

बार कौंसिल आफ उत्तर प्रदेश



एडवोकेट पंजीकरण प्रमाण-पत्र एडवोकेट्स अधिनियम, १९६१ की धारा २२ (१) के अंतर्गत प्रदत्त

क्रमांक उत्तर प्रदेश ४३४८ सन् २००९

प्रमाणित किया जाता है कि

श्री/कुमारी/श्रीमती सुदीप डेविड सिंसिल

आत्मज/आत्मजा/पत्नी श्री वी. के. एम. सिंसिल


जिला गोरखपुर आज की तिथि से उत्तर प्रदेश बार कौंसिल के अन्तर्गत एडवोकेट स्वीकृत किए गए तथा उनका नाम एडवोकेट्स अधिनियम, १९६१ की धारा १७ के अधीन बार कौंसिल द्वारा अनुरक्षित एडवोकेट पंजिका में अंकित कर लिया गया।

यह प्रमाण-पत्र आज दिनांक ५ मई २००९ को बार कौंसिल द्वारा मुद्रांकित तथा मेरे हस्ताक्षर द्वारा प्रदान किया गया।

Form D-1

Name transferred to the roll of Bar Council of Delhi
by order of the Bar Council of India vide its resolution No.
121/2011 dated 11/12.11.2011.

Date: 2.1.2012


Secretary
Bar Council of U.P.
Allahabad

BAR COUNCIL OF DELHI
FORM D-II

Dated: 30-1-2012

On transfer from the roll of Bar Council of Uttar Pradesh
Number on the roll of Bar Council of Delhi is D/ 542-B/2001 -
dt. 5-5-2001.


(Murari Tiwari)
Hony. Secretary



Prepared by 

Examined and Checked by 



CELEBRATING 17 YEARS OF COMMITTED SERVICE

TITLE SEARCH REPORT

**OF
LAND ADMEASURING 2,54,287.21 SQUARE METERS**

COMPRISED IN

**PLOT NO. TS-02A, SECTOR 22D, YAMUNA EXPRESSWAY,
YAMUNA EXPRESSWAY INDUSTRIAL DEVELOPMENT AREA,
UTTAR PRADESH**

**Dated
February 17, 2025**

**ADDRESSED TO
ATS Realty Private Limited**

PREPARED BY

KNM&PARTNERS[®]
●●●●●● LAW OFFICES

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70, Nehru Place, New Delhi – 110019
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INTRODUCTION

ATS Realty Private Limited has appointed / instructed **KNM & Partners, Law Offices** (the “**Firm**”) to conduct a limited title search / due diligence of plot of land admeasuring 2,54,287.21 square meters, bearing Plot No. TS-02A, Sector 22D, Yamuna Expressway, Yamuna Expressway Industrial Development Area, Uttar Pradesh (hereinafter referred to as the “**Project Land**”), the leasehold rights of which are presently being held by **ATS Realty Private Limited**, a company incorporated under the Companies Act, 1956, having CIN: U70200DL2012PTC240824 and having its registered office at 711/92, Deepali, Nehru Place, Delhi, India 110019 (“**Client**” / “**Addressee**”).

The primary focus of the legal title search has been on the present status of the ownership / title / leasehold rights of the Project Land.

SCOPE OF WORK

Pursuant to the instructions received from the Client to undertake a legal ownership verification of the Project Land, we have conducted a limited legal title search exercise to verify chain of flow of title of the Project Land on the basis of the information shared by the Client with us.

The exercise has been carried out solely on the basis of documents and information provided to us by the Client. The information provided to us is assumed to be genuine and proper.

