pride Ltd [Corporate Identification No. (CIN): U 70109 HR 2006 PLC 106281; Income Tax Permanent Account No. (PAN): AAC CD 4540 P] (hereinafter referred to as "the Transferor Company No. 2/the Company") was originally incorporated under the provisions of the Companies Act, 1956, as a public limited company with the name and style as 'D. D. Housing Ltd' vide Certificate of Incorporation dated 5<sup>th</sup> September, 2006, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 21<sup>st</sup> September, 2006, by the ROC, NCT of Delhi & Haryana, New Delhi. Name of the Company was changed to 'New Age Town Planners Ltd' vide Fresh Certificate of Incorporation dated 12<sup>th</sup> November, 2010, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Name of the Company was changed to its present name 'BPTP Parklands Pride Ltd' vide Fresh Certificate of Incorporation dated 27<sup>th</sup> March, 2012, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of

For Transferor Companies No. 1 to 65  
  
Director/Authorised Signatory

For Transferee Company  
  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2  
  
Director/Authorised Signatory

Corporate Affairs, New Delhi vide Order dated 24<sup>th</sup> August, 2022. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.28 "Transferor Company No. 3"** means **BPTP Resort Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-16, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [secretarial@bptp.com](mailto:secretarial@bptp.com).

The Transferor Company No. 3-BPTP Resort Pvt Ltd [Corporate Identification No. (CIN): U 74899 HR 1996 PTC 039757; Income Tax Permanent Account No. (PAN): AAA CR 5360 H] (hereinafter referred to as "the Transferor Company No. 3/the Company") was originally incorporated under the provisions of the Companies Act, 1956, as a private limited company with the name and style as 'Real Value Overseas Pvt Ltd' vide Certificate of Incorporation dated 23<sup>rd</sup> January, 1996, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Name of the Company was changed to its present name 'BPTP Resort Pvt Ltd' vide Fresh Certificate of Incorporation dated 3<sup>rd</sup> October, 2007, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Company Law Board, New Delhi Bench, New Delhi vide Order dated 24<sup>th</sup> September, 2009. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.29 "Transferor Company No. 4"** means **Countrywide Promoters Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [secretarial@bptp.com](mailto:secretarial@bptp.com).

The Transferor Company No. 4-Countrywide Promoters Pvt Ltd [Corporate Identification No. (CIN): U 70101 HR 1996 PTC 082720; Income Tax Permanent Account No. (PAN): AAA CC 5280 H] (hereinafter referred to as "the Transferor Company No. 4/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 30<sup>th</sup> January, 1996 issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 2<sup>nd</sup> September, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.30 "Transferor Company No. 5"** means **Delhi Strong Build Infrastructure Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-30, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [secretarial@bptp.com](mailto:secretarial@bptp.com).

The Transferor Company No. 5-Delhi Strong Build Infrastructure Pvt Ltd [Corporate Identification No. (CIN): U 70200 HR 2006 PTC 104882; Income Tax Permanent Account No. (PAN): AAC CD 4682 N] (hereinafter referred to as "the Transferor Company No. 5/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company

For Transferor Companies No. 1 to 65  
  
Director/Authorised Signatory

For Transferee Company  
  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2  
  
Director/Authorised Signatory

vide Certificate of Incorporation dated 13<sup>th</sup> June, 2006, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 16<sup>th</sup> June, 2022. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.31 "Transferor Company No. 6"** means **Garnish Colonisers Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: [secretarial@bptp.com](mailto:secretarial@bptp.com).

The Transferor Company No. 6-Garnish Colonisers Pvt Ltd [Corporate Identification No. (CIN): U 45201 HR 2005 PTC 080924; Income Tax Permanent Account No. (PAN): AAC CG 3645 C] (hereinafter referred to as "the Transferor Company No. 6/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 25<sup>th</sup> April, 2005 issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 12<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.32 "Transferor Company No. 7"** means **Gateway Infraprojects Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-16, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [secretarial@bptp.com](mailto:secretarial@bptp.com).

The Transferor Company No. 7-Gateway Infraprojects Pvt Ltd [Corporate Identification No. (CIN): U 45200 HR 2008 PTC 080865; Income Tax Permanent Account No. (PAN): AAD CG 1283 B] (hereinafter referred to as "the Transferor Company No. 7/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 11<sup>th</sup> April, 2008, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 5<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.33 "Transferor Company No. 8"** means **Lunar Developers Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-30, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [secretarial@bptp.com](mailto:secretarial@bptp.com).

The Transferor Company No. 8-Lunar Developers Pvt Ltd [Corporate Identification No. (CIN): U 45200 HR 2006 PTC 103944; Income Tax Permanent Account No. (PAN): AAB CL 2771 P] (hereinafter referred to as "the Transferor Company No. 8/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 20<sup>th</sup> November, 2006, issued by the

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Director/Authorised Signatory

For Transferee Company  
  
Director/Authorised Signatory

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Director/Authorised Signatory

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Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 9<sup>th</sup> May, 2022. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.34 "Transferor Company No. 9"** means **Moonlight Buildmart Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-30, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [secretarial@bptp.com](mailto:secretarial@bptp.com).

The Transferor Company No. 9-Moonlight Buildmart Pvt Ltd [Corporate Identification No. (CIN): U 70109 HR 2006 PTC 103946; Income Tax Permanent Account No. (PAN): AAE CM 9589 R] (hereinafter referred to as "the Transferor Company No. 9/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 26<sup>th</sup> August, 2006, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 9<sup>th</sup> May, 2022. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

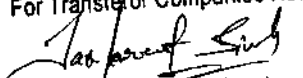
**1.35 "Transferor Company No. 10"** means **Remarkable Estate Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: [secretarial@bptp.com](mailto:secretarial@bptp.com)

The Transferor Company No. 10- Remarkable Estate Pvt Ltd [Corporate Identification No. (CIN): U 70101 HR 1996 PTC 080923; Income Tax Permanent Account No. (PAN): AAA CR 5555 N] (hereinafter referred to as "the Transferor Company No. 10/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 5<sup>th</sup> February, 1996, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 10<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.36 "Transferor Company No. 11"** means **Super Belts Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: [secretarial@bptp.com](mailto:secretarial@bptp.com).

The Transferor Company No. 11-Super Belts Pvt Ltd [Corporate Identification No. (CIN): U 74899 HR 1980 PTC 080931; Income Tax Permanent Account No. (PAN): AAG CS 3368 G] (hereinafter referred to as "the Transferor Company No. 11/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 15<sup>th</sup> March, 1980, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as

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Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 22<sup>nd</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

- 1.37 "Transferor Company No. 12"** means **Triangle Builders and Promoters Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 3<sup>rd</sup> Floor, Next Door, U-Block, BPTP Parklands, Sector-76, Faridabad-121 001, Haryana; e-mail: [secretarial@bptp.com](mailto:secretarial@bptp.com).

The Transferor Company No. 12-Triangle Builders and Promoters Pvt Ltd [Corporate Identification No. (CIN): U 45201 HR 2003 PTC 045699; Income Tax Permanent Account No. (PAN): AAB CT 8562 E] (hereinafter referred to as "the Transferor Company No. 12/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 20<sup>th</sup> January, 2003, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Company Law Board, New Delhi Bench, New Delhi vide Order dated 10<sup>th</sup> April, 2012. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

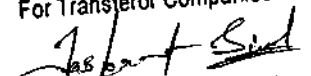
- 1.38 "Transferor Company No. 13"** means **Well Worth Developers Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [secretarial@bptp.com](mailto:secretarial@bptp.com).

The Transferor Company No. 13-Well Worth Developers Pvt Ltd [Corporate Identification No. (CIN): U 70101 HR 1996 PTC 081786; Income Tax Permanent Account No. (PAN): AAA CW 1092 K] (hereinafter referred to as "the Transferor Company No. 13/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 5<sup>th</sup> February, 1996, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 19<sup>th</sup> June, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

- 1.39 "Transferor Company No. 14"** means **Antariksh Construction Company Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 14-Antariksh Construction Company Pvt Ltd [Corporate Identification No. (CIN): U 45400 HR 2008 PTC 081787; Income Tax Permanent Account No. (PAN): AAG CA 9800 P] (hereinafter referred to as "the Transferor Company No. 14/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 11<sup>th</sup> April, 2008, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered

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Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

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Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 20<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.40 "Transferor Company No. 15"** means **Anupam Towers Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; email: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).


The Transferor Company No. 15-**Anupam Towers Pvt Ltd** [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 081501; Income Tax Permanent Account No. (PAN): AAB CA 0023 F] (hereinafter referred to as "the Transferor Company No. 15/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 6<sup>th</sup> September, 1995, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 10<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

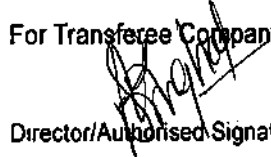
**1.41 "Transferor Company No. 16"** means **Ashirbad Buildwell Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-16, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 16-Ashirbad Buildwell Pvt Ltd [Corporate Identification No. (CIN): U 45400 HR 2007 PTC 080861; Income Tax Permanent Account No. (PAN): AAG CA 6122 Q] (hereinafter referred to as "the Transferor Company No. 16/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 9<sup>th</sup> October, 2007, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 12<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.42 "Transferor Company No. 17"** means **Brainwave Builders Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 17-Brainwave Builders Pvt Ltd [Corporate Identification No. (CIN): U 70109 HR 2010 PTC 080939; Income Tax Permanent Account No. (PAN): AAE CB 3170 H] (hereinafter referred to as "the Transferor Company No. 17/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 29<sup>th</sup> September, 2010, issued by the

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Director/Authorised Signatory

For Transferee Company  
  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2  
  
Director/Authorised Signatory



Registrar of Companies, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 25<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.43 "Transferor Company No. 18"** means **Bright Star Builders Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-16, 3<sup>rd</sup> Floor, Next Door, U Block, BPTP Parklands Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 18-Bright Star Builders Pvt Ltd [Corporate Identification No. (CIN): U 70109 HR 2010 PTC 040551; Income Tax Permanent Account No. (PAN): AAE CB 1037 H] (hereinafter referred to as "the Transferor Company No. 18/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 18<sup>th</sup> May, 2010, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.

**1.44 "Transferor Company No. 19"** means **Business Park Builders Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 19-Business Park Builders Pvt Ltd [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 080938; Income Tax Permanent Account No. (PAN): AAB CB 8672 P] (hereinafter referred to as "the Transferor Company No. 19/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 27<sup>th</sup> September, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 25<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

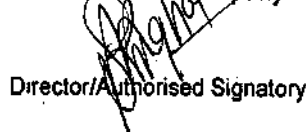
**1.45 "Transferor Company No. 20"** means **Business Park Developers Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 20-Business Park Developers Pvt Ltd [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 080934; Income Tax Permanent Account No. (PAN): AAA CB 5013 H] (hereinafter referred to as "the Transferor Company No. 20/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 21<sup>st</sup> September, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region,

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Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

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Ministry of Corporate Affairs, New Delhi vide Order dated 25<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.46 "Transferor Company No. 21"** means **Business Park Overseas Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 21-Business Park Overseas Pvt Ltd [Corporate Identification No. (CIN): U 51215 HR 1996 PTC 080936; Income Tax Permanent Account No. (PAN): AAB CB 1759 P] (hereinafter referred to as "the Transferor Company No. 21/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 31<sup>st</sup> May, 1996, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 25<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.47 "Transferor Company No. 22"** means **Business Park Promoters Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 22-Business Park Promoters Pvt Ltd [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 081806; Income Tax Permanent Account No. (PAN): AAA CB 5014 A] (hereinafter referred to as "the Transferor Company No. 22/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 21<sup>th</sup> September, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 3<sup>rd</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.48 "Transferor Company No. 23"** means **Delite Realtech Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-16, 3<sup>rd</sup> Floor, Next Door, U-Block, BPTP, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 23-Delite Realtech Pvt Ltd [Corporate Identification No. (CIN): U 70101 HR 2009 PTC 039262; Income Tax Permanent Account No. (PAN): AAD CD 1836 F] (hereinafter referred to as "the Transferor Company No. 23/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 6<sup>th</sup> July, 2009, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.

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Director/Authorised Signatory

For Transferee Company  
  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2  
  
Director/Authorised Signatory

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**1.49 "Transferor Company No. 24"** means **Designer Realtors Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-16, 3rd Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 24-Designer Realtors Pvt Ltd [Corporate Identification No. (CIN): U 70102 HR 2009 PTC 083191; Income Tax Permanent Account No. (PAN): AAD CD 1057 G] (hereinafter referred to as "the Transferor Company No. 24/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 20<sup>th</sup> March, 2009, issued by the Registrar of Companies, Uttar Pradesh and Uttarakhand. Registered Office of the Company was shifted from the state of Uttar Pradesh to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 23<sup>rd</sup> September, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

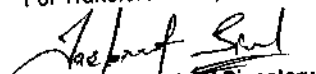
**1.50 "Transferor Company No. 25"** means **Digital SEZ Developers Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 25-Digital SEZ Developers Pvt Ltd [Corporate Identification No. (CIN): U 45400 HR 2007 PTC 080941; Income Tax Permanent Account No. (PAN): AAC CD 6554 D] (hereinafter referred to as "the Transferor Company No. 25/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 3<sup>rd</sup> August, 2007, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 10<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.51 "Transferor Company No. 26"** means **Druzba Overseas Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 26-Druzba Overseas Pvt Ltd [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 080937; Income Tax Permanent Account No. (PAN): AAB CD 5112 E] (hereinafter referred to as "the Transferor Company No. 26/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 23<sup>rd</sup> January, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 25<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

- 1.52 "Transferor Company No. 27"** means **Elite Realtech Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-16, 3<sup>rd</sup> Floor, Next Door, U-Block, BPTP Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 27-Elite Realtech Pvt Ltd [Corporate Identification No. (CIN): U 70100 HR 2009 PTC 039342; Income Tax Permanent Account No. (PAN): AAC CE 2400 P] (hereinafter referred to as "the Transferor Company No. 27/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 30<sup>th</sup> July, 2009 issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.

- 1.53 "Transferor Company No. 28"** means **Eventual Builders Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).


The Transferor Company No. 28-Eventual Builders Pvt Ltd [Corporate Identification No. (CIN): U 45201 HR 2004 PTC 081871; Income Tax Permanent Account No. (PAN): AAB CE 3530 H] (hereinafter referred to as "the Transferor Company No. 28/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 27<sup>th</sup> January, 2004, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 25<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

- 1.54 "Transferor Company No. 29"** means **Excel Infraventures Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-30, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 29-Excel Infraventures Pvt Ltd [Corporate Identification No. (CIN): U 70200 HR 2011 PTC 104642; Income Tax Permanent Account No. (PAN): AAC CE 7854 R] (hereinafter referred to as "the Transferor Company No. 29/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 29<sup>th</sup> July, 2011, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 3<sup>rd</sup> June, 2022. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

- 1.55 "Transferor Company No. 30"** means **Focus Builders Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-30, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

3711

76, Faridabad-121 004, Haryana; e-mail:  
[companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 30-Focus Builders Pvt Ltd [Corporate Identification No. (CIN): U 70101 HR 2009 PTC 105340; Income Tax Permanent Account No. (PAN): AAB CF 3451 E] (hereinafter referred to as "the Transferor Company No. 30/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 24<sup>th</sup> March, 2009, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 5<sup>th</sup> July, 2022. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.56 "Transferor Company No. 31"** means **Fragrance Construction Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail:  
[companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

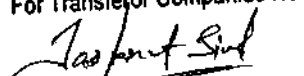
The Transferor Company No. 31-Fragrance Construction Pvt Ltd [Corporate Identification No. (CIN): U 70101 HR 1996 PTC 081886; Income Tax Permanent Account No. (PAN): AAA CF 1922 H] (hereinafter referred to as "the Transferor Company No. 31/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 23<sup>rd</sup> January, 1996, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 13<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.57 "Transferor Company No. 32"** means **GAG Constructions Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail:  
[companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 32-GAG Constructions Pvt Ltd [Corporate Identification No. (CIN): U 45201 HR 2000 PTC 081873; Income Tax Permanent Account No. (PAN): AAB CG 3001 H] (hereinafter referred to as "the Transferor Company No. 32/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 25<sup>th</sup> February, 2000, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 25<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.58 "Transferor Company No. 33"** means **Garland Infrastructure Pvt Ltd** being a company incorporated under the provisions of the Companies Act,

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

3712

1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 33-Gariand Infrastructure Pvt Ltd [Corporate Identification No. (CIN): U 45400 HR 2009 PTC 082541; Income Tax Permanent Account No. (PAN): AAD CG 4625 K] (hereinafter referred to as "the Transferor Company No. 33/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 26<sup>th</sup> May, 2009, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 28<sup>th</sup> August, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.59 "Transferor Company No. 34"** means **Gitanjali Promoters Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 34-Gitanjali Promoters Pvt Ltd [Corporate Identification No. (CIN): U 70101 HR 1996 PTC 081888; Income Tax Permanent Account No. (PAN): AAB CG 0237 D] (hereinafter referred to as "the Transferor Company No. 34/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 9<sup>th</sup> July, 1996, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 22<sup>nd</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.60 "Transferor Company No. 35"** means **Glaze Buildcon Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-16, 3<sup>rd</sup> Floor, Next Door, U-Block, BPTP Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 35-Glaze Buildcon Pvt Ltd [Corporate Identification No. (CIN): U 70101 HR 2009 PTC 039263; Income Tax Permanent Account No. (PAN): AAD CG 4928 M] (hereinafter referred to as "the Transferor Company No. 35/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 6<sup>th</sup> July, 2009, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.

**1.61 "Transferor Company No. 36"** means **Glitz Builders and Promoters Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

<p>For Transferor Companies No. 1 to 65</p>  <p>Director/Authorised Signatory</p>	<p>For Transferee Company</p>  <p>Director/Authorised Signatory</p>	<p>For Resulting Companies No. 1 &amp; 2</p>  <p>Director/Authorised Signatory</p>
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The Transferor Company No. 36-Glitz Builders and Promoters Pvt Ltd [Corporate Identification No. (CIN): U 45201 HR 2003 PTC 081499; Income Tax Permanent Account No. (PAN): AAB CG 9331 N] (hereinafter referred to as "the Transferor Company No. 36/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 20<sup>th</sup> January, 2003, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 10<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.62 "Transferor Company No. 37"** means **Green Park Estates Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

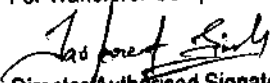
The Transferor Company No. 37-Green Park Estates Pvt Ltd [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 081874; Income Tax Permanent Account No. (PAN): AAA CG 4040 P] (hereinafter referred to as "the Transferor Company No. 37/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 21<sup>st</sup> September, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 20<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.63 "Transferor Company No. 38"** means **Green Valley Housing & Land Development Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-16, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 38-Green Valley Housing & Land Development Pvt Ltd [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 080940; Income Tax Permanent Account No. (PAN): AAA CG 4113 H] (hereinafter referred to as "the Transferor Company No. 38/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 27<sup>th</sup> September, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 25<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.64 "Transferor Company No. 39"** means **Green Valley Towers Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

The Transferor Company No. 39-Green Valley Towers Pvt Ltd [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 080925; Income Tax Permanent Account No. (PAN): AAA CG 4032 B] (hereinafter referred to as "the Transferor Company No. 39/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 21<sup>st</sup> September, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 12<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.65 "Transferor Company No. 40"** means **Grow High Realtors Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-16, 3<sup>rd</sup> Floor, Next Door, U-Block, BPTP Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 40-Grow High Realtors Pvt Ltd [Corporate Identification No. (CIN): U 70200 HR 2010 PTC 040550; Income Tax Permanent Account No. (PAN): AAD CG 7951 J] (hereinafter referred to as "the Transferor Company No. 40/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 18<sup>th</sup> May, 2010, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.

**1.66 "Transferor Company No. 41"** means **IAG Promoters and Developers Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 41-IAG Promoters and Developers Pvt Ltd [Corporate Identification No. (CIN): U 45201 HR 2000 PTC 081875; Income Tax Permanent Account No. (PAN): AAA CI 7995 R] (hereinafter referred to as "the Transferor Company No. 41/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 25<sup>th</sup> February, 2000, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 17<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.67 "Transferor Company No. 42"** means **Imagine Builders Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-16, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 42-Imagine Builders Pvt Ltd [Corporate Identification No. (CIN): U 70102 HR 2009 PTC 083192; Income Tax Permanent Account No. (PAN): AAC CI 0483 N] (hereinafter referred to as

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory



"the Transferor Company No. 42/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 20<sup>th</sup> March, 2009, issued by the Registrar of Companies, Uttar Pradesh and Uttarakhand. Registered Office of the Company was shifted from the State of Uttar Pradesh to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 13<sup>th</sup> September, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

- 1.68 "Transferor Company No. 43"** means **Impartial Builders Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 43-Impartial Builders Pvt Ltd [Corporate Identification No. (CIN): U 70101 HR 2009 PTC 083291; Income Tax Permanent Account No. (PAN): AAC CI 2038 P] (hereinafter referred to as "the Transferor Company No. 43/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 30<sup>th</sup> December, 2009, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 27<sup>th</sup> September, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.


