

IN THE HIGH COURT OF DELHI AT NEW DELHI

(ORIGINAL JURISDICTION)

COMPANY PETITION NO. 229 OF 2010

CONNECTED WITH

COMPANY APPLICATION NO. (M) 89 OF 2010

IN THE MATTER OF THE COMPANIES ACT, 1956 (1 OF 1956)

SECTION 391 AND 394

AND

IN THE MATTER OF AMALGAMATION OF

ADITYA DEPARTMENTAL STORES LIMITED & OTHERS

WITH

AGARWAL ASSOCIATES PROMOTERS CONSORTIUM LIMITED

MEMO OF PARTIES

1.	ADITYA DEPARTMENTAL STORES LIMITED A Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at ASHISH COMPLEX, 2 LOCAL SHOPPING CENTRE, NEW RAJDHANI ENCLAVE, VIKAS MARG, DELHI-110092	(PETITIONER NO. 1) (Transferor Company No. 1)
2.	ADITYA PROPERTIES.COM PRIVATE LIMITED A Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at BASEMENT, 10, NEW RAJDHANI ENCLAVE, VIKAS MARG, DELHI-110092.	(PETITIONER NO. 2) (Transferor Company No. 2)
3.	AGARWAL ASSOCIATES COLONIZERS LIMITED A Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 10, NEW RAJDHANI ENCLAVE, VIKAS MARG, DELHI-110092.	(PETITIONER NO. 3) (Transferor Company No. 3)
4.	AGARWAL ESTATES PRIVATE LIMITED A Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 11, NEW RAJDHANI ENCLAVE, VIKAS MARG, DELHI-110092.	(PETITIONER NO. 4) (Transferor Company NO. 4)

5.	GARDEN CITY INFRACON PRIVATE LIMITED A Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at G-79, PREET VIHAR, DELHI-110092.	(PETITIONER NO. 5) (Transferor Company NO. 5)
6.	JOGGERS PARK INFRADEVELOPER PRIVATE LIMITED A Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at G-79, PREET VIHAR, DELHI-110092.	(PETITIONER NO. 6) (Transferor Company NO. 6)
7.	KANIKA BUILDWELL PRIVATE LIMITED A Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at G-79, PREET VIHAR, DELHI-110092.	(PETITIONER NO. 7) (Transferor Company NO. 7)
8.	LEISURE CITY BUILDWELL PRIVATE LIMITED A Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at G-79, PREET VIHAR, DELHI-110092.	(PETITIONER NO. 8) (Transferor Company NO. 8)
9.	LEISURE VALLEY PROMOTERS PRIVATE LIMITED A Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at G-79, PREET VIHAR, DELHI-110092.	(PETITIONER NO. 9) (Transferor Company NO. 9)
10.	MEGA CITY HOUSING PRIVATE LIMITED A Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at G-79, PREET VIHAR, DELHI-110092.	(PETITIONER NO. 10) (Transferor Company NO. 10)
11.	MEGA DREAM HOUSING PRIVATE LIMITED A Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at G-79, PREET VIHAR, DELHI-110092.	(PETITIONER NO. 11) (Transferor Company NO. 11)

12.	SUNTECH INFRA-CON PRIVATE LIMITED A Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at G-79, PREET VIHAR, DELHI-110092.	(PETITIONER NO. 12) (Transferor Company NO. 12)
13.	TAMANNA MERCHANTS PRIVATE LIMITED A Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 132/1, 4TH FLOOR, M.G. ROAD, KOLKATA, WEST BENGAL-700007	(Transferor Company NO. 13)
14.	VAIBHAW TRADERS PRIVATE LIMITED A Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 17, BALMUKUND MACKAR ROAD, 3RD FLOOR, ROOM NO. 15, P.S. JORASANKO, KOLKATA-700007.	(Transferor Company NO. 14)
15.	AGARWAL ASSOCIATES PROMOTERS CONSORTIUM LIMITED A Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at BHARAT BHAWAN, 10, NEW RAJDHANI ENCLAVE, VIKAS MARG, DELHI-110092	(PETITIONER/ Transferee Company)



MUKESH SUKHIYA
M. Com, ACS, LLB

Counsel for the Petitioners

'Aastha' LP-11C, Pitampura, New Delhi 110 088

Phone: 011-27324080

Fax: 011-27324070

Place: New Delhi

Date: 25-05-10

Examination

Author

Printer

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 AMALGAMATION
OF
COMPANY PETITION NO.229/2010
CONNECTED WITH
COMPANY APPLICATION (M) NO.89/2010

ORDER UNDER SECTION 391 (2) AND 394 OF THE COMPANIES ACT, 1956
IN THE MATTER OF

M/s. Aditya Departmental Stores Limited,
(a company incorporated under the
provisions of the Companies Act, 1956
having its registered office at Ashish Complex,
2 Local Shopping Centre, New Rajdhani
Enclave, Vikas Marg, Delhi-110092) ... **Transferor Company No. 1**

M/s. Aditya Properties.com Private Limited,
(a company incorporated under the
provisions of the Companies Act, 1956
having its registered office at Basement-10,
New Rajdhani Enclave, Vikas Marg, Delhi-110092)
... **Transferor Company No. 2**

Case No. 229 of 2010

Aditya Departmental Stores Limited

Aditya Properties.com Private Limited

9.

M/s. Agarwal Associates Colonizers Limited,
(a company incorporated under the
provisions of the Companies Act, 1956)
having its registered office at 10, New
Rajdhani Enclave, Vikas Marg, Delhi-110092)

...Transferor Company No. 3

M/s. Agarwal Estate Private Limited,
(a company incorporated under the
provisions of the Companies Act, 1956)
having its registered office at 11, New
Rajdhani Enclave, Vikas Marg, Delhi-110092)

...Transferor Company No. 4

M/s. Garden City Infracon Private Limited,
(a company incorporated under the
provisions of the Companies Act, 1956)
having its registered office at G-79, Preet Vihar,
Delhi-110092)

...Transferor Company No. 5

M/s. Joggers Park Infradeveloper Private Limited,
(a company incorporated under the
provisions of the Companies Act, 1956)
having its registered office at G-79, Preet Vihar,
Delhi-110092)

...Transferor Company No. 6

M/s. Kanika Buildwell Private Limited,
(a company incorporated under the
provisions of the Companies Act, 1956)
having its registered office at G-79, Preet Vihar,
Delhi-110092)

...Transferor Company No. 7

M/s. Leisure City Buildwell Private Limited,
(a company incorporated under the
provisions of the Companies Act, 1956)
having its registered office at G-79, Preet Vihar,
Delhi-110092)

...Transferor Company No. 8

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M/s. Leisure Valley Promoters Private Limited,

(a company incorporated under the provisions of the Companies Act, 1956)

having its registered office at G-79, Preet Vihar,
Delhi-110092)

... Transferor Company No. 9

M/s. Mega City Housing Private Limited,

(a company incorporated under the provisions of the Companies Act, 1956)

having its registered office at G-79, Preet Vihar,
Delhi-110092)

...Transferor Company No. 10

M/s. Mega Dream Housing Private Limited,

(a company incorporated under the provisions of the Companies Act, 1956)

having its registered office at G-79, Preet Vihar,
Delhi-110092)

... Transferor Company No. 11

M/s. Suntech Infra-Con Private Limited,

(a company incorporated under the provisions of the Companies Act, 1956)

having its registered office at G-79, Preet Vihar,
Delhi-110092)

... Transferor Company No. 12

M/s. Tamanna Merchants Private Limited,

(a company incorporated under the provisions of the Companies Act, 1956)

having its registered office at 132/1, 4th Floor,
M.G., Road, Kolkata, West Bengal -700007)

... Transferor Company No. 13

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M/s. Vaibhaw Traders Private Limited,
(a company incorporated under the
provisions of the Companies Act, 1956)
having its registered office at 17, Balmukund
Mackar Road, 3rd Floor, Room No. 15,
P.S. Jorasanko, Kolkata-700007) ..Transferor Company No. 14

AND

IN THE MATTER OF:

M/s. Agarwal Associates Promoters Consortium Limited
(a company incorporated under the
provisions of the Companies Act, 1956
having its registered office at Bharat Bhawan,
10, New Rajdhani Enclave, Vikas Marg,
Delhi-110092)TRANSFeree COMPANY

BEFORE HON'BLE MR.JUSTICE SANJEEV KHANNA
DATED 21ST DAY OF OCTOBER, 2010.

ORDER UNDER SECTION 394 OF THE COMPANIES ACT, 1956

The above petition came up for hearing on 21.10.2010 for sanction of the Scheme of Amalgamation proposed to be made of (1) Aditya Departmental Stores Limited; (2) Aditya Properties.com Private Limited; (3) Agarwal Associates Colonizers Limited; (4) Agarwal Estate Private Limited; (5) Garden City Infracon Private Limited; (6) Joggers Park Infradeveloper Private Limited; (7) Kanika Buildwell Private Limited; (8) Leisure City Buildwell Private Limited; (9) Leisure Valley Promoters Private Limited; (10) Mega City Housing Private Limited;

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(11) Mega Dream Housing Private Limited; (12) Suntech Infra-Con Private Limited; (13) Tamanna Merchants Private Limited; and (14) Vaibhaw Traders Private Limited with Agarwal Associates Promoters Consortium Limited (Transferee Company). The Court examined the petition; the orders dated 24.05.2010 were passed in CA (M) No. 89 of 2010, whereby the requirement of convening and holding the meetings of Shareholders and Un-secured Creditors of the Transferor Companies No 1 to 12 and the Transferee Company, with or without modification the Scheme of Amalgamation annexed to the affidavit dated 21.04.2010 of Mrs. Uma Aggarwal, Director of Transferor Companies No. 1 and 3 to 12 and Transferee Company and Ashish Aggarwal, Director of Transferor Company No. 2 was dispensed with (there being no secured creditors of Transferor and Transferee Companies) and the publication in the newspapers namely Statesman (English) and Vir Arjun (Hindi) both dated 02.09.2010 containing the notice of the petition.

