

M/S Platina Real Estates Pvt Ltd

Details of Land for DINESH NAGAR-44

Sr. No.	Khasra No.	Land (In Sq. Mtr.)
1	756	518.90
2	759	19.40
3	760	83.70
4	235	33.20
Total		655.20

उद्धरण खतौनी

उद्धरण क्रमांक : 21795520220123

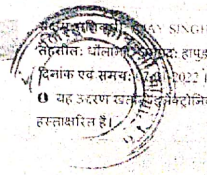
ग्राम क्रमांक : 217955 ग्राम का नाम / परगना : नगरपालिका धिलखुवा(शरणा) तहसील : धौलाढा जनपद : हापुड़ फसली वर्ष : 1428-1433 भाग : 1

खता खतौनी क्रम संख्या	खातेदार का नाम / पिता पति संरक्षक का नाम / निवास स्थान	भूमिक अधिकार प्रारम्भ होने का वर्ष	खाते के प्रत्येक गाठ की खसरा संख्या	प्रत्येक गाठ का क्षेत्रफल (हे.)	खातेदार द्वारा देय भालगुजारी या लगान	पश्चिमी सम्बन्धी आज्ञा या उसका सारांश उनकी संख्या तथा दिनांक सहित और आज्ञा देने वाले अधिकारी का पद	टिप्पणी
1	2	3	4	5	6	7-12	13
00786	मैसर्स फ्लैटाना एन्फोरस कं. लि. / प्रा0ति0कापरेट टावर 309 / वृत्तीय मन्डिजल फ्लाट नं0 13 / कडडूमा कन्फेन्सिनेटी सेन्टर / दिल्ली 92 कम्पनी ऑफिस सी02 / द्वितीय मन्डिजल आर0डी0सी0 / राजनगर गा0वाट 3090 / दवारा अधिकृत हस्ताक्षरी / ए0 विपिन निरुत्तल - फ्लैट सरन / नि0 64 चाह डिब्बा धिलखुवा	1414फ.से	359फे	0.2780			
			1	0.2780	₹ 13.75	0	0

कुल गाठे - एक कुल क्षेत्रफल - शून्य दशमलव दो सात आठ शून्य (हेक्टेयर) कुल श्र-राजस्व - एक तीन दशमलव सात पाँच रुपये

Data Digitally Signed by: DS Sub-Divisional Magistrate Office Dhaulana (Hapur)(1)

उपरोक्त उद्धरण खतौनी का वेबसाइट <http://aphilkhalekh.gov.in> पर जाकर किया जा सकता है।





उद्धरण खतौनी

उद्धरण क्रमांक : 11977300220119

ग्राम क्रमांक : 119773	ग्राम का नाम / परगना : पिलखुवा देहात(झासवा)	तहसील : धौलांगा	जनपद : हापुड	फसली वर्ष : 1425-1430	भाग : 1		
खाता खतौनी क्रम संख्या	खातेदार का नाम / पिता पति संरक्षक का नाम / निवास स्थान	क्षेत्रिक अधिकार प्रारम्भ होने का वर्ष	खाते के प्रत्येक गाटे की खसरा संख्या	प्रत्येक गाटे का क्षेत्रफल (हे.)	खातेदार द्वारा देय सालगुजारी या लगान	परिवर्तन सम्बन्धी आज्ञा या उसका सारांश उनकी संख्या तथा दिनांक सहित और आज्ञा देने वाले अधिकारी का पद	टिप्पणी
1	2	3	4	5	6	7-12	13

श्रेणी : 1-क : भूमि जो संकसणीय भूमिधरा के अधिकार में हो।

00363	श्री. फ्लेटीना इन्फोस्ट्रक्चर प्रा. लि. द्वारा अधिकृत नि. डान्स डा. विपिन शिरतोल, प्रहलाद सरत, लक्ष्मण टिडवा पिलखुवा	1418फ.	235मि.	0.0845			
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1 0.0845 ₹ 4.00 0 0

कुल गाटे - एक कुल क्षेत्रफल - शुद्ध दशमलव शुद्ध आठ चार पाँच (हेक्टर) कुल भू.राजस्व - चार दशमलव शुद्ध शुद्ध रुपये

Data Digitally Signed by: BRAJESH CHAND SHARMA

ब्राजेश चंद शर्मा BRAJESH CHAND SHARMA
 पद : अधिकारी
 जिला : धौलांगा जनापद : हापुड
 दिनांक एवं समय : 07/01/2022 12:08:44
 यह उद्धरण क्र. 11977300220119 भूमि धरती मिस्टम द्वारा दीगार की गयी है तथा डाटा डिजिटल हस्ताक्षर द्वारा

उपरोक्त उद्धरण खतौनी का वेबपि केसन <http://upbhulekh.gov.in> Website पर जाकर किया जा सकता है।



उद्धरण खतौनी

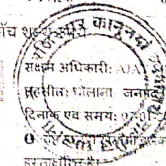
उद्धरण क्रमांक : 21795520220135

याम क्रमांक : 217955 याम का नाम / परगना : नगरपालिका पिलखुवा(डासना) तहसील : धौलादा जन्मपद : हापुड फसली वर्ष : 1428-1433 भाग : 1

खाता खतौनी क्रमा संख्या	खातेदार का नाम / पिता पति संरक्षक का नाम / निवास स्थान	भौतिक अधिकार प्रारम्भ होने का वर्ष	खाते के प्रत्येक गाटे की खसरा संख्या	प्रत्येक गाटे का क्षेत्रफल (हे.)	खातेदार द्वारा देय मालगुजारी या लगान	परिवर्तन सम्बन्धी अज्ञा या उसका सारांश उनकी संख्या तथा दिनोंक सहित और आजा देने वाले आधिकारी का पद	टिप्पणी
1	2	3	4	5	6	7-12	13
00794	निसर्ग फ्लैटिंग रीमल ब्लेक पाठ / डिगि रजिड ऑफिस परमेश / कार्पोरेट टावर 309 चौकी / मजिल प्लाट नम्बर 13 बडकडमा / कम्प्यूनिटी सेंट्रल दिल्ली 10092 / कार्पोरेट ऑफिस सी- 22 टावतीय / मजिल आर0डी0सी0 राजनगर 007 / याजियाबाद अधिकृत / विपिन मित्तल / पलाद शरण मित्तल / चाहडिवा पिलखुवा	1384 से	759मि	0.3540			
			1	0.3540	₹ 17.50	0	0