- 1.69 "Transferor Company No. 44"** means **Impower Infrastructure Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 44- Impower Infrastructure Pvt Ltd [Corporate Identification No. (CIN): U 70101 HR 2009 PTC 081876; Income Tax Permanent Account No. (PAN): AAC CI 2039 N] (hereinafter referred to as "the Transferor Company No. 44/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 30<sup>th</sup> December, 2009, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 17<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

- 1.70 "Transferor Company No. 45"** means **ISG Estates Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 45-ISG Estates Pvt Ltd [Corporate Identification No. (CIN): U 70101 HR 2000 PTC 081877; Income Tax

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

Permanent Account No. (PAN): AAA CI 7996 N] (hereinafter referred to as "the Transferor Company No. 45/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 25<sup>th</sup> February, 2000, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 17<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.71 "Transferor Company No. 46"** means **Jasmine Buildtech Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 46-Jasmine Buildtech Pvt Ltd [Corporate Identification No. (CIN): U 70101 HR 2006 PTC 082736; Income Tax Permanent Account No. (PAN): AAB CJ 6865 E] (hereinafter referred to as "the Transferor Company No. 46/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 15<sup>th</sup> May, 2006, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 3<sup>rd</sup> September, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.72 "Transferor Company No. 47"** means **KA Promoters & Developers Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

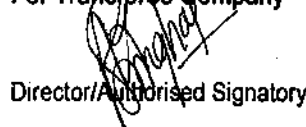
The Transferor Company No. 47-KA Promoters & Developers Pvt Ltd [Corporate Identification No. (CIN): U 45201 HR 2003 PTC 081878; Income Tax Permanent Account No. (PAN): AAC CK 1447 L] (hereinafter referred to as "the Transferor Company No. 47/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 20<sup>th</sup> January, 2003, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 17<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.73 "Transferor Company No. 48"** means **Merit Marketing Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

The Transferor Company No. 48-Merit Marketing Pvt Ltd [Corporate Identification No. (CIN): U 51109 HR 2006 PTC 080935; Income -Tax Permanent Account No. (PAN): AAE CM 7934 Q] (hereinafter referred to as "the Transferor Company No. 48/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 27<sup>th</sup> January 2006, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 25<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

- 1.74 "Transferor Company No. 49" means **Native Buildcon Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at Park Centra, Basement-1, Opposite 32, Milestone, Sector-30, Gurgaon-122 001, Haryana; e-mail: [secretarial@bptp.com](mailto:secretarial@bptp.com).

The Transferor Company No. 49-Native Buildcon Pvt Ltd [Corporate Identification No. (CIN): U 70102 HR 2011 PTC 044169; Income Tax Permanent Account No. (PAN): AAD CN 7846 H] (hereinafter referred to as "the Transferor Company No. 49/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 21<sup>st</sup> October, 2011, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.

- 1.75 "Transferor Company No. 50" means **Passionate Builders Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-16, 3<sup>rd</sup> Floor, Next Door, U-Block, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 50-Passionate Builders Pvt Ltd [Corporate Identification No. (CIN): U 70102 HR 2010 PTC 040559; Income Tax Permanent Account No. (PAN): AAF CP 4719 F] (hereinafter referred to as "the Transferor Company No. 50/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 20<sup>th</sup> May, 2010, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.

- 1.76 "Transferor Company No. 51" means **Perpetual Infracon Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-16, 3<sup>rd</sup> Floor, Next Door, U-Block, BPTP Parklands, Sector-76, Faridabad-121 004, Haryana; email: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 51-Perpetual Infracon Pvt Ltd [Corporate Identification No. (CIN): U 45400 HR 2007 PTC 039388; Income Tax Permanent Account No. (PAN): AAE CP 3261 B] (hereinafter referred to as "the Transferor Company No. 51/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 24<sup>th</sup> July, 2007, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Company Law Board, New Delhi Bench, New Delhi

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

vide Order dated 21<sup>st</sup> July, 2009. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

- 1.77 "Transferor Company No. 52"** means **Poonam Promoters and Developers Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 52-Poonam Promoters and Developers Pvt Ltd [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 080926; Income Tax Permanent Account No. (PAN): AAA CP 6882 G] (hereinafter referred to as "the Transferor Company No. 52/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 9<sup>th</sup> February, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 16<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

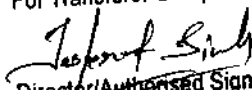
- 1.78 "Transferor Company No. 53"** means **Precision Infrastructure Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 53-Precision Infrastructure Pvt Ltd [Corporate Identification No. (CIN): U 70102 HR 2006 PTC 080927; Income Tax Permanent Account No. (PAN): AAD CP 9177 B] (hereinafter referred to as "the Transferor Company No. 53/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 21<sup>st</sup> May, 2006, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 16<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

- 1.79 "Transferor Company No. 54"** means **Rainbow Promoters Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 54-Rainbow Promoters Pvt Ltd [Corporate Identification No. (CIN): U 74899 HR 1996 PTC 080933; Income Tax Permanent Account No. (PAN): AAA CR 5368 R] (hereinafter referred to as "the Transferor Company No. 54/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 23<sup>rd</sup> January, 1996, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

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approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 24<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.80 "Transferor Company No. 55"** means **Saraswati Kunj Infrastructure Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 55-Saraswati Kunj Infrastructure Pvt Ltd [Corporate Identification No. (CIN): U 45201 HR 2006 PTC 082466; Income Tax Permanent Account No. (PAN): AAK CS 2021 A] (hereinafter referred to as "the Transferor Company No. 55/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 25<sup>th</sup> January, 2006, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 26<sup>th</sup> June, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.81 "Transferor Company No. 56"** means **Shalimar Town Planners Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 56-Shalimar Town Planners Pvt Ltd [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 081783; Income Tax Permanent Account No. (PAN): AAB CS 5851 R] (hereinafter referred to as "the Transferor Company No. 56/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 6<sup>th</sup> September, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 20<sup>th</sup> June, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.


**1.82 "Transferor Company No. 57"** means **Shrinkhla Infrastructure Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 57-Shrinkhla Infrastructure Pvt Ltd [Corporate Identification No. (CIN): U 45201 HR 2005 PTC 080930; Income Tax Permanent Account No. (PAN): AAK CS 2022 D] (hereinafter referred to as "the Transferor Company No. 57/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 9<sup>th</sup> August, 2005, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

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the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 22<sup>nd</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.83 "Transferor Company No. 58"** means **Sunaina Towers Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 58-Sunaina Towers Pvt Ltd [Corporate Identification No. (CIN): U 74899 HR 2000 PTC 081882; Income Tax Permanent Account No. (PAN): AAE CS 9840 D] (hereinafter referred to as "the Transferor Company No. 58/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 25<sup>th</sup> February, 2000, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 27<sup>th</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.84 "Transferor Company No. 59"** means **Sunglow Overseas Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-16, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 59-Sunglow Overseas Pvt Ltd [Corporate Identification No. (CIN): U 74899 HR 1995 PTC 080863; Income Tax Permanent Account No. (PAN): AAB CS 5852 N] (hereinafter referred to as "the Transferor Company No. 59/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 6<sup>th</sup> September, 1995, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 12<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

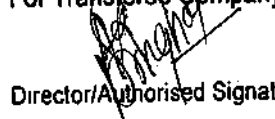
**1.85 "Transferor Company No. 60"** means **Supergrowth Constructions Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-75, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 60-Supergrowth Constructions Pvt Ltd [Corporate Identification No. (CIN): U 70101 HR 1996 PTC 080928; Income Tax Permanent Account No. (PAN): AAB CS 7168 M] (hereinafter referred to as "the Transferor Company No. 60/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

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vide Certificate of Incorporation dated 10<sup>th</sup> January, 1996, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 16<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.86 "Transferor Company No. 61"** means **USG Buildwell Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 61-USG Buildwell Pvt Ltd [Corporate Identification No. (CIN): U 45201 HR 2000 PTC 081883; Income Tax Permanent Account No. (PAN): AAA CU 4507 B] (hereinafter referred to as "the Transferor Company No. 61/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 25<sup>th</sup> February, 2000, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 26<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

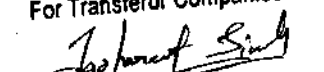
**1.87 "Transferor Company No. 62"** means **Vasundra Promoters Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 62-Vasundra Promoters Pvt Ltd [Corporate Identification No. (CIN): U 45201 HR 1996 PTC 081885; Income Tax Permanent Account No. (PAN): AAA CV 4114 F] (hereinafter referred to as "the Transferor Company No. 62/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 7<sup>th</sup> March, 1996, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 26<sup>th</sup> April, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.88 "Transferor Company No. 63"** means **Visual Builders Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 63-Visual Builders Pvt Ltd [Corporate Identification No. (CIN): U 70102 HR 2010 PTC 083912; Income Tax Permanent Account No. (PAN): AAD CV 2763 M] (hereinafter referred to as

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

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"the Transferor Company No. 63/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 11<sup>th</sup> May, 2010, issued by the Registrar of Companies, Uttar Pradesh and Uttarakhand. Registered Office of the Company was shifted from the state of Uttar Pradesh to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 21<sup>st</sup> May, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.89 "Transferor Company No. 64"** means **Vivek Promoters Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-30, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 64-Vivek Promoters Pvt Ltd [Corporate Identification No. (CIN): U 70109 HR 2009 PTC 104995; Income Tax Permanent Account No. (PAN): AAC CV 9681 K] (hereinafter referred to as "the Transferor Company No. 64/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 24<sup>th</sup> March, 2009, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 24<sup>th</sup> June, 2022. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.90 "Transferor Company No. 65"** means **Westland Developers Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-15, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [companysecretarial2003@gmail.com](mailto:companysecretarial2003@gmail.com).

The Transferor Company No. 65-Westland Developers Pvt Ltd [Corporate Identification No. (CIN): U 70101 HR 1996 PTC 081785; Income Tax Permanent Account No. (PAN): AAA CW 1093 J] (hereinafter referred to as "the Transferor Company No. 65/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 8<sup>th</sup> February, 1996, issued by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 28<sup>th</sup> June, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

**1.91 "Transferor Companies"** mean the Transferor Companies No. 1 to 65, as mentioned above, collectively or any one or more of them as the context requires.

**1.92 "Transferee Company"** means **BPTP Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at OT-14, 3<sup>rd</sup> Floor, Next Door, Parklands, Sector-76, Faridabad-121 004, Haryana; e-mail: [secretarial@bptp.com](mailto:secretarial@bptp.com).

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory



The Transferee Company-BPTP Ltd [Corporate Identification No. (CIN): U 45201 HR 2003 PLC 082732; Income Tax Permanent Account No. (PAN): AAC CB 2442 A] (hereinafter referred to as "the Transferee Company/the Company") was incorporated under the provisions of the Companies Act, 1956, as a public limited company with the name and style as 'Business Park Town Planners Ltd' vide Certificate of Incorporation dated 11<sup>th</sup> August, 2003, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 19<sup>th</sup> August, 2003, by the ROC, NCT of Delhi & Haryana, New Delhi. Name of the Company was changed to its present name 'BPTP Ltd' vide Fresh Certificate of Incorporation dated 16<sup>th</sup> September, 2006, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. Registered Office of the Company was shifted from the NCT of Delhi to the State of Haryana as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi vide Order dated 2<sup>nd</sup> September, 2019. The Registrar of Companies, NCT of Delhi and Haryana registered the aforesaid order and allotted a new CIN to the Company.

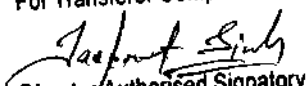
It is clarified that BPTP Ltd is the Transferee Company for the purpose of the Amalgamation as provided in Part-2 of this Scheme. Whereas BPTP Ltd is the Demerged Company for the purpose of the proposed Demerger as provided in Part-3 of this Scheme. However, to maintain uniformity, BPTP Ltd has been referred to as the Transferee Company in the entire Scheme and other documents.

## B. INTERPRETATION

Terms and expressions which are used in this Scheme but not defined herein shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, and if not defined therein then under the relevant Applicable Laws. In this Scheme, unless the context otherwise requires:

- i. References to "persons" shall include individuals, bodies corporate (wherever incorporated), un-incorporated entities, associations, partnerships and proprietorship.
- ii. Heading, sub-heading and bold typeface are only for convenience and shall not affect the construction or interpretation of this Scheme.
- iii. The term "Clause" refers to the specified clause of this Scheme.
- iv. References to one gender includes all genders.
- v. Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- vi. Words denoting singular shall include the plural and vice-versa.
- vii. Reference to any legislation, statute, regulation, rule, notification or any other provision of law means and includes references to such legal provisions as amended, supplemented or re-enacted from time to time; and any reference to a legal provision shall include any subordinate legislation made from time to time under such a statutory provision.

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

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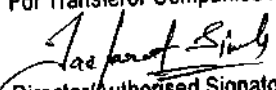
viii. Unless otherwise defined, the reference to the word "days" shall mean calendar days.

ix. References to dates and times shall be construed to be references to Indian dates and times.

**C. SHARE CAPITAL**

i. The present Capital Structure of the Transferor Companies No. 1 to 65, the Transferee Company and the Resulting Companies No. 1 & 2 is given below:

Particulars	Authorised Share Capital	Issued, Subscribed and Paid-up Share Capital
Transferor Company No. 1	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Transferor Company No. 2	₹15,00,00,000 divided into 1,50,00,000 Equity Shares of ₹10 each.	₹8,37,99,650 divided into 83,79,965 Equity Shares of ₹10 each.
Transferor Company No. 3	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Transferor Company No. 4	₹3,30,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 32,50,000 Preference Shares of ₹10 each aggregating to ₹3,25,00,000.	₹2,55,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 25,00,000 (12%) Non-cumulative Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹2,50,00,000.
Transferor Company No. 5	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10.
Transferor Company No. 6	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Transferor Company No. 7	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Transferor Company No. 8	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Transferor Company No. 9	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Transferor Company No. 10	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Transferor Company No. 11	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Transferor Company No. 12	₹2,12,50,000 divided into 10,00,000 Equity Shares of ₹10 each aggregating to ₹1,00,00,000; and 11,25,000 Preference Shares of ₹10 each aggregating to ₹1,12,50,000.	₹2,10,44,050 divided into 10,00,000 Equity Shares of ₹10 each aggregating to ₹1,00,00,000; and 11,04,405 Compulsorily Convertible Preference Shares of ₹10 each aggregating to ₹1,10,44,050.
Transferor Company No. 13	₹55,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 5,00,000 Redeemable Non-cumulative Preference Shares	₹55,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 5,00,000 (12%) Non-cumulative Compulsorily Redeemable

For Transferor Companies No. 1 to 65  
  
 Director/Authorised Signatory

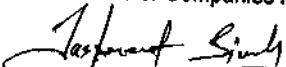
For Transferee Company  
  
 Director/Authorised Signatory

For Resulting Companies No. 1 & 2  
  
 Director/Authorised Signatory

3725

Particulars	Authorised Share Capital	Issued, Subscribed and Paid-up Share Capital
	of ₹10 each aggregating to ₹50,00,000.	Preference Shares of ₹10 each aggregating to ₹50,00,000.
Transferor Company No. 14	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 15	₹75,00,000 divided into 7,50,000 Equity Shares of ₹10 each.	₹54,00,000 divided into 5,40,000 Equity Shares of ₹10 each.
Transferor Company No. 16	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 17	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 18	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 19	₹1,05,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 10,00,000 Redeemable Non-cumulative Preference Shares of ₹10 each aggregating to ₹1,00,00,000.	₹1,01,05,000 divided into 10,500 Equity Shares of ₹10 each aggregating to ₹1,05,000; and 10,00,000 (12%) Non-cumulative Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹1,00,00,000.
Transferor Company No. 20	₹10,00,000 divided into 1,00,000 Equity Shares of ₹10 each.	₹7,50,000 divided into 75,000 Equity Shares of ₹10 each.
Transferor Company No. 21	₹30,00,000 divided into 3,00,000 Equity Shares of ₹10 each.	₹27,54,000 divided into 2,75,400 Equity Shares of ₹10 each.
Transferor Company No. 22	₹1,75,00,000 divided into 17,50,000 Equity Shares of ₹10 each.	₹1,75,00,000 divided into 17,50,000 Equity Shares of ₹10 each.
Transferor Company No. 23	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 24	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
	The Transferor Company No. 24 has also issued 50,00,000 Un-secured Fully Convertible Debentures (FCD-Series-I) of ₹10 each aggregating to ₹5,00,00,000; and 4,34,783 Un-secured Fully Convertible Debentures (FCD-Series-II) of ₹23 each aggregating to ₹1,00,00,009.	
Transferor Company No. 25	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 26	₹50,00,000 divided into 5,00,000 Equity Shares of ₹10 each.	₹50,00,000 divided into 5,00,000 Equity Shares of ₹10 each.
Transferor Company No. 27	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 28	₹26,05,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 2,60,00,000 Preference Shares of ₹10 each aggregating to ₹26,00,00,000.	₹26,01,00,000 divided into 10,000 Equity Shares of ₹10 each aggregating to ₹1,00,000; and 2,60,00,000 Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹26,00,00,000.

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 &amp; 2

  
Director/Authorised Signatory

Particulars	Authorised Share Capital	Issued, Subscribed and Paid-up Share Capital
Transferor Company No. 29	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 30	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 31	₹2,00,00,000 divided into 20,00,000 Equity Shares of ₹10 each.	₹1,05,000 divided into 10,500 Equity Shares of ₹10 each.
Transferor Company No. 32	₹15,00,000 divided into 1,50,000 Equity Shares of ₹10 each.	₹10,20,000 divided into 1,02,000 Equity Shares of ₹10 each.
Transferor Company No. 33	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 34	₹30,00,000 divided into 3,00,000 Equity Shares of ₹10 each.	₹25,50,000 divided into 2,55,000 Equity Shares of ₹10 each.
Transferor Company No. 35	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 36	₹70,00,000 divided into 2,00,000 Equity Shares of ₹10 each aggregating to ₹20,00,000; and 5,00,000 Preference Shares of ₹10 each aggregating to ₹50,00,000.	₹65,00,000 divided into 1,50,000 Equity Shares of ₹10 each aggregating to ₹15,00,000; and 5,00,000 (12%) Non-cumulative Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹50,00,000.
Transferor Company No. 37	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹4,50,000 divided into 45,000 Equity Shares of ₹10 each.
Transferor Company No. 38	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹4,98,750 divided into 49,875 Equity Shares of ₹10 each.
Transferor Company No. 39	₹80,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 7,50,000 Preference Shares of ₹10 each aggregating to ₹75,00,000.	₹79,00,000 divided into 40,000 Equity Shares of ₹10 each aggregating to ₹4,00,000; and 7,50,000 (12%) Non-cumulative Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹75,00,000.
Transferor Company No. 40	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 41	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,02,000 divided into 10,200 Equity Shares of ₹10 each.
Transferor Company No. 42	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Transferor Company No. 43	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 44	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 45	₹30,00,000 divided into 3,00,000 Equity Shares of ₹10 each.	₹26,52,000 divided into 2,65,200 Equity Shares of ₹10 each.
Transferor Company No. 46	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 &amp; 2

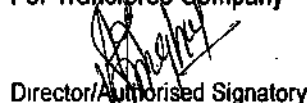
  
Director/Authorised Signatory

Particulars	Authorised Share Capital	Issued, Subscribed and Paid-up Share Capital
Transferor Company No. 47	₹50,00,000 divided into 5,00,000 Equity Shares of ₹10 each.	₹50,00,000 divided into 5,00,000 Equity Shares of ₹10 each.
Transferor Company No. 48	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 49	₹4,35,00,000 divided into 30,50,000 Equity Shares of ₹10 each aggregating to ₹3,05,00,000; and 13,00,000 Preference Shares of ₹10 each aggregating to ₹1,30,00,000.	₹2,99,53,740 divided into 20,407 Class-A Equity Shares of ₹10 each aggregating to ₹2,04,070; 16,99,896 Class-B Equity Shares of ₹10 each aggregating to ₹1,69,98,960; and 12,75,071 Class-C Equity shares of ₹10 each aggregating to ₹1,27,50,710.
Transferor Company No. 50	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 51	₹27,00,000 divided into 1,00,000 Equity Shares of ₹10 each aggregating to ₹10,00,000; and 1,70,000 Preference Shares of ₹10 each aggregating to ₹17,00,000.	₹20,00,000 divided into 50,000 'Class-A' Equity Shares of ₹10 each aggregating to ₹5,00,000; 50,000 'Class-B' Equity Shares of ₹10 each aggregating to ₹5,00,000; and 1,00,000 Compulsorily Convertible Preference Shares of ₹10 each aggregating to ₹10,00,000.
Transferor Company No. 52	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,05,000 divided into 10,500 Equity Shares of ₹10 each.
Transferor Company No. 53	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 54	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,05,000 divided into 10,500 Equity Shares of ₹10 each.
Transferor Company No. 55	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 56	₹45,00,000 divided into 2,00,000 Equity Shares of ₹10 each aggregating to ₹20,00,000; and 2,50,000 Preference Shares of ₹10 each aggregating to ₹25,00,000.	₹40,00,000 divided into 1,50,000 Equity Shares of ₹10 each aggregating to ₹15,00,000; and 2,50,000 (12%) Non-cumulative Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹25,00,000.
Transferor Company No. 57	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 58	₹15,00,000 divided into 1,50,000 Equity Shares of ₹10 each.	₹12,24,000 divided into 1,22,400 Equity Shares of ₹10 each.
Transferor Company No. 59	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹3,55,000 divided into 35,500 Equity Shares of ₹10 each.
Transferor Company No. 60	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,05,000 divided into 10,500 Equity Shares of ₹10 each.
Transferor Company No. 61	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,02,000 divided into 10,200 Equity Shares of ₹10 each.
Transferor Company No. 62	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,05,000 divided into 10,500 Equity Shares of ₹10 each.

