



SUB - LEASE DEED



THIS SUB - LEASE DEED is made on this 2nd day of Sept., 2013 at
Noida.

BY AND BETWEEN

M/S. JAYPEE INFRATECH LIMITED, a company duly incorporated and validly existing under the provisions of the Companies Act, 1956 and having its registered office at Sector - 128, Noida - 201304, U.P (hereinafter referred to as the "**Sub-Lessor**" or "**JIL**"), which expression or term shall, unless excluded by or repugnant to the context or meaning hereof, be deemed to include its legal heirs, executors, successors and legal representatives of the "**FIRST PART**".

AND

M/S. Gaursons Realtech Pvt Ltd, a company duly incorporated and validly existing under the provisions of the Companies Act, 1956 and having its registered office at D-25, Vivek Vihar, Delhi-110095 (hereinafter referred to as the "**Sub-Lessee**"), which expression or term shall, unless excluded by or repugnant to the context or meaning hereof, be deemed to include its legal heirs, executors, successors and legal representatives of the "**SECOND PART**".

The **Sub-Lessor** and the **Sub-Lessee** shall individually be referred to as the "**Party**" and collectively as the "**Parties**".



WHEREAS

The Government of U.P. constituted the Taj Expressway Industrial Development Authority, vide GoUP Notification No. 697 / 77 - 04 - 2001 - 3 (N)/2001 dated 24th April, 2001 under the U.P. Industrial Area Development Act 1976, (name changed to Yamuna Expressway Industrial Development Authority (hereinafter referred to as the



For GAURSONS REALTECH PVT. LTD.

AUTHORISED SIGNATORY

"Lessor" or "YEA") vide GoUP Notification No. 1165 / 77 - 04 - 08 - 65N / 08 Lucknow dated 11th July, 2008), presently having its principal office at 1st Floor, Commercial Complex, Block-P-2, Sector-Omega-1, Greater Noida, District Gautam Budh Nagar-201308, U.P. for anchoring development of Taj Expressway (renamed as the Yamuna Expressway vide GoUP Notification No. 1165/77-04-08-65N/08 Lucknow dated 11th July 2008) Project which, *inter alia*, includes construction of six-lane, 160 Km long Yamuna Expressway with service roads and associated facilities connecting Noida and Agra (hereinafter referred to as the "Expressway").

AND by an agreement dated 7th February 2003, termed as the "Concession Agreement" between Taj Expressway Industrial Development Authority, and Jaiprakash Industries Ltd. (subsequently name changed to Jaiprakash Associates Ltd.), ("JAL"), the "Concessionaire" was granted concession for arrangement of finances, design, engineering, construction and operation of the Expressway, and to collect and retain toll from the vehicles using the Expressway during the term of the "Concession Period", which is 36 (thirty six) years commencing from the date of commercial operation of the Expressway plus any extensions thereto, in accordance with the Concession Agreement.

AND In terms of provisions of the Concession Agreement and the directives of YEA, the then Concessionaire i.e. "JAL", incorporated a Special Purpose Vehicle, namely Jaypee Infratech Limited ("JIL") for the implementation of the Expressway project. All the rights and obligations of JAL under the Concession Agreement were transferred to JIL by an Assignment Agreement dated 19.10.2007 duly executed by and amongst YEA, JIL and JAL followed by Project Transfer Agreement dated 22.10.2007 executed between JAL and JIL and therefore JIL is now the Concessionaire.

AND in terms of the provisions of the Concession Agreement to fulfill its obligations, YEA agreed to transfer on lease to JIL 25 (twenty five)



For GAURSONS REALTECH PVT. LTD.
AUTHORISED SIGNATORY

धारा-32 भारतीय स्टाम्प अधिनियम का प्रमाणक

(क.सं. 90/2013-14)

धारा-31, भारतीय स्टाम्प अधिनियम, 1899 के सुसंगत प्राविधानों के अन्तर्गत मैसर्स गौडसन्स रियलटेक प्राईवेट लिमिटेड द्वारा प्रस्तुत आलेख में वर्णित सम्पत्ति स्थित ग्राम मिर्जापुर व रामपुर बांगर, सेक्टर-19 (यमुना एक्सप्रेस-वे औद्योगिक विकास प्रा0) क्षेत्रफल-2,02,350 वर्गमीटर या 50 एकड़ के सम्बन्ध में आवश्यक विधिक कार्यवाही करने के उपरान्त, उपरोक्त वर्णित सम्पत्ति की कुल बाजार कीमत कलेक्टर स्टाम्प/अपर जिलाधिकारी(वि0/रा0) गौतमबुद्धनगर के आदेश दिनांक 30 सितम्बर, 2013 द्वारा अंकन-2,50,00,23,000/- रुपये अवधारित की गयी थी, जिसपर धारा-17 सपठित अनुच्छेद-23, अनुसूची-1ख, भारतीय स्टाम्प अधिनियम, 1899 तथा उत्तर प्रदेश स्टाम्प(सम्पत्ति का मूल्यांकन) नियमावली, 1997 के सुसंगत प्राविधानों के अन्तर्गत अंकन-12,50,01,150/-रु0 का स्टाम्प शुल्क देय पाया गया था जिसे इस लेखपत्र पर विधिपूर्वक पूर्ण अदा कर दिया गया है। अतएव यह लेखपत्र यथा विधि स्टाम्पित है।