कुल गाटे एक कुल क्षेत्रफल 759 दशमलव तीन पाँच चार शून्य (हेमटेयर) कुल भू-राजस्व - एक साल दशमलव पाँच शून्य

Data Digitally Signed by: DS Sub Divisional Magistrate Office Dhaulana (Hapur)(1)



उपरोक्त उद्धरण खतौनी का वेब-पेज केवल <http://upbhulekh.gov.in> Webpage पर जाकर किया जा सकता है।

<http://pblulekh.gov.in> in blulekh login and get report user:ROR Password:123

श्री (संगठन) के अंतर्गत स्थापित किया जा रहा है (स्थान) पर परता लगाया गया है। एम्प्लॉयमेंट द्वारा उपलब्ध कराया जा रहा है।

कुल गाँव: चार कुल क्षेत्रफल: शहवा दशमाला चार अंक साल शहवा (हैमदेवर) कुल भू-राजस्व - दो दो दशमाला शहवा 4 0.4870 ₹ 22.00 4 0

Data Digitally Signed by: DS Sub-Divisional Magistrate Office Dhaulana (Hapur)(1)

कार्यका उद्देश्य: खोजने का वेबसाइट <http://pblulekh.gov.in> वेबसाइट पर जाकर किया जा सकता है।

सहायक अधीक्षक: RAJ SINGH
तहसील: धौलाना जिला: हनुमानगढ़
दिनांक एवं समय: 07-01-2022 12:08:15
यह प्रमाण पत्र को इलेक्ट्रॉनिक डिजीटल सिग्नेचर द्वारा सत्यापित किया गया है।

11567
16-05-12

Moile No. 9839387003
Phone / Fax-0532- 2623033

PRAVEEN KUMAR
ADVOCATES
HIGH COURT, ALLAHABAD
Office: 3-A, Ashok Road
(OPP. Telephone Exchange)
Cant., Allahabad- 211001
Chamber No.91 High Court.

Company Petition NO. : 50 Of .2011

District- Ghaziabad

Platina Infrastructures Private limited ... Petitioner/ Transferor Company

And

Platina Real Estate Private Limited....Non Petitioner/ Transferor Company

Order date...16.05.2012....

DATE OF APPLICATION 16.05.12
DATE OF ISSUE 16.05.12
ISSUING CLERK 16.05.12



IN THE HIGH COURT OF JUDICATURE AT ALLAHABAD

COMPANY PETITION NO. 50 OF 2011

CONNECTED WITH

COMPANY APPLICATION NO. 19 OF 2011

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

SECTION 391 AND 394

AND

IN THE MATTER OF AMALGAMATION OF

Platina Infrastructures Private Limited

WITH

Platina Real Estates Private Limited

AND

IN THE MATTER OF

Platina Infrastructures Private Limited

.....petitioner/Transferor Company

AND

Platina Real Estates Private Limited

.....Non Petitioner/Transferee Company

BEFORE HON'BLE MR. JUSTICE PANKAJ

Dated: 11.04.2012

Order on Petition

The above petition coming on for hearing on 11th day of April, 2012 upon reading the said petition, the order dated 5th day of December, 2011 whereby the said company was ordered to dispensed with the meetings of the equity shareholders and creditors of the

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transferor company as well as the transferee company and upon hearing Sri Praveen Kumar, Advocate for the company.

As the scheme has the approval of the Board of Directors, shareholders and the creditors of transferor company and that of the Board of Directors of the transferee company coupled with the fact that there is no report from the Ministry of Corporate Affairs through its Regional Director that the aforesaid scheme is anyway unfair, unreasonable or detrimental to the interest of the public or is against the public policy, this Court grants sanction to the said scheme.

The petitioner would file a certified copy of this order along with this scheme before the Registrar of Companies within one month from its receipt. The scheme will be effective from the date of production of this order before the Registrar.

This court doth order

1. That all the properties, rights and powers of the Transferor companies specified in the first, second and third parts of the Schedule hereto and all other properties, rights and powers of the said Transferor companies be transferred without further act or deed to the Transferee company and accordingly the same shall, pursuant to Section 394(2) of the Companies Act, 1956, be transferred to and vest in the Transferee company for all the estate and interest of the Transferor companies herein but subject nevertheless to all charges now affecting the same; and
2. That all the liabilities and duties of the Transferor Companies be transferred without further act or deed to the transferee company and accordingly the same shall, pursuant to Section 394(2) of the Companies Act, 1956, be transferred to and become the liabilities and duties of the Transferee company; and
3. That all proceedings now pending by or against the Transferor Companies be continued by or against the Transferee Company; and
4. That the Transferee Company do, without further application, allot to such members of the Transferor Companies the shares in

the Transferee Company to which they are entitled under the said Scheme of Amalgamation; and

5. That the Transferor 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 above-named Transferor Companies shall be dissolved and the Registrar of Companies shall place all documents relating to above named Transferor Companies and registered with him on the file kept by him in relation to the Transferee Company and the files relating to the said two Companies shall be consolidated accordingly; and
6. That any person interested shall be at liberty to apply to the Court in the above matter for any directions that may be necessary.

