

Annexure 1



उत्तर प्रदेश UTTAR PRADESH

BE 080721

Undertaking

This Undertaking is signed and executed on this the 12th day of December, 2012 at Greater Noida between:

(1) M/S Shubhkamna Buildwell & Estate Private Limited (SPECIAL PURPOSE COMPANY) of Consortium consisting of M/S BHUMIPUTRA (INDIA) LTD., Lead Member (having 95% shareholding in consortium) and M/S GAURSONS INFRATECH PVT. LTD., Relevant Member (having owning 5% shareholding in consortium) incorporated under the provisions of the Companies Act, 1956 having its registered office at 197-E, Pocket-IV, Mayur Vihar Phase-I, Delhi-110 091 (hereinafter referred to as "SHUBHKAMNA") represented through its Shri Kamal Singh Rauthan (Authorized Signatory) of the Company.

(2) M/S SAG Realtech Private Limited (SPECIAL PURPOSE COMPANY) of Consortium consisting of M/S BHUMIPUTRA (INDIA) LTD., Lead Member (having 95% shareholding in consortium) and M/S GAURSONS INFRATECH PVT. LTD. Relevant Member (having owning 5% shareholding in consortium) incorporated under the provisions of the Companies Act, 1956 having its registered office at 65, Shrestha Vihar, Delhi - 110092 (hereinafter referred to as "SAG") represented through its Shri Kamal Singh Rauthan (Authorized Signatory) of the Company.

M/S Cinnamon Buildtech Private Limited (SPECIAL PURPOSE COMPANY) of Consortium consisting of M/S BHUMIPUTRA (INDIA) LTD., Lead Member (having 95% shareholding in consortium) and M/S GAURSONS INFRATECH PVT. LTD., Relevant Member (having owning 5% shareholding in consortium) incorporated under the provisions of the Companies Act, 1956 having its Regd. office at 1450/2, East Jyoti Nagar, New Delhi-110 093 (hereinafter referred to as "CINNAMON") represented through its Shri Kamal Singh Rauthan (Authorized Signatory) of the Company.

For SAG Realtech Private Limited
Authorized Signatory
Kamal Singh Rauthan
Manager (Builders)
Greater Noida Indl. Dev. Authority

For Cinnamon Buildtech Private Limited, Enchant Infrastructure Pvt. Ltd.

Authorized Signatory

Authorized Signatory

Authorized Sign./Director

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- 4) M/S Enchant Infrastructure Private Limited (SPECIAL PURPOSE COMPANY) of Consortium consisting of M/S BHUMIPUTRA (INDIA) LTD., Lead Member (having 95% shareholding in consortium) and M/S GAURSONS INFRATECH PVT. LTD., Relevant Member (having owning 5% shareholding in consortium) incorporated under the provisions of the Companies Act, 1956 having its Regd. office at 211, Triveni Complex, E-10, Laxmi Nagar, Delhi-110092 acting (hereinafter referred to as "ENCHANT") represented through its Shri Kamal Singh Rauthan (Authorized Signatory) of the Company.
- (5) M/S Intellect Projects Private Limited (SPECIAL PURPOSE COMPANY) of Consortium consisting of M/S BHUMIPUTRA (INDIA) LTD., Lead Member (having 95% shareholding in consortium) and M/S GAURSONS INFRATECH PVT. LTD., Relevant Member (having owning 5% shareholding in consortium) incorporated under the provisions of the Companies Act, 1956 having its registered office at A-47, Lower Ground Floor, Hauz Khas, New Delhi-110 016 (hereinafter referred to as "INTELLECT") represented through its Shri Kamal Singh Rauthan (Authorized Signatory) of the Company.

AND SHUBHKAMNA, SAG, CINNAMON, ENCHANT & INTELLECT are here-in-after collectively called, "EXECUTANTS".