धनराशि जमा का विवरण

निम्न वत है —



कलेक्टर स्टाम्प/अपर जिलाधिकारी(वि0/रा0)
गौतमबुद्धनगर।

1) ई-स्टाम्प सर्टिफिकेट नं०

IN-UP00143220503886L

Dt. 03/10/2013

Rp. -12,50,00,00/- B.O.B.

Sec-62 Noida

2) ई-स्टाम्प सर्टिफिकेट नं०

IN UP00143852978326L

Dt. 04/10/2013

Rp. 10,000/-

(अंकन देस नगर)

B.O.B. Noida - Sec-62, Noida



आज दिनांक **05/10/2013** को

वही सं. **1** जिल्द सं. **14222**

पृष्ठ सं. **85** से **134** पर क्रमांक **24479**

रजिस्ट्रीकृत किया गया।

VERIFIED AND SIGNED

रजिस्ट्रीकरण अधिकारी के हस्ताक्षर

(तेज सिंह यादव)

उपनिबन्धक सदर

गौतमबुद्धनगर

5/10/2013

SUB - LEASE DEED

THIS SUB - LEASE DEED is made on this 30th day of June, 2014 at Noida.

BY AND BETWEEN

M/S. JAYPEE INFRATECH LIMITED, a company duly incorporated and validly existing under the provisions of the Companies Act, 1956 and having its registered office at Sector - 128, Noida - 201304, U.P. (hereinafter referred to as the "**Sub-Lessor**" or "**JIL**"), which expression or term shall, unless excluded by or repugnant to the context or meaning hereof, be deemed to include its legal heirs, executors, successors and legal representatives of the "**FIRST PART**".

AND

M/S. Gaursons Realtech Pvt Ltd., a company duly incorporated and validly existing under the provisions of the Companies Act, 1956 and having its registered office at D-25, Vivek Vihar, Delhi-110095 (hereinafter referred to as the "**Sub-Lessee**"), which expression or term shall, unless excluded by or repugnant to the context or meaning hereof, be deemed to include its legal heirs, executors, successors and legal representatives of the "**SECOND PART**".

The **Sub-Lessor** and the **Sub-Lessee** shall individually be referred to as the "**Party**" and collectively as the "**Parties**".

WHEREAS

The Government of U.P. constituted the Taj Expressway Industrial Development Authority, vide GoUP Notification No. 697 / 77 - 04 - 2001 - 3 (N)/2001 dated 24th April, 2001 under the U.P. Industrial Area Development Act 1976, (name changed to Yamuna Expressway Industrial Development Authority (hereinafter referred to as the "**Lessor**" or "**YEA**") vide GoUP Notification No. 1165 / 77 - 04 - 08 - 65N/08 Lucknow dated 11th July, 2008), presently having its principal office at 1st Floor, Commercial Complex, Block-P-2, Sector-Omega-1, Greater Noida, District Gautam Budh Nagar-201308, U.P. for anchoring development of Taj Expressway (renamed as the Yamuna Expressway vide GoUP Notification No. 1165/77-04-08-65N/08 Lucknow dated 11th July 2008) Project which, *inter alia*, includes construction of six-lane, 160 Km long Yamuna Expressway with service roads and associated facilities connecting Noida and Agra (hereinafter referred to as the "**Expressway**").



FOR GAURSONS REALTECH PVT. LTD.

AUTHORISED SIGNATORY

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AND by an agreement dated 7th February 2003, termed as the "**Concession Agreement**" between Taj Expressway Industrial Development Authority and Jaiprakash Industries Ltd. (subsequently name changed to Jaiprakash Associates Ltd.), ("JAL"), the "**Concessionaire**" was granted concession for arrangement of finances, design, engineering, construction and operation of the **Expressway**, and to collect and retain toll from the vehicles using the **Expressway** during the term of the "**Concession Period**", which is 36 (thirty six) years commencing from the date of commercial operation of the **Expressway** plus any extensions thereto, in accordance with the **Concession Agreement**.