For Transferor Companies No. 1 to 65


  
Director/Authorised Signatory

For Transferee Company


  
Director/Authorised Signatory

For Resulting Companies No. 1 &amp; 2


  
Director/Authorised Signatory

Particulars	Authorised Share Capital	Issued, Subscribed and Paid-up Share Capital
Transferor Company No. 63	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 64	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Transferor Company No. 65	₹10,00,000 divided into 1,00,000 Equity Shares of ₹10 each.	₹7,35,000 divided into 73,500 Equity Shares of ₹10 each.
Transferee Company	₹1000,00,00,000 divided into 75,00,00,000 Equity Shares of ₹10 each aggregating to ₹750,00,00,000; and 25,00,00,000 Preference Shares of ₹10 each aggregating to ₹250,00,00,000.	₹256,76,14,310 divided into 25,67,61,431 Equity Shares of ₹10 each.
	The Transferee Company has also issued 1,320 Secured Non-Convertible Debentures (NCD) of ₹10,00,000 each aggregating to ₹132,00,00,000.	
Resulting Company No. 1	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Resulting Company No. 2	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.

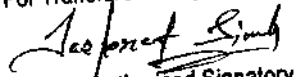
- ii. The Transferor Companies No. 1 to 13 are direct or step down wholly owned subsidiaries of the Transferee Company. Entire Equity Share Capital of the Transferor Companies No. 1 to 13 are beneficially held either by the Transferee Company itself or by some other wholly owned subsidiary of the Transferee Company. The Transferor Companies No. 14 to 65 are closely held un-listed companies. The Transferee Company is a closely held unlisted public limited company. The Resulting Companies No. 1 & 2 are also closely held un-listed companies.
- iii. All the Companies in the Scheme are Group Companies under common management and control.

#### D. RATIONALE AND BENEFITS OF THE SCHEME

The circumstances which justify and/or necessitate the proposed Composite Scheme of Arrangement and benefits of the proposed Amalgamation and Demerger as perceived by the Board of Directors of these Companies, to the Shareholders and other stakeholders are, inter alia, as follows:

- 1.1 The circumstances which justify and/or necessitate the proposed Amalgamation of the Transferor Companies No. 1 to 65 with the Transferee Company-BPTP Ltd are, inter alia, as follows:
- i. All the Transferor and Transferee Companies are closely held un-listed Group Companies under common management and control. The proposed amalgamation of the Transferor Companies with the Transferee Company would result in consolidation of Group Companies and pooling of their resources into a single entity.
- ii. The Transferee Company is the Flagship Company of the Group, engaged in real estate business. The Transferor Companies are also

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

engaged in real estate business in various capacities. It would be advantageous to combine the activities and operations in a single Company, to grow the business in an efficient manner, achieve operational synergies and benefits from economies of scale by combining all existing real estate projects launched by the respective Transferor companies with the Transferee Company by way of amalgamation; and build strong capability to effectively meet future challenges in a competitive business environment. The proposed amalgamation will enable integration of respective business activities of the Transferor Companies with those of the Transferee Company.

- iii. The proposed Amalgamation would result in business synergy, pooling of physical, financial and human resource of these Companies for the optimal utilization of these factors in the combined entity.
- iv. The proposed Scheme of Arrangement will result in usual economies of a centralized and a large company including elimination of redundancies, reduction of overheads, optimal utilization of financial, human and other resources and enhancement of overall business efficiency. The proposed Scheme of Arrangement will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth.
- v. The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present are required to be made separately by the Transferee Company as well as by the Transferor Companies.
- vi. The proposed Scheme of Arrangement would enhance the shareholders' value of the Transferor and the Transferee Companies.
- vii. The proposed Scheme of Arrangement will have beneficial impact on the Transferor and the Transferee Companies, their shareholders, employees and other stakeholders and all concerned.

**1.2** The circumstances which justify and/or necessitate the proposed Demerger of identified 'Plotted Real Estate Undertaking' and identified 'Retail Real Estate Undertaking' (the Demerged Business 1 & 2, respectively) of BPTP Ltd into the Resulting Companies No. 1 & 2, respectively, are, inter alia, as follows:

- i. The Transferee Company is engaged in real estate business and other related activities. To have better management control and administrative convenience, the Transferee Company is proposing to demerge its 'Demerged Business 1 & 2' into two separate companies- the Resulting Companies No. 1 & 2, respectively.
- ii. The management of Transferee Company intends to demerge two business verticals, viz., identified 'Plotted Real Estate Undertaking' and identified 'Retail Real Estate Undertaking' (the Demerged Business 1 & 2, respectively), which require separate management focus to chart out a clear growth path and unlock value for all involved stakeholders. Further, both these business verticals (i.e., the Demerged Business 1 & 2) have different funding requirements owing to the nature of business activities, and hence are proposed to be

For Transferor Companies No. 1 to 65  
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Director/Authorised Signatory

For Transferee Company  
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Director/Authorised Signatory

For Resulting Companies No. 1 & 2  
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Director/Authorised Signatory

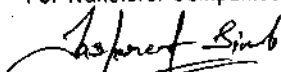
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carved-out in order to obtain appropriate funding as required by the respective businesses. Accordingly, it is proposed to demerge the 'Demerged Business 1 & 2' of the Transferee Company in separate companies, i.e., Resulting Companies No. 1 & 2, respectively, to run as independent business activities.

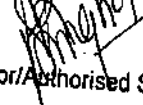
- iii. The Demerger will also enable greater/enhanced focus of management in the respective Demerged Businesses thereby facilitating the management to efficiently capture opportunities for respective businesses. It will also enable future fund raising from investors at specific business vertical level, attracting business specific investors and strategic partners and providing better flexibility in accessing capital, focused strategy and specialization for sustained growth and thereby enable de-leveraging of the respective businesses in the longer-term. The Demerger proposed by this Scheme will enable investors to hold investments in respective businesses with different investment characteristics thereby enabling them to stay invested in the business vertical(s) which best suit their investment strategies and risk profiles.
- iv. The Demerger will enable creation of focused business entities for the respective Demerged Businesses. The proposed Demerger will impart better management focus, will facilitate administrative convenience and will ensure optimum utilization of various resources by these Companies.
- v. The proposed Demerger will provide scope for independent expansion of various businesses. It will strengthen, consolidate and stabilize the business of these Companies and will facilitate further expansion and growth of their business. The Transferee Company and the Resulting Companies may pursue organic and inorganic growth opportunities of their respective business activities.
- vi. The Transferee Company and the Resulting Companies No. 1 & 2 would be able to attract better valuation multiples from investors/capital markets in future, resulting in value unlocking for all the stakeholders.
- vii. The proposed Demerger will have beneficial impact on the Transferee Company and the Resulting Companies, their employees, shareholders and other stakeholders and all concerned.

**1.3** The Composite Scheme of Arrangement is proposed for the aforesaid reasons. The Board of Directors and Management of the Transferor Companies, the Transferee Company and the Resulting Companies are of the opinion that the proposed Scheme is in the best interest of these Companies, their Shareholders and other stakeholders.

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory



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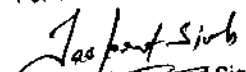
**PART-2**

**AMALGAMATION OF THE TRANSFEROR COMPANIES NO. 1 TO 65 WITH THE TRANSFEREE COMPANY**

**2.1 TRANSFER AND VESTING OF UNDERTAKING(S)**

- 2.1.1 On the Scheme becoming effective and with effect from the Appointed Date-1, subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, the undertakings and entire business and all immovable properties (including agricultural land, industrial land, residential land, commercial land and all other plots and land parcels) where so ever situated and incapable of passing by physical delivery as also all other assets, capital work-in-progress, current assets, investments, deposits, bookings and advances against residential and commercial plots, apartments and buildings; development rights, powers, authorities, awards, allotments, approvals and consents, licenses, registrations, contracts, agreements, engagements, arrangement, rights, government dues recoverable (including land acquisition compensation and interest thereon), intellectual property rights, titles, interests, benefits and advantages of whatsoever nature belonging to or in the ownership, power, possession, control of or vested in or granted in favour of or enjoyed by the Transferor Companies, including but without being limited to, benefit of all agreements and all other interests arising to the Transferor Companies (hereinafter collectively referred to as "the said assets") shall, without any further act or deed or without payment of any duty or other charges, be transferred to and vested in the Transferee Company pursuant to the provisions of Section 232 of the Act, as a going concern, for all the estate, right, title and interest of the Transferor Companies therein so as to become the property of the Transferee Company but, subject to mortgages, charges and encumbrances, if any, then affecting the undertaking of the Transferor Companies without such charges in any way extending to the undertaking of the Transferee Company.
- 2.1.2 Notwithstanding what is provided herein above, it is expressly provided that in respect to such of the said assets as are movable in nature or are otherwise capable of being transferred by physical delivery or by endorsement and delivery, the same shall be so transferred, with effect from the Appointed Date-1, by the Transferor Companies to the Transferee Company after the Scheme is duly sanctioned and given effect to without requiring any order of the Tribunal or any deed or instrument of conveyance for the same or without the payment of any duty or other charges and shall become the property of the Transferee Company accordingly.
- 2.1.3 On and from the Appointed Date-1, all liabilities, provisions, duties and obligations including Income Tax and other statutory liabilities, if any, of every kind, nature and description of the Transferor Companies whether provided for in the books of accounts of the Transferor Companies or not, shall devolve and shall stand transferred or be deemed to be transferred without any further act or deed, to the Transferee Company with effect from the Appointed Date-1 and shall be the liabilities, provisions, duties and obligations of the Transferee Company.

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

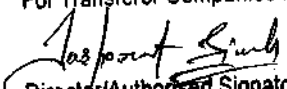
For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

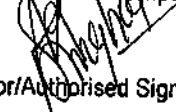
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- 2.1.4 Similarly, on and from the Appointed Date-1, all the taxes and duties including advance tax, tax deducted at source, tax collected at source, minimum alternative tax (MAT), self-assessment tax, Goods and Services Tax (GST), etc., paid by or on behalf of the Transferor Companies immediately before the Amalgamation, shall become or be deemed to be the property of the Transferee Company by virtue of the Amalgamation. Upon the Scheme becoming effective, all the taxes and duties paid (including TDS, MAT and GST, etc.) by or on behalf of the Transferor Companies from the Appointed Date-1, regardless of the period to which these payments 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.
- 2.1.5 Upon the Scheme becoming effective, all un-availed credits and exemptions, statutory benefits, including in respect of Income Tax (including MAT credit), CENVAT, Customs, VAT, Sales Tax, Service Tax, Goods and Services Tax, government dues recoverable (including land acquisition compensation and interest thereon) etc., of the Transferor Companies, shall be available to and vest in the Transferee Company, without any further act or deed.
- 2.1.6 Without prejudice to the generality of the provisions contained in aforesaid Clauses, upon the Scheme becoming effective, requisite form(s) / intimations will be filed with the Registrar of Companies for creation, modification and/or satisfaction of charge(s), to the extent required, to give effect to the provisions of this Scheme.
- 2.1.7 On the Scheme becoming effective, the Transferee Company shall be entitled to file/revise income tax returns, TDS returns, GST returns, and other statutory filings and returns, filed by it or by the Transferor Companies, if required, and to take all such steps that may be required to give effect to the provisions of this Scheme and/or required to claim refunds, depreciation benefits, advance tax credits, un-availed credits and exemptions, statutory benefits, etc., if any. The relevant intimations, if any required, shall be filed with the relevant statutory authorities who shall take them on record and give effect to the same with effect from the Appointed Date-1.
- 2.1.8 With effect from the Effective Date and until such time names in the bank accounts of the Transferor Companies are replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the existing bank accounts of the Transferor Companies, in so far, as may be necessary. The banks shall also honour cheques or other bills issued in the name of the Transferor Companies on and from the Effective Date. Further, the Transferee Company, if so required, shall also be entitled to maintain one Bank Account each in the name of the Transferor Companies to enable it to deposit/encash any refund or other payment received in the name of the Transferor Companies. All such deposits will, then, be transferred to the bank account of the Transferee Company. It may, however, be clarified that such bank account(s) (in the name of the Transferor Companies) will be used only for the limited purpose of depositing/encashing any refund or other payments received in the name/in favour of the Transferor Companies. Such bank account will not be used for normal banking transactions.

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

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- 2.1.9 It is clarified that all present and future assets & liabilities (including contingent assets and liabilities) of the Transferor Companies, which may not be specifically covered in the aforesaid Clauses, shall also stand transferred to and vest in the Transferee Company with effect from the Appointed Date-1.
- 2.1.10 In accordance with the Central Goods & Services Tax Act, 2017 ('CGST'), Integrated Goods & Services Tax Act, 2017 ('IGST') and respective State Goods & Services Tax laws ('SGST'), Goods & Services tax as are prevalent on the Effective Date, the unutilized credits relating to Goods & Services tax lying in the accounts of the undertaking of the Transferor Companies shall be permitted to be transferred to the credit of the Transferee Company (including in electronic form/registration). The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the Goods & Services tax payable by it.
- 2.1.11 All compliances with respect to taxes or any other law between the Appointed Date-1 and Effective Date done by the Transferor Companies shall, upon the approval of this Scheme, be deemed to have been complied with by the Transferee Company.
- 2.1.12 Any tax liabilities under the Income Tax Act, 1961, Wealth Tax Act, 1957, customs duty laws, central sales tax, applicable state value added tax, service tax laws, excise duty laws, Goods & Services Tax, or other applicable laws/ regulations dealing with taxes, duties, levies allocable or related to the business of the Transferor Companies to the extent not provided for or covered by tax provisions in the accounts made as on the date immediately preceding the Appointed Date-1 shall be transferred or stand transferred to the Transferee Company. Any surplus in the provision for taxation / duties/ levies account including advance tax and tax deducted at source as on the date immediately preceding the Appointed Date-1 will also be transferred to the accounts of the Transferee Company.
- 2.1.13 Any refund under the Income Tax Act, 1961, Wealth Tax Act, 1957, Customs Duty laws, Central Sales Tax, applicable State Value Added Tax, Service Tax laws, Excise Duty laws, Goods & Services Tax, or other applicable laws/ regulations dealing with taxes/ duties/ levies allocable or related to the business and available on various electronic forms (including Form 26AS)/registration of the Transferor Companies due to the Transferor Companies consequent to the assessment(s) and other proceeding(s) made on the Transferor Companies and for which no credit is taken in the accounts, as on the date immediately preceding the Appointed Date-1, shall also belong to and be received by the Transferee Company.

**2.2 CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS**

- 2.2.1 Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature, to which any of the Transferor Companies is a party, subsisting or having effect immediately before or after the Effective date, shall remain 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 any such Transferor Companies, the Transferee Company had been a party thereto.

For Transferor Companies No. 1 to 65

*[Signature]*  
Director/Authorised Signatory

For Transferee Company

*[Signature]*  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

*[Signature]*  
Director/Authorised Signatory

2.2.2 The transfer of the said assets and liabilities of the Transferor Companies to the Transferee Company and the continuance of all the contracts or legal proceedings by or against the Transferee Company shall not affect any contract or proceedings relating to the said assets or the liabilities already concluded by the Transferor Companies on or after the Appointed Date-1.

2.2.3 The Transferee Company may, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of the secured creditors of the Transferor Companies or in favour of any other party to any contract or arrangement to which any of the Transferor Companies is 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, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Companies and, to implement and carry out all such formalities or compliance referred to above on the part/behalf of the Transferor Companies to be carried out or performed.

**2.3 LEGAL PROCEEDINGS**

All legal proceedings of whatever nature by or against the Transferor Companies pending on the Effective Date, shall not be abated, be discontinued or be, in any way, prejudicially affected by reason of the transfer of the undertaking of the Transferor Companies or of anything contained in this 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.

**2.4 DISSOLUTION OF TRANSFEROR COMPANIES**

On this Scheme becoming effective, the Transferor Companies shall stand dissolved without the process of winding up.

**2.5 EMPLOYEES OF TRANSFEROR COMPANIES**

2.5.1 All the employees of the Transferor Companies in service on the date immediately preceding the date on which the Scheme finally takes effect, i.e., the Effective Date, shall become the employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not less favourable than those subsisting in the concerned Transferor Companies on the said date.

2.5.2 Provident Fund, Gratuity Fund, Superannuation Fund and any other special fund or trusts created or existing for the benefit of the employees of the Transferor Companies, if any, upon the Scheme becoming finally effective, the Transferee Company shall stand substituted for the Transferor Companies for all purposes and intents, whatsoever, relating to the administration or operation of such schemes or funds or in relation to the obligation to make contributions to the said funds in accordance with the provisions of such funds. It is the intent that all the rights, duties, powers and obligations of the

For Transferor Companies No. 1 to 65

*Asif ul Haq*  
Director/Authorised Signatory

For Transferee Company

*Asif ul Haq*  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

*Asif ul Haq*  
Director/Authorised Signatory

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Transferor Companies in relation to such funds shall become those of the Transferee Company. Pending transfer proceedings for the aforementioned schemes / funds / obligations, the contributions required to be made in respect of such employees shall continue to be made by the Transferee Company to the existing funds maintained by the Transferor Companies. It is clarified that the services of the employees, if any, of the Transferor Companies will be treated as having been continued for the purpose of the aforesaid funds or provisions.

**2.6 CONDUCT OF BUSINESS BY TRANSFEROR COMPANIES**

From the Appointed Date-1 until the Effective Date:

- a. The Transferor Companies shall stand possessed of all the assets and properties referred to in Clause 2.1 above, in trust for the Transferee Company. Accordingly, any asset or property acquired by the Transferor Companies, on or after the Appointed Date-1, shall be deemed to be the assets and properties of the Transferee Company.
- b. The Transferor Companies shall be deemed to have carried on business and activities for and on behalf of and for the benefit and on account of the Transferee Company. Any income or profit accruing to the Transferor Companies and all costs, charges and expenses or loss arising or incurring by the Transferor Companies on and from the Appointed Date-1 shall, for all purposes and intents, be treated as the income, profits, costs, charges, expenses or loss, as the case may be, of the Transferee Company.
- c. Any of the rights, powers, authorities, privileges exercised by the Transferor Companies shall be deemed to have been exercised by such Transferor Companies for and on behalf of, and in trust for the Transferee Company. Similarly, any of the obligations, duties and commitments that have been undertaken or discharged by Transferor Companies shall be deemed to have been undertaken for and on behalf of the Transferee Company.
- d. All debts, liabilities, loans raised and used, liabilities and obligations incurred, duties and obligations which arise or accrue to the Transferor Companies on or after the Appointed Date-1, shall be deemed to be of the Transferee Company.