ANNEXURES

Sanctioned Scheme of Amalgamation

SCHEDULES

[PART - I]

Short description of the freehold property of the Transferor Companies - NIL

[PART - II]

Short description of the leasehold property of the Transferor Companies - NIL

[PART - III]

Short description of all stocks, shares, debentures and other chose-in-action of the Transferor Companies - NIL

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Completed by
N/A
16/11/2012

✓



with high cost of duplication

ANNEXURE NO 1

SCHEME OF AMALGAMATION

BETWEEN

Platina Infrastructures Private Limited

Transferor Company

AND

Platina Real Estates Private Limited

Transferee Company

For Platina Infrastructures Private Limited For Platina Real Estates Private Limited


M. S. S. (Director)


(Director)

PART-I

A. Definitions

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meanings as assigned to them below:-

- (i) "Act" means the Companies Act, 1956 and any amendments and/ or re-enactment or modifications thereof, for the time being in force.
- (ii) "Appointed Date" means 1.4.2010.
- (iii) "Effective Date" means the date on which the last of the approvals/ events specified in Clause 6 of Part V of the Scheme are obtained/have occurred, as the case may be.
- (iv) "Scheme" means the Scheme of Amalgamation as set out herein and approved by the Board of Directors of Transferor Company and the Transferee Company subject to such modifications as the Hon'ble High Court of Judicature, at Allahabad, may impose or the Transferor Company may prefer and Hon'ble High Court of Judicature, at Allahabad may approve.
- (v) Transferor Company or PIPL means "Platina Infrastructures Private Limited", a Company incorporated under the Act and having its Registered Office at C-22, 3rd Floor RDC, Raj Nagar, Ghaziabad - 201 002, Uttar Pradesh.

For Platina Infrastructures Private Limited For Platina Real Estates Private Limited



(Director)

(vi) Transferee Company or PREPL means "Platina Real Estates Private Limited", a Company incorporated under the Act and having its Registered Office at C-22, 3rd Floor RDC, Raj Nagar, Ghaziabad - 201 002, Uttar Pradesh.

(vii) "Transferred Undertakings of Transferor Company" means and include all of the undertakings of the Transferor Company as illustratively listed out and marked in Part 'A' of Schedule - 'I' hereto and shall mean and include: -

(a) all the present and future assets including freehold and/ or leasehold assets and/ or movable assets together with all investments and all the present and future liabilities and debts and undertakings of the Transferor Company, as per the records of the Transferor Company;

(b) all approvals, permissions, consents, registrations and certifications, rights, entitlements, agreements and all other rights and facilities of every kind, nature and description whatsoever of the Transferor Company as per the records of the Transferor Company;

(c) all application monies, advance monies, earnest monies and/or security deposits paid, payments against other entitlements of the Transferor Company;

(d) all the debts, liabilities, duties, responsibilities and obligations of Transferor Company as on the Appointed Date;

For Platina Infrastructures Private Limited For Platina Real Estates Private Limited


M. (Director)



(Director)

- (e) all present and future immovable assets including all freehold, leasehold and any other title, interest or right in such immovable assets of the Transferor Company including those comprised in the Transferred Undertakings of the Transferor Company as per the records of the Transferor Company including those as illustratively listed out and marked in Part 'B' of Schedule - 'I' ;
- (f) all present and future investments including long term, short term, quoted or un-quoted investments in different instruments as per the records of the Transferor Company ;

B. THE SCHEME

Transferee Company Platina Real Estates Private Limited

Platina Real Estates Private Limited (herein referred to as the "Transferee Company") was incorporated on 21st May 2006 with the Registrar of Companies, NCT of Delhi & Haryana.

Thereafter, the Transferee Company changed its Registered Office from the NCT of Delhi to the State of Uttar Pradesh after seeking confirmation of the Hon'ble Company Law Board, New Delhi Bench vide order dated 13th April 2010. The said order of Hon'ble Company Law Board, New Delhi Bench was registered by the office of Registrar of Companies, Uttar Pradesh & Uttrakhand, at Kanpur on 30th April, 2010.

The Transferee Company in terms of provisions of section 21 of The Companies, Act 1956 changed its name to "Dinesh Chand Garg Housing Project Private Limited" by way of passing a Special

For Platina Infrastructures Private Limited For Platina Real Estates Private Limited

(Director)

(Director)

Resolution at an Extra Ordinary General Meeting held on 21st May 2010 and the office of Registrar of Companies, Uttar Pradesh & Uttrakhand at Kanpur approved the said change of name vide its fresh certificate of incorporation consequent upon change of name dated 7th June 2010.

Subsequently, the Transferee Company again changed its name from "Dinesh Chand Garg Housing Project Private Limited" to old name i.e. "Platina Real Estates Private Limited" by way of passing a Special Resolution at an Extra Ordinary General Meeting held on 18th March 2011 and the office of Registrar of Companies, Uttar Pradesh & Uttrakhand at Kanpur approved the said change of name vide its fresh certificate of incorporation consequent upon change of name dated 21st March 2011.

Hence presently the Transferee Company is operating under the name and style of "Platina Real Estates Private Limited" from its Registered Office situated at C-22, 3rd Floor RDC, Raj Nagar, Ghaziabad - 201 002, Uttar Pradesh, which is within the jurisdiction of Hon'ble High Court of Judicature, at Allahabad.

The Company is engaged in the Real Estate Business.

Transferor Company Platina Infrastructures Private Limited

Platina Infrastructures Private Limited (herein referred to as the "Transferor Company") was incorporated on 19th June, 2006 with the Registrar of Companies, National Capital Territory (NCT) of Delhi & Haryana, at New Delhi with the object of carrying on the business of construction of residential houses, commercial buildings, flats, etc.

Thereafter, the Transferor Company changed its name to "Dinesh Chand Garg Awas Project Private Limited" by passing a Special

For Platina Infrastructures Private Limited For Platina Real Estates Private Limited


(Director)


(Director)

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Resolution at an Extra Ordinary General Meeting held on 24th December, 2009 and the office of Registrar of Companies, NCT of Delhi & Haryana approved the said change of name vide its fresh certificate of incorporation consequent upon change of name dated 29th December, 2009.

Subsequently, the Transferor Company shifted its Registered Office from the National Capital Territory (NCT) of Delhi to the State of Uttar Pradesh vide order dated 13th April, 2010 passed by Hon'ble Company Law Board, New Delhi Bench. The Registrar of Companies, Uttar Pradesh & Uttaranchal, at Kanpur issued the Fresh Certificate of Incorporation consequent upon the change of Registered Office from the National Capital Territory (NCT) of Delhi to the State of Uttar Pradesh on 19th May, 2010.

Subsequently, the Transferor Company again changed its name from "Dinesh Chand Garg Awas Project Private Limited" to old name i.e. "Platina Infrastructures Private Limited" by way of passing a Special Resolution at an Extra Ordinary General Meeting held on 17th March 2011 and the office of Registrar of Companies, Uttar Pradesh & Uttrakhand, at Kanpur approved the said change of name vide its fresh certificate of incorporation consequent upon change of name dated 17th March 2011.