AND In terms of provisions of the **Concession Agreement** and the directives of YEA, the then **Concessionaire** i.e. "JAL", incorporated a Special Purpose Vehicle, namely Jaypee Infratech Limited ("JIL") for the implementation of the **Expressway** project. All the rights and obligations of JAL under the **Concession Agreement** were transferred to JIL by an Assignment Agreement dated 19.10.2007 duly executed by and amongst YEA, JIL and JAL followed by Project Transfer Agreement dated 22.10.2007 executed between JAL and JIL and therefore JIL is now the **Concessionaire**.

AND in terms of the provisions of the **Concession Agreement** to fulfill its obligations, YEA agreed to transfer on lease to JIL 25 (twenty five) million square meters of land for commercial, amusement, industrial, institutional and residential development at five or more locations along the **Expressway**, including 5 (five) million square meters of land at Noida/Greater Noida.

AND Lessor, in part discharge of its obligations under the **Concession Agreement** for transfer of land for development, has earmarked 548.7635 Hectares of land at Mirzapur land parcel (hereinafter referred to as the "**Subject Land**") and has already transferred land admeasuring 529.3918 Hectares to JIL on lease for a period of ninety years through various lease deeds, the details of which are provided in **Annexure - I** attached hereto (hereinafter referred to as the "**Lease**



For Authorised Signatory
AUTHORISED SIGNATORY

For Authorised Signatory
AUTHORISED SIGNATORY

धारा-32, भारतीय स्टाम्प अधिनियम का प्रमाणक

वाद सं०-2780/2014

कम्प्यूटरीकृत वाद सं०-डी 20141127002780

धारा-31, भारतीय स्टाम्प अधिनियम, 1899 के सुसंगत प्राविधानों के अन्तर्गत मैसर्स गौडसन्स रियलटेक प्राईवेट लिमिटेड द्वारा प्रस्तुत आलेख में वर्णित सम्पत्ति-जे०पी०ग्रीन्स स्पोर्ट्स सिटी ईस्ट, पॉकेट-3, सेक्टर-19, स्थित ग्राम-मिर्जापुर (यमुना एक्सप्रेस-वे औद्योगिक विकास प्रा०) क्षेत्रफल-2,02,313 वर्गमीटर या 50 एकड़ के सम्बन्ध में आवश्यक विधिक कार्यवाही करने के उपरान्त, उपरोक्त वर्णित सम्पत्ति की कुल बाजार कीमत कलेक्टर स्टाम्प/अपर जिलाधिकारी (वि०/रा०) गौतमबुद्धनगर के आदेश दिनांक 31 जुलाई, 2014 द्वारा अंकन-2,55,76,88,000/-रु० (दो अरब पचपन करोड़ छियत्तर लाख अठ्ठासी हजार रु०) अवधारित की गयी थी, जिसपर धारा-17 संपठित अनुच्छेद-23, अनुसूची-1ख भारतीय स्टाम्प अधिनियम, 1899 तथा उत्तर प्रदेश स्टाम्प (सम्पत्ति का मूल्यांकन) नियमावली, 1997 के सुसंगत प्राविधानों के अन्तर्गत अंकन-12,78,84,400/-रु० (बारह करोड़ अठ्त्तर लाख चौरासी हजार चार सौ रु०) का स्टाम्प शुल्क देय पाया गया था जिसे इस लेखपत्र पर विधिपूर्वक पूर्ण अदा कर दिया गया है। अतएव यह लेखपत्र यथा विधि स्टाम्पित है।

जमा धनराशि का विवरण:-

- 1-ई-स्टाम्प सर्टिफिकेट नं०-IN-UP00512293258585M, dt. 30-07-2014
अंकन-7,00,00,000/-रु० (अंकन सात करोड़ रुपये)
- 2-ई-स्टाम्प सर्टिफिकेट नं०-IN-UP00516747671180M, dt. 30-07-2014
अंकन-5,78,75,000/-रु० (अंकन पाँच करोड़ अठ्त्तर लाख पचवत्तर हजार रुपये)
- 3-ई-स्टाम्प सर्टिफिकेट नं०-IN-UP00210994389617M, dt. 03-01-2014
अंकन-10,000/-रु० (अंकन दस हजार रुपये)
बैंक ऑफ बडोदा, सी-25, सेक्टर-62, नोएडा ।

कुल योग-12,78,85,000/-रु० (बारह करोड़ अठ्त्तर लाख पचव्यासी हजार रु०)

आज दिनांक **31/07/2014** को

वही सं. **1** जिल्द सं. **16526**

पृष्ठ सं. **107** से **162** पर क्रमांक **25183**

रजिस्ट्रीकृत किया गया

रजिस्ट्रीकरण अधिकारी के हस्ताक्षर

(तेज सिंह यादव)
उपनिबन्धक सदर
गौतमबुद्धनगर
31/07/2014

कलेक्टर स्टाम्प/अपर जिलाधिकारी (वि०/रा०)
गौतमबुद्धनगर ।