WHEREAS in response to the invitation for bid in the BRS-05/2010-11 (Scheme Code) scheme of the Builders Residential/ Large Group Housing Plots floated by the Greater Noida Industrial Development Authority (hereinafter referred to as the GNIDA), the consortium consisting of M/S BHUMIPUTRA (INDIA) LTD., Lead Member and M/S GAURSONS INFRATECH PVT. LTD., Relevant Member (name of Company/consortium) submitted their bid for allotment of Plot No. GH-02, Sector-12, Greater Noida admeasuring 92500 Sq. Mtr. And agreed to abide by all the terms and conditions set out in the brochure of the scheme.

AND WHEREAS the GNIDA vide letter bearing No. PROP/BRS-05/2010-11/459 dated 30.03.2011, allotted Plot No. GH-02, Sector-12, Greater Noida having an area of 92500 square meter in favor of the Consortium.

AND WHEREAS upon being called to have lease deed of the allotted plot executed in the name of Consortium, the Lead Member and the Relevant Member agreed amongst themselves that as permissible under clause C-8 of the brochure of the scheme, the above said plot may be sub divided and the Lease Deed of the sub divided plots be executed in favor of following Special Purpose companies of Consortium and a request letter dated 07-12-2012 was addressed to GNIDA in this regard.

AND WHEREAS the request of the consortium member as contained in the said letter dated 07-12-2012 has been agreed in principle by GNIDA subject to certain conditions as communicated in GNIDA's letter dated 10-12-2012, including submission of an undertaking and approved to execute lease deed in the following manner:

- a) Plot No. GH-02/A, Sector-12, Greater Noida admeasuring 29002 Sq. Mtr. in favor of M/s. Shubhkamna Buildwell & Estates Private Limited,
- b) Plot No. GH-02/B, Sector-12, Greater Noida admeasuring 18000 Sq. Mtr. in favor of M/s. SAG Realtech Private Limited,

for SAG Realtech Private Limited
Manager (Builders)
Greater Noida Ind. Dev. Authority

Authorized Signatory

For Cinnamon Intellect Private Limited
Authorized Signatory

Authorized Signatory
Auth. Sign./Director

- (22)
- c) Plot No.- GH-02/C, Sector-12, Greater Noida admeasuring 14998 Sq. Mtr. in favour of M/s. Cinnamon Buildtech Private Limited,
 - d) Plot No. GH-02/D, Sector-12, Greater Noida admeasuring 12500 Sq. Mtr. in favour of M/s. Enchant Infrastructure Private Limited and
 - e) Plot No. GH-02/E, Sector-12, Greater Noida admeasuring 18000 Sq. Mtr. in favour of M/s. Intellect Project Private Limited.

NOW, THEREFORE, THIS UNDERTAKING WITNESSES AS UNDER:-

1. That, we the Executants (Special Purpose Companies) of Consortium consisting of M/S BHUMIPUTRA (INDIA) LTD., Lead Member and M/S GAURSONS INFRATECH PVT. LTD., Relevant Member) do hereby agree that, the execution of Lease Deed of an area of 29002 Sq. Mtr. in favour of Shubhkamna, 18000 Sq. Mtr. in favor of SAG, 14998 Sq. Mtr. in favour of Cinnamon, 12500 Sq. Mtr. in favor of Enchant and 18000 Sq. Mtr. in favor of Intellect, shall make respective executant liable for the due compliance of all the terms and conditions for the area mentioned in the respective lease deed and any breach of the above aforesaid, by one of us, shall constitute breach also by the respective executant and thereby empower the GNIDA to take action against the respective executant.
2. That each of us jointly and severally agree that this undertaking shall form part of Lease Deeds to be executed and necessary clause(s) to this effect shall be stipulated in the lease deeds to be executed.
3. That any breach of the conditions set out in this undertaking shall render the permission granted in principle wide GNIDA's letter dated 10-12-2012 withdrawn in case Lease Deed has been executed, then the breach of these present shall constitute a breach of the Lease Deed for which GNIDA shall be entitled to take action against us, including determination of the respective Lease Deed to be executed.
4. That, in terms of clause 8(a) of the scheme, we undertake that the Lead Member of the Consortium shall retain at least 26% of the shareholding as per consortium till the completion Certificate of at least one phase of the project is obtained from GNIDA.
5. That each of the signatory on behalf of all SPCs have been duly authorized by their respective Board of Directors to submit this Undertaking. A copy of Bord Resolution in favour of each of the signatory is being annexed as annexure 'A', Annexure 'B', Annexure 'C', Annexure 'D' and Annexure 'E' to this Undertaking and the same shall be deemed to be part of this Undertaking.
6. That this Undertaking has been given by us voluntarily and without any threat, coercion or duress of any kind whatsoever.