Presently, the Transferor Company is operating under the name and style of "Platina Infrastructures Private Limited" from its Registered Office situated at C-22, 3rd Floor RDC, Raj Nagar, Ghaziabad - 201 002, Uttar Pradesh, which is within the jurisdiction of Hon'ble High Court of Judicature, at Allahabad.

For Platina Infrastructures Private Limited For Platina Real Estates Private Limited

M. P. Singh
(Director)

[Signature]
(Director)

The Transferee Company, jointly with the Transferor Company is setting up and promoting a low rise residential apartment project (G + 3) in the name and style of "Dinesh Nagar" at Pilukhwa, Ghaziabad, Uttar Pradesh. The Transferee Company and Transferor Company has obtained a joint project approval for promoting the said low residential apartments project from Hapur Pilukhwa Development Authority vide their letter no.(s) 345/HPDA/2010 dated 30.09.2010.

The Transferee Company has acquired 100% Equity Share of the Transferor Company on 13th December, 2010 and as a result, presently the Transferor Company is a wholly owned (100%) subsidiary of the Transferee Company and the Scheme of Amalgamation shall result in the effective vesting of the undertakings of the Transferor Company into the Transferee Company.

Hence, with a view to maintain a simple corporate structure and eliminate duplicate corporate procedures as well as consolidate the entire development operations of the "Dinesh Nagar Project" and also to consolidate the entire land bank holdings (Stock in Trade) in the lead consortium Company i.e., Platina Real Estates Private Limited (Transferee Company), it is desirable to merge and amalgamate all the transferred undertakings of the Transferor Company into the Transferee Company. The Scheme will consolidate the business of the Transferor Company into a common pool and enable the Transferee Company to improve the financial and cash flow management of the merged entity and simplify all the accounting aspects of Dinesh Nagar Project.

The amalgamation will consolidate and vest all the undertakings of all the Transferor Company into the Transferee Company and will enable the Transferee Company to effectively leverage the asset blocks of the Transferor Company.

For Platina Infrastructures Private Limited For Platina Real Estates Private Limited


(Director)


(Director)

The amalgamation of all the Undertakings of the Transferor Company into the Transferee Company shall facilitate consolidation of all the undertakings in order to enable effective management and unified control of operations.

The amalgamation would create economies in administrative and managerial costs by consolidating operations and will substantially reduce duplication of administrative responsibility and multiplicity of records and legal and regulatory compliances.

For Platina Infrastructures Private Limited For Platina Real Estates Private Limited


(Director)


(Director)

PART-II
SHARE CAPITAL

The present Capital structure of the Transferor Company and the Transferee Company is as under: -

The present Capital structure of the Transferor Company as at 31.3.2011 is as follows:

Share Capital	(Amount in Rs.)
Authorized Capital	
500,000 Equity Shares of Rs.10/- each	50,00,000
Total	50,00,000
Issued Subscribed and Paid Up Capital	
10,000 Equity Shares of Rs.10/- each	1,00,000
Total	1,00,000

The present Capital structure of the Transferee Company as at 31.3.2011 is as follows:

Share Capital	(Amount in Rs.)
Authorized Capital	
30,20,000 Equity Shares of Rs.10/- each	3,02,00,000
Total	3,02,00,000
Issued Subscribed and Paid Up Capital	
9,12,650 Equity Shares of Rs.10/- each	91,26,500
Total	91,26,500

IN CONSIDERATION OF THE RECIPROCAL PROMISES AND THE AMALGAMATION OF THE TRANSFEROR COMPANY, THE TRANSFEEE COMPANY HAS PROPOSED THE SCHEME OF AMALAGAMATION AS SET OUT IN PARTS III TO V BELOW.

For Platina Infrastructures Private Limited For Platina Real Estates Private Limited

[Signature]
(Director)

(Director)

PART - III**TRANSFER OF TRANSFERRED UNDERTAKINGS OF TRANSFEROR COMPANY**

1. (a) With effect from the Appointed Date, the Transferor Company shall dissolve without winding-up and merge with the Transferee Company and all of the assets, investments, rights, title and interests comprised in the Transferred Undertakings of Transferor Company shall pursuant to Section 394(2) of the Act and without any further act or deed be transferred to and be vested in or deemed to have been transferred to and vested in the Transferee Company, so as to become as and from the Appointed Date, the estate, assets, rights, title and interest of the Transferee Company subject to Clause 6 of Part V of the Scheme.
- (b) In respect of such of the assets of the Transferred Undertakings of Transferor Company as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery, or transfer by vesting and recordal pursuant to this Scheme, the same shall stand transferred and vested with effect from the Appointed Date and shall become the property of the Transferee Company.
2. (a) Upon the coming into effect of this Scheme all permits, registrations, approvals, consents, statutory approvals, permissions, authorizations, licenses to set-up and operate any business, quotas, rights, entitlements, any other licenses including those relating to development rights, tenancies, privileges, powers, facilities of every kind and description, no objection certificates or consents of whatsoever nature in relation to the Transferred Undertakings to which the Transferor

For Platina Infrastructures Private Limited For Platina Real Estates Private Limited

M. P. ...
(Director)

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Company is a party or to the benefit of which the Transferor Company may be eligible and which are subsisting or having effect immediately before the Effective Date, shall stand transferred and vested in the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities concerned therewith in favor of Transferee Company upon the vesting and transfer of the Transferred Undertakings of Transferor Company pursuant to this Scheme so as to empower and facilitate the continuation of operations of the Transferred Undertakings of Transferor Company in the Transferee Company without any hindrance from the Appointed Date.

(b) Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, agreements, arrangements and other instruments of whatsoever nature in relation to the transferred undertakings to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible and which are subsisting or have effect immediately before the Effective Date, shall be 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 Company the Transferee Company had been a party or beneficiary or oblige thereto.

(c) Any inter-se contracts and agreements between the Transferred Undertakings of Transferor Company and the Transferee Company shall stand merged and vest in the Transferee Company upon the sanction of the Scheme and upon the Scheme becoming effective.

