

IN THE HIGH COURT OF DELHI AT NEW DELHI

ORIGINAL JURISDICTION

COMPANY PETITION NO.....519..... OF 2009

CONNECTED WITH

COMPANY APPLICATION (M) NO.153 OF 2009

IN THE MATTER OF THE COMPANIES ACT, 1956

AND

IN THE MATTER OF A PETITION UNDER SECTION 391 AND 394 OF
THE COMPANIES ACT, 1956

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT
BETWEEN

ANJULI BUILDERS & DEVELOPERS PRIVATE LIMITED

Transferor Company 'A' / Petitioner Company 1

AND

CALANTHA BUILDERS & DEVELOPERS PRIVATE LIMITED

Transferor Company 'B' / Petitioner Company 2

AND

CARESSA BUILDERS & CONSTRUCTIONS PRIVATE LIMITED

Transferor Company 'C' / Petitioner Company 3

AND

DLF HOMES DURGAPUR PRIVATE LIMITED

Transferor Company 'D' / Petitioner Company 4

AND

DLF HOUSING AND CONSTRUCTION LIMITED

Transferor Company 'E' / Non-Petitioner Company

AND

DLF INFRA HOLDINGS LIMITED

Transferor Company 'F' / Non-Petitioner Company

AND

DLF LAND LIMITED

Transferor Company 'G' / Non-Petitioner Company

AND

DLF PREMIUM HOMES PRIVATE LIMITED

Transferor Company 'H' / Petitioner Company 5

AND

DLF SEZ DEVELOPERS LIMITED

Transferor Company 'I' / Petitioner Company 6

AND

For Private Use

Member Judicial Bench
High Court of Delhi

JANYA ESTATE DEVELOPERS PRIVATE LIMITED

Transferor Company 'J' / Petitioner Company 7

AND

KAIRAV REAL ESTATE PRIVATE LIMITED

Transferor Company 'K' / Petitioner Company 8

AND

SAMALI BUILDERS & DEVELOPERS PRIVATE LIMITED

Transferor Company 'L' / Petitioner Company 9

AND

SOLID BUILDCON PRIVATE LIMITED

Transferor Company 'M' / Petitioner Company 10

AND

DLF COMMERCIAL DEVELOPERS LIMITED

Demerged Company / Petitioner Company 11

WITH

DLF HOME DEVELOPERS LIMITED

Transferee / Resulting Company / Petitioner Company 12

DLF HOME DEVELOPERS LIMITED AND OTHERS

..... PETITIONERS

MEMO OF PARTIES

ANJULI BUILDERS & DEVELOPERS PRIVATE LIMITED

HAVING ITS REGISTERED OFFICE AT 1-E, JHANDEWALAN EXTENSION, NAAZ
CINEMA COMPLEX, NEW DELHI - 110 055

TRANSFEROR COMPANY 'A' / PETITIONER COMPANY 1

CALANTHA BUILDERS & DEVELOPERS PRIVATE LIMITED

HAVING ITS REGISTERED OFFICE AT 1-E, JHANDEWALAN EXTENSION, NAAZ
CINEMA COMPLEX, NEW DELHI - 110 055

TRANSFEROR COMPANY 'B' / PETITIONER COMPANY 2

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High Court of Delhi
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Indian Evidence Act**

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CARESSA BUILDERS & CONSTRUCTIONS PRIVATE LIMITED

HAVING ITS REGISTERED OFFICE AT 1-E, JHANDEWALAN EXTENSION, NAAZ
CINEMA COMPLEX, NEW DELHI - 110 055.

TRANSFEROR COMPANY 'C' / PETITIONER COMPANY 3

DLF HOMES DURGAPUR PRIVATE LIMITED

HAVING ITS REGISTERED OFFICE AT 1-E, JHANDEWALAN EXTENSION, NAAZ
CINEMA COMPLEX, NEW DELHI - 110 055

TRANSFEROR COMPANY 'D' / PETITIONER COMPANY 4

DLF HOUSING AND CONSTRUCTION LIMITED

HAVING ITS REGISTERED OFFICE AT SHOPPING MALL, 3RD FLOOR, ARJUN
MARG, DLF CITY, PHASE-1, GURGAON - 122002

TRANSFEROR COMPANY 'E' / NON-PETITIONER COMPANY

DLF INFRA HOLDINGS LIMITED

HAVING ITS REGISTERED OFFICE AT 10TH FLOOR, GATEWAY TOWER, DLF
CITY, PHASE-III, GURGAON, HARYANA-122002

TRANSFEROR COMPANY 'F' / NON-PETITIONER COMPANY

DLF LAND LIMITED

HAVING ITS REGISTERED OFFICE AT SHOPPING MALL, 3RD FLOOR, ARJUN
MARG, DLF CITY, PHASE-1, GURGAON - 122002

TRANSFEROR COMPANY 'G' / NON- PETITIONER COMPANY

DLF PREMIUM HOMES PRIVATE LIMITED

HAVING ITS REGISTERED OFFICE AT 1-E, JHANDEWALAN EXTENSION, NAAZ
CINEMA COMPLEX, NEW DELHI - 110 055

TRANSFEROR COMPANY 'H' / PETITIONER COMPANY 5

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Department of
Public Order &
Safety
Evidence Act

DLF SEZ DEVELOPERS LIMITED

HAVING ITS REGISTERED OFFICE AT DLF CENTRE, SANSAD MARG, NEW DELHI - 110001

TRANSFEROR COMPANY 'I' / PETITIONER COMPANY 6

JANYA ESTATE DEVELOPERS PRIVATE LIMITED

HAVING ITS REGISTERED OFFICE AT 1-E, JHANDEWALAN EXTENSION, NAAZ CINEMA COMPLEX, NEW DELHI - 110 055

TRANSFEROR COMPANY 'J' / PETITIONER COMPANY 7

KAIRAV REAL ESTATE PRIVATE LIMITED

HAVING ITS REGISTERED OFFICE AT 1-E, JHANDEWALAN EXTENSION, NAAZ CINEMA COMPLEX, NEW DELHI - 110 055

TRANSFEROR COMPANY 'K' / PETITIONER COMPANY 8

SAMALI BUILDERS & DEVELOPERS PRIVATE LIMITED

HAVING ITS REGISTERED OFFICE AT 1-E, JHANDEWALAN EXTENSION, NAAZ CINEMA COMPLEX, NEW DELHI - 110 055

TRANSFEROR COMPANY 'L' / PETITIONER COMPANY 9

SOLID BUILDCON PRIVATE LIMITED

HAVING ITS REGISTERED OFFICE AT DLF CENTRE, SANSAD MARG, NEW DELHI - 110001

TRANSFEROR COMPANY 'M' / PETITIONER COMPANY 10

DLF COMMERCIAL DEVELOPERS LIMITED (DCDL)

HAVING ITS REGISTERED OFFICE AT DLF CENTRE, SANSAD MARG, 9TH FLOOR, NEW DELHI - 110001

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High Court of Delhi
Authorized Under Section 16
Indian Evidence Act.

DEMURGED COMPANY / PETITIONER COMPANY 11

9
DLF HOME DEVELOPERS LIMITED (DHDL)

HAVING ITS REGISTERED OFFICE AT DLF CENTRE, SANSAD MARG, NEW
DELHI - 110001

TRANSFeree / RESULTING COMPANY / PETITIONER COMPANY 12

ADVOCATES FOR THE PETITIONERS

Sumit Garg
DEEPAK DIWAN / SUMIT GARG / ADARIKA BANERJEE
(9810517022 / 9818697266 / 9810006468)
261, FOREST LANE,
BEHIND COUNTRY CLUB,
SAINIK FARMS,
NEW DELHI-110068

Date: *21st* December, 2009
Place: New Delhi

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M
Extra-Judicial Department
High Court of Delhi
Established under Section 70
Indian Evidence Act

IN THE HIGH COURT OF DELHI AT NEW DELHI
(ORIGINAL JURISDICTION)

IN THE MATTER OF THE COMPANIES ACT, 1956

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT
BETWEEN

COMPANY PETITION NO.519/2009

CONNECTED WITH

COMPANY APPLICATION (M) NO.153/2009

IN THE MATTER OF M/s. Anjuli Builders & Developers Pvt. Ltd.

having its Regd. Office at:

1-E, Jhandewalan Extension,

Naaz Cinema Complex, New Delhi-110055

...Applicant/Transferor Company No.1

(Within the jurisdiction of this Court)

IN THE MATTER OF M/s. Calantha Builders & Developers Pvt. Ltd.

having its Regd. Office at:

1-E, Jhandewalan Extension,

Naaz Cinema Complex, New Delhi-110055

...Applicant/Transferor Company No.2

(Within the jurisdiction of this Court)

IN THE MATTER OF M/s. Caressa Builders & Constructions Pvt. Ltd.

having its Regd. Office at:

1-E, Jhandewalan Extension,

Naaz Cinema Complex, New Delhi-110055

...Applicant/Transferor Company No.3

(Within the jurisdiction of this Court)

IN THE MATTER OF M/s. DLF Homes Durgapur Pvt. Ltd.

having its Regd. Office at:

1-E, Jhandewalan Extension,

Naaz Cinema Complex, New Delhi-110055

...Applicant/Transferor Company No.4

(Within the jurisdiction of this Court)

IN THE MATTER OF M/s. DLF Housing and Construction Ltd.

having its Regd. Office at:

Shopping Mall, 3rd Floor, Arjun Marg,

DLF City, Phase-I, Gurgaon-122002

...Non-Applicant/Transferor Company No.5

(Outside the jurisdiction of this Court)

IN THE MATTER OF M/s. DLF Infra Holdings Ltd.

having its Regd. Office at:

10th Floor, Gateway Tower,

DLF City, Phase-III, Gurgaon,

Haryana-122002

...Non-Applicant/Transferor Company No.6

(Outside the jurisdiction of this Court)

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M
Registrar Judicial Department
High Court of Delhi
Enrolled Under Section 70
of Indian Evidence Act

IN THE MATTER OF M/s. DLF Land Ltd.
having its Regd. Office at:
Shopping Mall, 3rd Floor, Arjun Marg,
DLF City, Phase-I, Gurgaon-122002
...Non-Applicant/Transferor Company No.7
(Outside the jurisdiction of this Court)

IN THE MATTER OF M/s. DLF Premium Homes Pvt. Ltd.
having its Regd. Office at:
1-E, Jhandewalan Extension,
Naaz Cinema Complex, New Delhi-110055
...Applicant/Transferor Company No.8
(Within the jurisdiction of this Court)

IN THE MATTER OF M/s. DLF Sez Developers Ltd.
having its Regd. Office at:
DLF Centre, Sansad Marg,
New Delhi-110001
...Applicant/Transferor Company No.9
(Within the jurisdiction of this Court)

IN THE MATTER OF M/s. Janya Estate Developers Pvt. Ltd.
having its Regd. Office at:
1-E, Jhandewalan Extension,
Naaz Cinema Complex, New Delhi-110055
...Applicant/Transferor Company No.10
(Within the jurisdiction of this Court)

IN THE MATTER OF M/s. Kairav Real Estate Pvt. Ltd.
having its Regd. Office at:
1-E, Jhandewalan Extension,
Naaz Cinema Complex, New Delhi-110055
...Applicant/Transferor Company No.11
(Within the jurisdiction of this Court)

IN THE MATTER OF M/s. Samali Builders & Developers Pvt. Ltd.
having its Regd. Office at:
1-E, Jhandewalan Extension,
Naaz Cinema Complex, New Delhi-110055
...Applicant/Transferor Company No.12
(Within the jurisdiction of this Court)

IN THE MATTER OF M/s. Solid Buildcon Pvt. Ltd.
having its Regd. Office at:
DLF Centre, Sansad Marg,
New Delhi-110001
...Applicant/Transferor Company No.13
(Within the jurisdiction of this Court)

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High Court of Punjab
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IN THE MATTER OF M/s. DLF Commercial Developers Ltd. (DCDL)
having its Regd. Office at:
DLF Centre, Sansad Marg,
9th Floor, New Delhi-110001

...Applicant/Demerged Company
(Within the jurisdiction of this Court)

AND

IN THE MATTER OF M/s. DLF Home Developers Limited (DHDL)
having its Regd. Office at:
DLF Centre, Sansad Marg,
New Delhi-110001

....Applicant/Transferee/Resulting Company
(Within the jurisdiction of this Court)

BEFORE HON'BLE MR. JUSTICE MANMOHAN
DATED THIS THE 11th DAY OF JANUARY, 2011

ORDER UNDER SECTION 394 OF THE COMPANIES ACT, 1956

The above petition came up for hearing on 11/01/2011 for sanction of Scheme of Arrangement proposed to be made between M/s. Anjuli Builders & Developers Pvt. Ltd. (hereinafter referred to as Transferor Company No.1); M/s. Calantha Builders & Developers Pvt. Ltd. (hereinafter referred to as Transferor Company No.2); M/s. Caressa Builders & Constructions Pvt. Ltd. (hereinafter referred to as Transferor Company No.3); M/s. DLF Homes Durgapur Pvt. Ltd. (hereinafter referred to as Transferor Company No.4); M/s. DLF Housing and Construction Ltd. (hereinafter referred to as Transferor Company No.5; Outside the jurisdiction of this Court); M/s. DLF Infra Holdings Ltd. (hereinafter referred to as Transferor Company No.6; Outside the jurisdiction of this Court); M/s. DLF Land Ltd. (hereinafter referred to as Transferor Company No.7; Outside the jurisdiction of this Court); M/s. DLF Premium Homes Pvt. Ltd. (hereinafter referred to as Transferor Company No.8); M/s. DLF Sez Developers Ltd. (hereinafter referred to as Transferor Company No.9); M/s. Janya Estate Developers Pvt. Ltd. (hereinafter referred to as Transferor Company No.10); M/s. Kairav Real Estate Pvt. Ltd. (hereinafter referred to as Transferor Company No.11); M/s. Samali Builders & Developers Pvt. Ltd. (hereinafter referred to as Transferor Company No.12); M/s. Solid Buildcon Pvt. Ltd. (hereinafter referred to as Transferor Company No.13); M/s. DLF Commercial Developers Ltd. (DCDL)

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High Court of Delhi
Authorised Under Section 70
Indian Evidence Act.

(hereinafter referred to as Demerged Company) and M/s. DLF Home Developers Limited (DHDL) (hereinafter referred to as Transferee/Resulting Company) comprising of two stages: (A) being in the nature of amalgamation of the Transferor/Applicant Companies with the Transferee Company, and (B) being in the nature of Demerger of Non-SEZ Undertaking of the Demerged Company into the Resulting Company. The Court examined the petition; the order dated 19/12/2009, passed in CA(M) 153/2009, whereby the requirement of convening and holding the meetings of the Shareholders and Creditors of the Petitioner/Applicant Companies for the purpose of considering and if thought fit approving with or without modification, the Scheme of Arrangement annexed to the affidavits of Sh. Rajib Kumar Routray, Sh. Pankaj Kumar Jain, Sh. Ankur Jain, Directors of the Transferor and Transferee Companies and Sh. Sanjeev Gemawat, Company Secretary of the Demerged Company, filed on 7th day of October, 2009 was dispensed with and the publication in the newspapers namely 'Statesman' (English) and 'Veer Arjun' (Hindi) dated 08/09/2010 containing the notice of the Petition.

The Court also examined the affidavit dated 08/03/2010 of Dr. Navrang Saini, Regional Director, Northern Region, Ministry of Corporate Affairs, Noida on behalf of Central Government submitting that the Central Government has no objection to the proposed Scheme of Arrangement.

The Scheme of Arrangement in respect of the Transferor Companies Nos.5, 6 & 7 has already been sanctioned vide order dt. 08/07/2010 passed by the Punjab and Haryana High Court.

Upon hearing Mr. H. L. Tikku, Sr. Advocate with Mr. Deepak Diwan and Ms. Adarika Banerjee, Advocates for the Petitioners, Mr. Rajiv Bahl, Advocate for the Official Liquidator and Mr. K. S. Pradhan, Dy. Registrar of Companies; and in view of the approval of the Scheme of Arrangement without any modification; by the Shareholders and Creditors of the Petitioner/Applicant Companies; and in view of affidavit of Official liquidator dated 22/06/2010 stating therein that the affairs of the Transferor Companies have not been conducted in a manner prejudicial to the interest of its Members or Creditors

or to public interest; and there being no investigation proceedings pending in relation to the Petitioner Companies under Section 235 to 251 of the Companies Act, 1956,

THIS COURT DOTH HEREBY SANCTION THE SCHEME OF ARRANGEMENT set forth in Schedule-I annexed hereto and Doth hereby declare the same to be binding on all the Shareholders & Creditors of the Transferor Companies, Demerged Company and the Transferee/Resulting Company and all concerned and doth approve the said Scheme of Arrangement with effect from the appointed date i.e. 1st April, 2008.