Authorized Signatory

For Shubhkamna Buildwell & Estate Pvt. Ltd

For Sag Realtech Private Limited

For Cinnamon Buildtech Private Limited

Manager (Builders)

Authorized Signatory Noida Indl. Dev. Authority Authorized Signatory

For Enchant Infrastructure Private Limited

Auth. Sign. Director

Authorized Signatory

Authorized Signatory

IN WITNESSES WHEREOF all of the executants have affixed their signatures in the presence of each other's on the date first mentioned above.

For Shubhkamna Buildwell & Estates Pvt.Ltd.
For Shubhkamna Buildwell & Estate Pvt.Ltd.

Authorized Signatory
Authorized Signatory

For Sag Realtech Private Limited
For Sag Realtech Private Limited

Authorized Signatory
Authorized Signatory

For Cinnamon Buildtech Private Limited
For Cinnamon Buildtech Private Limited

Authorized Signatory

Authorized Signatory

For Enchant Infrastructure Pvt. Ltd.

For Enchant Infrastructure Pvt. Ltd.

Authorized Signatory
Authorized Signatory

For Intellect Projects Private Limited
M/s Intellect Project Private Limited

Authorized Signatory
Authorized Signatory

Witnesses :

1.



2.

Manager (Builders)
Greater Noida Indl. Dev. Authority

ATTESTED

Sanjeev Kumar
Notary
Dist. Greater Noida

For SAG REALTECH PVT. LTD.

Auth. Sign./Director

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Annexure-A

SHUBHKAMNA BUILDWELL & ESTATES PRIVATE LIMITED

Regd. Office : 197-E, Pocket-IV, Mayapuri Vihar Phase-I, Delhi-110 091

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF THE COMPANY HELD AT ITS REGISTERED OFFICE ON 20TH NOVEMBER, 2012

"Resolved that the Company will take over the Assets and Liabilities of the Group Housing Plot No. GH-02/A, Sector-12, Greater Noida Dist. Gautam Budh Nagar, U.P. area measuring 29002 sq. mtrs. from the Original Consortium Members allotted to them vide Allotment Letter No. PROP/BRS-05/2010-11/459 dated 30.03.2011."

"Further Resolved that Mr. Kamal Singh Rauthan, Authorized Signatory of the Company be and is hereby authorized to represent the Company before Greater Noida Industrial Development Authority."

"And further resolved that the Mr. Kamal Singh Rauthan is also authorized to execute the Lease Deed and to take possession of the said plot of land and to comply with all the formalities for and incidental thereto."

For Shubhkamna Buildwell & Estates Pvt. Ltd.
Shubhkamna Buildwell & Estates Pvt. Ltd.


Director


Manager (Builders)
Greater Noida Indl. Dev. Authority

For SAG REALTECH PVT. LTD.


Auth. Sign./Director

S.A.G. REALTECH PRIVATE LIMITED

65, SHRESTHA VIHAR, DELHI - 110092

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF THE COMPANY HELD AT ITS REGISTERED OFFICE AT 65, SHRESTHA VIHAR, DELHI - 110092 ON 20TH NOVEMBER, 2012

"Resolved that the Company will take over the Assests and Liabilities of the Group Housing Plot No. GH-02/B, Sector-12, Greater Noida Distt. Gautam Budh Nagar, U.P. area measuring 18000 sq. mtrs. from the Original Consortium Members allotted to them vide Allotment Letter No. PROP/BRS-05/2010-11/459 dated 30.03.2011."

"Further Resolved that Mr. Kamal Singh Rauthan, Authorized Signatory of the Company be and is hereby authorized to represent the Company before Greater Noida Industrial Development Authority."