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 (Director)



(Director)

3. (a) Upon the coming into effect of this Scheme, the debts, advances, liabilities and obligations of the Transferred Undertakings of Transferor Company shall, without any further act or deed, stand transferred to the Transferee Company and shall become the debts, liabilities and obligations of the Transferee Company which it undertakes to meet, discharge and satisfy.

(b) All liabilities and obligations including those arising out of any guarantees executed by Transferred Undertakings of Transferor Company will stand transferred and vested in the Transferee Company as part of the continuing contractual obligations vested in the Transferee Company.

(c) with effect from the Appointed Date and up to and including the Effective Date, all legal or other proceedings by or against Transferred Undertakings of Transferor Company under any statute, or otherwise, whether pending on the Appointed Date or which may be instituted in future in respect of any matter arising before the Effective Date shall be continued and enforced by or against Transferee Company after the Effective Date. If proceedings are taken against Transferred Undertakings of Transferor Company after the Appointed Date but before the Effective Date, the Transferor Company shall defend the same in accordance with the advice of Transferee Company in respect thereof.

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

(i) Transferor Company shall be deemed to have been carrying on all operations and activities relating to the

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(Director)




(Director)

Transferred Undertakings of Transferor Company on behalf of Transferee Company and stand possessed of the properties so to be transferred for and on account of and in trust for Transferee Company ; and

(ii) all profits accruing to Transferor Company (including taxes, if any, thereon) or losses arising or incurred by it relating to the Transferred Undertakings of Transferor Company shall for all purposes, be treated as the profits, taxes or losses as the case may be of Transferee Company.

5. The transfer and vesting of the Assets/Investments and liabilities of the Transferred Undertakings of Transferor Company to the Transferee Company and the continuance of any proceedings by or against the Transferee Company hereof shall not affect any transaction or proceedings already completed by the Transferor Company on and from the Appointed Date to the end and intent that the Transferee Company accepts all acts, deeds and things done and executed by and/or on behalf of the Transferor Company as acts, deeds and things done and executed by and on behalf of the Transferee Company. For the consolidation of the accounts of Transferred Undertakings of Transferor Company with the Transferee Company after the Scheme becoming effective, the Transferee Company shall consider the opening balances under various head of the Transferred Undertakings of Transferor Company as on Appointed Date.

6. All employees, if any, of the Transferred Undertakings of Transferor Company as on the Effective Date shall as from such date, become employees of the Transferee Company with the benefit of continuity of service on same terms and conditions being not unfavorable with the terms and conditions applicable to such employees and without any

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(Director)

(Director)



breach or interruption of service. In regard to any retirement benefits, if any, for the benefit of such employees of the Transferred Undertakings of Transferor Company, upon the Scheme becoming effective, the Transferee Company shall stand substituted for the Transferor Company for all purposes whatsoever.

- 7. Upon the coming into effect of the Scheme, all Motor Vehicles of any nature whatsoever comprised in or relating to the Transferred Undertakings of Transferor Company shall vest in the Transferee Company and the appropriate Governmental and Registration Authorities shall mutate and register the said vehicles in the name of the Transferee Company as if the vehicles had originally been registered in the name of the Transferee Company without levying or imposing any fees, charges, taxes or levy whatsoever.
- 8. It is expressly clarified that with effect from the Appointed Date, all taxes, duties, cess etc payable by the Transferred Undertakings of Transferor Company and all or any refunds/ credits/ claims relating thereto shall be treated as the liability or refunds/ credits/ claims, as the case may be of the Transferee Company.

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(Director)



(Director)

PART IV

PAYMENT OF CONSIDERATION / ISSUE OF SHARES AND
ACCOUNTING TREATMENT OF UNDERTAKINGS OF THE
TRANSFEROR COMPANY IN THE BOOKS OF TRANSFEREE COMPANY

1. The Transferor Company is a wholly owned (100%) subsidiary of the Transferee Company and hence the entire equity paid up Share Capital of 10,000 Equity Shares of Rs 10/- each of Transferor Company is held by the Transferee Company.
2. Since, the provisions of the Act do not permit a Company to hold its own Shares, upon dissolution of the Transferor Company under the terms of this Scheme, the entire paid up Share Capital of Transferor Company shall stand cancelled upon this Scheme becoming effective without any further act or deed.
3. Accordingly, the entire investment in the books of accounts of the Transferee Company on account of the Equity Shares held in the Transferor Company along with any consequential provisions, if any, shall stand cancelled and be written off/reversed in the accounts of the Transferee Company on the Scheme of Amalgamation becoming effective.
4. The Transferee Company shall, upon this Scheme becoming effective, record the assets and liabilities comprised in the Transferred Undertakings of the Transferor Company at their respective book values thereof as appearing in the books of the Transferor Company at the close of the business of the day immediately preceding the Appointed Date.
5. The excess, if any, of the value of the assets over the value of the liabilities of the Transferred Undertakings of the Transferor Company

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(Director)


(Director)

vested in the Transferee Company upon this Scheme becoming effective as recorded in the books of accounts of the Transferee Company shall be credited to the Free Reserve Account in the books of the Transferee Company. However, if there is any deficit in the value of the assets over the value of liabilities, the same shall be debited to the Reserve Account in the books of the Transferee Company and deficit balance, if any thereafter, shall be treated as Goodwill in the books of Transferee Company.

6. The Transferee Company shall prepare, give effect to and account for the amalgamation of all the undertakings of all the Transferor Company in its Books of Accounts and Annual Accounts in accordance with Accounting Standard - 14 (AS-14) as notified by Ministry of Company Affairs vide its notification No. G.S.R. 739 (E) dated 7th December 2006 and as amended from time to time and to the extent as applicable to this Scheme of Amalgamation.