AND THIS COURT DOTH FURTHER ORDER:

Stage (A)-

A-1. That all the property, rights and powers of the Transferor/Applicant Companies specified in Schedule-II hereto be transferred without further act or deed to the transferee company and accordingly the same shall pursuant to Section 394 (2) of the Companies Act, 1956 be transferred to and vest in the Transferee Company for all the estate and interest on the amalgamation of the Transferor/Applicant Companies therein but subject nevertheless to all charges now affecting the same; and

A-2. That all the liabilities and duties of the Transferor/Applicant Companies be transferred without further act or deed to the Transferee Company and accordingly the same shall pursuant to Section 394 (2) of the Companies Act, 1956 be transferred to and become the liabilities and duties of the Transferee Company; and

A-3. That all the proceedings now pending by or against the Transferor/Applicant Companies be continued by or against the Transferee Company; and

A-4. That the Transferee Company do without further application allot to such members of the Transferor/Applicant Companies as have not given such notice of dissent as is required by Clause 2.19 of Part II given in the Scheme of Arrangement herein the shares in the Transferee Company to which they are entitled under the said Arrangement; and

A-5. That the Transferor/Applicant Companies do within 30 days after the date of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered, the Transferor/Applicant Companies shall be dissolved without undergoing the process of winding up and the Concerned Registrar of Companies shall place all documents relating to the amalgamation of the Transferor/Applicant Companies and registered with him on the file kept in relation to the Transferee Company and the files relating to the said Transferor and Transferee Companies shall be consolidated accordingly; and

Stage (B)-

B-1. That all the property, rights and powers on the Demerger of Non-SEZ Undertaking of the Demerged Company specified in Schedule-II hereto be transferred without further act or deed to the resulting/transferee company and accordingly the same shall pursuant to Section 394 (2) of the Companies Act, 1956 be transferred to and vest in the Resulting Company for all the estate and interest on the Demerger of Non-SEZ Undertaking of the Demerged Company therein but subject nevertheless to all charges now affecting the same; and

B-2. That all the liabilities and duties on the Demerger of Non-SEZ Undertaking of the Demerged Company be transferred without further act or deed to the Resulting Company and accordingly the same shall pursuant to Section 394 (2) of the Companies Act, 1956 be transferred to and become the liabilities and duties of the Resulting Company; and

B-3. That all the proceedings now pending by or against the Demerger of Non-SEZ Undertaking of the Demerged Company be continued by or against the Resulting Company; and

B-4. That the Resulting Company do without further application allot to such members on the Demerger of Non-SEZ Undertaking of the Demerged Company as have not given such notice of dissent as is required by Clause 3.20 of Part III given in the Scheme of Arrangement herein the shares in the Resulting Company to which they are entitled under the said Arrangement; and

- B-5. That the Demerged Company do within 30 days after the date of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration; and
6. It is clarified that this order will not be construed as an order granting exemption from payment of stamp duty that is payable in accordance with law; and
7. That any person interested shall be at liberty to apply to the Court in the above matter for any directions that may be necessary.

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High Court of Orissa
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Indian Evidence Act

EXHIBIT A-1

5-8-

Schedule-I

SCHEME OF ARRANGEMENT

BETWEEN

ANJULI BUILDERS & DEVELOPERS PRIVATE LIMITED
AND
CALANTHA BUILDERS & DEVELOPERS PRIVATE LIMITED
AND
CARESSA BUILDERS & CONSTRUCTIONS PRIVATE LIMITED
AND
DLF HOMES DURGAPUR PRIVATE LIMITED
AND
DLF HOUSING AND CONSTRUCTION LIMITED
AND
DLF INFRA HOLDINGS LIMITED
AND
DLF LAND LIMITED
AND
DLF PREMIUM HOMES PRIVATE LIMITED
AND
DLF SEZ DEVELOPERS LIMITED
AND
JANYA ESTATE DEVELOPERS PRIVATE LIMITED
AND
KAIRAV REAL ESTATE PRIVATE LIMITED
AND
SAMALI BUILDERS & DEVELOPERS PRIVATE LIMITED
AND
SOLID BUILDCON PRIVATE LIMITED
AND
DLF COMMERCIAL DEVELOPERS LIMITED
WITH
DLF HOME DEVELOPERS LIMITED

[Under Section 391 to Section 394 of the Companies Act, 1956 (Act)]

For Kairav Real Estate Pvt. Ltd.

Director

For DLF SEZ Developers Ltd.

Director

For Samali Builders & Developers Private Limited

Director/Auth. Signatory

For Solid Buildcon Private Limited

Director

For Janya Estate Developers Pvt. Ltd.

Director

For DLF Infra Holdings Limited

Director

For DLF Land Ltd.

Director

For DLF Homes Durgapur Private Limited

Director/Auth. Signatory

For Carressa Builders & Constructions Pvt. Ltd.

Director

For DLF Premium Homes Private Ltd.

Director/Auth. Signatory

For Anjali Builders & Developers Pvt. Ltd.

Director

For Calantha Builders & Developers Pvt. Ltd.

Director

For DLF Home Developers Limited

Authorised Signatory

For DLF Commercial Developers Ltd.

Auth. Signatory

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Company Official Department
High Court of Delhi
Chartered under Section 70
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INTRODUCTION

WHEREAS:

- A. **DLF HOME DEVELOPERS LIMITED (DHDL)** is an existing public limited company within the meaning of the Act and is incorporated for the purpose of dealing in the real estate business activities.
- B. **ANJULI BUILDERS & DEVELOPERS PRIVATE LIMITED, CALANTHA BUILDERS & DEVELOPERS PRIVATE LIMITED, CARESSA BUILDERS & CONSTRUCTIONS PRIVATE LIMITED, DLF HOMES DURGAPUR PRIVATE LIMITED, DLF HOUSING AND CONSTRUCTION LIMITED, DLF INFRA HOLDINGS LIMITED, DLF LAND LIMITED, DLF PREMIUM HOMES PRIVATE LIMITED, DLF SEZ DEVELOPERS LIMITED, JANYA ESTATE DEVELOPERS PRIVATE LIMITED, KAIRAV REAL ESTATE PRIVATE LIMITED, SAMALI BUILDERS & DEVELOPERS PRIVATE LIMITED and SOLID BUILDCON PRIVATE LIMITED** are all existing companies within the meaning of the Act and are presently engaged in the business of real estate.
- C. **DLF COMMERCIAL DEVELOPERS LIMITED (DCDL)** is an existing public limited company within the meaning of the Act and is incorporated for the purpose of dealing in the real estate business activities. The company is presently having two business undertakings viz:
- SEZ Undertaking; and
 - Non - SEZ Undertaking
- D. All the Companies who are parties to this Scheme of Arrangement are directly or indirectly 100% controlled by DLF Ltd., a widely held public company. With a view to restructure the businesses of

For Kairav Real Estate Pvt. Ltd.

Director

For DLF SEZ Developers Ltd.

Director

For Samali Builders & Developers Private Limited

Director/Auth. Signatory

For Solid Buildcon Private Limited

Director

For Janya Estate Developers Pvt. Ltd

Director

For DLF Home Developers Limited

Authorised Signatory

For Anjuli Builders & Developers Pvt. Ltd.

Director

For Caressa Builders & Constructions Pvt. Ltd.

Director

For DLF Homes Durgapur Private Limited

Director/Auth. Signatory

D. F Infra Holdings Limited

Director

For DLF Land Ltd.

Director

For DLF Housing and Construction Ltd.

Director

For Calantha Builders & Developers Pvt. Ltd.

Director/Auth. Signatory

For DLF Commercial Developers Ltd.

Auth. Signatory

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Under
in Evidence

various subsidiary companies so as to reduce the entities into smaller manageable lots and to achieve synergies, economies of scale, focused management control, cost reduction, higher net worth resulting in increased borrowing powers etc., the Scheme of Arrangement is proposed amongst the respective companies.

With these objectives it has been decided to amalgamate the real estate business of 13 Transferor Companies and demerge the Non-SEZ Business Undertaking of DCDL into one entity i.e. DHDL, the Transferee Company and to carry out / retain separately the business of developing the sector specific Special Economic Zone (SEZ) in an exclusive entity (DCDL) as SEZ business requires an altogether different set of approach and expertise towards planning, business strategies and decision making.

E. Accordingly it is proposed to amalgamate ANJULI BUILDERS & DEVELOPERS PRIVATE LIMITED, CALANTHA BUILDERS & DEVELOPERS PRIVATE LIMITED, CARESSA BUILDERS & CONSTRUCTIONS PRIVATE LIMITED, DLF HOMES DURGAPUR PRIVATE LIMITED, DLF HOUSING AND CONSTRUCTION LIMITED, DLF INFRA HOLDINGS LIMITED, DLF LAND LIMITED, DLF PREMIUM HOMES PRIVATE LIMITED, DLF SEZ DEVELOPERS LIMITED, JANYA ESTATE DEVELOPERS PRIVATE LIMITED, KAIRAV REAL ESTATE PRIVATE LIMITED, SAMALI BUILDERS & DEVELOPERS PRIVATE LIMITED and SOLID BUILDCON PRIVATE LIMITED into DLF HOME DEVELOPERS LIMITED and demerge the Non - SEZ Undertaking of DLF COMMERCIAL DEVELOPERS LIMITED into DLF HOME DEVELOPERS LIMITED.

F. A composite Scheme of Arrangement pursuant to Sections 391 to 394 of the Companies Act, 1956, (hereinafter referred to as the "Scheme") has been arrived at, in this present form or with any

For Kairav Real Estate Pvt. Ltd.
Director

For DLF SEZ Developers Ltd.
Director

For Samali Builders & Developers Private Limited
Director/Auth. Signatory

For Solid Buildcon Private Limited
Director

For Janya Estate Developers Pvt. Ltd.
Director

For DLF Infra Holdings Limited

For DLF Homes Durgapur Private Limited

For Caressa Builders & Constructions Pvt. Ltd.

For Anjuli Builders & Developers Pvt. Ltd.

For DLF Home Developers Limited

Director

Director/Auth. Signatory

Director

Director

Authorized Signatory

For DLF Housing and Construction Ltd.

For DLF Premium Homes Private Ltd.

For Calantha Builders & Developers Pvt. Ltd.

For DLF Commercial Developers Ltd.

Director

Director/Auth. Signatory

Director

Auth. Signatory

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High Court of District
Authorized Under Section
Indian Evidence Act

modification(s) approved or imposed or directed by the Board of Directors of ANJULI BUILDERS & DEVELOPERS PRIVATE LIMITED, CALANTHA BUILDERS & DEVELOPERS PRIVATE LIMITED, CARESSA BUILDERS & CONSTRUCTIONS PRIVATE LIMITED, DLF HOMES DURGAPUR PRIVATE LIMITED, DLF HOUSING AND CONSTRUCTION LIMITED, DLF INFRA HOLDINGS LIMITED, DLF LAND LIMITED, DLF PREMIUM HOMES PRIVATE LIMITED, DLF SEZ DEVELOPERS LIMITED, JANYA ESTATE DEVELOPERS PRIVATE LIMITED, KAIRAV REAL ESTATE PRIVATE LIMITED, SAMALI BUILDERS & DEVELOPERS PRIVATE LIMITED, SOLID BUILDCON PRIVATE LIMITED, DLF COMMERCIAL DEVELOPERS LIMITED and DLF HOME DEVELOPERS LIMITED or by the Hon'ble High Court, which inter-alia provides for:

I. Amalgamation of:

1. Anjuli Builders & Developers Private Limited having its registered office at 1-E, Jhandewalan Extension, Naaz Cinema Complex, New Delhi - 110 055;
2. Calantha Builders & Developers Private Limited having its registered office at 1-E, Jhandewalan Extension, Naaz Cinema Complex, New Delhi - 110 055;
3. Caressa Builders & Constructions Private Limited having its registered office at 1-E, Jhandewalan Extension, Naaz Cinema Complex, New Delhi - 110 055;
4. DLF Homes Durgapur Private Limited having its registered office at 1-E, Jhandewalan Extension, Naaz Cinema Complex, New Delhi - 110 055;
5. DLF Housing and Construction Limited having its registered office at Shopping Mall, 3rd Floor, Arjun Marg, DLF City, Phase-1, Gurgaon - 122002;

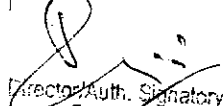
For Kairav Real Estate Pvt. Ltd.


Director

For DLF SEZ Developers Ltd.


Director

For Samali Builders & Developers Private Limited


Director/Authorised Signatory

For Solid Buildcon Private Limited


Director

For Janya Estate Developers Pvt. Ltd.


Director

For DLF Homes Durgapur Private Limited

For Caressa Builders & Constructions Pvt. Ltd.

For Anjuli Builders & Developers Pvt. Ltd.

For DLF Home Developers Limited

Authorised Signatory

For DLF Commercial Developers Ltd.


Auth. Signatory


DLF Premium Homes Private Ltd.

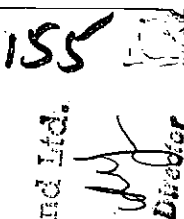
Director/Author. Signatory

For Calantha Builders & Developers Pvt. Ltd.


Director

For DLF Housing and Construction Ltd.


Director

155
For DLF Land Ltd.

Director

DLF Infra Holdings Limited

Director/Author. Signatory

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Indian Evidence Act, 1908

6. DLF Infra Holdings Limited having its registered office at 10th Floor, Gateway Tower, DLF City, Phase-III, Gurgaon, Haryana-122002;
7. DLF Land Limited having its registered office at Shopping Mall, 3rd Floor, Arjun Marg, DLF City, Phase-1, Gurgaon - 122002;
8. DLF Premium Homes Private Limited having its registered office at 1-E, Jhandewalan Extension, Naaz Cinema Complex, New Delhi - 110 055;
9. DLF SEZ Developers Limited having its registered office at DLF Centre, Sansad Marg, New Delhi - 110001;
10. Janya Estate Developers Private Limited having its registered office at 1-E, Jhandewalan Extension, Naaz Cinema Complex, New Delhi - 110 055;
11. Kairav Real Estate Private Limited having its registered office at 1-E, Jhandewalan Extension, Naaz Cinema Complex, New Delhi - 110 055;
12. Samali Builders & Developers Private Limited having its registered office at 1-E, Jhandewalan Extension, Naaz Cinema Complex, New Delhi - 110 055;
13. Solid Buildcon Private Limited having its registered office at DLF Centre, Sansad Marg, New Delhi - 110001;

with

DLF HOME DEVELOPERS LIMITED having its registered office at DLF Centre, Sansad Marg, New Delhi - 110001; and

II. Demerger of:

14. Non - SEZ Undertaking of **DLF COMMERCIAL DEVELOPERS LIMITED** having its registered office at DLF Centre, Sansad Marg, 9th Floor, New Delhi - 110001.

into

For Kairav Real Estate Pvt. Ltd.

[Signature]
Director

For DLF SEZ Developers Ltd.

[Signature]
Director

For Samali Builders & Developers Private Limited

[Signature]
Director/Auth. Signatory

For Solid Buildcon Private Limited

[Signature]
Director

For Janya Estate Developers Pvt. Ltd.

[Signature]
Director

DLF Infra Holdings Limited

Director

For DLF Land Ltd.

DLF Premium Homes Private Limited

Director

For DLF Housing and Construction Ltd.

For Carossa Builders & Constructions Pvt. Ltd.

Director

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

For Anjali Builders & Developers Pvt. Ltd.

Director

For Calantha Builders & Developers Pvt. Ltd.

Director

For DLF Home Developers Limited

Director

For DLF Commercial Developers Ltd.

Auth. Sign.

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DLF HOME DEVELOPERS LIMITED having its registered office at DLF Centre, Sansad Marg, New Delhi - 110001.