ASSUMPTIONS & DISCLAIMERS

This report is based on following assumptions and accordingly the opinions rendered in this report are subject to these assumptions:

- a) The information and documents provided to us for review, are assumed to be true, complete and accurate copies of the originals. Signatures wherever contained in the documents are authentic and have been made by persons concerned and legally authorized to represent the respective entity, as the case may be. The contracting parties are competent to enter into the documents reviewed.
- b) Each of the information provided to us for review is in full force and effect as on date, incorporates on its face all amendments, which have been made to it and have not been terminated.
- c) We have not made any visit nor carried out any physical inspection of the information and documents shared with us except as stated otherwise, nor have we carried out any physical inspection of the Project Land and hence this report does not make any comment on status of actual possession, measurement and demarcation of Project Land and other such aspects.
- d) We have not made any inspections or verifications to independently check any litigation pertaining to the Project Land.
- e) This report is limited to the scope of work and limited to review of the information mentioned herein and should not be read as extending by implication to any other matter.
- f) The information provided in this report is subject to change, based on any additional information that may be received after the date of this report.

We have taken due care in conducting the legal due diligence / title search of the Project Land and in preparing this report. However, the Firm will not be held responsible and / or do not assume any financial or other liability in excess of 50% of our fees in case any factual or other information contained in this report is found to be incorrect or not true or in any way be held liable in the event of any loss and

/ or damage suffered by any person on account of any incorrect or incomplete information furnished to the Firm which forms the basis of this Report.

In compiling this report, we have acted as lawyers qualified to practice law in India and are not advising on the system of law of any other jurisdiction.

PART-A

DESCRIPTION OF THE DOCUMENTS SCRUTINIZED

S. No.	DOCUMENT SCRUTINISED
Title documents / allotment letters / agreements	
1.	Copy of Sub-lease Deed dated 12.06.2013 executed between (i) Yamuna Expressway Industrial Development Authority (“ YEIDA ”, as Lessor), and (ii) Orris Developers Private Limited (“ Orris ”, as Lessee) and (iii) ATS Realty Private Limited (the Client, as the sublessee) – bearing Document No. 14371 in Book No. 1, Vol. No. 13472 on Pages 107 to 138 registered in the Office of Sub-registrar, Gautam Budha Nagar on 12.06.2013, for sub-lease of a piece and parcel of land admeasuring 4,09,552.515 square meters (“ Larger Land ”) comprised in Plot No. TS-2A, Sector 22D, Yamuna Expressway, Yamuna Expressway Industrial Development Area, Uttar Pradesh.
2.	Copy of Supplementary Sub-lease Deed dated 17.10.2013 executed between YEIDA, Orris and the Client – bearing Document No. 25755 in Book No. 1, Vol. No. 14304 on Pages 315 to 324 registered in the Office of Sub-registrar, Gautam Budha Nagar on 17.10.2013.

OFFICES VISITED:

Search / enquiries / investigations were made at the following offices:

1. Office of the Sub-registrars at Greater Noida, Gautam Budha Nagar on 17.02.2025 to verify the records vide Receipt No. 2025145011905.

PART-B
TITLE & PERMITTED USE OF THE PROJECT LAND

A. Larger Land: being a piece of land admeasuring 4,09,552.515 square meters located at Plot No. TS-02A, Sector 22D, Yamuna Expressway, Yamuna Expressway Industrial Development Area, Uttar Pradesh:

A1. The Yamuna Expressway Industrial Development Authority (YEDIA Authority) and Orris Developers Private Limited (Orris) executed the Sub-lease Deed dated 12.06.2013 in favour of ATS Realty Private Limited (the Client) – by way of which the Larger Land was sub-leased in favour of the Client.

The salient features of the said Sub-lease Deed are:

- (a) The Sub-lease of the Larger Land was for the balance period of 90 years from 11.01.2012.
- (b) The Larger Land was subleased in favour of the Client for development of a group housing project.
- (c) The Client (being the sublessee) agreed to make payment of the total consideration of the Larger Land of Rs. 191,86,82,700/- (calculated at Rs. 4,741/- per square meter) and the annual lease rent to YEIDA – in the following manner:
 - a. The Client was granted a moratorium of 24 months form the date of allotment and only the interest @ 12.50% per annum compounded half years accrued during the moratorium period.
 - b. After expiry of the moratorium period, the balance 70% premium of the Larger Land along with interest was agreed to be paid in 13 half yearly instalment along with interest of proportionate premium and lease rent.
- (d) If the Client defaults in making payment of instalments or any payment, interest @ 15% compounded half yearly shall be leviable for defaulted period on the default amount.