The court also examined the Affidavit dated 18.10.2010 of the Regional Director, Northern Region, Ministry of Corporate Affairs stating inter alia that Central Government has no objection to the proposed Scheme of amalgamation.

Upon hearing Mr. Mukesh Sukhija, Advocate, for petitioner companies, Mr. Rajiv Bahl, Advocate for Official Liquidator and Mr. Atma Sah, Assistant Registrar of Companies for Regional Director, Northern Region, and in view of the approval accorded by the

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Shareholders and Creditors of the Transferor Company Nos.1 to 12 and in view of report dated 19.10.2010 of the Official Liquidator stating therein that the affairs of the Transferor Companies have not been conducted in a manner prejudicial to the interest of its members or to public interest; and that there being no investigation proceeding in relation to the Petitioner Companies under section 235 to 251 of the Companies Act, 1956.

THIS COURT DOTH HEREBY SANCTION THE SCHEME OF AMALGAMATION under Sections 391 and 394 of the Act as set forth in Schedule-1 annexed hereto and Doth hereby declare the same to be binding on all the Shareholders & Creditors of the Transferor Company Nos.1 to 12 and Transferee Company and all concerned and doth approve the said Scheme of Amalgamation with effect from the appointed date i.e. 1st April, 2010. The registered office of transferor Company Nos.13 and 14 have their registered office is in the state of West Bengal and approval to the Scheme of Amalgamation has to be taken by Transferor Company Nos.13 and 14 from the High Court of Calcutta.

AND THE COURT DOTH FURTHER ORDER:

1. That all the properties, rights and powers of the Transferor Company Nos.1 to 12 specified in Schedule-II hereto and all other properties, rights and powers of the Transferor Company Nos.1 to 12 be transferred without further act or deed to the Transferee Company and accordingly the same shall pursuant to Section 394

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(2) of the Companies Act, 1956 be transferred to and vest in the Transferee Company for all the estate and interest of the Transferor Company Nos. 1 to 12 therein but subject nevertheless to all charges now affecting the same; and

2. That all the liabilities and duties of the Transferor Company Nos. 1 to 12 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
 3. That all the proceedings now pending by or against the Transferor Company Nos. 1 to 12 be continued by or against the Transferee Company; and
 4. As per clause 9 of the Scheme of Amalgamation the Transferor Companies being the wholly owned subsidiaries of the Transferee Company, upon the Scheme finally coming into effect and in consideration of the transfer and vesting of all the said assets and liabilities of the Transferor Companies to the Transferee Company in terms of the Scheme, the investment in the shares of the Transferor Company by the Transferee Company shall stand cancelled and accordingly no shares shall be issued or allotted to the Shareholders of the Transferor Company.
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5. That the Petitioner 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 Company Nos.1 to 12 shall be dissolved without undergoing the process of winding up and all documents relating to the Transferor Company Nos.1 to 12 on the file kept in relation to the Transferee Company with concerned Registrar of Companies shall be transferred and the files relating to the Transferor Company Nos.1 to 12 and Transferee Company shall be consolidated accordingly; 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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Sd/-
Date
Place
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12/01/2012

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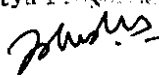
SCHEME OF AMALGAMATION
OF
ADITYA DEPARTMENTAL STORES LIMITED
ADITYA PROPERTIES.COM PRIVATE LIMITED
AGARWAL ASSOCIATES COLONIZERS LIMITED
AGARWAL ESTATES PRIVATE LIMITED
GARDEN CITY INFRACON PRIVATE LIMITED
JOGGERS PARK INFRADEVELOPER PRIVATE LIMITED
KANIKA BUILDWELL PRIVATE LIMITED
LEISURE CITY BUILDWELL PRIVATE LIMITED
LEISURE VALLEY PROMOTERS PRIVATE LIMITED
MEGA CITY HOUSING PRIVATE LIMITED
MEGA DREAM HOUSING PRIVATE LIMITED
SUNTECH INFRA-CON PRIVATE LIMITED
TAMANNA MERCHANTS PRIVATE LIMITED
VAIBHAW TRADERS PRIVATE LIMITED
WITH
AGARWAL ASSOCIATES PROMOTERS CONSORTIUM LIMITED

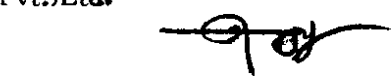
for Agarwal Associates Promoters Consortium Ltd. and

For Aditya Departmental Stores Limited

For Aditya Properties Com (Pvt.) Ltd.


Authorised Signatory/Director





Director

Director


For Agarwal Estates Pvt. Ltd.


Director

For Garden City Infracon (P) Ltd.



Authorised Signatory

For Joggers Park Infra Developers (P) Ltd.



Authorised Signatory

Authorised Signatory

For Kanika Buildwell (P) Ltd


Auth. Signatory

For Leisure City Buildwell (P) Ltd.



Authorised Signatory

For Leisure Valley Promoters (P) Ltd.



Authorised Signatory

Authorised Signatory

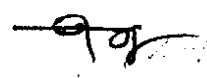
For Mega City Housing (Pvt) Ltd.


Director

For Mega Dream Housing (P) Ltd.

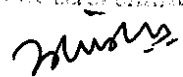

Authorised Signatory

For Suntech Infracon Pvt. Ltd.

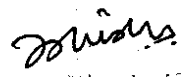

Authorised Signatory

Authorised Signatory


For Tannam Merchants Pvt. Ltd.


Authorised Signatory

For VAIBHAV TRADERS PRIVATE LIMITED


Director/Auth. Sign.

For Agarwal Associates Promoters Consortium Limited


Director/Authorised Signatory

Director/Authorised Signatory

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1.1 DEFINITIONS

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

- "The Act" means the Companies Act, 1956 (1 of 1956) and the Rules made there under;
- "The Appointed Date" means commencement of business on 1st April, 2010 or such other date as the Hon'ble High Court(s) may direct.
- "The Effective Date" means the date on which the transfer and vesting of the entire undertakings of the Transferor Companies shall take effect, i.e., the date as specified in Clause 5 of this Scheme.
- "This Scheme" or "the Scheme" means the present Scheme of Amalgamation framed under the provisions of sections 391 and 394 of the Companies Act, 1956, and other applicable provisions, if any, where under the Transferor Companies are proposed to be amalgamated with the Transferee Company in the present form or with any modification(s) approved or imposed or directed by Members/Creditors of the respective Companies and/or by any competent authority and/or by the Hon'ble High Court(s).

For Agarwal Associates Colonizers Ltd.

For Aditya Properties, Com (Pvt.) Ltd.

For Agarwal Estates Pvt. Ltd.

For Aditya Departmental Stores Limited

Authorized Signatory/Director

Director

Director

Director

For Kanika Buildwell (P) Ltd

For Leisure City Buildwell (P)

For Joggers Park Infra Developers (P) Ltd.

For Garden City Infracon (P) Ltd.

Authorized Signatory

Authorized Signatory

Auth. Signatory

Authorized Sign

For Mega Dream Housing (P) Ltd.

For Mega City Housing (Pvt) Ltd.

For Suntech Infra-Con Pvt. Ltd.

Authorized Signatory

Authorized Signatory

Director

Authorized Signatory

For Agarwal Associates Promoters Consortium Limited

For Mananna Merchants Pvt. Ltd.

FOR VAIBHAV TRADERS PRIVATE LIMITED

Authorized Signatory

Director/ Auth. Sign.

Director/Authorized Signatory

- a. "The Transferor Company No. 1" means **ADITYA DEPARTMENTAL STORES LIMITED** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at Ashish Complex, 2 Local Shopping Centre, New Rajdhani Enclave, Vikas Marg, Delhi-110092.
- b. "The Transferor Company No. 2" means **ADITYA PROPERTIES.COM PRIVATE LIMITED** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at Basement, 10, New Rajdhani Enclave, Vikas Marg, Delhi-110092
- c. "The Transferor Company No. 3" means **AGARWAL ESTATES PRIVATE LIMITED** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 11, New Rajdhani Enclave, Vikas Marg, Delhi-110092
- d. "The Transferor Company No. 4" means **AGARWAL ASSOCIATES COLONIZERS LIMITED** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 10, New Rajdhani Enclave, Vikas Marg, Delhi-110092
- e. "The Transferor Company No. 5" means **GARDEN CITY INFRACON PRIVATE LIMITED** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at G-79, Preet Vihar, Delhi-110092

For Aditya Departmental Stores Limited

For Aditya Properties, Com (Pvt.) Ltd.

For Agarwal Associates Colonizers Ltd

For Agarwal Estates Pvt. Ltd.

Authorised Signatory/Director

Director

Director

Director

For Joggers Park Infra Developers (P) Ltd.