**2.7 ISSUE OF SHARES AND OTHER SECURITIES BY TRANSFEE COMPANY ON AMALGAMATION**

2.7.1 Upon the Scheme finally coming into effect and in consideration of the transfer and vesting of all the said assets and liabilities of the Transferor Companies to the Transferee Company in terms of the Scheme, the Transferee Company shall, without any further application or deed, issue and allot fully paid-up Equity Share(s) to the Equity Shareholders and Preference Shareholders, of the Transferor Companies, whose names appear in the Register of Members as on the Record Date-1, in the following manner:

- i. **To Equity Shareholders of the Transferor Companies:** The Transferee Company-BPTP Ltd will issue new Equity Shares having Face

For Transferor Companies No. 1 to 65

*[Signature]*  
Director/Authorised Signatory

For Transferee Company

*[Signature]*  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

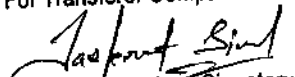
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Director/Authorised Signatory

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Value of ₹10 each, credited as fully paid-up, to the Equity Shareholders of the Transferor Companies in lieu of the Equity Shares held in the Transferor Companies in the ratio as tabulated below:

Sl. No.	Particulars	Exchange Ratio for Equity Shares [New Equity Shares in Transferee Company in lieu of existing Equity Shares held in Transferor Companies]
1.	Transferor Companies No. 1 to 13	Nil <sup>1</sup>
2.	Transferor Company No. 14	1 Share to each Shareholder <sup>2</sup>
3.	Transferor Company No. 15	111:100
4.	Transferor Company No. 16	32:100
5.	Transferor Company No. 17	1 Share to each Shareholder <sup>2</sup>
6.	Transferor Company No. 18	18:100
7.	Transferor Company No. 19	34:100
8.	Transferor Company No. 20	194:100
9.	Transferor Company No. 21	10:100
10.	Transferor Company No. 22	39:100
11.	Transferor Company No. 23	9:100
12.	Transferor Company No. 24	536:100
13.	Transferor Company No. 25	28:100
14.	Transferor Company No. 26	137:100
15.	Transferor Company No. 27	1 Share to each Shareholder <sup>2</sup>
16.	Transferor Company No. 28	7701:100
17.	Transferor Company No. 29	402:100
18.	Transferor Company No. 30	1 Share to each Shareholder <sup>2</sup>
19.	Transferor Company No. 31	2591:100
20.	Transferor Company No. 32	210:100
21.	Transferor Company No. 33	1 Share to each Shareholder <sup>2</sup>
22.	Transferor Company No. 34	20:100
23.	Transferor Company No. 35	1 Share to each Shareholder <sup>2</sup>
24.	Transferor Company No. 36	3:100
25.	Transferor Company No. 37	145:100
26.	Transferor Company No. 38	36:100
27.	Transferor Company No. 39	128:100
28.	Transferor Company No. 40	1 Share to each Shareholder <sup>2</sup>
29.	Transferor Company No. 41	770:100

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 &amp; 2

  
Director/Authorised Signatory

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30.	Transferor Company No. 42	31:100
31.	Transferor Company No. 43	1 Share to each Shareholder <sup>2</sup>
32.	Transferor Company No. 44	329:100
33.	Transferor Company No. 45	16:100
34.	Transferor Company No. 46	19:100
35.	Transferor Company No. 47	70:100
36.	Transferor Company No. 48	12:100
37.	Transferor Company No. 49	1398:100 <sup>3</sup>
38.	Transferor Company No. 50	1:100
39.	Transferor Company No. 51	12961:100
40.	Transferor Company No. 52	1845:100
41.	Transferor Company No. 53	73:100
42.	Transferor Company No. 54	2459:100
43.	Transferor Company No. 55	825:100
44.	Transferor Company No. 56	296:100
45.	Transferor Company No. 57	1 Share to each Shareholder <sup>2</sup>
46.	Transferor Company No. 58	177:100
47.	Transferor Company No. 59	900:100
48.	Transferor Company No. 60	110:100
49.	Transferor Company No. 61	314:100
50.	Transferor Company No. 62	2764:100
51.	Transferor Company No. 63	25:100
52.	Transferor Company No. 64	1 Share to each Shareholder <sup>2</sup>
53.	Transferor Company No. 65	21:100

<sup>1</sup> Since the Transferor Companies No. 1 to 13 are direct or step down wholly owned subsidiaries of the Transferee Company, no new shares will be issued by the Transferee Company pursuant to the amalgamation of the Transferor Companies No. 1 to 13 with the Transferee Company.

<sup>2</sup> Fair Value of Equity Shares of these Transferor Companies is in negative. To provide a token participation to the Shareholders of these Transferor Companies, the Transferee Company will issue 1 (one) Equity Share of ₹10 each, credited as fully paid up, to each of the Shareholders of these Transferor Companies against their respective Equity Shareholding in the concerned Transferor Companies (irrespective of number of Equity Shares held by the Shareholders in these Transferor Companies).

<sup>3</sup> The Transferor Company No. 49-Native Buildcon Pvt Ltd has issued Class-A, Class-B and Class-C Equity Shares, each class having face value of ₹10 per share. Whereas the Transferor Company No. 51-

For Transferor Companies No. 1 to 65  
  
Director/Authorised Signatory

For Transferee Company  
  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2  
  
Director/Authorised Signatory

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Perpetual Infracon Pvt Ltd has issued Class-A and Class-B Equity Shares, each class having face value of ₹10 per share. However, the Transferee Company-BPTP Ltd has only one class of Equity Shares. It is, accordingly, proposed that the Transferee Company will issue only one class of Equity Shares to all the Equity Shareholders of the Transferor Companies No. 49 and 51, holding the respective Class of Equity Shares.

ii. **To Compulsorily Redeemable Preference Shareholders of the Transferor Companies:** Some of the Transferor Companies have also issued Compulsorily Redeemable Preference Shares (CRPS). The Transferee Company-BPTP Ltd will issue new Equity Shares having Face Value of ₹10 each, credited as fully paid-up, to the CRPS Holders of the Transferor Companies in lieu of the CRPS held in the Transferor Companies in the following ratio:

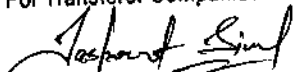
Sl. No.	Particulars	Exchange Ratio for CRPS [New Equity Shares in Transferee Company in lieu of existing CRPS held in Transferor Companies]
1.	Transferor Company No. 4	17:100
2.	Transferor Company No. 13	17:100
3.	Transferor Company No. 19	17:100
4.	Transferor Company No. 28	20:100
5.	Transferor Company No. 36	17:100
6.	Transferor Company No. 39	17:100
7.	Transferor Company No. 56	17:100

iii. **To Compulsorily Convertible Preference Shareholders of the Transferor Companies:** The Transferor Companies No. 12 and 51 have issued Compulsorily Convertible Preference Shares (CCPS). The Transferee Company-BPTP Ltd will issue new Equity Shares having Face Value of ₹10 each, credited as fully paid-up, to the CCPS Holders of the Transferor Companies in lieu of the CCPS held in the Transferor Companies in the following ratio:

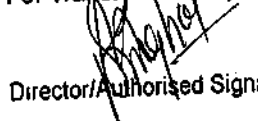
Sl. No.	Particulars	Exchange Ratio for CCPS [New Equity Shares in Transferee Company in lieu of existing CCPS held in Transferor Companies]
1.	Transferor Company No. 12	8258:100
2.	Transferor Company No. 51	12961:100

2.7.2 Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to the nearest whole number subject to minimum one share to be issued to each Shareholder of the Transferor Companies on Amalgamation.

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2


  
Director/Authorised Signatory



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- 2.7.3 The Transferee Company and/or its subsidiary companies are holding Equity Shares and/or Preference Shares in some of the Transferor Companies. It is clarified that no new share will be issued by BPTP Ltd against such shareholding on amalgamation.
- 2.7.4 New Equity Shares to be issued in terms of the aforesaid Clauses shall be subject to the provisions of the Memorandum and Articles of Association of the Transferee Company. New Equity Shares shall rank pari passu in all respects, including dividend, with the existing Equity Shares of the Transferee Company.
- 2.7.5 The issue and allotment of new Equity Shares by the Transferee Company, as provided in this Scheme, is an integral part of the Scheme. The members of the Transferee Company, on approval of the Scheme, shall be deemed to have given their approval under Sections 42 & 62 of the Companies Act, 2013, and other applicable provisions, if any, for issue of new Shares in terms of this Scheme.
- 2.7.6 The Transferee Company is providing facility of holding shares in dematerialized form. The Transferee Company is registered with National Securities Depository Ltd (NSDL) for this purpose. Accordingly, the New Shares to be issued by the Transferee Company to the Shareholders of the Transferor Companies in terms of this Scheme, will be issued in dematerialized form with the relevant shares being credited to the respective depository accounts of the Shareholders of the Transferor Companies. In case, any shareholder of the Transferor Companies fails to provide the necessary details of his/her/its depository account to the Transferee Company on or before the Record Date-1, the New Shares will be issued to such shareholder in physical form.
- 2.7.7 In the event there being any pending share transfer(s), the Board of Directors of the concerned Transferor Companies or the Transferee Company or any committee thereof, shall be empowered in appropriate cases, prior to or even subsequent to the Record Date-1, to effectuate such transfer in the concerned Transferor Companies as if such changes in the registered holders were operative on the Record Date-1, in order to remove any difficulty arising on account of such transfer and in relation to shares to be issued to the shareholders of the Transferor Companies pursuant to this Scheme.
- 2.7.8 Shares to be issued by the Transferee Company pursuant to this Scheme in respect of any shares of the Transferor Companies, which are held in abeyance under the provisions of the Act or otherwise, shall be held in abeyance by the Transferee Company.
- 2.7.9 It is, however, clarified that provisions of this Scheme with regard to issue of shares by the Transferee Company will not apply to the share application money, if any, which may remain outstanding in the Transferor Companies.
- 2.7.10 The Transferor Company No. 24-Designer Realtors Pvt Ltd has issued 50,00,000 Un-secured Fully Convertible Debentures (FCD-Series-I) of ₹10 each aggregating to ₹5,00,00,000 and 4,34,783 Un-secured Fully Convertible Debentures (FCD-Series-II) of ₹23 each aggregating to ₹1,00,00,009. The Transferee Company will issue equal number of

For Transferor Companies No. 1 to 65  
  
Director/Authorised Signatory

For Transferee Company  
  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2  
  
Director/Authorised Signatory

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Debenture(s) to the Debenture Holders of the Transferor Company No. 24, on the same terms and conditions.

2.7.11 It is clarified that the Transferor Companies and the Transferee Company may issue Debentures during the process of the present Scheme of Arrangement. Upon the Scheme finally coming into effect, the Transferee Company shall, without any further application or deed, issue equal number of Debenture(s) to the Debenture Holders of the Transferor Company(ies), whose names appear in the Register of Members as on the Record Date-1, on the same terms and conditions as in the concerned Transferor Company.

2.7.12 Issue of Debentures by the Transferee Company, as provided in this Scheme, is an integral part of the Scheme. The members of the Transferee Company, on approval of the Scheme, shall be deemed to have given their approval under Sections 42 & 62 of the Companies Act, 2013, and other applicable provisions, if any, for issue of Debentures in terms of this Scheme.

**2.8 UPON THIS SCHEME BECOMING EFFECTIVE:**

2.8.1 Entire Issued Share Capital and share certificates of the Transferor Companies shall automatically stand cancelled. Shareholders of the Transferor Companies will not be required to surrender the Share Certificates held in the Transferor Companies.

2.8.2 Cross holding of shares between the Transferor Companies inter se; and/or between the Transferor Companies and the Transferee Company, as the case may be, shall stand cancelled. Approval of this Scheme by the Shareholders and/or Creditors of the Transferor and the Transferee Companies, as the case may be, and sanction by the Tribunal under Sections 230 and 232 of the Companies Act, 2013, shall be sufficient compliance with the provisions of Section 66 of the Companies Act, 2013, and other applicable provisions, if any, relating to the reduction of share capital on cancellation of cross holding, if any. Such reduction would not involve either the diminution of any liability in respect of un-paid share capital or the payment to any shareholder of any paid-up share capital.

2.8.3 The authorised share capital of the Transferor Companies shall be added to and shall form part of the authorised share capital of the Transferee Company. Accordingly, the authorised share capital of the Transferee Company shall stand increased to the extent of the aggregate authorised share capital of the Transferor Companies as on the effective date. In terms of the provisions of Section 232(3)(i) of the Companies Act, 2013, and other applicable provisions, if any, the aggregate fees paid by the Transferor Companies on the authorised capital shall be set-off against the fees payable by the Transferee Company on the increase in the authorised share capital as mentioned above. It is hereby clarified that the Transferee Company will pay the balance fee, if any, on the aforesaid increase in the authorised share capital after deducting the aggregate fees paid by the Transferor Companies on the pre-merger authorised share capital.

Clause V/Capital Clause of the Memorandum of Association and relevant article(s) of the Articles of Association, if any, of the Transferee Company shall stand modified to give effect to the aforesaid increase in the

For Transferor Companies No. 1 to 65

*[Signature]*  
Director/Authorised Signatory

For Transferee Company

*[Signature]*  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

*[Signature]*  
Director/Authorised Signatory

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authorised share capital of the Transferee Company. Approval of the present Scheme of Arrangement by the Shareholders of the Transferor/Transferee Companies will be sufficient for the aforesaid modification in Clause V of the Memorandum of Association and relevant article(s) of the Articles of Association, if any, of the Transferee Company and no further approval will be required for the same.

**2.9 ACCOUNTING TREATMENT FOR AMALGAMATION**

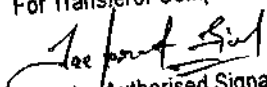
2.9.1 Upon the Scheme becoming effective, amalgamation of the Transferor Companies with the Transferee Company and other connected matters, if any, will be accounted for in accordance with the applicable provisions of the Companies Act, 2013, Accounting Standards prescribed under Section 133 of the Companies Act, 2013, and Generally Accepted Accounting Principles.

2.9.2 The Transferee Company shall give effect of the proposed amalgamation in its books of accounts in accordance with the applicable provisions of the Companies Act, 2013, Accounting Standards prescribed under Section 133 of the Companies Act, 2013, and Generally Accepted Accounting Principles. Following are the salient features of the accounting treatment to be given:

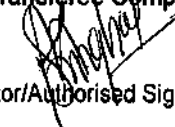
- a. All the assets and liabilities recorded in the books of the Transferor Companies shall be transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company at the respective carrying values as reflected in the books of the Transferor Companies as on the Appointed Date-1.
- b. Cross investments or other inter-company balances, if any, will stand cancelled.
- c. All the reserves of the Transferor Companies under different heads shall become the corresponding reserves of the Transferee Company. Similarly, balance in the Profit & Loss Accounts of the Transferor and Transferee Companies will also be clubbed together.
- d. Any deficit arising out of amalgamation (including on account of cancellation of cross holdings or any other inter-company balances) shall be adjusted against the securities premium account and other reserves and surplus, in that order, in the books of the Transferee Company. Whereas any surplus arising out of Amalgamation (including on account of cancelling of cross holdings or any other inter-company balances) shall be credited to capital reserve.
- e. Accounting policies of the Transferor Companies will be harmonized with that of the Transferee Company following the amalgamation.

2.9.3 It is, however, clarified that the Board of Directors of the Transferee Company, in consultation with the Statutory Auditors, may account for the Amalgamation and other connected matters, if any, in such manner as to comply with the provisions of Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, the applicable Accounting Standard(s), Generally Accepted Accounting Principles and other applicable provisions, if any.

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

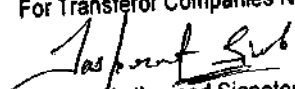
  
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For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

**2.10 COMPLIANCE WITH TAX LAWS**

This Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as defined under Section 2(1B) of the Income Tax Act, 1961 and other applicable provisions, if any. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the Income Tax Act shall prevail. The Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. The power to make such amendments, as may become necessary, shall vest with the Board of Directors of the Transferee Company, which power can be exercised at any time and shall be exercised in the best interests of the Companies and their shareholders.

For Transferor Companies No. 1 to 65  
  
Director/Authorised Signatory

For Transferee Company  
  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2  
  
Director/Authorised Signatory

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**PART-3**

**DEMERGER OF THE DEMERGED BUSINESS 1 & 2 OF THE TRANSFeree COMPANY INTO THE RESULTING COMPANIES NO. 1 & 2, RESPECTIVELY**

**3.1 TRANSFER AND VESTING OF DEMERGED UNDERTAKING**

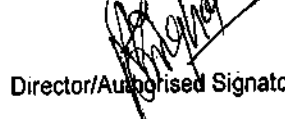
On the Scheme becoming effective and with effect from the Appointed Date-2, subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, the Demerged Business 1 and 2 of the Transferee Company, as defined in 'Clause 1.8 and Clause 1.9' of Part-1 of this Scheme, shall stand transferred to and vested in or deemed to be transferred to and vested in the Resulting Companies No. 1 & 2, respectively, on a going-concern basis, in the following manner:

- 3.1.1** The whole of the undertaking and properties of the Demerged Business 1 and 2 of the Transferee Company shall, without any further act or deed or without payment of any duty, stamp duty, or other charges, stand transferred to and vested in or be deemed to be transferred to and vested in the Resulting Companies No. 1 & 2, respectively, pursuant to the provisions contained in Sections 230 and 232 of the Companies Act, 2013, and all other applicable provisions, if any, and so as to vest in the Resulting Companies No. 1 & 2, respectively, for all rights, title and interest pertaining to the respective Demerged Business 1 and 2 of the Transferee Company.
- 3.1.2** All debts, liabilities, contingent liabilities, duties and obligations of every kind nature and description of the Transferee Company relating to the Demerged Business 1 and 2, including general and multipurpose borrowings, dealt with in accordance with Section 2(19AA) of the Income-tax Act, 1961, shall also, under the provisions of Sections 230 and 232 and all other applicable provisions, if any, of the Act, and without any further act or deed, be transferred to or be deemed to be transferred to the Resulting Companies No. 1 & 2, respectively, so as to become the debts, liabilities, contingent liabilities, duties and obligations of the Resulting Companies No. 1 & 2, respectively; and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen in order to give effect to the provisions of this sub-clause.
- 3.1.3** All licenses, permissions, approval, consents or NOCs given by various government and other competent authorities to the Transferee Company in relation to the Demerged Business 1 and 2, or otherwise held by the Transferee Company to implement/carry on the Demerged Business 1 and 2 shall stand vested in or transferred to the Resulting Companies No. 1 & 2, respectively, without any further act or deed, and shall be appropriately mutated by the authorities concerned therewith in favour of the Resulting Companies No. 1 & 2, respectively. The benefit of all statutory and regulatory permissions, registration or other licenses, and consents shall vest in and become available to the Resulting Companies No. 1 & 2, respectively, pursuant to the Scheme.
- 3.1.4** All the license fee, advances, deposits or any other payment made and/or investments made by the Transferee Company, shareholding interests in other companies, whether quoted or unquoted, by whatever

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

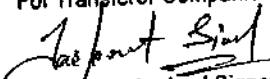
For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

name called, forming part of the Demerged Business 1 and 2, shall, without any further act, instrument or deed, be transferred to and vested in and / or be deemed to be transferred to and vested in the Resulting Companies No. 1 & 2, respectively, on the Appointed Date-2 pursuant to the provisions of Sections 230 & 232 of the Act.

