

4. **INDEMNIFICATION**

The Transferors hereby, jointly and severally, agree and undertake that they shall, at all times, keep and hold the Transferee and its directors, officers and employees fully indemnified, saved, defended and harmless, from and against all claims, suits, actions, proceedings, and all costs, charges, expenses, fines, penalties, prosecutions, losses, damages, liabilities and demands which the Transferee may bear, incur or suffer, and, or, which may be made, levied or imposed on the Transferee, and, or, claimed from the Transferee, due to or by reason or virtue of (i) any defect in or want of title or in relation to the marketability or possession or quiet enjoyment of the Land or any part thereof; (ii) any legal, quasi-legal, administrative, claims, actions, notices, litigations, arbitrations, mediation, conciliation, garnishee or other proceedings of any nature whatsoever against or with respect to the Land or any portion thereof or against the Transferors relating to the Land; (iii) any of the representations, warranties, assurances and other terms and conditions of this Transfer Deed being found to be false, untrue and, or, misleading in any manner whatsoever; and, or, (iv) breach of the Transferors' obligations, covenants and undertakings under this Transfer Deed; and, or, (v) Transferors having suppressed or concealed any facts, documents or information from the Transferee.

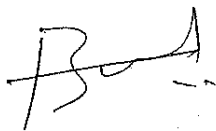
5. **COSTS & EXPENSES**

The stamp duty, transfer duty, registration fee, and all other costs related to the Transfer Deed shall be borne by the Transferee.

6. **MISCELLANEOUS**

The Transferors and the Transferee confirm that they have passed necessary board resolutions for the purposes of giving effect to the transactions contemplated herein and a copy of such resolutions is annexed herewith at Annexure A.