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(Director)


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Part V

GENERAL TERMS AND CONDITIONS

- 1 (a) The amalgamated Transferee Company shall draw up and finalise a consolidated Balance Sheet post-amalgamation as on the Appointed Date (hereinafter the "Consolidated Balance Sheet") which shall be the opening Balance Sheet of the amalgamated Transferee Company as on the Appointed Date
- (b) The accounts of the Transferee Company as on the Appointed Date, as reconstructed in accordance with the terms of the Scheme shall be finalized on the basis of the Consolidated Balance Sheet as on the Appointed Date pursuant to this Scheme.
- (c) The Transferee Company is expressly permitted to revise its Income Tax & Loss Returns and related TDS certificates and to claim refunds, advance tax credits etc., on the basis of the combined accounts of the Companies as reflected in the Consolidated Balance Sheet as on the Appointed Date pursuant to the terms of this Scheme and its right to make such revisions in the Income Tax & loss Returns and related Tax Deducted at Source (TDS) certificates and the right to claim refunds, adjustments, credits, set-offs, advance tax credits pursuant to the sanction of this Scheme and the Scheme becoming effective is expressly reserved.
- 2 (a) upon coming into effect of the Scheme, all permissions, licenses and other authorizations to which the Transferor Company is entitled to and also which are comprised in the Transferred Undertaking (s) of Transferor Company shall stand vested and permitted or continued by the order of sanction of

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(Director)

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the Hon'ble Court in the Transferee Company, and therefore the Transferee Company shall file the Scheme, for the record of the statutory authorities who shall take it on file, pursuant to the sanction orders of the Hon'ble High Court of Judicature, at Allahabad.

- (b) The Transferee Company is authorised to take all such steps on behalf of the Transferor Company as may be necessary to give effect to the provisions contained in sub-clause (a) above.
- (c) The Transferee Company has borrowed secured term loans of Rs.10.00 Crores and Bank Guarantee Limits of Rs.3.50 Crores from Punjab National Bank, G T Road Branch, Ghaziabad - 201 001, which have been, in addition to other securities, secured by equitable mortgage of land holdings of the Transferor Company. Upon the Scheme becoming effective the entire land holdings of the Transferor Company shall vest with the Transferee Company. To effectively continue the security of the Secured Loan, the Transferee Company shall upon the scheme becoming effective additionally create Equitable Mortgage of such land holdings (as already mortgaged in favour of Punjab National Bank, G T Road Branch, Ghaziabad) of the Transferor Company acquired through this Scheme of Amalgamation in favour of Punjab National Bank, G T Road Branch, Ghaziabad.
- (d) Upon the Scheme becoming effective the Authorised Share Capital of Transferor Company comprising of 500,000 (Five Lacs) Equity Shares of Rs.10/- each aggregating to Rs. 50,00,000/- (Fifty Lacs Only) shall stand carried forward and merged with the Authorized Share Capital of Transferee Company without any further act or deed and without any levy of fees, duty or charge. Upon the Scheme becoming effective,

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the office of Registrar of Companies, Uttar Pradesh & Uttarakhand at Kanpur shall immediately take effect of consolidation of Authorised Share Capital of Rs. 50,00,000/- (Fifty Lacs Only) of Transferor Company into the books and records of Transferee Company and enhance the Authorized Share Capital of Transferee Company accordingly in its records and software as per the detailed break up mentioned herein below.

- (e) Accordingly, upon the Scheme becoming effective the Authorised Share Capital of the Transferee Company shall stand enhanced/ increased from Rs. 3,02,00,000/- (Rupees Three Crores Two Lacs Only) divided into 30,20,000 (Thirty Lac Twenty Thousand) Equity Shares of Rs.10/- each to Rs.3,52,00,000/- (Rupees Three Crores Fifty Two Lacs only) divided into 35,20,000 (Thirty Five Lacs Twenty Thousand only) Equity Shares of Rs. 10/- each.
- (f) The tabulated breakup of the Authorised Capital of Transferee Company after coming into effect of the Scheme of Amalgamation is as follows:-

S. No.	Nature of Capital	No. of Shares	Face Value	Total Value
1.	Existing Equity Shares	30,20,000	10	3,02,00,000
2.	Add Authorized Capital of Transferor Company	5,00,000	10	50,00,000
	Total	35,20,000	--	3,52,00,000

- (g) In the course of computation of consolidation of the Authorised Capital of the Transferor Company into the books of Transferee Company, the Authorized Equity Shares Capital of Transferor Company has been clubbed with the Authorized Equity Shares Capital of Transferee Company.

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- (h) The Transferee Company shall make suitable amendments to its Memorandum and Articles of Association to reflect the increase of the Authorised Share Capital and upon the Scheme becoming effective the Clause V of the Memorandum of Association of Transferee Company shall be as follows:-

The Authorized Share Capital of the Company is Rs. 3,52,00,000/- (Rupees Three Crore Fifty Two Lacs only) divided into 35,20,000 Equity Shares of Rs.10/- each.

- (i) Upon the Scheme becoming effective the Registrar of Companies, Uttar Pradesh & Utrakhnad, at Kanpur shall enhance the Authorized Capital of the Transferee Company in the above manner and also permit the Transferee Company to take credit of the entire fees already paid by the Transferor Company with respect to the Authorized Capital from time to time.
3. The Transferor Company shall file the necessary Application/ Petitions before the Hon'ble High Court of Judicature, at Allahabad and the Transferee Company shall file the necessary application(s) (for seeking dispensation from approaching the Hon'ble High Court of Judicature, at Allahabad for sanctioning of the Scheme of Amalgamation)/ OR Petition before the Hon'ble High Court of Judicature, at Allahabad for sanction of this Scheme under the provisions of Sections 391 and 394 of the Act. All disputes and differences arising out of this Scheme shall be subject to the jurisdiction of the Hon'ble High Court of Judicature, at Allahabad only, as both the Transferor and Transferee Company are located within the jurisdiction of the Hon'ble High Court of Judicature, at Allahabad.
4. Upon the Scheme being sanctioned, the Transferor Company shall stand dissolved without being wound up as on the Appointed Date and all their Undertakings shall vests with Transferee Company.

For Platina Infrastructures Private Limited. For Platina Real Estates Private Limited


(Director)



(Director)

5. The Transferor Company is a wholly owned (100%) subsidiary of the Transferee Company. Upon the Scheme becoming effective the entire Shares held by Transferee Company in the Transferor Company shall stand cancelled, because a Company cannot hold its own Shares as detailed hereinabove. Hence, after the Scheme becoming effective the Transferee Company shall not be required to issue any Shares and its paid up Capital will not be affected because of the Scheme.