For Kanika Buildwell (P) Ltd

For Leisure City Buildwell (P) Ltd

For Garden City Infracon (P) Ltd.

Authorised Signatory

Authorised Signatory

Auth. Signatory

Authorised Signatory

For Mega Dream Housing (P) Ltd.

For Mega City Housing (Pvt) Ltd.

For Suntech Infra-Con Pvt. Ltd.

Authorised Signatory

Director

Authorised Signatory

Auth. Signatory

For VAIDHAN TRADERS PRIVATE LIMITED

For Agarwal Associates Promoters Consortium Limited

Tamanna Merchants Pvt. Ltd.

Authorised Signatory

Director/Auth. Sign.

Director/Authorised Signatory


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- f. "The Transferor Company No. 6" means JOGGERS PARK INFRADEVELOPER PRIVATE LIMITED being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at G-79, Preet Vihar, Delhi-110092
- g. "The Transferor Company No. 7" means KANIKA BUILDWELL PRIVATE LIMITED being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at G-79, Preet Vihar, Delhi-110092
- h. "The Transferor Company No. 8" means LEISURE CITY BUILDWELL PRIVATE LIMITED being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at G-79, Preet Vihar, Delhi-110092
- i. "The Transferor Company No. 9" means LEISURE VALLEY PROMOTERS PRIVATE LIMITED being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at G-79, Preet Vihar, Delhi-110092
- j. "The Transferor Company No. 10" means MEGA CITY HOUSING PRIVATE LIMITED being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at G-79, Preet Vihar, Delhi-110092
- k. "The Transferor Company No. 11" means MEGA DREAM HOUSING PRIVATE LIMITED being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at G-79, Preet Vihar, Delhi-110092

For Aditya Properties, Com (Pvt.) Ltd.
For Aditya Departmental Stores Limited


Authorised Signatory/Director

For Agarwal Estates Pvt. Ltd.
For Agarwal Associates Colonizers Ltd.


Director


Director

For Kanika Buildwell (P) Ltd
For Joggers Park Infra Developers (P) Ltd.
For Garden City Infracon (P) Ltd.


Authorised Signatory


Authorised Signatory


Auth. Signatory

For Leisure City Buildwell (P) Ltd


Authorised Signatory

For Suntech Infra-Con Pvt. Ltd.


For Mega Dream Housing (P) Ltd.


Authorised Signatory

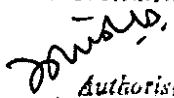
For Leisure Valley Promoters (P) Ltd


Authorised Signatory

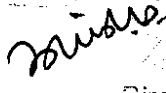

Director


Authorised Signatory


Samanna Merchants Pvt. Ltd.


Authorised Signatory

For VAIDHAW TRADERS PRIVATE LIMITED





Director/Auth. Sign.

For Agarwal Associates Promoters Consortium Limited

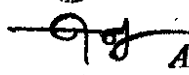




Director/Authorised Signatory

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- l. "The Transferor Company No. 12" means **SUNTECH INFRA-CON PRIVATE LIMITED** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at G-79, Preet Vihar, Delhi-110092
- m. "The Transferor Company No. 13" means **TAMANNA MERCHANTS PRIVATE LIMITED** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 132/1, 4th Floor, M.G. Road, Kolkata, West Bengal-700007
- n. "The Transferor Company No. 14" means **VAIBHAW TRADERS PRIVATE LIMITED** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 17, Balmukund Mackar Road, 3rd Floor, Room No. 15, P.S. Jorasanko, Kolkata-700007, West Bengal
- o. "The Transferor Companies" mean **ADITYA DEPARTMENTAL STORES LIMITED, ADITYA PROPERTIES.COM PRIVATE LIMITED, AGARWAL ESTATES PRIVATE LIMITED, AGARWAL ASSOCIATES COLONIZERS LIMITED, GARDEN CITY INFRACON PRIVATE LIMITED, JOGGERS PARK INFRADEVELOPER PRIVATE LIMITED, KANIKA BUILDWELL PRIVATE LIMITED, LEISURE CITY BUILDWELL PRIVATE LIMITED, LEISURE VALLEY PROMOTERS PRIVATE LIMITED, MEGA CITY HOUSING PRIVATE LIMITED, MEGA DREAM HOUSING PRIVATE LIMITED, SUNTECH INFRA-CON PRIVATE LIMITED, TAMANNA MERCHANTS PRIVATE LIMITED, VAIBHAW TRADERS PRIVATE LIMITED,** collectively or any one or more of them as the context requires.





For Aditya Departmental Stores Limited **For Aditya Properties, Com (Pvt.) Ltd.** **For Agarwal Associates Colonizers Ltd.** **For Agarwal Estates Pvt. Ltd.**

 **Authorised Signatory/Director**  **Director**  **Director**

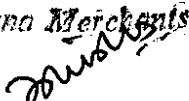
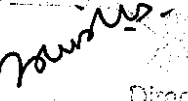
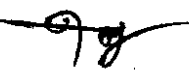
For Garden City Infracon (P) Ltd. **For Joggers Park Infra Developers (P) Ltd.** **For Kanika Buildwell (P) Ltd.** **For Leisure City Buildwell (P) Ltd.**

 **Authorised Signatory**  **Authorised Signatory**  **Auth. Signatory**  **Authorised Signatory**

For Leisure Valley Promoters (P) Ltd. **For Mega City Housing (Pvt) Ltd.** **For Mega Dream Housing (P) Ltd.** **For Suntech Infra-Con Pvt. Ltd.**

 **Authorised Signatory**  **Director**  **Authorised Signatory**  **Auth. Signatory**

Tamanna Merchants Pvt. Ltd. **For VAIBHAW TRADERS PRIVATE LIMITED** **For Agarwal Associates Promoters Consortium Limited**

 **Authorised Signatory**  **Director/Auth. Sign**  **Director/Authorised Signatory**

N/C

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14.
- p. "The Transferee Company" means **AGARWAL ASSOCIATES PROMOTERS CONSORTIUM LIMITED** being a company incorporated under the provisions of the Companies Act, 1956; and having its registered office at Bharat Bhawan, 10, New Rajdhani Enclave, Vikas Marg, Delhi-110092

1.2 SHARE CAPITAL

- i. That the present Authorised Share Capital of the Transferor Company No. 1 is Rs. 55,00,000/- (Rupees Fifty Five Lacs Only) divided into 5,50,000 (Five Lacs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 51,32,700/- (Rupees Fifty One Lacs Thirty Two Thousand Seven Hundred Only) divided into 5,13,270 (Five Lacs Thirteen Thousand Two Hundred and Seventy) Equity Shares of Rs. 10/- (Rupees Ten) each.
- ii. That the present Authorised Share Capital of the Transferor Company No. 2 is Rs. 20,00,000/- (Rupees Twenty Lacs Only) divided into 2,00,000 (Two Lac) Equity Shares of Rs. 10 (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 14,00,200/- (Rupees Fourteen Lacs Two Hundred Only) divided into 1,40,020 (One Lac Forty Thousand Twenty) Equity Shares of Rs. 10 (Rupees Ten) each.
- iii. That the present Authorised Share Capital of the Transferor Company No. 3 is Rs. 10,00,000/- (Rupees Ten Lacs) divided into 1,00,000 (One Lac) Equity Shares of Rs. 10/- (Rupees Ten) each. The present Issued, Subscribed and

For Aditya Departmental Stores Limited

For Agarwal Associates Colonizers Ltd

For Agarwal Estates Pvt. Ltd.

For Aditya Properties, Com (Pvt.) Ltd.

Authorised Signatory/Director

Director

Director

Director

For Joggers Park Infra Developers (P) Ltd.

For Leisure City Buildwell (P) Ltd.

For Garden City Infracon (P) Ltd.

For Kanika Buildwell (P) Ltd

Authorised Signatory

Authorised Signatory

Authorised Signatory

Authorised Signatory

For Suntech Infra-Con Pvt. Ltd.

For Mega Dream Housing (P) Ltd.

For Mega City Housing (Pvt) Ltd.

For Leisure Valley Promoters (P) Ltd

Authorised Signatory

Director

Authorised Signatory

Authorised Signatory

Tamanna Merchants Pvt. Ltd.

For VAIBHAV TRADERS PVT. LTD.

For Agarwal Associates Promoters Consortium Limited

Authorised Signatory

Director/Authorised Signatory

59
15

Paid-up Share Capital of the Company is Rs. 9,00,000 (Rupees Nine Lacs) divided into 90,000 (Ninety Thousand) Equity Shares of Rs. 10 (Rupees Ten) each.

iv. That the present Authorised Share Capital of the Transferor Company No. 4 is Rs. 5,00,000/- (Rupees Five Lacs) divided into 50,000 (Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 3,01,000/- (Rupees Three Lacs One Thousand Only) divided into 30,100 (Thirty Thousand One Hundred) Equity Shares of Rs. 10/- (Rupees Ten) each.

v. That the present Authorised Share Capital of the Transferor Company No. 5 is Rs. 1,00,000 (Rupees One Lac) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10 (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 1,00,000 (Rupees One Lac) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10 (Rupees Ten).

vi. That the present Authorised Share Capital of the Transferor Company No. 6 is Rs. 1,00,000 (Rupees One Lac) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10 (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 1,00,000 (Rupees One Lac) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10 (Rupees Ten).