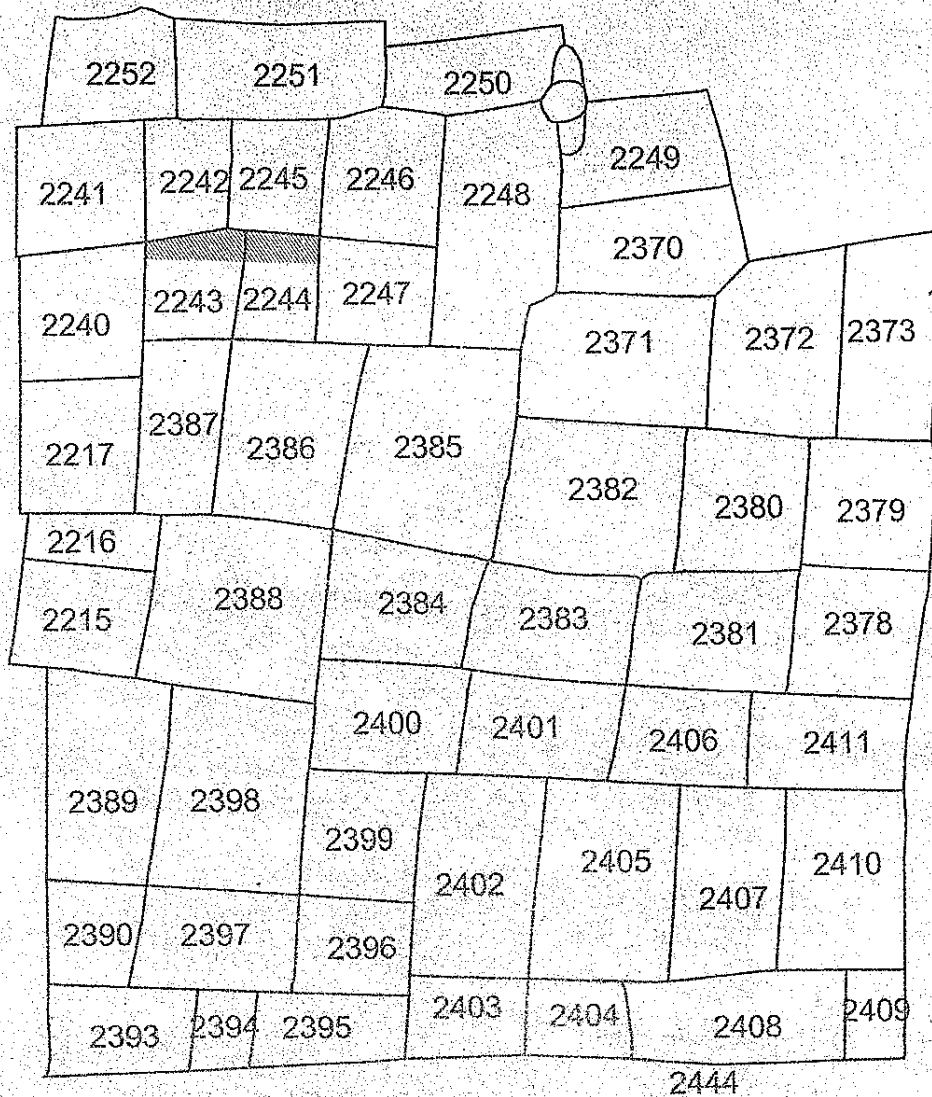
The stamp duty is remitted on the present instrument of Transfer deed as the transaction of Transfer is entered among the 100% wholly owned subsidiary companies (here-in-after referred to as Transferors and Transferee) of a common holding company, M/s. Shrey Promoters Private limited in pursuance to the Notification no. 1 dated 16-01-1937 issued by governor general in council and made applicable to the state of Uttar Pradesh vide notification no. M.599/X-501 dated 25-03-1942 issued by the Finance Department of State of Uttar Pradesh and Notification no. S.V.K.N.-5-4720/11-2009-500(129)/2009 dated 10-09-2009 issued by Kar Evam Nibandhan Anubhag-5, State Government of Uttar Pradesh. The said notification have not been cancelled and are still in existence till date and the exemptions under the said notifications are applicable. The Transferors and Transferee companies are limited by shares as defined under the Companies Act, 1956. The 100% share capital of Transferors and Transferee are beneficially hold by common holding company, M/s. Shrey Promoters Private Limited and the Transferors and Transferee companies have obtained certificates in this regard from the Registrar of Companies, State of Uttar Pradesh, Kanpur, Uttar Pradesh, enclosed herewith. Hence, no stamp duty is being paid on this document.





# SITE PLAN

KHASRA No. :- 2243 & 2244.  
VILLAGE :- SHAHPUR BAMHETA.  
PARGANA :- DASNA,  
TEHSIL & ZILA :- GHAZIABAD.



TOTAL LAND AREA = 0.1053 Hectare.

SELLER:-

*[Signature]*

PURCHASER:-

*[Signature]*

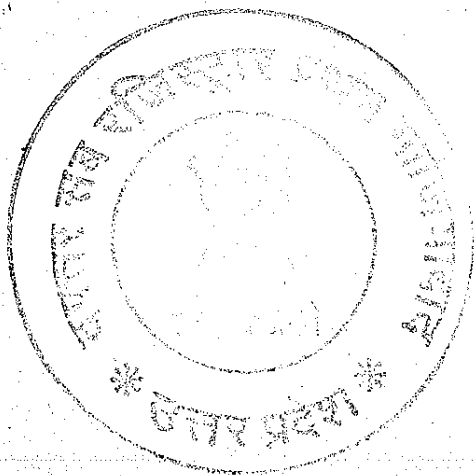


**ANNEXURE A**  
(Registered Office Details of Transferors)

Sl. No.	Name of Company	Registered Office	Date of Board Resolution
1	Arman Promoters Pvt. Ltd.	17-B, MGF House, Asaf Ali Road, New Delhi - 110002	27-01-2014