G. The Scheme is divided into the following parts:

- (a) **Part I** deal with the definitions.
- (b) **Part II** deals with amalgamation of **ANJULI BUILDERS & DEVELOPERS PRIVATE LIMITED, CALANTHA BUILDERS & DEVELOPERS PRIVATE LIMITED, CARESSA BUILDERS & CONSTRUCTIONS PRIVATE LIMITED, DLF HOMES DURGAPUR PRIVATE LIMITED, DLF HOUSING AND CONSTRUCTION LIMITED, DLF INFRA HOLDINGS LIMITED, DLF LAND LIMITED, DLF PREMIUM HOMES PRIVATE LIMITED, DLF SEZ DEVELOPERS LIMITED, JANYA ESTATE DEVELOPERS PRIVATE LIMITED, KAIRAV REAL ESTATE PRIVATE LIMITED, SAMALI BUILDERS & DEVELOPERS PRIVATE LIMITED** and **SOLID BUILDCON PRIVATE LIMITED** with **DLF HOME DEVELOPERS LIMITED**.
- (c) **Part III** deal with de-merger of Non - SEZ Undertaking of **DLF COMMERCIAL DEVELOPERS LIMITED** into **DLF HOME DEVELOPERS LIMITED**.
- (d) **Part IV** deals with the general terms and conditions that would be applicable to the Scheme.

For Kairav Real Estate Pvt. Ltd.

Director

For DLF SEZ Developers Ltd.

Director

For Samali Builders & Developers Private Limited

Director/Auth. Signatory

For Solid Buildcon Private Limited

Director

For Janya Estate Developers Pvt. Ltd.

Director

For DLF Infra Holdings Limited

For DLF Homes Durgapur Private Limited

For Caressa Builders & Constructions Pvt. Ltd.

For Anjuli Builders & Developers Pvt. Ltd.

For DLF Home Developers Limited

For DLF Land Ltd.

For DLF Housing and Construction Ltd.

DLF Premium Homes Private Ltd.

For Calantha Builders & Developers Pvt. Ltd.

For DLF Commercial Developers Ltd.

Authorized Signatory

Director/Auth. Signatory

Director

Auth. Signatory

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High Court of Delhi
Authorized Under Section 70
Indian Evidence Act

PART - I

DEFINITIONS:

- A. **ACT** means the Companies Act, 1956 or any statutory modification or re-enactment thereof.
- B. **APPOINTED DATE** means the 1st day of April, 2008.
- C. **BOARD** means the Board of Directors of ANJULI BUILDERS & DEVELOPERS PRIVATE LIMITED, CALANTHA BUILDERS & DEVELOPERS PRIVATE LIMITED, CARESSA BUILDERS & CONSTRUCTIONS PRIVATE LIMITED, DLF HOMES DURGAPUR PRIVATE LIMITED, DLF HOUSING AND CONSTRUCTION LIMITED, DLF INFRA HOLDINGS LIMITED, DLF LAND LIMITED, DLF PREMIUM HOMES PRIVATE LIMITED, DLF SEZ DEVELOPERS LIMITED, JANYA ESTATE DEVELOPERS PRIVATE LIMITED, KAIRAV REAL ESTATE PRIVATE LIMITED, SAMALI BUILDERS & DEVELOPERS PRIVATE LIMITED, SOLID BUILDCON PRIVATE LIMITED, DCDL and DHDL, as the context may require.
- D. **EFFECTIVE DATE** means the date on which the last of the approvals or sanctions specified in the Scheme shall have been obtained and certified copies of the order of the Court (Hon'ble Delhi High Court at New Delhi and Hon'ble High Court of Punjab & Haryana at Chandigarh) have been filed with the Registrar of Companies, as required under the provisions of the Companies Act, 1956, and if certified copies are filed on different dates, the last of the dates.
- E. **HIGH COURT** means the Hon'ble Delhi High Court at New Delhi or the Hon'ble High Court of Punjab & Haryana at Chandigarh or the National Company Law Tribunal or any other

For Kairav Real Estate Pvt. Ltd.

For DLF SEZ Developers Ltd.

For Samali Builders & Developers Private Limited

For Solid Buildcon Private Limited

For Janya Estate Developers Pvt. Ltd.

DLF Infra Holdings Limited

Director

For DLF Land Ltd.

DLF Homes Durgapur Private Limited

Director

For Caressa Builders & Co. constructions P. L. L. L.

Director

For DLF Housing and Construction Ltd.

DLF Premium Homes Private Ltd.

Director/ Auth. Signatory

For Anjuli Builders & Developers Pvt. Ltd.

Director

For Calantha Builders & Developers Pvt. Ltd.

Director

For DLF Home Developers Limited

Authorised Signatory

For DLF Commercial Developers Ltd.

Auth. Signatory

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High Court
Authorised by
Indian Examiners

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relevant authority empowered to approve the Scheme, as the context may require.

F. **DCDL or DEMERGED COMPANY** or "**DLF Commercial Developer Limited**" is a company incorporated under the Act and having its registered office at DLF Centre, Sansad Marg, 9th Floor, New Delhi - 110001.

G. "**DEMERGED UNDERTAKING**" (DU) means:

- (a) all assets and property(ies) of DCDL relating to the Non - SEZ Undertaking wherever situated, whether current or fixed, movable or immovable, tangible or intangible including investments as on the Appointed Date (hereinafter referred to as "the said assets");
- (b) All the debts, liabilities, duties, charges and obligations pertaining to and / or arising out of the said Non - SEZ Undertaking as appearing in the books of accounts of the Demerged Company appertaining to the Non - SEZ Undertaking including contingent liability, bank liability in whatsoever form, duties, charges and obligations as on the Appointed Date (hereinafter referred to as "the said liabilities");
- (c) Without prejudice to the generality of the sub-clause (a) above, the Undertaking of the Demerged Company shall include all the Demerged Company's reserves, provisions and authorized share capital, application money(s), movable and immovable properties including land and buildings, plant and machinery, capital work in progress, goods in transit, stocks, investments of all kinds (including shares, scrip, stocks, bonds, debentures, debenture stocks units or pass through certificates), cash and bank balances, bills of exchange, bank guarantees,

For Kairav Real Estate Pvt. Ltd.

Director

For Samali Builders & Developers Private Limited

Director/Auth. Signatory

For DLF SEZ Developers Ltd.

Director

For Solid Buildcon Private Limited

Director

For Janya Estate Developers Pvt. Ltd.

Director

DLF Infra Holding Limited

For DLF Homes Durgam Private Limited

For Anjali Builders & Developers Pvt. Ltd

For DLF Home Developers Limited

Authorized Signatory

For DLF Land Ltd.

For DLF Housing and Construction Ltd.

For Calantha Builders & Developers Pvt. Ltd.

For DLF Commercial Developers Ltd.

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

Auth. Signatory

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High Court of District
Authorized Under
Indian Evidence Act

post dated cheques, receivables, credits, deposits, claims, powers, authorities, allotments, leasehold rights, tenancy rights, entry and occupation rights, approvals, consents, registrations, contracts, ISI / BIS marks, engagements, agreements, joint venture, arrangements, rights, titles, interests, benefits, club memberships, advantages, other intangibles, industrial and other licenses, permits, authorizations, licenses, permissions, certificates, quota rights, goodwill, trademarks, brands, patents and other industrial and intellectual property rights, including domain names, websites, copyrights, designs, engineering and process information, technology, computer programs, import quotas, telephones, telex, facsimiles and other communication facilities and equipments, rights and benefits of all agreements and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals of whatsoever nature and wherever situate, available under any rule, regulations, statute including direct and indirect taxes, and particularly sales tax benefits / exemptions, benefit and exemption under the Income Tax Act, 1961, electricity duty benefit, MODVAT/CENVAT benefit and customs duty benefit, central excise registration and exemptions, stamp duty benefit and exemption, export and import incentives and benefits, grants, subsidies, awards citations or any other benefit / exemption given by Central or State Government belonging to or in the ownership, power or possession or control of the Demerged Company relating to the Non - SEZ Undertaking as on the Appointed Date and thereafter.

- (d) However, the Undertaking of the Demerged Company, shall also include all assets, properties, liabilities, rights and titles as may devolve upon the Demerged Company, subsequent to the Appointed Date as fixed in the present

For Kairav Real Estate Pvt. Ltd.

Director

For DLF SEZ Developers Ltd.

Director

For Samati Builders & Developers Private Limited

Director/Auth. Signatory

For Solid Buildcon Private Limited

Director

For Janya Estate Developers Pvt. Ltd

Director

DLF Infra Holdings Limited

Director

For DLF Land Ltd.

Director

For DLF Homes Development Private Limited

Director

For Carezza Builders & Constructors Pvt. Ltd.

Director

For Anjali Builders & Developers Pvt. Ltd

For Calanthe Builders & Developers Pvt. Ltd.

For DLF Commercial Developers Ltd.

Auth. Signatory

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

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Judicial Department
High Court of Delhi
Authorised Under Section 70
Indian Evidence Act.

Scheme, pursuant to the Scheme of Amalgamation pending approval before the Hon'ble Delhi High Court in CP No. 193 of 2009.

H. **DHDL or TRANSFEREE COMPANY or RESULTING COMPANY or "DLF Home Developers Limited"** is a company incorporated under the Act and having its registered office at DLF Centre, Sansad Marg, New Delhi - 110001.

I. **"Anjali Builders & Developers Private Limited"** is a company incorporated under the Act and having its registered office at 1-E, Jhandewalan Extension, Naaz Cinema Complex, New Delhi - 110 055 (hereinafter referred to as Transferor Company No. 1)

J. **"Calantha Builders & Developers Private Limited"** is a company incorporated under the Act and having its registered office at 1-E, Jhandewalan Extension, Naaz Cinema Complex, New Delhi - 110 055. (hereinafter referred to as Transferor Company No. 2)

K. **"Caressa Builders & Constructions Private Limited"** is a company incorporated under the Act and having its registered office at 1-E, Jhandewalan Extension, Naaz Cinema Complex, New Delhi - 110 055. (hereinafter referred to as Transferor Company No. 3)

L. **"DLF Homes Durgapur Private Limited"** is a company incorporated under the Act and having its registered office at 1-E, Jhandewalan Extension, Naaz Cinema Complex, New Delhi - 110 055. (hereinafter referred to as Transferor Company No. 4)

M. **"DLF Housing and Construction Limited"** is a company incorporated under the Act and having its registered office at Shopping Mall, 3rd Floor, Arjun Marg, DLF City, Phase-1,

For Kairav Real Estate Pvt. Ltd.

For DLF SEZ Developers Ltd.

For Samell Builders & Developers Private Limited

For Solid Buildcon Private Limited

For Janya Estate Developers Pvt. Ltd.

DLF Infra Holdings Limited

DLF Homes Durgapur Private Limited

For Caressa Builders & Constructions Pvt. Ltd.

For Anjali Builders & Developers Pvt. Ltd.

For DLF Home Developers Limited

For DLF Land Ltd.

DLF Premium Homes Private Ltd.

DLF Commercial Developers Pvt. Ltd.

For DLF Commercial Developers Ltd.

Director

Director/ Auth. Signatory

Director

Director

Authorised Signatory

Director

Director

Director/ Auth. Signatory

Auth. Signatory

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Authorised
Indian Consulate

Gurgaon - 122002. (hereinafter referred to as Transferor Company No. 5)

N. "DLF Infra Holdings Limited" is a company incorporated under the Act and having its registered office at 10th Floor, Gateway Tower, DLF City, Phase-III, Gurgaon, Haryana-122002. (hereinafter referred to as Transferor Company No. 6)

DLF Infra Holdings Limited

Director
For DLF Land Ltd.

O. "DLF Land Limited" is a company incorporated under the Act and having its registered office at Shopping Mall, 3rd Floor, Arjun Marg, DLF City, Phase-1, Gurgaon - 122002. (hereinafter referred to as Transferor Company No. 7)

DLF Land Limited

Director
For DLF Land Ltd.

P. "DLF Premium Homes Private Limited" is a company incorporated under the Act and having its registered office at 1-E, Jhandewalan Extension, Naaz Cinema Complex, New Delhi - 110 055. (hereinafter referred to as Transferor Company No. 8)

DLF Premium Homes Private Ltd.

Director
For DLF Premium Homes Private Ltd.

Q. "DLF SEZ Developers Limited" is a company incorporated under the Act and having its registered office at DLF Centre, Sansad Marg, New Delhi - 110001. (hereinafter referred to as Transferor Company No. 9)

DLF SEZ Developers Limited

Director
For DLF SEZ Developers Ltd.

R. "Janya Estate Developers Private Limited" is a company incorporated under the Act and having its registered office at 1-E, Jhandewalan Extension, Naaz Cinema Complex, New Delhi - 110 055. (hereinafter referred to as Transferor Company No. 10)

Janya Estate Developers Private Ltd.

Director
For Janya Estate Developers Pvt. Ltd.

S. "Kairav Real Estate Private Limited" is a company incorporated under the Act and having its registered office at 1-E, Jhandewalan Extension, Naaz Cinema Complex, New Delhi - 110 055. (hereinafter referred to as Transferor Company No. 11)

Kairav Real Estate Private Ltd.

Director
For Kairav Real Estate Pvt. Ltd.

T. "Samali Builders & Developers Private Limited" is a company incorporated under the Act and having its registered

For Kairav Real Estate Pvt. Ltd.

For DLF SEZ Developers Ltd.

For Samali Builders & Developers Private Limited

For Solid Buildcon Private Limited

For Janya Estate Developers Pvt. Ltd.

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office at 1-E, Jhandewalan Extension, Naaz Cinema Complex, New Delhi - 110 055. (hereinafter referred to as Transferor Company No. 12)

U. "Solid Buildcon Private Limited" is a company incorporated under the Act and having its registered office at DLF Centre, Sansad Marg, New Delhi - 110001. (hereinafter referred to as Transferor Company No. 13)

V. "TRANSFEROR COMPANIES or The Transferor Companies" mean Transferor Company No. 1, Transferor Company No. 2, Transferor Company No. 3, Transferor Company No. 4, Transferor Company No. 5, Transferor Company No. 6, Transferor Company No. 7, Transferor Company No. 8, Transferor Company No. 9, Transferor Company No. 10, Transferor Company No. 11, Transferor Company No. 12 and Transferor Company No. 13, collectively.

W. "UNDERTAKING OF THE TRANSFEROR COMPANIES" means:

- all assets and property of the Transferor Companies wherever situated, whether current or fixed, movable or immovable, tangible or intangible as on the Appointed Date (hereinafter referred to as "the said assets");
- All the debts, liabilities including contingent liability, bank liability in whatsoever form, duties, charges and obligations of the Transferor Companies as on the Appointed Date (hereinafter referred to as "the said liabilities");
- Without prejudice to the generality of the sub-clause (a) above, the Undertaking of the Transferor Companies shall include all the Transferor Companies' reserves, provisions and authorized share capital, application money(s), movable and immovable properties including land and

For Kairav Real Estate Pvt. Ltd.

For DLF SEZ Developers Ltd.

For Samali Builders & Developers Private Limited

For Solid Buildcon Private Limited

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Indian Evidence Act

For Janya Estate Developers Pvt. Ltd.

For DLF Home Developers Limited

Authorised Signatory

For DLF Commercial Developers Ltd.

Auth. Signatory

For Anjali Builders & Developers Pvt. Ltd.

Director

For Calantha Builders & Developers Pvt. Ltd.

Director

For Carossa Builders & Constructions Pvt. Ltd.

Director

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

For DLF Homes Durgam Private Limited

Director/Auth. Signatory

For DLF Housing and Construction Ltd.

Director

DLF Infra Holdings Private Limited

Director

For DLF Land Ltd.