For Aditya Properties, Com (Pvt.) Ltd.

For Aditya Departmental Stores Limited

[Signature]
Authorised Signatory/Director

Director

For Agarwal Associates Colonizers Ltd

Director

For Agarwal Estates Pvt. Ltd.

Director

For Joggers Park Infra Developers (P) Ltd.

For Garden City Infracon (P) Ltd.

[Signature]
Authorised Signatory

Authorised Signatory

For Kanika Buildwell (P) Ltd

Auth. Signatory

For Leisure City Buildwell (P) Ltd

[Signature]
Authorised Signatory

For Mega City Housing (Pvt) Ltd.

For Leisure Valley Promoters (P) Ltd

[Signature]
Authorised Signatory

Director

For Mega Dream Housing (P) Ltd.

[Signature]
Authorised Signatory

For Suntech Infra-Con Pvt. Ltd.

[Signature]
Auth. Signatory

For VAIBHAW TRADERS PRIVATE LIMITED

Tamanna Merchants Pvt. Ltd

[Signature]
Authorised Signatory

[Signature]
Director/Auth. Sign.

For Agarwal Associates Promoters Consortium Limited

[Signature]
Director/Authorised Signatory

- vii. That the present Authorised Share Capital of the Transferor Company No. 7 is Rs. 1,00,000 (Rupees One Lac) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10 (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 1,00,000 (Rupees One Lac) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10 (Rupees Ten).
- viii. That the present Authorised Share Capital of the Transferor Company No. 8 is Rs. 1,00,000 (Rupees One Lac) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10 (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 1,00,000 (Rupees One Lac) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10 (Rupees Ten).
- ix. That the present Authorised Share Capital of the Transferor Company No. 9 is Rs. 1,00,000 (Rupees One Lac) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10 (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 1,00,000 (Rupees One Lac) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10 (Rupees Ten).
- x. That the present Authorised Share Capital of the Transferor Company No. 10 is Rs. 10,00,000/- (Rupees Ten Lacs) divided into 1,00,000 (One Lac) Equity Shares of Rs. 10/- (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 5,40,000/- (Rupees Five Lacs Forty Thousand) divided into 54,000 (Fifty Four Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

For Aditya Properties, Com (Pvt.) Ltd. For Agarwal Associates Colonizers Ltd For Agarwal Estates Pvt.

For Aditya Departmental Stores Limited

Authorised Signatory/Director

Director

Director

For Kanika Buildwell (P) Ltd

For Leisure City Buildwell (P) Ltd

For Joggers Park Infra Developers (P) Ltd.

Auth. Signatory

Authorised Signatory

For Garden City Infracon (P) Ltd.

Authorised Signatory

Authorised Signatory

For Suntech Infra-Con Pvt. Ltd.

For Mega Dream Housing (P) Ltd.

For Mega City Housing (Pvt) Ltd.

Auth. Signatory

For Leisure Valley Promoters (P) Ltd

Authorised Signatory

Director

Authorised Signatory

For Agarwal Associates Promoters Consortium Limited

FOR VAIBHAW TRADERS PRIVATE LIMITED

Director/Auth. Sign.

Director/Authorised Signatory

Tamanna Merchants Pvt. Ltd.

Authorised Signatory

- 61
17
- xi. That the present Authorised Share Capital of the Transferor Company No. 11 is Rs. 1,00,000 (Rupees One Lac) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10 (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 1,00,000 (Rupees One Lac) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10 (Rupees Ten).
- xii. That the present Authorised Share Capital of the Transferor Company No. 12 is Rs. 20,00,000/- (Rupees Twenty Lacs Only) divided into 2,00,000 (Two Lac) Equity Shares of Rs. 10/- (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 16,60,000/- (Rupees Sixteen Lacs Sixty Thousand Only) divided into 1,66,000 (One Lac Sixty Six Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.
- xiii. That the present Authorised Share Capital of the Transferor Company No. 13 is Rs. 30,00,000/- (Rupees Thirty Lacs Only) divided into 3,00,000 (Three Lac) Equity Shares of Rs. 10/- (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 29,15,000/- (Rupees Twenty Nine Lacs Fifteen Thousand Only) divided into 2,91,500 (Two Lac Ninety One Thousand Five Hundred) Equity Shares of Rs. 10/- (Rupees Ten) each.
- xiv. That the present Authorised Share Capital of the Transferor Company No. 14 is Rs. 18,00,000/- (Rupees Eighteen Lacs Only) divided into 1,80,000 (One Lac Eighty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 17,60,000/-

For Aditya Properties Com (Pvt.) Ltd. For Agarwal Associates Colonizers Ltd

For Agarwal Estates Pvt. Ltd

For Aditya Departmental Stores Limited

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Director

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Director

[Signature]

Director

Authorised Signatory/Director

For Joggers Park Infra Developers (P) Ltd,

For Leisure City Buildwell (P) Ltd

For Eden City Infracon (P) Ltd.

For Kanika Buildwell (P) Ltd

[Signature]

Authorised Signatory

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Authorised Signatory

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Auth. Signatory

[Signature]

Authorised Signatory

For Suntech Infra-Con Pvt. Ltd

For Mega City Housing (Pvt) Ltd.

For Mega Dream Housing (P) Ltd.

For Leisure Valley Promoters (P) Ltd

Auth. Signatory

[Signature]

Authorised Signatory

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Director

[Signature]

Authorised Signatory

For Agarwal Associates Promoters Consortium Limited

Yamanna Merchants Pvt. Ltd.

For VAIDHAW TRADERS PRIVATE LIMITED

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Authorised Signatory

[Signature]

Director/Auth. Sign.

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Director/Authorised Signatory

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62
18

(Rupees Seventeen Lacs Sixty Thousand Only) divided into 1,76,000 (One Lac Seventy Six Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

- xv. That the present Authorised Share Capital of the Transferee Company is Rs. 1,60,00,000/- (Rupees One Crore Sixty Lacs Only) divided into 16,00,000 (Sixteen Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 1,57,08,900/- (Rupees One Crore Fifty Seven Lacs Eight Thousand Nine Hundred Only) divided into 15,70,890 (Fifteen Lacs Seventy Thousand Eight Hundred & Ninety) Equity Shares of Rs. 10/- (Rupees Ten) each.

2. TRANSFER OF UNDERTAKING

- a. With effect from the commencement of business on 1st April, 2010, i.e., the Appointed Date, subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, the undertaking and entire business and all immovable properties where so ever situated and incapable of passing by physical delivery as also all other assets, capital work-in-progress, current assets, investments, bookings and advances against bookings for/in residential and commercial plots and buildings, powers, authorities, allotments, approvals and consents, licenses, registrations, contracts, engagements, arrangement, rights, intellectual property rights, titles, interests, benefits and advantages of whatsoever nature belonging to or in the ownership, power, possession, control of or vested in or granted in favour of or enjoyed by the Transferor Companies, including but without being limited to, all licenses, liberties, easements, advantages, benefits, privileges, leases, tenancy rights, ownership, intellectual property rights

For Aditya Properties Com (Pvt.) Ltd.

For Aditya Departmental Stores Limited

For Agarwal Associates Colonizers Ltd

For Agarwal Estates Pvt. Ltd

Authorised Signatory/Director

Director

Director

Director

For Garden City Infracon (P) Ltd

For Jangra Park Infra Developers (P) Ltd

For Kanika Buildwell (P) Ltd

For Leisure City Buildwell (P) Ltd

Authorised Signatory

Authorised Signatory

Auth. Signatory

Authorised Signatory

For Suntech Infra-Con Pvt. Ltd

For Leisure Valley Promoters (P) Ltd

For Mega City Housing (Pvt) Ltd.

For Mega Dream Housing (P) Ltd.

Auth. Signatory

Authorised Signatory

Director

Authorised Signatory

Tamanna Merchants Pvt. Ltd.

For VAIBHAV TRADERS PRIVATE LIMITED

For Agarwal Associates Promoters Consortium Limited

Authorised Signatory

Director/Auth. Sign.

Director/Authorised Signatory

including trade marks, brands, copy rights; quota rights, subsidies, capital subsidies, concessions, exemptions, sales tax exemptions, concessions/ obligations under EPCG/Advance/DEPB licenses, approvals, clearances, environmental clearances, authorizations, certification, quality certification, utilities, electricity connections, electronics and computer link ups, services of all types, reserves, provisions, funds, benefit of all agreements and all other interests arising to the Transferor Companies (hereinafter collectively referred to as "the said assets") shall, without any further act or deed or without payment of any duty or other charges, be transferred to and vested in the Transferee Company pursuant to the provisions of Section 394 of the Act, for all the estate, right, title and interest of the Transferor Companies therein so as to become the property of the Transferee Company but, subject to mortgages, charges and encumbrances, if any, then affecting the undertaking of the Transferor Companies without such charges in any way extending to the undertaking of the Transferee Company.

b. Notwithstanding what is provided herein above, it is expressly provided that in respect to such of the said assets as are movable in nature or are otherwise capable of being transferred by physical delivery or by endorsement and delivery, the same shall be so transferred by the Transferor Companies to the Transferee Company after the Scheme is duly sanctioned and given effect to without requiring any order of the Court or any deed or instrument of conveyance for the same or without the payment of any duty or other charges and shall become the property of the Transferee Company accordingly.

c. On and from the Appointed Date, all liabilities, provisions, duties and obligations including Income Tax and other statutory liabilities, if any, of every kind, nature and

For Aditya Departmental Stores Limited
For Aditya Properties Com (Pvt.) Ltd.
For Agarwal Associates Colonizers Ltd
For Agarwal Estates Pvt. L
Authorised Signatory/Director
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For Joggers Park Infra Developers (P) Ltd.
For Kanika Buildwell (P) Ltd
For Leisure City Buildwell (P)
For Garden City Infracon (P) Ltd.
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For Mega Dream Housing (P) Ltd.
For Mega City Housing (Pvt) Ltd.
For Leisure Valley Promoters (P) Ltd
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Authorised Signatory
For VAISHAW TRADERS PRIVATE LIMITED
For Agarwal Associates Promoters Consortium Limited
Pamanna Merchants Pvt. Ltd.
Authorised Signatory
Director/Auth. Sign.
Director/Authorised Signatory

64
20

description of the Transferor Companies whether provided for or not in the books of accounts of the Transferor Companies shall devolve and shall stand transferred or be deemed to be transferred without any further act or deed, to the Transferee Company with effect from the Appointed Date and shall be the liabilities, provisions, duties and obligations of the Transferee Company.