A2. The Yamuna Expressway Industrial Development Authority (YEDIA Authority) and Orris Developers Private Limited (Orris) executed the Supplementary Sub-lease Deed dated 17.10.2013 in favour of ATS Realty Private Limited (the Client).

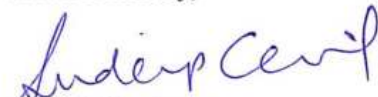
The maximum permissible land-use break-up for the total residential township upon the Larger Land was recorded under the Supplementary Sub-lease Deed as:

Institutional & Facilities	
Sr. Sec. School SS-1, Primary School PS-1 & PS-2, Nursery School NS-1, NS-2 & NS-3, Crèche & Day Care Centre CD-1 & CD-2, Dispensary DS-1 & DS-2, Nursing Home NH-4 to NH-7 Community Centre CM-1 & CM-2, Milk Booth MB-1 to MB-4, ESS-2 & Taxi Stand-2	33881.742 Sq. Mtrs.
Commercial	
Convenient Shopping CS-1 & CS-2	10016.384 Sq. Mtrs.
Residential	
Pocket No. P1	15836.481 Sq. Mtrs.
Pocket No. P2	23633.812 Sq. Mtrs.
Pocket No. P3	13664.928 Sq. Mtrs.
Pocket No. P4	15118.101 Sq. Mtrs.
Pocket No. P5	26310.458 Sq. Mtrs.
Pocket No. P6	16130.050 Sq. Mtrs.
Pocket No. P7	34323.238 Sq. Mtrs.
Pocket No. P8	32201.900 Sq. Mtrs.
Pocket No. P9	43092.041 Sq. Mtrs.

PART-C
OPINION & OBSERVATIONS

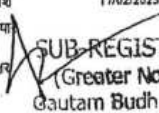
1. **Basis the information shared with us by the Client, the Project Land admeasuring 2,54,287.21 square meters is comprised within the Larger Land (admeasuring 4,09,552.515 square meters).**
2. Upon the perusal of the documents provided to us, we are of the opinion that the Client holds the sub-leasehold rights, title and interest of the Project Land admeasuring 2,54,287.21 square meters, bearing Plot No. TS-02A, Sector 22D, Yamuna Expressway, Yamuna Expressway Industrial Development Area, Uttar Pradesh for a period of 90 years from 11.01.2012. The right and interest of the Client in the Larger Land/Project Land is subject to compliance of the terms of the Sub-lease Deed dated 12.06.2013.
3. We have inspected the records of the Sub-registrar's office at Greater Noida, Gautam Budha Nagar on 17.02.2025 to verify registration of the Sub-lease Deed and the Supplementary Sub-lease Deed of the Larger Land. Upon the inspection of records, it has been observed that the said Sub-lease Deed and the Supplementary Sub-lease Deed are duly registered with the said Sub-registrar. Copy of the Receipt No. 2025145011905 is enclosed with this Report as **Annexure-A.**
4. Apart from the above, we have not carried out physical inspection of the original title document / sub-lease deed of the Larger Land. We have also not carried out any inspection pertaining to any litigation or legal disputes involving the Client that may pertain to the Larger Land/Project Land and this report does not carry any comment on the litigation, if any, on the title of the Project Land or Larger Land.