1304

*Arman Promoters*



# ARMAN PROMOTERS PRIVATE LIMITED

(Regd. Off:- 17-B, MGF House, Asaf Ali Road, New Delhi - 110002)

## CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY ON 27<sup>TH</sup> JANUARY, 2014

"RESOLVED THAT the consent of the board of directors of the company be and is hereby accorded to transfer 3.0888 hectares of land of the company situated at Village Shahpur Bamhetta, Tehsil & Distt. Ghaziabad, Uttar Pradesh, to the below mentioned companies which are wholly owned subsidiary companies of M/s. Shrey Promoters Private Limited being the holding company of the transferee (below mentioned) companies as well as of the company in order to execute the project(s) in an integrated and efficient manner and to suit the administrative and operational convenience of the project(s) :

S.NO.	Name of the company	Area (Hectare)
1	ETHER CONBUILD PVT. LTD	0.5603
2	ELIXIR CONBUILD PVT. LTD.	0.3976
3	ELVER CONBUILD PVT. LTD.	0.4969
4	ESTUARY CONBUILD PVT. LTD.	0.0480
5	WEDGE PROPERTIES PVT. LTD	0.5632
6	SUN BUILDMART PVT. LTD.	0.4445
7	SAGACIOUS CONBUILD PVT. LTD.	0.4930
8	GENTIAN PROPBUILD PVT. LTD.	0.0853
	<b>TOTAL</b>	<b>3.0888</b>

RESOLVED FURTHER THAT Mr. Sonu Bajaj, Mr. Bijendra Singh, Mr. Ravi Prakash, Mr. Anirudh Ram and Mr. Joy Dey be and are hereby severally authorized and empowered, for and on behalf of the Company, to enter into and execute such deeds and documents and other allied and ancillary documents for transferring the aforesaid land and for consummating the entire arrangement as contemplated between the Company and the transferee companies.

RESOLVED FURTHER THAT Mr. Sonu Bajaj, Mr. Bijendra Singh, Mr. Ravi Prakash, Mr. Anirudh Ram and Mr. Joy Dey be and are hereby severally authorized and empowered, for and on behalf of the Company, to appear before the concerned Registering Authority or any other officer or authority and to admit the execution of the documents for and on behalf of the Company and to do all acts, deeds and things as may be necessary and incidental thereto including the execution of all the requisite documents, affidavits, undertakings, declarations etc. as may be necessary for consummating the entire arrangement as contemplated between the Company and the intended transferee(s) and also in connection with all proceedings and matters incidental thereto, as may be considered necessary and expedient."

CERTIFIED TO BE TRUE  
For Arman Promoters Private Limited

FOR ARMAN PROMOTERS PVT. LTD.

Director/Authorised Signatory

CIN - U45201DL2005PTC138970. Email Id - corp.mails@gmail.com, Tel.:- (+91 11) 4152 1155

*[Signature]*

*[Signature]*





# ETHER CONBUILD PRIVATE LIMITED

(Regd. Off.: - ECE House, 28, Kasturba Gandhi Marg, New Delhi - 110001)

## CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY ON 27<sup>TH</sup> JANUARY, 2014

"RESOLVED THAT the consent of the board of directors of the company be and is hereby accorded to acquire 3.9543 Hectares of land situated at Village Shahpur Bamhetta, Tehsil & Distt. Ghaziabad, Uttar Pradesh from the below mentioned companies which are wholly owned subsidiary companies of M/s. Shrey Promoters Private Limited being the holding company of the transferor (below mentioned) companies as well as of the company in order to execute the project(s) in an integrated and efficient manner and to suit the administrative and operational convenience of the project(s) :