In view of the above proposition, the interest of Shareholders of Transferee Company shall not be affected prejudicially in any manner whatsoever. There will be no introduction of new Shareholders or issue of new Shares by Transferee Company subsequent to amalgamation of Transferor Company into the Transferee Company.

Even at present the Transferor Company is held and owned entirely by the Transferee Company and exercise of proposed amalgamation is only resulting in consolidation of Transferred Undertakings of Transferor Company in the balance sheet of the Transferee Company.

The Transferor Company does not have any Secured Loans as well as Trade Creditors, further the Transferor Company has borrowed unsecured loans, which are lent by Transferee Company as well as Directors and Shareholders (at the time of lending). The position as on 31.03.2011 of the assets of the Transferor Company is far in excess of the net liabilities of the Transferor Company and therefore the amalgamation of the Transferor Company into the Transferee Company shall not affect or prejudice the Transferee Company or its Shareholders in any manner, whatsoever. The financial position and net worth of the Transferor Company i.e. Platina Infrastructures Private Limited as on 31.03.2011 is as follows:-

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(Director)

(Director)

S. No.	Particulars	Amount	
1.	Fixed Assets	1,23,921	
2.	Land Holdings*	14,08,53,090	
3.	Cash & Bank Balances	34,357	
4.	Loans & Advances	29,34,553	14,39,45,921
	Less:		
5.	Current Liabilities	5,32,996	
6.	Unsecured Loans**	5,16,60,552	5,21,93,548
7.	Net Assets of Transferor Company		9,17,52,373

* Value of 'land holdings' acquired by the Company has been taken as per current circle rate fixed by Distt. Magistrate, Ghaziabad and certified by Registered Valuer (G.O.I.), Mr. Vishwanath Mittal and certified copy of said certificate of Mr Vishwanath Mittal is enclosed.

** In the total unsecured loans, there are unsecured loans of Rs. 1,99,25,387/- from the Holding Company i.e Platina Real Estates Private Limited, which shall stand cancelled in the event of amalgamation of Company Platina Infrastructures Private Limited with Platina Real Estates Private Limited.

Based on the above principal various High Courts of the country have pronounced judgments confirming the position of law that since the interest of Shareholders of Transferee Company is not being affected, therefore, the Transferee Company need not be an applicant before the Hon'ble High Court for sanctioning of a scheme of amalgamation under Section 391 - 394 of the Companies Act, 1956.

The extract from the judgment of Hon'ble Justice D Y Chandrachud of Hon'ble High Court of Judicature of Bombay in the matter of MAHAAMBA INVESTMENTS LTD. v. IDI LIMITED. {Citation 2001-

For Platina Infrastructures Private Limited For Platina Real Estates Private Limited

M. Kulkarni
(Director)



(Director)

(105)-COMPCAS -0016 -BOM} is reproduced here in below:-

In the present case, having regard to the relevant clauses of the proposed scheme and particularly the provision whereby no new Shares are sought to be issued to the members of the transferor-Company by the transferee-Company, the scheme will not affect the members of the transferee-Company. The creditors of the transferee-Company are not likely to be affected by the scheme in view of the financial position of the transferee-Company. In paragraphs 13 and 14 of the affidavit in support of the Company application, the financial position of the transferor and transferee-Companies has been set out and which would show that in so far as the transferor-Company is concerned, it has an excess of assets over liabilities to the extent of Rs. 508 lakhs whereas in the case of the transferee-Company, there is an excess of assets over liabilities to the extent of Rs. 6,900 lakhs.

In the circumstances, the office objection is accordingly disposed of with the clarification that filing of a separate petition by the transferee-Company is not necessary, in the facts and circumstances of the present case.

The other judgment in which the said concept is dealt with and confirmed is of the Hon'ble High Court of Delhi at New Delhi in the matter of Sharat Hardware Industries P. Ltd. {1978-(048)-COMPCAS-0023-DEL}

I also noticed that the transferor-Company (the petitioner) was a wholly-owned subsidiary Company of the transferee-Company and therefore, it was not

For Platina Infrastructures Private Limited For Platina Real Estates Private Limited


[Signature]
(Director)

(Director)

necessary for the transferee-Company to approve the scheme. The reason I reached this conclusion was that section 391 of the Act deals with two special cases:

- (a) when there is a compromise or arrangement between a Company and its creditors or any class of them and
- (b) where the compromise or arrangement is between a Company and its members or any class of members.

Considered from the point of view of the petitioner-Company there is a scheme affecting the members of the Company because as a result of the scheme affecting the members of the Company because, as a result of the scheme, the transferor-Company will cease to exist and will be fully merged in the transferee-Company. When the scheme comes into operation the Shareholders of the petitioner-Company will cease to have any Shares in the petitioner-Company. Therefore there is a compromise between the petitioner-Company and its Shareholders. Considered from the point of view of the transferee-Company, there is no such proposal. The assets and liabilities of the petitioner-Company will be appropriate under the scheme by the transferee Company, the Shareholding and other rights of the members of the transferee-Company will be unaffected, because no new Shares are being issued and there is not going to be any change in the Capital

For Platina Infrastructures Private Limited For Platina Real Estates Private Limited

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structure of the transferee-Company. These are facts which are ascertainable on an analysis of the scheme. Therefore, the scheme or arrangement considered from the point of view of the transferee-Company is not a scheme or arrangement coming within the field of operation of section 391 and does not seem to require the approval of creditors or a subsequent sanction by the court. Now, two other cases have been brought to my notice in which the question whether the transferee-Company is also required to approve the scheme, has been considered. Those two cases are *In re Carron Tea Co. Ltd.* [1966] 2 Com LJ 278 (Cal) decided by the Calcutta High Court and *In re Union Services Private Ltd.* [1973] 43 Comp Cas 319 (Mad) decided by the Madras High Court; although both these cases are somewhat different on facts, the decision in both cases was that the scheme does require the approval of the transferee-Company under section 391 of the Act. In both cases there was some change affecting the members or creditors of the transferee-Company. That position is not true in the present case. The point that require analysis is whether, in law, the present scheme requires the approval of the transferee-Company, because if it does, it would be pointless approving the scheme which could not be carried into effect qua the transferee-Company.