- d. Without prejudice to the generality of the provisions contained in Clauses 2.a, 2.b and 2.c above, upon the Scheme becoming effective, the Transferee Company shall file such forms as may be required or necessary with the Registrar of Companies with respect to the charges and mortgages created or to be created.
- e. It is clarified that since the Transferee company beneficially owns over 90% of the issued share capital of the 'Transferor companies', the transfer of the undertakings of the 'Transferor companies', in pursuance of this scheme shall be eligible to the benefit/exemption under notification No 1. dated January 16, 1937 issued under section 9(a) of the Indian Stamp Act, 1899.

3. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

- a. Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature, to which the Transferor Companies is a party, subsisting or having effect immediately before or after the Effective date, shall remain in full force and effect against or in favour of the Transferee Company and may be enforced as fully and effectually, as if instead of the Transferor Companies, the Transferee Company had been a party thereto.

For Aditya Departmental Stores Limited

For Aditya Properties, Com (Pvt.) Ltd.

For Agarwal Associates Colonizers Ltd

For Agarwal Estates Pvt. L



Authorized Signatory/Director

Director

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Director

For Garuda City Infracon (P) Ltd.

For Joggers Park Infra Developers (P) Ltd.

For Kanika Buildwell (P) Ltd

For Leisure City Buildwell (P)

Authorized Signatory

Authorized Signatory

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For Leisure Valley Promoters (P) Ltd

For Mega City Housing (Pvt) Ltd.

For Mega Dream Housing (P) Ltd

For Suntech Infra-Con Pvt.

Authorized Signatory

Authorized Signatory

Director

Authorized Signatory

Auth. Signa

FOR VAISHNAV TRADERS PRIVATE LIMITED

For Amanna Merchants Pvt. Ltd.

For Agarwal Associates Promoters Consortium Limited

Authorized Signatory

Director/Auth. Sign.

Director/Authorized Signatory

116

- b. The transfer of the said assets and liabilities of the Transferor Companies to the Transferee Company and the continuance of all the contracts or legal proceedings by or against the Transferee Company shall not affect any contract or proceedings relating to the said assets or the liabilities already concluded by the Transferor Companies on or after the Appointed Date.
- c. The Transferee Company may, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of the secured creditors of the Transferor Companies or in favour of any other party to any contract or arrangement to which the Transferor Companies are a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall under the provisions of this Scheme be deemed to be authorised to execute any such writings on behalf of the Transferor Companies and, to implement and carry out all such formalities or compliance referred to above on the part/benefit of the Transferor Companies to be carried out or performed.

4. LEGAL PROCEEDINGS

All legal proceedings of whatever nature by or against the Transferor Companies pending on the Effective Date, shall not be abated, be discontinued or be, in any way, prejudicially affected by reason of the transfer of the undertaking of the Transferor Companies or of anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same

For Aditya Departmental Stores Limited

For Aditya Properties, Cony (Pvt.) Ltd.

For Agarwal Associates Colonizers Ltd.

For Agarwal Estates Pvt.

Authorised Signatory/

Director

Director

Director

For Joggers Park Infra Developers (P) Ltd.

For Kanika Buildwell (P) Ltd

For Leisure City Buildwell (P)

For Garden City Infracon (P) Ltd.

Authorised Signatory

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For Mega Dream Housing (P) Ltd.

For Suntech Infra-Con P

For Mega City Housing (Pvt) Ltd.

For Leisure Valley Promoters (P) Ltd

Authorised Signatory

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Authorised Signatory

Director

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Tamanna Merchants Pvt. Ltd.

For HIRSHAW TRADERS PRIVATE LIMITED

For Agarwal Associates Promoters Consortium Limited

Authorised Signatory

Director/Auth. Sign.

Director/authorized Signatory

manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if the Scheme had not been made.

5. OPERATIVE DATE OF THE SCHEME

This Scheme, though operative from the Appointed Date, shall be effective from the last of the dates on which certified copies of the High Court(s) order under Sections 391 and 394 of the Act are filed in the office(s) of the concerned Registrar of Companies.

6. DISSOLUTION OF TRANSFEROR COMPANIES

On this Scheme, becoming effective as provided in Clause 5 above, the Transferor Companies shall stand dissolved without winding up.

7. EMPLOYEES OF TRANSFEROR COMPANIES

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

- b. Provident Fund, Gratuity Fund, Superannuation Fund and any other special fund or trusts created or existing for the benefit of the employees of the Transferor

For Aditya Departmental Stores Limited *[Signature]* Authorised Signatory/Director
For Aditya Properties, Com (Pvt.) Ltd. *[Signature]* Director
For Agarwal Associates Colonizers Ltd. *[Signature]* Director
For Agarwal Estates Pvt. L *[Signature]* Director
For Joggers Park Infra Developers (P) Ltd. *[Signature]* Authorised Signatory
For Kanika Buildwell (P) Ltd *[Signature]* Auth. Signatory
For Leisure City Buildwell (P) Ltd *[Signature]* Authorised Signatory
For Garden City Infracon (P) Ltd. *[Signature]* Authorised Signatory
For Mega City Housing (Pvt) Ltd. *[Signature]* Director
For Mega Dream Housing (P) Ltd. *[Signature]* Authorised Signatory
For Suntech Infra-Con Pvt. L *[Signature]* Auth. Signatory
For Leisure Valley Promoters (P) Ltd *[Signature]* Authorised Signatory
For VAIBHAW TRADERS PRIVATE LIMITED *[Signature]* Director/Auth. Sign.
For Aggarwal Associates Promoters Consortium Limited *[Signature]* Director/Authorised Signatory
For Mananna Merchants Pvt. Ltd *[Signature]* Authorised Signatory

67
23

Companies, if any, upon the Scheme becoming finally effective, the Transferee Company shall stand substituted for the Transferor Companies for all purposes and intents, whatsoever, relating to the administration or operation of such schemes or funds or in relation to the obligation to make contributions to the said funds in accordance with the provisions of such funds. It is the intent that all the rights, duties, powers and obligations of the Transferor Companies in relation to such funds shall become those of the Transferee Company. It is clarified that the services of the employees of the Transferor Companies will be treated as having been continued for the purpose of the aforesaid funds or provisions.

8. CONDUCT OF BUSINESS BY TRANSFEROR & TRANSFEEE COMPANIES

8.1 From the Appointed Date until the Effective Date, the Transferor Companies

- Shall stand possessed of all its assets and properties referred to in Clause 2 above, in trust for the Transferee Company.
- Shall be deemed to have carried on business and activities for and on behalf of and for the benefit and on account of the Transferee Company. Any income or profit accruing to the Transferor Companies and all costs, charges and expenses or loss arising or incurring by the Transferor Companies on and from the Appointed Date shall, for all purposes and intents, be treated as the income, profits, costs, charges, expenses or loss, as the case may be, of the Transferee Company.

For Aditya Departmental Stores Limited

For Aditya Properties, Corp (Pvt.) Ltd.

For Agarwal Associates Colonisers Ltd.

For Agarwal Estates Pvt. Ltd.

Authorized Signatory/Director

Director

Director

Director

For Joggers Park Infra Developers (P) Ltd.

For Kanika Buildwell (P) Ltd

For Leisure City Buildwell (P)

For Garden City Infracon (P) Ltd.

Authorized Signatory

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Authorized Signatory

For Suntech Infra-Con Pvt.

For Mega Dream Housing (P) Ltd.

For Mega City Housing (Pvt) Ltd.

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For Leisure Valley Promoters (P) Ltd.

Authorized Signatory

Director

Authorized Signatory

For VAIDYANATH TRADERS PRIVATE LIMITED

For Agarwal Associates Promoters Consortium Limited

For Mananna Merchants Pvt. Ltd.

Authorized Signatory

Director/Authorized Sign

Director/Authorized Signatory

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1956, shall be sufficient compliance with the provisions of sections 100 to 104 of the Companies Act, 1956, rule 85 of the Companies (Court) Rules, 1959, and other applicable provisions, if any, relating to the reduction of share capital on cancellation of cross holding, if any.