S. No.	Name of Transferor Company	Area (in Hect.)
1.	Amar Deep Buildcon Pvt. Ltd.	0.7219
2.	Arman Promoters Pvt. Ltd.	0.5603
3.	Deep Jyoti Projects Pvt. Ltd.	0.0527
4.	Gems Buildcon Pvt. Ltd.	0.1027
5.	Gyan Jyoti Estates Pvt. Ltd.	0.0720
6.	Gyan Kunj Constructions Pvt. Ltd.	0.4150
7.	Legend Buildcon Pvt. Ltd.	0.1108
8.	Logical Estates Pvt. Ltd.	0.0728
9.	Rose Gate Estates Pvt. Ltd.	0.1580
10.	Sarvodaya Buildcon Pvt. Ltd.	0.3162
11.	Snow White Buildcon Pvt. Ltd.	0.8832
12.	Sonex Projects Pvt. Ltd.	0.4360
13.	Utkarsh Buildcon Pvt. Ltd.	0.0527
	<b>Total</b>	<b>3.9543</b>

RESOLVED FURTHER THAT Mr. Sonu Bajaj, Mr. Bijendra Singh, Mr. Ravi Prakash, Mr. Anirudh Ram and Mr. Joy Dey, be and are hereby severally authorized and empowered, for and on behalf of the Company, to enter into and execute such deeds and documents and other allied and ancillary documents for acquiring the aforesaid land and for consummating the entire arrangement as contemplated between the Company and the transferor companies.

RESOLVED FURTHER THAT Mr. Sonu Bajaj, Mr. Bijendra Singh, Mr. Ravi Prakash, Mr. Anirudh Ram and Mr. Joy Dey, be and are hereby severally authorized and empowered, for and on behalf of the Company, to appear before the concerned Registering Authority or any other officer or authority and to admit the execution of the documents for and on behalf of the Company and to do all acts, deeds and things as may be necessary and incidental thereto including the execution of all the requisite documents, affidavits, undertakings, declarations etc. as may be necessary for consummating the entire arrangement as contemplated between the Company and the intended transferor(s) and also in connection with all proceedings and matters incidental thereto, as may be considered necessary and expedient."

**CERTIFIED TO BE TRUE**

**For Ether Conbuild Private Limited**

For Ether Conbuild Pvt. Ltd.

Director/Secy/Auth. Sign.



भारत सरकार  
कारपोरेट कार्य मंत्रालय  
कार्यालय कम्पनी रजिस्ट्रार, उ.प्र. एवं  
उत्तराखण्ड  
10/499-बी, ऐलनगंज, खलासी लाइन,  
कानपुर - 208002 (उ.प्र.)  
वेबसाइट/ Website :

[www.mca.gov.in](http://www.mca.gov.in)

ई-मेल/ E-mail :

[roc.kanpur@mca.gov.in](mailto:roc.kanpur@mca.gov.in)

No. ROC/Misc/holding subsidiary/ 3580

GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS  
OFFICE OF REGISTRAR OF COMPANIES,  
U.P. & UTTARAKHAND  
10/499-B, Allenganj, Khalasi Line,  
Kanpur - 208002 (U.P.)  
फोन/ Phone : 0512 - 2550688 / 2540383  
फैक्स/ Fax : 0512 - 2540423

Dated 20.01.2014

M/s. ARMAN PROMOTERS PRIVATE LIMITED  
17-B, MGF House, Asaf Ali Road,  
New Delhi- 110 002

**Sub: Request for Certificate for Holding-Subsidiary (100% wholly owned subsidiary-holding) relationship of M/s. Arman Promoters Private Limited and M/s. Shrey Promoters Private Limited and their shareholding pattern.**

\*\*\*\*\*

Sir,

I have to refer to your letter dated 14.01.2014 on the subject cited above and to state that as per Registrar of Companies, NCT of Delhi & Haryana's letter No. ROC/Misc/9472 dated 10.01.2014 M/s. Arman Promoters Private Limited was incorporated on 22.07.2005 and as per Annual Return made upto 27.09.2013 filed with their office on 24.11.2013, the followings are the shareholders of the company -