"And further resolved that the Mr. Kamal Singh Rauthan is also authorized to execute the Lease Deed and to take possession of the said plot of land and to comply with all the formalities for and incidental thereto."

For SAG Realtech Private Limited.



Authorized Signatory

Manager (Builders)

Greater Noida Indl. Dev. Authority

For SAG REALTECH PVT. LTD.



Auth. Sign. Director

Annexure - 1

CINNAMON BUILDTECH PRIVATE LIMITED

Regd office : 1450/2 East Jyoti Nagar, New Delhi-110093

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF THE COMPANY HELD AT ITS REGISTERED OFFICE ON 20th NOVEMBER, 2012.

"Resolved that the Company will take over the Assests and Libilities of the Group Housing Plot No. GH-02/C, Sector-12, Greater Noida Distt. Gautam Budh Nagar, U.P. area measuring 14998 sq. mtrs. from the Original Consortium Members allotted to them vide Allotment Letter No. PROP/BRS-05/2010-11/459 dated 30.03.2011."

"Further Resolved that Mr. Kamal Singh Rauthan, Authorized Signatory of the Company be and is hereby authorized to represent the Company before Greater Noida Industrial Development Authority."

"And further resolved the Mr. Kamal Singh Rauthan is also authorized to execute the Lease Deed and to take possession of the said plot of land and to comply with all the formalities for and incidental thereto."

For Cinnamon Buildtech Private Limited
For Cinnamon Buildtech Private Limited

Authorized Signatory

Authorized Signatory

Manager (Builders)

Greater Noida Indl. Dev. Authority

For SAG REALTECH PVT. LTD.

Director
Auth. Sign. Director

Annexure-D

INTELLECT PROJECTS PRIVATE LIMITED

REGISTERED OFFICE:- A-47, LOWER GROUND FLOOR, HAUZ KHAS, NEW DELHI-110016

Certified true copy of resolution passed at the meeting of the board of directors of the company held at its registered office on 20th November, 2012 at 11.00 A.M

"Resolved that the company will take over the Assets and liabilities of the Group Housing plot No. GH-02/E, Sector-12, Greater Noida Distt. Gautam Budh Nagar, U.P.

"Further Resolved that Mr. Kamal Singh Rauthan, Authorized Signatory of the company be and is hereby authorized to represent the company before Greater Noida Industrial Development Authority.

"Further Resolved that the Mr. Kamal Singh Rauthan is also authorized to execute the Lease Deed and to take possession of the said plot of the land and to comply with all the formalities for and incidental thereto."

For Intellect Projects Private Limited
For INTELLECT PROJECTS PVT. L.

Sanjeev Mittal
(Director)

Director

Manager (Builders)
Greater Noida Indl. Dev. Authority

For SAG REALTECH PVT. LTD.

Auth. Sign/Director

Enchant Infrastructure Private Limited

Regd. Office : 211, Triveni Complex, E-10, Laxmi Nagar, Delhi-110 092.

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF THE COMPANY HELD AT ITS REGISTERED OFFICE AT 211, TRIVENI COMPLEX, E-10, LAXMI NAGAR, DELHI - 110092 ON 20TH NOVEMBER, 2012

"Resolved that the Company will take over the Assests and Liabilities of the Group Housing Plot No. GH-02/D, Sector-12, Greater Noida Distt. Gautam Budh Nagar, U.P. area measuring 12500 sq. mtrs. from the Original Consortium Members allotted to them vide Allotment Letter No. PROP/BRS-05/2010-11/459 dated 30.03.2011."

"Further Resolved that Mr. Kamal Singh Rauthan, Authorized Signatory of the Company be and is hereby authorized to represent the Company before Greater Noida Industrial Development Authority."

"And further resolved that the Mr. Kamal Singh Rauthan is also authorized to execute the Lease Deed and to take possession of the said plot of land and to comply with all the formalities for and incidental thereto."

For Enchant Infrastructure Private Limited.



Authorized Signatory

Authorized Signatory

Manager (Builders)

Greater Noida Indl. Dev. Authority



Manager (Builders)
Greater Noida Indl. Dev. Authority