The authorised capital of the Transferor Companies shall be added to and shall form part of the authorised capital of the Transferee Company. Accordingly, the authorised capital of the Transferee Company shall stand increased to this extent without payment of any fees or charges to the Registrar of Companies and/or to any other government authority and the Memorandum of Association of the Transferee Company shall without any further act, instrument or deed be and stand altered, modified and amended pursuant to Sections 17, 31, 94 and 394 and other applicable provisions of the Companies Act, 1956 as follows:-

Clause V of the Memorandum of Association of the Transferee Company shall read as under:

"The Authorized Share Capital of the Company is Rs 3,34,00,000/- (Rupees Three Crores Thirty Four Lacs Only) divided into 33,40,000 (Thirty Three Lacs Forty Thousand) Equity Shares of Rs 10/- (Rupees Ten) each".


- c. The Transferee Company shall increase/modify its Authorised Share Capital for implementing the terms of the Scheme, to the extent necessary.

For Aditya Properties, Com (Pvt.) Ltd.


For Aditya Departmental Stores Limited

For Agarwal Associates Colonizers Ltd.


For Agarwal Estates Pvt.


Authorised Signatory/
LIA

Director


Director

Director



Director

For Joggers Park Infra Developers (P) Ltd.

For Kanika Buildwell (P) Ltd

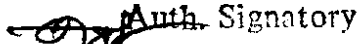
For Leisure City Buildwell (P)

For Golden City Infracon (P) Ltd.


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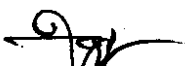

Authorised Signatory

For Mega City Housing (Pvt) Ltd.

For Mega Dream Housing (P) Ltd

For Suntech Infra-Con Pvt. Ltd.

For Leisure Valley Promoters (P) Ltd


LIA

Authorised Signatory

Director

Authorised Signatory

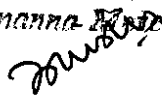



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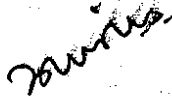
For VAISHNAV TRADERS

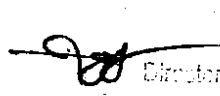
For Agarwal Associates Promoters Consortium Limited

For Mananna Merchants Pvt. Ltd.


Authorised Signatory

Authorised Signatory




Director/Authorised Signatory

Director/Authorised Signatory

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- d. On the Scheme becoming effective, the Transferee Company shall be entitled to file/ revise its/transferor company's income tax returns, TDS Returns and other statutory returns, if required. The transferee company shall also have the right to claim refunds, depreciation benefits, tax deducted at source on behalf of the transferor company, advance tax credits, etc. of its/transferor company, if any, so far as is necessitated on account of the Scheme becoming effective with effect from 1st April 2010, being the Appointed Date under the Scheme.

11. ACCOUNTING FOR AMALGAMATION

Upon the Scheme becoming effective, amalgamation of the Transferor Companies with the Transferee Company will be accounted in the following manner:

- a. The amalgamation shall be an 'Amalgamation in the nature of Merger' as defined in the Accounting Standard (AS) 14 issued by the Institute of Chartered Accountants of India and shall be accounted for under the 'pooling of interests' method in accordance with the said AS-14.
- b. Accordingly, all the assets and liabilities recorded in the books of the Transferor Companies No. 1 to 14 shall be transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company at the respective book values in the books of the Transferor Companies No. 1 to 14 respectively, as on the Appointed Date.
- c. Inter-company balances, if any, will stand cancelled.

For Agarwal Associates Colonizers Ltd

For Aditya Properties, Com (Pvt.) Ltd.

For Aditya Departmental Stores Limited

Authorised Signatory/Director

Director

Director

For Joggers Park Infra Developers (P) Ltd

For Kanika Buildwell (P) Ltd

For Leisure City Buildwell (P) Ltd

For Garden City Infracon (P) Ltd.

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Authorised Signatory

For Mega City Housing (Pvt) Ltd.

For Mega Dream Housing (P) Ltd.

For Leisure Valley Promoters (P) Ltd

Director

Authorised Signatory

Authorised Signatory

Mc

For Mananna Merchants Pvt. Ltd.

For MAHILAWTRADERS PRIVATE LIMITED

For Agarwal Associates Promoters Consortium Limited

Authorised Signatory

Director/Author. Sign

Director/Authorised Signatory

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- d. All the reserves of the Transferor Companies under different heads shall become the corresponding reserves of the Transferee Company. The debit balance of the Profit & Loss Account of the Transferor/Transferee Companies, if any, will be adjusted/offset against the credit balance of the Profit & Loss Account of the (other) Transferor/Transferee Companies.
- e. In terms of the provisions of the Accounting Standard 14, any surplus/deficit arising out of Amalgamation shall be adjusted in the General Reserve of the Transferee Company.
- f. Accounting policies of the Transferor Companies will be harmonized with that of the Transferee Company following the amalgamation.

12. APPLICATION TO HIGH COURTS

- a. The Transferor Companies No. 1-12 shall make joint/separate applications/ petitions under the provisions of sections 391 & 394 of the Companies Act, 1956, the Companies (Court) Rules, 1959 and other applicable provisions, if any, to the Hon'ble High Court of Delhi at New Delhi for sanctioning of this Scheme, dissolution of the Transferor Companies without the process of winding up and other connected matters.

- b. The Transferor Companies No. 13 & 14 shall make joint/separate applications/ petitions under the provisions of sections 391 & 394 of the Companies Act, 1956, the Companies (Court) Rules, 1959 and other applicable provisions, if any, to the Hon'ble

For Aditya Properties, Com (Pvt.) Ltd.

For Agarwal Associates Colonizers Ltd.

For Agarwal Estates Pvt. Ltd.

For Aditya Departmental Stores Limited

Director

Director

Director

For Joggers Park Infra Developers (P) Ltd.

For Kanika Buildwell (P) Ltd.

For Leisure City Buildwell (P) Ltd.

For Garden City Infracon (P) Ltd.

Authorised Signatory

Auth. Signatory

Authorised Signatory

Authorised Signatory

For Mega City Housing (Pvt) Ltd.

For Mega Dream Housing (P) Ltd.

For Suntech Infra-Con Pvt. Ltd.

For Leisure Valley Promoters (P) Ltd.

Director

Authorised Signatory

Auth. Signatory

Authorised Signatory

For VISHAW TRADERS PRIVATE LIMITED

Remanna Merchants Pvt. Ltd.

For Agarwal Associates Promoters Consortium Limited

Director/Auth. Sign.

Director/Authorised Signatory

Authorised Signatory

High Court of Calcutta at Kolkata for sanctioning of this Scheme, dissolution of the Transferor Companies without the process of winding up and other connected matters.

- c. The Transferee Company shall also make joint/separate application(s)/petition(s) under the provisions of sections 391 & 394 of the Companies Act, 1956, the Companies (Court) Rules, 1959 and other applicable provisions, if any, to the Hon'ble High Court of Delhi at New Delhi for sanctioning of this Scheme and other connected matters.

13. MODIFICATIONS/AMENDMENTS TO THE SCHEME

- a. The Transferor Companies and the Transferee Company through their respective Board of Directors may make or assent, from time to time, on behalf of all persons concerned, to any modifications or amendments to this Scheme or to any conditions or limitations which the Court(s) and/or any authorities under the law may deem fit to approve of or impose and to resolve all doubts or difficulties that may arise for carrying out this Scheme and to do and execute all acts, deeds, matters and things necessary for carrying the Scheme into effect.
- b. In order to give effect to this Scheme or to any modifications or amendments thereof, the Board of Directors of the Transferee Company may give and are authorised to give all such directions as may be necessary including directions for settling any question, doubt or difficulty that may arise.

For Aditya Properties, Com (Pvt.) Ltd.

For Agarwal Associates Colonizers Ltd

For Agarwal Estates Pvt

For Aditya Departmental Stores Limited

Director

Director

Authorised Signatory/Director

For Leisure City Buildwell (

For Joggers Park Infra Developers (P) Ltd. For Kanika Buildwell (P) Ltd

For Garden City Infracon (P) Ltd.

Authorised Signatory

Authorised Signatory

Authorised Sign

Authorised Signatory

For Suntech Infra-Con Pvt.

For Mega City Housing (Pvt) Ltd. For Mega Dream Housing (P) Ltd.

For Leisure Valley Promoters (P) Ltd

Director

Authorised Signatory

Authorised Signatory

For VANIAW TRADERS PRIVATE LIMITED

Tamanna Merchants Pvt. Ltd.

For Agarwal Associates Promoters Consortium Limited

Director/Auth. Sign.

Director/Authorised Signatory

Authorised Signatory

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c. In the event that any conditions are imposed by any competent authority or the Court(s) which the Transferor Companies or the Transferee Company find unacceptable for any reason whatsoever, then the Transferor Companies and/or the Transferee Company shall be entitled to withdraw from this Scheme.

14. INTERPRETATION

If any doubt or difference or issue arises between the Transferor Companies and the Transferee Company or any of their Shareholders or Creditors and/or any other person as to the construction hereof or as to anything else contained in or relating to or arising out of this Scheme, the same shall be referred to Mr. Mukesh Sukhija, ACS, LLB, Advocate, "AASTHA" LP-11C, PITAMPURA, NEW DELHI-110088, whose decision shall be final and binding on all concerned.