The said concept was also confirmed in the matter of "*Santhanalakshmi Investments (P) Ltd.*" by Hon'ble High Court of

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(Director)

(Director)



76. 79. 52.
Madras on 28.09.2005 in Company Petition No. 151 of 2005. Citation [2006] 129 CompCas789 (Mad) as well as in the matter of Landcraft Developers Private Limited by Hon'ble High Court of Delhi at New Delhi in C.A.(M) 170(M)/2010 and in the matter of Carol Infrastructure Private Limited in C.A.(M)60/2011.

Based on the current facts and circumstances as well as the judgments of various Hon'ble High Courts of the country, the Transferee Company proposes not to approach the Hon'ble High Court of Judicature, at Allahabad for seeking the sanctioning of the Scheme under Section 391-394 of the Act and the Transferee Company shall be filing the necessary Company Application before the Hon'ble High Court of Judicature, at Allahabad for seeking dispensation from approaching the Hon'ble Court and the Transferor Company shall file the necessary applications/ petitions before the Hon'ble High Court of Judicature, at Allahabad for sanction of this Scheme under the provisions of Sections 391 and 394 of the Act.

6. This Scheme shall be deemed to be effective upon the occurrence of the last of the following events: -

(a) The approval of the Scheme by the requisite majority of the members and creditors (lenders of unsecured loan) of the Transferor Company as the case may be, as required under Sections 391-394 of the Act.

(b) Dispensation being granted by the Hon'ble High Court of Judicature, at Allahabad to the Transferee Company for not approaching the court for sanction of the Scheme of Amalgamation, since the Transferor Company is a wholly-owned 100% subsidiary of the Transferee Company and hence the present Scheme of Amalgamation is not a scheme qua the members of the Transferee Company.

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(Director)


(Director)

- (c) The sanction of the Scheme by the Hon'ble High Court of Judicature, at Allahabad under Sections 391 to 394 of the Act and other applicable provisions of the Act, Rules and Regulations, as the case may be under the petition as filed by the Transferor Company.
- (d) Certified copies of the orders being filed with the Registrar of Companies Uttar Pradesh & Uttrakhand. at Kanpur for registration thereof.

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(Director)


(Director)

SCHEDULE - 1

Part - A

Illustrative (and not exhaustive) descriptive list of the Transferred Undertaking(s) of the Transferor Company

1. All of the business and undertakings of the Transferred Undertakings of Transferor Company along with all rights, title and interest in all immovable, movable and incorporeal assets, whether free-hold, leasehold or licensed and also all rights and entitlements comprised in the businesses of the Transferred Undertakings of Transferor Company including all statutory approvals and registrations (as may be necessary to operate the businesses or otherwise) and all rights in any permissions issued by any Governmental authority/ regulatory bodies to set up and operate any of the businesses of the Transferred Undertakings of Transferor Company either directly or indirectly or through any other person or entity and also all rights of ownership, whether owned or licensed in relation to any trade name, trading style of any nature whatsoever.
- (ii) The immovable property including all its rights and entitlements. on the said scheme becoming effective, shall stand transferred to the Transferee Company without any further act or deed and in the manner, as if the said plot of land was originally allotted to the Transferee Company. Further the Sub-Registrar/Tehsildar or any authority/regulatory body shall, immediately on the scheme becoming effective, effect the registration of such transfer and mutation of immovable property in the name of Transferee Company without levy of any fees, duty or charge including transfer fees, stamp duty, registration fees, etc.
- (iii) All the approval as granted by Hapur Pilukhwa Development Authority or all other authorities for setting up residential apartment project "Dinesh Nagar" including without limitation the site plan approval vide

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(Director)



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letter no. 345/HPDA/2010 dated 30.09.2010 addressed to both
Transferor Company and Transferee Company.

For Platina Infrastructures Private Limited For Platina Real Estates Private Limited


(Director)


(Director)

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SCHEDULE I

Part B

Illustrative (and not exhaustive) descriptive list of all immovable assets including any other title, interest or right in such immovable assets (stock in hand), of the Transferor Company

1. All that piece and parcel of Freehold Land admeasuring 40.178 22 square meters consisting of part of Khasara No. as mentioned herein below and situated at Pabla Modi Nagar Pilkhuwa Ghaziabad:-

Sr. No.	Khata No.	Khasra No.	Land (In Sq. Mtr.)
1	777	688M	190.00
	"	693	410.00
2	499	221	2888.00
	500	225M	1012.00
3	1066	666M	356.00
4	778	754	2,150.00
5	181	239	225.00
6	459	693M	300.00
7	157	240	430.00
8	291	242	460.00
9	208	241	460.00
10	459	693M	300.00
	126	755	2280.00
11	"	756	1450.00
	"	760/2	380.00
	"	762/3	760.00
12	23	236	190.00
13	474	248	1,210.00
14	673	761	1330.00
	"	764	2275.00
15	162	786	5,464.00
16	673	761	1330.00
	"	764	2275.00
17	17	225/1	843.33
	"	231/3	4163.33
18	144	234	900.00
19	246	234M	960.00
	540	235	130.00
20	645	759M	2,780.00
21	331	759M	1,770.00
22	540	235	506.56
Total			40,178.22

For Platina Infrastructures Private Limited For Platina Real Estates Private Limited

M. P. Singh
(Director)

(Director)

Dated this

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Filed by:



PRAVEEN KUMAR

(Advocate)

Counsels for the Petitioner

Chamber No.91, New Building, High Court.

ALLAHABAD (U.P.)

Mobile: 9839387003

3350/2005 - U.P. Bar Council

Place:

Date:

SCHEDULE I

List of Freehold Properties of Transferor Company i.e. Platina Infrastructures
Private Limited

NIL

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[Handwritten mark]



SCHEDULE II

List of Leasehold Properties of Transferor Company i.e. Platina Infrastructures
Private Limited

NIL



SCHEDULE III

List of Investments of the Transferor Company i.e. Platina Infrastructures Private Limited

NIL

11567

Dated this 15th day of May 2012
(By the Court)



Compared by
V. K. ...
16/5/2012

✓

16/5/12
Registrar General.

15/5/12

King

Mukesh
15.5.2012
S.O.

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Section Officer
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High Court, Allahabad

15/5/2012
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