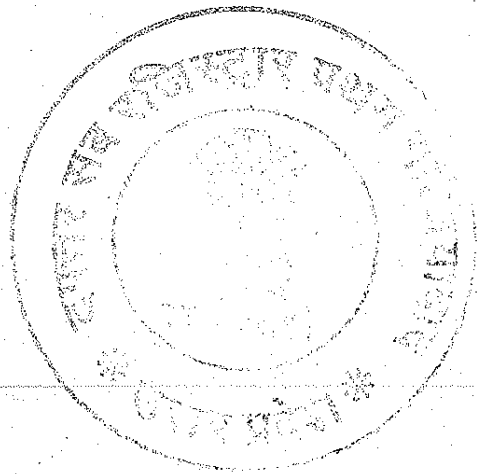
- a) M/s. Shrey Promoters Private Limited (SPPL) : 9,900 Shares  
b) M/s. Vitality Conbuild Private Limited as nominee of SPPL : 100 Shares

-----  
: 10000 Shares

In view of above holding, the captioned company i.e. M/s. Arman Promoters Private Limited becomes a subsidiary of Shrey Promoters Private Limited (SPPL), which alongwith its nominee is holding entire share capital of the captioned company.

The above information is based upon the letter No. ROC/Misc/9472 dated 10.01.2014 issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi, request letter dated 14.01.2014 of M/s. Arman Promoters Private Limited and affidavits submitted by Mr. Anurag Singhal, Authorised Representative of M/s. Arman Promoters Private Limited & Mr. Chintan Dewan, Authorised Representative of M/s. Shrey Promoters Private Limited, a certificate dated 13.01.2014 regarding holding subsidiary issued by the Company Secretary in practice Shri Don Banthia (C.P. No. 12613) and copy of resolution dated 25.11.2013 submitted by M/s. Arman Promoters Private Limited and also as per Annual Return made upto 27.09.2013 filed with Registrar of Companies, NCT of Delhi & Haryana, New Delhi as mentioned by the concerned ROC in the abovementioned letter.

.....2



// 2 //

In terms of the provisions of Section 610 of the Companies Act, 1956, the required information/documents can also be accessed from the Ministry's website [www.mca.gov.in](http://www.mca.gov.in) or certified copy of the said documents can also be obtained on payment of the prescribed fee. Also refer to the provisions of Section 4 of the Companies Act, 1956 in the matter.

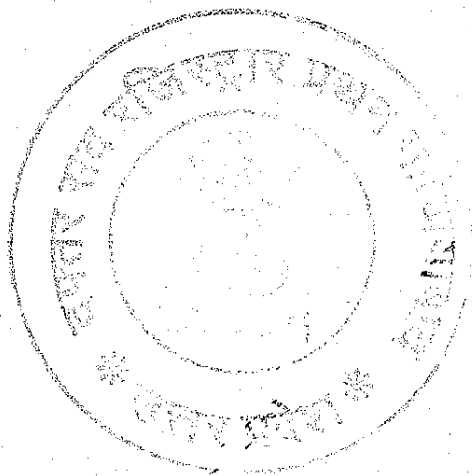
This letter is issued on the request of the concerned authority/company. In case, this letter is produced for the purpose of exemption from payment of revenue, the concerned department may take appropriate action on the merits of the case under the relevant laws, rules, regulations and due diligence without prejudice to the facts mentioned in this letter.



Yours faithfully,

(S.P. Kumar)

Registrar of Companies  
UP & Uttarakhand  
Kanpur.