15. EXPENSES CONNECTED WITH THE SCHEME

All costs, charges and expenses of the Transferor Companies and the Transferee Company incurred in relation to or in connection with this Scheme or incidental to the completion of the Amalgamation of the Transferor Companies with the Transferee Company in pursuance of this Scheme, shall be borne and paid by the Transferee Company. However, in the event of the Scheme becoming invalid for any reason whatsoever, all costs, charges and expenses relating to the amalgamation exercise or incidental thereto shall be borne and paid by the respective Companies incurring the same.

For Aditya Properties Com (Pvt.) Ltd.
For Aditya Departmental Stores Limited
Authorized Signatory/Director
[Signature]
Director

For Agarwal Estates Pvt. Ltd.
For Agarwal Associates Colonizers Ltd
Director
[Signature]
Director

For Leisure City Buildwell (P) Ltd.
For Kanika Buildwell (P) Ltd
Auth. Signatory
[Signature]
Authorized Signatory

For Joggers Park Infra Developers (P) Ltd.
For Garden City Infracon (P) Ltd.
Authorized Signatory
[Signature]
Authorized Signatory

For Mega City Housing (Pvt) Ltd.
For Mega Dream Housing (P) Ltd.
Director
[Signature]
Authorized Signatory

For Suntech Infra-Con Pvt. Ltd.
Auth. Signatory
[Signature]
Auth. Signatory

For Leisure Valley Promoters (P) Ltd
Authorized Signatory
[Signature]
Director

For VAISHNAV TRADERS PRIVATE LIMITED
For Aganwal Associates Promoters Consortium Limited
Director/Authorized Sign
[Signature]
Director/Authorized Signatory

Tamanna Merchants Pvt. Ltd.
Authorized Signatory
[Signature]
Authorized Signatory

16. VALIDITY OF THE SCHEME

- a. In the event of the Scheme falling to take effect by 31st October 2010- or by such later date the as may be agreed by the respective Board of Directors of the Transferor Companies and the Transferee Company the Scheme shall become null and void and in that event no rights and liabilities, whatsoever, shall accrue 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 or as may be mutually agreed.
- b. The Transferee Company shall be at liberty to withdraw this Scheme at any time as may be mutually agreed by the Transferee Company and the Transferor Company. In such case, the Transferee Company and the Transferor Company shall bear their own costs and expenses, or as may be mutually agreed amongst them.

For Aditya Properties Com (Pvt.) Ltd.

For Agarwal Estates Pvt. Ltd.

For Aditya Departmental Stores Limited

For Agarwal Associates Colonizers Ltd

Authorized Signatory/Director

Director

Director

Director

For Joggers Park Infra Developers (P) Ltd.

For Leisure City Buildwell (P) Ltd

For Garden City Infracon (P) Ltd.

For Kanika Buildwell (P) Ltd

Authorized Signatory

Authorized Signatory

Authorized Signatory

Authorized Signatory

For Mega City Housing (Pvt) Ltd.

For Leisure Valley Promoters (P) Ltd

For Mega Dream Housing (P) Ltd.

For Suntech Infra-Con Pvt. Ltd.

Authorized Signatory

Director

Authorized Signatory

Authorized Signatory

For MANISHAN TRADERS PRIVATE LIMITED

Tamanna Merchants Pvt. Ltd.

For Agarwal Associates Promoters Consortium Limited

Authorized Signatory

Director/Authorized Sign.

Director/Authorized Signatory

NAME OF COMPANY

Transferor Company : Aditya Departmental Stores Ltd.

Schedule of Properties

(As on 1st April, 2012)

Particulars	Amount (Rs.)
PART-I	
Short Description of the Free hold Property of the Transferor Company	7
PART-II	
Short Description of the Lease hold Property of the Transferor Company	-
PART-III	
Short Description of all the Stocks, Shares, Debentures and other Charges in Action of the Transferor Company	-
<u>Fixed Assets</u>	-
<u>Investment in Shares</u>	
10 Shares of Agarwal Associates Promoters Consortium Ltd. of RS. 10/- Each Fully Paid up	100.00
10,000 Shares of Agarwal Associates (Promoters) Ltd. of RS. 10/- Each Fully Paid up	5,000,000.00
<u>Current Assets</u>	
Loans & Advances	
<u>Cash & Bank balances</u>	
Cash in Hand	2,410.50
Bank Balance:	
Current account with Vijaya Bank bearing no. 597	54,567.00

For Aditya Departmental Stores Limited

For Aditya Departmental Stores Limited



Director/Authorised Signatory





NAME OF COMPANY
Transferor Company : Aditya Properties.Com (P) Ltd.
Schedule of Properties
(As on 1st April, 2012)

39

Particulars	Amount (Rs.)
PART-I	
Short Description of the Free hold Property of the Transferor Company	-
PART-II	
Short Description of the Lease hold Property of the Transferor Company	-
PART-III	
Short Description of all the Stocks, Shares, Debentures and other Charges in Action of the Transferor Company	-
<u>Fixed Assets</u>	-
<u>Investment in Shares</u>	
850 Shares of Sunglow Builders Pvt. Ltd. of RS. 10/- Each Fully Paid up	170,000.00
13000 Shares of Agarwal Associate (Promoters) Ltd. of RS. 10/- Each Fully Paid up	6,500,000.00
<u>Current Assets</u>	
Loans & Advances	
Agarwal Associates (Promoters) Ltd.	45,000.00
Tamanna Merchants Pvt. Ltd.	5,000.00
<u>Cash & Bank balances</u>	
Cash in Hand	3,463.00
Bank Balance:	
Current account with Indian Overseas Bank bearing no. 1538	19,872.20

For Aditya Properties.com Private Limited

For Aditya Properties.Com Private Limited

Director/Authorised Signatory/Director

For Aditya Properties.com Private Limited

For Aditya Properties.Com Private Limited

Director/Authorised Signatory/Director

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NAME OF COMPANY
Transferor Company : Agarwal Associates Colonizers Ltd.
Schedule of Properties
(As on 1st April, 2012)

Particulars	Amount (Rs.)
PART-I	
Short Description of the Free hold Property of the Transferor Company. Land at Shahpur Bamhetta, Ghaziabad	141,214,514.12
PART-II	
Short Description of the Lease hold Property of the Transferor Company	-
PART-III	
Short Description of all the Stocks, Shares, Debentures and other Charges in Action of the Transferor Company	-
Equitable mortgage has been created on land as described in Part-I in favour of Indian Bank, Main Branch, New Delhi for a Term Loan in favour of Agarwal Associates (Promoters) Ltd. under a consortium Agreement for developemnt of a Integrated Township	141,214,514.12
Fixed Assets	
Computers and Printers	28,700.00
Investment in Shares	
60000 Shares of Agarwal Associates (Promoters) Ltd. of RS. 10/- Each Fully Paid up	12,000,000.00
20000 Shares of Agarwal Associate (Promoters) Ltd. of RS. 10/- Each Fully Paid up	10,000,000.00
Current Assets	
Loans & Advances-	
AA Realventure Pvt. Ltd.	250,000.00
Endive Realcon Pvt. Ltd.	510,000.00
Rent Recivable	13,985.00
TDS	3,357.00
Income Tax Refund (A.Y. 2010-11)	6,783.00
Advance Income Tax	1,000,000.00
Advance to Staff	9,000.00
Cash & Bank balances	
Cash in Hand	661,482.66
Bank Balance:	
Current account with Indian Overseas Bank bearing no. 1774	492,722.00
Current account with Vijaya Bank bearing no. 862	20,146.50

For Agarwal Associates Colonizers Ltd.

For Agarwal Associates Colonizers Ltd.
Director/Authorised Signatory

Authorised Signatory

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NAME OF COMPANY
Transferor Company : Agarwal Estates Pvt. Ltd.
Schedule of Properties
(As on 1st April, 2012)

Particulars	Amount (Rs.)
PART-I	
Short Description of the Free hold Property of the Transferor Company	-
PART-II	
Short Description of the Lease hold Property of the Transferor Company	-
PART-III	
Short Description of all the Stocks, Shares, Debentures and other Charges in Action of the Transferor Company	-
Fixed Assets	
Property right at Terrace Mausam Vihar	511,584.00
Investment in Shares	
10000 Shares of Agarwal Associates (Promoters) Ltd. of RS. 10/- Each Fully Paid up	5,000,000.00
4 Shares of Agarwal Associates Promoters Consortium Ltd. of RS. 10/- Each Fully Paid up	40.00
24500 Shares of Vinex Bonds & Holdings Ltd. of RS. 2/- Each Fully Paid up	49,000.00
Current Assets	
Loans & Advances	
Cash & Bank balances	
Cash in Hand	633.00
Bank Balance:	
Current account with Vijaya Bank bearing no. 759	256,613.17

For Agarwal Estates Private Limited
For Agarwal Estates Private Limited

Director/Authorised Signatory
Authorised Signatory/Director

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NAME OF COMPANY
Transferor Company : Garden City Infracon Pvt. Ltd.
Schedule of Properties
(As on 1st April, 2012)

Particulars	Amount (Rs.)
PART-I	
Short Description of the Free hold Property of the Transferor Company. Land at Shahpur Bamhetta, Ghaziabad	83,291,872.10
PART-II	
Short Description of the Lease hold Property of the Transferor Company	-
PART-III	
Short Description of all the Stocks, Shares, Debentures and other Charges in Action of the Transferor Company Equitable mortgage has been created on land as described in Part-I in favour of Indian Bank, Main Branch, New Delhi for a Term Loan in favour of Agarwal Associates (Promoters) Ltd. under a consortium Agreement for developemnt of a Integrated Township	83,291,872.10
Fixed Assets	-
Investment in Shares	-
Current Assets	
Loans & Advances	
Cash & Bank balances	
Cash in Hand	337.00
Bank Balance:	
Current account with Vijaya Bank bearing no. 601900301000064	7,863.40
Current account with Indian Overseas Bank bearing no. 130502000001931	7,352.50

For Garden City Infracon Pvt. Ltd.