- 3.1.5** The transfer and vesting of the Demerged Business 1 & 2, as aforesaid, shall be subject to the existing securities, charges, mortgages and other encumbrances, if any, subsisting over or in respect of the property and assets or any part thereof pertaining to the respective Demerged Business 1 and 2 to the extent such securities, charges, mortgages, encumbrances are created to secure the liabilities forming part of the Demerged Business 1 and 2.
- 3.1.6** Without prejudice to the generality of the provisions contained in aforesaid Clauses, upon the Scheme becoming effective, the Transferee Company and/or the Resulting Companies No. 1 & 2 will file requisite form(s) with the Registrar of Companies for creation, modification and/or satisfaction of charge(s), to the extent required, to give effect to the provisions of this Scheme.
- 3.1.7** For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that in accordance with the provisions of relevant laws, consents, permissions, licenses, registrations, certificates, authorities, powers of attorneys given by, issued to or executed in favour of or relating to the Demerged Business 1 and 2; and the rights and benefits under the same and all other interests of the Demerged Business 1 and 2, without any further act or deed, be transferred to and vested in the Resulting Companies No. 1 & 2, respectively.
- 3.1.8** Upon the Scheme coming into effect, all taxes/ cess/ duties, direct and/ or indirect, payable by or on behalf of the Demerged Business 1 and 2 of the Transferee Company from the Appointed Date-2 onwards, including all advance tax payments, tax deducted at source, any refunds or claims (including refunds or claims pending with the Revenue Authorities), shall, for all purposes, be treated as the tax/ cess/ duty, liability, advance tax payment, tax deducted at source, refund or claim, as the case may be, of the Resulting Companies No. 1 & 2, respectively. The Resulting Companies No. 1 & 2, respectively, are expressly permitted to claim refunds/ credits in respect of any transaction between the Demerged Business 1 and 2 of the Transferee Company and the concerned Resulting Company, if any.
- 3.1.9** Upon the Scheme becoming effective, all un-availed credits and exemptions, statutory benefits, including in respect of Income Tax (including MAT credit), CENVAT, Customs, VAT, Sales Tax, Service Tax, Goods and Services Tax, etc., relating to the Demerged Business 1 and 2 to which the Transferee Company is entitled to, shall be available to and vest in the Resulting Companies No. 1 & 2, respectively, without any further act or deed.
- 3.1.10** Upon this Scheme becoming effective, the Transferee Company and the Resulting Companies No. 1 & 2, respectively, shall be entitled to file/revise income tax returns, TDS returns, TDS certificates, sales tax/ value added tax returns, service tax returns, GST returns and other

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

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statutory filings and returns for the period commencing on and from the Appointed Date-2, and to take all such steps that may be required to give effect to the provisions of this Scheme and/or required to claim refunds, depreciation benefits, advance tax credits, MAT credit, un-availed credits and exemptions, statutory benefits, etc., if any.

**3.1.11** Without prejudice to the generality of the above, all benefits, incentives, claims, losses, credits (including, without limitation income tax, service tax, GST, excise duty, applicable state value added tax etc.) to which the Demerged Business 1 and 2 of the Transferee Company is entitled to in terms of applicable laws, shall be available to and vest in the Resulting Companies No. 1 & 2, respectively, from the Appointed Date-2.

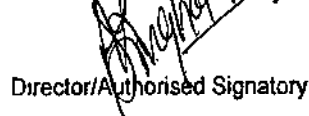
**3.1.12** On and from the Effective Date and thereafter, the respective Resulting Companies No. 1 & 2 shall be entitled to operate all bank accounts of the Transferee Company, which are being operated exclusively in relation to or in connection with the respective Demerged Business 1 and 2, and realize all monies and complete and enforce all pending contracts and transactions, in relation to or in connection with the respective Demerged Business 1 and 2 in the name of the Resulting Companies No. 1 & 2, respectively, in so far as may be necessary until the transfer of rights and obligations of the Demerged Business 1 and 2 to the Resulting Companies No. 1 & 2, respectively, under this Scheme have been formally given effect to under such contracts and transactions.

**3.1.13** For avoidance of doubt and without prejudice to the generality of the applicable provisions of the Scheme, it is clarified that with effect from the Effective Date and till such time that the name of the bank accounts of the Transferee Company, in relation to or in connection with the Demerged Business 1 and 2, have been replaced with that of the Resulting Companies No. 1 & 2, respectively; the respective Resulting Companies No. 1 & 2 shall be entitled to operate the bank accounts of the Transferee Company, in relation to or in connection with the respective Demerged Business 1 and 2, in the name of the Transferee Company in so far as may be necessary. All cheques and other negotiable instruments, electronic fund transfers (such as NEFT, RTGS, etc.) and payment orders received or presented for encashment which are in the name of the Transferee Company, in relation to or in connection with the Demerged Business 1 and 2, after the Appointed Date-2 shall be accepted by the bankers of the concerned Resulting Company and credited to the account of the concerned Resulting Company, if presented by the concerned Resulting Company. The respective Resulting Companies shall be allowed to maintain bank accounts in the name of the Transferee Company for such time as may be determined to be necessary by the Resulting Companies for presentation and, deposition of cheques and pay orders that have been issued in the name of the Transferee Company, in relation to or in connection with the Demerged Business 1 and 2. It is hereby expressly clarified that any legal proceedings by or against the Transferee Company, in relation to or in connection with the Demerged Business 1 and 2, in relation to the cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferee Company shall be instituted, or as the case may

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

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be, continued by or against the concerned Resulting Companies after the Effective Date.

**3.2 LEGAL PROCEEDINGS**

**3.2.1** All legal proceedings of whatever nature by or against the Transferee Company pending and/or arising on or after the Appointed Date-2 and relating to the Transferee Company, in relation to the Demerged Business 1 and 2, shall not abate or be discontinued or be, in any way, prejudicially affected by reason of the Scheme or by anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Resulting Companies No 1 & 2, respectively, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferee Company, in relation to the respective Demerged Business 1 and 2, as if the Scheme had not been made.

**3.2.2** The Resulting Companies No 1 & 2, respectively, undertake to have all legal or other proceedings initiated by or against the Transferee Company, in relation to the Demerged Business 1 and 2, referred to in the above-mentioned clause, transferred into its name and to have the same continued, prosecuted and enforced by or against the Resulting Companies No 1 & 2, respectively, to the exclusion of the Transferee Company, in relation to the Demerged Business 1 and 2.

**3.2.3** The Resulting Companies No 1 & 2, respectively, undertake to indemnify and save harmless the Transferee Company, to the fullest extent lawful from and against all third party actions, suits, claims, proceedings, costs, damages, judgments, amounts paid in settlement and expenses (including reasonable attorney fees) relating to or arising out of, any acts of commission or omission of the Transferee Company (and its respective past, present and future affiliates, shareholders, partners, agents, directors, officers, employees, representatives, advisors, attorneys, successors, heirs, executors, administrators and assigns), relating to, or in pursuance of, or arising from:

- a. the filing, approval and implementation of the actions contemplated in this Scheme; or
- b. all legal proceedings in relation to the Demerged Business 1 and 2 whether subsisting on the Appointed Date-2 or arising thereafter.

**3.3 CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS**

**3.3.1** Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature, to which the Transferee Company, in relation to the Demerged Business 1 and 2, is a party, subsisting or having effect on the Effective date, shall remain in full force and effect and shall stand assigned/novated in favour of the Resulting Companies No 1 & 2, respectively, may be enforced by or against the Resulting Companies No 1 & 2, respectively as fully and effectually as if, instead of the Transferee Company, in relation to the Demerged Business 1 and 2, the Resulting Companies No 1 & 2, respectively, had been a party thereto.

For Transferor Companies No. 1 to 65

*[Signature]*  
Director/Authorised Signatory

For Transferee Company

*[Signature]*  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

*[Signature]*  
Director/Authorised Signatory



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- 3.3.2 It is expressly clarified that consent of the counterparties shall not be separately required for assignment of such contracts, etc., in favour of the Resulting Companies No 1 & 2, respectively.
- 3.3.3 The Resulting Companies No 1 & 2, respectively, shall be obligated to fulfill all the obligations and covenants of aforesaid contracts, deeds, bonds, agreements and instruments in relation to the Demerged Business 1 and 2 and indemnify and save harmless the Transferee Company, to the fullest extent lawful from and against all third party actions, suits, claims, proceedings, costs, damages, judgments, amounts paid in settlement and expenses (including reasonable attorney fees) relating to or arising out of, any such contracts, etc., whether in relation to any acts or omissions there under committed by the Transferee Company or the Resulting Companies No. 1 & 2, respectively, (and its respective past, present and future affiliates, shareholders, partners, agents, directors, officers, employees, representatives, advisors, attorneys, successors, heirs, executors, administrators and assigns), prior to the Appointed Date-2 or thereafter.
- 3.3.4 The experience, track record and credentials gained by the Transferee Company in relation to the respective Demerged Business 1 and 2, would be considered to be equivalent as the experience, track record and credentials of the Resulting Companies No. 1 & 2, respectively. Accordingly, the respective Resulting Companies shall be entitled to claim the experience, track record and credentials gained by the Transferee Company in relation to the Demerged Business 1 and 2, as their own for the purpose of entering into any contract, tenders, bid documents, expression of interest, memorandum of understanding, agreements or any other such instruments.

**3.4 PERMISSIONS**

Any statutory licenses, permissions, approvals or consents to carry on the operations of the Transferee Company, in relation to the Demerged Business 1 and 2, shall stand vested in or transferred to the Resulting Companies No. 1 & 2, respectively, without any further act or deed and shall be appropriately mutated by the Statutory Authorities concerned in favour of the Resulting Companies No. 1 & 2, respectively, upon the vesting and transfer of the Undertakings pursuant to this Scheme. The benefits and obligations of all statutory and regulatory permissions, licenses, environmental approvals and consents, sales tax registrations or other licenses and consents shall vest in and become available to the Resulting Companies No. 1 & 2, respectively, pursuant to this Scheme. In so far as the various incentives, subsidies, special status and other benefits or privileges enjoyed, granted by any Government body, local authority or by any other person, or availed of by the Transferee Company, in relation to the Demerged Business 1 and 2, are concerned, the same shall vest with and be available to the Resulting Companies No. 1 & 2, respectively, on the same terms and conditions. It is specifically clarified that all the excise concessions, exemptions, benefits in terms of the Central Excise Act, 1944, Notifications, Circulars, Orders, Trade Notices, Guidelines, Clarifications and/or other Communications issued by the any appropriate competent authority; Income Tax holiday including benefits under Chapter VIA of the Income Tax Act, 1961; sales tax exemptions and benefits under the Central Sales Tax Act, 1956, exemptions and credits under the Central Goods and Services Tax Act, 2017 (GST) and

For Transferor Companies No. 1 to 65  
  
Director/Authorised Signatory

For Transferee Company  
  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2  
  
Director/Authorised Signatory

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other local sales tax laws; and all other fiscal and non-fiscal incentives, benefits and privileges which are available to or being availed by the Transferee Company or which the Transferee Company may be entitled to at any time for its Demerged Business 1 and 2, shall be continued to be available in the Resulting Companies No. 1 & 2, respectively, for the Demerged Business 1 and 2, after the proposed Demerger;

**3.5 SAVING OF CONCLUDED TRANSACTIONS**

The transfer and vesting of the Demerged Business 1 and 2 into the Resulting Companies No. 1 & 2, respectively, as above and the continuance of proceedings by or against the Resulting Companies No. 1 & 2, respectively, shall not affect any transaction or proceedings already concluded on or after the Appointed Date-2 till the Effective Date, to the end and intent that the Resulting Companies No. 1 & 2, respectively, accepts and adopts all acts, deeds and things done and executed by the Transferee Company, in relation to the Demerged Business 1 and 2, in respect thereto as done and executed on behalf of the Resulting Companies No. 1 & 2, respectively.

**3.6 CONDUCT OF BUSINESS UNTIL THE EFFECTIVE DATE**

With effect from the Appointed Date-2 and until the Effective Date:

- a. The Transferee Company, in relation to the Demerged Business 1 and 2, shall carry on and be deemed to have carried on the business and activities and shall possessed of their properties and assets for and in trust of the Resulting Companies No. 1 & 2, respectively and all the profits/losses accruing, shall for all purposes be treated as profits/losses of the Resulting Companies No. 1 & 2, respectively.
- b. The Transferee Company, in relation to the Demerged Business 1 and 2, shall not, without the prior written consent of the Board of Directors of the Resulting Companies No. 1 & 2, respectively, or pursuant to any pre-existing obligation; sell, transfer or otherwise alienate, charge, mortgage or encumber or otherwise deal with or dispose of any undertaking or any part thereof except in the ordinary course of its business.

**3.7 STAFF, WORKMEN AND EMPLOYEES**

**3.7.1** On the Scheme becoming effective, all staff, workmen and employees of the Transferee Company, in relation to the Demerged Business 1 and 2, in service on the Effective Date, shall become and deemed to have become staff, workmen and employees of the Resulting Companies No. 1 & 2, respectively, on such date without any break or interruption in their service and on the basis of continuity of service, and upon terms and conditions not less favorable than those applicable to them with reference to the Transferee Company, in relation to the Demerged Business 1 and 2, on the Effective Date.

**3.7.2** It is expressly provided that, on the Scheme becoming effective, the Provident Fund, Gratuity Fund, Superannuation Fund and any other special fund or trusts created or existing for the benefit of the staff, workmen and employees of the Transferee Company, in relation to the Demerged Business 1 and 2, for all purposes whatsoever in relation to the administration or operation of such fund or funds or in relation to

For Transferor Companies No. 1 to 65  
  
Director/Authorised Signatory

For Transferee Company  
  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2  
  
Director/Authorised Signatory

the obligation to make contributions to the said fund or funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Transferee Company, in relation to the Demerged Business 1 and 2, in relation to such fund or funds shall become those of the Resulting Companies No. 1 & 2, respectively. It is clarified that the services of the staff, workmen and employees of the Transferee Company, in relation to the respective Demerged Business 1 and 2, will be treated as having been continuous for the purpose of the aforesaid funds or provisions.

**3.8 REMAINING BUSINESS OF THE TRANSFEREE COMPANY**

**Remaining Business of the Transferee Company to continue with Transferee Company**

**3.8.1** The Remaining Business of the Transferee Company and all the assets including immovable property, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed by the Transferee Company.

**3.8.2** All legal and other proceedings by or against the Transferee Company under any statute, whether pending on the Appointed Date-2 or which may be instituted in future, whether or not in respect of any matter arising before the Effective Date and relating to the Remaining Business of the Transferee Company (including those relating to any property, right, power, liability, obligation or duty, of the Transferee Company in respect of the Remaining Business of the Transferee Company) shall be continued and enforced by or against the Transferee Company.

**3.8.3** With effect from the Appointed Date-2 and including the Effective Date:

a. The Transferee Company shall be deemed to have been carrying on and to be carrying on all business and activities relating to the Remaining Business of the Transferee Company for and its own behalf.

b. All profit accruing to the Transferee Company thereon or losses arising or incurred by it relating to the Remaining Business of the Transferee Company shall, for all purposes, be treated as the profit, or losses, as the case may be, of the Transferee Company.

**3.9 Issue of Shares by the Resulting Companies No. 1 & 2 on Demerger**

**3.9.1** Upon the Scheme finally coming into effect and after giving effect to allotment of shares pursuant to amalgamation of the Transferor Companies with the Transferee Company and in consideration of Demerger and vesting of the Demerged Business 1 and 2 of the Transferee Company into the Resulting Companies No. 1 & 2, respectively, in terms of this Scheme; the Resulting Companies No. 1 & 2 shall, without any further application or deed, issue and allot Share(s), to the Shareholders of the Transferee Company whose names appear in the Register of Members as on the Record Date-2, in the following ratio:

For Transferor Companies No. 1 to 65  
  
Director/Authorised Signatory

For Transferee Company  
  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2  
  
Director/Authorised Signatory

- a. The Resulting Company No. 1-Logical Builders Pvt Ltd will issue 10 Equity Share of ₹10 each, credited as fully paid-up, to Shareholders of the Transferee Company for every 100 Equity Share of ₹10 each held in the Transferee Company-BPTP Ltd.
- b. The Resulting Company No. 2-Praya Buildtech Pvt Ltd will issue 7 Equity Share of ₹10 each, credited as fully paid-up, to the Shareholders of the Transferee Company for every 100 Equity Share of ₹10 each held in the Transferee Company-BPTP Ltd.
- 3.9.2** Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to the nearest whole number.
- 3.9.3** New Shares to be issued by the Resulting Companies No. 1 & 2 in terms of Clause 3.9.1 above shall be subject to the provisions of the Memorandum and Articles of Association of the Resulting Companies No. 1 & 2, respectively. The new Equity Shares to be issued by the Resulting Companies No. 1 & 2 shall rank pari passu in all respects, including dividend, with the existing Equity Shares of the respective Resulting Companies No. 1 & 2.
- 3.9.4** The issue and allotment of Shares by the Resulting Companies to the Shareholders of the Transferee Company, as provided in this Scheme, is an integral part thereof. The members of the Resulting Companies No. 1 & 2, on approval of the Scheme, shall be deemed to have given their approval under Sections 42 & 62 of the Companies Act, 2013, and other applicable provisions, if any, for issue of new Shares to the Shareholders of the Transferee Company in terms of this Scheme.
- 3.9.5** In the event there being any pending share transfer(s), the Board of Directors of the Transferee Company or any committee thereof, shall be empowered in appropriate cases, prior to or even subsequent to the Record Date-2, to effectuate such transfer in the Transferee Company as if such changes in the registered holders were operative on the Record Date-2, in order to remove any difficulty arising on account of such transfer and in relation to shares to be issued to the shareholders of the Transferee Company on Demerger pursuant to this Scheme.
- 3.9.6** Shares to be issued by the Resulting Companies No. 1 & 2 pursuant to this Scheme in respect of any shares of the Transferee Company, which are held in abeyance under the provisions of the Act or otherwise, shall be held in abeyance by the Resulting Companies No. 1 & 2.
- 3.9.7** It is, however, clarified that provisions of this Scheme with regard to issue of shares by the Resulting Companies No. 1 & 2 will not apply to the share application money, if any, which may remain outstanding in the Transferee Company.

### 3.10 Reduction of Capital of the Resulting Company

- 3.10.1** Present issued and paid-up share capital of each of the Resulting Companies No. 1 & 2 is ₹1,00,000 divided into 10,000 Equity Shares of ₹10 each. In terms of the provisions of this Scheme, the Resulting Companies No. 1 & 2 will issue Shares to the Shareholders of the Transferee Company. However, it is proposed that upon the Scheme becoming effective, the Resulting Companies No. 1 & 2 will have

For Transferor Companies No. 1 to 65

*As per the Sign*  
Director/Authorised Signatory

For Transferee Company

*[Signature]*  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

*[Signature]*  
Director/Authorised Signatory

Shareholders consisting of the Shareholders of the Transferee Company only. In other words, post-Scheme, the Resulting Companies No. 1 & 2 and the Transferee Company will have mirror shareholding [the same set of shareholders holding the same percentage of shares in all the three Companies].

**3.10.2** Accordingly, upon the Scheme coming into effect, pre-Scheme issued and paid-up share capital of each of the Resulting Companies No. 1 & 2 consisting of 10,000 Equity Shares of ₹10 each aggregating ₹1,00,000, respectively, will stand cancelled. It is clarified that the Resulting Companies No. 1 & 2 will not make any payment to any Shareholders against such cancellation.

**3.10.3** It is clarified that since no payment will be made to any shareholder on the proposed reduction of share capital, no creditor of the Resulting Companies No. 1 & 2 will be adversely affected by such reduction of share capital.

**3.11 Authorised Capital of the Resulting Companies**

**3.11.1** Upon the Scheme becoming effective, and after giving effect to the provisions of Clause 2.8.3 of this Scheme, post-amalgamation authorised share capital of the Transferee Company will be transferred to the Resulting Companies No. 1 & 2, to the extent of ₹30 crore and ₹20 crore, respectively. Accordingly, the authorised share capital of the Resulting Companies No. 1 & 2 shall stand increased to the extent of ₹30 crore and ₹20 crore, respectively. Simultaneously, the authorised share capital of the Transferee Company shall stand reduced by an amount of ₹50 crore, being the aggregate amount of the authorised share capital transferred to the Resulting Companies No. 1 & 2.

**3.11.2** In terms of the provisions of the Companies Act, 2013, and other applicable provisions, if any, the fees already on the aforesaid authorised capital shall be set-off against the fees payable by the respective Resulting Companies on the increase in the authorised share capital as mentioned above. It is hereby clarified that the Resulting Companies No. 1 & 2 will pay the balance fee, if any, on the aforesaid increase in the authorised share capital after deducting the aggregate fees already paid on such capital.

**3.11.3** Clause V/Capital Clause of the Memorandum of Association and relevant article(s) of the Articles of Association, if any, of the Transferee Company and the Resulting Companies No. 1 & 2 shall stand modified to give effect to the aforesaid change in the authorised share capital of the Transferee Company and the Resulting Companies No. 1 & 2. Approval of the present Scheme of Arrangement by the Shareholders of the Transferee Company and the Resulting Companies No. 1 & 2 will be sufficient for the aforesaid modification in Clause V of the Memorandum of Association and relevant article(s) of the Articles of Association, if any, and no further approval will be required for the same.

**3.12 ACCOUNTING TREATMENT**

Upon the Scheme becoming effective, Demerger of the Demerged Business 1 and 2 of the Transferee Company into the Resulting Companies No. 1 & 2,

For Transferor Companies No. 1 to 65  
  
Director/Authorised Signatory

For Transferee Company  
  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2  
  
Director/Authorised Signatory

respectively, and other connected matters, if any, will be accounted for in accordance with the applicable provisions of the Companies Act, 2013, Accounting Standards prescribed under Section 133 of the Companies Act, 2013, and Generally Accepted Accounting Principles.