Yours sincerely,



KNM & Partners
Law Offices

Annexure-A
Copy of the Receipt No. 2025145011905

भाग 2	
प्रस्तुतकर्ता अधिका प्रार्थी द्वारा रखा जाने वाला	
उपनिबन्धक सदर ग्रेटर नोएडा	क्रम संख्या 2025145011905
गीतम बुद्ध नगर	
लेख या प्रार्थना पत्र प्रस्तुत करने का दिनांक	17/02/2025
प्रस्तुतकर्ता या प्रार्थी का नाम	सूदीप सैतन एड
लेख का प्रकार: मुआयना	2013 वर्ष से 2025 वर्ष तक
प्रतिफल की धनराशि	
1. रजिस्ट्रार शुल्क	
2. प्रतिस्तिपिकरण शुल्क	
3. निरीक्षण या सलाह शुल्क	
4. मुकदमा के अधिप्राणीकरण लिए शुल्क	
5. कमीशन शुल्क	
6. विविध	
7. यात्रिक भत्ता	
1 से 6 तक का योग	100
शुल्क वसूल करने का दिनांक	17/02/2025
दिनांक जब लेख प्रतिस्तिपि या सलाह	17/02/2025
प्रमाण पत्र वापस करने के लिए तैयार किया	
रजिस्ट्रार अधिका के हस्ताक्षर	
 SUB-REGISTRAR (Greater Noida) Gautam Budh Nagar	

Sudeep David Cecil
Advocate

TO WHOMSOEVER IT MAY CONCERN

February 17, 2025

ATS Realty Private Limited (CIN U70200DL2012PTC240824) ("**Company**"), a company incorporated under the provisions of the Companies Act, 1956 having its registered office at Plot No. TS-02A, Sector 22D, Yamuna Expressway, Yamuna Expressway Industrial Development Area, Uttar Pradesh has informed me that it is developing a real estate project named **Province D Olympia** on land parcel admeasuring approximately 2,54,287.21 square meters, bearing Plot No. TS-02A, Sector 22D, Yamuna Expressway, Yamuna Expressway Industrial Development Area, Uttar Pradesh ("**said Land**").

On the basis of the search carried out on the website of the Ministry of Corporate Affairs and the information provided to me by the Company, I confirm that the Company presently has the following encumbrances/charges on the said Land:

1. The Company has created a charge by way of unregistered equitable mortgage upon the following parcels of land forming part of the said Land:
 - a) Portion of land admeasuring 32,201.900 square meters – being Pocket No. P-8 of the said Land; and
 - b) Portion of land admeasuring 10,016.384 square meters – being Commercial (Convenient Shopping CS-1 and CS-2) of the said Land.
2. I have undertaken inspection on the official website of the Ministry of Corporate Affairs i.e. <http://mca21.gov.in/> on 15.02.2025 to verify registration of charges by the Company in respect of the said Land. Upon inspection of records, it has been observed that the Company has created charges by way of hypothecation upon the receivables of the proposed project. The details of the charges registered in the name of the Company are specified under **Annexure-A** hereto.



Sudeep Cecil

Advocate

Bar Council Regn. No.: D/542B/2001

Annexure-A
Details of Charges registered in the name of the Client as on February 15, 2025

