

14492/09



उत्तर प्रदेश UTTAR PRADESH

AB 600253

LEASE DEED

This Deed of Lease is made on this 4th day of December, 2009

Between

Yamuna Expressway Industrial Development Authority (YEA), a statutory body constituted under the U.P. Industrial Area Development Act, 1976 and having its principal office at A-1, First Floor, Commercial Complex, Sector Beta-II, Greater Noida, Distt. Gautam Budh Nagar, U.P., India (hereinafter referred to as the "**Lessor**" which expression shall, unless repugnant to the context, mean and include its administrators, successors and assigns) of First Part,

And

Jaypee Infratech Limited, a company incorporated under the Companies Act, 1956 having its Registered Office at Sector-128, Noida-201304, Distt. Gautam Budh Nagar, (U.P.) India (hereinafter referred to as the "**Lessee**" which expression shall, unless repugnant to the context, mean and include its successors and assigns) of Second Part.

राजेन्द्र कुमार
 उप मुख्य कार्यकारी
 यमुना एक्सप्रेसवे
 सोडर-128-128



WHEREAS

- (1) (a) By Concession Agreement dated 07.02.2003 (**the Concession Agreement**) entered into between Taj Expressway Industrial Development Authority, (subsequently renamed as Yamuna Expressway Industrial Development Authority vide GoUP Notification No. 1165/77-4-08-65N/08 Lucknow dated 11 July, 2008) and Jaiprakash Industries Ltd. (**Concessionaire**), now known as Jaiprakash Associates Ltd. (**JAL**), the Lessor granted concession to the Concessionaire to develop, design, engineer, finance, procure, construct, manage, operate and maintain the Taj Expressway, (since renamed as Yamuna Expressway vide GoUP Notification No.1165/77-4-08-65N/08 Lucknow dated 11 July, 2008), including collection and retention of toll fee.
- (b) In terms of Clause 18.1 of the Concession Agreement, and the directive of YEA vide its letters dated November 6, 2006 and February 15, 2007, the Concessionaire incorporated a Special Purpose Vehicle (SPV) for the implementation of the Project under the name of Jaypee Infratech Ltd. All the rights and obligations of the Concessionaire under the Concession Agreement were transferred to the SPV by Assignment Agreement dated 19.10.2007 duly executed by and amongst the Lessor, the Lessee and the Concessionaire followed by Project Transfer Agreement dated 22.10.2007 executed between the Concessionaire and the Lessee by which all assets, rights and privilege and all liabilities, obligations and duties relating to the Yamuna Expressway Project have been transferred to the Lessee.
- (2) The Lessor has also agreed under the Concession Agreement to transfer to the Lessee as part of consideration thereunder 25 million square metres of land (the "Land for Development") together with, inter alia, all buildings structures, to be constructed thereon, along the proposed Expressway for commercial, amusement, industrial, institutional and residential development subject to the terms and conditions specified therein.

राजेन्द्र कुमार
उप मुख्य कार्यपालक अधिकारी
यमुना एक्सप्रेसवे औद्योगिक विकास प्राधिकरण
सेक्टर-बीटा-II, ग्रेटर नोएडा



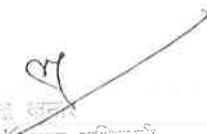
- (3) The Lessor and the Lessee have further agreed under the Concession Agreement that the Land for Development for the purposes stated above, shall be provided by Lessor at five or more locations of which one location shall be in Noida or Greater Noida with an area of 5 million square metres.
- (4) The Lessor has already transferred/is in the process of transfer of 5 million square meters (500 hectares or 1235 acres) of land in Noida as Location -1.
- (5) The Lessor, in part discharge of its obligations under the Concession Agreement for provision of Land for Development, has agreed on the request of the Lessee to provide on lease and the Lessee has agreed to take on lease, 5 million square meters (500 hectares or 1235 acres) of Land in Area Development Plan of Yamuna Expressway Industrial Development Authority (YEA) in Distt. Gautam Budh Nagar as Location-2. The Lessor has further agreed to provide on lease and the Lessee has agreed to take on lease, a portion of the said Land admeasuring 9.8965 hectares (24.44 acres) in Sector 22 of Area Development Plan of YEA, in Village – Salarpur, Tehsil – Sadar, Distt. – Gautam Budh Nagar (U.P.) (Hereinafter referred to as Demised Land) as more particularly detailed in SCHEDULE-I attached hereto, on terms and conditions contained in these presents.