Without prejudice to the generality of the aforesaid, following are the salient features of the accounting treatment to be given to Demerger of the respective Demerged Business 1 and 2 of the Transferee Company into the Resulting Companies No. 1 & 2, respectively:

### 3.12.1 In the books of the Transferee Company

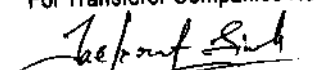
- a. All the assets and liabilities pertaining to the Demerged Business 1 and 2, which cease to be the assets and liabilities of the Transferee Company, will be reduced from the books of accounts of the Transferee Company at their respective carrying values as on the Appointed Date-2.
- b. Any deficit arising out of Demerger (being excess of assets over liabilities pertaining to the Demerged Business) shall be adjusted against the securities premium account and other Reserves & Surplus, in that order, in the books of the Transferee Company. Whereas any surplus arising out of Demerger (being excess of liabilities over assets pertaining to the respective Demerged Business 1 and 2) shall be credited to capital reserve in the books of the Transferee Company.

### 3.12.2 In the books of the Resulting Companies No. 1 & 2

- a. The respective Resulting Companies No. 1 & 2 shall record the assets and liabilities pertaining to the respective Demerged Business vested in each of these Companies pursuant to this Scheme, at the values as appearing in the books of the Transferee Company as on the Appointed Date-2.
- b. The respective Resulting Companies No. 1 & 2 shall credit to the Share Capital Account, in the books of accounts, the aggregate face value of the new Shares to be issued by each of these Companies to the Shareholders of the Transferee Company pursuant to Clause 3.9.1 of the Scheme.
- c. Any deficit or surplus arising out of Demerger after taking into account the face value of the shares issued by the respective Resulting Companies No. 1 & 2 on Demerger, shall be debited or credited to capital reserve in the books of the respective Resulting Companies No. 1 & 2.

**3.12.3** It is, however, clarified that the Board of Directors of the Transferee Company and the Resulting Companies No. 1 & 2, in consultation with their respective Statutory Auditors, may account for the present Demerger and other connected matters, if any, in such manner as to comply with the provisions of Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, the applicable Accounting Standard(s), Generally Accepted Accounting Principles and other applicable provisions, if any.

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

3753

**3.13** It is clarified that the proposed Reduction of Share Capital of the Resulting Companies No. 1 & 2; and utilisation of Securities Premium Account and other Reserves & Surplus, as the case may be, of the Transferee Company and the Resulting Companies No. 1 & 2 to give effect of the Demerger in the books of accounts of these Companies, shall be affected as an integral part of the Scheme only. Approval of this Scheme by the Shareholders and/or Creditors of the Transferee Company and the Resulting Companies, as the case may be, and sanction by the Tribunal under Sections 230 & 232 of the Companies Act, 2013, shall be sufficient compliance with the provisions of Sections 52 and 66 of the Companies Act, 2013, and other applicable provisions, if any, for the aforesaid matters. However, it is clarified that proposed reduction of share capital and utilisation of Securities Premium Account and other Reserves & Surplus, as the case may be, would not involve either the diminution of any liability in respect of un-paid share capital or payment to any shareholder of any paid-up share capital.

None of the Transferee Company and the Resulting Companies No. 1 & 2 is proposing any buy-back of shares from their respective shareholders. Accordingly, none of the Transferee Company and the Resulting Companies No. 1 & 2 will be required to use the words "and reduced" as part of their respective corporate names upon sanction of the Scheme.

No creditor of the Transferee Company and the Resulting Companies No. 1 & 2 will be adversely affected by the aforesaid matters.

**3.14 COMPLIANCE WITH TAX LAWS**

- a. The Demerger of the Demerged Business 1 and 2 of the Transferee Company into the Resulting Companies No. 1 & 2, respectively, shall comply with the provisions of Section 2(19AA) of the Income Tax Act, 1961 and other applicable provisions, if any.
- b. This Scheme has been drawn up to comply with the conditions relating to "Demerger" as defined under Section 2(19AA) of the Income Tax Act, 1961 and other applicable provisions, if any. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the Income Tax Act shall prevail. The Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. The power to make such amendments as may become necessary shall vest with the Board of Directors of the Transferee Company, which power can be exercised at any time and shall be exercised in the best interests of the Companies and their shareholders.

For Transferor Companies No. 1 to 65  
*[Signature]*  
Director/Authorised Signatory

For Transferee Company  
*[Signature]*  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2  
*[Signature]*  
Director/Authorised Signatory

3754

**PART-4**

**OTHER TERMS AND CONDITIONS**

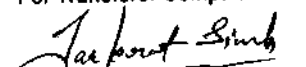
**4.1 APPLICATION/PETITION TO THE NATIONAL COMPANY LAW TRIBUNAL**

- 4.1.1 The Transferor Companies will make necessary application(s)/petition(s) under the provisions of Sections 230 and 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, to the Hon'ble National Company Law Tribunal for sanctioning of this Scheme, dissolution of the Transferor Companies without the process of winding up and other connected matters.
- 4.1.2 The Transferee Company will make necessary application(s)/petition(s) under the provisions of Sections 230 and 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, to the appropriate Bench of the Hon'ble National Company Law Tribunal and other competent authorities, if any, for sanctioning of this Scheme and other connected matters.
- 4.1.3 The Resulting Companies will also make necessary application(s)/petition(s) under the provisions of sections 230 and 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, to the appropriate Bench of the Hon'ble National Company Law Tribunal and other competent authorities, if any, for sanctioning of this Scheme and other connected matters.

**4.2 MODIFICATIONS/AMENDMENTS TO THE SCHEME**

- 4.2.1 The Transferor Companies, the Transferee Company and the Resulting Companies through their respective Board of Directors may make or assent, from time to time, on behalf of all persons concerned, to any modifications or amendments to this Scheme or to any conditions or limitations which the Tribunal and/or any authorities under the law may deem fit to approve of or impose and to resolve all doubts or difficulties that may arise for carrying out this Scheme and to do and execute all acts, deeds, matters and things necessary for carrying the Scheme into effect.
- 4.2.2 In order to give effect to this Scheme or to any modifications or amendments thereof, the Board of Directors of the Transferee Company may give and are authorised to give all such directions as may be necessary including directions for settling any question, doubt or difficulty that may arise.
- 4.2.3 The Transferor Companies, the Transferee Company and/or the Resulting Companies shall be at liberty to withdraw from this Scheme in case any condition, alteration or modification, imposed or suggested by the Tribunal or any other competent authority, is not acceptable to

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory



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them; or as may otherwise be deemed fit or proper by any of these Companies. The Transferor Companies, the Transferee Company and/or the Resulting Companies will not be required to assign the reason for withdrawing from this Scheme.

**4.3 OPERATIVE DATE OF THE SCHEME**

- a. This Scheme shall be effective from the last of the dates on which certified copies of order of the Tribunal under Sections 230 and 232 of the Companies Act, 2013, are filed in the office(s) of the concerned Registrar of Companies. Such date is called as the Effective Date.
- b. Though this Scheme shall become effective from the Effective Date, the provisions of this Scheme shall be applicable and come into operation from the Appointed Date-1 and Appointed Date-2 for Amalgamation and Demerger, respectively.

**4.4 AUTHORISED SHARE CAPITAL**

Save as provided in this Scheme, the Transferee Company and the Resulting Companies will increase/modify their respective Authorized Share Capital to implement the terms of this Scheme, to the extent necessary. It is, however, clarified that approval of the present Scheme of Arrangement by the Shareholders of the Transferee Company and the Resulting Companies will be sufficient for such modification/increase in the authorised share capital and no further approval will be required for the same.

**4.5 IMPLEMENTATION OF THE SCHEME:**

Upon sanction of this Scheme and upon this Scheme becoming effective, the following shall be deemed to have occurred in the sequence and in the order mentioned hereunder. Accordingly, the Scheme of Arrangement will be implemented in that order:

- i. Amalgamation of the Transferor Companies with the Transferee Company with effect from the Appointed Date-1, as provided in Part-2 of this Scheme read with Part-4 of the Scheme; and issue of shares and other securities, as case be, by the Transferee Company to the Shareholders and other security holders of the Transferor Companies as on Record Date-1, pursuant to such Amalgamation.
- ii. Demerger of the Demerged Business 1 and 2 of the Transferee Company into the Resulting Companies No. 1 & 2, respectively, with effect from the Appointed Date-2, as provided in Part-3 of this Scheme read with Part-4 of the Scheme; and issue of shares by the Resulting Companies No. 1 & 2 to the Shareholders of the Transferee Company, as on Record Date-2, pursuant to such Demerger. It is clarified that for the purpose of the Demerger, post-amalgamation list of shareholders of the Transferee Company will be taken into consideration after giving effect to allotment of shares pursuant to the Amalgamation of the Transferor Companies with the Transferee Company.

For Transferor Companies No. 1 to 65

*[Signature]*  
Director/Authorised Signatory

For Transferee Company

*[Signature]*  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

*[Signature]*  
Director/Authorised Signatory

2756

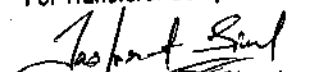
**4.6 EXPENSES CONNECTED WITH THE SCHEME**

All costs, charges and expenses incurred in relation to or in connection with this Scheme or incidental to the completion of the Amalgamation and Demerger in pursuance of this Scheme, shall be borne and paid by the Transferee Company. However, in the event of the Scheme becoming invalid for any reason whatsoever, all costs, charges and expenses relating to the amalgamation and Demerger exercise or incidental thereto shall be borne and paid by the respective Companies incurring the same.

**Legal Consultants of the Scheme:**

**Rajeev Goel & Associates**  
Advocates and Solicitors  
785, Pocket-E, Mayur Vihar II  
Delhi Meerut Expressway/NH-9  
Delhi 110 091  
Mobile: 93124 09354  
e-mail: [rajeev391@gmail.com](mailto:rajeev391@gmail.com)  
Website: [www.rgalegal.in](http://www.rgalegal.in)

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

3757

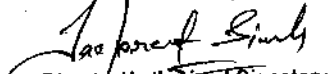
**Schedule-1 to the Scheme of Arrangement**

**Proforma Balance Sheet of Plotted Real Estate Undertaking (Demerged Business 1) of BPTP Ltd to be demerged into Logical Builders Pvt Ltd the Resulting Company No. 1)**


**As on 31<sup>st</sup>, March 2022**

<b>Particulars</b>	<b>Amount (₹ in crore)</b>
<b>ASSETS</b>	
<b>Non-current Assets</b>	
Net Fixed Assets	0.14
Investments	
<b>Current Assets, Loans and Advances</b>	
Inventories	193.81
Loans	6.48
Cash and Cash equivalent	0.31
<b>Total Assets (A)</b>	<b>200.74</b>
<b>LIABILITIES</b>	
<b>Non-current Liabilities</b>	
-----	
<b>Current Liabilities and Provisions</b>	
Borrowings	25.08
Trade Payable	28.23
<b>Total Liabilities (B)</b>	<b>53.31</b>
<b>Net Assets [A-B] (C)</b>	<b>147.43</b>

For Transferor Companies No. 1 to 65

  
Director/Authorised Signatory

For Transferee Company

  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

  
Director/Authorised Signatory

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Schedule-1 to the Scheme of Arrangement

Proforma Balance Sheet of Retail Real Estate Undertaking (Demerged Business 2) of BPTP Ltd to be demerged into Praya Buildtech Pvt Ltd (the Resulting Company No. 2)

As on 31<sup>st</sup>, March 2022

Particulars	Amount (₹ in crore)
<b>ASSETS</b>	
<b>Non-current Assets</b>	
Net Fixed Assets	0.13
Investments	-
<b>Current Assets, Loans and Advances</b>	
Inventories	178.14
Loans	5.91
Cash and Cash equivalent	0.23
Bank Balances	
Loans & Advances	
<b>Total Assets (A)</b>	<b>184.46</b>
<b>LIABILITIES</b>	
<b>Non-current Liabilities</b>	
-----	
<b>Current Liabilities and Provisions</b>	
Borrowings	23.05
Trade Payable	57.99
<b>Total Liabilities (B)</b>	<b>80.99</b>
<b>Net Assets [A-B] (C)</b>	<b>103.42</b>

For Transferor Companies No. 1 to 65

*[Signature]*  
Director/Authorised Signatory

For Transferee Company

*[Signature]*  
Director/Authorised Signatory

For Resulting Companies No. 1 & 2

*[Signature]*  
Director/Authorised Signatory

**VALUATION REPORT**

**AMIT KUMAR**  
**Registered Valuer**  
**REG. No. IBBI/RV/11/2019/12492**

# AMIT KUMAR

(REGISTERED VALUER)

109-110, S-524,  
Vikas Marg, Shakarpur,  
Laxmi Nagar  
New Delhi – 110092  
India  
Tel: 91 11 42420464, 40204121

To,  
The Board of Directors  
BPTP Limited ,Transferor Companies, Logical Builders Private Limited, Praya Buildtech Private Limited

**Sub: Report on valuation of shares and debenture leading to Swap Ratio for the proposed composite Scheme of Arrangement.**

BPTP LIMITED (U45201HR2003PLC082732) was incorporated on 11<sup>th</sup> August, 2003 under the provision of the Companies Act, 1956. The registered office of the company is OT-14, 3rd Floor, Next Door, Parklands, Sector-76, Faridabad, Haryana-121004.

### Transaction I:

It has been proposed to merge the following companies mentioned as below ("Transferor Companies"),

S.NO	Name of Transferor Company	S.NO	Name of Transferor Company
1	ASG Overseas Private Limited	25	Digital SEZ Developers Private Limited
2	BPTP Parklands Pride Limited	26	Druzba Overseas Private Limited
3	BPTP Resort Private Limited	27	Elite Realtech Private Limited
4	Countrywide Promoters Private Limited	28	Eventual Builders Private Limited
5	Delhi Strong Build Infrastructure Private Limited	29	Excel Infraventures Private Limited
6	Garnish Colonisers Private Limited	30	Focus Builders Private Limited
7	Gateway Infraprojects Private Limited	31	Fragrance Construction Private Limited
8	Lunar Developers Private Limited	32	GAG Constructions Private Limited
9	Moonlight Buildmart Private Limited	33	Garland Infrastructure Private Limited
10	Remarkable Estate Private Limited	34	Gitanjali Promoters Private Limited
11	Super Belts Private Limited	35	Glaze Buildcon Private Limited
12	Triangle Builders & Promoters Private Limited	36	Glitz Builders & Promoters Private Limited
13	Well Worth Developers Private Limited	37	Green Park Estates Private Limited
14	Antariksh Construction Company Private Limited	38	Green Valley Housing & Land Development Private Limited
15	Anupam Towers Private Limited	39	Green Valley Towers Private Limited
16	Ashirbad Buildwell Private Limited	40	Grow High Realtors Private Limited
17	Brainwave Builders Private Limited	41	IAG Promoters & Developers Private Limited
18	Bright Star Builders Private Limited	42	Imagine Builders Private Limited
19	Business Park Builders Private Limited	43	Impartial Builders Private Limited
20	Business Park Developers Private Limited	44	Impower Infrastructure Private Limited
21	Business Park Overseas Private Limited	45	ISG Estates Private Limited
22	Business Park Promoters Private Limited	46	Jasmine Buildtech Private Limited
23	Delite Realtech Private Limited	47	KA Promoters & Developers Private Limited
24	Designer Realtors Private Limited	48	Merit Marketing Private Limited



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S.NO	Name of Transferor Company	S.NO	Name of Transferor Company
49	Native Buildcon Private Limited	58	Sunaina Towers Private Limited
50	Passionate Builders Private Limited	59	Sunglow Overseas Private Limited
51	Perpetual Infracon Private Limited	60	Supergrowth Constructions Private Limited
52	Poonam Promoters & Developers Private Limited	61	USG Buildwell Private Limited
53	Precision Infrastructure Private Limited	62	Vasundra Promoters Private Limited
54	Rainbow Promoters Private Limited	63	Visual Builders Private Limited
55	Saraswati Kunj Infrastructure Private Limited	64	Vivek Promoters Private Limited
56	Shalimar Town Planners Private Limited	65	Westland Developers Private Limited
57	Shrinkhla Infrastructure Private Limited		

With

**BPTP LIMITED ("Transferee Company").**

The Company has requested to carry out the valuation analysis of the unquoted shares/debenture of the Companies as at 31<sup>st</sup> March, 2022.

We hereby confirm that we have arrived at the swap ratios (as mentioned below) for shares/debenture to be issued by BPTP LIMITED for every share/debenture held by the shareholders/debenture holders of the Transferor Companies as per the Net Assets Method ("NAM") on the book value as at 31<sup>st</sup> March, 2022. The number of shares computed for equity valuation is taken on diluted basis. The computation of swap ratio has been provided in Annexure 1.

**Transaction 2:**

It has been proposed to demerge:

Identified "Plotted Real Estate Undertaking" and "Retail Real Estate Undertaking" from BPTP Limited to Logical Builders Private Limited and Praya Buildtech Private Limited respectively.

**BPTP LIMITED ("Demerged/Transferee Company").**

**LOGICAL BUILDERS PRIVATE LIMITED and PRAYA BUILDTECH PRIVATE LIMITED ("Resulting Company").**

The Company has requested to carry out the valuation analysis of identified business undertaking of the Company as at 31<sup>st</sup> March, 2022.



**AMIT KUMAR**

**(REGISTERED VALUER)**

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Laxmi Nagar  
New Delhi – 110092  
India

Tel: 91 11 42420464, 40204121

We hereby confirm that we have arrived at the swap ratios (as mentioned below) for shares to be issued by Logical Builders Private Limited and Praya Buildtech Private Limited for every share held by the shareholders of the BPTP Limited as per the Net Assets Method ("NAM") on the book value as at 31<sup>st</sup> March, 2022. The computation of swap ratio has been provided in Annexure 2.

**Amit Kumar**  
**(Registered Valuer)**

*Amit Kumar*



**IBBI Membership No: 12492**  
**Date: 19-Aug-2022**  
**DJFCOP No 007/SFA**  
**Place: New Delhi**  
**UDIN: 22518735APIDJG5105**



**AMIT KUMAR**

**(REGISTERED VALUER)**

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**Purpose**

We have been engaged by BPTP Limited for the purpose of assessing swap ratio for issue of equity/preference shares/debentures.

**It has been proposed to merge:**

The above mentioned companies ("Transferor Companies"),

With

BPTP LIMITED ("Transferee Company").

For this purpose, the management of the Company intends to determine the swap ratio of shares and debenture of the Transferee Company for the issue of shares and debentures to the shareholders/debenture holder of the transferor companies.

**It has been proposed to demerge:**

Plotted Real Estate Undertaking as certified by the management on the basis of net book value into Logical Builders Private Limited (herein referred to as "Resulting Company 1").

Retail real estate undertaking as certified by the management on the basis of net book value into Praya Buildtech Private Limited (herein referred to as "Resulting Company 2").

From BPTP Limited (herein referred to as "Transferee company"). It is clarified that BPTP Limited is the Transferee Company for the purpose of the Amalgamation, whereas BPTP Limited is the Demerged/Transferee Company for the purpose of the proposed Demerger. However, to maintain uniformity, BPTP Limited has been referred to as the Transferee Company in this report.

The valuation of shares is done on the basis of internationally accepted pricing methodology on arm's length basis.

In the present instance, we have considered the NAV method to calculate the value of share of the Transferee Company/Transferor/Resulting companies because the proposed composite Scheme of Arrangement is an internal reorganization of group companies under common control.

**About the Valuer**

Amit Kumar (the "Valuer") is Registered Valuer having **Registration No. IBBI/RV/11/2019/12492**. The Valuer is registered with the Insolvency and Bankruptcy Board of India to undertake the Valuation of Securities and Financial Assets.

**Disclosure of valuer interest or conflict**

We hereby certify that the valuer(s) is/are suitably qualified and authorized to practice as a valuer; does not have a pecuniary interest, financial or otherwise, that could conflict with the proper valuation of the company (including the parties with whom the company is dealing, including the lender or selling agent, if any). The valuer(s) accept instructions to value the company only from the appointing authority or eligible instructing party.



**AMIT KUMAR**  
(REGISTERED VALUER)

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We have no present or planned future interest in the company or its group companies, if any and the fee payable for this valuation is not contingent upon the value of shares reported herein.