Sr. No	Charge Holder Name	Date of Creation/ Modification	Amount (Rs)	Particulars of Charges
1.	Catalyst Trusteeship Limited (Charge Id – 100989550)	29/08/2024	1,00,00,00,000	<p><u>Charge Instrument</u></p> <p>Unattested Deed of Hypothecation ("DOH") dated 29.08.2024 executed by ATS Realty Private Limited in favour of Catalyst Trusteeship Limited</p> <p><u>Particulars of Property charged</u></p> <p>First ranking charge over the Hypothecate Assets in respect of Mortgaged Land comprising of P8 and Commercial Land Parcel (as defined in the DTD) shall be subsequently replaced by first ranking charge over the Hypothecated Assets in respect of Identified Plots (as defined in DTD) post approval of layout plan of the Project from YEIDA</p>
2.	Vistra ITCL (India) Limited (Charge Id – 100964509)	12/07/2024	2,50,00,00,000	<p><u>Charge Instrument</u></p> <p>Unattested Deed of Hypothecation dated 12.07.2024 executed by ATS Realty Private Limited in favour of Vistra ITCL (India) Limited</p> <p><u>Particulars of Property charged</u></p> <p>First ranking charge over receivables from proposed project and movable assets over piece and parcel of land admeasuring 43,092 sq. mtrs. (approx. 10.6 acres), situated at Pocket 9, Sector 22D, Yamuna Expressway, Yamuna Expressway Industrial Development Area, Uttar Pradesh and owned by the Company</p>
3.	Vistra ITCL (India) Limited Charge Id -100676067	07/11/2022 (Date of Creation) 05/09/2024 (Date of Modification)	125,00,00,000	<p><u>Charge Instrument</u></p> <p>Restated and Amended Deed of Hypothecation dated 7/11/2022</p> <p><u>Particulars of Property Charged</u></p> <p>1. First pari passu charge by the Company by way of hypothecation over the receivables and cash flows of the company arising from residential project being developed by the Company at the land parcel admeasuring approximately 32,202 sq metres and bearing plot number Pocket P-8, Plot No. TS 2A, Sector 22D, Yamuna Expressway, Yamuna Expressway Industrial Development Area, Uttar Pradesh ("Hedges Project Land")</p>

			<p>2. First pari passu charge by the Company by way of hypothecation over the receivables and cash flows of the Company arising from residential project ("ATS Realty P-1 Receivables") being developed by the Company at the land parcel admeasuring approximately 15836 sq. mtrs. and bearing plot number TS-2A, Sector 22D, Yamuna Expressway Industrial Development Area, Uttar Pradesh ("ATS Realty P-1. Project Land)</p> <p>3. First pari passu charge by the Company by way of hypothecation over the receivables and cash flows of the Company arising from commercial project ("ATS Realty Commercial Project Receivables") being developed by the Company at the commercial plot aggregating to 10,016 (Ten Thousand Sixteen) sq metres in Plot No. TS 2A, Sector 22D, Yamuna Expressway Industrial Development Area, Uttar Pradesh ("ATS Realty Commercial Project Land") and bank accounts of the Company in relation to the ATS Realty Commercial Project Receivables</p> <p>4. First pari passu charge by the Company by way of mortgage on Hedges Project Land and ATS Realty P 1 Project Land</p> <p>5. First pari passu charge by the Company by way of mortgage on ATS Realty Commercial Project Land</p> <p>6. Corporate Guarantee by ATS Realty for securing Homekraft Debentures III and Shridhara Debentures (upto face value of INR 15,00,00,000)</p> <p>7. Any other security as may be required by Vistra ITCL (India) Limited acting as debenture trustee (for the benefit of the holders of Homekraft Debentures I, Homekraft Debentures II, Homekraft Debentures III and Shridhara Debentures)</p> <p><u>Short Particulars of property charged as per Form CHG-1 dated 05.09.2024</u></p> <p>All book and other debts and monetary claims of any nature and any proceeds of such debts and claims and all other rights to receive money now or in the future due, owing or payable to Company, arising from sale, transfer, license, lease or rental of any portion of the residential project, to be developed and constructed by the Company on land parcel admeasuring approximately Fifteen Thousand Eight hundred and Thirty Six (15836) sq meters and bearing plot number TS-2A, Sector 22D, Yamuna Expressway Industrial Development Area, Uttar Pradesh (ATS Realty P-1 Project); and (ii) all rights, title, interests, benefits, claims and demands whatsoever of the Company in, to, under and/ or in respect of the escrow accounts of the</p>
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				<p>Company in respect of the ATS Realty P-1 Project and the Debenture Escrow Accounts of the Company.</p> <p><u>Particulars of Modification dated 05.09.2024</u></p> <p>Release of Charge of ATS Realty Commercial Project and Hedges Project (as more particularly defined in DOH dated 05.09.2024)</p>
4	<p>Vistra ITCL (India) Limited</p> <p>Charge Id -100222542</p>	<p>20/10/2018 (Date of Creation)</p> <p>07/11/2022 (Date of Modification)</p> <p>05/09/2024 (Date of Modification)</p>	135,00,00,000	<p><u>Charge Instrument</u> Deed of Hypothecation</p> <p><u>Particulars of Property Charged</u> 1. All book and others debts and monetary claims and proceeds of such debts including money receivables for transfer etc. and insurance proceeds from insurance Companies for Companies Project namely Allure Project, Hedges Project and ATS Realty Commercial Project. 2. Hypothecation on Designated Accounts</p> <p><u>Particulars of the present modification 22/01/2020</u> First Amendatory deed to the Deed of Hypothecation Addition of ATS Realty P-1 Project to existing set of assets now below is the revised assets:- 1. All book and others debts and monetary claims and proceeds of such debts including money receivables for transfer etc. and insurance proceeds from insurance Companies for Companies Project namely Allure Project, Hedges Project, ATS Realty P-1 Project and ATS Realty Commercial Project. 2. Hypothecation on Designated Accounts <i>Amount secured by the charge is mentioned as Rs. 150,00,00,000</i></p> <p><u>Particulars of the present modification 07/11/2022</u> <u>Charge instrument</u> Restated and Amended Deed of Hypothecation dated 7/11/2022</p> <p><u>Particulars</u> All book and others debts and monetary claims and proceeds of such debts including money receivables for transfer etc. and insurance proceeds from insurance Companies for Companies Project namely Allure Project, Hedges Project, ATS Realty P-1 Project and ATS Realty Commercial Project. 2. Hypothecation on Designated Accounts Also, Charge created to secure the debentures is being modified to first ranking pari passu charge over the Hypothecated Properties as defined in the DOH <i>Amount secured by the charge is mentioned as Rs. 135,00,00,000</i> <u>Short Particulars of property as per Form CHG-1 dated 05.09.2024</u></p>