भारत सरकार  
कारपोरेट कार्य मंत्रालय  
कार्यालय कम्पनी रजिस्ट्रार, उ.प्र. एवं  
उत्तराखण्ड  
10/499-बी, ऐलनगंज, खलासी लाइन,  
कानपुर - 208002 (उ.प्र.)  
वेबसाइट/ Website :  
[www.mca.gov.in](http://www.mca.gov.in)  
ई-मेल/ E-mail :  
[roc.kanpur@mca.gov.in](mailto:roc.kanpur@mca.gov.in)

GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS  
OFFICE OF REGISTRAR OF COMPANIES,  
U.P. & UTTARAKHAND  
10/499-B, Allenganj, Khalasi Line,  
Kanpur - 208002 (U.P.)  
फोन/ Phone : 0512 - 2550688 / 2540383  
फैक्स/ Fax : 0512 - 2540423

No. ROC/Misc/holding subsidiary/ 3608

Dated 20-01-2014

M/s ETHER CONBUILD PRIVATE LIMITED  
ECE House, 28, Kasturba Gandhi Marg,  
New Delhi- 110 001

**Sub:** Request for Certificate for Holding-Subsidiary (100% wholly owned subsidiary-holding) relationship of M/s. Ether Conbuild Private Limited and M/s. Shrey Promoters Private Limited and their shareholding pattern. - reg.

Sir,

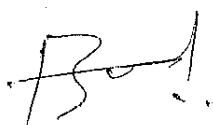
I have to refer to your letter dated 14.01.2014 on the subject cited above and to state that as per Registrar of Companies, NCT of Delhi & Haryana's letter No. ROC/Misc/9405 dated 09.01.2014 M/s .Ether Conbuild Private Limited was incorporated on 09.05.2007 and as per Annual Return made upto 27.09.2013 filed with their office on 24.11.2013, the followings are the shareholders of the company -

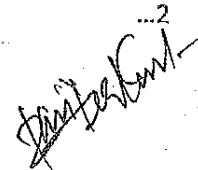
- |  |               |
|--|---------------|
| a) M/s. Sukhjit Projects Private Limited (SPPL)              | : 9999 Shares |
| b) M/s. Vitality Conbuild Private Limited as nominee of SPPL | : 1 Share     |

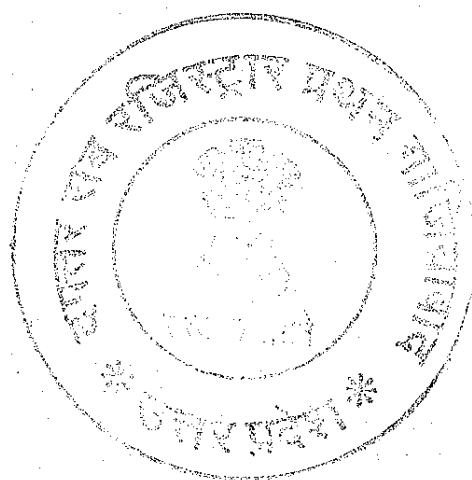
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Total 10000 Shares

Later on, as per Affidavit dated 14.01.2014 of Shri Chandeeep Kumcar , authorized representative of the captioned company, affidavit dated 14.01.2014 of Shri Chintan Dewan, authorized representative of M/s. Shrey Promoters Private Limited, Board Resolution dated 25.11.2013 of the captioned company and share transfer forms dated 30.09.2013 attached with the abovementioned letter dated 14.01.2014, M/s. Sukhjit Projects Private Limited has transferred its entire shareholding in the captioned company to Shrey Promoters Private Limited. Hence, the captioned company i.e. M/s. Ether Conbuild Private Limited becomes a subsidiary of Shrey Promoters Private Limited w.e.f. 28.09.2013, which alongwith its nominee M/s. Vitality Conbuild Private Limited, is holding entire share capital of M/s. Ether Conbuild Private Limited.

The above information is based upon the letter No. ROC/Misc/9405 dated 09.01.2014 issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi, request letter dated 14.01.2014 of M/s. Ether Conbuild Private Limited and affidavits dated 14.01.2014 submitted by Mr. Chandeeep Kumar , Authorised Representative of M/s. Ether Conbuild Private Limited & Mr Chintan Dewan Authorised Representative of M/s. Shrey Promoters Private Limited and a certificate dated 13.01.2014 regarding holding subsidiary issued by the Company Secretary in practice Shri Don Banthia (C.P. No. 12613) and copy of resolution dated 25.11.2013 submitted by M/s Ether Conbuild Private Limited and copies of Share Transfer Forms dated 28.09.2013 submitted alongwith letter dated 14.01.2014.