Director

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buildings, plant and machinery, capital work in progress, goods in transit, stocks, investments of all kinds (including shares, scrip, stocks, bonds, debentures, debenture stocks units or pass through certificates), application monies, cash and bank balances, bills of exchange, bank guarantees, post dated cheques, receivables, credits, deposits, claims, powers, authorities, allotments, leasehold rights, tenancy rights, entry and occupation rights, approvals, consents, registrations, contracts, ISI/BIS marks, engagements, agreements, joint venture, arrangements, rights, titles, interests, benefits, club memberships, advantages, other intangibles, industrial and other licenses, permits, authorizations, licenses, permissions, certificates, quota rights, goodwill, trademarks, brands, patents and other industrial and intellectual property rights, including domain names, websites, copyrights, designs, engineering and process information, technology, computer programs, import quotas, telephones, telex, facsimiles and other communication facilities and equipments, rights and benefits of all agreements and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals of whatsoever nature and wherever situate, available under any rule, regulations, statute including direct and indirect taxes, and particularly sales tax benefits / exemptions, benefit and exemption under the Income Tax Act, 1961, electricity duty benefit, MODVAT/CENVAT benefit and customs duty benefit, central excise registration and exemptions, stamp duty benefit and exemption, export and import incentives and benefits, grants, subsidies, awards citations or any other benefit / exemption given by Central or State Government belonging to or in the ownership, power or possession or control of the Transferor Companies.

For Kairav Real Estate Pvt. Ltd.


Director

For Samali Builders & Developers Private Limited


Director/Auth. Signatory

For DLF SEZ Developers Ltd.


Director

For Solid Buildcon Private Limited


Director

For Janya Estate Developers Pvt. Ltd.


Director

For DLF Infra Holdings Limited


Director

For DLF Homes Building Private Limited


Director/Auth. Signatory

For Carressa Builders & Constructors Pvt. Ltd.


Director

For Anjali Builders & Developers Pvt. Ltd.


Director

For DLF Home Developers Limited

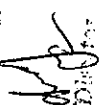

Authorised Signatory

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For DLF Land Ltd.


Director

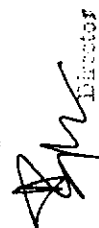
For DLF Housing and Construction Ltd.


Director

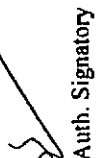
DLF Premium Homes Private Ltd.

Director/Auth. Signatory

For Calanika Builders & Developers Pvt. Ltd.


Director

For DLF Commercial Developers Ltd.


Auth. Signatory

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X. SHARE CAPITAL AS AT 31ST MARCH, 2008:

Name of the Company	Authorised Share Capital	Issued, Subscribed and Paid up Share Capital
ANJULI BUILDERS & DEVELOPERS PRIVATE LIMITED	Rs. 1,00,000/- divided into 10,000 Equity Shares of Rs.10/- each.	Rs.1,00,000/- divided into 10,000 Equity Shares of Rs.10/- each.
CALANTHA BUILDERS & DEVELOPERS PRIVATE LIMITED	Rs. 5,00,000/- divided into 50,000 Equity Shares of Rs.10/- each.	Rs.5,00,000/- divided into 50,000 Equity Shares of Rs.10/- each.
CARESSA BUILDERS & CONSTRUCTIONS PRIVATE LIMITED	Rs. 6,00,000/- divided into 60,000 Equity Shares of Rs.10/- each.	Rs.6,00,000/- divided into 60,000 Equity Shares of Rs.10/- each.
DLF HOMES DURGAPUR PRIVATE LIMITED	Rs. 2,00,000/- divided into 20,000 Equity Shares of Rs.10/- each.	Rs.1,00,000/- divided into 10,000 Equity Shares of Rs.10/- each.
DLF HOUSING AND CONSTRUCTION LIMITED*	Rs.1,00,00,000/- divided into 2,00,000 Equity Shares of Rs.10/- each and 80,000 10% Non - Cumulative Redeemable Preference Shares of Rs. 100/- each.	Rs. 5,00,000/- divided into 27,355 Equity Shares of Rs.10/- each and 2,265 10% Non - Cumulative Redeemable Preference Shares of Rs.100/- each.
DLF INFRA HOLDINGS LIMITED	Rs. 2,00,00,000/- divided into 20,00,000 Equity Shares of Rs.10/- each.	Rs. 5,00,000/- divided into 50,000 Equity Shares of Rs.10/- each.
DLF LAND LIMITED	Rs. 5,00,000/- divided into 50,000 Equity Shares of Rs.10/- each.	Rs.5,00,000/- divided into 50,000 Equity Shares of Rs.10/- each.
DLF PREMIUM HOMES PRIVATE LIMITED	Rs.1,00,000/- divided into 10,000 Equity Shares of Rs.10/- each.	Rs.1,00,000/- divided into 10,000 Equity Shares of Rs.10/- each.

For Kairav Real Estate Pvt. Ltd.

For DLF SEZ Developers Ltd.

For Samali Builders & Developers Private Limited

For Solid Buildcon Private Limited

For Janya Estate Developers Pvt. Ltd.

DLF Infra Holdings (Private) Ltd.

For DLF Land Ltd.

For Caressa Builders & Constructions Pvt. Ltd. & DLF Homes Durgapur Private Limited

For DLF Premium Homes Private Ltd.

For Anjali Builders & Developers Pvt. Ltd.

For Calantha Builders & Developers Pvt. Ltd.

For DLF Home Developers Limited

For DLF Commercial Developers Ltd.

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DLF SEZ DEVELOPERS LIMITED	Rs.5,00,000/- divided into 50,000 Equity Shares of Rs.10/- each.	Rs.5,00,000/- divided into 50,000 Equity Shares of Rs.10/- each.
JANYA ESTATE DEVELOPERS PRIVATE LIMITED	Rs.1,50,000/- divided into 15,000 Equity Shares of Rs.10/- each.	Rs.1,00,000/- divided into 10,000 Equity Shares of Rs.10/- each.
KAIRAV REAL ESTATE PRIVATE LIMITED	Rs.20,00,000/- divided into 50,000 Equity Shares of Rs.10/- each and 15,000 6% Non-Cumulative Redeemable Preference Shares of Rs.100/- each.	Rs.5,00,000/- divided into 50,000 Equity Shares of Rs.10/- each.
SAMALI BUILDERS & DEVELOPERS PRIVATE LIMITED	Rs.1,00,000/- divided into 10,000 Equity Shares of Rs.10/- each.	Rs.1,00,000/- divided into 10,000 Equity Shares of Rs.10/- each.
SOLID BUILDCON PRIVATE LIMITED	Rs.5,00,000/- divided into 50,000 Equity Shares of Rs.10/- each.	Rs.5,00,000/- divided into 50,000 Equity Shares of Rs.10/- each.
DCDL	Rs. 40,00,000/- divided into 4,00,000 Equity Shares of Rs.10/- each.	Rs. 40,00,000/- divided into 4,00,000 Equity Shares of Rs.10/- each.
DHDL	Rs. 25,00,00,00,000/- divided into 2,50,00,00,000 Equity Shares of Rs. 10/- each.	Rs. 17,48,91,900/- divided into 1,74,89,190 Equity Shares of Rs. 10/- each.

* DLF Housing and Construction Limited has issued 90 (Ninety) 10% Non-Convertible Irredeemable Debentures of Rs. 1,000/- (Rupees One Thousand Only) each.

For Kairav Real Estate Pvt. Ltd.

Director

For DLF SEZ Developers Ltd.

Director

For Samali Builders & Developers Private Limited

Director

Director/Auth. Signatory For Janya Estate Developers Pvt. Ltd.

Director

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DLF Infra Holdings Limited

Director
For DLF Land Ltd.

DLF Housing and Construction Limited

Director Auth. Signatory
or DLF Housing and Construction Ltd.

For Carossa Builders & Constructors Pvt. Ltd.

Director

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

For Anjali Builders & Developers Pvt. Ltd.

Director

For Calantha Builders & Developers Pvt. Ltd.

Director

For DLF Home Developers Limited

Authorized Signatory

For DLF Commercial Developers Ltd.

Auth. Signatory

PART - II

AMALGAMATION OF ANJULI BUILDERS & DEVELOPERS PRIVATE LIMITED, CALANTHA BUILDERS & DEVELOPERS PRIVATE LIMITED, CARESSA BUILDERS & CONSTRUCTIONS PRIVATE LIMITED, DLF HOMES DURGAPUR PRIVATE LIMITED, DLF HOUSING AND CONSTRUCTION LIMITED, DLF INFRA HOLDINGS LIMITED, DLF LAND LIMITED, DLF PREMIUM HOMES PRIVATE LIMITED, DLF SEZ DEVELOPERS LIMITED, JANYA ESTATE DEVELOPERS PRIVATE LIMITED, KAIRAV REAL ESTATE PRIVATE LIMITED, SAMALI BUILDERS & DEVELOPERS PRIVATE LIMITED, SOLID BUILDCON PRIVATE LIMITED WITH DHDL

2.1 With effect from the Appointed Date and subject to the provisions of the Scheme, including in relation to the mode of transfer / vesting, the entire business and undertakings of the TRANSFEROR COMPANIES including all movable and immovable properties tangible and intangible properties, assets, buildings, land, offices, investments of all kinds (including shares, scrip, stocks, bonds, debentures, debenture stocks units or pass through certificates), lease and hire purchase contracts, licensing, arrangements, lending contracts, benefits of any security, arrangements, revisions, powers, authorities, allotments, approvals, consents, licenses, registrations, permissions, contracts, agreements, engagements, arrangements of all kind, rights, titles, interests, benefits, easements and privileges of whatsoever nature and wherever situated belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the TRANSFEROR COMPANIES including but without being limited to patents, trademarks, copyrights and other intellectual property rights of any nature whatsoever, permits, approvals, authorization, right to use the telephones, telexes, facsimile, connections, and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of all

For Kairav Real Estate Pvt. Ltd.

Director

For Samali Builders & Developers Private Limited

Director/Auth. Signatory

For DLF SEZ Developers Ltd.

Director

For Solid Buildcon Private Limited

Director

For Janya Estate Developers Pvt. Ltd.

Director

DLF Infra Holdings Limited

Director

For DLF Land Ltd.

Director

For DLF Homes Durgapur Private Limited

Director

For Caressa Builders & Constructions Pvt. Ltd.

Director

For DLF Housing and Construction Ltd.

Director

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

For Calantha Builders & Developers Pvt. Ltd.

Director

For DLF Commercial Developers Ltd.

Auth. Signatory

For DLF Home Developers Limited

Authorised Signatory

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Examiner Judicial Department
High Court of Andhra Pradesh
Authorised to certify to
Indian Evidence Act

agreements and all other interest (hereinafter referred to as " said Assets") shall be and stand vested in and/ or be deemed to be and stand vested in DHDL as a going concern pursuant to the provisions of Section 394 of the said Act, so as to become on and from the Appointed Date, the estate, rights, title and interests of DHDL.

2.2 Without prejudice to clause 2.1 above, in respect of such of the said Assets of the TRANSFEROR COMPANIES as are movable in nature or incorporeal property, or are otherwise capable of transfer by manual delivery or by endorsement and delivery, the same may be so transferred to DHDL and shall upon such transfer become the property as an integral part of DHDL. In respect of such of the said Assets other than those referred hereinabove, the same shall, without any further act, instruments or deed, be transferred and vested in and / or be deemed to be transferred to and vested in DHDL pursuant to an order being made thereof under Section 394 of the Act.

2.3 (a) Notwithstanding the generality of clause above, with effect from the Appointed Date and upon the Scheme become effective the consents issued in the name of the TRANSFEROR COMPANIES shall stand vested in or transferred to DHDL without any further act or deed, and shall be appropriately transferred/ endorsed / mutated by the authorities concerned therewith in favour of DHDL. The benefit of all statutory and regulatory permission or approvals or consents including the statutory licenses, permissions or approval, or consents required to carry on the operations of TRANSFEROR COMPANIES shall vest in and become available to DHDL pursuant to the Scheme.

(b) The tax deducted at source (TDS) / advance tax paid by the TRANSFEROR COMPANIES under the provisions of the Income Tax Act, 1961 shall be deemed to be the tax

For Kairav Real Estate Pvt. Ltd.

Director

For Samali Builders & Developers Private Limited

Director/Auth. Signatory

For DLF SEE Developers Ltd.

Director

For Solid Buildcon Private Limited

Director

For Janya Estate Developers Pvt. Ltd.

Director

For DLF Infra Holdings Limited

For DLF Homes Durgam Private Limited

For Caressa Builders & Constructions Pvt. Ltd.

For Anjali Builders & Developers Pvt. Ltd.

For DLF Home Developers Limited

Authorized Signatory

For DLF Land Ltd.

Director

For DLF Housing and Construction Ltd.

DLF Premium Homes Private Ltd.

For Calantha Builders & Developers Pvt. Ltd.

For DLF Commercial Developers Ltd.

Director

Director/Auth. Signatory

Director

Auth. Signatory

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High Court of Madras
Authorized Officer
Indian Evidence Act

deducted from / advance tax paid by and or the benefit of DHDL and credit for such TDS / advance tax shall be allowed to DHDL notwithstanding the certificates / challans for TDS / advance tax are in the name of the TRANSFEROR COMPANIES. Without the prejudice to any other rights available to DHDL under the provisions of Income Tax Act, 1961, DHDL shall after the Scheme becomes effective be entitled to revise the income tax returns, if any, filed by it or DHDL in respect of the any previous year, notwithstanding that the time prescribed for such revision may have elapsed.

2.4 The TRANSFEROR COMPANIES shall give notice in such form as it may deem fit and proper to such party, debtor or depositor that pursuant to the Hon'ble High Court having sanctioned the Scheme of Arrangement between the TRANSFEROR COMPANIES and DHDL under Sections 391 to 394 of the Act, the said debt, loan or advance relating to the TRANSFEROR COMPANIES be paid or made good to or held on account of DHDL as the person entitled thereto and the right of the TRANSFEROR COMPANIES to recover or realize the same stand vested accordingly.

2.5 DHDL shall give notice in such form as it may deem fit and proper, to each party, debtor or depositor as the case may be, that pursuant to the Hon'ble High Court having sanctioned the arrangement between the TRANSFEROR COMPANIES and DHDL under Sections 391 to 394 of the Act, the said debt, loan, advance, be paid or made good or held on account of DHDL as the person entitled thereto to the end and intent that the right of the TRANSFEROR COMPANIES to recover or realize the same stands extinguished and that appropriate entry should be passed in their respective books to record the aforesaid changes.

For Kairav Real Estate Pvt. Ltd.

Director

For DLF SEZ Developers Ltd.

Director

For Samell Builders & Developers Private Limited

Director/Auth. Signatory

For Solid Buildcon Private Limited

Director

For Janya Estate Developers Pvt. Ltd.

Director

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Examiner Judicial Department
High Court of Delhi
Authorized Under
Indian Evidence Act, 1908

For DLF Infra Holdings Limited

Director

For DLF Land Ltd.

For DLF Housing and Construction Ltd.

Director

For Carezza Builders & Developers Pvt. Ltd.

Director

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

For Anjali Builders & Developers Pvt. Ltd.

Director

For Calantha Builders & Developers Pvt. Ltd.

Director

For DLF Home Developers Limited

Authorized Signatory

For DLF Commercial Developers Ltd.

Auth. Signatory

2.6

With effect from the Appointed Date, all debts, duties, liabilities and obligations of every kind, nature and description forming part of the Undertaking of the TRANSFEROR COMPANIES as on the Appointed Date as appearing / disclosed in the Books of Accounts of the TRANSFEROR COMPANIES, (whether or not provided or accounted for in the Books of Accounts of the TRANSFEROR COMPANIES), and long term loans, to the extent agreed to between the parties, shall also under the provisions of Sections 391 to 394 of the Act and pursuant to the orders of the Hon'ble High Court become the debts, liabilities and obligations and long term liabilities of DHDL and DHDL undertakes to meet, discharge and satisfy the same to the exclusion of the TRANSFEROR COMPANIES including liability for bonus for the period up to the Appointed Date to the extent not provided in the books.

For DLF Homes Durgapur Private Limited DLF Infra Holdings Limited

Director
Director/ Auth. Signatory

For DLF Land Ltd.

Director

For DLF Housing and Construction Ltd.

Director

2.7

DHDL undertakes to deal with and discharge the liabilities stated hereof, which are vested in DHDL and keep the TRANSFEROR COMPANIES indemnified from and against all debts, duties, liabilities and obligations as also actions, claims and demands in respect thereof. In the event any such liability is required to be met and paid by the TRANSFEROR COMPANIES, the TRANSFEROR COMPANIES undertakes to deal with all proceeds in respect thereof in consultation with and as per advice of DHDL and to the account of DHDL.

For Caressa Builders & Constructions Pvt. Ltd.

Director

For DLF Premium Homes Private Ltd.