For Garden City Infracon Pvt. Ltd.

Director/Authorised Signatory

Authorised Signatory/Director

Garden City Infracon Pvt. Ltd.

Example
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NAME OF COMPANY
Transferor Company : Joggers Park Infradeveloper Pvt. Ltd.
Schedule of Properties
(As on 1st April, 2012)

Particulars	Amount (Rs.)
PART-I	
Short Description of the Free hold Property of the Transferor Company. Land at Shahpur Bamhetta, Ghaziabad	83,325,564.00
PART-II	
Short Description of the Lease hold Property of the Transferor Company	-
PART-III	
Short Description of all the Stocks, Shares, Debentures and other Charges in Action of the Transferor Company Equitable mortgage has benn created on land as described in Part-I in favour of Indian Bank, Main Branch, New Delhi for a Term Loan in favour of Agarwal Associates (Promoters) Ltd. under a consortium Agreement for developemnt of a Integrated Township	- 83,325,564.00
<u>Fixed Assets</u>	-
<u>Investment in Shares</u>	-
<u>Current Assets</u>	-
Loans & Advances	-
<u>Cash & Bank balances</u>	-
Cash in Hand	2,074.00
Bank Balance:	
Current account with Vijaya Bank bearing no. 601900301000062	117,688.00

For Joggers Park Infradeveloper Pvt. Ltd.

For Joggers Park Infradeveloper Pvt. Ltd.

Director/Authorised Signatory
Authorised Signatory/Director

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NAME OF COMPANY
Transferor Company : Kanika Buildwell Pvt. Ltd.
 Schedule of Properties
 (As on 1st April, 2012)

Particulars	Amount (Rs.)
PART-I	
Short Description of the Free hold Property of the Transferor Company. Land at Shahpur Bamhetta, Ghaziabad	45,221,886.00
PART-II	
Short Description of the Lease hold Property of the Transferor Company	-
PART-III	
Short Description of all the Stocks, Shares, Debentures and other Charges in Action of the Transferor Company Equitable mortgage has been created on land as described in Part-I in favour of Indian Bank, Main Branch, New Delhi for a Term Loan in favour of Agarwal Associates (Promoters) Ltd. under a consortium Agreement for development of a Integrated Township	-
Fixed Assets	45,221,886.00
Investment in Shares	-
Current Assets	-
Loans & Advances	-
Cash & Bank balances	-
Cash in Hand	1,810.00
Bank Balance:	
Current account with Indian Overseas Bank bearing no. 130502000001550	7,631.00

For Kanika Buildwell Pvt. Ltd.
For Kanika Buildwell Pvt. Ltd.

Director/Authorised Signatory
Authorised Signatory/Director

NAME OF COMPANY
Transferor Company : Leisure City Buildwell Pvt. Ltd.
Schedule of Properties
(As on 1st April, 2012)

Particulars	Amount (Rs.)
PART-I	
Short Description of the Free hold Property of the Transferor Company. Land at Shahpur Bamhetta, Ghaziabad	94,518,045.00
PART-II	
Short Description of the Lease hold Property of the Transferor Company .	-
PART-III	
Short Description of all the Stocks, Shares, Debentures and other Charges in Action of the Transferor Company Equitable mortgage has benn created on land as described in Part-I in favour of Indian Bank, Main Branch, New Delhi for a Term Loan in favour of Agarwal Associates (Promoters) Ltd. under a consortium Agreement for developemnt of a Integrated Township	94,518,045.00
<u>Fixed Assets</u>	-
<u>Investment in Shares</u>	-
<u>Current Assets</u>	-
Loans & Advances	-
<u>Cash & Bank balances</u>	-
Cash in Hand	2,605.00
Bank Balance:	
Current account with Vijaya Bank bearing no. 601900301000059	6,692.00
Current account with Indian Overseas Bank bearing no. 130502000001932	13,287.00

For Leisure City Buildwell Pvt. Ltd.
For Leisure City Buildwell Pvt. Ltd.

Director/Authorised Signatory
Director/Authorized Signatory

Examiner
Auditor

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Particulars	Amount (Rs.)
PART-I	
Short Description of the Free hold Property of the Transferor Company. Land at Shahpur Bamhetta, Ghaziabad	77,735,955.20
PART-II	
Short Description of the Lease hold Property of the Transferor Company	-
PART-III	
Short Description of all the Stocks, Shares, Debentures and other Charges in Action of the Transferor Company Equitable mortgage has been created on land as described in Part-I in favour of Indian Bank, Main Branch, New Delhi for a Term Loan in favour of Agarwal Associates (Promoters) Ltd. under a consortium Agreement for development of a Integrated Township	- 77,735,955.20
<u>Fixed Assets</u>	-
<u>Investment in Shares</u>	-
<u>Current Assets</u>	-
Loans & Advances	
<u>Cash & Bank balances</u>	
Cash in Hand	2,217.00
Bank Balance:	
Current account with Vijaya Bank bearing no. 601900301000065	73,290.80
Current account with Indian Overseas Bank bearing no. 130502000001929	9,056.00

For Leisure Valley Promoters Pvt. Ltd.

For Leisure Valley Permoters Pvt. Ltd.

Director/Authorised Signatory **Director**

Nc

NAME OF COMPANY

Transferor Company : Mega City Housing Pvt. Ltd.

Schedule of Properties

(As on 1st April, 2012)

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Particulars	Amount (Rs.)
PART-I	
Short Description of the Free hold Property of the Transferor Company	-
PART-II	
Short Description of the Lease hold Property of the Transferor Company	-
PART-III	
Short Description of all the Stocks, Shares, Debentures and other Charges in Action of the Transferor Company	-
Fixed Assets	-
Investment in Shares	
22000 Shares of Agarwal Associate (Promoters) Ltd. of RS. 10/- Each Fully Paid up	11,000,000.00
Current Assets	
Loans & Advances	
Cash & Bank balances	
Cash in Hand	1,865.00
Bank Balance:	
Current account with Indian Overseas Bank bearing no. 1530	18,101.00

For Mega City Housing Pvt. Ltd.
For Mega City Housing Pvt. Ltd.

Director/Authorised Signatory

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NAME OF COMPANY
Transferor Company : Mega Dream Housing Pvt. Ltd.
Schedule of Properties
(As on 1st April, 2012)

Particulars	Amount (Rs.)
PART-I	
Short Description of the Free hold Property of the Transferor Company. Land at Shahpur Bamhetta, Ghaziabad	45,913,373.20
PART-II	
Short Description of the Lease hold Property of the Transferor Company	-
PART-III	
Short Description of all the Stocks, Shares, Debentures and other Charges in Action of the Transferor Company Equitable mortgage has been created on land as described in Part-I in favour of Indian Bank, Main Branch, New Delhi for a Term Loan in favour of Agarwal Associates (Promoters) Ltd. under a consortium Agreement for development of a Integrated Township	45,913,373.20
<u>Fixed Assets</u>	-
<u>Investment in Shares</u>	-
<u>Current Assets</u>	-
Loans & Advances	-
<u>Cash & Bank balances</u>	-
Cash in Hand	2,947.00
Bank Balance:	-
Current account with Indian Overseas Bank bearing no. 1549	19,143.80

For Mega Dream Housing Pvt. Ltd.
For Mega Dream Housing Pvt. Ltd.

Director/Authorised Signatory
Authorised Signatory/Director

N/C

Stamp: 11/04/2012

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NAME OF COMPANY
Transferor Company : Suntech Infra-con Pvt. Ltd.
Schedule of Properties
(As on 1st April, 2012)

Particulars	Amount (Rs.)
PART-I	
Short Description of the Free hold Property of the Transferor Company	
PART-II	
Short Description of the Lease hold Property of the Transferor Company	
PART-III	
Short Description of all the Stocks, Shares, Debentures and other Charges in Action of the Transferor Company	
<u>Fixed Assets</u>	
<u>Investment in Shares</u>	
39000 Shares of Agarwal Associate (Promoters) Ltd. of RS. 10/- Each Fully Paid up	19,500,000.00
20000 Shares of Unique Buildestate Pvt. Ltd. of RS. 10/- Each Fully Paid up	5,000,000.00
<u>Current Assets</u>	
<u>Loans & Advances</u>	
Loans to Trimurti Buildwell Pvt. Ltd.	4,990,000.00
<u>Cash & Bank balances</u>	
<u>Cash in Hand</u>	2,717.00
<u>Bank Balance:</u>	
Current account with Vijaya Bank bearing no. 601900301000061	7,839.00

Dated this the 21st day of October, 2010
By order of the Court

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**Joint Registrar (Co.)
for Registrar General**

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vivek singh

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No
Date
for
Date of
Date of

8A 11/1/13
Admin.
(Original)
High Court of Delhi
Delhi

11/1/13