NOW THEREFORE THIS LEASE DEED WITNESSETH AS UNDER AND THE PARTIES HERETO AGREE AS FOLLOWS:

1. The words and expressions used but not defined herein shall have the meaning assigned to them in the Concession Agreement.
2. The Lessor is the lawful owner of Demised Land admeasuring 9.8965 hectares or 24.44 acres situated in **Village- Salarpur, Tehsil-Sadar, Distt.– Gautam Budh Nagar (U.P.)** (the "Demised Land") and has a valid right, title and interest therein and is competent to lease the same to the Lessee. Detailed description of the Demised Land and a plan thereof (delineated and marked in yellow) as shown in the Map is attached hereto as SCHEDULE–II hereto demised on lease to the Lessee as per covenants, provisions of the Concession Agreement.
3. In consideration of the payment of the sole premium of Rs. 9,51,67,694/- (Rupees nine crores fifty one lacs sixty seven thousand six hundred ninety four only) and the rent hereunder reserved and of the covenants and conditions

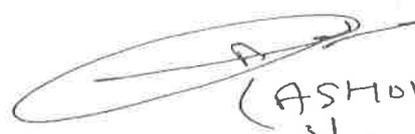
IN WITNESS WHEREOF THE **Lessor** and the **Lessee** have caused these presents to be executed on their respective behalf on the day, month and year first hereinabove written in the manner hereinafter appearing.

SIGNED AND DELIVERED by
Yamuna Expressway Industrial Development Authority
by the hand of **Shri Rajendra Kumar Singh**, its Dy. CEO


यमुना एक्सप्रेसवे औद्योगिक विकास प्राधिकरण
संस्थापक निदेशक
सेक्टर-वी, एन.ए.ई.डी.आर.
ग्रेटर नोएडा

(Rajendra Kumar Singh)

Witness : *Ashok Khera*
A-1
C-2ix sector-P-3
Greater Noida


(ASHOK KHERA)
Sl. No. SH. 01P-KA-2
125, Sec 14
Greater Noida

SIGNED AND DELIVERED by
Jaypee Infratech Limited
by the hand of **Shri Sameer Gaur**,
its Director in Charge

FOR JAYPEE INFRA TECH LIMITED


(Sameer Gaur)
Director in Charge

(Sameer Gaur)

आज दिनांक 05/12/2009 को

बही सं 1 जिल्द सं 5276

पृष्ठ सं 83 से 130 पर क्रमांक 14492

रजिस्ट्रीकृत किया गया।


राजेश तिवारी

उप निबन्धक गौ0बुद्धनगर

सदर

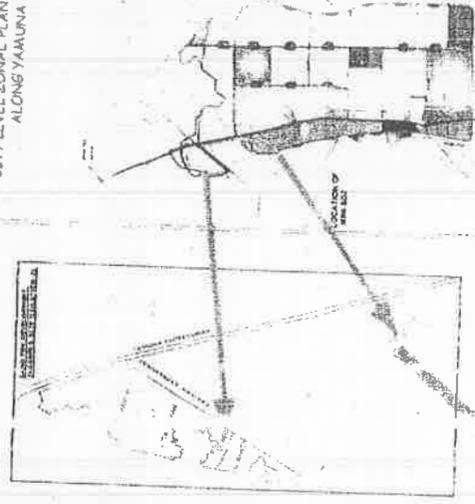
5/12/2009



SCHEDULE-II

CITY LEVEL ZONAL PLAN FOR DEVELOPMENT ALONG YAMUNA EXPRESSWAY

SEEMA GRAM DANKOUR



SEEMA GRAM RILKA



MILAN SHEET NO 1



Sl. No.	Area (Sq. Mts.)	Area (Acres)	Remarks
1	10000	240	Development Land
2	5000	120	Land already transferred
3	5000	120	Demolished Land
Total	20000	480	

SEEMA GRAM 4041-2-3

SEEMA GRAM MIRZAPUR

YAMUNA EXPRESSWAY

DEVELOPMENT LAND (LOCATION-2)

LAND ALREADY TRANSFERRED

DEMOLISHED LAND



SEEMA GRAM MDDAKHEDA

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