Director/ Auth. Signatory

2.8

All legal or other proceedings (hereinafter called "the proceedings") by or against the TRANSFEROR COMPANIES whether pending on the Effective Date on any matter arising before the Appointed Date (including those relating to any pending licenses, issues, property(ies), right, power, liability, obligation or duty / duties of the TRANSFEROR COMPANIES shall be continued and enforced by or against DHDL and at the cost of DHDL.

For Anjali Builders & Developers Pvt. Ltd.

Director

For Calcutta Builders & Developers Pvt. Ltd.

Director

For Kairav Real Estate Pvt. Ltd.
Director

For DLF SEZ Developers Ltd.
Director

For Samal Builders & Developers Private Limited
Director/ Auth. Signatory

For Solid Buildcon Private Limited
Director

For Janya Estate Developers Pvt. Ltd.
Director

For DLF Home Developers Limited

Authorised Signatory

For DLF Commercial Developers Ltd.

Auth. Signatory

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Examiner, Judicial Department
High Court of Judicature
Authorised Under Section 70
Indian Evidence Act

2.9 If any suit, appeal or other proceedings of whatever nature, by or against the TRANSFEROR COMPANIES be pending, the same shall not abate, 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 said proceedings may be continued, prosecuted and enforced by or against DHDL as if this Scheme had not been made.

2.10 Subject to the provisions contained in the Scheme, all contracts, deeds, bonds, agreements, instruments, writings and benefits of whatsoever nature to which the TRANSFEROR COMPANIES is a party and subject to such changes and variations in the terms, conditions and provisions thereof as may be mutually agreed to between DHDL and other parties thereto, subsisting or having effect immediately before the Effective Date, shall remain in full force and effect in favour of and may be enforced by and/or against DHDL as fully and effectively as if DHDL was party thereto instead of the TRANSFEROR COMPANIES.

2.11 The transfer and vesting of the properties and liabilities and continuance of the proceedings by DHDL and / or the contracts, etc as aforesaid shall not affect any transactions or proceedings already concluded by the TRANSFEROR COMPANIES in the ordinary course of business on and after the Appointed Date to the end and intent that DHDL accept on behalf of itself all acts, deeds and things done lawfully and executed by the TRANSFEROR COMPANIES in the ordinary course of business.

2.12 (a) Since, each of the permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorizations in respect of the TRANSFEROR COMPANIES shall stand transferred by the order of the Hon'ble High Court to DHDL, DHDL shall file the relevant intimations, for the record of the statutory

For Kairav Real Estate Pvt. Ltd.

For DLF SEZ Developers Ltd.

For Samal Builders & Developers Private Limited

For Solid Buildcon Private Limited

For Janya Estate Developers Pvt. Ltd.

DLF Infra Holdings Limited

For DLF Homes Development Private Limited

For Carossa Builders & Constructors Pvt. Ltd.

For Anjali Builders & Developers Pvt. Ltd.

For DLF Home Developers Limited

Director

For DLF Land Ltd.

Director

Director

Director

Authorised Signatory

For DLF Housing and Construction Ltd.

DLF Premium Homes Private Ltd.

For Calcutta Builders & Developers Pvt. Ltd.

For DLF Commercial Developers Ltd.

Director/Auth. Signatory

Director

Auth. Signatory

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Authorised to
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authorities who shall take them on file, pursuant to the vesting orders of the sanctioning courts.

- (b) Without prejudice to generality of the aforesaid, any concessional / statutory forms under the respective Central / State sales / work contract tax / lease tax laws issued / received by the TRANSFEROR COMPANIES, for the period commencing from Appointed Date shall be deemed to be issued / received in the name of DHDL and benefit of such forms, shall be allowable to DHDL in the same manner and to the same extent as would have been available to the TRANSFEROR COMPANIES.

2.13 On the coming into effect of the Scheme:

- (a) All motor vehicles of any nature whatsoever comprised in or relatable in respect of the TRANSFEROR COMPANIES shall vest in DHDL and appropriate Governmental and Registration Authorities shall mutate and register the said vehicles in the name of DHDL.
- (b) All patents, trademarks, copyrights and other intellectual property rights registered with the authorities concerned or applications submitted at any time on or before the Effective Date in respect of the TRANSFEROR COMPANIES shall stand transferred and vested in the name of DHDL without any further act or deed. DHDL however shall after the scheme becoming effective file the relevant intimation with the concerned statutory authority(ies) who shall take them on record pursuant to vesting orders of the sanctioning authority.

2.14 With effect from the Appointed Date and up to and including the Effective Date:

- (a) The TRANSFEROR COMPANIES shall be deemed to have been carrying on or to be carrying on all business and

For Kairav Real Estate Pvt. Ltd.
Director

For DLF SEZ Developers Ltd.
Director

For Samad Builders & Developers Private Limited
Director/ Auth. Signatory

For Solid Buildcon Private Limited
Director

For Janya Estate Developers Pvt. Ltd.
Director

For DLF Home Developers Limited
Authorised Signatory

For DLF Commercial Developers Ltd.
Auth. Signatory

For Anjali Builders & Developers Pvt. Ltd.
Director

For Calantha Builders & Developers Pvt. Ltd.
Director

For Carossa Builders & Constructions Pvt. Ltd.
Director

For DLF Premium Homes Private Ltd.
Director/ Auth. Signatory

For DLF Homes Durgam Private Limited
Director/ Auth. Signatory

For DLF Housing and Construction Ltd.
Director

For DLF Land Ltd.
Director

For DLF Infra Holdings Limited
Director

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High Court of Punjab
at Lahore, Punjab, India
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activities relating to the TRANSFEROR COMPANIES and stand possessed of the properties so to be vested in DHDL for and on account of and in trust of DHDL.

- (b) All profits accruing to the TRANSFEROR COMPANIES or losses arising or incurred by it relating to the TRANSFEROR COMPANIES shall for all purposes, be treated as the profits or losses, as the case may be of DHDL.

2.15 The TRANSFEROR COMPANIES hereby undertakes from the Appointed Date up to and including the Effective Date:

- (a) To carry on business of The TRANSFEROR COMPANIES in the ordinary course of business and not (without the prior written consent of DHDL) to alienate, charge or otherwise deal with or dispose off the TRANSFEROR COMPANIES or any part thereof except in the usual course of business; and
- (b) Not to utilize the profits, if any, relating to the TRANSFEROR COMPANIES for the purpose of declaring or paying any dividend in respect of the period falling on and after the Appointed Date except with the consent of Board of Directors of DHDL.

2.16 (a) DHDL undertake to engage, on and from the Effective Date, all the employees of the TRANSFEROR COMPANIES on the same terms and conditions on which they are engaged as on the Effective Date by the TRANSFEROR COMPANIES without any interruption of service as a result of the transfer. DHDL agrees that the services of all such employees with the TRANSFEROR COMPANIES up to the Effective Date shall be taken into account for the purposes of all benefits to which the said

For Kairav Real Estate Pvt. Ltd.

Director

For Samali Builders & Developers Private Limited

Director/Auth. Signatory

For DLF SEZ Developers Ltd.

Director

For Solid Buildcon Private Limited

Director

For Janya Estate Developers Pvt. Ltd.

Director

For DLF Infra Holdings Limited

Director

For DLF Land Ltd.

For DLF Homes Durgam Cheruvu Limited

Director/Auth. Signatory

For DLF Housing and Construction Ltd.

For Carossa Builders & Constructions Pvt. Ltd.

Director

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

For DLF Home Developers Limited

Director

Authorised Signatory

For Calantha Builders & Developers Pvt. Ltd.

For DLF Commercial Developers Ltd.

Director

Auth. Signatory

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Madras
Authorised
Indian Evidence Act

employees may be eligible, including for the purpose of payment of any bonus, retrenchment compensation, gratuity and other terminal / retirement benefits.

- (b) The accumulated balances, if any, standing to the credit of the employees and officers of the TRANSFEROR COMPANIES in the existing Provident Fund, Gratuity Fund and Superannuation Fund, of which they are members, will be transferred to such Provident Fund, Gratuity Fund and Superannuation Fund nominated by DHDL and / or such new Funds to be established and caused to be recognized by the concerned authorities by DHDL. Pending the transfer as aforesaid, the Provident Fund, Gratuity Fund and Superannuation Fund dues to the said employees and Officers of the TRANSFEROR COMPANIES would be continued to be deposited in the existing Provident, Gratuity and Superannuation Funds respectively. This shall be binding on the Managers of such funds, if any.

- 2.17 Upon the Scheme becoming effective and on the amalgamation, transfer and vesting of undertakings of the TRANSFEROR COMPANIES to DHDL, existing charges on the assets of the TRANSFEROR COMPANIES shall continue in favour of the Bankers and Financial Institutions, if any, as may be modified, readjusted apportioned and reallocated by them between the TRANSFEROR COMPANIES and DHDL and the TRANSFEROR COMPANIES shall provide all assistance in getting the charges of the TRANSFEROR COMPANIES vacated.

Provided further that the Scheme shall not operate to enlarge the security for any loan, deposit or facility created or available to the TRANSFEROR COMPANIES which shall vest in DHDL by virtue of the amalgamation and DHDL shall not be obliged to

For Kairav Real Estate Pvt. Ltd.

Director

For Samali Builders & Developers Private Limited

Director/Auth. Signatory

For DLF SEZ Developers Ltd.

Director

For Solid Builders Private Limited

Director

For Janya Estate Developers Pvt. Ltd

Director

For DLF Home Developers Limited

Authorised Signatory

For DLF Commercial Developers Ltd.

Auth. Signatory

For Calantha Builders & Developers Pvt. Ltd.

Director

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

For DLF Housing and Construction Ltd.

Director

For DLF Land Ltd.

Director

For DLF Infra Holding Limited

Director

For DLF Homes Durgam Private Limited

Director/Auth. Signatory

For Carassa Builders & Constructors Pvt. Ltd.

Director

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1st Floor, Court of Peace
Authorised Under the
Judicial Department

create any further or additional security therefore after the amalgamation has become effective or otherwise.

2.18 Even after the Effective Date, DHDL shall be entitled to realize all money and complete and enforce all pending contracts and transactions in respect of the TRANSFEROR COMPANIES in the name of the TRANSFEROR COMPANIES in so far as may be necessary.

2.19 In terms of the Valuation Report dated 4th August, 2009 of M/s. Daver & Co., Chartered Accountants, New Delhi:

(a) On the merger of Transferor Company Nos. 1, 4, 6, 8, 10 and 12 into DHDL, the share capital of Transferor Companies as mentioned in this clause, being wholly owned subsidiaries of DHDL will be extinguished since all the shares of Transferor Company Nos. 1, 4, 6, 8, 10 and 12 are held by DHDL as their Holding Company. Since Transferor Company Nos. 1, 4, 6, 8, 10 and 12 are wholly owned subsidiaries of DHDL no shares will be issued by DHDL to the shareholders of Transferor Company Nos. 1, 4, 6, 8, 10 and 12 as a result of merger.

(b) Further, Transferor Company Nos. 7 and 13 are wholly owned subsidiaries of the Transferor Company Nos. 3 and 11, respectively. Therefore, the share capital and investments of all the above said companies shall also be set-off against each other and stand cancelled and extinguished.

2.20 (a) Upon the Scheme becoming effective, in consideration of the transfer to and vesting of the entire business and undertaking of the TRANSFEROR COMPANIES in terms of the Scheme and in terms of the Valuation Report dated 4th August, 2009 issued by M/s Daver & Co., Chartered Accountants, New Delhi, DHDL shall without any

For Kairav Real Estate Pvt. Ltd.

Director

For DLF SEZ Developers Ltd.

Director

For Samali Builders & Developers Private Limited

Director/Auth. Signatory

For Solid Buildcon Private Limited

Director

For Janya Estate Developers Pvt. Ltd.

Director

For Careesa Builders & Constructions Pvt. Ltd.

Director

For DLF Home Developers Limited

Authorised Signatory

For Anjali Builders & Developers Pvt. Ltd.

Director

For DLF Commercial Developers Ltd.

Auth. Signatory

For Calanthe Builders & Developers Pvt. Ltd.

Director

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

For DLF Housing and Construction Ltd.

Director

For DLF Land Ltd.

Director

For DLF Infra Holdings Limited

For DLF Homes Bangalore Private Limited

Director/Auth. Signatory

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High Court of Delhi
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Indian Evidence Act

application being made by the shareholders of TRANSFEROR COMPANIES issue and allot to the equity shareholders of the TRANSFEROR COMPANIES 1,65,849 (One Lac Sixty Five Thousand Eight Hundred and Forty Nine) fully paid up Equity Shares of Rs. 10/- (Rupees Ten Only) each in DHDL in following manner:

(i) DLF Limited - 1,64,599 (One Lac Sixty Four Thousand Five Hundred and Ninety Nine)

(ii) DLF Retail Developers Limited - 1,250 (One Thousand Two Hundred and Fifty)

(b) Upon the Scheme becoming effective, the shares or the share certificates of the TRANSFEROR COMPANIES in relation to the shares held by its Members shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled and be of no effect.

(c) Equity Shares so allotted by DHDL to the shareholders of the TRANSFEROR COMPANIES will in all respects rank pari-passu with the existing equity shares of DHDL for dividend, voting and other rights.

(d) In case any member's shareholding in the TRANSFEROR COMPANIES is such that such member becomes entitled to a fraction of one share of DHDL on such consolidation as mentioned in forgoing provisions of this Scheme, such fraction shall be rounded off to nearest one.

2.21 In accordance with the Company Petition No. 272 of 2009 pending approval before the Hon'ble Delhi High Court the following companies would be amalgamated with DHDL (Transferee Company) w.e.f. 1st April, 2008 as the Appointed Date:

(i) Irama Estates Private Limited

For Kairav Real Estate Pvt. Ltd.

Director

For DLF SEZ Developers Ltd.

Director

For Samali Builders & Developers Private Limited

Director/Auth. Signatory

For Solid Buildcon Private Limited

Director

For Janya Estate Developers Pvt. Ltd

Director

For DLF Infra Holdings Limited

Director

For DLF Land Ltd.

Director

For Caressa Builders & Constructors Pvt. Ltd.

Director

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

For Anjali Builders & Developers Pvt. Ltd.

For Columbia Builders & Developers Pvt. Ltd.

Director

For DLF Home Developers Limited

Authorised Signatory

For DLF Commercial Developers Ltd.

Auth. Signatory

Certified to be a true and correct copy of the original filed in the High Court of Delhi in the matter of the petition under the Companies Act, 1956.

- (ii) DLF Estates (Delhi) Private Limited (Formerly BES Buildcon Private Limited)

M/s. Daver & Co., Chartered Accountant, New Delhi have considered the effect of the aforesaid amalgamation while calculating the swap ratios for this Scheme.

- 2.22 Upon the Scheme becoming effective, the present Authorized Share Capital of THE TRANSFEROR COMPANIES shall be added to the present Authorized Share Capital of DHDL without any further action or deed, or the payment of any stamp duty / Registrar of Companies' fees and without compliance of the provisions of Section 94, 95 and 97 or any other applicable provision of the Companies Act, 1956. Consequently, Clause V of the Memorandum of Association of DHDL shall without any further action or deed shall stand altered, modified and amended accordingly without compliance of any provisions of the Companies Act, 1956.

2.23 **Dissolution of THE TRANSFEROR COMPANIES:**

Subject to the other provisions of this order, as from the appointed day:

- (a) TRANSFEROR COMPANIES shall be dissolved without winding up and no person shall make assert or take any claims, demands or proceeding against a director or officer thereof in his capacity as such director or officer except in so far be necessary for enforcing the provisions of this order; and
- (b) The right of every shareholder of either of the dissolved companies to or in respect of any share in either of the dissolved companies to or in respect of any share in either of them shall be extinguished and thereafter no such

For Kairav Real Estate Pvt. Ltd.

Director

For DLF SEZ Developers Ltd.

Director

For Samal Builders & Developers Private Limited

Director/Auth. Signatory

For Solid Buildcon Private Limited

Director

For Janya Estate Developers Pvt. Ltd.

Director

DLF Infra Holdings Limited

Director

For DLF Land Ltd.

Director

DLF Homes Durgam Private Limited

Director/Auth. Signatory

For DLF Housing and Construction

Director

For Carresa Builders & Constructions Pvt. Ltd.

Director

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

For DLF Home Developers Limited

Authorized Signatory

For Calanin Builders & Developers Pvt. Ltd.