				<p>(i) All book and other debts and monetary claims of any nature and any proceeds of such debts and claims and all other rights to receive money now or in the future due, owing or payable to Company, arising from sale, transfer, license, lease or rental of any portion of the residential project, to be developed and constructed by the Company on land parcel admeasuring approximately Fifteen Thousand Eight hundred and Thirty Six (15836) sq meters and bearing plot number TS-2A, Sector 22D, Yamuna Expressway Industrial Development Area, Uttar Pradesh (?ATS Realty P-1 Project?); and (ii) all rights, title, interests, benefits, claims and demands whatsoever of the Company in, to, under and/ or in respect of the escrow accounts of the Company in respect of the ATS Realty P-1 Project and the Debenture Escrow Accounts of the Company.</p> <p><u>Particulars of Modification</u> Release of Charge on ATS Hedges P8 and ATS Realty Commercial Project (as defined in the attached DOH) in the manner more particularly stated in the DOH.</p>
5	HDFC Bank Limited Charge Id -100080084	22/07/2016	12,00,000	<p><u>Charge Instrument</u> Loan agreement No.41176249 dated 22.07.2016</p> <p><u>Particulars of Property Charged</u> Motor Vehicle Hyundai Creta, Model No.- 1.6 VTVT AT SX Plus.</p>
6	ICICI Bank Limited Charge Id -10607708	21/11/2015	11,40,615	<p><u>Charge Instrument</u> Loan Agreement dated 21.11.2015</p> <p><u>Particulars of Property Charged</u> 01 unit of Esquire Hoist Assets financed under Loan No LQNOD00033810564</p>
7	ICICI Bank Limited Charge Id -10605765	31/10/2015	7,03,600	<p><u>Charge Instrument</u> Loan Agreement Dated 31.10.2015</p> <p><u>Particulars of Property Charged</u> 02 unit of Esquire Hoist Assets financed under Loan No LQDEL00033700045</p>