// 2 //

In terms of the provisions of Section 610 of the Companies Act, 1956, the required information/documents can also be accessed from the Ministry's website [www.mca.gov.in](http://www.mca.gov.in) or certified copy of the said documents can also be obtained on payment of the prescribed fee. Also refer to the provisions of Section 4 of the Companies Act, 1956 in the matter.

This letter is issued on the request of the concerned authority/company. In case, this letter is produced for the purpose of exemption from payment of revenue, the concerned department may take appropriate action on the merits of the case under the relevant laws, rules, regulations and due diligence without prejudice to the facts mentioned in this letter.



Yours faithfully,

(S.P. Kumar)

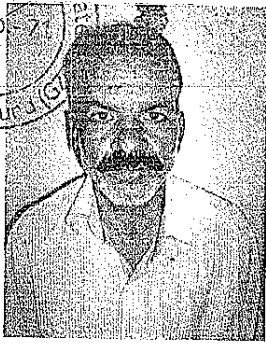
Registrar of Companies  
UP & Uttarakhand  
Kanpur.

*BoA*

*Pratik Kumar*



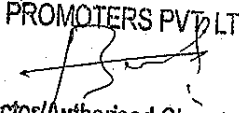
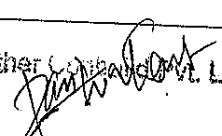

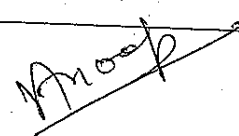
*[Handwritten signature]*

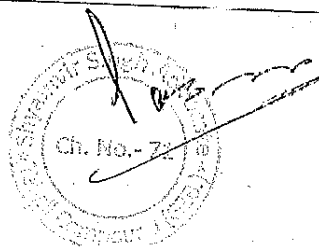


*[Handwritten signature]*



IN TESTIMONY WHEREOF THE PARTIES HAVE SIGNED AND EXECUTED THIS  
TRANSFER DEED IN THEIR COMPLETE LEGAL CAPACITY IN PRESENCE OF  
THE FOLLOWING WITNESSES:

Sl. No.	Name of Transferor Companies	Signature and Stamp
1	Arman Promoters Pvt. Ltd. AAFCAB3545E	For ARMAN PROMOTERS PVT. LTD.  Director/Authorised Signatory
Sl. No.	Name of Transferee Company	Signature and Stamp
1	Ether Conbuild Private Limited AABCE7746B	For Ether Conbuild Pvt. Ltd.  Director/Author. Sign.
WITNESS - 1  Name: Lokesh Sharma Address: 717 ESHIL COMBIZ 2.0		WITNESS - 2  Name: Anup Kumar Address: 717 ESHIL COMBIZ 2.0



Page 11 (A-2)


धारा 32 (2) भारतीय स्टाम्प अधिनियम का प्रमाणन

धारा 31, भारतीय स्टाम्प अधिनियम, 1899 के सुसंगत प्राविधानों के अन्तर्गत वाद संख्या 06/2014 आदेश दिनांक 05-05-2014 के अनुसार प्रश्नगत विलेख शुल्क से प्रभार्य नहीं है।

अपर कलेक्टर (वि०/रा०),  
गाजियाबाद।

आज दिनांक 09/05/2014 को  
वही सं. 1 जिल्द सं. 11998  
पृष्ठ सं. 375 से 412 पर क्रमांक 3481  
रजिस्ट्रीकृत किया गया।

रजिस्ट्रीकरण अधिकारी के हस्ताक्षर

  
संजय श्रीवास्तव  
उप निबन्धक, प्रथम  
गाजियाबाद  
9/5/2014