**Key Dates:**

**Appointment Date:** We have been appointed by the management wide letter dated 30<sup>th</sup> June, 2022.

**Valuation Date:** The value of the company should be considered to the value as on 31<sup>st</sup> March, 2022.

**Report Date:** Our valuation report has been submitted as of 19<sup>th</sup> August, 2022.

**Rationale about merger and demerger scheme**

The circumstances which justify and/or necessitate the proposed Composite Scheme of Arrangement and benefits of the proposed Amalgamation and Demerger as perceived by the Board of Directors of these Companies, to the Shareholders and other stakeholders are, inter alia, as follows:

**1. Merger:-**

The circumstances which justify and/or necessitate the proposed Amalgamation of The Transferor Companies No. 1 to 65 as mentioned above with BPTP Ltd are, inter alia, as follows:

- i. All the Transferor and Transferee Companies are closely held un-listed Group Companies under common management and control. The proposed amalgamation of the Transferor Companies with the Transferee Company would result in consolidation of Group Companies and pooling of their resources into a single entity.
- ii. The Transferee Company is the Flagship Company of the Group, engaged in real estate business. The Transferor Companies are also engaged in real estate business in various capacities. It would be advantageous to combine the activities and operations in a single Company, to grow the business in an efficient manner, achieve operational synergies and benefits from economies of scale by combining all the existing real estate projects launched by the respective Transferor Companies with the Transferee Company by way of amalgamation and build strong capability to effectively meet future challenges in a competitive business environment. The proposed amalgamation will enable integration of respective business activities of the Transferor Companies with those of the Transferee Company.
- iii. The proposed Amalgamation would result in business synergy, pooling of physical, financial and human resource of these Companies for the optimal utilization of these factors in the combined entity.
- iv. The proposed Scheme of Arrangement will result in usual economies of a centralized and a large company including elimination of redundancies, reduction of overheads, optimal utilization of financial, human and other resources and enhancement of overall business efficiency. The proposed Scheme of Arrangement will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth.



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- v. The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present are required to be made separately by the Transferee Company as well as by the Transferor Companies.
- vi. The proposed Scheme of Arrangement would enhance the shareholders' value of the Transferor and the Transferee Companies.
- vii. The proposed Scheme of Arrangement will have beneficial impact on the Transferor and the Transferee Companies, their shareholders, employees and other stakeholders and all concerned.

**2. Demerger:-**

The circumstances which justify and/or necessitate the proposed Demerger of identified 'Plotted Real Estate Undertaking' and identified 'Retail Real Estate Undertaking' (Demerged Business 1 & 2, respectively) of BPTP Limited into the Resulting Companies No. 1 & 2 (Logical Builders Private Limited and Praya Buildtech Private Limited), respectively are, inter alia, as follows:

- i. The Transferee Company is engaged in real estate business and other related activities. To have better management control and administrative convenience, the Transferee Company is proposing to demerge its Demerged Business 1 & 2 into two separate companies-the Resulting Companies No. 1 & 2, respectively.
- ii. The management of Transferee Company intends to demerge two business verticals (i.e. identified 'Plotted Real estate development' and identified 'Retail Real estate development'), which requires separate management focus to chart out a clear growth path and unlock value for all involved stakeholders. Further, both these business verticals i.e Demerged Business 1 & 2 have different funding requirements owing to the nature of business activities, and hence are proposed to be carved out in order to obtain appropriate funding as required by the respective businesses. Accordingly, it is proposed to demerge the Demerged Business 1 & 2 of the Transferee Company in separate companies i.e. Resulting Companies No. 1 & 2, respectively to run as independent business activities.
- iii. The Demerger will also enable greater/enhanced focus of management in the respective Demerged Businesses thereby facilitating the management to efficiently capture opportunities for respective businesses. It will also enable future fund raising from investors at specific business vertical level, attracting business specific investors and strategic partners and providing better flexibility in accessing capital, focused strategy and specialization for sustained growth and thereby enable de-leveraging of the respective business in the longer term. The Demerger proposed by this Scheme will enable investors to hold investments in respective businesses with different investment characteristics thereby enabling them to stay invested in the business vertical(s) which best suit their investment strategies and risk profiles.
- iv. The Demerger will enable creation of focused business entities for the respective Demerged Businesses. The proposed Demerger will impart better management focus, will facilitate administrative convenience and will ensure optimum utilization of various resources by these Companies.



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- v. The proposed Demerger will provide scope for independent expansion of various businesses. It will strengthen, consolidate and stabilize the business of these Companies and will facilitate further expansion and growth of their business. The Transferee Company and the Resulting Companies may pursue organic and inorganic growth opportunities of their respective business activities.
- vi. The Transferee Company and the Resulting Companies No. 1 & 2 would be able to attract better valuation multiples from investors/capital markets in future, resulting in value unlocking for all the stakeholders.
- vii. The proposed Demerger will have beneficial impact on the Transferee Company and the Resulting Companies, their employees, shareholders and other stakeholders and all concerned.

**Background Information about the Companies for merger companies**

The detailed information regarding the Transferor Companies mentioned as below.

<b>Name of Company</b>	<b>Authorised Share Capital</b>	<b>Issued, Subscribed and Paid-up Share Capital</b>
ASG Overseas Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
BPTP Parklands Pride Limited	₹15,00,00,000 divided into 1,50,00,000 Equity Shares of ₹10 each.	₹8,37,99,650 divided into 83,79,965 Equity Shares of ₹10 each.
BPTP Resort Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Countrywide Promoters Private Limited	₹3,30,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 32,50,000 Preference Shares of ₹10 each aggregating to ₹3,25,00,000.	₹2,55,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 25,00,000 (12%) Non-cumulative Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹2,50,00,000.
Delhi Strong Build Infrastructure Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10.
Garnish Colonisers Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Gateway Infraprojects Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Lunar Developers Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Moonlight Buildmart Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Remarkable Estate Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Super Belts Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.





# AMIT KUMAR

(REGISTERED VALUER)

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Vikas Marg, Shakarpur,  
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New Delhi – 110092  
India

Tel: 91 11 42420464, 40204121

Name of Company	Authorised Share Capital	Issued, Subscribed and Paid-up Share Capital
Triangle Builders & Promoters Private Limited	₹2,12,50,000 divided into 10,00,000 Equity Shares of ₹10 each aggregating to ₹1,00,00,000; and 11,25,000 Preference Shares of ₹10 each aggregating to ₹1,12,50,000.	₹2,10,44,050 divided into 10,00,000 Equity Shares of ₹10 each aggregating to ₹1,00,00,000; and 11,04,405 Compulsorily Convertible Preference Shares of ₹10 each aggregating to ₹1,10,44,050.
Well Worth Developers Private Limited	₹55,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 5,00,000 Redeemable Non-cumulative Preference Shares of ₹10 each aggregating to ₹50,00,000.	₹55,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 5,00,000 (12%) Non-cumulative Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹50,00,000.
Antariksh Construction Company Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Anupam Towers Private Limited	₹75,00,000 divided into 7,50,000 Equity Shares of ₹10 each.	₹54,00,000 divided into 5,40,000 Equity Shares of ₹10 each.
Ashirbad Buildwell Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Brainwave Builders Private Limited	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Bright Star Builders Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Business Park Builders Private Limited	₹1,05,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 10,00,000 Redeemable Non-cumulative Preference Shares of ₹10 each aggregating to ₹1,00,00,000.	₹1,01,05,000 divided into 10,500 Equity Shares of ₹10 each aggregating to ₹1,05,000; and 10,00,000 (12%) Non-cumulative Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹1,00,00,000.
Business Park Developers Private Limited	₹10,00,000 divided into 1,00,000 Equity Shares of ₹10 each.	₹7,50,000 divided into 75,000 Equity Shares of ₹10 each.
Business Park Overseas Private Limited	₹30,00,000 divided into 3,00,000 Equity Shares of ₹10 each.	₹27,54,000 divided into 2,75,400 Equity Shares of ₹10 each.
Business Park Promoters Private Limited	₹1,75,00,000 divided into 17,50,000 Equity Shares of ₹10 each.	₹1,75,00,000 divided into 17,50,000 Equity Shares of ₹10 each.
Delite Realtech Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Designer Realtors Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each. The Transferor Company No. 24 has also issued 50,00,000 Un-secured Fully Convertible Debentures (FCD-Series-I) of ₹10 each aggregating to ₹5,00,00,000; and 4,34,783 Un-secured Fully Convertible Debentures (FCD-Series-II) of ₹23 each aggregating to ₹1,00,00,009.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Digital SEZ Developers Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.



# AMIT KUMAR

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Name of Company	Authorised Share Capital	Issued, Subscribed and Paid-up Share Capital
Druzba Overseas Private Limited	₹50,00,000 divided into 5,00,000 Equity Shares of ₹10 each.	₹50,00,000 divided into 5,00,000 Equity Shares of ₹10 each.
Elite Realtech Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Eventual Builders Private Limited	₹26,05,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 2,60,00,000 Preference Shares of ₹10 each aggregating to ₹26,00,00,000.	₹26,01,00,000 divided into 10,000 Equity Shares of ₹10 each aggregating to ₹1,00,000; and 2,60,00,000 Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹26,00,00,000.
Excel Infraventures Private Limited	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Focus Builders Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Fragrance Construction Private Limited	₹2,00,00,000 divided into 20,00,000 Equity Shares of ₹10 each.	₹1,05,000 divided into 10,500 Equity Shares of ₹10 each.
GAG Constructions Private Limited	₹15,00,000 divided into 1,50,000 Equity Shares of ₹10 each.	₹10,20,000 divided into 1,02,000 Equity Shares of ₹10 each.
Garland Infrastructure Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Gitanjali Promoters Private Limited	₹30,00,000 divided into 3,00,000 Equity Shares of ₹10 each.	₹25,50,000 divided into 2,55,000 Equity Shares of ₹10 each.
Glaze Buildcon Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Glitz Builders & Promoters Private Limited	₹70,00,000 divided into 2,00,000 Equity Shares of ₹10 each aggregating to ₹20,00,000; and 5,00,000 Preference Shares of ₹10 each aggregating to ₹50,00,000.	₹65,00,000 divided into 1,50,000 Equity Shares of ₹10 each aggregating to ₹15,00,000; and 5,00,000 (12%) Non-cumulative Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹50,00,000.
Green Park Estates Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹4,50,000 divided into 45,000 Equity Shares of ₹10 each.
Green Valley Housing & Land Development Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹4,98,750 divided into 49,875 Equity Shares of ₹10 each.
Green Valley Towers Private Limited	₹80,00,000 divided into 50,000 Equity Shares of ₹10 each aggregating to ₹5,00,000; and 7,50,000 Preference Shares of ₹10 each aggregating to ₹75,00,000.	₹79,00,000 divided into 40,000 Equity Shares of ₹10 each aggregating to ₹4,00,000; and 7,50,000 (12%) Non-cumulative Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹75,00,000.
Grow High Realtors Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
IAG Promoters & Developers Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,02,000 divided into 10,200 Equity Shares of ₹10 each.



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Imagine Builders Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.
Impartial Builders Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Impower Infrastructure Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
ISG Estates Private Limited	₹30,00,000 divided into 3,00,000 Equity Shares of ₹10 each.	₹26,52,000 divided into 2,65,200 Equity Shares of ₹10 each.
Jasmine Buildtech Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
KA Promoters & Developers Private Limited	₹50,00,000 divided into 5,00,000 Equity Shares of ₹10 each.	₹50,00,000 divided into 5,00,000 Equity Shares of ₹10 each.
Merit Marketing Private Limited	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Native Buildcon Private Limited	₹4,35,00,000 divided into 30,50,000 Equity Shares of ₹10 each aggregating to ₹3,05,00,000; and 13,00,000 Preference Shares of ₹10 each aggregating to ₹1,30,00,000.	₹2,99,53,740 divided into 20,407 Class-A Equity Shares of ₹10 each aggregating to ₹2,04,070; 16,99,896 Class-B Equity Shares of ₹10 each aggregating to ₹1,69,98,960; and 12,75,071 Class-C Equity shares of ₹10 each aggregating to ₹1,27,50,710.
Passionate Builders Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Perpetual Infracon Private Limited	₹27,00,000 divided into 1,00,000 Equity Shares of ₹10 each aggregating to ₹10,00,000; and 1,70,000 Preference Shares of ₹10 each aggregating to ₹17,00,000.	₹20,00,000 divided into 50,000 'Class-A' Equity Shares of ₹10 each aggregating to ₹5,00,000; 50,000 'Class-B' Equity Shares of ₹10 each aggregating to ₹5,00,000; and 1,00,000 Compulsorily Convertible Preference Shares of ₹10 each aggregating to ₹10,00,000.
Poonam Promoters & Developers Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,05,000 divided into 10,500 Equity Shares of ₹10 each.
Precision Infrastructure Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Rainbow Promoters Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,05,000 divided into 10,500 Equity Shares of ₹10 each.
Saraswati Kunj Infrastructure Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Shalimar Town Planners Private Limited	₹45,00,000 divided into 2,00,000 Equity Shares of ₹10 each aggregating to ₹20,00,000; and 2,50,000 Preference Shares of ₹10 each aggregating to ₹25,00,000.	₹40,00,000 divided into 1,50,000 Equity Shares of ₹10 each aggregating to ₹15,00,000; and 2,50,000 (12%) Non-cumulative Compulsorily Redeemable Preference Shares of ₹10 each aggregating to ₹25,00,000.
Shrinkhla Infrastructure Private Limited	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Sunaina Towers Private Limited	₹15,00,000 divided into 1,50,000 Equity Shares of ₹10 each.	₹12,24,000 divided into 1,22,400 Equity Shares of ₹10 each.



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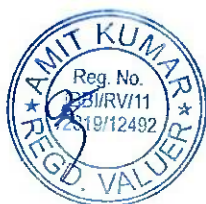
Name of Company	Authorised Share Capital	Issued, Subscribed and Paid-up Share Capital
Sunglow Overseas Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹3,55,000 divided into 35,500 Equity Shares of ₹10 each.
Supergrowth Constructions Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,05,000 divided into 10,500 Equity Shares of ₹10 each.
USG Buildwell Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,02,000 divided into 10,200 Equity Shares of ₹10 each.
Vasundra Promoters Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,05,000 divided into 10,500 Equity Shares of ₹10 each.
Visual Builders Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Vivek Promoters Private Limited	₹5,00,000 divided into 50,000 Equity Shares of ₹10 each.	₹1,00,000 divided into 10,000 Equity Shares of ₹10 each.
Westland Developers Private Limited	₹10,00,000 divided into 1,00,000 Equity Shares of ₹10 each.	₹7,35,000 divided into 73,500 Equity Shares of ₹10 each.

## BPTP LIMITED (Transferee company)

BPTP Limited is a Private incorporated on 11<sup>th</sup> August, 2003. Its authorized share capital is Rs. 10,00,00,00,000 and its paid-up capital is Rs. 2,56,76,14,310. It is involved in Real Estate Business.

CIN	U45201HR2003PLC082732
Date of Incorporation	11 <sup>th</sup> August, 2003.
Registered Address	OT-14, 3rd Floor, Next Door, Parklands, Sector-76, Faridabad, Haryana- 121004
Listing status	Unlisted
Directors	Mr. Kabul Chawla, Chairman & Managing Director Mr. Sudhanshu Tripathi, Whole Time Director Ms. Chitra Menon, Director
Present Authorized Share Capital	Rs. 10,00,00,00,000 divide into 75,00,00,000 Equity shares of Rs.10/- each aggregating to Rs. 750,00,00,000/- and 25,00,00,000 Preference shares of Rs.10 each aggregating to Rs. 250,00,00,000/-
Present Issued, Subscribed and Paid-up Share Capital	Rs. 2,56,76,14,310/-

BPTP LIMITED operates as a real estate developer primarily covering residential and commercial projects. The operations of the Company span across all aspects of real estate development, from the identification and acquisition of land to the planning, execution and marketing of the projects.





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## List of Directors as on 31<sup>st</sup> March, 2022

SR No.	Name of Director	DIN
1.	Mr. Kabul Chawla	00153683
2.	Mr. Sudhanshu Tripathi	00925060
3.	Ms. Chitra Menon	08489824
4.	Mr. Ashok Tyagi	00784563
5.	Mr. Subhash Chander Setia	01883343

## Background for Logical Builders Private Limited and Praya Buildtech Private Limited

CIN	U70102HR2010PTC040561	U70109HR2020PTC086878
Name of Company	Logical Builders Private Limited	Praya Buildtech Private Limited
Date of Incorporation	20th May, 2010	18th June, 2020
Registered Address	OT-16, 3rd Floor, Next Door, Parklands, Sector-76, Faridabad, Haryana- 121004	OT-14, 3rd Floor, Next Door, Parklands, Sector-76, Faridabad, Haryana- 121004
Listing status	Unlisted	Unlisted
Directors	Mr. Om Prakash Singh Mr. Jai Shankar	Mr. Amit Kumar singhal Mr. Nikhil Kedia
Present Authorized Share Capital	Rs. 5,00,000 divided into 50,000 Equity shares of Rs.10/- each	Rs. 1,00,000 divided into 10,000 Equity shares of Rs.10/- each
Present Issued, Subscribed and Paid-up Share Capital	Rs. 1,00,000/-	Rs. 1,00,000/-

## Inspections, Investigations and Sources of Information

The Valuation of the Companies is being done as on the Valuation Date considering the information and documents produced before us for the purpose of ascertaining the value of the Companies. We have relied on accuracy and completeness of all the information and explanations provided by the management. We have not carried out any due diligence or independent verification or validation to establish its accuracy or sufficiency. We have received representations from the management and have accordingly assessed the fair value. We believe that given the nature of the valuation and the underlying reports made available to us, it is plausible to carry out such valuation.

## Sources of Information

In the course of performing the valuation, we have relied on the following sources:

- Audited Financial Statements of Transferee Company and Transferor Companies as on March 31<sup>st</sup>, 2022.
- Management certified segmental financial for Identified Plotted Real estate undertaking and Retail real estate undertaking.
- Such other analysis, review and inquiries as we have considered necessary and long-term business plan of the Company.
- Other relevant details relating to the Company such as shareholding pattern and other data.



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- Such other information and explanations as were required by us and were furnished by the management.
- Shareholding pattern of Transferor/Transferee companies.
- Public documents as available from external sources such as MCA (mca.gov.in).

We have assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to us or used by us; we have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the Company. The valuation analysis and result are substantively based only on information contained in this report and are governed by concept of materiality.

### **Valuation — procedures and factors**

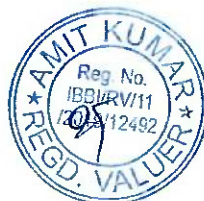
The valuation exercise is aimed at the assessment of the Net assets Value of the company. We are required to arrive at the above valuations based on internationally accepted valuation practices.

### **Approach and Methodology**

A merger is the combination of two or more companies into one by either closing the old entities into one new entity or by one company absorbing the other. In other words, two or more companies are consolidated into one company. The combination of the two companies involves a transfer of ownership, either through a stock swap or a cash payment between the two companies. In practice, both companies surrender their stock and issue new stock as a new company. There are several types of mergers. For example, horizontal mergers may happen between two companies in the same industry, such as banks or steel companies. Vertical mergers occur between two companies in the same industry value chain, such as a supplier or distributor or manufacturer. Mergers between two companies in related, but not the same industry are called concentric mergers. These mergers can use the same technologies or skilled workforce to work in both industry segments, such as banking and leasing. Finally, conglomerate mergers occur between two diversified companies that may share management to improve economies of scale for both companies. The above case is one of a horizontal merger.

In mergers and acquisitions (M&A), the swap ratio measures the number of shares the acquiring company has to issue for each individual share of the target firm. For M&A deals that includes shares as part of the consideration (compensation) for the deal, the share exchange ratio is an important metric. Deals can be all cash, all shares, or a mix of the two.

The choice of valuation approach depends on the purpose of valuation and various other business specific and industry specific factors. In some cases, a single valuation technique will be appropriate, whereas in others multiple valuation techniques will be appropriate. We have used Net assets value method on the book value for the calculation of swap ratios of the companies.



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**Procedure adopted and valuation method(s) followed for the assignment:**

**Approach Considered in our Value Analysis:**

**General Principle for Valuation**

There is no single definition of the term 'Value' that is suitable for all purposes or at all times. The value of a particular asset may vary according to different valuation methodologies that are adopted to ascertain the value for a specific purpose. Valuation of securities is an inexact science. It may sometimes involve a set of judgments and assumptions that may be subject to certain uncertainties.

**Selection of Valuation Methodology**

The objective of the valuation process is to make a best reasonable judgment of the value of the shares of the Company. There are a number of valuation methodologies to value companies / businesses using historical and forecast financials of the company. Commonly used valuation methodologies are as follows:

➤ **Net Asset Value (NAV) Method**

In Net Asset Value (NAV) Method, the assets and liabilities are considered at book value. From the value of the assets, the potential liabilities which would have to be paid would be deducted and resultant figure is the NAV of the company.