Director

For DLF Commercial Developers Ltd.

Auth. Signatory

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Examiner Judicial Department
High Court of Delhi
Authorised by Section 74
Indian Evidence Act.

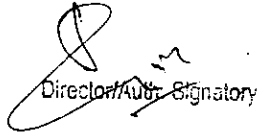
shareholder shall make, assert or take any claim, demands or proceedings in respect of any such share.

- (c) Upon the Scheme coming into effect, the Board of Directors or any Committee(s) thereof, of all the TRANSFEROR COMPANIES shall without any further act, instrument or deed be ceased to exist and shall stand dissolved.

For Kairav Real Estate Pvt. Ltd.


Director

For Samal Builders & Developers Private Limited


Director/Author. Signatory

For DLF SEZ Developers Ltd.


Director

For Solid Buildcon Private Limited


Director

For Janya Estate Developers Pvt. Ltd.


Director

For DLF Homes Bangalore Private Limited

For Caressa Builders & Constructors Pvt. Ltd.


Director

DLF Premium Homes Private Ltd.


Director/Author. Signatory

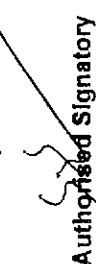
For Anjali Builders & Developers Pvt. Ltd.


Director

For Calantha Builders & Developers Pvt. Ltd.

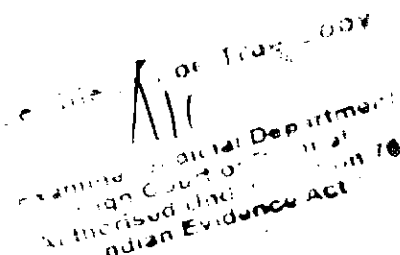
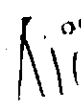

Director

For DLF Home Developers Limited


Authorised Signatory

For DLF Commercial Developers Ltd.


Auth. Signatory

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Examined by: 
High Court of Madras
Authorised Under Section 17
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PART- III

DEMERGER OF DEMERGED UNDERTAKING (DU) INTO DHDL

3.1 With effect from the Appointed Date and subject to the provisions of the Scheme, including in relation to the mode of transfer / vesting, the entire business including all movable and immovable properties tangible and intangible properties, assets, buildings, offices, investments of all kinds (including shares, scrip, stocks, bonds, debentures, debenture stocks units or pass through certificates), lease and hire purchase contracts, licensing, arrangements, lending contracts, benefits of any security, arrangements, revisions, powers, authorities, allotments, approvals, consents, licenses, registrations, contracts, agreements, engagements, arrangements of all kind, rights, titles, interests, benefits, easements and privileges of whatsoever nature and wherever situated belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the DU whether accrued or to accrue after the appointed date including but without being limited to patents, trademarks, copyrights and other intellectual property rights of any nature whatsoever, permits, approvals, authorization, right to use the telephones, telexes, facsimile, connections, and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of all agreements and all other interest (hereinafter referred to as "said Assets") shall be and stand vested in and / or be deemed to be and stand vested in the DHDL as a going concern pursuant to the provisions of Section 394 of the said Act, so as to become on and from the Appointed Date, the assets, rights, title and interests of DHDL.

3.2 Without prejudice to clause 3.1 above, in respect of such of the said Assets of the DU as are movable in nature or incorporeal property including investments of all kinds (including shares, scrip, stocks, bonds, debentures, debenture stocks units or pass

For Kairav Real Estate Pvt. Ltd.

Director

For Samal Builders & Developers Private Limited

Director/Auth. Signatory

For DLF SEZ Developers Ltd.

Director

For Solid Buildcon Private Limited

Director

For Janya Estate Developers Pvt. Ltd.

Director

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Examiner Judicial D.
High Court of
Authorised Under
Indian Evidence

For DLF Home Developers Limited

Authorised Signatory

For DLF Commercial Developers Ltd.

Auth. Signatory

For Anjali Builders & Developers Pvt. Ltd.

Director

For Carressa Builders & Constructors Pvt. Ltd.

Director

For Calantha Builders & Developers Pvt. Ltd.

Director

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

For DLF Homes Durgapur Private Limited

Director/Auth. Signatory

For DLF Housing and Construction Ltd.

Director

For DLF Land Ltd.

Director

DLF Infra Holdings Limited

Director

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through certificates), or are otherwise capable of transfer by manual delivery or by endorsement and delivery, the same may be so transferred to DHDL and shall upon such transfer become the property as an integral part of DHDL. In respect of such of the said Assets other than those referred hereinabove, the same shall, without any further act, instruments or deed, be transferred and vested in and / or be deemed to be transferred to and vested in DHDL pursuant to an order being made thereof under Section 394 of the Act.

- 3.3 (a) Notwithstanding the generality of clause above, with effect from the Appointed Date and upon the Scheme becoming effective, all statutory licenses, permissions, approvals or consents issued in the name of the DU shall stand vested in or transferred to DHDL without any further act or deed, and shall be appropriately transferred / endorsed / mutated by the authorities concerned therewith in favour of DHDL. The benefits of all statutory and regulatory permission or approvals or consents including the statutory licenses, permissions or approval, or consents required to carry on the operations of DU shall vest in and become available to DHDL pursuant to the Scheme.
- (b) The tax deducted at source (TDS) / advance tax paid by DCDL in respect of DU under the provisions of the Income Tax Act, 1961 shall be deemed to be the tax deducted from/ advance tax paid by and or the benefit of DHDL and credit for such TDS / advance tax shall be allowed to DHDL notwithstanding the certificates / challans for TDS / advance tax are in the name of DCDL. Without prejudice to any other rights available to DHDL under the provisions of Income Tax Act, 1961, DHDL shall after the Scheme becomes effective be entitled to revise the income tax returns, if any, filed by it or DHDL in respect of any

For Kairav Real Estate Pvt. Ltd.

Director

For Sarnal Builders & Developers Private Limited

Director/ Auth. Signatory

For DLF SEZ Developers Ltd.

Director

For Solid Buildcon Private Limited

Director

For Janya Estate Developers Pvt. Ltd.

Director

For DLF Home Developers Limited

Authorised Signatory

For Anjali Builders & Developers Pvt. Ltd.

Director

For Carossa Builders & Constructions Pvt. Ltd.

Director

For DLF Homes Durgam Private Limited

Director/ Auth. Signatory

DLF Infra Holdings Limited

Director

For Calandina Builders & Developers Pvt. Ltd.

Director

DLF Premium Homes Private Ltd.

Director/ Auth. Signatory

For DLF Housing and Construction Ltd.

Director

For DLF Land Ltd.

Director

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High Court of India
Indian Evidence Act

previous year or thereafter, notwithstanding that the time prescribed for such revision may have elapsed.

3.4 DCDL shall give notice in such form as it may deem fit and proper to such party, debtor or depositor that pursuant to the Hon'ble High Court having sanctioned the arrangement between DCDL and DHDL under Sections 391 to 394 of the Act, the said debt, loan or advance relating to the DU be paid or made good to or held on account of DHDL as the person entitled thereto and the right of DCDL to recover or realize the same shall stand vested accordingly.

3.5 DHDL shall give notice in such form as it may deem fit and proper, to each party, debtor or depositor as the case may be, relating to the DU that pursuant to the Hon'ble High Court having sanctioned the arrangement between DCDL and DHDL under Sections 391 to 394 of the Act, the said debt, loan, advance, be paid or made good or held on account of DHDL has the person entitled thereto to the end and intent that the right of DCDL to recover or realize the same stands extinguished and that appropriate entry should be passed in their respective books to record the aforesaid changes.

3.6 With effect from the Appointed Date, all debts, duties, liabilities and obligations of DCDL pertaining to and/or arising out of the said DU as on the Appointed Date as appearing / disclosed in the Books of Accounts of DCDL, (whether or not provided or accounted for in the Books of Accounts of DCDL), and long term loans, to the extent agreed to between the parties, shall also under the provisions of Sections 391 to 394 of the Act and pursuant to the orders of the Hon'ble High Court become the debts, liabilities and obligations and long term liabilities of DHDL and DHDL undertakes to meet, discharge and satisfy the same to the exclusion of DCDL including liability for bonus for the period upto the Appointed Date to the extent not provided in the books.

For Kairav Real Estate Pvt. Ltd.

Director

For Sansi Golf Inn & Development Private Limited

Director/Author. Signatory

For DLF SEZ Developers Ltd.

Director

For Solid Buildcon Private Limited

Director

For Janya Estate Developers Pvt. Ltd.

Director

For DLF Home Developers Limited

Authorised Signatory

For DLF Commercial Developers Ltd.

Auth. Signatory

For Anjali Builders & Developers Pvt. Ltd

Director

For Celanitia Builders & Developers Pvt. Ltd.

Director

DLF Premium Homes Private Ltd.

Director/Author. Signatory

For Carossa Builders & Constructions Pvt. Ltd.

Director

For DLF Housing and Construction Ltd.

Director

For DLF Land Ltd.

DLF Infra Holdings Limited

Director

Director

18/11/20

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3.7

DHDL undertakes to deal with and discharge the liabilities stated hereof, which are vested in DHDL and keep DCDL indemnified from and against all debts, duties, liabilities and obligations as also actions, claims and demands in respect thereof. In the event any such liability is required to be met and paid by DCDL, DCDL undertakes to deal with all proceeds in respect thereof in consultation with and as per advice of DHDL and to the account of DHDL.

For DHDL Infra Holding Limited

Director

For DLF Land Ltd.

Director

3.8

All legal or other proceedings (hereinafter called "the proceedings") by or against DCDL whether pending on the Effective Date on any matter arising before the Appointed Date and relating to the DU (including those relating to any pending licenses, issues, property, right, power, liability, obligation or duty/duties of DCDL) in respect of DU shall be continued and enforced by or against DHDL and at the cost of DHDL.

For DHDL Housing and Construction Ltd.

Director

For DLF Housing and Construction Ltd.

Director

3.9

If any suit, appeal or other proceedings of whatever nature relating to the DU by or against DCDL be pending, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the DU of DCDL or of anything contained in this Scheme but the said proceedings may be continued, prosecuted and enforced by or against DHDL as if this Scheme had not been made.

For Caresea Builders & Constructors Pvt. Ltd.

Director

For DLF Premium Homes Private Ltd.

Director/Author. Signatory

3.10

Subject to the provisions contained in the Scheme, all contracts, deeds, bonds, agreements, instruments and writings and benefits of whatsoever nature to which DCDL is a party and subject to such changes and variations in the terms, conditions and provisions thereof as may be mutually agreed to between DHDL and other parties thereto, subsisting or having effect immediately before the Effective Date, shall remain in full force and effect in favour of and may be enforced by and/or against DHDL as fully and effectively as if DHDL was party thereto instead of DCDL.

For Anjali Builders & Developers Pvt. Ltd

Director

For Calantia Builders & Developers Pvt. Ltd.

Director

For Kairav Real Estate Pvt. Ltd.

Director

For DLF SEZ Developers Ltd.

Director

For Samelli Builders & Developers Private Limited

Director/Author. Signatory

For Solid Buildcon Private Limited

Director

For Janya Estate Developers Pvt. Ltd.

Director

For DLF Home Developers Limited

Authorised Signatory

For DLF Commercial Developers Ltd.

Auth. Signatory

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High Court of Delhi
Authorised Under S. 17
Indian Evidence Act

3.11 The transfer and vesting of the properties and liabilities and the continuance of the proceedings by DHDL and / or the contracts, etc. as aforesaid shall not affect any transactions or proceedings already concluded by DCDL in the ordinary course of business on and after the Appointed Date to the end and intent that DHDL accepts on behalf of itself all acts, deeds and things done lawfully and executed by DCDL in the ordinary course of business.

3.12 With effect from the Appointed Date and upto and including the Effective Date:

- (a) DCDL shall be deemed to have been carrying on or to be carrying on all business and activities relating to DU and stand possessed of the properties so to be vested in DHDL for and on account of and in trust of DHDL.
- (b) All profits accruing to DCDL or losses arising or incurred by it relating to DU shall for all purposes, be treated as the profits or losses, as the case may be of DHDL.
- (c) All investment made in form of shares / debentures / bonds/warrants or any other instrument and or loan whether secured or unsecured whether in Indian currency or foreign currency taken or to be taken for the purpose of DU shall be transferred to DHDL on scheme being effective.

3.13 DCDL hereby undertakes from the Appointed Date upto and including the Effective Date:

- (a) To carry on business of the DU in the ordinary course of business and not (without the prior written consent of 'DHDL') to alienate, charge or otherwise deal with or dispose off the DU or any part thereof except in the usual course of business; and

For Kairav Real Estate Pvt. Ltd.

Director

For Samali Builders & Developers Private Limited

Director/Auth. Signatory

For DLF SEZ Developers Ltd.

Director

For Solid Builders Pvt. Ltd.

Director

For Janya Estate Developers Pvt. Ltd.

Director

For DLF Land Ltd.

Director

For DLF Land Ltd.

For DLF Housing and Construction Ltd.

Director/Auth. Signatory

For DLF Housing and Construction Ltd.

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

For Carressa Builders & Constructions Pvt. Ltd.

Director

For Anjali Builders & Developers Pvt. Ltd.

Director

For Calantha Builders & Developers Pvt. Ltd.

Director

For DLF Home Developers Limited

Authorised Signatory

For DLF Commercial Developers Ltd.

Auth. Signatory

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Indian Evidence Act

- (b) Not to utilize the profits, if any, relating to the DU for the purpose of declaring or paying any dividend in respect of the period falling on and after the Appointed Date except with the consent of Board of Directors of DHDL.

- 3.14 (a) DHDL undertakes to engage, on and from the Effective Date, all the employees of DCDL engaged in the DU on the same terms and conditions on which they are engaged as on the Effective Date by DCDL without any interruption of service as a result of the transfer. DHDL agrees that the services of all such employees with DCDL up to the Effective Date shall be taken into account for the purposes of all benefits to which the said employees may be eligible, including for the purpose of payment of any bonus, retrenchment compensation, gratuity and other terminal / retirement benefits.

- (b) The accumulated balances, if any, standing to the credit of the employees and officers of the DU in the existing Provident Fund, Gratuity Fund and Superannuation Fund, of which they are members, will be transferred to such Provident Fund, Gratuity Fund and Superannuation Fund nominated by DHDL and/or such new Funds to be established and caused to be recognized by the concerned authorities by DHDL pending the transfer as aforesaid, the Provident Fund, Gratuity Fund and Superannuation Fund dues to the said employees and Officers of the DU would be continued to be deposited in the existing Provident, Gratuity and Superannuation Funds respectively. This shall be binding on the Managers of such funds, if any.

- (c) DHDL undertakes to pay, discharge and satisfy all debts, liabilities, duties and obligations of DCDL relating to the DU as appearing/disclosed in the Books of accounts of

For Kairav Real Estate Pvt. Ltd.
Director

For DLF SEZ Developers Ltd.
Director

For Samali Builders & Developers Private Limited
Director/Auth. Signatory

For Solid Buildcon Private Limited
Director

For Janya Estate Developers Pvt. Ltd.
Director

For DLF Infra Holdings Limited
Director

For DLF Homes Bangalore Private Limited
Director

For Carossa Builders & Constructors Pvt. Ltd.
Director

For DLF Home Developers Limited
Director

Authorized Signatory

184281

For DLF Land Ltd.
Director

For DLF Housing and Construction Ltd.
Director

For DLF Premium Homes Private Ltd.
Director

Director/Auth. Signatory

Auth. Signatory

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DCDL and all loans as agreed to and interest thereon as on the Appointed Date.

- (d) Notwithstanding anything contained in the Scheme, if there are any common liabilities or loans raised and where the funds have been used for all divisions the same shall be allocated between the divisions/businesses in terms of the de-merger provisions of the Income Tax Act.

3.15 Upon the Scheme becoming effective and on the de-merger, transfer and vesting of DU to DHDL, existing charges on the assets of the DU shall continue in favour of the Bankers and Financial Institutions, if any, as may be modified, readjusted apportioned and reallocated by them between DCDL and DHDL and DCDL shall provide all assistance in getting the charges of the DU vacated. The Bankers/ Financial Institutions shall have a charge only on the assets of the respective undertaking financed by them and release the charge, if any on the assets of the undertaking not financed by them. Provided further that the Scheme shall not operate to enlarge the security for any loan, deposit or facility created or available to DCDL which shall vest in DHDL by virtue of the De-merger and DHDL shall not be obliged to create any further or additional security therefor after the De-merger has become effective or otherwise.

3.16 Even after the Effective Date, DHDL shall be entitled to realize all money and complete and enforce all pending contracts and transactions in respect of the DU in the name of DCDL in so far as may be necessary.

3.17 Upon the coming into effect of this Scheme, and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature to which the DU DCDL is a party or to the benefit of which the DU may be eligible, and which are subsisting on the Effective Date, shall be in

For Kairav Real Estate Pvt. Ltd.

Director

For Samali Builders & Developers Private Limited

Director/Auth. Signatory

For DLF SEZ Developers Ltd.

Director

For Solid Buildcon Private Limited

Director

For Janya Estate Developers Pvt. Ltd.

Director

For DLF Infra Holdings Limited

Director

For DLF Land Ltd.

Director

For DLF Homes Durgam Private Limited

Director/Auth. Signatory

For DLF Housing and Construction Ltd.

Director

For Caressa Builders & Constructions Pvt. Ltd.

Director

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

For Anjali Builders & Developers Pvt. Ltd.

Director

For Calantha Builders & Developers Pvt. Ltd.

Director

For DLF Home Developers Limited

Authorised Signatory

For DLF Commercial Developers Ltd.

Auth. Signatory

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full force and effect against or in favour of DHDL as the case may be and may be enforced as fully and effectually as if, instead of DCDL, DHDL had been a party or beneficiary or oblige thereto. DHDL shall wherever necessary enter into and/or issue and or execute deeds, writings or confirmations, enter into any arrangements, confirmations or novations to which DCDL is a party in order to give formal effect to the provisions of this clause.

- 3.18 (a) Since, each of the permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorizations in respect of the DU in the name of DCDL shall stand transferred by the order of the Hon'ble High Court to DHDL, DHDL shall file the relevant intimations, for the record of the statutory authorities who shall take them on file, pursuant to the vesting orders of the sanctioning courts.
- (b) Without prejudice to generality of the aforesaid, any concessional / statutory forms under the respective Central / State sales / work contract tax/ lease tax laws issued / received by DCDL in respect of the DU, for the period commencing from Appointed Date shall be deemed to be issued / received in the name of DHDL and benefit of such forms, shall be allowable to DHDL in the same manner and to the same extend as would have been available in respect of the DU in the name of DCDL.

3.19 On the coming into effect of the Scheme:

- (a) All motor vehicles of any nature whatsoever comprised in or relatable in respect of the DU in the name of DCDL shall vest in DHDL and appropriate Governmental and Registration Authorities shall mutate and register the said vehicles in the name of DHDL.

For Kairav Real Estate Pvt. Ltd.

Director

For DLF SEZ Developers Ltd.

Director

For Samali Builders & Developers Private Limited

Director/Auth. Signatory

For Solid Buildcon Private Limited

Director

For Janya Estate Developers Pvt. Ltd.

Director

For DLF Infra Holdings Limited

Director

For DLF Land Ltd.

Director

For DLF Homes Bangalore Private Limited

Director/Auth. Signatory

For DLF Housing and Construction Ltd.

Director

For Carossa Builders & Constructions Pvt. Ltd.

Director

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

For Anjali Builders & Developers Pvt. Ltd.

Director

For Calantha Builders & Developers Pvt. Ltd.

Director

For DLF Home Developers Limited

Authorized Signatory

For DLF Commercial Developers Ltd.

Auth. Signatory

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Indian Evidence Act

(b) All patents, trademarks, copyrights and other intellectual property rights registered with the authorities concerned or applications submitted at any time on or before the Effective Date in respect of the DU by DCDL shall stand transferred and vested in the name of DHDL without any further act or deed. DHDL however shall after the scheme becoming effective file the relevant intimation with the concerned statutory authority(ies) who shall take them on record pursuant to vesting orders of the sanctioning authority.

3.20 Upon Scheme coming into effect and in consideration for the demerger of the DU, including the transfer and vesting thereof in DHDL pursuant to this part of the Scheme and in terms of the Valuation Report dated 4th August, 2009 issued by M/s. Daver & Co., Chartered Accountants, New Delhi, DHDL shall, without any further act or deed and without any further payment, issue and allot to the members of DCDL, fully paid up 2,35,52,620 (Two Crores Thirty Five Lacs Fifty Two Thousand Six Hundred and Twenty) Equity Shares of Rs.10/- (Rupees Ten) each in DHDL.

3.21 In case any member's shareholding in DCDL is such that such member becomes entitled to a fraction of one share of DCDL on such consolidation as mentioned in forgoing provisions of this Scheme, such fraction shall be rounded off to nearest one.

3.22 With effect from the appointed date and as an integral part of the Scheme and in terms of the Valuation Report dated 4th August, 2009 issued by M/s. Daver & Co., Chartered Accountants, New Delhi, and upon coming into effect of this Scheme, out of the Issued, Subscribed and Paid up Share Capital of DCDL of Rs. 40,00,000/- (Rupees Forty Lacs Only) comprising of 4,00,000 (Four Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, Rs. 19,85,000/- (Rupees Nineteen Lacs Eighty Five Thousand Only) comprising of 1,98,500 (One Lac Ninety Eight Thousand Five Hundred) Equity Shares of Rs. 10/- (Rupees Ten Only) each

For Kairav Real Estate Pvt. Ltd.

Director

For Samali Builders & Developers Private Limited

Director/Auth. Signatory

For DLF SEZ Developers Ltd.

Director

For Solid Buildcon Private Limited

Director

For Janya Estate Developers Pvt. Ltd.

Director

For DLF Infra Holdings Limited

Director

For DLF Land Ltd.

Director

For Carressa Builders & Constructions Pvt. Ltd.

Director

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

For DLF Home Developers Limited

Authorized Signatory

For Calantha Builders & Developers Pvt. Ltd.

Director

For DLF Commercial Developers Ltd.

Auth. Signatory

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pertaining to the Non - SEZ Undertaking of DCDL shall be reduced and a separate procedure for reduction of Issued, Subscribed and Paid up Share Capital under Section 100-105 of the Act would not be necessary and the balance amount of Issued, Subscribed and Paid up Share Capital, i.e. Rs. 20,15,000/- shall remain with DCDL (SEZ Undertaking).

3.23 Notwithstanding the reduction of capital of the DCDL under the provisions of the Scheme, DCDL shall not be required to add "And Reduced" as suffix to its name and the Order of the Hon'ble High Court sanctioning the Scheme shall be deemed to be an Order under Section 102 of the Act.

3.24 Upon the Scheme becoming effective, the Authorized Share Capital of DCDL consisting of SEZ Undertaking shall not be changed, altered or reduced in any manner and shall continue with the then Authorized Share Capital on the effective date. Accordingly, Clause V of the Memorandum of Association of DCDL shall be read and understood.

3.25 In accordance with the Company Petition No. 193 of 2009 pending approval before the Hon'ble Delhi High Court the following companies would be amalgamated with DCDL w.e.f. 1st April, 2008 as the Appointed Date:

- (i) DLF Info City Developers (Hyderabad) Limited
- (ii) DLF Info City Developers (Bangalore) Limited
- (iii) Grandbay Estate Developers Limited
- (iv) Sunbreeze Estate Developers Limited

For Kairav Real Estate Pvt. Ltd.

For DLF SEZ Developers Ltd.

Director

Director

For Samail Builders & Developers Private Limited.

For Solid Buildcon Private Limited

Director/Auth. Signatory

Director

For Janya Estate Developers Pvt. Ltd.

Director

For DLF Home Developers Limited

Authorised Signatory

For DLF Commercial Developers Ltd.

Auth. Signatory

For Calantha Builders & Developers Pvt. Ltd.

Director

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

DLF Housing and Construction Ltd.

Director

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Director

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Director

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- (v) Belmont Estate Developers Limited
- (vi) Venezia Estate Developers Limited
- (vii) DLF Green Power Private Limited

M/s. Daver & Co., Chartered Accountant, New Delhi have considered the effect of the aforesaid amalgamation while calculating the swap ratios for this Scheme.

3.26 Save and except as expressly provided in this Scheme nothing contained in this Scheme for demerger of DU of DCDL into DHDL shall affect the rest of the assets, liabilities and business of DCDL which shall continue to belong to and be vested in and be managed by DCDL.

For Kairav Real Estate Pvt. Ltd.

[Signature]
Director

For DLF SEZ Developers Ltd.

[Signature]
Director

For Samoli Builders & Developers Private Limited

[Signature]
Director/Auth. Signatory

For Solid Buildcon Private Limited

[Signature]
Director

For Janya Estate Developers Pvt. Ltd.

[Signature]
Director

For DLF Infra Holding's Limited
[Signature]
Director

189
For DLF Infra Ltd.
[Signature]
Director

For Carassa Builders & Constructions Pvt. Ltd.
[Signature]
Director

For DLF Housing and Construction Ltd.
[Signature]
Director

DLF Premium Homes Private Ltd.
[Signature]
Director/Auth. Signatory

For Anjali Builders & Developers Pvt. Ltd.
[Signature]
Director

For Calantha Builders & Developers Pvt. Ltd.
[Signature]
Director

For DLF Home Developers Limited
[Signature]
Authorised Signatory

For DLF Commercial Developers Ltd.
[Signature]
Auth. Signatory

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High Court of Delhi
Authorised Officer Section 48
Indian Evidence Act

PART-IV

OTHER TERMS & CONDITIONS

4.1 Application to Hon'ble High Court:

DHDL, DCDL and the TRANSFEROR COMPANIES shall with all reasonable dispatch make applications / petitions to the Hon'ble High Court under Section 391 and 394 and other applicable provisions of the Act for sanctioning the Scheme of Arrangement and for dissolution of the TRANSFEROR COMPANIES without winding up and for convening and seeking exemption to convene and to obtain all other approvals as may be required under law.

4.2 Modifications/ Amendments to the Scheme

(a) DHDL, DCDL and the TRANSFEROR COMPANIES by their respective Board of Directors either by themselves or by any other committee constituted by the Board of Directors in this behalf may make or assent from time to time on behalf of the company concerned to any extension, modification of this Scheme or any other conditions or limitation which the Court and / or any authorities / persons may deem fit to approve of or impose and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters, and things necessary for putting the Scheme into effect.

(b) For the purpose of giving effect to this Scheme or to any modification or amendments thereof the Board of Directors of DHDL, DCDL and the TRANSFEROR COMPANIES or any committee constituted by the Board of Directors of the respective companies in this behalf may give and is authorized to give all such directions as are necessary including directions for settling any question or doubt or difficulty that may arise.

For Kairav Real Estate Pvt. Ltd.
Director

For DLF SEZ Developers Ltd.
Director

For Samail Builders & Developers Private Limited
Director/Auth. Signatory

For Solid Builders Private Limited
Director

For Janya Estate Developers Pvt. Ltd.
Director

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Indian Evid

For DLF Infra Holdings Limited
Director

For DLF Land Ltd.
Director

For DLF Housing and Construction Ltd.
Director

For Carressa Builders & Constructions Pvt. Ltd.
Director

For DLF Premium Homes Private Ltd.
Director/Auth. Signatory

For Anjali Builders & Developers Pvt. Ltd.
Director

For Calantha Builders & Developers Pvt. Ltd.
Director

For DLF Home Developers Limited
Authorized Signatory

For DLF Commercial Developers Ltd.
Auth. Signatory

4.3

This Scheme is conditional on and subject to:

- The consent by the requisites majority of the shareholders, wherever applicable of DHDL / DCDL / TRANSFEROR COMPANIES.
- The sanctions of the Hon'ble High Court being obtained under section 391 and 394 and other applicable provisions of the said Act.
- The certified copies of the order of the Hon'ble High Court being filed with Registrar of Companies, NCT of Delhi & Haryana.

4.4 Effect of non-receipt of approvals/ sanctions:

In the event of any of the said sanction or approvals not being obtained and / or the Scheme not being sanctioned by the Hon'ble High Court or for any other reason the Scheme cannot be implemented by such date as may be agreed by the Board of Directors of the companies, party to the Scheme, this Scheme shall stand revoked and cancelled and become null and void and be of no effect. In that event, no rights and liabilities whatsoever, shall accrue to or be incurred to or be incurred *inter se* by the parties or their Shareholders or Creditors or employees or any other person. In such a case each Company shall bear its own cost, charges and expenses in connection with the Scheme, unless otherwise mutually agreed to between the Companies.

4.5 The opening Balance Sheet of DHDL shall constitute the restructured Balance Sheet of DHDL as on the Appointed Date.

4.6 Upon the Scheme becoming effective, the amount of balance(s) lying in the Profit and Loss Account as represented / shown in the Balance Sheet of all the Transferor Companies and the DU of

For Kairav Real Estate Pvt. Ltd.

For DLF SEZ Developers Ltd.

For Samali Builders & Developers Private Limited

For Solid Builders Private Limited

For Janya Estate Developers Pvt. Ltd.

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and the Board of Directors
Indian Evidence

DLF Infra Holdings Limited
Director

For DLF Land Ltd.
Director

DLF Housing and Construction Ltd.
Director

For Carossa Builders & Constructions Pvt. Ltd.
Director

DLF Premium Homes Private Ltd.
Director/Auth. Signatory

For Anjali Builders & Developers Pvt. Ltd.
Director

For Calantha Builders & Developers Pvt. Ltd.
Director

For DLF Home Developers Limited
Authorised Signatory

For DLF Commercial Developers Ltd.
Auth. Signatory

DCDL, shall be aggregated by DHDL with similar amounts lying in its own Profit and Loss account as if the same was created by DHDL out of its own funds.

4.7 Inter-company balances against outstanding loans, if any, between the companies party to the Scheme shall be treated as per applicable accounting Standards/ Policies/ guidelines issued by the Institute of Chartered Accountants of India (ICAI).

4.8 In case of any differences in Accounting policies of the Companies party to the Scheme, the impact of the same will be quantified and adjusted in the Revenue Reserves to ensure that the financial statements of DHDL reflect the financial position on the basis of consistent Accounting policies/Standards/Guidelines and the provisions of the Companies Act, 1956.

4.9 That it is, however, specifically provided that the excess of the net assets (after deduction of liabilities), if any, in any of the Transferor Companies and DU of DCDL, as appearing in the books of the respective Transferor Companies and DU of DCDL and taken over / assumed by DHDL as above shall either be credited to an account styled as "Amalgamation Reserve", which shall be a free reserve for all intents and purpose or shall be treated as per the Accounting Standards applicable to DHDL, as the case may be, and shall form part of the net worth of the DHDL.

4.10 Upon the Scheme coming into effect, the Resolutions, if any, of the Transferor Companies and the resolutions pertaining to the DU of DCDL, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting, without any further act, instrument or deed and be considered as resolutions of DHDL and if such resolutions have upper monetary or other limits being imposed under the provisions of the Act, or any other applicable provisions, then the said limits shall be added and shall constitute the aggregate of the said limits in DHDL.

For Kairav Real Estate Pvt. Ltd.

Director

For DLF SEZ Developers Ltd.

Director

For Samali Builders & Developers Private Limited

Director/Auth. Signatory

For Solid Builders Private Limited

Director

For Vanya Estate Developers Pvt. Ltd.

Director

Certified to be true

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Commissioned on 28/08/2018
Section 80

DLF Infra Holdings Limited

Director

For DLF Land Ltd.

Director

For DLF Homes Gurgaon Private Limited

Director/Auth. Signatory

For DLF Housing and Construction Ltd.

Director

For Carossa Builders & Constructions Pvt. Ltd.

Director

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

For Anjali Builders & Developers Pvt. Ltd.

Director

For Calantha Builders & Developers Pvt. Ltd.

Director

For DLF Home Developers Limited

Authorised Signatory

For DLF Commercial Developers Ltd.

Auth. Signatory

4.11 If any doubt or difference or issue shall arise between the parties, hereto or any of their shareholders as to the construction hereof or as to any account, valuation or apportionment to be taken or made of any asset or liability transferred under this Scheme or as to the accounting treatment thereof or as to anything else contained in or relating to or arising out of this Scheme, the same shall be referred to the sole arbitration of an eminent person as may be agreed to by both the parties and law of arbitration, as in force, shall apply.