This valuation approach is mainly used in case where the asset base dominates the earnings capability or in a case where the valuing entity is a holding company deriving significant value from its assets and investments. NAV Method is most applicable for the business where the value lies in the underlying assets or in cases where the ongoing operations of the business and the potential future cash flows of the business cannot be reasonably estimated or where the operations / business of an entity is discontinued.

➤ **Discounted Cash Flow (DCF) Method**

The Income Method focuses on the profit/earnings potential of the business being valued. The Income Method of valuation includes Discounted Cash Flow ("DCF") Method which has been discussed hereinafter.

Under DCF Method, the free cash flows attributable to the firm for a predetermined number of future years and perpetuity are considered and discounted to their present value. The free cash flows attributable to the firm are the cash flows from operating activities as reduced by the estimated/ planned capital expenditure and working capital requirement in each of the future years.



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The cash flow projections, the estimations of capital expenditure and working capital requirement are based on the management's view of the future business prospects of the company and the anticipated economic conditions in relation to the industry in which the company operates.

In the present instance, in view of the business operations and given the lack of projections on business and cash-flow, this method cannot be applied. Further, for maintaining uniformity in valuation approach for a book swap ratio, the discounted cash flow approach is not adopted for the purpose of valuation of Companies.

## ➤ **Market Price Method**

The market price of the equity share quoted on a stock exchange is normally considered as the value of equity share of the Company, if such shares are frequently traded. Equity Shares of the Companies are not traded on any stock exchanges and therefore, Market Price Method is not relevant for the present valuation exercise. Hence, we have not considered this method for the valuation.

## ➤ **Comparable Company Multiples (CCM) Method**

Under the Comparable Companies Multiple Method, the value is determined on the basis of multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation method is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.

Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. The base(s) to which a multiple is commonly applied include sales, EBITDA, cash flows and book value.

We don't have same companies with same business and same structure hence this approach is not followed.

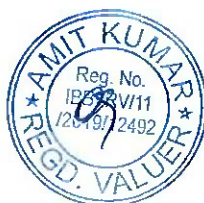
## **Selection of valuation methodology**

### **Valuation of Equity shares**

In the present instance, we have considered the NAV method to calculate the value of share of the Transferee Company/Transferor companies and swap ratio thereon because the proposed composite Scheme of Arrangement is an internal reorganization of group companies under common control.

### **Valuation of Redeemable Preference shares**

In the present instance, we have considered the preference share value to calculate the value of share of the Transferor Companies and equity share value on NAV basis for Transferee Company and swap ratio thereon because the proposed composite Scheme of Arrangement is an internal reorganization of group companies under common control and management intends to issue to equity shares in exchange of preference shares.



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**Valuation of Convertible Preference shares**

In the present instance, we have considered the preference share value to calculate the value of share of the Transferor companies and equity share value on NAV basis for Transferee company and swap ratio thereon because the proposed composite Scheme of Arrangement is an internal reorganization of group companies under common control and management intends to issue to equity shares in exchange of preference shares.

**Valuation of Convertible Debentures**

The management intends to issue same number of debentures to be issued with same terms in the transferee company.

**Compliance with the rules and standards**

While carrying out the present valuation exercise, I have relied on the relevant Valuation Standards, various guidance note on valuation and other relevant material, to the extent relevant/applicable.

**Caveats, limitations and disclaimers**

**Specific Purpose:**

Valuation analysis and its results are specific to the purpose of valuation as mentioned in the section "Purpose". It may not be relevant for any other purpose or entity. This Report is prepared exclusively for the above stated purpose. Neither this report nor its content may be used for any other purpose without our prior written consent.

This Report does not look into the business/commercial reasons behind the transaction nor the likely benefit arising out of the same. In addition, we express no opinion or recommendation, expected to exercise their own discretion.

**No audit or certification:**

Our work does not constitute an audit or certification of the historical financial statements. We cannot and do not express an opinion on the accuracy of any financial information referred to in this report. We have relied on the assumptions made by the management of the company. These assumptions require exercise of judgement and are subject to uncertainties.

**No Advice:**

Our Valuation report should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into the proposed transaction.

**Valuation date:**

The valuation of the Companies contained herein is not intended to represent at any time other than the date that is specifically stated in this report. We have no responsibility to update this report for events and circumstances occurring after the valuation date.

**Reliance on information provided:**

In the course of the valuation, we were provided with both written and verbal information. We have however, evaluated the information provided to us by the Management of the Company through broad inquiry, however we have not carried out a due diligence or audit procedures for the purpose of this engagement, nor have we independently investigated or otherwise verified the data provided. Through the above evaluation, nothing has





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come to our attention to indicate that the information provided was materially mis-stated/incorrect or would not afford reasonable grounds upon which to base the report. We do not imply and it should not be construed that we have verified any of the information provided to us, or that our inquiries could have verified any matter, which a more extensive examination might disclose.

The terms of our engagement were such that we were entitled to rely upon the information provided by the Management of the Company without detailed inquiry. Accordingly, we do not express any opinion or offer any form of assurance regarding its accuracy and completeness. The Management of the Company has indicated to us that it has understood that any omissions, inaccuracies or misstatements may materially affect our analysis/results. Accordingly, we assume no responsibility for any errors in the above information furnished by the Management of the Company and their impact on the present exercise.

**Questions or appearances:**

Our engagement is limited to preparing the report to be submitted to the management. We shall not be liable to provide any evidence for any matters stated in the report nor shall we be liable or responsible to provide any explanation or written statement for any assumption, information, methodology or any other matter pertaining to the report.

**Complete report:**

This report shall at all times be read and interpreted in full, no part of it shall be read independently for any reason whatsoever.



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**Fee:**

We have no present or planned future interest in BPTP and its group companies and the fee for this Valuation analysis is not contingent upon the values reported herein. The Valuation Analysis contained herein is not intended to represent the value at any time other than the date that is specifically stated in this Report.

**Liability:**

We owe responsibility to only the management of the Company that has retained us and nobody else. We do not accept any liability to any third party in relation to this certificate.

**V. VALUATION ANALYSIS**

We have been provided with the audited financial statements of March 31,2022 on the basis of which net assets value/per share value is calculated. Swap ratio is computed based on dividing per share value of Transferor Companies to per share value of Transferee Company which is provided in below annexures.



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## Annexure 1: Merger of 65 companies into BPTP Limited

### Swap ratio of Equity shares

S.No.	Name of Transferor company	Per share value of transferor company (in INR)	Per share value of transferee company (in INR)	Swap ratio- Equity shares for each 100 equity shares of Transferor companies
1	Transferor co. 1- ASG Overseas Private Limited	3.88	60.55	No shares would be issued in this case since the shareholder of the Transferor company is BPTP Limited or its subsidiary company.
2	Transferor co. 2- BPTP Parklands Pride Limited	170.14	60.55	No shares would be issued in this case since the shareholder of the Transferor company is BPTP Limited or its subsidiary company.
3	Transferor co. 3- BPTP Resort Private Limited	14.27	60.55	No shares would be issued in this case since the shareholder of the Transferor company is BPTP Limited or its subsidiary company.
4	Transferor co. 4- Countrywide Promoters Private Limited	(2,505.30)	60.55	No shares would be issued in this case since the shareholder of the Transferor company is BPTP Limited or its subsidiary company.
5	Transferor co. 5- Delhi Strong Build Infrastructure Private Limited	2.64	60.55	No shares would be issued in this case since the shareholder of the Transferor company is BPTP Limited or its subsidiary company.
6	Transferor co. 6- Garnish Colonisers Private Limited	9.25	60.55	No shares would be issued in this case since the shareholder of the Transferor company is BPTP Limited or its subsidiary company.
7	Transferor co. 7- Gateway Infraprojects Private Limited	(2.74)	60.55	No shares would be issued in this case since the shareholder of the Transferor company is BPTP Limited or its subsidiary company.
8	Transferor co. 8- Lunar Developers Private Limited	1.76	60.55	No shares would be issued in this case since the shareholder of the Transferor company is BPTP Limited or its subsidiary company.





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S.No.	Name of Transferor company	Per share value of transferor company (in INR)	Per share value of transferee company (in INR)	Swap ratio- Equity shares for each 100 equity shares of Transferor companies
9	Transferor co. 9- Moonlight Buildmart Private Limited	6.60	60.55	No shares would be issued in this case since the shareholder of the Transferor company is BPTP Limited or its subsidiary company.
10	Transferor co. 10- Remarkable Estate Private Limited	11.10	60.55	No shares would be issued in this case since the shareholder of the Transferor company is BPTP Limited or its subsidiary company.
11	Transferor co. 11- Super Belts Private Limited	42.97	60.55	No shares would be issued in this case since the shareholder of the Transferor company is BPTP Limited or its subsidiary company.
12	Transferor co. 12- Triangle Builders & Promoters Private Limited	275.31	60.55	No shares would be issued in this case since the shareholder of the Transferor company is BPTP Limited or its subsidiary company.
13	Transferor co. 13- Well Worth Developers Private Limited	26.06	60.55	No shares would be issued in this case since the shareholder of the Transferor company is BPTP Limited or its subsidiary company.
14	Transferor co. 14- Antariksh Construction Company Private Limited	(12.92)	60.55	To represent nominal equity participation, each shareholder of Transferor company would be entitled to receive 1 equity share in the Transferee company.
15	Transferor co. 15- Anupam Towers Private Limited	67.38	60.55	111
16	Transferor co. 16- Ashirbad Buildwell Private Limited	19.16	60.55	32
17	Transferor co. 17- Brainwave Builders Private Limited	(82.90)	60.55	To represent nominal equity participation, each shareholder of Transferor company would be entitled to receive 1 equity share in the Transferee company.
18	Transferor co. 18- Bright Star Builders Private Limited	11.01	60.55	18
19	Transferor co. 19- Business Park Builders Private Limited	20.80	60.55	34



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S.No.	Name of Transferor company	Per share value of transferor company (in INR)	Per share value of transferee company (in INR)	Swap ratio- Equity shares for each 100 equity shares of Transferor companies
20	Transferor co. 20- Business Park Developers Private Limited	117.42	60.55	194
21	Transferor co. 21- Business Park Overseas Private Limited	5.75	60.55	10
22	Transferor co. 22- Business Park Promoters Private Limited	23.44	60.55	39
23	Transferor co. 23- Delite Realtech Private Limited	5.32	60.55	9
24	Transferor co. 24- Designer Realtors Private Limited	324.26	60.55	536
25	Transferor co. 25- Digital SEZ Developers Private Limited	16.66	60.55	28
26	Transferor co. 26-Druzba Overseas Private Limited	82.99	60.55	137
27	Transferor co. 27- Elite Realtech Private Limited	(8.10)	60.55	To represent nominal equity participation, each shareholder of Transferor company would be entitled to receive 1 equity share in the Transferee company.
28	Transferor co. 28- Eventual Builders Private Limited	4,662.73	60.55	7,701
29	Transferor co. 29- Excel Infraventures Private Limited	243.65	60.55	402
30	Transferor co. 30- Focus Builders Private Limited	(621.12)	60.55	To represent nominal equity participation, each shareholder of Transferor company would be entitled to receive 1 equity share in the Transferee company.
31	Transferor co. 31- Fragrance Construction Private Limited	1,568.44	60.55	2,591
32	Transferor co. 32- GAG Constructions Private Limited	126.88	60.55	210
33	Transferor co. 33- Garland Infrastructure Private Limited	(114.97)	60.55	To represent nominal equity participation, each shareholder of Transferor company would be entitled to receive 1 equity share in the Transferee company.



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S.No.	Name of Transferor company	Per share value of transferor company (in INR)	Per share value of transferee company (in INR)	Swap ratio- Equity shares for each 100 equity shares of Transferor companies
34	Transferor co. 34- Gitanjali Promoters Private Limited	12.13	60.55	20
35	Transferor co. 35- Glaze Buildcon Private Limited	(55.94)	60.55	To represent nominal equity participation, each shareholder of Transferor company would be entitled to receive 1 equity share in the Transferee company.
36	Transferor co. 36- Glitz Builders & Promoters Private Limited	1.97	60.55	3
37	Transferor co. 37- Green Park Estates Private Limited	87.56	60.55	145
38	Transferor co. 38- Green Valley Housing & Land Development Private Limited	21.81	60.55	36
39	Transferor co. 39- Green Valley Towers Private Limited	77.66	60.55	128
40	Transferor co. 40- Grow High Realtors Private Limited	(11.41)	60.55	To represent nominal equity participation, each shareholder of Transferor company would be entitled to receive 1 equity share in the Transferee company.
41	Transferor co. 41- IAG Promoters & Developers Private Limited	465.99	60.55	770
42	Transferor co. 42- Imagine Builders Private Limited	18.68	60.55	31
43	Transferor co. 43- Impartial Builders Private Limited	(152.35)	60.55	To represent nominal equity participation, each shareholder of Transferor company would be entitled to receive 1 equity share in the Transferee company.
44	Transferor co. 44- Impower Infrastructure Private Limited	199.33	60.55	329
45	Transferor co. 45- ISG Estates Private Limited	9.58	60.55	16
46	Transferor co. 46- Jasmine Buildtech Private Limited	11.54	60.55	19



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S.No.	Name of Transferor company	Per share value of transferor company (in INR)	Per share value of transferee company (in INR)	Swap ratio- Equity shares for each 100 equity shares of Transferor companies
47	Transferor co. 47- KA Promoters & Developers Private Limited	42.34	60.55	70
48	Transferor co. 48- Merit Marketing Private Limited	7.18	60.55	12
49	Transferor co. 49- Native Buildcon Private Limited- Class A, Class B and Class C	846.70	60.55	1,398
50	Transferor co. 50- Passionate Builders Private Limited	0.84	60.55	1
51	Transferor co. 51- Perpetual Infracon Private Limited- Class A and Class B	7,847.33	60.55	12,961
52	Transferor co. 52- Poonam Promoters & Developers Private Limited	1,117.28	60.55	1,845
53	Transferor co. 53- Precision Infrastructure Private Limited	43.96	60.55	73
54	Transferor co. 54- Rainbow Promoters Private Limited	1,488.62	60.55	2,459
55	Transferor co. 55- Saraswati Kunj Infrastructure Private Limited	499.40	60.55	825
56	Transferor co. 56- Shalimar Town Planners Private Limited	179.22	60.55	296
57	Transferor co. 57- Shrinkhla Infrastructure Private Limited	(1.55)	60.55	To represent nominal equity participation, each shareholder of Transferor company would be entitled to receive 1 equity share in the Transferee company.
58	Transferor co. 58- Sunaina Towers Private Limited	106.90	60.55	177
59	Transferor co. 59 -Sunglow Overseas Private Limited	545.16	60.55	900
60	Transferor co. 60- Supergrowth Constructions Private Limited	66.40	60.55	110
61	Transferor co. 61- USG Buildwell Private Limited	190.36	60.55	314



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S.No.	Name of Transferor company	Per share value of transferor company (in INR)	Per share value of transferee company (in INR)	Swap ratio- Equity shares for each 100 equity shares of Transferor companies
62	Transferor co. 62- Vasundra Promoters Private Limited	1,673.54	60.55	2,764
63	Transferor co. 63- Visual Builders Private Limited	14.89	60.55	25
64	Transferor co. 64- Vivek Promoters Private Limited	(12.68)	60.55	To represent nominal equity participation, each shareholder of Transferor company would be entitled to receive 1 equity share in the Transferee company.
65	Transferor co. 65- Westland Developers Private Limited	12.68	60.55	21

**Note:**

1) Please note that, any fractional entitlement of shares as per above swap ratio, would be rounded off to nearest number with minimum 1 equity share to be issued to each shareholder of respective Transferor Companies.

2) In case Transferee Company or its subsidiary is the shareholder of the transferor company, no shares would be issued to the shareholders of the Transferor company, to the extent such shares are held by Transferee Company or its subsidiary.

3) The Transferor Company No. 49-Native Buildon Private Ltd has issued Class-A, Class-B and Class-C Equity Shares, each class having face value of ₹10 per share. Whereas the Transferor Company No. 51-Perpetual Infracon Private Ltd has issued Class-A and Class-B Equity Shares, each class having face value of ₹10 per share. There is no material change in the Fair Value of the different classes of Equity Shares of each of these companies. The Transferee Company-BPTP Ltd, on the other hand, has only one class of Equity Shares. It is, accordingly, proposed that the Transferee Company will issue only one class of Equity Shares to all the Equity Shareholders of the Transferor Companies No. 49 and 51, holding the respective Class of Equity Shares.



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Swap ratio of Compulsory Redeemable Preference shares

S.No.	Name of Transferor company	Per share value of transferor company (in INR)	Per share value of transferee company (in INR)	Swap ratio- Equity shares for each 100 preference shares of Transferor companies
1	Transferor Co. 4- Countrywide Promoters Private Limited	10.00	60.55	17
2	Transferor Co. 13- Well Worth Developers Private Limited	10.00	60.55	17
3	Transferor Co. 19- Business Park Builders Private Limited	10.00	60.55	17
4	Transferor Co. 28- Evtual Builders Private Limited	12.00	60.55	20
5	Transferor Co. 36- Glitz Builders & Promoters Private Limited	10.00	60.55	17
6	Transferor Co. 39- Green Valley Towers Private Limited	10.00	60.55	17
7	Transferor Co. 56- Shalimar Town Planners Private Limited	10.00	60.55	17

Note:

- 1) Please note that, any fractional entitlement of shares as per above swap ratio, would be rounded off to nearest number with minimum 1 equity share to be issued to each shareholder of respective Transferor Companies.
- 2) In case Transferee Company or its subsidiary is the shareholder of the Transferor Company, no share would be issued to the shareholders of the Transferor Companies, to the extent such shares are held by Transferee Company or its subsidiary.





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**Swap ratio of Compulsory Convertible Preference shares**

S.No.	Name of Transferor company	Per share value of transferor company (in INR)	Per share value of transferee company (in INR)	Swap ratio- Equity shares for each 100 preference shares of Transferor companies
1	Transferor Co. 12- Triangle Builders & Promoters Private Limited	5,000.00	60.55	8,258
2	Transferor Co. 51- Perpetual Infracon Private Limited	7,847.33	60.55	12,961

**Note:**

- 1) Please note that, any fractional entitlement of shares as per above swap ratio, would be rounded off to nearest number with minimum 1 equity share to be issued to each shareholder of respective Transferor Companies.
- 2) In case Transferee Company or its subsidiary is the shareholder of the Transferor Company, no share would be issued to the shareholders of the Transferor Companies, to the extent such shares are held by Transferee Company or its subsidiary.

**Swap ratio of Convertible Debentures**

The Transferor Company No. 24-Designer Realtors Pvt Ltd has issued 50,00,000 Un-secured Fully Convertible Debentures (FCD-Series-I) of ₹10 each aggregating to ₹5,00,00,000 and 4,34,783 Un-secured Fully Convertible Debentures (FCD-Series-II) of ₹23 each aggregating to ₹1,00,00,009. It is proposed that the Transferee Company will issue equal number of Debenture(s) to the Debenture Holders of the Transferor Company No. 24, on the same terms and conditions. Hence, there is no need to calculate Fair Value of these Debentures.

We, accordingly, propose that the Transferee Company will issue equal number of Debenture(s) to the Debenture Holders of the Transferor Company No. 24, on the same terms and conditions.



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## Annexure 2: Demerger of business undertaking from BPTP Limited to Logical Builders Private Limited and Praya Buildtech Private Limited

S. No	Particulars	Logical Builders Private Limited	Praya Buildtech Private Limited
1	Net book value to assets to be transferred (in INR)	1,474,379,255	1,034,198,196
2	Per share value of BPTP Limited	60.55	60.55
3	No. of shares to be issued by Resulting company proportionately to shareholders of Transferee company	24,349,781	17,080,069
4	No. of shares post merger of BPTP Limited	234,155,379	234,155,379
5	Swap ratio- Equity shares for each 100 equity shares of Transferee companies in resultant company	10	7

### Note:

- 1) Management has represented us that existing shares of Logical Builders Private Limited and Praya Buildtech Private Limited would be cancelled pursuant to Scheme of Arrangement.
- 2) Upon demerger, shareholders of the Transferee company would have same percentage of shareholding in the resulting companies and accordingly there will be no change in overall interest of the shareholders of Transferee company.
- 3) Please note that, any fractional entitlement of shares as per above swap ratio, would be rounded off to nearest number.