4.12 Any error, mistake, omission, commission which is apparent and / or absurd in the Scheme should be read in a manner which is appropriate to the intent and purpose of the Scheme and in line with the preamble as mentioned hereinabove.

4.13 Even after the Scheme becoming effective, DHDL may approach the Hon'ble High Court for any incidental order(s) to remove any deficiency or overcome any difficulty in implementation of the Scheme or clear any ambiguity or to comply with any statutory requirement which necessitates the order of Hon'ble High Court.

4.14 The shareholding of all the Companies who are parties to the Scheme is directly or indirectly through subsidiary companies held 100% by one Company, i.e. DLF Limited. Upon sanction of the Scheme, the creditors of all the Transferor Companies and the DU of DCDL would become the creditors of DHDL which is also a 100% subsidiary of DLF Limited. In this view of the matter there is no arrangement with the shareholders and creditors of all the Companies. The combined net worth of DHDL, i.e. the merged entity will be far in excess of the total value due to the creditors of the Transferor Companies, DU of DCDL and the Transferee Company. As a result of the Scheme, as on the Appointed Date, Transferee Company's (DHDL) financial position, i.e. excess of assets over liabilities would be to the extent of Rs. 1409.74 Crores

For Kairav Real Estate Pvt. Ltd.

For DLF SEZ Developers Ltd.

For Samali Builders & Developers Private Limited

For Solid Builders Private Limited

For Janya Estate Developers Pvt. Ltd.

For DLF Home Developers Limited

Authorised Signatory

For DLF Commercial Developers Ltd.

Auth. Signatory

For Anjali Builders & Developers Pvt. Ltd.

Director

For Carassa Builders & Constructors Pvt. Ltd.

Director

For Calantha Builders & Developers Pvt. Ltd.

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

DLF Housing and Construction Ltd.

Director

For DLF Homes Durgapur Private Limited

Director

DLF Infra Holdings Limited

Director

For DLF Land Ltd.

Director

Notarized by Notary Public
At Court of District Judge
Under Section 42
Indian Evidence Act

(Rupees One Thousand Four Hundred Nine Crores and Seventy Four Lacs Only).

4.15 All costs, charges and expenses of DHDL / DCDL / TRANSFEROR COMPANIES, respectively in relation to or in connection with the Scheme and of carrying out and completing the terms and provisions of the Scheme and / or incidental to the completion of the same in pursuance of this Scheme shall be borne and paid by DHDL.

For Anjuli Builders & Developers Pvt. Ltd.
For Anjuli Builders & Developers Pvt. Ltd.

Director

Director

For Calantha Builders & Developers Pvt. Ltd.
For Calantha Builders & Developers Pvt. Ltd.

Director

Director

For Caressa Builders and Constructions Pvt. Ltd.
For Caressa Builders & Constructions Pvt. Ltd.

Director

Director

For DLF Homes Durgapur Pvt. Ltd.
For DLF Homes Durgapur Private Limited

Director

Director/ Auth. Signatory

For DLF Housing and Construction Ltd.
For DLF Housing and Construction Ltd.

Director

Director

For DLF Infra Holdings Ltd.
Infra Holdings Limited

Director

Director

Certified to be True Copy
Examiner Judicial Magistrate
High Court
Authorised to receive
Indian Evidence Act.

F Land Ltd.
LF Land Ltd.

Director

Director

For DLF Premium Homes Pvt. Ltd.
For Premium Homes Private Ltd.

Director

Director/Auth. Signatory

For DLF SEZ Developers Ltd.
For DLF SEZ Developers Ltd.

Director

Director

For Janya Estate Developers Pvt. Ltd.
For Janya Estate Developers Pvt. Ltd.

Director

Director

For Kairav Real Estate Pvt. Ltd.
For Kairav Real Estate Pvt. Ltd.

Director

Director

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

Director

Director/Auth. Signatory

For Solid Buildcon Pvt. Ltd.
For Solid Buildcon Private Limited

Director

Director

For DLF Commercial Developers Ltd.
For DLF Commercial Developers Ltd.

Director

Auth. Signatory

For DLF Home Developers Ltd.
For DLF Home Developers Limited

Director

Authorized Signatory

Certified to be True Copy
Registrar, Judicial Department
High Court of Delhi
44/Section 17, Section 28
Indian Evidence Act

SCHEDULE - II

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE 1ST TRANSFEROR COMPANY i.e. ANJULI BUILDERS & DEVELOPERS PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOME DEVELOPERS LIMITED

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

PART-I

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

NIL

PART-II

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

NIL

PART-III

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

Details of Bank Account

Name of Bank	Branch Address	Account Type & number
ICICI BANK LTD.	9A, Phelps Building, Connaught Place, New Delhi - 110001	000705013428

Certified to be True Copy

For Anjuli Builders & Developers Private Limited

Director For Anjuli Builders & Developers Pvt. Ltd.

Director

SCHEDULE - II

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE 2ND TRANSFEROR COMPANY i.e. CALANTHA BUILDERS & DEVELOPERS PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOME DEVELOPERS LIMITED

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

PART-I

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

FIXED ASSETS

Land measuring about 94 Kanals and 17 Marlas situated at Village Qaddian, Tehsil Ludhiana West.
District Ludhiana, Punjab.

PART-II

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

NIL

PART-III

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

Details of Bank Account

Name of Bank	Branch Address	Account Type & number
ICICI BANK LTD.	9A, Phelps Building, Connaught Place, New Delhi - 110001	Current Account No. 000705016292

For Calantha Builders & Developers Limited

Director

For Calantha Builders & Developers Pvt.Ltd

Director

Certified to be True Copy
Notarized
Indian Evidence Act

SCHEDULE - II

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE 3RD TRANSFEROR COMPANY i.e. CARESSA BUILDERS & CONSTRUCTIONS PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOME DEVELOPERS LIMITED

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

PART-I

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

-----Nil-----

PART-II

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

-----Nil-----

PART-III

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

Investments:

- (i) 50,000 Equity Shares of Rs.10/- each of DLF Land Limited for Rs. 5,00,000/-

Details of Bank Account

Name of Bank	Branch Address	Account Type & number
ICICI BANK LTD.	9A, Phelps Building, Connaught Place, New Delhi - 110001	000705018067

For Caressa Builders & Constructions Private Limited

Director

For Caressa Builders & Constructions P 1 11A

Director

Continued to be True Copy
11/11
State Bank of India Department
11/11/11
11/11/11
11/11/11

SCHEDULE - II

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE 4TH TRANSFEROR COMPANY i.e. DLF HOMES DURGAPUR PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOME DEVELOPERS LIMITED

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

PART-I

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

NIL

PART-II

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

NIL

PART-III

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

Details of Bank Account

Name of Bank	Branch Address	Account Type & number
ICICI BANK LTD.	9A, Phelps Building, Connaught Place, New Delhi - 110001	000705018388

Certified to be True Copy
For DLF Homes Durgapur Private Limited
Director
For DLF Homes Durgapur Private Limited
Director/ Auth. Signatory

SCHEDULE - II

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE 8TH TRANSFEROR COMPANY i.e. DLF PREMIUM HOMES PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOME DEVELOPERS LIMITED

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

PART-I

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

NIL

PART-II

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

NIL

PART-III

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

Details of Bank Account

Name of Bank	Branch Address	Account Type & number
ICICI BANK LTD.	9A, Phelps Building, Connaught Place, New Delhi - 110001	000705018132

For DLF Premium Homes Private Limited

Director

DLF Premium Homes Private Ltd.

Director/Auth. Signatory

Certified to be True Copy
Examiner Judicial Department
High Court of Delhi
Authorised by the Court under
Indian Evidence Act.

6

SCHEDULE - II

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE 9TH TRANSFEROR COMPANY i.e. DLF SEZ DEVELOPERS LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOME DEVELOPERS LIMITED

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

PART-I

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

NIL

PART-II

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

NIL

PART-III

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

Details of Bank Account

Name of Bank	Branch Address	Account Type & number
ICICI BANK LTD.	9A, Phelps Building, Connaught Place, New Delhi - 110001	000705025693

For DLF SEZ Developers Limited

Director

For DLF SEZ Developers

Enc.

Certified to be True Copy
Examiner Judicial Department
High Court of D
at Thiruvananthapuram
Indian Evidence Act

SCHEDULE - II

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE 10TH TRANSFEROR COMPANY i.e. JANYA ESTATE DEVELOPERS PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOME DEVELOPERS LIMITED

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

PART-I

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

NIL

PART-II

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

NIL

PART-III

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

Details of Bank Account

Name of Bank	Branch Address	Account Type & number
ICICI BANK LTD.	9A, Phelps Building, Connaught Place, New Delhi - 110001	000705016225

Certified to be true Copy

Notary Public
High Court of Delhi
authorised Under Section 10
Indian Evidence Act

For Janya Estate Developers Private Limited

Director

Director

SCHEDULE - II

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE 11TH TRANSFEROR COMPANY i.e. *KAIRAV REAL ESTATE PRIVATE LIMITED* TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. *DLF HOME DEVELOPERS LIMITED*

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

PART-I

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

NIL

PART-II

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

NIL

PART-III

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

1. Investments:

i) In 50,000 equity shares of Rs. 10/- each of Solid Buildcon Pvt. Ltd. for Rs. 5,00,000/-

2. Stock: Nil

Details of Bank Account

S. No.	Name of Bank	Branch Address	Account Type & number
1.	ICICI Bank Ltd.	9A, Phelps, Connaught Place, New Delhi-110001	Current/000705010571
2.	ICICI Bank Ltd.	9A, Phelps, Connaught Place, New Delhi-110001	Current/000705024829

For Kairav Real Estate Private Limited

For Kairav Real Estate Pvt. Ltd.

Director

Director

Certified to be True Copy

Notarial Department
of Oath of
Section 70
Evidence Act

SCHEDULE - II

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE 12TH TRANSFEROR COMPANY i.e. SAMALI BUILDERS & DEVELOPERS PRIVATE LIMITED TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. DLF HOME DEVELOPERS LIMITED

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

PART-I

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

NIL

PART-II

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

NIL

PART-III

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

Details of Bank Account

Name of Bank	Branch Address	Account Type & number
ICICI BANK LTD.	9A, Phelps Building, Connaught Place, New Delhi - 110001	000705017911

Certified to be True Copy
 Examiner Judicial Department
 High Court of Delhi
 Authorised Under Section 28
 Indian Evidence Act.

For Samali Builders & Developers Private Limited

Director

For Samali Builders & Developers Private Limited

Director/Auth. Signatory

SCHEDULE - II

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE 13TH TRANSFEROR COMPANY i.e. **SOLID BUILDCON PRIVATE LIMITED** TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY i.e. **DLF HOME DEVELOPERS LIMITED**

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

PART-I

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

NIL

PART-II

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

NIL

PART-III

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

1. Investments:

- i) In 3,000 equity shares of Rs. 10/- each of Mohak Real Estate Pvt. Ltd. for Rs. 30,000/-
- ii) In 3,000 equity shares of Rs. 10/- each of DLF Limited for Rs. 30,000/-
- iii) In 4,000 equity shares of Rs. 10/- each of DLF Limited for Rs. 40,000/-
- iv) In 4,00,00,000 equity shares of Rs. 10/- each of DLF Laing O'Rourke (India) Pvt. Ltd. for Rs. 66,39,39,306/-

2. Stock: Nil

Details of Bank Account

S. No.	Name of Bank	Branch Address	Account Type & number
1.	ICICI Bank Ltd.	9A, Phelps, Connaught Place, New Delhi-110001	Current/000705011198
2.	ICICI Bank Ltd.	9A, Phelps, Connaught Place, New Delhi-110001	Current/000705024782

For Solid Buildcon Private Limited

For Solid Buildcon Private Limited

Shaf.

Director

Director

Certified to be True Copy
 Examiner Judicial Department
 High Court of Delhi
 Section 75
 Indian Evidence Act

SCHEDULE - II

SHORT PARTICULARS OF ALL THE PROPERTY(IES), RIGHTS & POWERS OF THE TRANSFEROR COMPANY (DEMERGED COMPANY), i.e. DLF COMMERCIAL DEVELOPERS LIMITED (NON-SEZ) TO BE TRANSFERRED TO AND VESTED IN THE TRANSFEREE COMPANY, i.e. DLF HOME DEVELOPERS LIMITED AS ON 31st DECEMBER 2010

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

PART-I

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

1. (a) All that pieces or parcel of land admeasuring about 4.11 acres situated in Egmore, Ethiraj Salai, Chennai.
- (b) All that pieces or parcel of land admeasuring about 26 acres situated in Village Poppulguda (15 acres 34 guntas) and Narsingi (10 acres 06 guntas), Maandal Rajendra Nagar & Distt. Rangareddy, Hyderabad.

PART-II

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

- (a) All that pieces or parcel of land admeasuring about 25 Acres (100256 sq mtrs) situated at Plot no.1 Sector-143A, Noida, U.P. & 25 Acres (100256 sq. mtrs) situated at Plot no.2 , Sector-143A, Noida, U.P.

PART-III

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

Investment Details

No. of Shares	Investment in	Amount in Rs.
39,362,970	DLF Info City Developers (Chennai) Limited	744,275,682
10,000	Jai Luxmi Real Estate Private Limited	100,000
3,749,994	Shivaji Marg Properties Limited	2,066,658,755
50,000	Chandrajyoti Estate Developers Private Limited	500,000
32,415	Galaxy Mercantiles Limited (Equity)	3,241,500
7,094,934	Galaxy Mercantiles Limited (Preference)	709,493,400
50,000	Riveria Commercial Developers Limited (Equity)	500,000
8,596,000	Riveria Commercial Developers Limited (Redeemable Preference shares)	859,600,000
606,500	DLF Utilities Ltd	500,000
50,000	DLF Metro Limited	500,000
408,050,000	DLF Infopark Developers (Chennai) Limited	4,080,500,000
10,000	Americus Real Estate Private Limited	100,000
10,000	Zola Real Estate Private Limited	100,000
12,000	Nachiketa Real Estate Private Limited (now DLF Building & Services Pvt.Ltd.)	1,200,000
18,020	Ripple Infrastructure Private Limited	10,001,100
18,020	Prudent Management Strategies Private Limited	10,001,100
18,510	SKH Construct Well Private Limited	9,995,400
18,510	SKH Infrastructure Private Limited	9,995,400
200,750	Bhoruka Financial Services Limited	904,592,427
228,633	Reliance Power Limited	36,146,877
80,000	Reliance Communication Limited	11,608,000
115,943	Adlabs Films Limited	25,977,029
177,681	ElH Limited	20,380,011
	DLF South Point (Partnership Firm)	25,851,725

Not a True Copy
 Ex-Officio Judicial Department
 High Court of Madras
 (Incorporated under Section 13
 Indian Evidence Act)

Details of Bank Account

Name of Bank	Branch Address	Account Type & number
CITI BANK	DLF Square, M Block, Jacaranda Marg, DLF City Phase-II, Gurgaon	Current-0005023246
HDFC BANK	Shopping Mall, DLF City Phase-I, Gurgaon	Current-00442320001883
ICICI BANK	9A, Pheleps, Connaught Place, New Delhi	Current-000705001062
DBS	Connaught Place, New Delhi	Current-820210000639
ICICI BANK	9A, Pheleps, Cannought Place, New Delhi	Current-000705026933
ICICI BANK	110, Prakash Presidium, Nungambakkam, Chennai	Current -000905022755
ICICI BANK	110, Prakash Presidium, Nungambakkam, Chennai	Current -000905022866
ICICI BANK	Plot no.1259, Road no.36, Jublee Hills, Hyderabad	Current -007605003005
CITI BANK	DLF Square, M Block, Jacaranda Marg, DLF City Phase-II, Gurgaon	Current-0000032247
HSBC	Connaught Place, New Delhi	Current-166-103846-001
ICICI Bank	Shushant Lok, Gurgaon	Current-031405002238

Dated this the 11th January, 2011
By order of the Court

-5d1-

Joint Registrar (Co.)
for Registrar General

Certified to be True Copy

Examine Judicial Department
High Court of Delhi of
Authentic Under Section 70
Indian Evidence Act

1563/11

Division of _____

County _____

FW _____

340/-

Agency Fee _____

Registration _____

Agency Fee _____

Total Rupee 340/- Adnig Banerjee

Date _____

21/11

21/11

Admin: _____

(Original)

High Court of Delhi

New Delhi



21/11